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<td>Covenant and Acknowledgment from Santos Ltd and Crusader Resources NL to Basin Oil NL dated 8 March 1994.</td>
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10. 22 June 1994 Memorandum entering the following document on the public register:

Deed of Variation of Charge dated 17 May 1994 entered into by Crusader Resources NL and Westpac Banking Corporation.

11. 24 July 1995 Memorandum entering change of company name on the Public Register:


13. 5 September 1995 Memorandum entering change of company name on the Public Register.

14. 5 September 1995 Certificate of Registration on Change of Name dated 1 September 1995: SAGASCO Resources Ltd has changed its name to Boral Energy Resources Ltd.

15. 17 February 1997 Memorandum entering the following documents on the public register:

Deed of Assignment and Transfer dated 20 December 1996 between Santos Ltd (Santos), Delhi Petroleum Pty Ltd (Delhi), Santos Petroleum Pty Ltd (Santos Petroleum), Boral Energy Resources Ltd (Boral), Vamgas Pty Ltd (Vamgas), Bridge Oil Developments Pty Ltd (BOD), Santos (BOL) Pty Ltd (BOL), Reef Oil Pty Ltd (Reef), Alliance Petroleum Australia Pty Ltd (Alliance), Basin Oil NL (Basin) and Crusader Resources NL (Crusader).

New JOA Cross Charge dated 20 December 1996 between Santos, Delhi, Santos Petroleum, Boral, Vamgas, Crusader, BOD, BOL, Reef, Alliance and Basin.

Deed of Amendment Unit Cross Charge dated 20 December 1996 between Santos, Delhi, Santos Petroleum, Boral, Vamgas, Crusader, BOD, BOL, Reef, Alliance and Basin.

Deed of Amendment Downstream Cross Charge dated 20 December 1996 between Santos, Delhi, Santos Petroleum, Boral, Vamgas, Crusader, BOD, BOL, Reef, Alliance and Basin.

16. 30 June 1997 Memorandum entering change of company name on the Public Register.

17. 30 June 1997 Certificate of Registration on Change of Name dated 12 June 1997: Crusader Resources NL is now known as Gulf (Aust) Resources NL.

18. 10 December 1999 Memorandum entering change of company name on the Public Register.
19. 10 December 1999  Certificate of Registration on Change of Name dated 6 October 1999: Gulf (Aust) Resources NL is now known as Novus Australia Resources NL.

20. 13 March 2000  Memorandum entering change of company name on the Public Register.


22. 15 October 2002  Memorandum entering change of company name on the Public Register.

23. 15 October 2002  Certificate of Registration on Change of Type and Conversion to a Proprietary Company dated 8 June 2000 - Basin Oil NL is now known as Basin Oil Pty Ltd.

24. 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.

25. 23 July 2004  Memorandum entering notation of registrable dealing on the public register:


26. 23 November 2005  Notation of receipt of substitute security is entered on the public register.


28. 13 January 2006  Memorandum entering change of company name on the Public Register.

29. 13 January 2006  Certificate of Registration on Change of Name dated 29 June 2005 - Novus Australia Resources NL is now Santos (NARNL Cooper) NL.

30. 9 May 2006  Memorandum entering change of company name on the Public Register.

31. 9 May 2006  Certificate of Registration on Change of Name dated 1 December 2005 - Santos (NARNL Cooper) NL is now Santos (NARNL Cooper) Pty Ltd.

32. 10 September 2009  Renewal of Licence, with effect from 1 January 2006

33. 10 September 2009  Memorandum entering renewal on public register
34. 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

35. 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

36. 9 August 2017  Certificate of Registration on Change of Company Name dated 29 June 2017.

From: Origin Energy Resources Limited
To: Lattice Energy Limited

37. 9 August 2017  Memorandum entering notation of change of company name on the public register.

38. 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


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

40. 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. GOLDSSTEIN
Executive Director
Energy Resources Division
Department for Energy and Mining
Delegate of the Minister for Energy and Mining

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

This is to certify that

LATTICE ENERGY LIMITED

Australian Company Number 007 845 338

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

BEACH ENERGY (OPERATIONS) LIMITED

Australian Company Number 007 845 338

The company is a public company.

The company is limited by shares.

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

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

James Shipton
Chair
MEMORANDUM

PETROLEUM PRODUCTION LICENCES

PIPELINE LICENCES
PLs 5, 9 and 15

SA 2018-18

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

[Signature]

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
MEMORANDUM

PETROLEUM RETENTION LICENCE
PRL 106

PETROLEUM EXPLORATION LICENCES
PELs 637 and 638

PETROLEUM PRODUCTION LICENCES

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

1. Notation of change of company name:

From: Origin Energy Resources Limited
To: Lattice Energy Limited

is hereby entered on the public registers.

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

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

This is to certify that

ORIGIN ENERGY RESOURCES LIMITED

Australian Company Number 007 845 338

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

LATTICE ENERGY LIMITED

Australian Company Number 007 845 338

The company is a public company.

The company is limited by shares.

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

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

Greg Medcraft
Chairman
MEMORANDUM

PETROLEUM PRODUCTION LICENCES
PPLs 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23,
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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.

[Signature]

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
Petroleum Act 2000
S.115

MEMORANDUM

RENEWAL OF
PETROLEUM PRODUCTION LICENCES
PPL 6, PPL 7, PPL 8, PPL 9, PPL 10, PPL 11, PPL 12,
PPL 13, PPL 14, PPL 15, PPL 16, PPL 17, PPL 18, PPL 19,
PPL 20, PPL 22, PPL 23, PPL 24, PPL 25, PPL 26, PPL 27,
PPL 28, PPL 29, PPL 30, PPL 31, PPL 32, PPL 33, PPL 34,
PPL 35, PPL 36, PPL 37, PPL 38, PPL 39, PPL 40, PPL 42,
PPL 43, PPL 44

1. Renewal of the above licences is hereby entered on the public registers.

Signed

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: 10 September 2009

File: 28/1/45; 28/1/78; 28/1/91; 28/1/92; 28/1/93;
28/1/95; 28/1/97; 28/1/98; 28/1/99; 28/1/101;
28/1/103; 28/1/104; 28/1/106; 28/1/107;
28/1/108; 28/1/109; 28/1/111; 28/1/116;
28/1/130; 28/1/128; 28/1/129
Petroleum Act 2000  
Cooper Basin (Ratification) Act 1975  

Renewal of  
PETROLEUM PRODUCTION LICENCE No. 15

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 Act 2000, the Cooper Basin (Ratification) Act 1975 and all other enabling powers for and on behalf of Paul Holloway, Minister for Mineral Resources Development (Minister), pursuant to delegated powers, hereby renew Petroleum Production Licence PPL 15, held by:

- Santos Limited  
  ACN 007 550 923
- Vamgas Pty Ltd  
  ACN 006 245 110
- Alliance Petroleum Australia Pty Ltd  
  ACN 004 559 951
- Reef Oil Pty Ltd  
  ACN 000 646 800
- Santos Petroleum Pty Ltd  
  ACN 000 148 369
- Bridge Oil Developments Pty Ltd  
  ACN 001 152 049
- Santos (BOL) Pty Ltd  
  ACN 000 670 575
- Delhi Petroleum Pty Ltd  
  ACN 007 854 686
- Origin Energy Resources Limited  
  ACN 007 845 338
- Basin Oil Pty Ltd  
  ACN 000 628 017
- 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 Act 2000, to have effect from 1 January 2006.

DESCRIPTION OF AREA

The land comprised in this Licence is that part of the State of South Australia described in Schedule 1 attached hereto.

TERMS AND CONDITIONS

1. Scope of Rights

   For the avoidance of doubt:

   (a) in addition to all operations authorised by a Production Licence granted under the Petroleum Act 2000 in relation to all regulated resources except a source of geothermal energy, the Licensee is authorised under this Licence to conduct all operations authorised by Petroleum Production Licence No. 15, pursuant to section 33 of the Petroleum Act 1940 immediately prior to commencement of the Petroleum Act 2000; and

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

2.1 For the purpose of ensuring the due and proper performance of the Licensee's obligations under this Licence and the Petroleum Act 2000, the Licensee shall provide security in the amount of $50,000 in the form of either:

(a) cash; or

(b) an unconditional, irrevocable bank guarantee or letter of credit in a form, and from a financial institution, approved by the Minister, ("the Security").

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

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

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

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

3. Insurance

3.1 The Licensee must:

(a) upon commencement of regulated activities under this Licence, maintain in force during the term of this Licence public liability insurance to cover regulated activities under this Licence (including sudden and accidental pollution) in the name of the Licensee for a sum not less than twenty million dollars ($20,000,000.00) or such greater sum as specified by the Minister, and make such amendments to the terms and conditions of the insurance as the Minister may from time to time reasonably require;

(b) maintain in force during the drilling of any well or operation in any well, control of well insurance in the name of the Licensee for a sum not less than ten million dollars ($10,000,000.00) or such greater sum as specified by the Minister, and make such amendments to the terms and conditions of the insurance as the Minister may from time to time reasonably require;

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

3.2 The Minister in specifying the levels of insurance accepts no liability for the completeness of their listing, the adequacy of the sum insured, the limit of liability, the scoped coverage, the conditions or exclusions of these insurances in respect to how they may or may not respond to any loss, damage or liability.
4. Transfer of Liability

Subject to the *Cooper Basin (Ratification) Act 1975*, a contract or agreement entered into by the Licensee to transfer or accept liability for any well or facility constructed for the purpose of undertaking a regulated activity under the *Petroleum Act 1940* or *2000* cannot transfer, limit or exclude liability under the *Petroleum Act 1940* or *2000* unless written consent of the Minister is obtained.

5. Sub-Licences

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

Date: 10 September 2009

[Signature]

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

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

by its duly appointed attorney:

[Signature]

ALICIA GENET  
Corporate Lawyer

28 August 2009

Date

Executed by Delhi Petroleum Pty Ltd in accordance with section 127(1) of the Corporations Act by authority of its Directors:

Hector Gordon  
Executive Director

[Signature]

4/9/09

Date

Executed for and on behalf of Origin Energy Resources Ltd in accordance with section 127(1) of the Corporations Act by authority of its Directors:

[Signature]

1/9/09

Date
SCHEDULE 1

PETROLEUM PRODUCTION LICENCE

PPL 15

DESCRIPTION OF AREA

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

Commencing at a point being the intersection of latitude 28°02'00"S Clarke1858
and longitude 140°40'00"E Clarke1858, thence east to longitude 140°43'00"E Clarke1858,
south to latitude 28°05'00"S Clarke1858, west to longitude 140°42'00"E Clarke1858,
south to latitude 28°08'00"S Clarke1858, west to longitude 140°41'00"E Clarke1858,
south to latitude 28°09'00"S Clarke1858, west to longitude 140°40'00"E Clarke1858,
south to latitude 28°10'00"S Clarke1858, west to longitude 140°34'00"E Clarke1858,
north to latitude 28°05'00"S Clarke1858, east to longitude 140°37'00"E Clarke1858,
north to latitude 28°04'00"S Clarke1858, east to longitude 140°38'00"E Clarke1858,
north to latitude 28°03'00"S Clarke1858, east to longitude 140°40'00"E Clarke1858,
and north to point of commencement

AREA: 154 square kilometres approximately
Note: There is no warranty that the boundary of this licence is correct in relation to other features of the map. The boundary is to be ascertained by reference to the Clarke 1858 Datum and the schedule.

THE PLAN HEREINBEFORE REFERRED TO

DELLA FIELD

PETROLEUM PRODUCTION LICENCE NO: 15
SCHEDULE 2

PETROLEUM PRODUCTION LICENCE PPL 15

DEED OF SUB-LICENCE

THIS DEED is made as of 1 January 2006.

BETWEEN:

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

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

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

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

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

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

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

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

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

DELI PETROLEUM PTY LTD (ABN 65 007 854 686) with its registered office at 25 Colyngham Street, Glenside in the State of South Australia; and

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

in their capacity as participants in the Nappacootaa/Murruwee/Byanong Area Joint Venture and as holders of PPL 15 (collectively “the Licensor(s)”) OF THE ONE PART

AND

SANTOS LIMITED (ABN 80 007 550 923) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;
VAMGAS PTY LTD (ABN 76 006 245 110) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

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

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

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

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

DELHI PETROLEUM PTY LTD (ABN 65 007 854 686) with its registered office at 25 Conyngham Street, Glenside in the State of South Australia;

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

in their capacity as several participants in the joint venture constituted by the SACB Unit Agreement dated 1 January 1975 (as amended) (collectively "the Licensees")

WHEREAS

A. The Licensors are joint holders of Petroleum Production Licence No. 15 ("the Petroleum Production Licence") granted by the Minister for Mineral Resources Development for the State of South Australia by way of renewal of the Petroleum Production Licence granted pursuant to the Petroleum Act 1940; and pursuant to the powers in the Petroleum Act 2000 and the Cooper Basin (Ratification) Act 1975, over certain land in the State of South Australia as more particularly described in Schedule 1 of the Petroleum Production Licence.

B. The Licensees are parties to an agreement made as of the 1st day of January 1975 known as the South Australian Cooper Basin Unit Agreement (hereinafter and as the same may be amended from time to time referred to as "the Unit Agreement") relating inter alia to the development and production of petroleum from that subsurface portion of the area comprised in the Petroleum Production Licence as the same is more particularly described in the Schedule hereto.

C. The Licensors have previously granted a sub-licence to the Licensees and in accordance with that sub-licence on renewal of the Petroleum Production Licence are required to grant a renewal of the sub-licence to the Licensees.
D. The Licensors, with the consent of the Minister for Mineral Resources Development of the State of South Australia, have agreed to grant, and the Licensees have agreed to accept, renewal of a sub-licence to exercise the rights specified in Clause 1 of this Deed upon the conditions specified in Clauses 2, 3, 4 and 5 of this Deed.

NOW THIS DEED WITNESSES as follows:

1. The Licensors, with the consent of the Minister for Mineral Resources Development of the State of South Australia hereby grant to each of the Licensees severally the exclusive right commencing and inclusive from 1 January 2006 for the duration of the Petroleum Production Licence, subject to the provisions of this Deed of Sub-licence to:-

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

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

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

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

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

DEED OF SUB-LICENCE

(Description of Unitized Zones)

PPL 15

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

The stratigraphic unit named Della Field, Toolachee/Patchawarra Formation, in the First Schedule to the Unit Agreement together with all lateral extensions to such stratigraphic unit as may from time to time become subject to the Unit Agreement and which underlie the area described in the said Petroleum Production Licence.

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

Such additional stratigraphic units as have become or may from time to time become subject to the Unit Agreement and which underlie the area described in the said Petroleum Production Licence together with all lateral extensions to those stratigraphic units.
IN WITNESS WHEREOF the Parties hereto sign, seal and deliver the foregoing presents and have hereunto set their respective hands and seals as of 1 January 2006.

Executed for and on behalf of each of:

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

by its duly appointed attorney in the presence of:

ALICIA GENET
Corporate Lawyer

Joanna Mawby
Witness Name (print)

Attorney Signature

28 August 2009
Date

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

Hector Gordon
Executive Director

Kathryn Presser
Company Secretary

Name (print)

Name (print)

Director Signature

Director/Secretary Signature

4/9/09
Date

Executed for and on behalf of

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

Owen Hobbs
Eastern Australia Onshore Asset Manager

Jacklyn Francomb
Name (print)

Name (print)

Director Signature

Director/Secretary Signature

1/09/09
Date
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: 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 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


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

   M 0626.doc
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.

[Signature]

BARRY A GOLDFSTEIN
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
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
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
Petroleum Act 2000
S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCES

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 GOLDSTEIN
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 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

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.

  Boral Energy Resources Ltd is now known as Origin Energy Resources Ltd.

J S ZABROWARNY
MANAGER PETROLEUM LICENSING AND ROYALTIES

13 March 2000
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

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
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.

Alan Cameron
Chairman
MEMORANDUM

PETROLEUM EXPLORATION LICENCE NO 5 & 6

FARMOUT AREAS AND PETROLEUM PRODUCTION LICENCES

This memorandum will confirm that on 17 February 1997 I approved the lodgement of the following documents onto the Petroleum Register which confirms the approved provisions as contained in the Minister for Mines’ letter dated 20 December 1996.

- Deed of Assignment and Transfer dated 20 December 1996 between Santos Ltd (Santos), Delhi Petroleum Pty Ltd (Delhi), Santos Petroleum Pty Ltd (Santos Petroleum), Boral Energy Resources Ltd (Boral), Vamgas Pty Ltd (Vamgas), Bridge Oil Developments Pty Ltd (BOD), Santos (BOL) Pty Ltd (BOL), Reef Oil Pty Ltd (Reef), Alliance Petroleum Australia Pty Ltd (Alliance), Basin Oil NL (Basin) and Crusader Resources NL (Crusader).

- New JOA Cross Charge dated 20 December 1996 between Santos, Delhi, Santos Petroleum, Boral, Vamgas, Crusader, BOD, BOL, Reef, Alliance and Basin.

- Deed of Amendment Unit Cross Charge dated 20 December 1996 between Santos, Delhi, Santos Petroleum, Boral, Vamgas, Crusader, BOD, BOL, Reef, Alliance and Basin.

- Deed of Amendment Downstream Cross Charge dated 20 December 1996 between Santos, Delhi, Santos Petroleum, Boral, Vamgas, Crusader, BOD, BOL, Reef, Alliance and Basin.

Interests in the following areas and licences are now as follows and effective from 1 January 1992.

<table>
<thead>
<tr>
<th>Farmout Areas</th>
<th>PPLs</th>
<th>Licensees</th>
<th>Interests %</th>
</tr>
</thead>
<tbody>
<tr>
<td>Patchawarra</td>
<td>6 to</td>
<td>Santos</td>
<td>40.70</td>
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<tr>
<td>Central</td>
<td>20</td>
<td>Vamgas</td>
<td>8.51</td>
</tr>
<tr>
<td>Merrimelia -</td>
<td>22 to</td>
<td>Alliance</td>
<td>3.97</td>
</tr>
<tr>
<td>Innamincka</td>
<td>25</td>
<td>Reef</td>
<td>1.97</td>
</tr>
<tr>
<td>Murta</td>
<td>27 to</td>
<td>Santos Petroleum</td>
<td>0.40</td>
</tr>
<tr>
<td>Tinga-Tingana</td>
<td>61</td>
<td>BOD</td>
<td>3.99</td>
</tr>
<tr>
<td>Patchawarra</td>
<td>63 to</td>
<td>BOL</td>
<td>0.21</td>
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<tr>
<td>South West</td>
<td>75</td>
<td>Boral</td>
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<td>Nappacoongee -</td>
<td>78 to</td>
<td>Delhi</td>
<td>20.21</td>
</tr>
<tr>
<td>Murteree</td>
<td>83</td>
<td>Basin</td>
<td>2.10</td>
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<tr>
<td>Lake Hope</td>
<td></td>
<td>Crusader</td>
<td>4.75</td>
</tr>
<tr>
<td>Moomba</td>
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<td></td>
<td>100.00</td>
</tr>
<tr>
<td>Toolahee</td>
<td></td>
<td></td>
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<td>Haddon</td>
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<td></td>
<td></td>
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<td>Clifton</td>
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<td></td>
<td></td>
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<tr>
<td>Kooncherra</td>
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</tr>
</tbody>
</table>

R A LAWS
DIRECTOR, PETROLEUM DIVISION
Delegate of the Minister for Mines
MEMORANDUM

Petroleum Exploration Licences 32 and 40
Petroleum Exploration Licence 5 and 6.
Petroleum Production Licences Nos 6 to 20, 22 to 72
All PEL 5 and 6 Farmout Areas
Pipeline Licences 2 and 5

Receipt of a Certificate of Registration on Change of Name dated 1 September 1995 is hereby entered on the Petroleum Register.

SAGASCO Resources Ltd has changed its name to Boral Energy Resources Ltd.

[Signature]
J S Zabrowany
MANAGER PETROLEUM ADMINISTRATION

5 September 1995
Certificate of Registration on Change of Name

Corporations Law Sub-section 171 (12)

This is to certify that

SAGASCO RESOURCES LIMITED

Australian Company Number 007 845 338

did on the first day of September 1995 change its name to

BORAL 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.

Given under the seal of the Australian Securities Commission on this first day of September, 1995.

Alan Cameron
Chairman
Certificate of Registration on Conversion to a Proprietary Company

Corporations Law Sub-section 168 (3)

This is to certify that

VAMGAS LTD.

Australian Company Number 006 245 110

on the nineteenth day of January 1995 converted to a proprietary company.

The name of the company is now

VAMGAS PTY LTD

Australian Company Number 006 245 110

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 nineteenth day of January, 1995.

Alan Cameron
Chairman
MEMORANDUM

PETROLEUM EXPLORATION LICENCES 5 AND 6

All Farmout Areas

Petroleum Production Licences 6 to 20, 22 to 61, 63 to 72

Receipt of a Certificate of Registration on Conversion to a Proprietary Company is hereby entered on the Petroleum Register.

Vamgas Ltd is now Vamgas Pty Ltd.

J.S. Zabrowarny
MANAGER PETROLEUM ADMINISTRATION

24/7/95
MEMORANDUM

Petroleum Exploration Licence's 5 and 6

Petroleum Production Licence's 6 to 20, 22 to 61, 63 to 72

Pipeline Licence No. 2

Crusader Resources NL
Westpac Banking Corporation

Receipt of the following document is hereby entered on the Petroleum Register pursuant to delegated powers dated 3 December 1993, Gazetted 9 December 1993 page 2916:

-Deed of Variation of Charge dated 17 May 1994 entered onto by Crusader Resources NL and Westpac Banking Corporation.

This Memorandum is an adjunct to Memorandum dated 10 May 1991 in respect of Fixed and Floating Charge dated 25 August 1989 and Deed of Variation of Charge dated 5 November 1990.

R A LAWS
DIRECTOR, OIL, GAS & COAL DIVISION
DELEGATE OF THE MINISTER FOR MINES & ENERGY

F07092 MC
MEMORANDUM

PELs 5 and 6

Farmout Areas and Petroleum Production Licences 6 to 20, 22 to 61 and 63 to 72.

This Memorandum will confirm that on ............................ 1994 I acknowledged receipt of the following documentation pursuant to delegated powers dated 3 December 1993, Gazetted 9 December 1993, page 2916:


(2) JOA Cross Charge 50/40/10 JOA dated 9 March 1994 between Crusader Resources NL, Santos Ltd, Delhi Petroleum Pty Ltd, Sagasco Resources Ltd and Vamgas Ltd.

(3) JOA Cross Charge Merrimelia-Innamincka JOA dated 9 March 1994 between Crusader Resources NL, Santos Ltd, Alliance Petroleum Australia NL, Delhi Petroleum Pty Ltd, Sagasco Resources Ltd and Vamgas Ltd.

(4) Covenant and Acknowledgment from Santos Ltd and Crusader Resources NL to Basin Oil NL dated 8 March 1994.

The above documents are as an adjunct to the transfer as contained in the Deed of Assignment and Transfer dated 20 December 1993 between Santos Ltd and Crusader Resources NL which was approved on 17 March 1994 and do not require further approval pursuant to the Petroleum Act, 1940.

A copy of each of the abovementioned documents has been retained on the Petroleum Register.

R A LAWS  
DIRECTOR, OIL GAS AND COAL  
Delegate of the Minister for Mines and Energy
Tinga-Tingana  Santos  45.0  40.7
Delhi  27.0  27.0
Vangas  14.0  14.0
SAGASCO  14.0  14.0
Crusader  -  4.75

This Memorandum is hereby entered on the Petroleum Register.

R A LAWS
DIRECTOR, OIL, GAS & COAL DIVISION
Delegate of the Minister for Mines and Energy

F06823.MC
MEMORANDUM

Petroleum Exploration Licences 5 and 6

Farmout Areas and Petroleum production Licences

This memorandum will confirm that on .................................. 1994 I consented to the transfer as contained in the following documentation in relation to the following areas pursuant to delegated powers dated 3 December 1993, Gazetted 9 December 1993, page 2916.

- Deed of Assignment and Transfer dated 20 December 1993 between Santos Ltd and Crusader Resources N L.

The Assignment and Transfer can take effect as from 1 January 1992 as provided by the abovementioned document.

Interests in the following areas and licences are now as follows.

<table>
<thead>
<tr>
<th>Farmout Area</th>
<th>PPL</th>
<th>LICENCEES</th>
<th>FORMER INTERESTS %</th>
<th>REVISIRED INTERESTS %</th>
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<td>Moomba</td>
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<td>Toolachee</td>
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</tbody>
</table>
MEMORANDUM

Petroleum Exploration Licence's 5 & 6
Petroleum Production Licence's 15, 16, 22, 30, 34, 36 and 39
Pipeline Licence No. 2

Crusader Resources NL
Westpac Banking Corporation

Receipt of the following documents is hereby entered on the Petroleum Register.

Fixed and Floating Charge dated 25th August 1989 and a Deed of Variation of Charge dated the 5th November 1990 entered into by Crusader Resources NL and Westpac Banking Corporation. My consent is insofar as it is necessary for me to do so for the purposes of Section 42 of the Petroleum Act 1940.

MC:MS
19/5/91

Copy - Documents placed in PEL's 5+6 Vol. 26
PETROLEUM PRODUCTION LICENCE

NUMBER 15

OF

SOUTH AUSTRALIA
<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>15</td>
<td>SANTOS Limited&lt;br&gt;Dental Petroleum Pty Ltd&lt;br&gt;Vangas Limited&lt;br&gt;Crusader Resources N.L.</td>
<td>Delta Field in the Cooper Basin</td>
<td>31 December 2005</td>
<td>154.8</td>
<td>SR28/1/45</td>
</tr>
</tbody>
</table>

**Description of Area**

All that part of the State of South Australia bounded as follows: Commencing at a point being the intersection of latitude 28°02'S and longitude 140°40'E, thence east to longitude 140°43'E, south to latitude 28°05'S, west to longitude 140°42'E, south to latitude 28°08'S, west to longitude 140°41'E, south to latitude 28°09'S, west to longitude 140°40'E, south to latitude 28°10'S, west to longitude 140°34'E, north to latitude 28°03'S, east to longitude 140°37'E, north to latitude 28°04'S, east to longitude 140°38'E, north to latitude 28°03'S, east to longitude 140°40'E and north to the point of commencement. All the within latitudes and longitudes are expressed in terms of the Clarke 1880 Spheroid (Transverse Mercator Projection).

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<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>16</td>
<td>SANTOS Limited&lt;br&gt;Dental Petroleum Pty Ltd&lt;br&gt;Vangas Limited&lt;br&gt;Aliance Petroleum Australia No Liability</td>
<td>Big Lake &amp; Namur Fields in the Cooper Basin</td>
<td>31 December 2005</td>
<td>126.9</td>
<td>SR28/1/45</td>
</tr>
</tbody>
</table>

**Description of Area**

All that part of the State of South Australia bounded as follows: Commencing at a point being the intersection of latitude 28°10'S and longitude 140°24'E, thence east to longitude 140°28'E, south to latitude 28°13'S, west to longitude 140°21'E, south to latitude 28°16'S, west to longitude 140°19'E, south to latitude 28°18'S, west to longitude 140°17'E, south to latitude 28°19'S, west to longitude 140°15'E, north to latitude 28°16'S, east to longitude 140°19'E, north to latitude 28°17'S, east to longitude 140°20'E, north to latitude 28°14'S, east to longitude 140°22'E, north to latitude 28°12'S, east to longitude 140°23'E, north to latitude 28°11'S, east to longitude 140°24'E and north to the point of commencement. All the within latitudes and longitudes are expressed in terms of the Clarke 1880 Spheroid (Transverse Mercator Projection).

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<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>17</td>
<td>SANTOS Limited&lt;br&gt;Dental Petroleum Pty Ltd&lt;br&gt;Vangas Limited&lt;br&gt;Aliance Petroleum Australia No Liability</td>
<td>Mereemalia Field in the Cooper Basin</td>
<td>31 December 2005</td>
<td>130.5</td>
<td>SR28/1/45</td>
</tr>
</tbody>
</table>

**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°41'S and longitude 140°14'E, thence east to longitude 140°18'E, south to latitude 27°43'S, west to longitude 140°15'E, south to latitude 27°45'S, west to longitude 140°13'E, south to latitude 27°46'S, west to longitude 140°12'E, south to latitude 27°47'S, west to longitude 140°11'E, south to latitude 27°48'S, west to longitude 140°09'E, south to latitude 27°49'S, west to longitude 140°08'E, north to latitude 27°47'E, east to longitude 140°06'E, north to latitude 27°46'E, east to longitude 140°07'E, north to latitude 27°45'E, east to longitude 140°08'E, north to latitude 27°44'E, east to longitude 140°09'E, north to latitude 27°43'E, east to longitude 140°10'E, north to latitude 27°42'E, east to longitude 140°11'E, and north to the point of commencement. All the within latitudes and longitudes are expressed in terms of the Clarke 1880 Spheroid (Transverse Mercator Projection).

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<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>18</td>
<td>SANTOS Limited&lt;br&gt;Dental Petroleum Pty. Ltd&lt;br&gt;Vangas Limited&lt;br&gt;Basin Oil No Liability&lt;br&gt;Bridge Oil Limited&lt;br&gt;Reef Oil No Liability</td>
<td>Fly Lake—Bridga Field in the Cooper Basin</td>
<td>31 December 2005</td>
<td>109.4</td>
<td>SR28/1/45</td>
</tr>
</tbody>
</table>

**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°34'S and longitude 140°00'E, thence east to longitude 140°03'E, south to latitude 27°34'S, west to longitude 140°05'E, south to latitude 27°33'S, west to longitude 140°05'E, south to latitude 27°32'S, west to longitude 139°59'E, south to latitude 27°40'S, west to longitude 139°57'E, south to latitude 27°41'S, west to longitude 139°53'E, north to latitude 27°39'S, west to longitude 139°54'E, north to latitude 27°37'S, east to longitude 139°55'E, north to latitude 27°36'S, east to longitude 139°53'E, north to latitude 27°35'S, east to longitude 140°00'E and north to the point of commencement. All the within latitudes and longitudes are expressed in terms of the Clarke 1880 Spheroid (Transverse Mercator Projection).
SOUTH AUSTRALIA

PETROLEUM ACT, 1940-1971

AND

COOPER BASIN (RATIFICATION) ACT, 1975

PETROLEUM PRODUCTION LICENCE NUMBER 15

I, HUGH RICHARD HUDSON, Minister of Mines and Energy in the State of South Australia pursuant to the Petroleum Act, 1940-1971 and the Cooper Basin (Ratification) Act, 1975 and all other enabling powers HEREBY GRANT JOINTLY to SANTOS LIMITED of 183 Melbourne Street, North Adelaide, DELHI INTERNATIONAL OIL CORPORATION of 33 King William Street, Adelaide, VAMGAS NO LIABILITY of 151 Flinders Street, Melbourne and PURSUIT OIL NO LIABILITY of cnr. Queen and Albert Streets, Brisbane a Petroleum Production Licence in respect of the area described hereunder:

DESCRIPTION OF THE AREA

All that part of the State of South Australia contained within the following bounds:

Commencing at the point of intersection of
Latitude 28° 02' South, and Longitude 140° 40' East;
thence East to the point of intersection of
Latitude 28° 02' South, and Longitude 140° 43' East;
thence South to the point of intersection of
Latitude 28° 05' South, and Longitude 140° 43' East;
thence West to the point of intersection of
Latitude 28° 05' South, and Longitude 140° 42' East;
thence South to the point of intersection of
Latitude 28° 08' South, and Longitude 140° 42' East;
thence West to the point of intersection of
Latitude 28° 08' South, and Longitude 140° 41' East;
thence South to the point of intersection of
Latitude 28° 09' South, and Longitude 140° 41' East;
thence West to the point of intersection of
Latitude 28° 09' South, and Longitude 140° 40' East;
thence South to the point of intersection of
Latitude 28° 10' South, and Longitude 140° 40' East;
thence West to the point of intersection of
Latitude 28° 10' South, and Longitude 140° 34' East;
thence North to the point of intersection of
Latitude 28° 05' South, and Longitude 140° 34' East;
thence East to the point of intersection of
Latitude 28° 05' South, and Longitude 140° 37' East;
thence North to the point of intersection of
Latitude 28° 04' South, and Longitude 140° 37' East;
thence East to the point of intersection of
Latitude 28° 04' South, and Longitude 140° 38' East;
thence North to the point of intersection of
Latitude 28° 03' South, and Longitude 140° 38' East;
thence East to the point of intersection of
Latitude 28° 03' South, and Longitude 140° 40' East;
thence North to the point of commencement.

TERMS AND CONDITIONS

1. The term of this licence is thirty one years commencing on and
   inclusive of the First day of January 1975 with the right, subject
   to carrying out adequately the obligations of the licence, to
   renewal from time to time on the same terms and conditions for
   further terms of twenty one years.

2. The licensees hereby covenant with the Minister that they will make
   payment of the yearly rent provided under the Petroleum Act, 1940-
   1971 and of the royalty referred to in the Cooper Basin (Ratification)
   Act, 1975 and will subject to the provisions of the Cooper Basin
   (Ratification) Act, 1975 comply with the provisions of the Petroleum
   Act, 1940-1971 and amendments thereto and with all Regulations for
   the time being in force under that Act and with any directions
   given by the Minister the Director of Mines or any other person
   pursuant to that Act or the said Regulations.

3. The Minister hereby gives and records his consent to the grant by
   the licensees of a Sub-Licence pursuant to the provisions of the
   Cooper Basin (Ratification) Act, 1975 in the form of or in the
   effect set out in the Schedule hereto.
4. It is hereby acknowledged and agreed that the licensees own and hold the following undivided interests respectively in and under this licence:

- **Santos**: Thirty five per centum (35%)
- **Delhi**: Twenty eight per centum (28%)
- **Vangas**: Seven per centum (7%)
- **Pursuit**: Thirty per centum (30%)

Provided that nothing in this Clause contained shall in any way affect or derogate from the rights, duties and liabilities of the licensees (as determined pursuant to the Indenture scheduled to the Cooper Basin (Ratification) Act, 1975 and the Petroleum Act, 1940-1971) to the Minister under this licence and provided further 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 17th day of October, 1973 to which the licensees are parties and as the same has been amended of even date herewith and as may hereafter be amended from time to time.

Signed Sealed and Delivered by the said Minister of Mines and Energy at Adelaide this twelfth day of December 1976.

Signed Sealed and Delivered by the said Licensees this twelfth day of December 1976.

The common seal of Santos Limited was hereunto affixed in the presence of:

- [Signature]
- [Signature]

Secretary

Director
Attest -

... 

Assistant Secretary

Vice President

THE COMMON SEAL of VAMGAS
N.L. was hereunto affixed
with the authority of a
resolution of its Board of
Directors and in the presence of:

... 

Secretary

Director

THE COMMON SEAL of PURSUIT
OIL N.L. was hereunto affixed
with the authority of a
resolution of its Board of
Directors and in the presence of:

... 

Authorised Signatory

Director
THIS DEED OF SUB-LICENCE made the day of 1976

BETWEEN:

SANTOS LIMITED whose registered office is situated at 183 Melbourne Street, North Adelaide in the State of South Australia (hereinafter sometimes called "Santos" which expression where the context requires or permits shall include its successors and assigns)

AND:

DELHI INTERNATIONAL OIL CORPORATION whose principal office in Australia is situated at 33 King William Street, Adelaide aforesaid (hereinafter sometimes called "Delhi" which expression where the context requires or permits shall include its successors and assigns)

AND:

VAMGAS NO LIABILITY whose registered office is situated at 20 Bridge Street, Sydney in the State of New South Wales (hereinafter sometimes called "Vamgas" which expression where the context requires or permits shall include its successors and assigns)

AND:

Pursuit Oil No Liability whose registered office is situated at corner Queen and Albert Streets, Brisbane in the State of Queensland (hereinafter sometimes called "Pursuit" which expression where the context requires or permits shall include its successors and assigns)
(the said companies being hereinafter collectively called "the Licensors"
which expression where the context requires or permits shall include
their respective successors and assigns)

OF THE ONE PART

AND:

SANTOS LIMITED whose registered office is situated at 183 Melbourne
Street, North Adelaide in the State of South Australia (hereinafter
sometimes called "Santos" which expression where the context requires or
permits shall include its successors and assigns)

AND:

DELHI INTERNATIONAL OIL CORPORATION whose principal office in Australia
is situated at 33 King William Street, Adelaide aforesaid (hereinafter
sometimes called "Delhi" which expression where the context requires or
permits shall include its successors and assigns)

AND:

VAMGAS NO LIABILITY whose registered office is situated at 20 Bridge
Street, Sydney in the State of New South Wales (hereinafter sometimes
called "Vamgas" which expression where the context requires or permits
shall include its successors and assigns)

AND:

PURSUIT OIL NO LIABILITY whose registered office is situated at corner
Queen and Albert Streets, Brisbane in the State of Queensland (hereinafter
sometimes called "Pursuit" which expression where the context requires
or permits shall include its successors and assigns)
AND:

ALLIANCE PETROLEUM AUSTRALIA NO LIABILITY whose registered office is situated at 100 Collins Street, Melbourne in the State of Victoria (hereinafter sometimes called "Alliance" which expression where the context requires or permits shall include its successors and assigns)

AND:

BASIN OIL NO LIABILITY whose registered office is situated at 5 Harbour View Crescent, Milsons Point in the State of New South Wales (hereinafter sometimes called "Basin" which expression where the context requires or permits shall include its successors and assigns)

AND:

BRIDGE OIL LIMITED (formerly known as "Bridge Oil N.L.") whose registered office is situated at 52-58 Clarence Street, Sydney in the State of New South Wales (hereinafter sometimes called "Bridge" which expression where the context requires or permits shall include its successors and assigns)

AND:

REEF OIL NO LIABILITY whose registered office is situated at 5 Harbour View Crescent, Milsons Point in the State of New South Wales (hereinafter sometimes called "Reef" which expression where the context requires or permits shall include its successors and assigns)

AND:

COMMONWEALTH OF AUSTRALIA (hereinafter sometimes called "Commonwealth" which expression where the context requires or permits shall include its successors and assigns)
AND:

BRIDGE OIL DEVELOPMENTS PTY. LIMITED whose registered office is situated at 52-58 Clarence Street, Sydney in the State of New South Wales (hereinafter sometimes called "BOD" which expression where the context requires or permits shall include its successors and assigns)

AND:

TOTAL EXPLORATION AUSTRALIA PTY. LIMITED whose registered office is situated at 168 Walker Street, North Sydney in the State of New South Wales (hereinafter sometimes called "TOTAL" which expression where the context requires or permits shall include its successors and assigns)

(the said companies being hereinafter collectively called "the Licensees" which expression shall include their respective successors and assigns)

OF THE OTHER PART

WHEREAS

A. The Licensees are the holders of Petroleum Production Licence No. 15 granted by the Minister of Mines and Energy for the State of South Australia pursuant to the powers in the Petroleum Act, 1940-1971 and the Coorong Basin (Ratification) Act, 1975 over certain land in the State of South Australia as more particularly described in the said Petroleum Production Licence No. 15.
B. The Licensees are parties to an agreement made as of the 1st day of January, 1975 known as the South Australian Cooper Basin Unit Agreement (hereinafter and as the same may be amended from time to time referred to as "the Unit Agreement") relating inter alia to the development and production of petroleum from that sub-surface portion of the area comprised in the said Petroleum Production Licence No. 15 as the same is more particularly described in the Schedule hereto.

C. The Licensors with the consent of the Minister of Mines and Energy of the State of South Australia have agreed to grant and the Licensees have agreed to accept a sub-licence to exercise the rights specified in Clause 1 hereof upon the conditions specified in Clauses 2, 3, 4 and 5 hereof.

NOW THIS DEED WITNESSETH as follows --

1. The Licensors with the consent of the Minister of Mines and Energy of the State of South Australia hereby grant to each of the Licensees severally the exclusive right for a period of thirty one (31) years commencing and inclusive of the First day of January, 1975 (with the right of renewal hereinafter contained) subject to the provisions of this Deed of Sub-Licence to:

(a) conduct operations for the appraisal and production of petroleum from such sub-surface portion of the area comprised in the said Petroleum Production Licence No. 15 as is more particularly described in the Schedule hereto (hereinafter referred to as "the Unitized Zone") and subject to Clause 2 hereof to own all petroleum extracted or released therefrom; and
(b) construct and maintain upon the land comprised in the said Petroleum Production Licence No. 15 all such facilities as the LICENSORS are entitled to construct and maintain thereon pursuant to Section 33 of the Petroleum Act, 1940-1971 or the Cooper Basin (Ratification) Act, 1975 (or both) of the State of South Australia and as are necessary from time to time for the full enjoyment of the rights granted pursuant to Clause 1(a) hereof.

2. Each of the LICENSEES hereby expressly acknowledges, covenants and agrees with the LICENSORS and with each of the other LICENSEES that in the exercise of exclusive rights granted pursuant to Clause 1 hereof each LICENSEE shall at all times act subject to and in accordance with the provisions of the Unit Agreement (and in particular to the provisions of Clause 13.01 thereof which refers to an overriding royalty in favour of Santos) and that such rights shall entitle each LICENSEE to extract or release from the Unitized Zone so much of the petroleum within the Unitized Zone as such LICENSEE is entitled to from time to time in accordance with its Gas Unit Participation, Ethane Unit Participation, Propane Unit Participation, Butane Unit Participation, Pentanes Plus Unit Participation and its Additional Plant Products Unit Participation or Participations in accordance with the provisions of the Unit Agreement.

3. The LICENSEES hereby jointly and severally covenant with the LICENSORS that they will make payment in accordance with the Unit Agreement of the royalty referred to in the Cooper Basin (Ratification) Act, 1975 in respect to the production referred to in Clause 2 hereof.
and subject to the provisions of the Cooper Basin (Ratification) Act, 1975 make payment in accordance with the Unit Agreement of the yearly rent provided under the said Petroleum Act, 1940-1971 and will, subject as aforesaid, comply with the provisions of the said Petroleum Act, 1940-1971 and amendments thereto and with all Regulations for the time being in force under that Act and with any directions given by the Minister, the Director of Mines or any other person pursuant to that Act or the said Regulations and the Licensees hereby further jointly and severally covenant with the Licensor not to do any act or thing or make any omission which would cause the Licensor to be in breach or default of the provisions of the said Petroleum Production Licence No. 15 or of the provisions of the said Petroleum Act, 1940-1971 and amendments thereto or of any Regulation for the time being in force under that Act or with any direction given by the Minister, the Director of Mines or any other person pursuant to that Act or the said Regulations.

4. Subject to the due compliance by the Licensees with their obligations under this Deed of Sub-Licence the Licensor hereby covenant with the Licensees:

(a) to perform the covenants and obligations on the part of the Licensor contained in the said Petroleum Production Licence No. 15;

(b) that for such period as the same is required for the purpose of the Unit Agreement to exercise their rights of renewal pertaining to the said Petroleum Production Licence No. 15; and
(c) to renew the provisions of this Deed of Sub-Licence on the same terms and conditions during any renewed term of the said Petroleum Production Licence No. 15 for such period as aforesaid.

5. The rights of the Licensees or any of them granted pursuant to the foregoing provisions of this Deed of Sub-Licence shall not be sold, assigned, transferred, leased, sub-let, mortgaged, pledged, charged, encumbered or otherwise disposed of other than subject to and in accordance with the provisions of Article XV of the Unit Agreement and subject to Section 42 of the said Petroleum Act, 1940-1971 and Clause 14.2 of the Indenture annexed to the Cooper Basin (Ratification) Act, 1975.
THE SCHEDULE

(Description of Unitized Zone)

The stratigraphic unit named as the Della Field, Toolachee Formation in the First Schedule to the Unit Agreement and being as more particularly described therein.
IN WITNESS WHEREOF the Parties hereto sign, seal and deliver the foregoing presents and have hereunto set their respective hands and seals as of the day and year first above written.

SIGNED SEALED AND DELIVERED )
by )
as Attorney for ALLIANCE )
PETROLEUM AUSTRALIA N.L. in )
the presence of : )

                      Attorney
Power of Attorney No.

Witness

SIGNED SEALED AND DELIVERED )
by )
as Attorney for BASIN OIL )
N.L. in the presence of : )

                      Attorney
Power of Attorney No.

Witness

SIGNED SEALED AND DELIVERED )
by )
as Attorney for BRIDGE OIL )
LIMITED in the presence of: )

                      Attorney
Power of Attorney No.

Witness
Attest -

Assistant Secretary

Vice President

DELHI INTERNATIONAL OIL CORPORATION

By -

SIGNED SEALED AND DELIVERED )
by )
as Attorney for PURSUIT OIL )
N.L. in the presence of: )

Attorney
Power of Attorney No.

Witness

SIGNED SEALED AND DELIVERED )
by )
as Attorney for REEF OIL )
N.L. in the presence of: )

Attorney
Power of Attorney No.

Witness

SIGNED SEALED AND DELIVERED )
by )
as Attorney for SANTOS )
LIMITED in the presence of: )

Attorney
Power of Attorney No.

Witness
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
MEMORANDUM

Petroleum Exploration Licence’s 5 & 6
Petroleum Production Licence’s 15, 16, 22, 30, 34, 36 and 39
Pipeline Licence No. 2

Crusader Resources NL
Westpac Banking Corporation

Receipt of the following documents is hereby entered on the Petroleum Register.

Fixed and Floating Charge dated 25th August 1989 and a Deed of Variation of Charge dated the 5th November 1990 entered into by Crusader Resources NL and Westpac Banking Corporation. My consent is insofar as it is necessary for me to do so for the purposes of Section 42 of the Petroleum Act 1940.

MC:MS
9/5/91

*Copy - Documents placed in PEL's 5+6 Vol. 26