INDEX OF DOCUMENTS HELD ON THE PETROLEUM REGISTER FOR ASSOCIATED ACTIVITIES LICENCE AAL 164

1. 9 January 2012  Grant of Associated Activities Licence AAL 164.

Interests in the licence are:-

Santos Ltd 40.70%
Vamgas Pty Ltd 8.51%
Alliance Petroleum Australia Pty Ltd 3.97%
Reef Oil Pty Ltd 1.97%
Santos Petroleum Pty Ltd 0.40%
Bridge Oil Developments Pty Ltd 3.99%
Santos (BOL) Pty Ltd 0.21%
Origin Energy Resources Ltd 13.19%
Delhi Petroleum Pty Ltd 20.21%
Basin Oil Pty Ltd 2.10%
Santos (NARNL Cooper) Pty Ltd 4.75%

2. 9 January 2012  Memorandum entering grant of licence on the public register.

3. 12 January 2012  Gazettal of grant of licence.
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>Reference</th>
</tr>
</thead>
<tbody>
<tr>
<td>AAL 164</td>
<td>Santos Ltd (Operator)</td>
<td>Cooper Basin</td>
<td>F2011/000454</td>
</tr>
<tr>
<td></td>
<td>Vamgas Pty Ltd</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Alliance Petroleum Australia Pty Ltd</td>
<td></td>
<td></td>
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<tr>
<td></td>
<td>Reef Oil Pty Ltd</td>
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<td>Basin Oil Pty Ltd</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Santos (NARNL Cooper) Pty Ltd</td>
<td></td>
<td></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′56″S GDA94 and longitude 139°55′51″E GDA94, thence east to longitude 140°04′08″E GDA94, south to latitude 27°43′29″S GDA94, east to longitude 140°04′22″E GDA94, south to latitude 27°43′55″S GDA94, east to longitude 140°05′19″E GDA94, south to latitude 27°44′21″S GDA94, east to longitude 140°05′51″E GDA94, south to latitude 27°46′57″S GDA94, west to longitude 140°05′04″E GDA94, south to latitude 27°46′44″S GDA94, west to longitude 140°04′49″E GDA94, south to latitude 27°47′55″S GDA94, west to longitude 140°04′34″E GDA94, south to latitude 27°49′46″S GDA94, west to longitude 140°04′04″E GDA94, south to latitude 27°50′23″S GDA94, west to longitude 139°55′47″E GDA94, north to latitude 27°47′18″S GDA94, west to longitude 139°52′53″E GDA94, north to latitude 27°43′11″S GDA94, east to longitude 139°55′07″E GDA94, north to latitude 27°42′46″S GDA94, east to longitude 139°55′22″E GDA94, north to latitude 27°42′33″S GDA94, east to longitude 139°55′51″E GDA94 and north to the point of commencement.

Area: 266 km² approximately.

Dated 9 January 2012.

B. A. GOLDSTEIN,
Executive Director,
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy
MEMORANDUM

ASSOCIATED ACTIVITIES LICENCE
AAL 164

1. This Licence granted on 9 January 2012 is hereby entered on the public register.

2. Interests in the licence are:-

<table>
<thead>
<tr>
<th>Company</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Santos Limited (Operator)</td>
<td>40.70%</td>
</tr>
<tr>
<td>Vargas Pty Ltd</td>
<td>8.51%</td>
</tr>
<tr>
<td>Alliance Petroleum Australia Pty Ltd</td>
<td>3.97%</td>
</tr>
<tr>
<td>Reef Oil Pty Ltd</td>
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<td>Santos Petroleum Pty Ltd</td>
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<td>Bridge Oil Developments Pty Ltd</td>
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<td>13.19%</td>
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<td>Basin Oil Pty Ltd</td>
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</tr>
<tr>
<td>Santos (NARNL Cooper) Pty Ltd</td>
<td>4.75%</td>
</tr>
</tbody>
</table>

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

Date: 9 January 2012

File: F2011/000453
Petroleum and Geothermal Energy Act 2000

ASSOCIATED ACTIVITIES LICENCE

AAL 164

I, BARRY ALAN GOLDSTEIN, Executive Director, Energy Resources Division, Department for Manufacturing, Innovation, Trade, Resources and Energy, in the State of South Australia, pursuant to the provisions of the Petroleum and Geothermal Energy Act 2000 and all other enabling powers, for and on behalf of Tom Koutsantonis, Minister for Mineral Resources and Energy (Minister), pursuant to delegated powers dated 1 October 2009, HEREBY GRANT to:

- 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 000 146 369
- Bridge Oil Developments Pty Ltd  ACN 001 152 049
- Santos (BOL) Pty Ltd  ACN 000 670 575
- Origin Energy Resources Limited  ACN 007 845 338
- Delhi Petroleum Pty Ltd  ACN 007 854 686
- Basin Oil Pty Ltd  ACN 000 628 017
- Santos (NARNL Cooper) Pty Ltd  ACN 004 761 255

(hereinafter referred to as the Licensee) an Associated Activities Licence as an adjunct to Petroleum Production Licence PPL 17, in respect of the area set out below, to have effect from 9 January 2012 and to expire on 8 January 2018 and carrying the right of renewal 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, the CPSAN12 Greater Lelepton 3D seismic survey 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: 9/1/12

BARRY A. GOLDSTEIN
Director Petroleum and Geothermal
Minerals and Energy Resources
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy
Signed for and on behalf 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 authorised representative:

[Signature]

Name (print)

[Signature]

Date

23/12/11

Signed for and on behalf of Origin Energy Resources Limited by its duly appointed attorney: Owen Hobbs
Eastern Australia Onshore Asset Manager
Upstream Oil & Gas Australia

Name (print)

[Signature]

Date

23-12-11

Signed for and on behalf of Delhi Petroleum Pty Ltd in accordance with section 127(1) of the Corporations Act by authority of its Directors:

[Signature]

Name (print)

Date

Inst 04476.docx

Page 3 of 5
THE SCHEDULE
ASSOCIATED ACTIVITIES LICENCE
AAL 164

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°41'56"S GDA94 and longitude 139°55'51"E GDA94, thence east to longitude 140°04'08"E GDA94, south to latitude 27°43'29"S GDA94, east to longitude 140°04'22"E GDA94, south to latitude 27°43'55"S GDA94, east to longitude 140°04'51"E GDA94, south to latitude 27°44'21"S GDA94, east to longitude 140°05'19"E GDA94, south to latitude 27°46'44"S GDA94, west to longitude 140°05'04"E GDA94, south to latitude 27°48'57"S GDA94, west to longitude 140°04'49"E GDA94, south to latitude 27°47'36"S GDA94, west to longitude 140°04'34"E GDA94, south to latitude 27°49'46"S GDA94, west to longitude 140°04'04"E GDA94, south to latitude 27°50'23"S GDA94, west to longitude 139°55'47"E GDA94, north to latitude 27°47'18"S GDA94, west to longitude 139°52'53"E GDA94, north to latitude 27°43'11"S GDA94, east to longitude 139°55'07"E GDA94, north to latitude 27°42'46"S GDA94, east to longitude 139°55'22"E GDA94, north to latitude 27°42'33"S GDA94, east to longitude 139°55'51"E GDA94, and north to the point of commencement.

AREA: 266 square kilometres approximately.
Note: There is no warranty that the boundary of this licence is correct in relation to other features of the map. The boundary is to be ascertained by reference to the Australian Geodetic Datum (AGD66), the Geocentric Datum of Australia (GDA94) and the schedule.

THE PLAN HEREBEFORE REFERRED TO

ASSOCIATED ACTIVITIES LICENCE NO: 164

F2011/000453 AREA: 266 sq km (approx)