<table>
<thead>
<tr>
<th>Date</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>24 March 2009</td>
<td>Petroleum Exploration Licence PEL 494 granted</td>
</tr>
<tr>
<td></td>
<td>Interests: Adelaide Energy Limited 100%</td>
</tr>
<tr>
<td></td>
<td>Expiry Date: 23 March 2014</td>
</tr>
<tr>
<td>24 March 2009</td>
<td>Memorandum entering PEL 494 on the public register.</td>
</tr>
<tr>
<td>24 March 2009</td>
<td>Memorandum entering notation of receipt of security on the public register.</td>
</tr>
<tr>
<td>26 March 2009</td>
<td>Gazettal of grant of licence.</td>
</tr>
<tr>
<td>2 December 2009</td>
<td>Memorandum entering notation of revision to security arrangements on the public register.</td>
</tr>
<tr>
<td>4 February 2010</td>
<td>Memorandum entering notation of grant of adjunct Associated Facilities Licence AAL 155 on the public register.</td>
</tr>
<tr>
<td>25 February 2011</td>
<td>Suspension of licence conditions for the period from and including 24 March 2011 to 23 December 2011.</td>
</tr>
<tr>
<td></td>
<td>Expiry date of PEL 494 remains unchanged at 1 December 2014.</td>
</tr>
<tr>
<td>25 February 2011</td>
<td>Memorandum entering suspension of licence condition on the public register.</td>
</tr>
<tr>
<td>3 March 2011</td>
<td>Gazettal of suspension of licence condition.</td>
</tr>
<tr>
<td>6 May 2011</td>
<td>Memorandum entering notation of revision to security arrangements on the public register.</td>
</tr>
<tr>
<td>29 November 2011</td>
<td>Variation of licence conditions.</td>
</tr>
<tr>
<td>29 November 2011</td>
<td>Memorandum entering variation of licence conditions on the public register.</td>
</tr>
<tr>
<td>8 December 2011</td>
<td>Gazettal of variation of licence conditions.</td>
</tr>
<tr>
<td>23 March 2012</td>
<td>Memorandum entering notation of discharge of security on the public register.</td>
</tr>
<tr>
<td>23 March 2012</td>
<td>Memorandum entering notation of receipt of security on the public register.</td>
</tr>
<tr>
<td>1 August 2012</td>
<td>Variation of licence conditions.</td>
</tr>
</tbody>
</table>
17. 1 August 2012 Memorandum entering variation of licence conditions on the public register.

18. 9 August 2012 Gazettal of variation of licence conditions.

19. 12 September 2012 Memorandum entering notation of change of company name on the public register.

From: Adelaide Energy Limited
To: Adelaide Energy Pty Ltd

20. 12 September 2012 Certificate of change of company name.

21. 28 October 2013 Memorandum entering notation of revision of security arrangements on the public register.

22. 30 October 2013 Memorandum entering notation of revision of security arrangements on the public register.

23. 25 February 2011 Suspension of licence conditions for the period from and including 24 March 2011 to 23 December 2011.

Expiration date of PEL 494 remains unchanged at 1 December 2014.


25. 3 March 2011 Gazettal of suspension of licence condition.


27. 11 December 2013 Suspension of licence conditions for the period from and including 24 March 2014 to 23 March 2015.

Extension of term of licence term by the corresponding period of suspension.

PEL 494 is now due to expire on 23 March 2015.

28. 11 December 2013 Memorandum entering suspension of licence condition and extension of licence term on the public register.

29. 19 December 2013 Gazettal of suspension of licence condition.

30. 10 January 2014 Memorandum entering notation of revision of security arrangements on the public register.

31. 7 February 2014 Memorandum entering notation of grant of adjunct Associated Facilities Licence AAL 199 on the public register.
32. 26 February 2014 Memorandum entering notation of the following registrable dealings on the public register:


Interests in the licences PEL 494 and PRL 32 are:

- Adelaide Energy Pty Ltd 70.00%
- Somerton Energy Pty Ltd 30.00%

Interests in the licence PEL 495 are:

- Beach Energy Limited 70.00%
- Somerton Energy Pty Ltd 30.00%

Ref: SA 2014-10

Joint Operating Agreement – PEL 494 dated 7 February 2014 between Adelaide Energy Pty Ltd and Somerton Energy Pty Ltd.
Ref: SA 2014-11

Joint Operating Agreement – PRL 32 dated 7 February 2014 between Adelaide Energy Pty Ltd and Somerton Energy Pty Ltd.
Ref: SA 2014-12

33. 21 August 2014 Memorandum entering notation of revision of security arrangements on the public register.

34. 19 September 2014 Memorandum entering notation of revision of security arrangements on the public register.

35. 15 October 2014 Memorandum entering notation of revision of security arrangements on the public register.

36. 22 December 2014 Extension of time for lodgement of licence renewal application.

37. 6 August 2015 Consolidation of licence area with PELs 494 and 495.

The total area of PEL 494 is now 2488.81 km² approximately.

38. 6 August 2015 Memorandum entering consolidation of licence area on the public register.
39. 28 September 2015 Renewal of licence.

PEL 494 is now due to expire on 23 March 2020.

Interests in the licence are:

<table>
<thead>
<tr>
<th>Company</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Adelaide Energy Pty Ltd</td>
<td>70.00%</td>
</tr>
<tr>
<td>Somerton Energy Pty Ltd</td>
<td>30.00%</td>
</tr>
</tbody>
</table>

40. 28 September 2015 Memorandum entering renewal of licence on the public register.

41. 23 September 2015 Memorandum entering notation of the following registrable dealings on the public register.

PEL 494 Priority Deed dated 17 September 2015 between Somerton Energy Pty Limited (Grantor), Westpac Banking Corporation (Westpac), Westpac Administration Pty. Ltd (Security Trustee), Somerton Energy Pty Limited and Adelaide Energy Pty Ltd (each severally called the Venturer) and Adelaide Energy Pty Ltd (Operator).

SA 2015-73

General Security Deed dated 28 November 2014 between Cooper Energy Limited, Somerton Energy Pty Ltd, Essential Petroleum Exploration Pty Ltd, CE Poland Pty Ltd, Cooper Energy (Seruway) Pty Ltd and Cooper Energy (PBGP) Pty Ltd (Grantors) and Westpac Administration Pty Limited.

SA 2015-21

42. 16 March 2016 Suspension of licence for the period from and including 1 March 2016 to 28 February 2017.

PEL 494 is now due to expire on 23 March 2021.

43. 16 March 2016 Memorandum entering suspension of licence on the public register.

44. 24 March 2016 Gazettal of suspension of licence.

45. 5 April 2016 Temporary cessation of suspension of licence for a period of two (2) days with effect from and including 11 April 2016 to 12 March 2016.

PEL 494 remains due to expire on 23 March 2021.

46. 5 April 2016 Memorandum entering temporary cessation of suspension of licence on the public register.

47. 7 April 2016 Gazettal of temporary cessation of suspension of licence.

48. 19 September 2016 Temporary cessation of suspension of licence for a period of three (3) days with effect from and including 21 September 2016 to 23 September 2016.
PEL 494 remains due to expire on 23 March 2021.

49. 19 September 2016 Memorandum entering temporary cessation of suspension of licence on the public register.

50. 22 September 2016 Gazettal of temporary cessation of suspension of licence.

51. 24 October 2016 Temporary cessation of suspension of licence for a period of seven (7) days with effect from 25 October 2016 to 31 October 2016.

The expiry date of PEL 494 remains as 23 March 2021.

52. 24 October 2016 Memorandum entering the temporary cessation of suspension of licence on the public register.

53. 27 October 2016 Gazettal of temporary cessation of suspension of licence.

54. 9 November 2016 Temporary cessation of suspension of licence for a period of thirty (30) days with effect from 1 November 2016 to 30 November 2016.

The expiry date of PEL 494 remains as 23 March 2021.

55. 9 November 2016 Memorandum entering the temporary cessation of suspension of licence on the public register.

56. 17 November 2016 Gazettal of temporary cessation of suspension of licence.

57. 21 March 2017 Temporary cessation of suspension of licence for a period of four (4) days with effect from 27 March 2017 to 30 March 2017.

The expiry date of PEL 494 remains as 23 March 2021.

58. 21 March 2017 Memorandum entering the temporary cessation of suspension of licence on the public register.

59. 28 March 2017 Gazettal of temporary cessation of suspension of licence.

60. 25 October 2017 Memorandum entering the notation of the following document on the public register:

   Ref:   SA 2017-24

61. 22 February 2018 Suspension of licence conditions for the period from and including 24 March 2018 to 23 March 2019.

   Extension of term of licence term by the corresponding period of suspension.
PEL 494 is now due to expire on 23 March 2022.

62. 22 February 2018  Memorandum entering suspension of licence condition and extension of term on the public register.

63. 22 May 2018  Memorandum entering notation of the following registrable dealings on the public register.

General Security Deed dated 28 September 2017 between Cooper Energy (Sole) Pty Ltd, Cooper Energy Limited, Cooper Energy (Australia) Pty Ltd, Cooper Energy (PBF) Pty Ltd, Cooper Energy (CH) Pty Ltd, Cooper Energy (TC) Pty Ltd, Cooper Energy (MF) Pty Ltd, Cooper Energy (MGP) Pty Ltd, Cooper Energy (PB Pipelines) Pty Ltd, Cooper Energy (IC) Pty Ltd, Somerton Energy Pty Ltd, Essential Petroleum Exploration Pty Ltd and ANZ Fiduciary Services Pty Ltd.

SA 2018-07

Priority Deed PEL 494 - Cooper Basin dated 8 March 2018 between Somerton Energy Pty Limited, ANZ Fiduciary Services Pty Ltd and Adelaide Energy Pty Ltd.

SA 2018-11

64. 27 February 2019  Suspension of licence conditions for the period from 24 March 2019 to 23 September 2019 inclusive.

Extension of term of licence term by the corresponding period of suspension.

PEL 494 is now due to expire on 23 September 2022.

65. 27 February 2019  Memorandum entering suspension of licence condition and extension of term on the public register.

66. 27 February 2019  Variation of licence conditions.

67. 27 February 2019  Memorandum entering variation of licence conditions on the public register.
1. Variation of licence conditions is hereby entered on the public register.

BARRY A. GOLDSTEIN  
Executive Director  
Energy Resources Division  
Department for Energy and Mining  
Delegate of the Minister for Energy and Mining

Date: 27 February 2019
Ref: F2009/000014
Petroleum and Geothermal Energy Act 2000
s25(4)

VARIATION OF
PETROLEUM EXPLORATION LICENCE
PEL 494

I, BARRY ALAN GOLDSTEIN, Executive Director, Energy Resources Division, Department for Energy and Mining, in the State of South Australia, pursuant to the provisions of the Petroleum and Geothermal Energy Act 2000 and all other enabling powers, for and on behalf of Dan van Holst Pellekaan, Minister for Energy and Mining (Minister), pursuant to delegated powers dated 29 June 2018 vary the conditions of the above-mentioned licence, held by -

Adelaide Energy Pty Ltd
ACN 116 256 823

Somerton Energy Pty Limited
ACN 089 956 150

Condition 1 of the licence is omitted and the following substituted:

“ 1. During the term of the licence, the Licensee shall carry out or cause to be carried out, exploratory operations on the area comprised in the licence in accordance with such work programs as are approved by the Minister from time to time. Year one exploratory operations are guaranteed and any subsequent licence year work program becomes guaranteed upon entry into any such licence year. These exploratory operations shall include but not necessarily be limited to:

<table>
<thead>
<tr>
<th>Year of Term of Licence</th>
<th>Minimum Work Requirements</th>
</tr>
</thead>
<tbody>
<tr>
<td>One</td>
<td>- Geological and geophysical studies.</td>
</tr>
<tr>
<td>Two</td>
<td>- Geological and geophysical studies; and</td>
</tr>
<tr>
<td></td>
<td>- Drill 1 well.</td>
</tr>
<tr>
<td>Three</td>
<td>- Geological and geophysical studies.</td>
</tr>
<tr>
<td>Four</td>
<td>- Geological and geophysical studies.</td>
</tr>
<tr>
<td>Five</td>
<td>- Geological and geophysical studies; and</td>
</tr>
<tr>
<td></td>
<td>- 100 km² 3D seismic acquisition.</td>
</tr>
</tbody>
</table>

Dated: 27 February 2019

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department for Energy and Mining
Delegate of the Minister for Energy and Mining

Inst 05588.DOCX
MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 494

1. Suspension of the work program commitments under licence condition 1 of petroleum exploration licence PEL 494 is hereby entered on the public register.

2. Extension of the term of PEL 494 by the corresponding period of suspension is hereby entered on the public register.

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department for Energy and Mining
Delegate of the Minister for Energy and Mining

Date: 27 February 2019

Ref: F2009/000014
SUSPENSION OF CONDITION
EXTENSION OF LICENCE TERM

PETROLEUM EXPLORATION LICENCE
PEL 494

I, BARRY ALAN GOLDSTEIN, Executive Director Energy Resources Division, Department for Energy and Mining, in the State of South Australia, pursuant to the provisions of the Petroleum and Geothermal Energy Act 2000 and all other enabling powers, for and on behalf of Dan van Holst Pellekaan, Minister for Energy and Mining (Minister), pursuant to delegated powers dated 29 June 2018 hereby -

(a) suspend the work commitments under licence condition 1 of petroleum exploration licence PEL 494 for the period from 24 March 2019 until 23 September 2019 inclusive.

(b) extend the term of PEL 494 by the corresponding period of suspension, such that PEL 494 now expire on 23 September 2022.

Dated: 27 February 2019

[Signature]

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department for Energy and Mining
Delegate of the Minister for Energy and Mining
MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 494

SA 2018-07  Notation of registrable dealing as evidenced by General Security Deed dated 28 September 2017 between Cooper Energy (Sole) Pty Ltd, Cooper Energy Limited, Cooper Energy (Australia) Pty Ltd, Cooper Energy (PBF) Pty Ltd, Cooper Energy (CH) Pty Ltd, Cooper Energy (TC) Pty Ltd, Cooper Energy (MF) Pty Ltd, Cooper Energy (MGP) Pty Ltd, Cooper Energy (PB Pipelines) Pty Ltd, Cooper Energy (IC) Pty Ltd, Somerton Energy Pty Ltd, Essential Petroleum Exploration Pty Ltd and ANZ Fiduciary Services Pty Ltd is hereby entered on the public register.

SA 2018-11  Notation of registrable dealing as evidenced by Priority Deed PEL 494 - Cooper Basin dated 8 March 2018 between Somerton Energy Pty Limited, ANZ Fiduciary Services Pty Ltd and Adelaide Energy Pty Ltd is hereby entered on the public register.

BARRY A. GOLSTEIN  
Executive Director  
Energy Resources Division  
Department of the Premier and Cabinet  
Delegate of the Minister for Energy and Mining

Date:  22 May 2018

Ref:  F2009/000014
MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 494

1. Suspension of the work program commitments under licence condition 1 of petroleum exploration licence PEL 494 is hereby entered on the public register.

2. Extension of the term of PEL 494 by the corresponding period of suspension is hereby entered on the public register.

NICK PANAGOPOULOS
A/Executive Director
Energy Resources Division
Department of the Premier and Cabinet
Delegate of the Minister for Mineral Resources and Energy

Date: 22 February 2018

Ref: F2009/000014
Petroleum and Geothermal Energy Act 2000
S.76A

SUSPENSION OF CONDITION
EXTENSION OF LICENCE TERM
PETROLEUM EXPLORATION LICENCE
PEL 494

I, NICK PANAGOPoulos, Acting Executive Director Energy Resources Division, Department of the Premier and Cabinet, in the State of South Australia, pursuant to the provisions of the Petroleum and Geothermal Energy Act 2000 and all other enabling powers, for and on behalf of Tom Koutsantonis, Minister for Mineral Resources and Energy (Minister), pursuant to delegated powers dated 31 March 2017 hereby -

(a) Suspend the work commitments under licence condition 1 of petroleum exploration licence PEL 494 for the period from 24 March 2018 until 23 March 2019 inclusive; and

(b) Extend the term of PEL 494 by the corresponding period of suspension, such that PEL 494 will now expire on 23 March 2022.

Dated: 22 February 2018

[Signature]

NICK PANAGOPoulos
A/Executive Director
Energy Resources Division
Department of the Premier and Cabinet
Delegate of the Minister for Mineral Resources and Energy
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 90, 93 and 494

PETROLEUM RETENTION LICENCES
PRLs 32, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103 and 104

ASSOCIATED ACTIVITIES LICENCES
AALs 18, 82, 98, 128, 146 and 157

PETROLEUM PRODUCTION LICENCES
PPLs 204, 205, 207, 220, 224, 245, 246, 247, 248, 249 and 250

SA 2017-24 Notation of the registration of a Deed Poll of Release Westpac Administration Pty Limited dated 20 September 2017 is hereby entered on the public register.

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department of the Premier and Cabinet
Delegate of the Minister for Mineral Resources and Energy

Date: 25 October 2017

Ref: F2013/002371 28/1/379
     F2013/002361 28/1/419
     F2015/000278 28/1/426
     27/2/339    F2013/000277
     27/2/438    F2013/000672
     27/2/512    F2013/000676
     27/2/520    F2013/001842
     27/2/543    F2013/001843
     F2010/000982 F2013/001844
     28/1/360    F2009/000014
     28/1/375    F2013/000155
PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

Temporary Cessation of Suspension of Petroleum
Exploration Licence PEL 494

PURSUANT to Section 90 of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that the suspension of PEL 494 dated 16 March 2016, has been temporarily ceased under the provisions of the Petroleum and Geothermal Energy Act 2000, for the period 27 March 2017 to 30 March 2017 inclusive, pursuant to delegated powers dated 21 March 2012.

The expiry date of PEL 494 remains as 23 March 2021.

Dated 21 March 2017.

B. A. GOLDSTEIN,
Executive Director,
Energy Resources Division,
Department of State Development,
Delegate of the Minister for Mineral Resources and Energy
MEMORANDUM

TEMPORARY CESSION OF SUSPENSION OF PETROLEUM EXPLORATION LICENCE PEL 494

Temporary cessation of suspension of licence is hereby entered on the public register.

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minster for Mineral Resources and Energy

Date: 21 March 2017

Ref: F2009/000014
TEMPORARY CESSATION OF SUSPENSION OF PETROLEUM EXPLORATION LICENCE PEL 494

I, BARRY ALAN GOLDSSTEIN, Executive Director Energy Resources Division, Department of State Development, in the State of South Australia, pursuant to the provisions of the Petroleum and Geothermal Energy Act 2000 and all other enabling powers, for and on behalf of Tom Koutsantonis, Minister for Mineral Resources and Energy (Minister), pursuant to delegated powers dated 21 March 2012 hereby approve the temporary cessation of the suspension dated 16 March 2016 of petroleum exploration licence PEL 494 for a period of four (4) days with effect from 27 March 2017 to 30 March 2017 inclusive.

1. Regulated activities are permitted to be carried out during this period of temporary cessation of suspension.

2. The suspension dated 16 March 2016 will resume with effect from and including 31 March 2017 until 15 April 2017.

3. The expiry date of PEL 494 remains as 23 March 2021.

Dated: 21 March 2017

BARRY A. GOLDSSTEIN
Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy
PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

Temporary Cessation of Suspension
Petroleum Exploration Licence—PEL 494

PURSUANT to Section 90 of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that the suspension of PEL 494 dated 16 March 2016, has been temporarily ceased under the provisions of the Petroleum and Geothermal Energy Act 2000, for the period 1 November 2016 to 30 November 2016 inclusive, pursuant to delegated powers dated 21 March 2012.

The expiry date of PEL 494 remains as 23 March 2021.

Dated 9 November 2016.

N. PANAGOPULOS,
Acting Executive Director,
Energy Resources Division,
Department of State Development,
Delegate of the Minister for Mineral Resources and Energy
MEMORANDUM

TEMPORARY CESSATION OF SUSPENSION OF PETROLEUM EXPLORATION LICENCE
PEL 494

Temporary cessation of suspension of licence is hereby entered on the public register.

NICK PANAGOPOULOS
A/Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minster for Mineral Resources and Energy

Date: 9 November 2016

Ref: F2009/000014
TEMPORARY CESSATION OF SUSPENSION OF
PETROLEUM EXPLORATION LICENCE
PEL 494

I, NICK PANAGOPoulos, Acting Executive Director Energy Resources Division, Department of State Development, in the State of South Australia, pursuant to the provisions of the Petroleum and Geothermal Energy Act 2000 and all other enabling powers, for and on behalf of Tom Koutsantonis, Minister for Mineral Resources and Energy (Minister), pursuant to delegated powers dated 21 March 2012 hereby approve the temporary cessation of the suspension dated 16 March 2016 of petroleum exploration licence PEL 494 for a period of thirty (30) days with effect from 1 November 2016 to 30 November 2016 inclusive.

1. Regulated activities are permitted to be carried out during this period of temporary cessation of suspension.

2. The suspension dated 16 March 2016 will resume with effect from and including 1 December 2016 until 11 April 2017.

3. The expiry date of PEL 494 remains as 23 March 2021.

Dated: 9 November 2016

NICK PANAGOPoulos
A/Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy
**PETROLEUM AND GEOTHERMAL ENERGY ACT 2000**

**Suspension of Geothermal Exploration Licence—GEL 181**

PURSUANT to Section 90 of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that the abovementioned Geothermal Exploration Licence has been suspended for the period from and including 1 August 2016 until 31 July 2017.

The expiry date of GEL 181 is now determined to be 21 November 2018.

Dated 20 October 2016.

B. A. GOLDSTEIN, Executive Director, Energy Resources Division, Department of State Development, Delegate of the Minister for Mineral Resources and Energy

**PETROLEUM AND GEOTHERMAL ENERGY ACT 2000**

**Temporary Cessation of Suspension Petroleum Exploration Licence—PEL 494**

PURSUANT to Section 90 of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that the suspension of PEL 494, dated 30 March 2016, has been temporarily ceased under the provisions of the Petroleum and Geothermal Energy Act 2000, for the period 15 September 2016 to 22 September 2016 inclusive, and that the suspension of PEL 494 remains as 23 March 2021.

Dated 24 October 2016.

B. A. GOLDSTEIN, Executive Director, Energy Resources Division, Department of State Development, Delegate of the Minister for Mineral Resources and Energy

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15. West Coast

Acraman Creek Conservation Park, Barwell Conservation Park, Bascombe Well Conservation Park, Boondina Conservation Park, Calpatana Waterhole Conservation Park, Cape Blanche Conservation Park, Cartoola Recreation Park, Chadina Conservation Park, Coota Conservation Park, Fowlers Bay Conservation Park, Gawler Ranges National Park, Kulilipar Conservation Park, Lake Gillies Conservation Park, Lake Newland Conservation Park, Nullarbor Regional Reserve, Nullarbor National Park, Pechina Conservation Park, Pinkawillie Conservation Park, Pureba Conservation Park, Scean Bay Conservation Park, Scearci Bay Conservation Park, Venus Bay Conservation Park, Wahganyah Conservation Park, Yellabina Regional Reserve and Yumbarra Conservation Park: All wood fires or solid fuel fires are prohibited from 1 November 2016 to 15 April 2017. Gas fires or liquid fuel fires are permitted other than on days of total fire ban.

For further information, please refer to the DEWNR website www.environment.sa.gov.au or contact the Eyre Peninsula Natural Resources Centre (08) 8688 3111, Alinytjara Wilurara Natural Resources Centre (08) 8625 5706 or CFS Fire Batts Hotline 1300 362 361.

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**THE DISTRICT COURT OF SOUTH AUSTRALIA**

**PORT AUGUSTA CIRCUIT COURT**

Sheriff's Office, Adelaide, 1 November 2016

IN pursuance of a precept from the District Court to me directed, I do hereby give notice that the said Court will sit as a Court of Oyer and Terminer and General Gaol Delivery at the Courthouse at Port Augusta on the day and time undermentioned and all parties bound to prosecute and give evidence and all jurors summoned and all others having business at the said Court are required to attend the sittings thereof and the order of such business will be unless a Judge otherwise orders as follows:

Tuesday, 1 November 2016 at 10 a.m. on the first day of the sittings the only business taken will be the arraignment of prisoners in gaol and the passing of sentences on prisoners in gaol committed for sentence; the surrender of persons in response to ex officio informations or of persons on bail and committed for trial who have signified their intentions to plead guilty and the passing of sentences for all matters listed for disposition by the District Court.

Juries will be summoned for Tuesday, 1 November 2016 and persons will be tried on this and subsequent days of the sittings.

**Prisoners in H.M. Gaol and on bail for sentence and for trial at the sittings of the Port Augusta Courthouse, commencing Tuesday, 1 November 2016.**

<table>
<thead>
<tr>
<th>Name</th>
<th>Offence Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Adams, Rena</td>
<td>Aggravated robbery</td>
</tr>
<tr>
<td>Alvey, John Stanley</td>
<td>Aggravated causing harm with intent to cause harm</td>
</tr>
<tr>
<td>Edwards, Tania Marie</td>
<td>In gaol</td>
</tr>
<tr>
<td>Ashman, Travis</td>
<td>Fail to comply with bail agreement; aggravated threat; life; contravene term of intervention order; damage property (3); aggravated assault; assault</td>
</tr>
<tr>
<td>Bennier, Michael</td>
<td>On bail</td>
</tr>
<tr>
<td>Edward John</td>
<td>On bail</td>
</tr>
<tr>
<td>Betts, Cecil</td>
<td>Aggravated serious criminal trespass in a place of residence; aggravated threat</td>
</tr>
<tr>
<td></td>
<td>to cause harm</td>
</tr>
</tbody>
</table>

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**PETROLEUM AND GEOTHERMAL ENERGY ACT 2000**

**Temporary Cessation of Suspension Petroleum Exploration Licence—PEL 94**

PURSUANT to Section 90 of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that the suspension of PEL 94, dated 30 March 2016, has been temporarily ceased under the provisions of the Petroleum and Geothermal Energy Act 2000, for the period 25 October 2016 to 31 October 2016 inclusive, pursuant to delegated powers dated 21 March 2012.

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**PETROLEUM AND GEOTHERMAL ENERGY ACT 2000**

**Temporary Cessation of Suspension Petroleum Exploration Licence—AAL 200**

PURSUANT to Section 90 of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that the suspension of AAL 200, dated 30 March 2016 has been temporarily ceased under the provisions of the Petroleum and Geothermal Energy Act 2000, for the periods 26 October 2016 to 27 October 2016 inclusive, pursuant to delegated powers dated 15 November 2016.

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**PETROLEUM AND GEOTHERMAL ENERGY ACT 2000**

**Temporary Cessation of Suspension Petroleum Exploration Licence—PEL 494**

PURSUANT to Section 90 of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that the suspension of PEL 494 dated 16 March 2016, has been temporarily ceased under the provisions of the Petroleum and Geothermal Energy Act 2000, for the period 25 October 2016 to 31 October 2016 inclusive, pursuant to delegated powers dated 21 March 2012.

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**PETROLEUM AND GEOTHERMAL ENERGY ACT 2000**

**Temporary Cessation of Suspension Petroleum Exploration Licence—AAL 200**

PURSUANT to Section 90 of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that the suspension of AAL 200, dated 30 March 2016 has been temporarily ceased under the provisions of the Petroleum and Geothermal Energy Act 2000, for the periods 26 October 2016 to 27 October 2016 inclusive, pursuant to delegated powers dated 21 March 2012.

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**PETROLEUM AND GEOTHERMAL ENERGY ACT 2000**

**Temporary Cessation of Suspension Petroleum Exploration Licence—PEL 94**

PURSUANT to Section 90 of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that the suspension of PEL 94, dated 30 March 2016, has been temporarily ceased under the provisions of the Petroleum and Geothermal Energy Act 2000, for the period 15 September 2016 to 22 September 2016 inclusive, and that the suspension of PEL 94 remains as 23 March 2021.

Dated 24 October 2016.

B. A. GOLDSTEIN, Executive Director, Energy Resources Division, Department of State Development, Delegate of the Minister for Mineral Resources and Energy
MEMORANDUM

TEMPORARY CESSION OF SUSPENSION OF PETROLEUM EXPLORATION LICENCE PEL 494

Temporary cessation of suspension of licence is hereby entered on the public register.

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy

Date: 24 October 2016

Ref: F2009/000014
TEMPORARY CESSION OF SUSPENSION OF
PETROLEUM EXPLORATION LICENCE
PEL 494

I, BARRY A. GOLDSTEIN, Executive Director Energy Resources Division, Department of State Development, in the State of South Australia, pursuant to the provisions of the Petroleum and Geothermal Energy Act 2000 and all other enabling powers, for and on behalf of Tom Koutsantonis, Minister for Mineral Resources and Energy (Minister), pursuant to delegated powers dated 21 March 2012 hereby -

(a) approve the temporary cessation of the suspension dated 16 March 2016 of petroleum exploration licence PEL 494 for a period of seven (7) days with effect from 25 October 2016 to 31 October 2016 inclusive.

1. Regulated activities are permitted to be carried out during this temporary cessation of suspension.

2. The suspension dated 16 March 2016 will resume with effect from and including 1 November 2016 until 12 March 2017.

3. The expiry date of PEL 494 remains as 23 March 2021.

Dated: 24 October 2016

[Signature]

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy
PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

Temporary Cessation of Suspension
Petroleum Exploration Licence—PEL 494

PURSUANT to Section 90 of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that the suspension of PEL 494 dated 16 March 2016, has been temporarily ceased under the provisions of the Petroleum and Geothermal Energy Act 2000, for the period 21 September 2016 to 23 September 2016 inclusive, pursuant to delegated powers dated 21 March 2012.

The expiry date of PEL 494 remains as 23 March 2021.

Dated 19 September 2016.

N. PANAGOPoulos,
Acting Executive Director,
Energy Resources Division,
Department of State Development,
Delegate of the Minister for Mineral Resources and Energy
MEMORANDUM

TEMPORARY CESSION OF SUSPENSION OF
PETROLEUM EXPLORATION LICENCE
PEL 494

Temporary cessation of suspension of licence is hereby entered on the public register.

NICK PANAGOPOULOS
A/Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minster for Mineral Resources and Energy

Date: 19 September 2016

Ref: F2009/000014
TEMPORARY CESSION OF SUSPENSION OF
PETROLEUM EXPLORATION LICENCE
PEL 494

I, NICK PANAGOPOULOS, Acting Executive Director Energy Resources Division,
Department of State Development, in the State of South Australia, pursuant to the
provisions of the Petroleum and Geothermal Energy Act 2000 and all other enabling
powers, for and on behalf of Tom Koutsantonis, Minister for Mineral Resources and
Energy (Minister), pursuant to delegated powers dated 21 March 2012 hereby -

(a) approve the temporary cessation of the suspension dated 16 March 2016
of petroleum exploration licence PEL 494 for a period of three (3) days
with effect from 21 September 2016 to 23 September 2016 inclusive.

1. Regulated activities are permitted to be carried out during this temporary
cessation of suspension.

2. The suspension dated 16 March 2016 will resume with effect from and including

3. The expiry date of PEL 494 remains as 23 March 2021.

Dated: 19 September 2016

[Signature]

NICK PANAGOPOULOS
A/Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy
PetroLeum and Geothermal Energy Act 2000
Temporary Cessation of Suspension Petroleum Exploration Licence—PEL 494

Pursuant to section 90 of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that the suspension of PEL 494 dated 16 March 2016 has been temporarily ceased under the provisions of the Petroleum and Geothermal Energy Act 2000, for the period 11 April 2016 to 12 April 2016 inclusive, pursuant to delegated powers dated 21 March 2012.

The expiry date of PEL 494 remains as 23 March 2021.

Dated 5 April 2016.

B. Goldstein, Executive Director, Energy Resources Division, Department of State Development, Delegate of the Minister for Mineral Resources and Energy
MEMORANDUM

TEMPORARY CESSION OF SUSPENSION OF PETROLEUM EXPLORATION LICENCE PEL 494

Temporary cessation of suspension of licence is hereby entered on the public register.

BARRY A. GOLDSMITH
Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy

Date: 5 April 2016

Ref: F2009/000014
TEMPORARY CESSATION OF SUSPENSION OF
PETROLEUM EXPLORATION LICENCE
PEL 494

I, BARRY ALAN GOLDSTEIN, Executive Director Energy Resources Division, Department of State Development, in the State of South Australia, pursuant to the provisions of the Petroleum and Geothermal Energy Act 2000 and all other enabling powers, for and on behalf of Tom Koutsantonis, Minister for Mineral Resources and Energy (Minister), pursuant to delegated powers dated 21 March 2012 hereby -

(a) approve the temporary cessation of the suspension dated 16 March 2016 of petroleum exploration licence PEL 494 for a period of two (2) days with effect from and including 11 April 2016 to 12 April 2016.

1. Regulated activities are permitted to be carried out during this temporary cessation of suspension.

2. The suspension dated 16 March 2016 will resume with effect from and including 13 April 2016 until 2 March 2017.

3. The expiry date of PEL 494 remains as 23 March 2021.

Dated: 5 April 2016

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy
PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

Suspension of Petroleum Exploration Licence—
PEL 494

PURSUANT to Section 90 of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that pursuant to delegated powers dated 21 March 2012, the abovementioned Petroleum Exploration Licence has been suspended for the period from and including 1 March 2016 until 28 February 2017.

The expiry date of PEL 494 is now determined to be 23 March 2021.

Dated: 16 March 2016.

N. PANAGOPULOS
Acting Executive Director,
Energy Resources Division,
Department of State Development,
Delegate of the Minister for Mineral Resources and Energy
MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 494

1. Suspension of licence is hereby entered on the public register.

NICK PANAGOPOLLOS
A/Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minster for Mineral Resources and Energy

Date: 16 March 2016

Files: F2009/000014
SUSPENSION OF
PETROLEUM EXPLORATION LICENCE
PEL 494

I, NICK PANAGOPOULOS, Acting Executive Director Energy Resources Division, Department of State Development, in the State of South Australia, pursuant to the provisions of the Petroleum and Geothermal Energy Act 2000 and all other enabling powers, for and on behalf of Tom Koutsantonis, Minister for Mineral Resources and Energy (Minister), pursuant to delegated powers dated 21 March 2012 hereby -

(a) suspend petroleum exploration licence PEL 494 for the period from and including 1 March 2016 until 28 February 2017.

(b) No regulated activities are permitted to be carried out during this period of suspension.

(c) The expiry date of PEL 494 is now determined to be 23 March 2021.

Dated: 16 March 2016

NICK PANAGOPOULOS
A/Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy
Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 494

SA 2015-73  Notation of registrable dealing as evidenced by PEL 494 Priority Deed dated 17 September 2015 between Somerton Energy Pty Limited (Grantor), Westpac Banking Corporation (Westpac), Westpac Administration Pty. Ltd (Security Trustee), Somerton Energy Pty Limited and Adelaide Energy Pty Ltd (each severally called the Venturer) and Adelaide Energy Pty Ltd (Operator) is hereby entered on the public register.

SA 2015-21  Notation of registrable dealing as evidenced by General Security Deed dated 28 November 2014 between Cooper Energy Limited, Somerton Energy Pty Ltd, Essential Petroleum Exploration Pty Ltd, CE Poland Pty Ltd, Cooper Energy (Seruway) Pty Ltd and Cooper Energy (PBGP) Pty Ltd (Grantors) and Westpac Administration Pty Limited is hereby entered on the public register.

NICK PANAGOPOULOS
A/Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minster for Mineral Resources and Energy

Date:  23 September 2015
Ref:  F2009/000014
MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 494

1. Renewal of this licence effective from 24 March 2015 is hereby entered on the public register.

2. Interests in the licence are:

   Adelaide Energy Pty Ltd      70.0%
   Somerton Energy Pty Limited  30.0%

   BARRY A. GOLDSTEIN
   Executive Director
   Energy Resources Division
   Department of State Development
   Delegate of the Minister for Mineral Resources and Energy

   Date: 28 September 2015
   File: F2009/000014
Petroleum and Geothermal Energy Act 2000

FIRST RENEWAL OF
PETROLEUM EXPLORATION LICENCE

PEL 494

I, BARRY ALAN GOLDSTEIN, Executive Director Energy Resources Division, Department of State Development, in the State of South Australia, pursuant to the provisions of the Petroleum and Geothermal Energy Act 2000 and all other enabling powers, for and on behalf of Tom Koutsantonis, Minister for Mineral Resources and Energy (Minister), pursuant to delegated powers dated 21 March 2012, HEREBY GRANT to:

Adelaide Energy Pty Ltd
ACN 116 256 823

Somerton Energy Pty Limited
ACN 089 956 150

(hereinafter referred to as the Licensee) an Exploration Licence in relation to all regulated resources except a source of geothermal energy in respect of the area set out below, to have effect from 24 March 2015 and to expire on 23 March 2020, subject to the provisions of the Petroleum and Geothermal Energy Act 2000.

DESCRIPTION OF AREA

The land comprised in this licence is that part of the State of South Australia described in the Schedule hereto:

CONDITIONS

1. During the term of the licence, the Licensee shall carry out or cause to be carried out, exploratory operations on the area comprised in the licence in accordance with such work programs as are approved by the Minister from time to time. Year one exploratory operations are guaranteed and any subsequent licence year work program becomes guaranteed upon entry into any such licence year. These exploratory operations shall include but not necessarily be limited to:-

<table>
<thead>
<tr>
<th>Year of Term of Licence</th>
<th>Minimum Work Requirements</th>
</tr>
</thead>
<tbody>
<tr>
<td>One</td>
<td>• Geological and Geophysical Studies.</td>
</tr>
<tr>
<td>Two</td>
<td>• Geological and Geophysical Studies; and</td>
</tr>
<tr>
<td></td>
<td>• Drill 1 well.</td>
</tr>
<tr>
<td>Three</td>
<td>• Geological and Geophysical Studies.</td>
</tr>
<tr>
<td>Four</td>
<td>• Geological and Geophysical Studies</td>
</tr>
<tr>
<td></td>
<td>• 100 Km² 3D seismic acquisition</td>
</tr>
<tr>
<td>Five</td>
<td>• Geological and Geophysical Studies.</td>
</tr>
</tbody>
</table>
2. In the event that the Licensee during any year of the term of this licence fails to comply with the work program requirements of this licence, it is an express term of this licence that the Minister may, at his discretion, either cancel this licence or authorise such variation to these requirements as the Minister thinks fit.

3. Pursuant to Section 74 of the Act the regulated activities to be carried out pursuant to this Licence are classified as requiring low level official surveillance.

4. The Licensee shall during periods determined by the Minister, lodge and maintain with the Minister, for the satisfaction of obligations arising under the Act or this licence, a security of $50,000 (fifty thousand dollars) or such greater sum as specified by the Minister from time to time ("the Security"). The Security shall be lodged in the form of either:

   (a) cash; or
   (b) an unconditional, irrevocable bank guarantee or letter of credit in a form, and from a financial institution, approved by the Minister,

4.1 Interest will not be payable by the Minister to the Licensee on any cash Security.

4.2 All charges incurred by the Licensee in obtaining and maintaining the Security, shall be met by the Licensee.

4.3 If upon expiry, this Licence is not renewed and the Minister is satisfied that there are no further obligations under this Licence or the Act, the Minister will return the Security to the Licensee.

5. The Licensee must:

   (a) upon commencement of regulated activities under this licence, maintain in force during the term of this licence public liability insurance to cover regulated activities under this licence (including sudden and accidental pollution) in the name of the Licensee for a sum not less than twenty million dollars ($20,000,000.00) or such greater sum as specified by the Minister, and make such amendments to the terms and conditions of the insurance as the Minister may from time to time require;

   (b) maintain in force during the drilling of any well or operation in any well, control of well insurance in the name of the Licensee for a sum not less than ten million dollars ($10,000,000.00) or such greater sum as specified by the Minister, and make such amendments to the terms and conditions of the insurance as the Minister may from time to time require;

   (c) upon request by the Minister, provide the Minister with a cover note or certificate of currency of each insurance policy referred to in paragraphs (a) and (b).

6. The Minister in specifying the levels of insurance accepts no liability for the completeness of their listing, the adequacy of the sum insured, the limit of liability, the scoped coverage, or the conditions or exclusions of these insurances in respect to how they may or may not respond to any loss, damage or liability.

7. The Licensee will ensure, when preparing an Environmental Impact Report under Part 12 of the Petroleum and Geothermal Energy Act 2000, that the report also includes an assessment of the potential economic consequences for other licensees under the Petroleum and Geothermal Energy 2000 or Mining Act 1971 and owners of land, arising out of proposed regulated activities to be carried out in the licence area.
8. A contract or agreement entered into by the licensee to transfer or accept liability for any well or facility constructed for the purpose of undertaking a regulated activity under the Petroleum Act 1940 or the Petroleum and Geothermal Energy Act 2000 cannot transfer, limit or exclude liability under the Petroleum and Geothermal Energy Act 2000 unless written consent of the Minister is obtained.

Date: 28 September 2015

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy
EXECUTED BY THE LICENSEE:

EXECUTED by Adelaide Energy Pty Ltd (ACN 116 256 823) in accordance with Section 127 of the Corporations Act 2001

Glenn Davis
Director

Cathy Oster
Company Secretary

[Print Name of Director]
[Print Name of Director/Secretary*]
(*delete the inapplicable)

2 September 2015
Date

EXECUTED by Somerton Energy Pty Limited (ACN 089 956 150) in accordance with Section 127 of the Corporations Act 2001

Signature of Director

Signature of Director/Secretary*

DAVID P MAXWELL
[Print Name of Director]
[Print Name of Director/Secretary*]
(*delete the inapplicable)

11 September 2015
Date
THE SCHEDULE

PETROLEUM EXPLORATION LICENCE

PEL 494

Description of Area

All that part of the State of South Australia, bounded as follows:-

Commencing at a point being the intersection of latitude 37°10'50"S GDA94 and longitude 140°28'30"E GDA94, thence east to longitude 140°30'50"E GDA94,
south to latitude 37°12'00"S GDA94, east to longitude 140°37'15"E GDA94,
south to latitude 37°12'10"S GDA94, east to longitude 140°37'30"E GDA94,
south to latitude 37°12'20"S GDA94, east to longitude 140°37'40"E GDA94,
south to latitude 37°12'30"S GDA94, east to longitude 140°37'55"E GDA94,
south to latitude 37°12'35"S GDA94, east to longitude 140°38'05"E GDA94,
south to latitude 37°12'40"S GDA94, east to longitude 140°38'20"E GDA94,
south to latitude 37°12'45"S GDA94, east to longitude 140°38'35"E GDA94,
south to latitude 37°12'55"S GDA94, east to longitude 140°38'50"E GDA94,
south to latitude 37°13'05"S GDA94, east to longitude 140°39'10"E GDA94,
south to latitude 37°13'15"S GDA94, east to longitude 140°39'25"E GDA94,
south to latitude 37°13'25"S GDA94, east to longitude 140°39'45"E GDA94,
south to latitude 37°13'30"S GDA94, east to longitude 140°40'05"E GDA94,
south to latitude 37°14'10"S GDA94, east to longitude 140°40'30"E GDA94,
south to latitude 37°14'15"S GDA94, east to longitude 140°40'50"E GDA94,
south to latitude 37°14'20"S GDA94, east to longitude 140°41'05"E GDA94,
south to latitude 37°14'30"S GDA94, east to longitude 140°41'20"E GDA94,
south to latitude 37°14'35"S GDA94, east to longitude 140°41'30"E GDA94,
south to latitude 37°14'40"S GDA94, east to longitude 140°42'05"E GDA94,
south to latitude 37°14'45"S GDA94, east to longitude 140°42'40"E GDA94,
north to latitude 37°14'30"S GDA94, east to longitude 140°43'00"E GDA94,
south to latitude 37°14'50"S GDA94, east to longitude 140°43'20"E GDA94,
south to latitude 37°15'10"S GDA94, east to longitude 140°43'40"E GDA94,
south to latitude 37°15'30"S GDA94, east to longitude 140°45'00"E GDA94,
south to latitude 37°17'40"S GDA94, east to longitude 140°52'50"E GDA94,
south to latitude 37°19'20"S GDA94, east to the eastern border of the State of South
Australia, then southerly along the border of the said State to latitude 37°28'50"S GDA94,
west to longitude 140°51'00"E GDA94,
south to latitude 37°29'10"S GDA94, west to longitude 140°50'00"E GDA94,
south to latitude 37°33'00"S GDA94, west to longitude 140°44'30"E GDA94,
north to latitude 37°32'20"S GDA94, west to longitude 140°43'10"E GDA94,
north to latitude 37°32'00"S GDA94, west to longitude 140°42'40"E GDA94,
south to latitude 37°32'30"S GDA94, west to longitude 140°40'00"E GDA94,
north to latitude 37°30'30"S GDA94, west to longitude 140°37'30"E GDA94,
north to latitude 37°28'00"S GDA94, west to longitude 140°36'40"E GDA94,
north to latitude 37°27'20"S GDA94, west to longitude 140°35'50"E GDA94,
north to latitude 37°26'20"S GDA94, west to longitude 140°35'00"E GDA94,
north to latitude 37°25'20"S GDA94, west to longitude 140°34'00"E GDA94,
north to latitude 37°24'40"S GDA94, west to longitude 140°33'00"E GDA94,
north to latitude 37°24'00"S GDA94, west to longitude 140°31'30"E GDA94,
north to latitude 37°23'20"S GDA94, west to longitude 140°30'00"E GDA94,
north to latitude 37°22'40"S GDA94, west to longitude 140°28'50"E GDA94,
north to latitude 37°22'00"S GDA94, west to longitude 140°27'30"E GDA94,
north to latitude 37°17'30"S GDA94, west to longitude 140°15'00"E GDA94,
north to latitude 37°11'50"S GDA94, east to longitude 140°21'40"E GDA94,
north to latitude 37°10'20"S GDA94, east to longitude 140°28'30"E GDA94,
and south to the point of commencement, but excluding Calectasia Conservation Park,
Penola Conservation Park and also the areas bounded as follows:-

Commencing at a point being the intersection of latitude 37°19'15"S GDA94 and longitude
140°42'40"E GDA94, thence east to longitude 140°44'45"E GDA94,
south to latitude 37°20'05"S GDA94, east to longitude 140°46'15"E GDA94,
south to latitude 37°20'55"S GDA94, east to longitude 140°47'30"E GDA94,
south to latitude 37°22'35"S GDA94, east to longitude 140°47'40"E GDA94,
south to latitude 37°23'25"S GDA94, west to longitude 140°46'50"E GDA94,
south to latitude 37°23'35"S GDA94, west to longitude 140°46'00"E GDA94,
north to latitude 37°23'25"S GDA94, west to longitude 140°45'05"E GDA94,
north to latitude 37°22'30"S GDA94, west to longitude 140°43'55"E GDA94,
north to latitude 37°21'50"S GDA94, west to longitude 140°42'57"E GDA94,
north to latitude 37°20'05"S GDA94, west to longitude 140°42'40"E GDA94, and north to the
point of commencement.

and

Commencing at a point being the intersection of latitude 37°24'09"S GDA94 and longitude
140°51'55"E GDA94, thence east to longitude 140°52'20"E GDA94,
south to latitude 37°24'14"S GDA94, east to longitude 140°53'05"E GDA94,
south to latitude 37°24'19"S GDA94, east to longitude 140°53'10"E GDA94,
south to latitude 37°24'24"S GDA94, east to longitude 140°53'25"E GDA94,
south to latitude 37°24'29"S GDA94, east to longitude 140°53'35"E GDA94,
south to latitude 37°24'34"S GDA94, east to longitude 140°53'40"E GDA94,
south to latitude 37°24'49"S GDA94, west to longitude 140°53'35"E GDA94,
south to latitude 37°25'09"S GDA94, west to longitude 140°52'45"E GDA94,
north to latitude 37°25'04"S GDA94, west to longitude 140°52'40"E GDA94,
north to latitude 37°24'59"S GDA94, west to longitude 140°52'15"E GDA94,
north to latitude 37°24'54"S GDA94, west to longitude 140°52'00"E GDA94,
north to latitude 37°24'49"S GDA94, west to longitude 140°51'55"E GDA94,
north to latitude 37°24'44"S GDA94, west to longitude 140°51'50"E GDA94,
north to latitude 37°24'14"S GDA94, east to longitude 140°51'55"E GDA94, and north to the
point of commencement.

and

Commencing at a point being the intersection of latitude 37°26'00"S AGD66 and longitude
140°45'20"E AGD66, thence west to longitude 140°44'45"E AGD66,
north to latitude 37°25'55"S AGD66, west to longitude 140°44'25"E AGD66,
north to latitude 37°25'20"S AGD66, east to longitude 140°45'10"E AGD66,
north to latitude 37°25'15"S AGD66, east to longitude 140°45'50"E AGD66,
south to latitude 37°25'20"S AGD66, east to longitude 140°46'20"E AGD66,
south to latitude 37°25'25"S AGD66, east to longitude 140°46'25"E AGD66,
south to latitude 37°25'30"S AGD66, east to longitude 140°47'45"E AGD66,
south to latitude 37°25'40"S AGD66, east to longitude 140°48'05"E AGD66,
south to latitude 37°26'25"S AGD66, east to longitude 140°48'15"E AGD66,
north to latitude 37°26'20"S AGD66, east to longitude 140°48'35"E AGD66,
south to latitude 37°26'25"S AGD66, east to longitude 140°49'00"E AGD66,
north to latitude 37°25'55"S AGD66, east to longitude 140°49'05"E AGD66,
north to latitude 37°25'50"S AGD66, east to longitude 140°49'10"E AGD66,
north to latitude 37°25'45"S AGD66, east to longitude 140°49'25"E AGD66,
south to latitude 37°25'50"S AGD66, east to longitude 140°49'30"E AGD66,
south to latitude 37°25'45"S GDA94, east to longitude 140°49'45"E GDA94,
south to latitude 37°25'55"S AGD66, east to longitude 140°49'45"E AGD66, south to latitude 37°26'00"S AGD66, east to longitude 140°49'50"E AGD66, south to latitude 37°26'05"S AGD66, east to longitude 140°49'55"E AGD66, south to latitude 37°26'10"S AGD66, east to longitude 140°50'05"E AGD66, south to latitude 37°26'15"S AGD66, east to longitude 140°50'10"E AGD66, south to latitude 37°26'20"S AGD66, east to longitude 140°50'25"E AGD66, south to latitude 37°26'25"S AGD66, east to longitude 140°50'35"E AGD66, south to latitude 37°26'30"S AGD66, east to longitude 140°50'45"E AGD66, south to latitude 37°26'35"S AGD66, east to longitude 140°50'55"E AGD66, south to latitude 37°26'40"S AGD66, east to longitude 140°51'05"E AGD66, south to latitude 37°26'35"S GDA94, east to longitude 140°51'35"E GDA94, south to latitude 37°26'40"S GDA94, east to longitude 140°51'45"E GDA94, south to latitude 37°26'45"S GDA94, east to longitude 140°52'00"E GDA94, south to latitude 37°26'50"S GDA94, east to longitude 140°52'05"E GDA94, south to latitude 37°27'00"S GDA94, west to longitude 140°51'50"E AGD66, south to latitude 37°27'10"S AGD66, east to longitude 140°51'55"E AGD66, south to latitude 37°27'15"S GDA94, east to longitude 140°52'25"E GDA94, south to latitude 37°27'20"S GDA94, east to longitude 140°52'35"E GDA94, south to latitude 37°27'25"S GDA94, east to longitude 140°52'40"E GDA94, south to latitude 37°27'30"S GDA94, east to longitude 140°52'50"E GDA94, south to latitude 37°27'35"S GDA94, east to longitude 140°53'00"E GDA94, south to latitude 37°27'50"S GDA94, west to longitude 140°52'20"E GDA94, north to latitude 37°27'45"S GDA94, west to longitude 140°52'00"E GDA94, north to latitude 37°27'40"S GDA94, west to longitude 140°51'55"E GDA94, north to latitude 37°27'35"S GDA94, west to longitude 140°51'35"E GDA94, north to latitude 37°27'25"S AGD66, west to longitude 140°50'35"E AGD66, north to latitude 37°27'20"S AGD66, west to longitude 140°50'20"E AGD66, north to latitude 37°27'15"S AGD66, west to longitude 140°50'00"E AGD66, south to latitude 37°27'20"S AGD66, west to longitude 140°49'35"E AGD66, south to latitude 37°27'30"S AGD66, west to longitude 140°49'20"E AGD66, north to latitude 37°27'25"S AGD66, west to longitude 140°48'45"E AGD66, north to latitude 37°27'20"S AGD66, west to longitude 140°48'05"E AGD66, south to latitude 37°27'25"S AGD66, west to longitude 140°47'55"E AGD66, south to latitude 37°27'30"S AGD66, west to longitude 140°47'50"E AGD66, south to latitude 37°27'35"S AGD66, west to longitude 140°47'15"E AGD66, south to latitude 37°27'40"S AGD66, east to longitude 140°47'25"E AGD66, south to latitude 37°27'45"S AGD66, east to longitude 140°49'05"E AGD66, south to latitude 37°27'50"S AGD66, east to longitude 140°49'25"E AGD66, south to latitude 37°27'55"S AGD66, east to longitude 140°49'45"E AGD66, south to latitude 37°28'00"S AGD66, east to longitude 140°50'00"E AGD66, south to latitude 37°28'05"S AGD66, east to longitude 140°50'10"E AGD66, south to latitude 37°28'10"S AGD66, east to longitude 140°50'20"E AGD66, south to latitude 37°28'15"S AGD66, east to longitude 140°50'40"E AGD66, south to latitude 37°28'40"S AGD66, west to longitude 140°50'20"E AGD66, north to latitude 37°28'30"S AGD66, west to longitude 140°50'05"E AGD66, north to latitude 37°28'25"S AGD66, west to longitude 140°49'50"E AGD66, north to latitude 37°28'20"S AGD66, west to longitude 140°49'35"E AGD66, north to latitude 37°28'15"S AGD66, west to longitude 140°49'25"E AGD66, north to latitude 37°28'10"S AGD66, west to longitude 140°49'15"E AGD66, north to latitude 37°28'05"S AGD66, west to longitude 140°48'55"E AGD66, south to latitude 37°28'15"S AGD66, west to longitude 140°48'55"E GDA94, south to latitude 37°28'15"S GDA94, west to longitude 140°48'35"E GDA94, south to latitude 37°28'20"S GDA94, west to longitude 140°48'20"E GDA94, north to latitude 37°28'15"S AGD66, west to longitude 140°48'05"E AGD66, south to latitude 37°28'20"S AGD66, west to longitude 140°47'50"E AGD66, south to latitude 37°28'25"S AGD66, west to longitude 140°47'15"E AGD66, north to latitude 37°28'20"S AGD66, west to longitude 140°47'10"E AGD66, north to latitude 37°28'15"S AGD66, west to longitude 140°46'40"E AGD66,
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and

Commencing at a point being the intersection of latitude 37°26'10"S GDA94 and longitude 140°42'45"E GDA94, thence west to longitude 140°42'00"E GDA94, south to latitude 37°26'15"S GDA94, west to longitude 140°41'15"E GDA94, north to latitude 37°26'00"S GDA94, east to longitude 140°41'25"E GDA94, north to latitude 37°25'45"S GDA94, east to longitude 140°41'40"E GDA94, south to latitude 37°25'50"S GDA94, east to longitude 140°42'05"E GDA94, north to latitude 37°25'45"S GDA94, east to longitude 140°42'25"E GDA94, south to latitude 37°25'50"S GDA94, east to longitude 140°42'40"E GDA94, south to latitude 37°25'55"S GDA94, east to longitude 140°43'00"E GDA94, south to latitude 37°26'05"S GDA94, west to longitude 140°42'45"E GDA94, and south to the point of commencement.

AREA: 1274.81 square kilometres approximately.
Note: There is no warranty that the boundary of this licence is correct in relation to other features of the map. The boundary is to be ascertained by reference to the Australian Geodetic Datum (AGD66), the Geocentric Datum of Australia (GDA94) and the schedule.

THE PLAN HEREBEFORE REFERRED TO

PETROLEUM EXPLORATION LICENCE NO: 494

F2009/000014

AREA: 1274.81sq km (approx)
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 494 and 495

1. Consolidation of the adjacent licence areas of PELs 494 and 495 is hereby entered on the public register.

2. The consolidation is taken to have effect from 20 March 2015.

3. The consolidated licence area is now designated as PEL 494.

4. The total area of PEL 494 is now 2,488.81 km² approximately.

5. Consequential revocation of PEL 495 is hereby entered on the public register.

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minster for Mineral Resources and Energy

Date: 6 August 2015

Ref: F2009/000014
    F2009/000015
Petroleum and Geothermal Energy Act 2000

CONSOLIDATION OF LICENCE AREAS
PETROLEUM EXPLORATION LICENCES
PEL 494 and 495

REVOCATION OF LICENCE
PETROLEUM EXPLORATION LICENCE
PEL 495

I, BARRY ALAN GOLDSMITH, Executive Director Energy Resources Division, Department of State Development, in the State of South Australia, pursuant to the provisions of the Petroleum and Geothermal Energy Act 2000 and all other enablers powers, for and on behalf of Tom Koutsantonis, Minister for Mines and Energy (Minister), pursuant to delegated powers dated 21 March 2012 hereby -

1. Consolidate the adjacent areas of Petroleum Exploration Licences PELs 494 and 495 held by –

    Adelaide Energy Pty Ltd
    ACN 116 256 823

    Somerton Energy Pty Limited
    ACN 089 956 150

The consolidated licence area shall be designated as:

Petroleum Exploration Licence PEL 494

DESCRIPTION OF CONSOLIDATED AREA

All that part of the State of South Australia, bounded as follows:-

Commencing at a point being the intersection of latitude 37°00'00"S GDA94 and longitude 140°25'00"E GDA94, thence east to longitude 140°40'00"E GDA94, south to latitude 37°05'00"S GDA94, east to longitude 140°50'00"E GDA94, south to latitude 37°10'00"S GDA94, east to the eastern border of the State of South Australia, thence southerly along the border of the said State to latitude 37°28'50"S GDA94, west to longitude 140°51'00"E GDA94, south to latitude 37°29'10"S GDA94, west to longitude 140°50'00"E GDA94, south to latitude 37°33'00"S GDA94, west to longitude 140°44'30"E GDA94, north to latitude 37°32'20"S GDA94, west to longitude 140°43'10"E GDA94, north to latitude 37°32'00"S GDA94, west to longitude 140°42'40"E GDA94, south to latitude 37°32'30"S GDA94, west to longitude 140°40'00"E GDA94, north to latitude 37°30'30"S GDA94, west to longitude 140°37'30"E GDA94, north to latitude 37°30'00"S GDA94, west to longitude 140°22'30"E GDA94, north to latitude 37°24'50"S GDA94, east to longitude 140°27'30"E GDA94, north to latitude 37°17'30"S GDA94, west to longitude 140°15'00"E GDA94, north to latitude 37°10'00"S GDA94, east to longitude 140°20'00"E GDA94,
north to latitude 37°05'00"S GDA94, east to longitude 140°25'00"E GDA94, and north to the point of commencement, but excluding Hacks Lagoon Conservation Park, Bool Lagoon Game Reserve, Big Heath Conservation Park, Mary Seymour Conservation Park, Calectasia Conservation Park, Penola Conservation Park, Naracoorte Caves National Park, Glen Roy Conservation Park and also the areas bounded as follows:-

Commencing at a point being the intersection of latitude 37°12'45"S GDA94 and longitude 140°38'35"E GDA94, thence west to longitude 140°38'20"E GDA94, north to latitude 37°12'40"S GDA94, west to longitude 140°38'05"E GDA94, north to latitude 37°12'35"S GDA94, west to longitude 140°37'55"E GDA94, north to latitude 37°12'30"S GDA94, west to longitude 140°37'40"E GDA94, north to latitude 37°12'20"S GDA94, west to longitude 140°37'30"E GDA94, north to latitude 37°12'10"S GDA94, west to longitude 140°37'15"E GDA94, north to latitude 37°12'00"S AGD66, east to longitude 140°39'35"E GDA94, south to latitude 37°12'05"S GDA94, east to longitude 140°40'00"E GDA94, south to latitude 37°12'15"S GDA94, east to longitude 140°40'25"E GDA94, south to latitude 37°12'25"S GDA94, east to longitude 140°40'40"E GDA94, south to latitude 37°12'35"S GDA94, east to longitude 140°41'00"E GDA94, south to latitude 37°12'45"S GDA94, east to longitude 140°41'15"E GDA94, south to latitude 37°12'55"S GDA94, east to longitude 140°41'25"E GDA94, south to latitude 37°13'05"S GDA94, east to longitude 140°41'35"E GDA94, south to latitude 37°13'15"S GDA94, east to longitude 140°41'45"E GDA94, south to latitude 37°13'30"S GDA94, east to longitude 140°42'00"E GDA94, south to latitude 37°13'40"S GDA94, east to longitude 140°42'10"E GDA94, south to latitude 37°13'50"S GDA94, east to longitude 140°42'25"E GDA94, south to latitude 37°14'05"S GDA94, east to longitude 140°42'35"E GDA94, south to latitude 37°14'20"S GDA94, east to longitude 140°42'40"E GDA94, south to latitude 37°14'45"S GDA94, west to longitude 140°42'05"E GDA94, north to latitude 37°14'40"S GDA94, west to longitude 140°41'30"E GDA94, north to latitude 37°14'35"S GDA94, west to longitude 140°41'20"E GDA94, north to latitude 37°14'30"S GDA94, west to longitude 140°41'05"E GDA94, north to latitude 37°14'20"S GDA94, west to longitude 140°40'50"E GDA94, north to latitude 37°14'15"S GDA94, west to longitude 140°40'30"E GDA94, north to latitude 37°14'10"S GDA94, west to longitude 140°40'05"E GDA94, north to latitude 37°13'30"S GDA94, west to longitude 140°39'45"E GDA94, north to latitude 37°13'25"S GDA94, west to longitude 140°39'25"E GDA94, north to latitude 37°13'15"S GDA94, west to longitude 140°39'10"E GDA94, north to latitude 37°13'05"S GDA94, west to longitude 140°38'50"E GDA94, north to latitude 37°12'55"S GDA94, west to longitude 140°38'35"E GDA94, and north to the point of commencement.

and

Commencing at a point being the intersection of latitude 37°19'15"S GDA94 and longitude 140°42'40"E GDA94, thence east to longitude 140°44'45"E GDA94, south to latitude 37°20'05"S GDA94, east to longitude 140°46'15"E GDA94, south to latitude 37°20'55"S GDA94, east to longitude 140°47'30"E GDA94, south to latitude 37°22'35"S GDA94, east to longitude 140°47'40"E GDA94, south to latitude 37°23'25"S GDA94, west to longitude 140°46'50"E GDA94, south to latitude 37°23'35"S GDA94, west to longitude 140°46'00"E GDA94, north to latitude 37°23'25"S GDA94, west to longitude 140°45'05"E GDA94, north to latitude 37°22'30"S GDA94, west to longitude 140°43'55"E GDA94, north to latitude 37°21'50"S GDA94, west to longitude 140°42'57"E GDA94, north to latitude 37°20'05"S GDA94, west to longitude 140°42'40"E GDA94, and north to the point of commencement.
and Commencing at a point being the intersection of latitude 37°24'09"S GDA94 and longitude 140°51'55"E GDA94, thence east to longitude 140°52'20"E GDA94, south to latitude 37°24'14"S GDA94, east to longitude 140°53'05"E GDA94, south to latitude 37°24'19"S GDA94, east to longitude 140°53'10"E GDA94, south to latitude 37°24'24"S GDA94, east to longitude 140°53'25"E GDA94, south to latitude 37°24'29"S GDA94, east to longitude 140°53'35"E GDA94, south to latitude 37°24'34"S GDA94, east to longitude 140°53'40"E GDA94, south to latitude 37°24'49"S GDA94, west to longitude 140°53'35"E GDA94, south to latitude 37°25'09"S GDA94, west to longitude 140°52'45"E GDA94, north to latitude 37°25'04"S GDA94, west to longitude 140°52'40"E GDA94, north to latitude 37°24'59"S GDA94, west to longitude 140°52'15"E GDA94, north to latitude 37°24'54"S GDA94, west to longitude 140°52'00"E GDA94, north to latitude 37°24'49"S GDA94, west to longitude 140°51'55"E GDA94, north to latitude 37°24'44"S GDA94, west to longitude 140°51'50"E GDA94, north to latitude 37°24'14"S GDA94, east to longitude 140°51'55"E GDA94, and north to the point of commencement.

and Commencing at a point being the intersection of latitude 37°25'15"S AGD66 and longitude 140°45'10"E AGD66, thence east to longitude 140°45'50"E AGD66, south to latitude 37°25'20"S AGD66, east to longitude 140°46'20"E AGD66, south to latitude 37°25'25"S AGD66, east to longitude 140°46'25"E AGD66, south to latitude 37°25'30"S AGD66, east to longitude 140°47'45"E AGD66, south to latitude 37°25'40"S AGD66, east to longitude 140°48'05"E AGD66, south to latitude 37°26'25"S AGD66, east to longitude 140°48'15"E AGD66, north to latitude 37°26'20"S AGD66, east to longitude 140°48'35"E AGD66, south to latitude 37°26'25"S AGD66, east to longitude 140°49'00"E AGD66, north to latitude 37°25'55"S AGD66, east to longitude 140°49'05"E AGD66, north to latitude 37°25'50"S AGD66, east to longitude 140°49'10"E AGD66, north to latitude 37°25'45"S AGD66, east to longitude 140°49'25"E AGD66, south to latitude 37°25'50"S AGD66, east to longitude 140°49'30"E AGD66, south to latitude 37°25'45"S GDA94, east to longitude 140°49'45"E GDA94, south to latitude 37°25'55"S AGD66, east to longitude 140°49'45"E AGD66, south to latitude 37°26'00"S AGD66, east to longitude 140°49'50"E AGD66, south to latitude 37°26'05"S AGD66, east to longitude 140°49'55"E AGD66, south to latitude 37°26'10"S AGD66, east to longitude 140°50'05"E AGD66, south to latitude 37°26'15"S AGD66, east to longitude 140°50'10"E AGD66, south to latitude 37°26'20"S AGD66, east to longitude 140°50'25"E AGD66, south to latitude 37°26'25"S AGD66, east to longitude 140°50'35"E AGD66, south to latitude 37°26'30"S AGD66, east to longitude 140°50'45"E AGD66, south to latitude 37°26'35"S AGD66, east to longitude 140°50'55"E AGD66, south to latitude 37°26'40"S AGD66, east to longitude 140°51'05"E AGD66, south to latitude 37°26'35"S GDA94, east to longitude 140°51'35"E GDA94, south to latitude 37°26'40"S GDA94, east to longitude 140°51'45"E GDA94, south to latitude 37°26'45"S GDA94, east to longitude 140°52'00"E GDA94, south to latitude 37°26'50"S GDA94, east to longitude 140°52'05"E GDA94, south to latitude 37°27'00"S GDA94, west to longitude 140°51'50"E AGD66, south to latitude 37°27'10"S AGD66, east to longitude 140°51'55"E GDA94, south to latitude 37°27'15"S GDA94, east to longitude 140°52'25"E GDA94, south to latitude 37°27'20"S GDA94, east to longitude 140°52'35"E GDA94, south to latitude 37°27'25"S GDA94, east to longitude 140°52'40"E GDA94, south to latitude 37°27'30"S GDA94, east to longitude 140°52'50"E GDA94, south to latitude 37°27'35"S GDA94, east to longitude 140°53'00"E GDA94, south to latitude 37°27'50"S GDA94, west to longitude 140°52'20"E GDA94, north to latitude 37°27'45"S GDA94, west to longitude 140°52'00"E GDA94, north to latitude 37°27'40"S GDA94, west to longitude 140°51'55"E GDA94, north to latitude 37°27'35"S GDA94, west to longitude 140°51'35"E GDA94, north to latitude 37°27'35"S AGD66, west to longitude 140°50'35"E AGD66.
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north to latitude 37°25'20"S AGD66, east to longitude 140°45'10"E AGD66,
and north to the point of commencement.
and
Commencing at a point being the intersection of latitude 37°26'10"S GDA94 and longitude 140°42'45"E GDA94, thence west to longitude 140°42'00"E GDA94, south to latitude 37°26'15"S GDA94, west to longitude 140°41'15"E GDA94, north to latitude 37°26'00"S GDA94, east to longitude 140°41'25"E GDA94, north to latitude 37°25'45"S GDA94, east to longitude 140°41'40"E GDA94, south to latitude 37°25'50"S GDA94, east to longitude 140°42'05"E GDA94, north to latitude 37°25'45"S GDA94, east to longitude 140°42'25"E GDA94, south to latitude 37°25'50"S GDA94, east to longitude 140°42'40"E GDA94, south to latitude 37°25'55"S GDA94, east to longitude 140°43'00"E GDA94, south to latitude 37°26'05"S GDA94, west to longitude 140°42'45"E GDA94, and south to the point of commencement.

AREA: 2488.81 square kilometres approximately.

2. Consequently revoke Petroleum Exploration Licence PEL 495

Dated: 6 August 2015

[Signature]

BARRY A. GOLDBSTEIN
Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy
The following signatures evidence the consent of the licensees to the consolidation of Petroleum Exploration Licences PELs 494 and 495 as set out in this document and made pursuant to Section 82 of the Petroleum and Geothermal Energy Act 2000.

**EXECUTED** by Adelaide Energy Pty Ltd (ACN 116 256 823)  
in accordance with Section 127 of the  
Corporations Act 2001 and its Constitution

Robert Cole  
Managing Director
[Print Name of Director]

Cathy Oster  
Company Secretary
[Print Name of Director/Secretary*]  
(*delete the inapplicable)

16/7/15  
Date

**EXECUTED** by Somerton Energy Pty Limited (ACN 089 956 150)  
in accordance with Section 127 of the  
Corporations Act 2001 and its Constitution

Signature of Director  
[Print Name of Director]

Signature of Director/Secretary*  
[Print Name of Director/Secretary*]  
(*delete the inapplicable)

4/5/15  
Date
Note: There is no warranty that the boundary of this licence is correct in relation to other features of the map. The boundary is to be ascertained by reference to the Australian Geodetic Datum (AGD66), the Geocentric Datum of Australia (GDA94) and the schedule.

THE PLAN HEREBEFORE REFERRED TO

PETROLEUM EXPLORATION LICENCE NO: 494

F2009/000014 AREA: 2488.81sq km (approx)
Petroleum and Geothermal Energy Act 2000
S.134

MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 494

1. Notation of extension of time to 22 March 2015 by which the licensee must apply for the renewal of Petroleum Exploration Licence PEL 494 is hereby entered on the public register.

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy

Date: 22 December 2014

File: F2009/000014
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 91, 94, 95, 107, 186, 494, and 495

GAS STORAGE EXPLORATION LICENCES
GSEls 633, 634 and 646

PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 129 and 130

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239, 245, 246, 247, 248, 249, 250, 253, 254, 255 and 256

PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

SPECIAL FACILITIES LICENCES
SFLs 3, 4, 8 and 9

1. Notation of receipt of additional security in the form of Commonwealth Bank Guarantees dated 11 September 2014 and 7 October 2017 is hereby entered on the public register.

2. Security is held to cover any single event occurring in any licence operated by Beach Energy Limited or Adelaide Energy Pty Ltd in South Australia.

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy

Date: 15 October 2014
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 91, 94, 95, 107, 186, 494, and 495

GAS STORAGE EXPLORATION LICENCES
GSELs 633 and 634

PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103 and 104

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239, 245, 246, 247, 248, 249, 250, 253, 254, 255 and 256

PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

SPECIAL FACILITIES LICENCE
SFLs 3, 4, 8 and 9

1. Notation of receipt of additional security in the form of a Commonwealth Bank Guarantee dated 18 August 2014 is hereby entered on the public register.

2. Security is held to cover any single event occurring in any licence operated by Beach Energy Limited or Adelaide Energy Pty Ltd in South Australia.

BARRY A. GOLDSMITH
Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy

Date: 19 September 2014
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 91, 94, 95, 107, 186, 494, and 495

GAS STORAGE EXPLORATION LICENCES
GSELs 633 and 634

PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103 and 104

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239, 245, 246, 247, 248, 249 and 250

PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

SPECIAL FACILITIES LICENCE
SFLs 3, 4, 8 and 9

1. Notation of receipt of additional security in the form of a Commonwealth Bank Guarantee dated 30 July 2014 is hereby entered on the public register.

2. Security is held to cover any single event occurring in any licence operated by Beach Energy Limited or Adelaide Energy Pty Ltd in South Australia.

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy

Date: 21 August 2014
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 494 and 495

PETROLEUM RETENTION LICENCE
PRL 32

SA 2014-10 
Notation of registrable dealing as evidenced by Farmin Agreement dated 18 November 2013 between Cooper Energy Limited, Beach Energy Limited, Adelaide Energy Pty Ltd and Somerton Energy Pty Ltd is hereby entered on the public register.

Interests in the licences PEL 494 and PRL 32 are:

<table>
<thead>
<tr>
<th>Entity</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Adelaide Energy Pty Ltd</td>
<td>70.00%</td>
</tr>
<tr>
<td>Somerton Energy Pty Ltd</td>
<td>30.00%</td>
</tr>
</tbody>
</table>

Interests in the licence PEL 495 are:

<table>
<thead>
<tr>
<th>Entity</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Beach Energy Limited</td>
<td>70.00%</td>
</tr>
<tr>
<td>Somerton Energy Pty Ltd</td>
<td>30.00%</td>
</tr>
</tbody>
</table>

SA 2014-11 
Notation of registrable dealing as evidenced by Joint Operating Agreement – PEL 494 dated 7 February 2014 between Adelaide Energy Pty Ltd and Somerton Energy Pty Ltd is hereby entered on the public register.

SA 2014-12 
Notation of registrable dealing as evidenced by Joint Operating Agreement – PRL 32 dated 7 February 2014 between Adelaide Energy Pty Ltd and Somerton Energy Pty Ltd is hereby entered on the public register.

NICK PANAGOPoulos
A/Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy

Date: 26 February 2014

Ref: F2009/000014
     F2009/000015
     F2013/000155
MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 494

1. Notation of the Grant of Associated Activities Licence AAL 199 (adjunct to PEL 494) is hereby entered on the public register.

BARRY A. GOLDSMITH
Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy

Date: 7 February 2014

File: F2013/002347
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 91, 94, 95, 107, 186, 494, and 495

PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13 and 32

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239, 245, 246, 247, 248, 249 and 250

PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

SPECIAL FACILITIES LICENCE
SFLs 3, 4 and 8

1. Notation of receipt of additional security in the form of an ANZ Bank Guarantee dated 13 December 2013 is hereby entered on the public register.

2. Security is held to cover any single event occurring in any licence operated by Adelaide Energy Limited or Beach Energy Limited in South Australia.

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy

Date: 10 January 2014

File: 27/2/169  27/2/172  27/2/173  27/2/187
27/2/309  27/2/315  27/2/337  27/2/439
28/1/159  28/1/353  28/1/360  28/1/375
28/1/382  28/1/394  28/1/419  28/1/426
28/1/446  F2009/14  F2009/16  F2010/730
F2011/278  F2011/602  F2013/41  F2013/141
F2013/155  F2013/277  F2013/672  F2013/676
F2013/2207  F2013/1842  F2013/1843  F2013/1844
and
34°45′59.724″S, 138°30′16.110″E
34°46′00.696″S, 138°30′19.372″E
34°46′02.316″S, 138°30′18.637″E
34°46′01.380″S, 138°30′15.379″E
34°45′59.724″S, 138°30′16.110″E

and
34°46′01.632″S, 138°30′22.687″E
34°46′02.604″S, 138°30′25.949″E
34°46′04.224″S, 138°30′25.214″E
34°46′03.288″S, 138°30′21.956″E
34°46′01.632″S, 138°30′22.687″E

Area: 0.0437 km² approximately.

Dated 17 December 2013.
C. D. COCKSHELL,
Acting Executive Director,
Department for Manufacturing, Innovation,
Trade, Resources and Energy
Delegate of the Minister for Mineral
Resources and Energy

PETROLEUM AND GEOTHERMAL ENERGY ACT 2000
SUSPENSION OF LICENCE CONDITION
EXTENSION OF LICENCE TERM

Petroleum Exploration Licence—PEL 494

PURSUANT to Section 76A of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that Condition 1 of Petroleum Exploration Licence PEL 494 has been suspended for the period from and including 24 March 2014 until 23 March 2015, under the provisions of the Petroleum and Geothermal Energy Act 2000, pursuant to delegated powers dated 21 March 2012.

The term of PEL 494 has been extended by a period corresponding to the period of suspension, such that the licence will now expire on 23 March 2015.

Dated 11 December 2013.

B. A. GOLDSTEIN,
Executive Director,
Energy Resources Division,
Department for Manufacturing, Innovation,
Trade, Resources and Energy
Delegate of the Minister for Mineral
Resources and Energy

PETROLEUM AND GEOTHERMAL ENERGY ACT 2000
SUSPENSION OF LICENCE CONDITION
EXTENSION OF LICENCE TERM

Petroleum Exploration Licence—PEL 495

PURSUANT to Section 76A of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that Condition 1 of Petroleum Exploration Licence PEL 495 has been suspended for the period from and including 24 March 2014 until 1 March 2015, under the provisions of the Petroleum and Geothermal Energy Act 2000, pursuant to delegated powers dated 21 March 2012.

The term of PEL 495 has been extended by a period corresponding to the period of suspension, such that the licence will now expire on 1 March 2015.

Dated 11 December 2013.

B. A. GOLDSTEIN,
Executive Director,
Energy Resources Division,
Department for Manufacturing, Innovation,
Trade, Resources and Energy
Delegate of the Minister for Mineral
Resources and Energy
MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 494

1. Suspension of the work commitments under licence condition 1 of petroleum exploration licence PEL 494 is hereby entered on the public register.

2. Extension of the term of PEL 494 is hereby entered on the public register.

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minster for Mineral Resources and Energy

Date: 11 December 2013

Ref. F2009/000014
Petroleum and Geothermal Energy Act 2000
S.76A

SUSPENSION OF CONDITION
EXTENSION OF LICENCE TERM
PETROLEUM EXPLORATION LICENCE
PEL 494

I, BARRY ALAN GOLDSTEIN, Executive Director Energy Resources Division, Department for Manufacturing, Innovation, Trade, Resources and Energy, in the State of South Australia, pursuant to the provisions of the Petroleum and Geothermal Energy Act 2000 and all other enabling powers, for and on behalf of Tom Koutsantonis, Minister for Mineral Resources and Energy (Minister), pursuant to delegated powers dated 21 March 2012 -

(a) Suspend the year 5 work commitments under licence condition 1 of petroleum exploration licence PEL 494 for the period from and including 24 March 2014 to 23 March 2015.

(b) Extend the term of PEL 494 by the corresponding period of suspension, such that PEL 494 will now expire on 23 March 2015.

Dated: 11 December 2013

[Signature]

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 91, 94, 95, 107, 186, 494, and 495

PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13 and 32

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239 and 245

PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

SPECIAL FACILITIES LICENCE
SFLs 3 and 4

1. Notation of receipt of additional security in the form of a Bank Guarantee dated 11 November 2013 is hereby entered on the public register.

2. Security is held to cover any single event occurring in any licence operated by Adelaide Energy Limited or Beach Energy Limited in South Australia.

BARRY A. GOLDSWAIN
Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy

Date: 21 November 2013

File: 27/2/169  27/2/172  27/2/173  27/2/187
27/2/309  27/2/315  27/2/337  27/2/439
28/1/159  28/1/353  28/1/360  28/1/375
28/1/382  28/1/394  28/1/419  28/1/426
28/1/446  F2009/14  F2009/16  F2010/730
F2011/278  F2011/602  F2013/41  F2013/141
F2013/155  F2013/277
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 91, 92, 94, 95, 107, 186, 494, and 495

PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13 and 32

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239 and 245

PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

SPECIAL FACILITIES LICENCE
SFL 3

1. Notation of receipt of additional security in the form of a Bank Guarantee dated 23 October 2013 is hereby entered on the public register.

2. Security is held to cover any single event occurring in any licence operated by Adelaide Energy Limited or Beach Energy Limited in South Australia.

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy

Date: 30 October 2013

File: 27/2/169 27/2/170 27/2/172 27/2/173
27/2/187 27/2/309 27/2/315 27/2/337
27/2/439 28/1/159 28/1/353 28/1/360
28/1/375 28/1/382 28/1/394 28/1/419
28/1/426 28/1/446 F2009/14 F2009/16
F2010/730 F2011/278 F2011/602 F2013/41
F2013/155 F2013/277
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 91, 92, 94, 95, 107, 186, 494, and 495

PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13 and 32

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224 and 239

PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

SPECIAL FACILITIES LICENCE
SFL 3

1. Notation of receipt of security in the form of a Bank Guarantee dated 6 June 2013 is hereby entered on the public register.

2. Security is held to cover any single event occurring in any licence operated by Adelaide Energy Limited or Beach Energy Limited in South Australia.

BARRY A. GOLDSCHMID
Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy

Date: 28 October 2013

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 105, 255, 494 and 496

PIPELINE LICENCE
PL 19

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168 and 202

PETROLEUM RETENTION LICENCES
PRLs 1, 2 and 13

GAS STORAGE RETENTION LICENCE
GSRL 27

1. Notation of change of company name –

From: Adelaide Energy Limited
To: Adelaide Energy Pty Ltd

is hereby entered on the public register.

ELINOR ALEXANDER
A/Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy

Date: 18 September 2012

File: Various
Australian Company

ADELAIDE ENERGY PTY LTD
ACN 116 256 823

Extracted from ASIC's database at AEST 16:06:35 on 21/09/2012

Company Summary

<table>
<thead>
<tr>
<th>Name:</th>
<th>ADELAIDE ENERGY PTY LTD</th>
</tr>
</thead>
<tbody>
<tr>
<td>ACN:</td>
<td>116 256 823</td>
</tr>
<tr>
<td>ABN:</td>
<td>43 116 256 823</td>
</tr>
<tr>
<td>Registration Date:</td>
<td>15/09/2005</td>
</tr>
<tr>
<td>Next Review Date:</td>
<td>21/12/2012</td>
</tr>
<tr>
<td>Former Name(s):</td>
<td>ADELAIDE ENERGY LIMITED, ADELAIDE ENERGY PTY LTD</td>
</tr>
</tbody>
</table>

Status: Registered

Company Type: Australian Proprietary Company, Limited By Shares

Locality of Registered Office: Glenside SA 5065

Regulator: Australian Securities & Investments Commission

Further information relating to this organisation may be purchased from ASIC.
PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

SECTION 25 (5) (b)

Variation of Petroleum Exploration Licence—PEL 494

NOTICE is hereby given that under the provisions of the Petroleum and Geothermal Energy Act 2000, pursuant to delegated powers dated 21 March 2012, the conditions of the abovementioned Exploration Licence have been varied as follows:

Condition 1 of the licence is omitted and the following substituted:

1. During the term of the licence, the licensee shall carry out or cause to be carried out exploratory operations on the area comprised in the licence in accordance with such work programs as are approved by the Minister from time to time. Years one to five exploratory operations are guaranteed. These exploratory operations shall include but not necessarily be limited to:

<table>
<thead>
<tr>
<th>Year of Term of Licence</th>
<th>Minimum Work Requirements</th>
</tr>
</thead>
<tbody>
<tr>
<td>One</td>
<td>• 35 km 2D seismic;</td>
</tr>
<tr>
<td></td>
<td>• Geological and geophysical studies</td>
</tr>
<tr>
<td>Two</td>
<td>• Geological and geophysical studies</td>
</tr>
<tr>
<td>Three</td>
<td>• Geological and geophysical studies</td>
</tr>
<tr>
<td>Four</td>
<td>• Geological and geophysical studies</td>
</tr>
<tr>
<td>Five</td>
<td>• One Cored well;</td>
</tr>
<tr>
<td></td>
<td>• Geological and geophysical studies</td>
</tr>
</tbody>
</table>

Dated 1 August 2012.

B. A. GOLDSTEIN
Executive Director,
Energy Resources Division
Department for Manufacturing, Innovation,
Trade, Resources and Energy
Delegate of the Minister for Mineral
Resources and Energy
MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 494

1. Variation of licence conditions is hereby entered on the public register.

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy

Date: 1 August 2012

Ref: F2009/14
Petroleum and Geothermal Energy Act 2000

VARIATION OF
PETROLEUM EXPLORATION LICENCE
PELL 494

I, BARRY ALAN GOLDSTEIN, Executive Director, Energy Resources Division, Department for Manufacturing, Innovation, Trade, Resources and Energy, in the State of South Australia, pursuant to the provisions of the Petroleum and Geothermal Energy Act 2000 and all other enabling powers, for and on behalf of Tom Koutsantonis, Minister for Mineral Resources and Energy (Minister), pursuant to delegated powers dated 21 March 2012 vary the conditions of the above-mentioned licence, held by -

Adelaide Energy Limited
ACN 116 256 823

Condition 1 of each licence is omitted and the following substituted:

"During the term of the licence, the Licensee shall carry out or cause to be carried out, exploratory operations on the area comprised in the licence in accordance with such work programs as are approved by the Minister from time to time. Year one to five exploratory operations are guaranteed. These exploratory operations shall include but not necessarily be limited to:-

<table>
<thead>
<tr>
<th>Year of Term of Licence</th>
<th>Minimum Work Requirements</th>
</tr>
</thead>
<tbody>
<tr>
<td>One</td>
<td>• 35 Km 2D Seismic;</td>
</tr>
<tr>
<td></td>
<td>• Geological and Geophysical studies.</td>
</tr>
<tr>
<td>Two</td>
<td>• Geological and Geophysical studies.</td>
</tr>
<tr>
<td>Three</td>
<td>• Geological and Geophysical studies.</td>
</tr>
<tr>
<td>Four</td>
<td>• Geological and Geophysical studies.</td>
</tr>
<tr>
<td>Five</td>
<td>• One Cored Well;</td>
</tr>
<tr>
<td></td>
<td>• Geological and Geophysical studies.</td>
</tr>
</tbody>
</table>

Dated: 1 August 2012

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 91, 92, 94, 95, 105, 107, 186, 218, 255, 494 and 496

PETROLEUM RETENTION LICENCES
PRLs 1, 2 and 13

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224 and 239

PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

1. Notation of receipt of security in the form of a Bank Guarantee dated 15 March 2012 is hereby entered on the public register.

2. Security is held to cover any single event occurring in any licence operated by Adelaide Energy Limited or Beach Energy Limited in South Australia.

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy

Date: 23 March 2012

File: 27/2/169 27/2/170 27/2/172 27/2/173
27/2/185 27/2/187 27/2/309 27/2/315
27/2/337 27/2/375 27/2/418 27/2/439
28/1/159 28/1/353 28/1/360 28/1/375
28/1/382 28/1/394 28/1/419 28/1/426
28/1/446 F2009/14 F2009/16 F2010/730
F2011/278 F2011/602
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 105, 255, 494 and 496

PETROLEUM RETENTION LICENCES
PRL 13

GAS STORAGE RETENTION LICENCE
GSRL 27

PIPELINE LICENCE
PL 19

1. Notation of discharge of security in the form of Bank Guarantees dated 25 November 2009 and 14 April 2011 is hereby entered on the public register.

BARRY A. GOLSTEIN
Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy

Date: 23 March 2012

File: 27/2/185  27/2/309  27/2/337
27/2/418  27/2/439  28/1/159
28/1/353  28/1/446  F2009/14
F2009/16  F2010/730  F2011/602
PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

SECTION 25 (5) (b)

Variation of Petroleum Exploration Licences—PELs 494 and 496

NOTICE is hereby given that under the provisions of the Petroleum and Geothermal Energy Act 2000, pursuant to delegated powers dated 1 October 2009, the conditions of the abovementioned Exploration Licences have been varied as follows:

Condition 1 of each licence is omitted and the following substituted:

‘1. During the term of the licence, the Licensee shall carry out or cause to be carried out exploratory operations on the area comprised in the licence in accordance with such work programs as are approved by the Minister from time to time. Years one to five exploratory operations are guaranteed. These exploratory operations shall include but not necessarily be limited to:

<table>
<thead>
<tr>
<th>Year of Term of Licence</th>
<th>Minimum Work Requirements</th>
</tr>
</thead>
<tbody>
<tr>
<td>One</td>
<td>35 km 2D seismic; Geological and geophysical studies.</td>
</tr>
<tr>
<td>Two</td>
<td>Geological and geophysical studies.</td>
</tr>
<tr>
<td>Three</td>
<td>Geological and geophysical studies.</td>
</tr>
<tr>
<td>Four</td>
<td>One well; Geological and geophysical studies.</td>
</tr>
<tr>
<td>Five</td>
<td>One well; Geological and geophysical studies.</td>
</tr>
</tbody>
</table>

The revised work requirements as a result of this variation would not have altered the outcome of the original competitive tender process.

Dated 29 November 2011.

B. A. GOLDSTEIN,
Executive Director,
Energy Resources Division
Department for Manufacturing, Innovation,
Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy
Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 494 and 496

1. Variation of licence conditions is hereby entered on the public register.

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minster for Mineral Resources and Energy

Date: 29 November 2011

Ref: F2009/000014
     F2009/000016
Petroleum and Geothermal Energy Act 2000

VARIATION OF
PETROLEUM EXPLORATION LICENCES
PELs 494 and 496

I, BARRY ALAN GOLDSTEIN, Executive Director, Energy Resources Division, Department for Manufacturing, Innovation, Trade, Resources and Energy, in the State of South Australia, pursuant to the provisions of the Petroleum and Geothermal Energy Act 2000 and all other enabling powers, for and on behalf of Tom Koutsantonis, Minister for Mineral Resources and Energy (Minister), pursuant to delegated powers dated 1 October 2009 vary the conditions of the above-mentioned licences, held by -

Adelaide Energy Limited
ACN 116 256 823

Condition 1 of the licence is omitted and the following substituted:

"During the term of the licence, the Licensee shall carry out or cause to be carried out, exploratory operations on the area comprised in the licence in accordance with such work programs as are approved by the Minister from time to time. Years one to five exploratory operations are guaranteed. These exploratory operations shall include but not necessarily be limited to:-

<table>
<thead>
<tr>
<th>Year of Term of Licence</th>
<th>Minimum Work Requirements</th>
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<tr>
<td>One</td>
<td>35 Km 2D Seismic; Geological and Geophysical studies.</td>
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<td>One Well; Geological and Geophysical studies.</td>
</tr>
<tr>
<td>Five</td>
<td>One Well; Geological and Geophysical studies.</td>
</tr>
</tbody>
</table>

Dated: 29 November 2011

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Minerals and Energy Resources
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy
Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 105, 255, 494 and 496

PETROLEUM PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

PETROLEUM RETENTION LICENCE
PRL 13

1. Notation of revision of security arrangements is hereby entered on the public register

[BARRY A. GOLDSTEIN]
Executive Director Petroleum and Geothermal Minerals and Energy Resources
Primary Industries and Resources SA
Delegate of the Minister for Mineral Resources Development

Date: 6 May 2011

Ref: 27/2/185 F2009/14
      27/2/418 F2009/16
      27/2/439 F2010/730
      27/2/446

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PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

Suspension of Licence Condition
Petroleum Exploration Licences—PELs 494 and 496

PURSUANT to section 76A of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that the year 2 work commitments under licence condition 1 of Petroleum Exploration Licences PELs 494 and 496 have been suspended for the period from and including 24 March 2011 to 23 December 2011, under the provisions of the Petroleum and Geothermal Energy Act 2000, pursuant to delegated powers dated 1 October 2009.

The expiry date for Petroleum Exploration Licences PELs 494 and 496 remains unchanged.

Dated 25 February 2011.

B. A. GOLDSTEIN,
Director Petroleum and Geothermal Minerals and Energy Resources
Primary Industries and Resources SA
Delegate of the Minister for Mineral Resources Development
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 494 and 496

1. Suspension of the year 2 work commitments under licence condition 1 of petroleum exploration licences PELs 494 and 496 for the period from and including 24 March 2011 to 23 December 2011 is hereby entered on the public register.

2. The expiry date for Petroleum Exploration Licences PELs 494 and 496 remains unchanged.

BARRY A. GOLDSTEIN
Director Petroleum and Geothermal Minerals and Energy Resources
Primary Industries and Resources SA
Delegate of the Minister for Mineral Resources Development

Date: 25 February 2011

Ref: F2009/000014
F2009/000016
Petroleum and Geothermal Energy Act 2000
S.76A

SUSPENSION OF CONDITION
PETROLEUM EXPLORATION LICENCES
PELs 494 and 496

I, BARRY ALAN GOLDSTEIN, Director Petroleum and Geothermal, Minerals and Energy Resources, Department of Primary Industries and Resources, in the State of South Australia, pursuant to the provisions of the Petroleum and Geothermal Energy Act 2000 and all other enabling powers, for and on behalf of Tom Koutsantonis, Minister for Mineral Resources Development (Minister), pursuant to delegated powers dated 1 October 2009 –

(a) suspend the year 2 work commitments under licence condition 1 of petroleum exploration licences PELs 494 and 496 for the period from and including 24 March 2011 to 23 December 2011.

Dated: 25 February 2011

BARRY A. GOLDSTEIN
Director Petroleum and Geothermal
Minerals and Energy Resources
Primary Industries and Resources SA
Delegate of the Minister for Mineral Resources Development
MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 494

1. Notation of the Grant of Associated Activities Licence AAL 155 (adjunct to PEL 494) is hereby entered on the public register.

ELINOR ALEXANDER
A/Director Petroleum and Geothermal Minerals and Energy Resources Primary Industries and Resources SA Delegate of the Minister for Mineral Resources Development

Date: 4 February 2010

File: F2010/000014
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELS 105, 255, 494 and 496

1. Notation of revision to security arrangements is hereby entered on the public register.

BARRY A. GOLDSTEIN
Director Petroleum and Geothermal Minerals and Energy Resources Primary Industries and Resources SA Delegate of the Minister for Mineral Resources Development

Date: 2 December 2009

File: 27/2/185
27/2/418
F2009/000014
F2009/000016
<table>
<thead>
<tr>
<th>No. of Licence</th>
<th>Licensee</th>
<th>Locality</th>
<th>Expiry</th>
</tr>
</thead>
<tbody>
<tr>
<td>PEL 494</td>
<td>Adelaide Energy Limited</td>
<td>Otway Basin</td>
<td></td>
</tr>
<tr>
<td>PEL 496</td>
<td></td>
<td></td>
<td>23 March 2014</td>
</tr>
</tbody>
</table>

**Description of Area—PEL 494**

All that part of the State of South Australia, bounded as follows:

Commencing at a point being the intersection of latitude 37°00'00"S GDA94 and longitude 140°25'00"E GDA94, thence east to longitude 140°40'00"E GDA94, south to latitude 37°05'00"S GDA94, east to longitude 140°45'00"E GDA94, south to latitude 37°10'00"S GDA94, east to longitude 140°50'00"E GDA94, south to latitude 37°15'00"S GDA94, west to longitude 140°30'00"E GDA94, south to latitude 37°20'00"S GDA94, east to longitude 140°25'57"E GDA94, south to latitude 37°21'50"S GDA94, west to longitude 140°42'40"E GDA94, south to latitude 37°25'50"S GDA94, west to longitude 140°42'25"E GDA94, north to latitude 37°25'45"S GDA94, west to longitude 140°42'05"E GDA94, south to latitude 37°25'30"S GDA94, west to longitude 140°41'40"E GDA94, north to latitude 37°25'45"S GDA94, west to longitude 140°41'25"E GDA94, south to latitude 37°26'00"S GDA94, west to longitude 140°41'15"E GDA94, south to latitude 37°26'15"S GDA94, east to longitude 140°42'00"E GDA94, north to latitude 37°26'10"S GDA94, east to longitude 140°42'40"E GDA94, south to latitude 37°32'30"S GDA94, west to longitude 140°40'00"E GDA94, north to latitude 37°30'30"S GDA94, west to longitude 140°37'30"E GDA94, north to latitude 37°30'00"S GDA94, west to longitude 140°22'30"E GDA94, north to latitude 37°24'50"S GDA94, east to longitude 140°27'30"E GDA94, north to latitude 37°17'30"S GDA94, west to longitude 140°15'00"E GDA94, north to latitude 37°10'00"S GDA94, east to longitude 140°20'00"E GDA94, north to latitude 37°05'00"S GDA94, east to longitude 140°25'00"E GDA94 and north to the point of commencement but excluding Hacks Lagoon Conservation Park, Bool Lagoon Game Reserve, Big Heath Conservation Park, Mary Seymour Conservation Park, Calectasia Conservation Park and Penola Conservation Park and also excluding the area bounded as follows:

Commencing at a point being the intersection of latitude 37°12'00"S AGD66 and longitude 140°37'15"E GDA94, thence east to longitude 140°39'35"E GDA94, south to latitude 37°12'05"S GDA94, east to longitude 140°40'00"E GDA94, south to latitude 37°12'15"S GDA94, east to longitude 140°40'25"E GDA94, south to latitude 37°12'35"S GDA94, east to longitude 140°40'40"E GDA94, south to latitude 37°12'45"S GDA94, east to longitude 140°41'15"E GDA94, south to latitude 37°13'05"S GDA94, east to longitude 140°41'25"E GDA94, south to latitude 37°13'15"S GDA94, east to longitude 140°41'45"E GDA94, south to latitude 37°13'40"S GDA94, east to longitude 140°42'25"E GDA94, south to latitude 37°14'05"S GDA94, east to longitude 140°42'35"E GDA94, south to latitude 37°14'45"S GDA94, west to longitude 140°41'30"E GDA94, north to latitude 37°14'40"S GDA94, east to longitude 140°40'50"E GDA94, north to latitude 37°14'10"S GDA94, east to longitude 140°39'45"E GDA94, north to latitude 37°14'35"S GDA94, west to longitude 140°39'45"E GDA94, east to longitude 140°38'50"E GDA94, north to latitude 37°14'15"S GDA94, west to longitude 140°40'05"E GDA94, north to latitude 37°14'35"S GDA94, west to longitude 140°40'15"E GDA94, north to latitude 37°14'35"S GDA94, west to longitude 140°40'50"E GDA94, north to latitude 37°14'10"S GDA94, east to longitude 140°39'45"E GDA94, north to latitude 37°14'35"S GDA94, west to longitude 140°39'45"E GDA94, north to latitude 37°14'35"S GDA94, west to longitude 140°38'50"E GDA94, north to latitude 37°12'55"S GDA94, west to longitude 140°38'20"E GDA94, north to latitude 37°12'45"S GDA94, west to longitude 140°38'05"E GDA94, north to latitude 37°12'30"S GDA94, west to longitude 140°37'50"E GDA94, north to latitude 37°12'20"S GDA94, west to longitude 140°37'30"E GDA94 and north to the point of commencement.

Area: 1 765 km² approximately.

**Description of Area—PEL 496**

All that part of the State of South Australia, bounded as follows:

**Area 1**

Commencing at a point being the intersection of latitude 37°42'20"S GDA94 and longitude 140°32'30"E GDA94, thence east to longitude 140°41'00"E GDA94, south to latitude 37°43'00"S GDA94, east to longitude 140°44'00"E GDA94, south to latitude 37°45'00"S GDA94, east to longitude 140°45'00"E GDA94, south to latitude 37°45'50"S GDA94, thence east to the eastern border of the State of South Australia, thence southerly along the border of the said State to latitude 37°49'00"S GDA94, west to longitude 140°51'00"E GDA94, south to latitude 37°50'00"S GDA94, west to longitude 140°45'00"E GDA94, south to latitude 37°51'00"S GDA94, west to longitude 140°37'30"E GDA94, north to latitude 37°45'30"S GDA94, west to longitude 140°32'30"E GDA94 and north to point of commencement.

**Area 2**

Commencing at a point being the intersection of latitude 38°00'00"S AGD66 and longitude 140°52'30"E AGD66, thence east to the eastern border of the State of South Australia, thence southerly along the border of the said State to the Territorial Sea Baseline, Southern Ocean, thence generally westerly along the said Baseline to longitude 140°52'30"E AGD66 and north to the point of commencement but excluding the Lower Glenelg River Conservation Park and the Piccaninnie Ponds Conservation Park. Area: 408 km² approximately.

Dated 24 March 2009.

B. A. GOLDSTEIN, Director Petroleum and Geothermal
Minerals and Energy Resources
Primary Industries and Resources SA
Delegate of the Minister for Mineral Resources Development
Petroleum Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 494 AND 496

1. These Licences granted with effect from and including 24 March 2009 are hereby entered on the public register.

2. Interests in the licences are:-

   Adelaide Energy Limited       100%

3. Notation of receipt of security is hereby entered on the public register.

   [Signature]

   BARRY A. GOLDSTEIN
   Director Petroleum and Geothermal
   Minerals and Energy Resources
   Primary Industries and Resources SA
   Delegate of the Minister for Mineral Resources
   Development

Date: 24 March 2009

Ref: F2009/000014
     F2009/000016
Petroleum Act 2000

PETROLEUM EXPLORATION LICENCE
PEL 494

1, BARRY ALAN GOLDSTEIN, Director Petroleum and Geothermal, Minerals and Energy Resources, in the State of South Australia pursuant to the provisions of the Petroleum Act 2000 and all other enabling powers, for and on behalf of Paul Holloway, Minister for Mineral Resources Development (Minister), pursuant to delegation dated 28 March 2002, (refer Government Gazette dated 11 April 2002 page 1573), HEREBY GRANT to:

Adelaide Energy Limited
ACN 116 256 823

(hereinafter referred to as the Licensee) an Exploration Licence in relation to all regulated resources except a source of geothermal energy in respect of the area set out below, to have effect for a term of five years and to expire on 23 March 2014 and carrying the right to further renewal subject to the provisions of the Petroleum Act 2000.

DESCRIPTION OF AREA

The land comprised in this licence is that part of the State of South Australia described in the Schedule hereto being:

(a) land that now is or was formerly the subject of a grant of a freehold estate or of a perpetual Crown lease where such an estate or lease was first granted before 31 December 1993,

(b) land (other than any reserve under the National Parks and Wildlife Act 1972) which has been, before 31 December 1993, reserved or dedicated for a public purpose and used before that date for that purpose in a manner wholly inconsistent with the continuing existence of common law native title rights.

CONDITIONS

1. During the term of the licence, the Licensee shall carry out or cause to be carried out exploratory operations on the area comprised in the licence in accordance with such work programs as are approved by the Minister from time to time. Years one to five exploratory operations are guaranteed. These exploratory operations shall include but not necessarily be limited to -

<table>
<thead>
<tr>
<th>Year of Term of Licence</th>
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<tbody>
<tr>
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<td>35 Km 2D Seismic Geological and Geophysical studies.</td>
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<td>Geological and Geophysical studies.</td>
</tr>
<tr>
<td>Five</td>
<td>Geological and Geophysical studies.</td>
</tr>
</tbody>
</table>
2. In the event that the Licencee during any year of the term of this licence (a year being the period of twelve calendar months ending on the anniversary of the date upon which this licence comes into force) fails to comply with the work program requirements of this licence, it is an express term of this licence that the Minister may, at his discretion, either cancel this licence or authorise such variation to these requirements as the Minister thinks fit.

3. The Licencee shall during periods determined by the Minister, lodge and maintain with the Minister, for the satisfaction of obligations arising under the Act or this licence, a security of $50,000 (fifty thousand dollars) or such greater sum as specified by the Minister from time to time ("the Security").

3.1 The Security shall be lodged in the form of either;

(a) cash; or

(b) an unconditional, irrevocable bank guarantee or letter of credit in a form, and from a financial institution, approved by the Minister.

3.2 Interest will not be payable by the Minister to the Licencee on any cash Security.

3.3 All charges incurred by the Licencee in obtaining and maintaining the Security shall be met by the Licencee.

3.4 If upon expiry, this Licence is not renewed and the Minister is satisfied that there are no further obligations under this Licence or the Act, the Minister will return the Security to the Licencee.

4. The Licencee must:

(a) upon commencement of regulated activities under this licence, maintain in force during the term of this licence public liability insurance to cover regulated activities under this licence (including sudden and accidental pollution) in the name of the Licencee for a sum not less than twenty million dollars ($20,000,000.00) or such greater sum as specified by the Minister, and make such amendments to the terms and conditions of the insurance as the Minister may from time to time require;

(b) maintain in force during the drilling of any well or operation in any well, control of well insurance in the name of the Licencee for a sum not less than ten million dollars ($10,000,000.00) or such greater sum as specified by the Minister, and make such amendments to the terms and conditions of the insurance as the Minister may from time to time require;

(c) upon request by the Minister, provide the Minister with a cover note or certificate of currency of each insurance policy referred to in paragraphs (a) and (b).

5. The Minister in specifying the levels of insurance accepts no liability for the completeness of their listing, the adequacy of the sum insured, the limit of liability, the scoped coverage, the conditions or exclusions of these insurances in respect to how they may or may not respond to any loss, damage or liability.

6. The Licencee will ensure, when preparing an Environmental Impact Report under Part 12 of the Petroleum Act 2000, that the report also includes an assessment of the potential economic consequences for other licensees under the Petroleum Act 2000 or Mining Act, 1971 and owners of land, arising out of proposed regulated activities to be carried out in the licence area.

7. A contract or agreement entered into by the licensee to transfer or accept liability for any well or facility constructed for the purpose of undertaking a regulated activity under the Petroleum Act 1940 or 2000 cannot transfer, limit or exclude liability under the Petroleum Act 2000 unless written consent of the Minister is obtained.
Date: 24 March 2009

BARRY A. GOLDSTEIN
Director Petroleum and Geothermal
Minerals and Energy Resources
Primary Industries and Resources SA
Delegate of the Minister for Mineral Resources
Development
Signed by the said LICENSEE

Date: 19 March 2009

Authorised Representative

CARL WILLIAM DORSEY
Name

MANAGING DIRECTOR
Position

ADELAIDE ENERGY LIMITED
Company
PETROLEUM EXPLORATION LICENCE

PEL 494

DESCRIPTION OF AREA

All that part of the State of South Australia, bounded as follows:-

Commencing at a point being the intersection of latitude 37°00'00"S GDA94 and longitude 140°25'00"E GDA94, thence east to longitude 140°40'00"E GDA94, south to latitude 37°05'00"S GDA94, east to longitude 140°45'00"E GDA94, south to latitude 37°19'15"S GDA94, west to longitude 140°42'40"E GDA94, south to latitude 37°20'05"S GDA94, east to longitude 140°42'57"E GDA94, south to latitude 37°21'50"S GDA94, west to longitude 140°42'40"E GDA94, south to latitude 37°25'50"S GDA94, west to longitude 140°42'25"E GDA94, north to latitude 37°25'45"S GDA94, west to longitude 140°42'05"E GDA94, south to latitude 37°25'50"S GDA94, west to longitude 140°41'40"E GDA94, north to latitude 37°25'45"S GDA94, west to longitude 140°41'25"E GDA94, south to latitude 37°26'00"S GDA94, west to longitude 140°41'15"E GDA94, south to latitude 37°26'15"S GDA94, east to longitude 140°42'00"E GDA94, north to latitude 37°26'10"S GDA94, east to longitude 140°42'40"E GDA94, south to latitude 37°32'30"S GDA94, west to longitude 140°40'00"E GDA94, north to latitude 37°30'30"S GDA94, west to longitude 140°37'30"E GDA94, north to latitude 37°30'00"S GDA94, west to longitude 140°22'30"E GDA94, south to longitude 140°22'30"E GDA94, north to latitude 37°24'50"S GDA94, east to longitude 140°27'30"E GDA94, north to latitude 37°17'30"S GDA94, west to longitude 140°15'00"E GDA94, north to latitude 37°10'00"S GDA94, east to longitude 140°20'00"E GDA94, north to latitude 37°05'00"S GDA94, east to longitude 140°25'00"E GDA94 and north to the point of commencement but excluding Hack's Lagoon Conservation Park, Bool Lagoon Game Reserve, Big Heath Conservation Park, Mary Seymour Conservation Park, Calestia Conservation Park and Penola Conservation Park and also excluding the area bounded as follows:-

Commencing at a point being the intersection of latitude 37°12'00"S AGD86 and longitude 140°37'15"E GDA94, thence east to longitude 140°39'35"E GDA94, south to latitude 37°12'05"S GDA94, east to longitude 140°40'00"E GDA94, south to latitude 37°12'15"S GDA94, east to longitude 140°40'25"E GDA94, south to latitude 37°12'25"S GDA94, east to longitude 140°40'40"E GDA94, south to latitude 37°12'35"S GDA94, east to longitude 140°41'00"E GDA94, south to latitude 37°12'45"S GDA94, east to longitude 140°41'15"E GDA94, south to latitude 37°12'55"S GDA94, east to longitude 140°41'25"E GDA94, south to latitude 37°13'05"S GDA94, east to longitude 140°41'35"E GDA94, south to latitude 37°13'15"S GDA94, east to longitude 140°41'45"E GDA94, south to latitude 37°13'30"S GDA94, east to longitude 140°42'00"E GDA94, south to latitude 37°13'40"S GDA94, east to longitude 140°42'10"E GDA94, south to latitude 37°13'50"S GDA94, east to longitude 140°42'25"E GDA94, south to latitude 37°14'05"S GDA94, east to longitude 140°42'35"E GDA94, south to latitude 37°14'20"S GDA94, east to longitude 140°42'40"E GDA94, south to latitude 37°14'45"S GDA94, west to longitude 140°42'05"E GDA94, north to latitude 37°14'40"S GDA94, west to longitude 140°41'30"E GDA94, north to latitude 37°14'35"S GDA94, west to longitude 140°41'20"E GDA94, north to latitude 37°14'30"S GDA94, west to longitude 140°41'05"E GDA94,
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north to latitude 37°12'10"S GDA94, west to longitude 140°37'15"E GDA94,
and north to the point of commencement.

AREA: 1765 square kilometres approximately.
Note: There is no warranty that the boundary of this licence is correct in relation to other features of the map. The boundary is to be ascertained by reference to the Australian Geodetic Datum (AGD66), the Geocentric Datum of Australia (GDA94) and the schedule.

THE PLAN HEREINBEFORE REFERRED TO

PETROLEUM EXPLORATION LICENCE NO: 494

F2009/000014

AREA: 1765 sq km (approx)