INDEX OF DOCUMENTS HELD ON THE PUBLIC REGISTER FOR PPL 235

1. 8 September 2009  Grant of Petroleum Production Licence PPL 235 (Waukatanna Field)

Interests:
Santos Limited 40.7%
Delhi Petroleum Pty Ltd 20.21%
Origin Energy Resources Limited 13.19%
Vamgas Pty Ltd 8.51%
Santos (NARNL Cooper) Pty Ltd 4.75%
Bridge Oil Developments Pty Ltd 3.99%
Alliance Petroleum Australia Pty Ltd 3.97%
Basin Oil Pty Ltd 2.10%
Reef Oil Pty Ltd 1.97%
Santos (BOL) Pty Ltd 0.21%
Santos Petroleum Pty Ltd 0.40%

2. 8 September 2009  Memorandum entering consolidation of PPL 172 (part) and PPL 82 and subsequent grant of PPL 235 on the public register.

3. 8 September 2009  Memorandum entering the notation of receipt of security on the public register.

4. 10 September 2009  Gazettal of grant of licence.

5. 15 February 2011  Memorandum entering notation of the following registrable dealing on the public register.

Delhi Fixed and Floating Charge and Mortgage of JV Assets dated 29 September 2010 between Delhi Petroleum Pty Limited and Westpac Banking Corporation.
Ref: SA 2011-15

6. 28 June 2012  Memorandum entering notation of following registrable dealing on the public register.

Royalty Deed dated 19 January 2012 between Delhi Petroleum Pty Ltd and Esso Australia Resources Pty Ltd.
Ref: SA 2012-42

7. 9 August 2017  Certificate of Registration on Change of Company Name dated 29 June 2017.

From: Origin Energy Resources Limited
To: Lattice Energy Limited

8. 9 August 2017  Memorandum entering notation of change of company name on the public register.
9. 7 June 2018 Memorandum entering notation of the following registrable dealing on the public register:

Deed of Variation dated 4 December 2015 between Santos Limited, Santos Petroleum Pty Ltd, Vamgas Pty Ltd, Santos (NARNL Cooper) Pty Ltd, Santos (BOL) Pty Ltd, Reef Oil Pty Ltd, Bridge Oil Developments Pty Limited, Basin Oil Pty Ltd, Alliance Petroleum Australia Pty Ltd, Origin Energy Resources Limited and Delhi Petroleum Pty Ltd
Ref: SA 2018-18

10. 22 January 2020 Certificate of Registration on Change of Name dated 2 December 2019.

From: Lattice Energy Limited
To: Beach Energy (Operations) Limited

11. 22 January 2020 Memorandum entering notation of change of company name on the public register.
MEMORANDUM

PETROLEUM PRODUCTION LICENCES

ASSOCIATED ACTIVITIES LICENCES
AALs 258, 259 and 263

PIPELINE LICENCES
PLs 2, 5, 9, 15 and 20

1. Notation of change of company name:

    From: Lattice Energy Limited
    To: Beach Energy (Operations) Limited

    is hereby entered on the public registers.

    

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

    Date: 22 January 2020
Certificate of Registration on Change of Name

This is to certify that

LATTICE ENERGY LIMITED

Australian Company Number 007 845 338

did on the second day of December 2019 change its name to

BEACH ENERGY (OPERATIONS) LIMITED

Australian Company Number 007 845 338

The company is a public company.

The company is limited by shares.

The company is taken to be registered under the Corporations Act 2001 in South Australia and the date of commencement of registration is the ninth day of September, 1977.

Issued by the
Australian Securities and Investments Commission on this second day of December 2019.

James Shipton
Chair
MEMORANDUM

PETROLEUM PRODUCTION LICENCES

PIPELINE LICENCES
PLs 5, 9 and 15

SA 2018-18 Notation of registrable dealing as evidenced by Deed of Variation dated 4 December 2015 between Santos Limited, Santos Petroleum Pty Ltd, Vamgas Pty Ltd, Santos (NARNL Cooper) Pty Ltd, Santos (BOL) Pty Ltd, Reef Oil Pty Ltd, Bridge Oil Developments Pty Limited, Basin Oil Pty Ltd, Alliance Petroleum Australia Pty Ltd, Origin Energy Resources Limited and Delhi Petroleum Pty Ltd is hereby entered on the public register.

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

Date: 7 June 2018
Ref: 28/01/00045
MEMORANDUM

PETROLEUM RETENTION LICENCE
PRL 106

PETROLEUM EXPLORATION LICENCES
PELs 637 and 638

PETROLEUM PRODUCTION LICENCES

PIPELINE LICENCES
PLs 2, 5, 9, 15 and 20

1. Notation of change of company name:

From: Origin Energy Resources Limited
To: Lattice Energy Limited

is hereby entered on the public registers.

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

Date: 9 August 2017
Certificate of Registration on Change of Name

This is to certify that

ORIGIN ENERGY RESOURCES LIMITED

Australian Company Number 007 845 338

did on the twenty-ninth day of June 2017 change its name to

LATTICE ENERGY LIMITED

Australian Company Number 007 845 338

The company is a public company.

The company is limited by shares.

The company is taken to be registered under the Corporations Act 2001 in South Australia and the date of commencement of registration is the ninth day of September, 1977.

Issued by the
Australian Securities and Investments Commission on this twenty-ninth day of June 2017.

Greg Medcraft
Chairman
MEMORANDUM

PETROLEUM PRODUCTION LICENCES

SA 2012-42 Notation of registrable dealing as evidenced by Royalty Deed dated 19 January 2012 between Delhi Petroleum Pty Ltd and Esso Australia Resources Pty Ltd 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: 28 June 2012

Ref: various files
MEMORANDUM

PETROLEUM PRODUCTION LICENCES

and

PIPELINE LICENCES
PLs 2, 5, 9 and 15

SA 2011–15 Notation of registrable dealing as evidenced by Delhi Fixed and Floating Charge and Mortgage of JV Assets dated 29 September 2010 between Delhi Petroleum Pty Limited and Westpac Banking Corporation is hereby entered on the public register.

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

Date: 15 February 2011
Notice is hereby given that, pursuant to section 89 of the Petroleum Act 2000, I have accepted partial surrender of the following Petroleum Production Licence areas, pursuant to delegated powers dated 28 March 2002, Gazette 11 April 2002, page 1573:

<table>
<thead>
<tr>
<th>No. of Licence</th>
<th>Licensees</th>
<th>Locality</th>
<th>Effective Date of Surrender</th>
<th>Approx. Area Surrendered (km²)</th>
<th>Reference</th>
</tr>
</thead>
<tbody>
<tr>
<td>PPL 141</td>
<td>Santos Ltd</td>
<td></td>
<td></td>
<td>34.5</td>
<td>28/1/306</td>
</tr>
<tr>
<td>PPL 143</td>
<td>Delhi Petroleum Pty Ltd</td>
<td></td>
<td></td>
<td>76.4</td>
<td>28/1/259</td>
</tr>
<tr>
<td>PPL 173</td>
<td>Origin Energy Resources Limited Vamgas Pty Ltd</td>
<td></td>
<td></td>
<td>120.3</td>
<td>28/1/325</td>
</tr>
<tr>
<td>PPL 183</td>
<td>Santos (NARNL Cooper) Pty Ltd Bridge Oil Developments Pty Ltd</td>
<td></td>
<td></td>
<td>3.6</td>
<td>28/1/299</td>
</tr>
<tr>
<td>PPL 188</td>
<td>Alliance Petroleum Aust Pty Ltd Basin Oil Pty Ltd</td>
<td></td>
<td></td>
<td>2.9</td>
<td>28/1/290</td>
</tr>
<tr>
<td>PPL 172</td>
<td>Reef Oil Pty Ltd Santos Petroleum Pty Ltd Santos (BOL) Pty Ltd</td>
<td></td>
<td></td>
<td>109.1</td>
<td>28/1/328</td>
</tr>
<tr>
<td>PPL 189</td>
<td>Santas Ltd</td>
<td></td>
<td></td>
<td>252.3</td>
<td>28/1/317</td>
</tr>
<tr>
<td>PPL 198</td>
<td></td>
<td></td>
<td></td>
<td>17.6</td>
<td>28/1/321</td>
</tr>
<tr>
<td>PPL 142</td>
<td>Vamgas Pty Ltd Santos Ltd Delhi Petroleum Pty Ltd Origin Energy Resources Ltd Santos (NARNL Cooper) Pty Ltd</td>
<td></td>
<td></td>
<td>21.8</td>
<td>28/1/311</td>
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<tr>
<td>PPL 200</td>
<td></td>
<td></td>
<td></td>
<td>8 Sept. 2009</td>
<td>0.9</td>
</tr>
</tbody>
</table>

Notice is hereby given that, pursuant to section 92 (1) of the Petroleum Act 2000, the undermentioned Petroleum Production Licences have been granted with effect from 8 September 2009, under the provisions of the Petroleum Act 2000, pursuant to delegated powers dated 28 March 2002, Gazette 11 April 2002, page 1573:

<table>
<thead>
<tr>
<th>No. of Licence</th>
<th>Licensees</th>
<th>Locality</th>
<th>Area (km²)</th>
<th>Reference</th>
</tr>
</thead>
<tbody>
<tr>
<td>PPL 228</td>
<td>Santos Ltd Delhi Petroleum Pty Ltd Origin Energy Resources Limited Vamgas Pty Ltd Santos (NARNL Cooper) Pty Ltd Bridge Oil Developments Pty Ltd</td>
<td>Cooper Basin of South Australia</td>
<td>96.04</td>
<td>28/1/435</td>
</tr>
<tr>
<td>PPL 230</td>
<td></td>
<td></td>
<td>7.0</td>
<td>28/1/437</td>
</tr>
<tr>
<td>PPL 231</td>
<td></td>
<td></td>
<td>33.42</td>
<td>28/1/438</td>
</tr>
<tr>
<td>PPL 232</td>
<td>Santos Ltd Delhi Petroleum Pty Ltd Origin Energy Resources Limited Vamgas Pty Ltd Santos (NARNL Cooper) Pty Ltd Bridge Oil Developments Pty Ltd</td>
<td></td>
<td>3.99</td>
<td>28/1/439</td>
</tr>
<tr>
<td>PPL 233</td>
<td></td>
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<td>28/1/440</td>
</tr>
<tr>
<td>PPL 234</td>
<td>Santos Petroleum Aust Pty Ltd Basin Oil Pty Ltd Reef Oil Pty Ltd Santos Petroleum Pty Ltd Santos (BOL) Pty Ltd</td>
<td>Cooper Basin of South Australia</td>
<td>22.64</td>
<td>28/1/441</td>
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<tr>
<td>PPL 235</td>
<td></td>
<td></td>
<td>6.38</td>
<td>28/1/442</td>
</tr>
<tr>
<td>PPL 236</td>
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<td>1.87</td>
<td>28/1/443</td>
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<tr>
<td>PPL 237</td>
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<td>28/1/444</td>
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<tr>
<td>PPL 238</td>
<td></td>
<td></td>
<td>35.38</td>
<td>28/1/445</td>
</tr>
<tr>
<td>PPL 229</td>
<td>Vamgas Pty Ltd Santos Ltd Delhi Petroleum Pty Ltd Origin Energy Resources Ltd Santos (NARNL Cooper) Pty Ltd</td>
<td></td>
<td>6.78</td>
<td>28/1/436</td>
</tr>
</tbody>
</table>
All that part of the State of South Australia, bounded as follows:

Commencing at a point being the intersection of latitude 27°59'55" S GDA94 and longitude 140°55'25" E GDA94, thence east to longitude 140°56'35" E GDA94, south to latitude 28°01'50" S GDA94, east to longitude 140°57'20" E GDA94, north to latitude 28°01'00" S GDA94, east to longitude 140°57'50" E GDA94, north to latitude 28°00'40" S GDA94, east to longitude 140°58'05" E GDA94, north to latitude 28°00'00" AGD66, east to longitude 140°59'10" AGD66, south to latitude 28°02'10" S AGD66, thence east to the eastern border of the State of South Australia, thence southerly along the border of the said State to latitude 28°06'00" S Clarke1858, west to longitude 140°56'00" E Clarke1858, north to latitude 28°05'00" S Clarke1858, west to longitude 140°54'00" E Clarke1858, north to latitude 28°03'00" S Clarke1858, west to longitude 140°51'35" E GDA94, north to latitude 28°02'20" S GDA94, east to longitude 140°52'30" E GDA94, north to latitude 28°02'10" S GDA94, east to longitude 140°53'10" E GDA94, north to latitude 28°01'25" AGD66, east to longitude 140°53'30" E AGD66, north to latitude 28°00'55" S GDA94, east to longitude 140°54'05" E GDA94, north to latitude 28°00'40" S GDA94, east to longitude 140°55'00" E GDA94, north to latitude 28°00'20" S GDA94, east to longitude 140°55'25" E GDA94 and north to point of commencement.

Area: 9.64 km² approximately.

PPL 228

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

Commencing at a point being the intersection of latitude 27°20'50" S GDA94 and longitude 140°14'10" E GDA94, thence east to longitude 140°14'35" E GDA94, south to latitude 27°20'55" S GDA94, east to longitude 140°14'45" E GDA94, south to longitude 27°21'20" S GDA94, east to longitude 140°15'25" E GDA94, south to longitude 27°21'40" S GDA94, west to longitude 140°15'15" E GDA94, south to longitude 27°22'00" S GDA94, west to longitude 140°15'05" E GDA94, south to latitude 27°22'05" S GDA94, west to longitude 140°14'40" E GDA94, north to latitude 27°22'00" S GDA94, west to longitude 140°14'05" E GDA94, south to latitude 27°22'15" S GDA94, west to longitude 140°13'50" E GDA94, south to longitude 27°22'30" S GDA94, west to longitude 140°13'45" E GDA94, south to latitude 27°22'45" S GDA94, west to longitude 140°13'40" E GDA94, south to latitude 27°22'55" S GDA94, west to longitude 140°13'15" E GDA94, north to latitude 27°22'30" S GDA94, east to longitude 140°13'20" E GDA94, north to latitude 27°21'45" S GDA94, east to longitude 140°13'40" E AGD66, north to latitude 27°20'55" S GDA94, east to longitude 140°14'10" E GDA94 and north to point of commencement.

Area: 6.78 km² approximately.

PPL 229

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

Commencing at a point being the intersection of latitude 28°09'50" S GDA94 and longitude 139°55'45" E GDA94, thence east to longitude 139°56'00" E GDA94, south to latitude 28°10'00" S GDA94, east to longitude 139°56'10" E GDA94, south to latitude 28°10'50" S GDA94, east to longitude 139°56'00" E GDA94, south to latitude 28°11'25" S GDA94, west to longitude 139°55'50" E GDA94, south to latitude 28°11'50" S AGD66, west to longitude 139°55'30" E AGD66, south to latitude 28°12'00" S AGD66, west to longitude 139°55'50" E AGD66, south to latitude 28°12'20" S AGD66, west to longitude 139°54'30" E AGD66, north to latitude 28°12'00" S AGD66, east to longitude 139°54'40" E AGD66, north to latitude 28°11'50" S AGD66, east to longitude 139°54'50" E AGD66, north to latitude 28°11'00" S AGD66, west to longitude 139°54'40" E AGD66, north to latitude 28°10'35" S GDA94, east to longitude 139°53'50" E GDA94, north to latitude 28°10'25" S GDA94, east to longitude 139°53'50" E GDA94, north to latitude 28°10'00" S GDA94 and north to point of commencement.

Area: 7 km² approximately.

PPL 230

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

Commencing at a point being the intersection of latitude 28°12'00" S GDA94 and longitude 140°57'10" E GDA94, thence east to longitude 140°57'35" E GDA94, south to latitude 28°12'10" S GDA94, east to longitude 140°58'10" E GDA94, south to latitude 28°12'20" S GDA94, east to longitude 140°59'00" E GDA94, south to latitude 28°13'10" S GDA94, east to longitude 140°59'10" E GDA66, south to latitude 28°13'30" S GDA66, east to longitude 140°59'30" E GDA66, south to latitude 28°14'20" S GDA66, east to longitude 140°59'45" E GDA66, south to latitude 28°15'30" S GDA66, thence east to eastern border of the State of South Australia, thence southerly along the border of the said State to latitude 28°17'35" S GDA94, west to longitude 140°59'40" E GDA94, south to latitude 28°17'40" S GDA94, west to longitude 140°58'25" E GDA94, north to latitude 28°17'35" S GDA94, west to longitude 140°58'15" E GDA94, north to latitude 28°16'40" S GDA94, east to longitude 140°58'05" E GDA94, north to latitude 28°16'05" S GDA94, west to longitude 140°57'50" E GDA94, north to latitude 28°15'25" S GDA94, west to longitude 140°57'45" E GDA94, north to latitude 28°15'15" S GDA94, west to longitude 140°57'40" E GDA94, north to latitude 28°15'10" S AGD66, west to longitude 140°57'20" E AGD66, north to latitude 28°14'50" S AGD66, west to longitude 140°57'10" E AGD66, north to latitude 28°12'40" S GDA94, east to longitude 140°57'10" E GDA94 and north to point of commencement.

Area: 33.42 km² approximately.

PPL 231

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

Commencing at a point being the intersection of latitude 28°14'10" S AGD66 and longitude 140°56'10" E AGD66, thence east to longitude 140°56'50" E AGD66, south to latitude 28°14'20" S AGD66, east to longitude 140°57'10" E AGD66, south to latitude 28°14'50" S AGD66, east to longitude 140°57'20" E AGD66, south to latitude 28°14'10" S AGD66, east to longitude 140°56'30" E AGD66, south to latitude 28°12'40" S GDA94, east to longitude 140°57'10" E GDA94, north to latitude 28°12'45" S AGD66, west to longitude 140°56'10" E AGD66 and north to the point of commencement.

Area: 3.99 km² approximately.
All that part of the State of South Australia, bounded as follows:

Commencing at a point being the intersection of latitude 27°46'10"S AGDG66 and longitude 139°57'20"E AGDG66, thence east to longitude 139°58'20"E AGDG66, south to latitude 27°47'00"S AGDG66, east to longitude 139°59'00"E AGDG66, south to latitude 27°47'10"S AGDG66, east to longitude 139°59'20"E AGDG66, south to latitude 27°47'20"S AGDG66, east to longitude 139°59'40"E AGDG66, south to latitude 27°47'30"S AGDG66, east to longitude 140°00'00"E Clarke1858, south to latitude 27°49'00"S AGDG66, east to longitude 139°58'00"E AGDG66, south to latitude 27°49'00"S AGDG66, east to longitude 139°58'40"E AGDG66, north to latitude 27°48'50"S AGDG66, west to longitude 139°58'50"E AGDG66, south to latitude 27°49'00"S AGDG66, east to longitude 139°58'40"E AGDG66, north to latitude 27°49'00"S AGDG66, east to longitude 139°57'20"E AGDG66 and north to the point of commencement.

Area: 27.18 km² approximately.

PPL 224

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

Commencing at a point being the intersection of latitude 28°26'50"S AGDG66 and longitude 140°28'50"E AGDG66, thence east to longitude 140°29'40"E AGDG66, south to latitude 28°27'00"S AGDG66, east to longitude 140°30'00"E AGDG66, south to latitude 28°27'10"S AGDG66, east to longitude 140°30'20"E AGDG66, south to latitude 28°28'20"S AGDG66, east to longitude 140°30'40"E AGDG66, south to latitude 28°28'40"S AGDG66, west to longitude 140°29'53"E AGDG66, south to latitude 28°29'00"S Clarke1858, east to longitude 140°30'00"E Clarke1858, south to latitude 28°29'15"S AGDG66, west to longitude 140°29'10"E AGDG66, south to latitude 28°29'30"S AGDG66, west to longitude 140°28'15"E AGDG66, north to latitude 28°28'55"S AGDG66, west to longitude 140°27'40"E AGDG66, south to latitude 28°29'10"S AGDG66, east to longitude 140°27'10"E AGDG66, north to latitude 28°29'05"S AGDG66, west to longitude 140°26'35"E AGDG66, north to latitude 28°28'10"S AGDA94, east to longitude 140°26'45"E AGDA94, north to latitude 28°28'05"S AGDA94, east to longitude 140°25'50"E AGDG66, south to latitude 28°27'30"S AGDG66, east to longitude 140°25'20"E AGDG66, south to latitude 28°27'20"S AGDG66, east to longitude 140°24'40"E AGDG66, south to latitude 28°27'25"S AGDG66, east to longitude 140°28'50"E AGDG66 and north to the point of commencement.

Area: 22.64 km² approximately.

PPL 225

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

Commencing at a point being the intersection of latitude 28°21'15"S GDA94 and longitude 140°04'00"E Clarke1858, thence east to longitude 140°04'05"E GDA94, south to latitude 28°21'20"S GDA94, east to longitude 140°04'15"E GDA94, south to latitude 28°21'25"S GDA94, east to longitude 140°04'20"E GDA94, south to latitude 28°21'30"S GDA94, east to longitude 140°04'25"E GDA94, south to latitude 28°21'35"S GDA94, east to longitude 140°04'30"E GDA94, south to latitude 28°21'50"S AGDG66, east to longitude 140°04'52"E GDA94, north to latitude 28°21'40"S GDA94, east to longitude 140°04'57"E GDA94, north to latitude 28°21'35"S GDA94, east to longitude 140°05'07"E GDA94, south to latitude 28°21'40"S GDA94, east to longitude 140°05'12"E GDA94, south to latitude 28°21'50"S AGDG66, east to longitude 140°05'50"E AGDG66, south to latitude 28°22'40"S AGDG66, west to longitude 140°04'20"E AGDG66, south to latitude 28°23'10"S AGDG66, west to longitude 140°04'00"E Clarke1858 and north to the point of commencement.

Area: 6.38 km² approximately.

PPL 226

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

Commencing at a point being the intersection of latitude 28°22'50"S AGDG66 and longitude 140°16'40"E GDA94, thence east to longitude 140°17'05"E GDA94, south to latitude 28°23'00"S AGDG66, east to longitude 140°17'30"E AGDG66, south to latitude 28°23'10"S GDA94, west to longitude 140°17'20"E GDA94, south to latitude 28°23'40"S AGDG66, west to longitude 140°16'30"E AGDG66, north to latitude 28°23'10"S AGDG66, east to longitude 140°16'40"E GDA94 and north to the point of commencement.

Area: 1.87 km² approximately.

PPL 227

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

Commencing at a point being the intersection of latitude 28°02'40"S AGDG66 and longitude 140°46'20"E AGDG66, thence east to longitude 140°46'40"E AGDG66, south to latitude 28°03'10"S AGDG66, west to longitude 140°46'30"E AGDG66, south to latitude 28°03'20"S AGDG66, west to longitude 140°45'50"E AGDG66, south to latitude 28°03'30"S AGDG66, west to longitude 140°45'45"E GDA94, south to latitude 28°03'40"S GDA94, west to longitude 140°45'15"E GDA94, south to latitude 28°04'20"S GDA94, west to longitude 140°44'15"E GDA94, north to latitude 28°04'10"S GDA94, west to longitude 140°43'40"E GDA94, south to latitude 28°04'30"S AGDG66, south to longitude 28°03'25"E GDA94, south to latitude 28°03'05"E AGDG66, east to longitude 140°44'00"E AGDG66, north to latitude 28°02'50"S AGDG66, east to longitude 140°46'20"E AGDG66 and north to the point of commencement.

Area: 14.4 km² approximately.

PPL 228

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

Commencing at a point being the intersection of latitude 27°43'20"S AGDG66 and longitude 139°56'50"E AGDG66, thence east to longitude 139°58'30"E AGDG66, south to latitude 27°45'30"S AGDG66, east to longitude 139°59'20"E AGDG66, south to latitude 27°45'50"S AGDG66, east to longitude 139°58'40"E AGDG66, south to latitude 27°45'20"S AGDG66, west to longitude 139°58'30"E AGDG66, south to latitude 27°45'30"S AGDG66, west to longitude 139°58'20"E AGDG66, south to latitude 27°45'40"S AGDG66, west to longitude 139°58'00"E AGDG66, north to latitude 27°45'30"S AGDG66, west to longitude 139°57'40"E AGDG66, south to latitude 27°45'50"S AGDG66, west to longitude 139°57'10"E AGDG66, south to latitude 27°46'00"S AGDG66, south to latitude 27°46'30"S AGDG66, west to longitude 139°55'30"E AGDG66, north to latitude 27°46'10"S AGDG66, west to longitude 139°54'50"E AGDG66, south to latitude 27°46'20"S AGDG66, west to longitude 139°53'50"E AGDG66, north to latitude 27°45'10"S AGDG66, east to...
longitude 139°54'00"E AGD66, north to latitude 27°45'00"S Clarke1858, east to longitude 139°54'10"E AGD66, north to latitude 27°44'40"S AGD66, east to longitude 139°54'20"E AGD66, north to latitude 27°44'30"S AGD66, east to longitude 139°55'20"E AGD66, north to latitude 27°44'20"S AGD66, east to longitude 139°55'50"E AGD66, south to latitude 27°44'30"S AGD66, east to longitude 139°56'10"E AGD66, north to latitude 27°43'30"S AGD66, east to longitude 139°56'50"E AGD66 and north to the point of commencement.

Area: 35.38 km$^2$ approximately.

Dated 8 September 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
MEMORANDUM

PETROLEUM PRODUCTION LICENCES
PPL 228, PPL 229, PPL 230, PPL 231, PPL 232, PPL 233,
PPL 234, PPL 235, PPL 236, PPL 237, PPL 238

1. Notation of receipt of Bank Guarantee dated 27 October 2005 is hereby entered on the public register.

2. Security is held to cover any event occurring in any licence operated by Santos Limited on behalf of the respective Cooper Basin Joint Ventures in South Australia.

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

Date: 8 September 2009

File: 28/1/435; 28/1/436; 28/1/437;
28/1/438; 28/1/439; 28/1/440;
28/1/441; 28/1/442; 28/1/443;
28/1/444; 28/1/445
MEMORANDUM

PETROLEUM PRODUCTION LICENCES
PPL 172, PPL 82, PPL 189, PPL 235, PPL 236

1. Partial surrender of PPL 172, with effect from 1 July 2008;
2. Revocation of Condition 4 of PPL 172;
3. Division of licence area PPL 172;
4. Partial surrender of PPL 189, with effect from 1 July 2008;
5. Revocation of Condition 4 of PPL 189;
6. Division of licence area PPL 189;
7. Consolidation of part PPL 172 and PPL 82 (now PPL 235);
8. Consolidation of part PPL 172 and part PPL 189 (now PPL 236);
9. Grant of Petroleum Production Licences PPL 235 and PPL 236; and
10. Revocation of part PPL 172, PPL 82 and part PPL 189

is hereby entered on the public registers.

Holders: Santos Ltd
Delhi Petroleum Pty Ltd
Origin Energy Resources Limited
Vamgas Pty Ltd
Santos (NARNL Cooper) Pty Ltd
Bridge Oil Developments Pty Ltd
Alliance Petroleum Australia Pty Ltd
Basin Oil Pty Ltd
Reef Oil Pty Ltd
Santos Petroleum Pty Ltd
Santos (BOL) Pty Ltd

[Signature]

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

Date: 8 September 2009

Ref: 28/1/328; 28/1/208  
28/1/317; 28/1/442  
28/1/443

M 1279 doc
PETROLEUM PRODUCTION LICENCE
PPL 235

I, BARRY ALAN GOLSTEIN, Director Petroleum and Geothermal, Department of Primary Industries and Resources in the State of South Australia, pursuant to the provisions of the Petroleum Act 2000, the Cooper Basin (Ratification) Act 1975 and all other enabling powers for and on behalf of Paul Holloway, Minister for Mineral Resources Development (Minister), pursuant to delegated powers HEREBY GRANT to:

Santos Ltd
Vamgas Pty Ltd
Alliance Petroleum Australia Pty Ltd
Reef Oil Pty Ltd
Santos Petroleum Pty Ltd
Bridge Oil Developments Pty Ltd
Santos (BOL) Pty Ltd
Basin Oil Pty Ltd
Santos (NARNL Cooper) Pty Ltd
Delhi Petroleum Pty Ltd
Origin Energy Resources Ltd

ABN 80 007 550 923
ABN 76 006 245 110
ABN 60 004 559 951
ABN 70 000 848 800
ABN 95 000 146 369
ABN 30 001 152 049
ABN 35 000 670 575
ABN 36 000 628 017
ABN 75 004 761 255
ABN 65 007 854 686
ABN 66 007 845 338

(hereinafter referred to as the ‘Licensee’) a Production Licence, in relation to all regulated resources except a source of geothermal energy in respect of the area described below, and subject to the conditions set out below and the provisions of the Petroleum Act 2000 and the Cooper Basin (Ratification) Act 1975, to have effect from 8 September 2009. Grant of this Licence results directly from and as a consequence of the consolidation of PPL 172 (Area B) and PPL 82, pursuant to section 82 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 Schedule 1 attached hereto.

TERMS AND CONDITIONS

1. Scope of Rights

For the avoidance of doubt:

(a) in addition to all operations authorised by a Production Licence granted under the Petroleum Act 2000 in relation to all regulated resources except a source of geothermal energy, the Licensee is authorised under this Licence to conduct all operations authorised by then Petroleum Production Licences PPL 172 and PPL 82, pursuant to section 33 of the Petroleum Act 1940 immediately prior to commencement of the Petroleum Act 2000, and

(b) nothing in this Licence affects the rights of the Licensee pursuant to the Cooper Basin (Ratification) Act 1975.
2 Security

2.1 For the purpose of ensuring the due and proper performance of the Licensee's obligations under this Licence and the Petroleum Act 2000, the Licensee shall provide security in the amount of $50,000 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, ("the Security").

2.2 The Security shall be reviewed periodically, and during the term of the Licence if in the opinion of the Minister it is reasonable to increase the Security amount, provide additional security or substitute another security for the existing Security, the Licensee must comply with the Minister's request within 28 days after being requested in writing by the Minister to do so.

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

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

2.5 If this Licence is surrendered or cancelled and the Minister is satisfied that there are no further obligations under this Licence or the Petroleum Act 2000, the Minister will return the Security to the Licensee.

3 Insurance

3.1 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 reasonably 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 reasonably 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).

3.2 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.
4. Transfer of Liability

Subject to the Cooper Basin (Ratification) Act 1975, 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 1940 or 2000 unless written consent of the Minister is obtained.

5. Sub-Licences

The Minister hereby gives and records his consent to renewal by the Licensee of the Sub-Licences created in respect of the area described in Schedule 1, in the form of or to the effect set out in Schedule 2.

Date: 8 September 2009

[Signature]

BARRY A. GOLDBEIN
Director Petroleum and Geothermal
Minerals and Energy Resources
Primary Industries and Resources SA
Delegate of the Minister for Mineral Resources Development
Executed for and on behalf of:

Santos Ltd
Vamgas Pty Ltd,
Santos Petroleum Pty Ltd,
Bridge Oil Developments Pty Ltd
Santos (BOL) Pty Ltd
Reef Oil Pty Ltd
Alliance Petroleum Australia Pty Ltd
Santos (NARNL Cooper) Pty Ltd
Basin Oil Pty Ltd

by its duly appointed attorney:

Demitra Ritossa

Name (print)

Signature

Signed for and on behalf of Delhi Petroleum Pty Ltd by its authorised representative:

Gordon Moseby
Production Manager

Name (print)

Signature

Signed for and on behalf of Origin Energy Resources Ltd by its authorised representative:

Owen Hobbs
Eastern Australia Onshore Asset Manager
Upstream Oil & Gas Australia

Name (print)

Signature
SCHEDULE 1

PETROLEUM PRODUCTION LICENCE PPL 235

DESCRIPTION OF AREA

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

Commencing at a point being the intersection of latitude 28°21′15″S GDA94 and longitude 140°04′00″E Clarke1858, thence east to longitude 140°04′05″E GDA94, south to latitude 28°21′20″S GDA94, east to longitude 140°04′15″E GDA94, south to latitude 28°21′25″S GDA94, east to longitude 140°04′20″E GDA94, south to latitude 28°21′30″S GDA94, east to longitude 140°04′25″E GDA94, south to latitude 28°21′35″S GDA94, east to longitude 140°04′30″E GDA94, south to latitude 28°21′50″S AGD66, east to longitude 140°04′52″E GDA94, north to latitude 28°21′40″S GDA94, east to longitude 140°04′57″E GDA94, north to latitude 28°21′35″S GDA94, east to longitude 140°05′07″E GDA94, south to latitude 28°21′40″S GDA94, east to longitude 140°05′12″E GDA94, south to latitude 28°21′50″S AGD66, east to longitude 140°05′50″E AGD66, south to latitude 28°22′40″S AGD68, west to longitude 140°04′20″E AGD66, south to latitude 28°23′10″S AGD66, west to longitude 140°04′00″E Clarke1858, and north to the point of commencement.

AREA: 6.38 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 Clarke 1858 Datum, the Australian Geodetic Datum (AGD66), the Geocentric Datum of Australia (GDA94) and the schedule.

THE PLAN HEREINBEFORE REFERRED TO

WAUKATANNA FIELD

PETROLEUM PRODUCTION LICENCE NO: 235

AREA: 6.38 sq km (approx)
SCHEDULE 2

PETROLEUM PRODUCTION LICENCE PPL 235

DEED OF SUB-LICENCE

THIS DEED is made as of 2009

BETWEEN:

SANTOS LIMITED (ABN 80 007 550 923) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

VAMGAS PTY LTD (ABN 76 006 245 110) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

ALLIANCE PETROLEUM AUSTRALIA PTY LTD (ABN 60 004 559 951) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

REEF OIL PTY LTD (ABN 70 000 646 800) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

BRIDGE OIL DEVELOPMENTS PTY LIMITED (ABN 30 001 152 049) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

SANTOS PETROLEUM PTY LTD (ABN 95 000 146 369) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

SANTOS (BOL) PTY LTD (ABN 35 000 670 575) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

BASIN OIL PTY LTD (ABN 36 000 628 017) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

SANTOS (NARNL COOPER) PTY LTD (ABN 75 004 761 255) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

DELHI PETROLEUM PTY LTD (ABN 65 007 854 688) with its registered office at 25 Conyngham Street, Glenside in the State of South Australia; and

ORIGIN ENERGY RESOURCES LTD (ABN 66 007 845 338) with its registered office at Level 45, Australia Square, 264-278 George Street, Sydney, New South Wales,

in their capacity as participants in the Nappacoongee Muriteree Joint Venture and as holders of PPL [ ] (collectively "the Licensors")

OF THE ONE PART

AND
SANTOS LIMITED (ABN 80 007 550 923) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

VAMGAS PTY LTD (ABN 76 006 245 110) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

ALLIANCE PETROLEUM AUSTRALIA PTY LTD (ABN 60 004 559 951) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

REEF OIL PTY LTD (ABN 70 000 646 800) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

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SANTOS PETROLEUM PTY LTD (ABN 95 000 146 369) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

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SANTOS (NARNL COOPER) PTY LTD (ABN 75 004 761 255) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

DELHI PETROLEUM PTY LTD (ABN 65 007 854 688) with its registered office at 25 Conyngham Street, Glenside in the State of South Australia;

ORIGIN ENERGY RESOURCES LTD (ABN 66 007 845 338) with its registered office at Level 45, Australia Square, 264-278 George Street, Sydney, New South Wales

in their capacity as several participants in the joint venture constituted by the SACB Unit Agreement dated 1 January 1975 (as amended) (collectively “the Licensees”) OF THE OTHER PART

WHEREAS

A The Licensor are joint holders of Petroleum Production Licence No [ ] ("the Petroleum Production Licence") granted by the Minister for Mineral Resources Development for the State of South Australia by way of renewal of Petroleum Production Licence No. [###] granted pursuant to the Petroleum Act 1940; and pursuant to the powers in the Petroleum Act 2000 and the Cooper Basin (Ratification) Act 1975, over certain land in the State of South Australia as more particularly described in Schedule 1 of the Petroleum Production Licence.

B The Licensees are parties to an agreement made as of the 1st day of January, 1975 known as the South Australian Cooper Basin Unit Agreement (hereinafter and as the same may be amended from time to time referred to as “the Unit Agreement”) relating inter alia to the development and production of petroleum from that sub-surface portion of the area comprised in the Petroleum Production Licence as the same is more particularly described in the Schedule hereto.
C The Licensor have previously granted a sub-licence to the Licensees and in accordance with that sub-licence on renewal of the Petroleum Production Licence are required to grant a renewal of the sub-licence to the Licensees.

D The Licensor, with the consent of the Minister of Mineral Resources Development of the State of South Australia, have agreed to grant, and the Licensees have agreed to accept, renewal of a sub-licence to exercise the rights specified in Clause 1 of this Deed upon the conditions specified in Clauses 2, 3, 4 and 5 of this Deed.

NOW THIS DEED WITNESSES as follows:

1 The Licensor, with the consent of the Minister for Mineral Resources Development of the State of South Australia hereby grant to each of the Licensees severally the exclusive right commencing and inclusive from [#DATE], for the duration of the Petroleum Production Licence, subject to the provisions of this Deed of Sub-licence to:-

(a) conduct in such portion of the area comprised in the Petroleum Production Licence as is more particularly described in the Schedule hereto (herein after referred to as “the Unitized Zone”) all such operations as the Licensees are entitled to conduct thereon from time to time pursuant to the Petroleum Production Licence and subject to Clause 2 hereof to own all petroleum extracted or released therefrom; and

(b) construct and maintain upon the land comprised in the Petroleum Production Licence all such facilities as the Licensees are entitled to construct and maintain thereon pursuant to the Petroleum Production Licence or the Cooper Basin (Ratification) Act 1975 of the State of South Australia (or both) and as are necessary from time to time for the full enjoyment of the rights granted pursuant to Clause 1(a) hereof.

2 Each of the Licensees hereby expressly acknowledges, covenants and agrees with the Licensor and with each of the other Licensees that in the exercise of exclusive rights granted pursuant to Clause 1 hereof each Licensee shall at all times act subject to and in accordance with the provisions of the Unit Agreement (and in particular to the provisions of Clause 13.01 thereof which refers to an overriding royalty in favour of Santos) and that all such rights shall entitle each Licensee to extract or release from the Unitized Zone so much of the petroleum within the Unitized Zone as such Licensee is entitled to from time to time in accordance with the provisions of the Unit Agreement and the Fixed Factor Settlement Agreement made between the Licensees on 5 December 1996.

3 The Licensees hereby jointly and severally covenant with the Licensor that they will make payment in accordance with the Unit Agreement of the royalty referred to in the Cooper Basin (Ratification) Act 1975 in respect of the production referred to in Clause 2 hereof and will subject as aforesaid comply with the provisions of the Petroleum Act 2000 and the Cooper Basin (Ratification) Act 1975 and amendments thereto and with all Regulations for the time being in force under those Acts and with any directions given by the Minister, the Director of Petroleum or any other person pursuant to those Acts or Regulations and the Licensees hereby further jointly and severally covenant with the Licensor not to do any act or thing or make any omission which would cause the Licensor to be in breach or default of the provisions of the Petroleum Production Licence or of the provisions of the Petroleum Act 2000 or the Cooper Basin (Ratification) Act 1975 and amendments thereto or of any Regulation for the time being in force under those Acts or with any direction given by the Minister, the Director Petroleum and Geothermal or any other person pursuant to those Acts or Regulations.
Subject to the due compliance by the Licensees with their obligations under this Deed of Sub-Licence the Licensors hereby covenant with the Licensees to perform the covenants and obligations on the part of the Licensors contained in the Petroleum Production Licence.

The rights of the Licensees or any of them granted pursuant to the foregoing provisions of this Deed of Sub-Licence shall not be sold, assigned, transferred, leased, sub-let, mortgaged, pledged, charged, encumbered or otherwise disposed of other than subject to and in accordance with the provisions of Article XV of the Unit Agreement and subject to the Petroleum Act 2000 and Clause 14.2 of the Indenture annexed to the Cooper Basin (Ratification) Act 1975.
THE SCHEDULE

DEED OF SUB-LICENCE

(Description of Unitized Zones)

PPL [    ]

The stratigraphic unit named [#Block 1#] [#Field 1#], [#Formation 1#] in the First Schedule to the Unit Agreement together with all lateral extensions to such stratigraphic unit as may from time to time become subject to the Unit Agreement and which underlie the area described in the said Petroleum Production Licence

[Repeat paragraph above as needed for [#Block 2#] [#Field 2#], [#Formation 2#]; [#Block 3#] [#Field 3#], [#Formation 3#] etc]

Such additional stratigraphic units as have become or may from time to time become subject to the Unit Agreement and which underlie the area described in the said Petroleum Production Licence together with all lateral extensions to those stratigraphic units.
IN WITNESS WHEREOF the Parties hereto sign, seal and deliver the foregoing presents and have hereunto set their respective hands and seals as of [DATE]

Executed for and on behalf of each of:

Santos Limited
Vamgas Pty Ltd
Alliance Petroleum Australia Pty Ltd
Reef Oil Pty Ltd
Santos Petroleum Pty Ltd
Bridge Oil Developments Pty Ltd
Santos (BOL) Pty Ltd
Basin Oil Pty Ltd
Santos (NARNL Cooper) NL

by its duly appointed attorney in the presence of:

Name (print)  Witness Name (print)

Attorney Signature  Witness Signature

Date

The common seal of Delhi Petroleum Pty Ltd is fixed to this document in accordance with its constitution in the presence of:

Name (print)  Name (print)

Director Signature  Director/Secretary Signature

Date

The common seal of Origin Energy Resources Ltd is fixed to this document in accordance with its constitution in the presence of:

Name (print)  Name (print)

Director Signature  Director/Secretary Signature

Date