1. 8 May 2013  Grant of Special Facilities Licence SFL 3.
   Expiry date of SFL is now 7 May 2033.

   Interests in the licence:
   
<table>
<thead>
<tr>
<th>Company</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Beach Energy Limited</td>
<td>100%</td>
</tr>
</tbody>
</table>

2. 8 May 2013  Memorandum entering grant of licence on the public register.


4. 8 May 2013  Memorandum entering notation of receipt of security on the public register.

5. 16 May 2013  Gazetted of grant of licence.

6. 28 October 2013  Memorandum entering notation of revision of security arrangements on the public register.

7. 30 October 2013  Memorandum entering notation of revision of security arrangements on the public register.

8. 21 November 2013  Memorandum entering notation of revision of security arrangements on the public register.

9. 10 January 2014  Memorandum entering notation of revision of security arrangements on the public register.

10. 21 August 2014  Memorandum entering notation of revision of security arrangements on the public register.

11. 19 September 2014  Memorandum entering notation of revision of security arrangements on the public register.

12. 15 October 2014  Memorandum entering notation of revision of security arrangements on the public register.
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. GOLDSTEIN
Executive Director
Energy Resources Division
Department of State Development
Delegation of the Minister for Mineral Resources and Energy

Date: 19 September 2014
Petroleum and Geothermal Energy Act 2000
S.115

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, 56, 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.

[Signature]

BARRY A. GOLDBERG
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 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
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. GOLDSTEIN
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  F2011/802  F2013/41
F2013/155  F2013/277

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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. 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 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  28/1/384  28/1/419
28/1/426  28/1/446  F2009/14  F2009/16
F2010/730  F2011/278  F2011/602  F2013/41
F2013/155
NOTICE is hereby given that the abovementioned Special Facilities Licence has been granted with effect from 8 May 2013, under the provisions of the Petroleum and Geothermal Energy Act 2000, pursuant to delegated powers dated 21 March 2012.

<table>
<thead>
<tr>
<th>No. of Licence</th>
<th>Licensee</th>
<th>Locality</th>
<th>Date of Expiry</th>
<th>Approximate Area in km²</th>
</tr>
</thead>
<tbody>
<tr>
<td>SFL 3</td>
<td>Beach Energy Limited</td>
<td>Cooper Basin</td>
<td>7 May 2033</td>
<td>0.038</td>
</tr>
</tbody>
</table>

**General 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°48’38”S GDA94 and longitude 140°45’45”E GDA94, thence east to longitude 140°45’46”E GDA94, south to latitude 27°48’39”S GDA94, thence east-north-east to a point being the intersection of latitude 27°48’38”S GDA94 and longitude 140°45’51”E GDA94, thence south-south-east to a point being the intersection of latitude 27°48’44”S GDA94 and longitude 140°45’52”E GDA94, thence west-south-west to a point being the intersection of latitude 27°48’46”S GDA94 and longitude 140°45’46”E GDA94, thence north-north-west to a point being the intersection of latitude 27°48’40”S GDA94 and longitude 140°45’44”E GDA94, thence north-east to a point being the intersection of latitude 27°48’39”S GDA94 and longitude 140°45’45”E GDA94 and north to the point of commencement.

Area: 0.038 km² approximately.

Dated 8 May 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

SPECIAL FACILITIES LICENCE
SFL 3

1. This Licence granted on 8 May 2013 is hereby entered on the public register.

2. Interests in the licence are:-
   
   Beach Energy Limited 100%


4. Notation of receipt of security in the form of a Bank Guarantee dated 21 March 2012 is hereby entered on the public register.

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

Date: 8 May 2013

Ref. F2013/000041
Petroleum and Geothermal Energy Act 2000

SPECIAL FACILITIES LICENCE

SFL 3

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, HEREBY GRANT to:

Beach Energy Limited
ACN 007 617 969

(hereinafter referred to as the Licensee) a Licence to operate and maintain a lay down yard and storage facility in respect of the area set out below, to have effect for a period of twenty years and to expire on 7 MAY 2033 and carrying the right to further renewal terms 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. The Licensee must maintain and operate a lay down yard and storage facilities in accordance with the Act, (including the mandatory conditions stipulated by the Act), the Regulations and Statement of Environmental Objectives.

2. All regulated activities authorised by this Licence, are classified as requiring high level official surveillance, unless the Licensee satisfies the Minister that, in view of the Licensee’s demonstrated competence to comply with the requirements of the Act and the conditions of this Licence, the activities should be classified as requiring low level official surveillance.

3. The Licensee must:
   (a) on commencement of regulated activities under this Licence, maintain in force during the term of this Licence public and products 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 20 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; and

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

4. 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.
5. 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,

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

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

5.3 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.

5.4 If upon expiry of this Licence 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.

6. The licensee will comply with its obligations under the Yandruwandha/Yawarrawarrika
Conjunctive Petroleum ILUA, entered into by the Licensee by the execution of an

Date: 8 May 2013

........................................................................................................................................
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
Signed by the said LICENSEE

Date: 18 April 2013

Authorized Representative

Daniel Bussell
Name

NGR INTERNATIONAL
Position OTU 198/21

BEACH ENERGY LIMITED
Company
THE SCHEDULE

SPECIAL FACILITY LICENCE

SFL 3

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°48'38"S GDA94 and longitude 140°45'45"E GDA94, thence east to longitude 140°45'46"E GDA94, south to latitude 27°48'39"S GDA94, thence east-northeast to a point being the intersection of latitude 27°48'38"S GDA94 and longitude 140°45'51"E GDA94, thence south-southeast to a point being the intersection of latitude 27°48'44"S GDA94 and longitude 140°45'52"E GDA94, thence west-southwest to a point being the intersection of latitude 27°48'46"S GDA94 and longitude 140°45'46"E GDA94, thence north-northwest to a point being the intersection of latitude 27°48'40"S GDA94 and longitude 140°45'44"E GDA94, thence northeast to a point being the intersection of latitude 27°48'39"S GDA94 and longitude 140°45'45"E GDA94 and north to the point of commencement.

AREA: 0.038 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 Geocentric Datum of Australia (GDA94) and the schedule.

THE PLAN HEREBEFORE REFERRED TO

SPECIAL FACILITIES LICENCE NO: 3
ACCEPTANCE DEED

CROWN SOLICITOR
Level 9, 45 Pirie Street, Adelaide SA 5000
### TABLE OF CONTENTS

1. COVENANT TO BE BOUND ................................................................. 1
2. WHEN EFFECTIVE ................................................................. 1
3. BENEFIT ................................................................. 2
4. TERMS ................................................................. 2
5. TYPE OF LICENCE TO BE AUTHORISED ......................................... 2
Party

BEACH ENERGY LIMITED (ABN 20 007 617 969) of 25 Conyngham Street, Glenside, South Australia, 5065 (Company)

Introduction

The Honourable Michael Atkinson the Attorney General; The Minister For Mineral Resources Development; Charlie Moore, Leslie Harris, Fay Nicolls, Theresa Bottrell, Aaron Paterson, Anita Paterson And Fredrick Brown for and on behalf of the Yandruwandha/Yawarrawurra Native Title Claim Group; the Yandruwandha Yawarrawurra Traditional Land Owners (Aboriginal Corporation); the Aboriginal Land Rights Movement Inc; and the South Australian Chamber of Mines and Energy entered into a Framework ILUA on the 16th February 2007 (Framework ILUA).

1. **Covenant to be Bound**

The Company enters into the Executed Acceptance Contract by duly completing and signing this Acceptance Deed in compliance with clause 13.2 of the Framework ILUA.

2. **When Effective**

The Executed Acceptance Contract comes into force and effect between the Company the Native Title Parties, the Association, the Minister and the State on the date upon which all of the following have occurred:

2.1 the Company has duty completed (by indicating in the relevant spot below which licence requires authorising) and signing this Acceptance Deed;

2.2 the Company has provided a copy of the duty completed and signed Acceptance Deed to the Minister; and

2.3 the Company has notified the Association and the Native Title Parties that the Company has duly completed and signed this Acceptance Deed by providing the Association and the Native Title Parties with an original or duplicate original of this Acceptance Deed.
3. **Benefit**

This Acceptance Deed is made by the Company in favour, and for the benefit of, the Native Title Parties, the Association, the Minister and the State.

4. **Terms**

Terms defined in the Framework ILUA bear their defined meanings when used in this Acceptance Deed.

5. **TYPE OF LICENCE TO BE AUTHORISED**

The following PEL(s)*, PPL(s) or Additional Licence(s) are authorised by this Deed (Tick relevant box):

- [ ] PEL(s) .......................................................... or
- [ ] PPL(s) ..........................................................
- [x] Additional Licence(s) - (insert description of type of licence and number if known)

Beach has lodged an application for a Special Facilities Licence (SFLA 3) for a lay down yard within the area of Geothermal Retention Licence (GRL) No. 003 near Innamincka, which is currently being operated by Geodynamics Limited.

* Once a Company has entered into an Executed Acceptance Contract in relation to a PEL or PPL any Subsequent Licence granted thereafter to the Company in the ILUA Area will automatically become an Authorised Licence.
EXECUTED AS A DEED

Executed by Beach Energy Limited
In accordance with section 127 of the
Corporations Act 2001 in the presence of:

[Signature]
Director

[Signature]
Director/Secretary

Reg Nelson
Managing Director

Cathy Oster
Company Secretary

Name (please print)

Name (please print)