**INDEX OF DOCUMENTS HELD ON THE PETROLEUM REGISTER FOR ASSOCIATED FACILITIES LICENCE AFL 18**

1. 13 April 2005  
   Grant of Associated Facilities Licence AFL 18  
   
   Interests in the licence are:-  
   
   Beach Petroleum Limited      75%  
   Cooper Energy NL       25%  

2. 13 April 2005  
   Memorandum dated 13 April 2005 entering AFL 18 on the public register.  

3. 21 April 2005  
   Gazettal of Grant of AFL 18  

4. 21 June 2005  
   Notation of change of company name:  
   
   From: Cooper Energy NL  
   To: Cooper Energy Ltd  

5. 21 June 2005  
   Certificate of Registration of Change of Name.  

6. 7 January 2010  
   Memorandum entering notation of change of company name on the public register.  
   
   From: Beach Petroleum Limited  
   To: Beach Energy Limited  

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

8. 23 September 2015  
   Memorandum entering notation of the following registrable dealings on the public register:  
   
   PPL 204, 205, 220, 224, 245, 246, 247, 248, 249 & 250 Priority Deed dated 16 September 2015 between Cooper Energy Limited (Grantor), Westpac Banking Corporation (Westpac), Westpac Administration Pty. Ltd (Security Trustee), Cooper Energy Limited and Beach Energy Limited (each severally called the Venturer) and Beach Energy Limited (Operator)  
   Ref: SA 2015-69  

   General Security Deed dated 28 November 2014 between Cooper Energy Limited, Somerton Energy Pty Ltd, Essential Petroleum Exploration Pty Ltd, CE Poland Pty Ltd, Cooper Energy (Sruway) Pty Ltd and Cooper Energy (PBGP) Pty Ltd and Westpac Administration Pty Limited  
   Ref: SA 2015-21
9. 25 October 2017  Memorandum entering the notation of the following document on the public register:

Ref: SA 2017-24
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 90, 93 and 494

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

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

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

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

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

Date: 25 October 2017

Ref:
F2013/002371 28/1/379
F2013/002361 28/1/419
F2015/000278 28/1/426
27/2/339 F2013/000277
27/2/438 F2013/000672
27/2/512 F2013/000676
27/2/520 F2013/001842
27/2/543 F2013/001843
F2010/000982 F2013/001844
28/1/360 F2009/000014
28/1/375 F2013/000155
Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

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

ASSOCIATED ACTIVITIES LICENCES
AALs 18, 82, 98, 128, 146, 157, 214, 215, 216 and 217

SA 2015-69  Notation of registrable dealing as evidenced by PPL 204, 205, 220, 224, 245, 246, 247, 248, 249 & 250 Priority Deed dated 16 September 2015 between Cooper Energy Limited (Grantor), Westpac Banking Corporation (Westpac), Westpac Administration Pty. Ltd (Security Trustee), Cooper Energy Limited and Beach Energy Limited (each severally called the Venturer) and Beach Energy Limited (Operator) is hereby entered on the public register.

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

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

Date: 23 September 2015
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
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.

Anthony Michael D’Aloisio
Chairman
Petroleum Act 2000
S.115

MEMORANDUM

ASSOCIATED FACILITIES LICENCES
AFL 13, AFL 17 & AFL 18

1. Notation of change of company name –

From: Cooper Energy NL
To: Cooper Energy Limited

is hereby entered on the public register of licences.

C. D. COCKSHELL
A/Director Petroleum
Minerals and Energy Division
Delegate of the Minister for Mineral Resources
Development

Date: 21 June 2005

File: 27/02/287
     27/02/338
     27/02/339
Certificate of the Registration of a Company

Corporations Act 2001 Paragraph 1274 (2) (b)

This is to certify that

COOPER ENERGY NL

Australian Company Number 096 170 295

is a registered company under the Corporations Act 2001 and is taken to be registered in Western Australia.

On the ninth day of March 2001 the company was registered as a no liability company.

On the twenty-first day of January 2005 the company changed to a company limited by shares and the name changed to COOPER ENERGY LIMITED

The company is a public company.

The day of commencement of registration is the ninth day of March 2001.

Issued by the Australian Securities and Investments Commission on this nineteenth day of May, 2005.

A delegate of the Australian Securities and Investments Commission
NOTICE is hereby given that the undermentioned Associated Facilities Licences have been granted under the provisions of the Petroleum Act 2000, pursuant to delegated powers dated 28 March 2002, Gazetted 11 April 2002, page 1573.

<table>
<thead>
<tr>
<th>No. of Licence</th>
<th>Licensees</th>
<th>Locality</th>
<th>Approximate Area in km²</th>
<th>Reference</th>
</tr>
</thead>
<tbody>
<tr>
<td>AFL 17</td>
<td>Beach Petroleum Limited</td>
<td>Cooper Basin of South Australia</td>
<td>0.002</td>
<td>27/02/338</td>
</tr>
<tr>
<td></td>
<td>Cooper Energy NL</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>AFL 18</td>
<td>Beach Petroleum Limited</td>
<td>Cooper Basin of South Australia</td>
<td>2.1</td>
<td>27/02/339</td>
</tr>
<tr>
<td></td>
<td>Cooper Energy NL</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Description of Area—AFL 17

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

Commencing at a point being the intersection of latitude 28°10′13.34″S GDA94 and longitude 139°36′32.86″E GDA94, thence north-easterly to latitude 28°10′12.25″S GDA94 and longitude 139°36′35.50″E GDA94, thence south-easterly to latitude 28°10′13.22″S GDA94 and longitude 139°36′34.58″E GDA94, thence south-easterly to latitude 28°10′13.81″S GDA94 and longitude 139°36′34.94″E GDA94, thence south-westerly to latitude 28°10′14.07″S GDA94 and longitude 139°36′34.39″E GDA94, thence north-westerly to latitude 28°10′13.64″S GDA94 and longitude 139°36′34.17″E GDA94, thence south-westerly to latitude 28°10′14.05″S GDA94 and longitude 139°36′33.25″E GDA94, and north-westerly to the point of commencement.

Area: 0.002 km² approximately.

Description of Area—AFL 18

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

Commencing at a point being the intersection of latitude 27°58′30″S GDA94 and longitude 139°22′55″E GDA94, thence east to longitude 139°23′15″E GDA94, south to latitude 27°59′15″S GDA94, west to longitude 139°23′10″E GDA94, south to latitude 28°00′25″S GDA94, west to longitude 139°22′50″E GDA94, north to latitude 27°59′25″S GDA94, west to longitude 139°22′30″E GDA94, north to latitude 27°59′15″S GDA94, east to longitude 139°22′50″E GDA94, north to latitude 27°59′05″S GDA94, east to longitude 139°23′00″E GDA94, north to latitude 27°58′35″S GDA94, west to longitude 139°22′55″E GDA94, and north to the point of commencement.

Area: 2.1 km² approximately.

Dated 13 April 2005.

T. AUST, Acting Director Petroleum Minerals and Energy Division Primary Industries and Resources SA Delegate of the Minister for Mineral Resources Development
Petroleum Act 2000
S.115

MEMORANDUM

ASSOCIATED FACILITIES LICENCE
AFL 18

1. This Licence granted on 13 April 2005 is hereby entered on the public register.

2. Interests in the licence are:-

   Beach Petroleum Limited       75%
   Cooper Energy NL               25%

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

Date: 13 April 2005

Ref: 27/2/339
Petroleum Act 2000

ASSOCIATED FACILITIES LICENCE
AFL 18

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

Beach Petroleum Ltd (ACN 007 617 969)
Cooper Energy NL (ACN 096 170 295)

(hereinafter referred to as the Licensees) an Associated Facilities Licence as an adjunct to Petroleum Production Licence PPL 205, in respect of the area set out below, to have effect from 13th April 2005.

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 Licensees may carry out or cause to be carried out the expansion and operation of a dewatering facility including the construction of an evaporation pond and pipeline.

2. The Licensees 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, the conditions or exclusions of these insurances in respect to how they may or may not respond to any loss, damage or liability.
Date: 13th April 2005

T. Aust
A/Director Petroleum

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

Signed by the said LICENSEE

Date: 11 April 2005

Authorised Representative

Witness

Name

N. E. Dunstan

Name

NICK DUNSTAN

Position

OPERATIONS

Position

Company

Company

BEACH PETROLEUM

BEACH PETROLEUM LTD
Signed by the said LICENSEE

Date: 8 April 2005

Michael Scott..............................
Authorised Representative

Witness: ...........................................

Michael Scott..............................
Name

Karen Cordell..............................
Name

Chief Executive Officer: .................
Position

Cooper Energy..............................
Company

Office Manager: ............................
Position

Cooper Energy..............................
Company
THE SCHEDULE

DESCRIPTION OF AREA

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

Commencing at a point being the intersection of longitude 139°23'15"E GDA94 and latitude 27°58'30"S GDA94, thence south to latitude 27°59'15"S GDA94, west to longitude 139°23'10"E GDA94, south to latitude 28°00'25"S GDA94, west to longitude 139°22'50"E GDA94, north to latitude 27°59'35"S GDA94, west to longitude 139°22'40"E GDA94, north to latitude 27°59'25"S GDA94, west to longitude 139°22'30"E GDA94, north to latitude 27°59'15"S GDA94, east to longitude 139°22'50"E GDA94, north to latitude 27°59'05"S GDA94, east to longitude 139°23'00"E GDA94, north to latitude 27°58'35"S GDA94, west to latitude 27°58'30"S GDA94 and east to point of commencement.

AREA: 2.1 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 HEREINBEFORE REFERRED TO

ASSOCIATED FACILITIES LICENCE NO. 18

SR 27/2/339  AREA:  2.10  sq km (approx)