INDEX OF DOCUMENTS HELD ON THE PUBLIC REGISTER FOR PPL 77

1. 27 October 1995  Licence document dated 27 October 1995
Expiry:  26 October 2016

Interests in the Licence:

Vamgas Ltd  43.75%
Santos Limited  25.6022%
Delhi Petroleum Pty Ltd  17.143%
Boral Energy Resources Ltd  10.536%
Crusader Resources NL  2.9688%

2. 27 October 1995  Memorandum entering licence on the public register and notating receipt of security.


4. 30 June 1997  Certificate of Registration on Change of Name dated 12 June 1997:
From: Crusader Resources NL
To: Gulf (Aust) Resources NL

5. 30 June 1997  Memorandum entering change of company name on the Public Register.

6. 10 December 1999  Certificate of Registration on Change of Name dated 6 October 1999:
From: Gulf (Aust) Resources NL
To: Novus Australia Resources NL

7. 10 December 1999  Memorandum entering change of company name on the Public Register.

8. 13 March 2000  Certificate of Registration on Change of Name dated 24 February 2000:
From: Boral Energy Resources
To: Origin Energy Resources Ltd

9. 13 March 2000  Memorandum entering change of company name on the Public Register.

10. 15 October 2002  Certificate of Registration on Change of Type and Conversion to a Proprietary Company dated 8 June 2000:
From: Basin Oil NL
To: Basin Oil Pty Ltd

11. 15 October 2002  Memorandum entering change of company name on the Public Register.
12. 7 May 2004  Memorandum dated 7 May 2004 entering notation of adoption of the register for PELs 5&6 as part of the Commercial Register.

13. 23 July 2004  Memorandum entering notation of registrable dealing on the public register:
   - DPPL Security dated 21 May 2004 between Delhi Petroleum Pty Ltd and Westpac Banking Corporation Ref:SA 2004-44

14. 23 November 2005  Notation of discharge of security and receipt of replacement security is entered on the public register.

15. 13 January 2006  Certificate of Registration on Change of Name dated 29 June 2005:
   From: Novus Australia Resources NL
   To: Santos (NARNL Cooper) NL

16. 13 January 2006  Memorandum entering change of company name on the Public Register.

17. 9 May 2006  Certificate of Registration on Change of Name dated 1 December 2005:
   From: Santos (NARNL Cooper) NL
   To: Santos (NARNL Cooper) Pty Ltd.

18. 9 May 2006  Memorandum entering change of company name on the Public Register

19. 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

20. 28 June 2012  Memorandum entering notation of the 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

21. 20 January 2017  Memorandum entering notation of extension of time of the offer to renew licence to 3 February 2017 on the public register.

22. 25 January 2017  Renewal of licence.

Interests in this licence are:
Vamgas Ltd 43.75%
Santos Limited 25.60%
Delhi Petroleum Pty Ltd 17.14%
Origin Energy Resources Limited 10.54%
Santos (NARNL Cooper) Pty Ltd 2.97%

PPL 77 is now due to expire on 26 October 2037.

23. 25 January 2017 Memorandum entering renewal of licence with effect from 27 October 2016 on the public register.

24. 9 August 2017 Certificate of Registration on Change of Company Name dated 29 June 2017.

From: Origin Energy Resources Limited
To: Lattice Energy Limited

25. 9 August 2017 Memorandum entering notation of change of company name on the public register.

26. 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

27. 22 January 2020 Certificate of Registration on Change of Name dated 2 December 2019.

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

28. 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. GOLDSMITH  
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
Petroleum and Geothermal Energy Act 2000
S.115

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. GOLDSTEIN
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
Petroleum and Geothermal Energy Act 2000
S.115

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.

[Signature]

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

Date: 9 August 2017

M 2811.DOCX
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

RENEWAL OF
PETROLEUM PRODUCTION LICENCES
PPLs 76 and 77

1. Renewal of these licences effective from 27 October 2016 is hereby entered on the public register.

2. Interests in the licences are:

   Vamgas Pty Ltd                      43.75%
   Santos Limited                      25.60%
   Delhi Petroleum Pty Ltd             17.14%
   Origin Energy Resources Limited     10.54%
   Santos (NARNL Cooper) Pty Ltd       2.97%

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

Date:  25 January 2017

File:  28/1/203
       28/1/196
Petroleum and Geothermal Energy Act 2000  
Cooper Basin (Ratification) Act 1975  

RENEWAL OF  
PETROLEUM PRODUCTION LICENCE  
PPL 77  

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, the Cooper Basin (Ratification) Act 1975 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 renew Petroleum Production Licence PPL 77, held by:

- Santos Limited  
  ACN 007 550 923  
- Vamgas Pty Ltd  
  ACN 006 246 110  
- Origin Energy Resources Limited  
  ACN 007 845 338  
- Delhi Petroleum Pty Ltd  
  ACN 007 854 686  
- Santos (NARNL Cooper) Pty Ltd  
  ACN 004 761 255  

(herein after referred to as the ‘Licensee’), and granted pursuant to the Petroleum Act 1940 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 Cooper Basin (Ratification) Act 1975 and the Petroleum and Geothermal Energy Act 2000. The term of this licence is 21 years commencing on 27 October 2016, and expiring at midnight on 26 October 2037.

DESCRIPTION OF AREA  

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

TERMS AND CONDITIONS  

1. Scope of Rights

   For the avoidance of doubt:

   (a) this renewal permits the Licensee to conduct all operations authorised by PPL 77 immediately prior to the commencement of this renewal on 27 October 2016; and

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

2. 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.
3. Security

3.1 For the purpose of ensuring the due and proper performance of the Licensee’s obligations under this Licence and the Petroleum and Geothermal Energy 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”).

3.2 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.

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

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

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

4. Insurance

4.1 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).
4.2 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.

5. 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 the Petroleum and Geothermal Energy Act 2000 cannot transfer, limit or exclude liability under the Petroleum Act 1940 or the Petroleum and Geothermal Energy Act 2000 unless written consent of the Minister is obtained.

Date: 25 January 2017

[Signature]

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

**Santos Limited (ACN 007 550 923)**

**Vamgas Pty Ltd (ACN 006 245 110)**

**Santos (NARNL Cooper) Pty Ltd (ACN 004 761 255)**

by its authorised representative:

Signature of Authorised Representative

**Chad Wilson**

[Print Name of Authorised Representative]

**15-12-16**

Date

Signed for and on behalf of **Origin Energy Resources Limited (ACN 007 845 338)**

by its authorised representative:

..............................................

Signature of Authorised Representative

..............................................

[Print Name of Authorised Representative]

..............................................

Date

Signed for and on behalf of **Delhi Petroleum Pty Ltd (ACN 007 854 686)**

in accordance with section 127 of the **Corporations Act 2000 (Cth)**:

..............................................

Signature of Director

..............................................

Signature of Director/Secretary*

..............................................

[Print Name of Director]

[Print Name of Director]

("delete the inapplicable")

..............................................

Date

..............................................
Signed for and on behalf of:

**Santos Limited** (ACN 007 550 923)
**Vamgas Pty Ltd** (ACN 006 245 110)
**Santos (NARNL Cooper) Pty Ltd** (ACN 004 761 255)

by its authorised representative:

..........................................................  
Signature of Authorised Representative

..........................................................  
[Print Name of Authorised Representative]

..........................................................  
Date

Signed for and on behalf of **Origin Energy Resources Limited** (ACN 007 845 338) by its authorised representative:

..........................................................
Signature of Authorised Representative

..........................................................
[Print Name of Authorised Representative]

..........................................................
Date

Signed for and on behalf of **Delhi Petroleum Pty Ltd** (ACN 007 854 686) in accordance with section 127 of the **Corporations Act 2000 (Cth)**:

..........................................................
Signature of Director

..........................................................
[Print Name of Director]

..........................................................
Date

..........................................................
Signature of Director/Secretary*

..........................................................
[Print Name of Director]

(*)delete the inapplicable)
Signed for and on behalf of:

**Santos Limited** (ACN 007 550 923)
**Vamgas Pty Ltd** (ACN 006 245 110)
**Santos (NARNL Cooper) Pty Ltd** (ACN 004 761 255)

by its authorised representative:

..............................................................
Signature of Authorised Representative

..............................................................
[Print Name of Authorised Representative]

..............................................................
Date

Signed for and on behalf of **Origin Energy Resources Limited** (ACN 007 845 338)
by its authorised representative:

..............................................................
Signature of Authorised Representative

..............................................................
[Print Name of Authorised Representative]

..............................................................
Date

Signed for and on behalf of **Delhi Petroleum Pty Ltd** (ACN 007 854 686)
in accordance with section 127 of the **Corporations Act 2000 (Cth):**

..............................................................
Signature of Director
Rod Rayner
Director

..............................................................
[Print Name of Director]

..............................................................
Date

..............................................................
Signature of Director/Secretary*
CATHY OSTER
COMPANY SECRETAR

..............................................................
[Print Name of Director]
(“delete the inapplicable”)

..............................................................
Date
SCHEDULE

PETROLEUM PRODUCTION LICENCE

PPL 77

DESCRIPTION OF AREA

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

Commencing at a point being the intersection of latitude 27°03'20"S AGD66 and longitude 140°40'10"E AGD66, thence east to longitude 140°41'40"E AGD66, south to latitude 27°04'00"S AGD66, east to longitude 140°41'50"E AGD66, south to latitude 27°04'50"S AGD66, east to longitude 140°42'00"E AGD66, south to latitude 27°05'00"S AGD66, east to longitude 140°42'10"E AGD66, south to latitude 27°05'30"S AGD66, west to longitude 140°41'00"E AGD66, north to latitude 27°05'20"S AGD66, west to longitude 140°40'50"E AGD66, north to latitude 27°05'10"S AGD66, west to longitude 140°40'40"E AGD66, north to latitude 27°05'00"S AGD66, west to longitude 140°40'30"E AGD66, north to latitude 27°04'40"S AGD66, west to longitude 140°40'20"E AGD66, north to latitude 27°04'10"S AGD66, west to longitude 140°40'10"E AGD66, and north to point of commencement.

AREA: 9.66 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) and the schedule.

THE PLAN HEREINBEFORE REFERRED TO
KELEARY FIELD

PETROLEUM PRODUCTION LICENCE NO: 77

SR 28/1/196 AREA: 9.66 sq km (approx)
MEMORANDUM

PETROLEUM PRODUCTION LICENCES
PPLs 41, 51, 55, 56, 60, 61, 63, 64, 65, 66, 67, 68, 69,
70, 72, 73, 74, 75, 76, 77, 78, 79, 80 and 83

1. Notation of an extension of time to 3 February 2017 by which the licensees
must accept the offer for renewal of Petroleum Production Licences PPLs
41, 51, 55, 56, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 72, 73, 74, 75, 76, 77,
78, 79, 80 and 83 is hereby entered on the public register.

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

Date: 20 January 2017

File: Various
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
Delegate of the Minister for Mineral Resources Development

Date: 15 February 2011
MEMORANDUM


1. Notation of change of company name –

   From: Santos (NARNL Cooper) NL
   To: Santos (NARNL Cooper) Pty Ltd

   is hereby entered on the public register of licences.

   [Signature]

   C. D. COCKSHELL
   A/ Director Petroleum and Geothermal
   Minerals and Energy Resources
   Primary Industries and Resources SA
   Delegate of the Minister for Mineral Resources
   Development

Date: 9 May 2006

File: 27/2/4
Certificate of Registration on Change of Type and Conversion to a Proprietary Company

This is to certify that

SANTOS (NARNL COOPER) NL

Australian Company Number 004 761 255

on the first day of December 2005 converted to a company limited by shares and on the first day of December 2005 changed to a proprietary company.

The name of the company is now

SANTOS (NARNL COOPER) PTY LTD

Australian Company Number 004 761 255

The company is taken to be registered under the Corporations Act 2001 in Victoria and the date of commencement of registration is the twenty-first day of February, 1969.

Issued by the Australian Securities and Investments Commission on this first day of December, 2005.

Jeffrey Lucy
Chairman
MEMORANDUM


1. Notation of change of company name –

From: Novus Australia Resources NL
To: Santos (NARNL Cooper) NL

is hereby entered on the public register of licences.

[Signature]

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

Date: 13 January 2006

File: 27/2/4
Certificate of Registration on Change of Name

This is to certify that

NOVUS AUSTRALIA RESOURCES NL

Australian Company Number 004 761 255

did on the twenty-ninth day of June 2005 change its name to

SANTOS (NARNL COOPER) NL

Australian Company Number 004 761 255

The company is a public company.

The company is a no liability company.

The company is taken to be registered under the Corporations Act 2001 in Victoria and the date of commencement of registration is the twenty-first day of February, 1969.

Issued by the
Australian Securities and Investments Commission on this twenty-ninth day of June, 2005.

Jeffrey Lucy
Chairman
MEMORANDUM


and

PIPELINE LICENCES (PLs) 2, 5, 9 and 15

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

3. Cash security held in respect of PPL 152 is hereby discharged to Santos Limited.

4. Bank Guarantees held in respect of the above referenced PLs and PPLs (excluding PPL 152) are hereby discharged to Santos Limited.

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

Date: 23 November 2005
MEMORANDUM


PIPELINE LICENCES 2, 5, 9 AND 15

1. Notation of registrable dealing as evidenced by the following document is hereby entered on the Public Register;


Paul Holloway
Leader of the Government in the Legislative Council
Minister for Industry, Trade and Regional Development
Minister for Mineral Resources Development
Minister for Small Business

Date: 23/7/04
MEMORANDUM


1 Pursuant to sections 115(2)(e) and 117(2)(b) of the Petroleum Act 2000, notation is hereby entered on the public and commercial register for each of the abovementioned PPLs, that the register created under the then Petroleum Act 1940, relative to Petroleum Exploration Licences 5 and 6, which expired on 27 February 1999, is adopted as part of the commercial register for each of the above said PPLs

Dated: 7 May 2004

T. AUST
A/Director Petroleum
Minerals and Energy Division
Primary Industries and Resources SA
Delegate of the Minister for Mineral Resources Development
MEMORANDUM

PETROLEUM PRODUCTION LICENCES
PPL’s 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 27, 28,
29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49,
50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 71,
72, 73, 74, 75, 76, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94,
95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111,
112, 113, 114, 115, 116, 117, 119, 120, 124, 126, 127, 128, 129, 130, 132, 133,
134, 135, 137, 138, 139, 140, 141, 143, 144, 145, 146, 148, 149, 150, 151, 153,
154, 155, 157, 159, 160, 161, 162, 163, 164, 165, 166, 169, 170, 171, 172, 173,
174, 175, 176, 177, 178, 179, 180, 181, 183, 184, 185, 186, 188, 189, 190, 192,
193, 195, 196, 198, 199;

And

PIPELINE LICENCE
PL 2

1. Notation of change of company name –

    From: Basin Oil NL
    To:    Basin Oil Pty Ltd

    is hereby entered on the public register of licences.

BARRY A GOLSTEIN
Director Petroleum
Office of Minerals and Energy Resources
Delegate of the Minister for Mineral Resources
Development

Date: 15 October 2002
Certificate of Registration on Change of Type and Conversion to a Proprietary Company

This is to certify that

BASIN OIL N.L.

Australian Company Number 000 628 017

on the eighth day of June 2000 converted to a company limited by shares and on the eighth day of June 2000 changed to a proprietary company.

The name of the company is now

BASIN OIL PTY LTD

Australian Company Number 000 628 017

The company is taken to be registered as a company under the Corporations Law of New South Wales.

Issued by the Australian Securities and Investments Commission on this eighth day of June, 2000.

Alan Cameron
Chairman
MEMORANDUM

PETROLEUM ACT 1940

SECTION 44

PETROLEUM EXPLORATION LICENCES NOS. 27, 32, 57, 66 AND 72
PETROLEUM PRODUCTION LICENCES NOS. 6 TO 20, 22 TO 61 AND 63 TO 168
PIPELINE LICENCES 2, 5, 9 AND 10

Receipt of the following document is hereby entered onto the Petroleum Register.

- Certificate of Registration on Change of Name dated 24 February 2000. Boral Energy Resources Ltd is now known as Origin Energy Resources Ltd.

J S ZABROWN
MANAGER PETROLEUM LICENSING AND ROYALTIES

13 March 2000
Certificate of Registration on Change of Name

This is to certify that

BORAL ENERGY RESOURCES LIMITED
Australian Company Number 007 845 338
did on the twenty-fourth day of February 2000 change its name to

ORIGIN ENERGY RESOURCES 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 as a company under the Corporations Law of South Australia.

Issued by the Australian Securities and Investments Commission on this twenty-fourth day of February, 2000.

Alan Cameron
Chairman
MEMORANDUM

Section 44, Petroleum Act 1940

PETROLEUM PRODUCTION LICENCES 6 to 20,
22 to 61, 63 to 140, 142 to 167

PIPELINE LICENCE No. 2

Receipt of the following document is hereby entered onto the Petroleum Register.

- Certificate of Registration on Change of Name dated 6 October 1999.
  Gulf (Aust) Resources NL is now known as Novus Australia Resources NL.

J S Zabrowarny
Manager, Petroleum Licensing and Royalties

10 December 1999
Certificate of Registration on Change of Name

This is to certify that

GULF (AUST) RESOURCES N.L.

Australian Company Number 004 761 255

did on the sixth day of October 1999 change its name to

NOVUS AUSTRALIA RESOURCES NL

Australian Company Number 004 761 255

The company is a public company.

The company is a no liability company.

The company is taken to be registered as a company under the Corporations Law of Victoria.

Issued by the
Australian Securities and Investments Commission
on this sixth day of October, 1999.

Alan Cameron  
Chairman
MEMORANDUM

PETROLEUM ACT 1940
SECTION 44

PEL 5 & 6

All Farmout Areas

PPLs 6 to 20, 22 to 61 and 63 to 84, PL 2

Receipt of the following document is hereby entered onto the Petroleum Register:

- Certificate of Registration on Change of Name dated 12 June 1997.

Crusader Resources NL is now known as Gulf (Aust) Resources NL.

M COLELLA
A/Manager, Petroleum Administration

30/6/97
Certificate of Registration on Change of Name

Corporations Law Sub-section 171 (12)

This is to certify that

CRUSADER RESOURCES N.L.

Australian Company Number 004 761 255
did on the twelfth day of June 1997 change its name to

GULF (AUST) RESOURCES N.L.

Australian Company Number 004 761 255

The company is a public company.

The company is a no liability company.

The company is taken to be registered as a company under the Corporations Law of Victoria.

Given under the seal of the
Australian Securities Commission
on this twelfth day of June, 1997.

[Signature]

Alan Cameron
Chairman
GRANT OF PETROLEUM PRODUCTION LICENCE

Department of Mines and Energy, Parkside, 27 October 1995

NOTICE is hereby given that pursuant to delegated powers dated 14 June 1995, Gazetted 15 June 1995, page 2845, the undermentioned Petroleum Production Licence has been granted under the provisions of the Petroleum Act, 1940.

A. J. ANDREWS, Chief Executive Officer, a Delegate of the Minister for Mines and Energy

<table>
<thead>
<tr>
<th>No. of Licence</th>
<th>Licensees</th>
<th>Locality</th>
<th>Date of Expiry</th>
<th>Area in km²</th>
<th>Reference</th>
</tr>
</thead>
<tbody>
<tr>
<td>76</td>
<td>Vangas Pty Ltd</td>
<td>Telopea Field in the Cooper</td>
<td>26 October 2016</td>
<td>3.39</td>
<td>DME 166/95</td>
</tr>
<tr>
<td></td>
<td>Santos Ltd</td>
<td>Basin of South Australia</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td></td>
<td>Delhi Petroleum Pty Ltd</td>
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<tr>
<td></td>
<td>Boral Energy Resources Ltd</td>
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</tr>
<tr>
<td></td>
<td>Crusader Resources NL</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Description of the Area**

All that part of the State of South Australia, bounded as follows: commencing at a point being the intersection of latitude 27°06'10"S and longitude 140°40'00"E, thence east to longitude 140°40'40"E, south to latitude 27°06'30"S, east to longitude 140°40'50"E, south to latitude 27°07'30"S, west to longitude 140°40'40"E, south to latitude 27°07'40"S, west to longitude 140°40'00"E, north to latitude 27°07'00"S, east to longitude 140°40'10"E, north to latitude 27°06'40"S, west to longitude 140°40'00"E, north to latitude 27°06'10"S, being the point of commencement, all the within latitudes and longitudes are geodetic and expressed in terms of the Australian Geodetic Datum as defined on p. 4984 of Commonwealth Gazette number 84 dated 6 October 1966.

GRANT OF PETROLEUM PRODUCTION LICENCE

Department of Mines and Energy, Parkside, 27 October 1995

NOTICE is hereby given that pursuant to delegated powers dated 14 June 1995, Gazetted 15 June 1995, page 2845, the undermentioned Petroleum Production Licence has been granted under the provisions of the Petroleum Act, 1940.

A. J. ANDREWS, Chief Executive Officer, a Delegate of the Minister for Mines and Energy

<table>
<thead>
<tr>
<th>No. of Licence</th>
<th>Licensees</th>
<th>Locality</th>
<th>Date of Expiry</th>
<th>Area in km²</th>
<th>Reference</th>
</tr>
</thead>
<tbody>
<tr>
<td>77</td>
<td>Vangas Pty Ltd</td>
<td>Keelore Field in the Cooper</td>
<td>26 October 2016</td>
<td>9.66</td>
<td>SR 28.1.196</td>
</tr>
<tr>
<td></td>
<td>Santos Ltd</td>
<td>Basin of South Australia</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Delhi Petroleum Pty Ltd</td>
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<td></td>
<td>Boral Energy Resources Ltd</td>
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</tr>
<tr>
<td></td>
<td>Crusader Resources NL</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Description of the Area**

All that part of the State of South Australia, bounded as follows: commencing at a point being the intersection of latitude 27°03'20"S and longitude 140°40'10"E, thence east to longitude 140°41'40"E, south to latitude 27°04'00"S, east to longitude 140°41'50"E, south to latitude 27°04'50"S, east to longitude 140°41'00"E, south to latitude 27°05'30"S, west to longitude 140°41'00"E, north to latitude 27°05'10"S, west to longitude 140°40'50"E, north to latitude 27°05'00"S, west to longitude 140°40'40"E, north to latitude 27°04'40"S, west to longitude 140°40'20"E, north to latitude 27°04'10"S, west to longitude 140°40'10"E, north to latitude 27°03'20"S, being the point of commencement, all the within latitudes and longitudes are geodetic and expressed in terms of the Australian Geodetic Datum as defined on p. 4984 of Commonwealth Gazette number 84 dated 6 October 1966.
MEMORANDUM

PETROLEUM PRODUCTION LICENCE NO. 77

KELEARY FIELD

1. This licence granted on 27th October 1995 is hereby entered on the Petroleum Register.

2. A security in the form of a $15,000 bank guarantee has been lodged with respect to this licence.

3. Interests in the licence area are as follows:

<table>
<thead>
<tr>
<th>Company</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Vamgas Pty Ltd</td>
<td>43.75</td>
</tr>
<tr>
<td>Santos Ltd</td>
<td>25.6022</td>
</tr>
<tr>
<td>Delhi Petroleum Pty Ltd</td>
<td>17.143</td>
</tr>
<tr>
<td>Boral Energy Resources Ltd</td>
<td>10.536</td>
</tr>
<tr>
<td>Crusader Resources NL</td>
<td>2.9688</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>100.00</td>
</tr>
</tbody>
</table>

A.J. Andrejewski
CHIEF EXECUTIVE OFFICER
DEPARTMENT OF MINES AND ENERGY
Delegate of the Minister for Mines and Energy
SOUTH AUSTRALIA - PETROLEUM ACT 1940

PETROLEUM PRODUCTION LICENCE NUMBER 77

I, ANDREW JOSEPH ANDREJEWSKIS, Chief Executive Officer, Department of Mines and Energy (CEO) in the State of South Australia pursuant to the provisions of the Petroleum Act, 1940 and all other enabling powers for and on behalf of Dale Spehr Baker, Minister for Mines and Energy (Minister), pursuant to delegation dated 14 June 1995, (refer Government Gazette dated 15 June 1995 page 2845), HEREBY GRANT JOINTLY to:

- **VAMGAS PTY LTD**, ACN 006 245 110 of 39 Grenfell Street, Adelaide, South Australia

- **SANTOS LIMITED** ACN 007 550 923 of 39 Grenfell Street, Adelaide, South Australia,

- **DELHI PETROLEUM PTY LTD**, ACN 007 854 686 of c/- Esso Australia Ltd, Level 34, 360 Elizabeth Street, Melbourne, Victoria,

- **SAGASCO RESOURCES LIMITED**, ACN 007 845 338 of 60 Hindmarsh Square, Adelaide, South Australia, and

- **CRUSADER RESOURCES NL**, ACN 004 761 255 of 27th Floor, 12 Creek Street, Brisbane, Queensland.

(hereinafter referred to as the 'Licensees' a Petroleum Production Licence in respect of the area described below and subject to the conditions set out below, to have effect for a period of twenty-one years to expire on the 26th day of October 2016 but carrying the rights of renewal conferred by the Petroleum Act 1940.

DESCRIPTION OF THE AREA

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

The Licensees shall at all times comply with:

(a) the provisions of the Petroleum Act 1940 and of any regulations for the time being and from time to time in force under that Act; and

(b) all directions given to them under the Act or regulations for the time being and from time to time in force under that Act.

DECLARATION

As between the Licensees it is hereby acknowledged and agreed that the Licensees, as at the date of grant of this licence, own and hold the following undivided interests respectively in and under this licence:-

<table>
<thead>
<tr>
<th>Company</th>
<th>Undivided Interest</th>
</tr>
</thead>
<tbody>
<tr>
<td>Vamgas</td>
<td>Forty-three point seven five per centum (43.75%)</td>
</tr>
<tr>
<td>Santos</td>
<td>Twenty-five point six zero two two per centum (25.6022%)</td>
</tr>
<tr>
<td>Delhi</td>
<td>Seventeen point one four three per centum (17.143%)</td>
</tr>
<tr>
<td>SAGASCO</td>
<td>Ten point five three six per centum (10.536%)</td>
</tr>
<tr>
<td>Crusader</td>
<td>Two point nine six eight eight per centum (2.9688%)</td>
</tr>
</tbody>
</table>

and that as between the Licensees the undivided interests so owned and held by the Licensees shall be subject to the provisions of a Joint Operating Agreement dated the 8th day of April 1974 to which the Licensees are parties and as the same has been amended and as may hereafter be amended or replaced from time to time PROVIDED THAT any amendment or replacement which affects or could affect the undivided interests of the Licensees shall be of no force or effect unless approved by the Minister.
SIGNED by the CHIEF EXECUTIVE OFFICER,
DEPARTMENT OF MINES AND ENERGY at ADELAIDE

this 27th day of October 1995

Chief Executive Officer
Department of Mines and Energy
Delegate of the Minister for
Mines and Energy

SIGNED, SEALED AND DELIVERED )
by the said LICENSEES at Adelaide )
this 24 day of October 1995 )

Executed on behalf of VAMGAS PTY LTD )
and, SANTOS LIMITED respectively )
by being SIGNED, SEALED AND )
DELIVERED by its duly authorised Attorney )
under Power of Attorney who hereby states )
that he has received no notice of revocation )
of the Power of Attorney affecting such )
appointment, in the presence of:

(Witness)

FDE253 MC (23 August 1995)
SIGNED, SEALED AND DELIVERED
for and on behalf of DELHI PETROLEUM
PTY LTD by DENIS WORRALL
its duly authorised Attorney under Power of
Attorney dated the 12th day of February
1993, who hereby states that he has no notice
of revocation of the said Power of Attorney at
the time of executing this instrument in the
presence of:

                      _______________________________
                      (Witness)

                      Delhi Petroleum Pty Ltd
                      by its Attorney

THE COMMON SEAL of SAGASCO
RESOURCES LIMITED was hereunto
affixed in the presence of:

                      _______________________________
                      (Director)

                      _______________________________
                      (Secretary)

THE COMMON SEAL of CRUSADER
RESOURCES NO LIABILITY was hereunto
affixed in the presence of:

                      _______________________________
                      (Director)

                      _______________________________
                      (Secretary)
All within latitudes and longitudes are geodetic and expressed in terms of the Australian Geodetic Datum as defined on page 4984 of Commonwealth Gazette number 84 dated October 6, 1966.

SCALE 1 : 25 000

SANTOS LTD. DELHI PETROLEUM PTY. LTD. SAGASCO RESOURCES LTD.
VAMGAS PTY. LTD. CRUSADER RESOURCES N.L.

KELEARY FIELD

PETROLEUM PRODUCTION LICENCE NO. 77

MINES AND ENERGY
SOUTH AUSTRALIA

SR 28/1/1996

AREA: 9.66 Sq. km (approx)
PETROLEUM PRODUCTION LICENCE NO. 77

THE SCHEDULE

Description of the Area

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

Commencing at a point being the intersection of latitude 27° 03' 20" S and longitude 140° 40' 10" E, thence east to longitude 140° 41' 40" E, south to latitude 27° 04' 00" S, east to longitude 140° 41' 50" E, south to latitude 27° 04' 50" S, east to longitude 140° 42' 00" E, south to latitude 27° 05' 00" S, east to longitude 140° 42' 10" E, south to latitude 27° 05' 30" S, west to longitude 140° 41' 00" E, north to latitude 27° 05' 20" S, west to longitude 140° 40' 50" E, north to latitude 27° 05' 10" S, west to longitude 140° 40' 40" E, north to latitude 27° 05' 00" S, west to longitude 140° 40' 30" E, north to latitude 27° 04' 40" S, west to longitude 140° 40' 20" E, north to latitude 27° 04' 10" S, west to longitude 140° 40' 10" E, north to latitude 27° 03' 20" S, being the point of commencement.

All the within latitudes and longitudes are geodetic and expressed in terms of the Australian Geodetic Datum as defined on p 4984 of Commonwealth Gazette Number 84 dated 6 October 1966.

Area: 9.66 square kilometres (approximately)
In accordance with Section 117 of the Petroleum Act 2000 (Act) this document forms part of ‘The Commercial Register’.

Section 118 of the Act provides for the following:

**Authority to search register**

(1) A person is entitled to have access to the material included in the commercial register, on payment of the prescribed inspection fee, if the access is authorised by—

   (a) a person who has a legal or equitable interest in the relevant licence or registered dealing; or

   (b) the Minister.

(2) The Minister must not authorise access under subsection (1)(b) unless the Minister has consulted with the licensee to whom the material relates and is satisfied that access should be authorised in the public interest.

FOR FURTHER INFORMATION PLEASE CONTACT:

Department of State Development
Energy Resources Division
GPO Box 320,
Adelaide SA 5001
(08) 8463 3204