INDEX OF DOCUMENTS HELD ON THE PETROLEUM REGISTER FOR ASSOCIATED ACTIVITIES LICENCE AAL 154

1. 27 November 2009  Grant of Associated Activities Licence AFL 154
    Interests in the licence are:-
    Beach Petroleum Limited   75%
    Cooper Energy Limited     25%

2. 27 November 2009  Memorandum entering grant of licence on the public register.

3. 3 December 2009  Gazettal of grant of licence.

4. 7 January 2010  Memorandum entering notation of change of company name on the public register.
    From:  Beach Petroleum Limited
    To:    Beach Energy Limited

5. 7 January 2010  Certificate of Registration on Change of Name.

6. 25 May 2010  Extension to term of licence as a consequence of the suspension and extension of adjunct PEL 92.
    Expiry date of AAL 154 is now 4 May 2012.

7. 25 May 2010  Memorandum entering the extension of licence term as a consequence of the suspension and extension of adjunct PEL 92 on the public register.

8. 3 June 2010  Gazettal of extension to term of licence.

9. 24 September 2010  Extension to term of licence as a consequence of the suspension and extension of adjunct PEL 92.
    Expiry date of AAL 154 is now 4 November 2012.

10. 24 September 2010  Memorandum entering the extension of licence term as a consequence of the suspension and extension of adjunct PEL 92 on the public register.

11. 30 September 2010  Gazettal of extension to term of licence.

12. 16 August 2011  Extension of term of licence as a consequence of the suspension and extension of adjunct PEL 92.
    Expiry date of AAL 154 is now 4 November 2013.
13. 16 August 2011  Memorandum entering the extension of licence term as a consequence of the suspension and extension of adjunct PEL 92 on the public register.


15. 22 September 2011  Surrender of licence with effect from 22 September 2011.

16. 22 September 2011  Memorandum entering surrender of licence on the public register.

17. 29 September 2011  Gazettal of surrender of licence.
NOTICE is hereby given that I have accepted surrender of the abovementioned Associated Activities Licence under the provisions of the Petroleum and Geothermal Energy Act 2000, pursuant to delegated powers dated 1 October 2009:

<table>
<thead>
<tr>
<th>No. of Licence</th>
<th>Licensee</th>
<th>Locality</th>
<th>Date of Expiry</th>
<th>Reference</th>
</tr>
</thead>
<tbody>
<tr>
<td>AAL 154</td>
<td>Beach Energy Limited</td>
<td>Cooper Basin</td>
<td>8 November 2013</td>
<td>F2009/739</td>
</tr>
<tr>
<td></td>
<td>Cooper Energy Limited</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Description of Area**

A 50 m buffer around line segments defined by the following pairs of co-ordinates and adjacent to Petroleum Exploration Licence No. 92:

MGA Zone 54

<p>| | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>352393mE</td>
<td>6898679mN</td>
<td></td>
</tr>
<tr>
<td>355958mE</td>
<td>6898658mN</td>
<td></td>
</tr>
<tr>
<td>351409mE</td>
<td>6901258mN</td>
<td></td>
</tr>
<tr>
<td>352231mE</td>
<td>6901247mN</td>
<td></td>
</tr>
</tbody>
</table>

Area: 0.454 km² approximately.

Dated 22 September 2011.

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

ASSOCIATED ACTIVITIES LICENCE
AAL 154

1. Surrender of the abovementioned Associated Activities Licence with effect from 22 September 2011 is hereby entered on the public register.

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

Date: 22 September 2011

Ref: F2009/000739
**Petroleum and Geothermal Energy Act 2000**

**SURRENDER OF**

**ASSOCIATED ACTIVITIES LICENCE**

**AAL 154**

I, BARRY ALAN GOLDSTEIN, Executive Director Petroleum and Geothermal Division, Minerals and Energy Resources, Department of Primary Industries and Resources, in the State of South Australia, pursuant to the provisions of section 89(2) of the *Petroleum and Geothermal Energy Act 2000* and all other enabling powers, for and on behalf of Tom Koutsantonis, Minister for Mineral Resources Development (Minister), pursuant to delegated powers dated 1 October 2009 hereby –

a) accept surrender of Associated Activities Licence AAL 154, held by Beach Energy Limited and Cooper Energy Limited with effect from 22 September 2011.

Dated: 22 September 2011

[Signature]

BARRY A. GOLDSTEIN  
Executive Director  
Petroleum and Geothermal Division  
Minerals and Energy Resources  
Primary Industries and Resources SA  
Delegate of the Minister for Mineral Resources Development
PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

Suspension of Licence Condition Extension of Licence Term
Petroleum Exploration Licences—PELS 91 and 92

Extension of Licence Term Associated Activities Licence—
AAL 154

PURSUANT to Section 76A of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that Condition 1 of the abovementioned Petroleum Exploration Licences has been suspended under the provisions of the Petroleum and Geothermal Energy Act 2000, pursuant to delegated powers dated 1 October 2009, for the following periods:

PEL 91 from and including 5 June 2011 to 4 June 2012.

PEL 92 from and including 5 November 2011 to 4 November 2012.

The terms of PELs 91 and 92 have been extended by a period corresponding to the period of suspension, such that the licences will now expire on the following dates:

PEL 91 will now expire 4 June 2015.

PEL 92 will now expire 4 November 2013.

As a consequence of the suspension and extension of PEL 92, the term of the adjunct Associated Activities Licence AAL 154 is extended, such that AAL 154 will now expire on 4 November 2013.

Dated 16 August 2011.

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

PETROLEUM EXPLORATION LICENCE
PEL 92

ASSOCIATED ACTIVITIES LICENCE
AAL 154

1. Suspension of the work commitments under licence condition 1 of petroleum exploration licence PEL 92 for the period from and including 5 November 2011 to 4 November 2012 is hereby entered on the public register.

2. Extension of the term of PEL 92 by the corresponding period of suspension, such that PEL 92 will now expire on 4 November 2013 is hereby entered on the public register.

3. As a consequence of the suspension and extension of PEL 92, extension of the term of the adjunct associated activities licence AAL 154, such that AAL 154 will now expire on 4 November 2013, is hereby entered on the public register.

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

Date: 16 August 2011

Ref: 27/2/170
F2009/000739
Petroleum and Geothermal Energy Act 2000
S.76A

SUSPENSION OF CONDITION
EXTENSION OF LICENCE TERM
PETROLEUM EXPLORATION LICENCE
PEL 92

EXTENSION OF LICENCE TERM
ASSOCIATED ACTIVITIES LICENCE
AAL 154

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

(a) suspend the work commitments under licence condition 1 of petroleum exploration licence PEL 92 for the period from and including 5 November 2011 to 4 November 2012.

(b) extend the term of PEL 92 by the corresponding period of suspension, such that PEL 92 will now expire 4 November 2013.

(c) as a consequence of the suspension and extension of PEL 92, extend the term of the adjunct associated activities licence AAL 154, such that AAL 154 will now expire on 4 November 2013.

Dated: 16 August 2011

[Signature]

BARRY A. GOLDSTEIN
Executive Director
Petroleum and Geothermal Division
Minerals and Energy Resources
Primary Industries and Resources SA
Delegate of the Minister for Mineral Resources Development
PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

Suspension of Licence Condition,
Extension of Licence Term
Petroleum Exploration Licences—PELs 91 and 92

Extension of Licence Term
Associated Activities Licence—AAL 154

PURSUANT to section 76A of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that Condition 1 of the abovementioned Petroleum Exploration Licences has been suspended under the provisions of the Petroleum and Geothermal Energy Act 2000, pursuant to delegated powers dated 1 October 2009, for the following periods:

PEL 91 from and including 5 December 2010 to 4 June 2011.
PEL 92 from and including 5 May 2011 to 4 November 2011.

The terms of PELs 91 and 92 have been extended by a period corresponding to the period of suspension, such that the licences will now expire on the following dates:

PEL 91 will now expire on 4 June 2014.
PEL 92 will now expire on 4 November 2012.

As a consequence of the suspension and extension of PEL 92, the term of the adjunct associated activities licence AAL 154 is extended, such that AAL 154 will now expire on 4 November 2012.

Dated 24 September 2010.

E. ALEXANDER,
Acting Director Petroleum and Geothermal Minerals and Energy Resources
Primary Industries and Resources SA
Delegate of the Minister for Mineral Resources Development
MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 92

ASSOCIATED ACTIVITIES LICENCE
AAL 154

1. Suspension of the work commitments under licence condition 1 of petroleum exploration licence PEL 92 for the period from and including 5 May 2011 to 4 November 2011 is hereby entered on the public register.

2. Extension of the term of PEL 92 by the corresponding period of suspension, such that PEL 92 will now expire on 4 November 2012 is hereby entered on the public register.

3. As a consequence of the suspension and extension of PEL 92, extension of the term of the adjunct associated activities licence AAL 154, such that AAL 154 will now expire on 4 November 2012, is hereby entered on the public register.

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

Date: 24 September 2010

Ref: 27/2/170
F2009/000739
Petroleum and Geothermal Energy Act 2000
S.76A

SUSPENSION OF CONDITION
EXTENSION OF LICENCE TERM
PETROLEUM EXPLORATION LICENCE
PEL 92

EXTENSION OF LICENCE TERM
ASSOCIATED ACTIVITIES LICENCE
AAL 154

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

(a) suspend the work commitments under licence condition 1 of petroleum exploration licence PEL 92 for the period from and including 5 May 2011 to 4 November 2011.

(b) extend the term of PEL 92 by the corresponding period of suspension, such that PEL 92 will now expire 4 November 2012.

(c) As a consequence of the suspension and extension of PEL 92, the term of the adjunct associated activities licence AAL 154 is extended, such that AAL 154 will now expire on 4 November 2012.

Dated: 24 September 2010

[Signature]

ELINOR ALEXANDER
Acting Director Petroleum and Geothermal
Minerals and Energy Resources
Primary Industries and Resources SA
Delegate of the Minister for Mineral Resources Development
PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

Suspension of Licence Condition
Extension of Licence Term
Petroleum Exploration Licences—
PELs 91, 92, 94, 95, 107 and 218

Extension of Licence Term
Associated Activities Licence—AAL 154

Pursuant to section 76A of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that Condition 1 of the abovementioned Petroleum Exploration Licences has been suspended under the provisions of the Petroleum and Geothermal Energy Act 2000, pursuant to delegated powers dated 1 October 2009, for the following periods:

PEL 91 from and including 5 June 2010 to 4 December 2010;
PEL 92 from and including 5 November 2010 to 4 May 2011;
PEL 94 from and including 5 May 2011 to 4 November 2011;
PEL 95 from and including 30 October 2010 to 29 April 2011;
PEL 107 from and including 2 December 2010 to 1 June 2011; and
PEL 218 from and including 15 April 2011 to 14 October 2011.

The terms of PELs 91, 92, 94, 95, 107 and 218 have been extended by a period corresponding to the period of suspension, such that the licences will now expire on the following dates:

PEL 91 will now expire on 4 December 2013;
PEL 92 will now expire on 4 May 2012;
PEL 94 will now expire on 4 November 2012;
PEL 95 will now expire on 29 April 2012;
PEL 107 will now expire on 1 June 2014; and
PEL 218 will now expire on 14 October 2013.

As a consequence of the suspension and extension of PEL 92, the term of the adjunct Associated Activities Licence AAL 154 is extended, such that AAL 154 will now expire on 4 May 2012.

Dated 25 May 2010.

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

PETROLEUM EXPLORATION LICENCE
PEL 92

ASSOCIATED ACTIVITIES LICENCE
AAL 154

1. Suspension of the work commitments under licence condition 1 of petroleum exploration licence PEL 92 for the period from and including 5 November 2010 to 4 May 2011 is hereby entered on the public register.

2. Extension of the term of PEL 92 by the corresponding period of suspension, such that PEL 92 will now expire on 4 May 2012 is hereby entered on the public register.

3. As a consequence of the suspension and extension of PEL 92, extension of the term of the adjunct associated activities licence AAL 154, such that AAL 154 will now expire on 4 May 2012, 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: 25 May 2010

Ref: 27/2/170
F2009/000739
Petroleum and Geothermal Energy Act 2000
S.76A

SUSPENSION OF CONDITION
EXTENSION OF LICENCE TERM
PETROLEUM EXPLORATION LICENCE
PEL 92

EXTENSION OF LICENCE TERM
ASSOCIATED ACTIVITIES LICENCE
AAL 154

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

(a) suspend the work commitments under licence condition 1 of petroleum exploration licence PEL 92 for the period from and including 5 November 2010 to 4 May 2011.

(b) extend the term of PEL 92 by the corresponding period of suspension, such that PEL 92 will now expire 4 May 2012.

(c) As a consequence of the suspension and extension of PEL 92, the term of the adjunct associated activities licence AAL 154 is extended, such that AAL 154 will now expire on 4 May 2012.

Dated: 25 May 2010

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

This is to certify that

BEACH PETROLEUM LIMITED

Australian Company Number 007 617 969

did on the tenth day of December 2009 change its name to

BEACH ENERGY LIMITED

Australian Company Number 007 617 969

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 twenty-first day of December, 1961.

Issued by the
Australian Securities and Investments Commission
on this tenth day of December, 2009.

[Signature]

Anthony Michael D’Aloisio
Chairman
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 91, 92, 94, 95, 106, 107 and 218

PETROLEUM RETENTION LICENCES
PRLs 13 and 25

PETROLEUM PRODUCTION LICENCES
PPLs 204, 205, 210, 212, 220 and 224

ASSOCIATED ACTIVITIES LICENCES
AALs 18, 82, 98, 128, 146 and 154

1. Notation of change of company name:

From: Beach Petroleum Limited
To: Beach Energy Limited

is hereby entered on the public register

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

Date: 7 January 2010

Ref: 27/2/169 27/2/520
    27/2/170 27/2/543
    27/2/172 28/1/360
    27/2/173 28/1/375
    27/2/186 28/1/382
    27/2/187 28/1/394
    27/2/339 28/1/419
    27/2/375 28/1/426
    27/2/438 28/1/431
    27/2/439 F2009/000739
    27/2/512

M 1359 doc
NOTICE is hereby given that the undermentioned Associated Activities Licence has been granted under the provisions of the Petroleum and Geothermal Energy Act 2000, pursuant to delegated powers dated 1 October 2009.

<table>
<thead>
<tr>
<th>No. of Licence</th>
<th>Licensees</th>
<th>Locality</th>
<th>Expiry</th>
<th>Reference</th>
</tr>
</thead>
<tbody>
<tr>
<td>AAL 154</td>
<td>Beach Petroleum Limited</td>
<td>Cooper Basin</td>
<td>4 November 2010</td>
<td>F2009/739</td>
</tr>
<tr>
<td></td>
<td>Cooper Energy Limited</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Description of Area**

A 50 m buffer around line segments defined by the following pairs of co-ordinates (MGA Zone 54, GDA94), adjacent to Petroleum Exploration Licence PEL 92 in the State of South Australia:

<table>
<thead>
<tr>
<th>From</th>
<th>To</th>
</tr>
</thead>
<tbody>
<tr>
<td>352393mE 6898679mN</td>
<td>355958mE 6898658mN</td>
</tr>
<tr>
<td>351409mE 6901258mN</td>
<td>352231mE 6901247mN</td>
</tr>
</tbody>
</table>

Area: 0.454 km² approximately.

Dated 27 November 2009.

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

PETROLEUM EXPLORATION LICENCE
PEL 92

1. Notation of the Grant of Associated Activities Licence AAL 154 (adjunct to PEL 92) is hereby entered on the public register.

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: 27 November 2009

File: F2009/000739
Petroleum and Geothermal Energy Act 2000

ASSOCIATED ACTIVITIES LICENCE
AAL 154

I, BARRY ALAN GOLDSTEIN, Director Petroleum and Geothermal, Minerals and Energy Resources, Primary Industries and Resources, in the State of South Australia pursuant to the provisions of the Petroleum and Geothermal Energy Act 2000 and all other enabling powers, for and on behalf of Paul Holloway, Minister for Mineral Resources Development (Minister), pursuant to delegation dated 1 October 2009, HEREBY GRANT to:

Beach Petroleum Limited (ACN 007 617 969)

Cooper Energy Limited (ACN 096 170 295)

(hereinafter referred to as the Licensee) an Associated Activities Licence as an adjunct to Petroleum Exploration Licence PEL 92, in respect of the area set out below, to have effect from 21 November 2009 and to expire on 4 November 2010 subject to the provisions of the Petroleum and Geothermal Energy Act 2000.

DESCRIPTION OF AREA

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

CONDITIONS

1. During the term of the licence, the Licensee may carry out or cause to be carried out, geophysical surveys within the area as defined in the Schedule hereto.

2. 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 Licensees for a sum not less than twenty million dollars ($20,000,000.00) or such greater sum as specified by the Minister, and make such amendments to the terms and conditions of the insurance as the Minister may from time to time require;

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

3. 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.
Date: 21 November 2009

C.D. COCKSHELL
ACTING DIRECTOR
PETROLEUM AND GEOTHERMAL

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

Signed for and on behalf of Beach Petroleum Limited by its authorised representative:

Neil Gibbins
General Manager
Exploration & Proc.
Name (print)

Signature

Signed for and on behalf of Cooper Energy Limited by its authorised representative:

CHRISS PORTER
Name (print)

Signature
THE SCHEDULE

DESCRIPTION OF AREA

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

A 50 metre buffer around line segments defined by the following pairs of coordinates and adjacent to Petroleum Exploration Licence No. 92

**MGA Zone 54**

352393mE 6898679mN  
355958mE 6898658mN

351409mE 6901258mN  
352231mE 6901247mN

**AREA:** 0.454 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 HEREBEFOR REFERRED TO

ASSOCIATED ACTIVITIES LICENCE NO: 154