1. 15 January 1991  
Effective: 1 January 1990  
Expire: 31 December 2010  

Interests in the Licence:  
- Santos Limited 50.0%  
- Delhi Petroleum Pty Ltd 30.0%  
- SAGASCO Resources Limited 10.0%  
- Vamgas Ltd 10.0%  

2. 15 January 1991  
Memorandum entering licence on the public register and notating receipt of security.  

3. 17 January 1991  

4. 17 March 1994  
Memorandum dated 17 March 1994 consenting to the transfer as contained in the following documentation:  
- Deed of Assignment and Transfer dated 20 December 1993 between Santos Ltd and Crusader Resources NL.  

5. 15 April 1994  
Memorandum entering the following documents on the public register:  
- Deed of Consent and Assumption dated 9 March 1994 between the Unit Agreement parties and Australian Hydrocarbons Ltd, Claremont Petroleum NL, Oil Company of Australia Ltd, The Australian Gas Light Company, Pipelines Authority of South Australia and Executor Trustee Australia Ltd;  
- 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;  
- 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;  
- Covenant and Acknowledgment from Santos Ltd and Crusader Resources NL to Basin Oil NL dated 8 March 1994.
6. 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.

   From: Vamgas Ltd
   To: Vamgas Pty Ltd

8. 24 July 1995  Memorandum entering change of company name on public register

9. 5 September 1995  Certificate of Registration on Change of Name dated 1 September 1995:
   From: SAGASCO Resources Ltd
   To: Boral Energy Resources Ltd.

10. 5 September 1995 Memorandum entering change of company name on the Public Register

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

12. 30 June 1997  Certificate of Registration on Change of Name dated 12 June 1997:
   From: Crusader Resources NL
   To: Gulf (Aust) Resources NL

13. 30 June 1997  Memorandum entering change of company name on the Public Register.
14. 10 December 1999  Certificate of Registration on Change of Name dated 6 October 1999:
   From: Gulf (Aust) Resources NL
   To: Novus Australia Resources NL

15. 10 December 1999  Memorandum entering change of company name on the Public Register.

16. 13 March 2000  Certificate of Registration on Change of Name dated 24 February 2000:
   From: Boral Energy Resources
   To: Origin Energy Resources Ltd

17. 13 March 2000  Memorandum entering change of company name on the Public Register.

18. 15 October 2002  Certificate of Registration on Change of Type and Conversion to a Proprietary Company dated 8 June 2000:
   From: Basin Oil NL
   To: Basin Oil Pty Ltd

19. 15 October 2002  Memorandum entering change of company name on the Public Register.

20. 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.

21. 23 July 2004  Memorandum entering notation of registrable dealing on the public register:
   - DPPL Security dated 21 May 2004 between Delhi Petroleum Pty Ltd and Westpac Banking Corporation
     Ref:SA 2004-44

22. 23 November 2005  Notation of discharge of security and receipt of replacement security is entered on the public register.

23. 13 January 2006  Certificate of Registration on Change of Name dated 29 June 2005:
   From: Novus Australia Resources NL
   To: Santos (NARNL Cooper) NL

24. 13 January 2006  Memorandum entering change of company name on the Public Register.

25. 9 May 2006  Certificate of Registration on Change of Name dated 1 December 2005:
   From: Santos (NARNL Cooper) NL
   To: Santos (NARNL Cooper) Pty Ltd.

26. 9 May 2006  Memorandum entering change of company name on the Public Register.
27. 20 December 2010 Renewal of licence, with effect from 1 January 2011.

28. 20 December 2010 Memorandum entering renewal on public register.

29. 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

30. 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

31. 5 November 2015 Memorandum entering notation of the grant of adjunct Associated Activities Licence AAL 233 on the public register.

32. 9 August 2017 Certificate of Registration on Change of Company Name dated 29 June 2017.

   From: Origin Energy Resources Limited
   To: Lattice Energy Limited

33. 9 August 2017 Memorandum entering notation of change of company name on the public register.

34. 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

35. 22 January 2020 Certificate of Registration on Change of Name dated 2 December 2019.

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

36. 22 January 2020 Memorandum entering notation of change of company name on the public register.
MEMORANDUM

PETROLEUM PRODUCTION LICENCES
PPLs 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25,
26, 27, 29, 30, 31, 32, 33, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46,
47, 48, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68,
69, 70, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 83, 84, 86, 87, 88, 89, 90,
91, 92, 94, 95, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109,
110, 111, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124,
125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136. 137, 138,
139, 140, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154,
155, 156, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 172, 174,
175, 176, 177, 178, 179, 180, 182, 187, 189, 190, 193, 194, 195, 196,
201, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237 and 238

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. Goldstein
   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.

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.

   [Signature]

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

   Date: 9 August 2017

M 2811.DOCX
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.

[Signature]
Greg Medcraft
Chairman
MEMORANDUM

PETROLEUM PRODUCTION LICENCES
PPLs 12, 13, 14, 23, 24, 58, 72, 74, 79, 92, 116, 163, 228, 231
and 232

1. Notation of the Grant of Associated Activities Licence AAL 233 (adjunct to
PPLs 12, 13, 14, 23, 24, 58, 72, 74, 79, 92, 116, 163, 228, 231 and 232) is
hereby entered on the public register.

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

Date: 5 November 2015

File: F2015/000530
MEMORANDUM

PETROLEUM PRODUCTION LICENCES

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.

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
MEMORANDUM

RENEWAL OF PETROLEUM PRODUCTION LICENCES
PPL 48 and PPL 58

1. Renewal of these licences, effective from 1 January 2011 is hereby entered on the public register.

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

Date: 20 December 2010

File: 28/1/134
      28/1/151
Petroleum and Geothermal Energy Act 2000
Cooper Basin (Ratification) Act 1975

Renewal of
PETROLEUM PRODUCTION LICENCE No. 58

I, BARRY ALAN GOLDSTEIN, Director Petroleum and Geothermal, Minerals and Energy Resources, Department of Primary Industries and Resources in the State of South Australia, pursuant to the provisions of the Petroleum and Geothermal Energy Act 2000, 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 58, 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 000 146 369
- 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 and Geothermal Energy Act 2000, to have effect from 1 January 2011.

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 and Geothermal Energy 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. 58, pursuant to section 33 of the Petroleum Act 1940 immediately prior to commencement of the Petroleum and Geothermal Energy 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 and Geothermal Energy 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.

If this Licence is surrendered or cancelled and the Minister is satisfied that there are no further obligations under this Licence or the Petroleum and Geothermal Energy Act 2000, 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 the *Petroleum and Geothermal Energy Act 2000* cannot transfer, limit or exclude liability under the *Petroleum Act 1940* or the *Petroleum and Geothermal Energy Act 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: **20 December** 2010

[Signature]

BARRY A. GOLDSFELD
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: Authorised Representative

[Signature]

James Leslie Bauldorstone

[Signature]

Date

13.12.10

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

Cathy Oster
Company Secretary

[Signature]

Reg Nelson
Managing Director

Director Signature

23/11/10

Date

Executed for and on behalf of Origin Energy Resources Ltd by its duly appointed representative:

[Signature]

Owen Hoks
Asset Manager

Australia Onshore

Name (print)

[Signature]

Representative Signature

29-11-10

Date
SCHEDULE 1

PETROLEUM PRODUCTION LICENCE

PPL 58

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°18'20"S AGD66 and longitude 140°56'35"E AGD66, thence east to longitude 140°58'20"E AGD66, south to latitude 28°19'20"S AGD66, east to longitude 140°58'30"E AGD66, south to latitude 28°21'00"S Clarke1858, west to longitude 140°56'35"E AGD66, and north to point of commencement.

AREA: 14.9 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, the Australian Geodetic Datum and the schedule.

THE PLAN HEREBEFORE REFERRED TO

METTIKA FIELD

PETROLEUM PRODUCTION LICENCE NO: 58
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 Resources
   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

M 0660.doc
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: Novus Australia Resources NL
To: Santos (NARNL Cooper) NL

is hereby entered on the public register of licences.

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
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


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 GOLDSSTEIN
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
MEMORANDUM

PETROLEUM PRODUCTION LICENCES
PPL's 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 27, 28,
29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49,
50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 71,
72, 73, 74, 75, 76, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94,
95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111,
112, 113, 114, 115, 116, 117, 119, 120, 124, 126, 127, 128, 129, 130, 132, 133,
134, 135, 137, 138, 139, 140, 141, 143, 144, 145, 146, 148, 149, 150, 151, 153,
154, 155, 157, 159, 160, 161, 162, 163, 164, 165, 166, 169, 170, 171, 172, 173,
174, 175, 176, 177, 178, 179, 180, 181, 183, 184, 185, 186, 188, 189, 190, 192,
193, 195, 196, 198, 199;

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 GOLSTEIN
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 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
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
CLAYTON UTZ
1 O’Connell Street
SYDNEY NSW 2000

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

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
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

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.

[Signature]

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), Vangas Pty Ltd (Vangas), 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, Vangas, Crusader, BOD, BOL, Reef, Alliance and Basin.

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

- Deed of Amendment Downstream Cross Charge dated 20 December 1996 between Santos, Delhi, Santos Petroleum, Boral, Vangas, 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 Central</td>
<td>6</td>
<td>Santos</td>
<td>40.70</td>
</tr>
<tr>
<td>Merrimelia</td>
<td>20</td>
<td>Vangas</td>
<td>8.51</td>
</tr>
<tr>
<td>Innamincka</td>
<td>22</td>
<td>Alliance</td>
<td>3.97</td>
</tr>
<tr>
<td>Muta</td>
<td>27-28</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 South West</td>
<td>63</td>
<td>BOL</td>
<td>0.21</td>
</tr>
<tr>
<td>Nappacoongee Murtere</td>
<td>78</td>
<td>Delhi</td>
<td>20.21</td>
</tr>
<tr>
<td>Lake Hope</td>
<td>83</td>
<td>Basin</td>
<td>2.10</td>
</tr>
<tr>
<td>Moomba</td>
<td></td>
<td>Crusader</td>
<td>4.75</td>
</tr>
<tr>
<td>Toolachee</td>
<td></td>
<td></td>
<td>100.00</td>
</tr>
<tr>
<td>Haddon</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Clifton</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Koonoherra</td>
<td></td>
<td></td>
<td></td>
</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.

J S Zabrowarny
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
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

24.1.95
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 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.

[Signature]

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

[Initials]
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 1003 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.

[Signature]

R A LAWS
DIRECTOR, OIL GAS AND COAL
Delegate of the Minister for Mines and Energy
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 NL.

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>REVISED INTERESTS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Moomba</td>
<td>6-7-8-9</td>
<td>Santos Ltd (Santos)</td>
<td>50.0</td>
<td>45.25</td>
</tr>
<tr>
<td></td>
<td>10-11-51</td>
<td>Delhi Petroleum Pty Ltd(Delhi)</td>
<td>30.0</td>
<td>30.0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Vamgas Ltd (Vamgas)</td>
<td>10.0</td>
<td>10.0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Sagasco Resources Ltd (SAGASCO)</td>
<td>10.0</td>
<td>10.0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Crusader Resources NL (Crusader)</td>
<td>-</td>
<td>4.75</td>
</tr>
<tr>
<td>Toolachee</td>
<td>12-13-14</td>
<td>Santos</td>
<td>50.0</td>
<td>45.25</td>
</tr>
<tr>
<td></td>
<td>23-24-25</td>
<td>Delhi</td>
<td>30.0</td>
<td>30.0</td>
</tr>
<tr>
<td></td>
<td>40-41-58</td>
<td>Vamgas</td>
<td>10.0</td>
<td>10.0</td>
</tr>
<tr>
<td></td>
<td>69-71-72</td>
<td>SAGASCO</td>
<td>10.0</td>
<td>10.0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Crusader</td>
<td>-</td>
<td>4.75</td>
</tr>
<tr>
<td>Nappacoongee/Murteree</td>
<td>15-16-22</td>
<td>Santos</td>
<td>35.0</td>
<td>60.25</td>
</tr>
<tr>
<td></td>
<td>30-34-36</td>
<td>Crusader</td>
<td>30.0</td>
<td>4.75</td>
</tr>
<tr>
<td></td>
<td>39</td>
<td>Delhi</td>
<td>21.0</td>
<td>21.0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Vamgas</td>
<td>7.0</td>
<td>7.0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>SAGASCO</td>
<td>7.0</td>
<td>7.0</td>
</tr>
<tr>
<td>Merrimelia/Innaminka</td>
<td>17-27-33</td>
<td>Alliance Petroleum Aust NL</td>
<td>50.0</td>
<td>50.0</td>
</tr>
<tr>
<td></td>
<td>35-42-43</td>
<td>Santos</td>
<td>25.0</td>
<td>20.25</td>
</tr>
<tr>
<td></td>
<td>44-52-56</td>
<td>Delhi</td>
<td>15.0</td>
<td>15.0</td>
</tr>
<tr>
<td></td>
<td>68</td>
<td>Vamgas</td>
<td>5.0</td>
<td>5.0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>SAGASCO</td>
<td>5.0</td>
<td>5.0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Crusader</td>
<td>-</td>
<td>4.75</td>
</tr>
<tr>
<td>Location</td>
<td>Section</td>
<td>Company/Participation</td>
<td>%</td>
<td>%</td>
</tr>
<tr>
<td>-------------------</td>
<td>---------</td>
<td>-----------------------</td>
<td>---</td>
<td>---</td>
</tr>
<tr>
<td>Patchawarra</td>
<td>18-19-20</td>
<td>Santos Bridge Oil Developments Pty Ltd</td>
<td>25.0</td>
<td>20.25</td>
</tr>
<tr>
<td>Central</td>
<td>29-50-55</td>
<td>Delhi</td>
<td>15.0</td>
<td>15.0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Basin Oil NL</td>
<td>12.50</td>
<td>12.50</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Reef Oil NL</td>
<td>12.50</td>
<td>12.50</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Vangas</td>
<td>5.0</td>
<td>5.0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>SAGASCO</td>
<td>5.0</td>
<td>5.0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Bridge Oil Ltd</td>
<td>1.25</td>
<td>1.25</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Crusader</td>
<td>-</td>
<td>4.75</td>
</tr>
<tr>
<td>Patchawarra</td>
<td>26</td>
<td>Vangas</td>
<td>43.75</td>
<td>43.75</td>
</tr>
<tr>
<td>East</td>
<td></td>
<td>Santos</td>
<td>28.571</td>
<td>25.022</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Delhi</td>
<td>17.143</td>
<td>17.143</td>
</tr>
<tr>
<td></td>
<td></td>
<td>SAGASCO</td>
<td>10.536</td>
<td>10.536</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Crusader</td>
<td>-</td>
<td>2.9688</td>
</tr>
<tr>
<td>Patchawarra</td>
<td>28-48-66</td>
<td>SAGASCO</td>
<td>30.0</td>
<td>30.0</td>
</tr>
<tr>
<td>South West</td>
<td>49-66</td>
<td>Santos</td>
<td>35.0</td>
<td>30.25</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Vangas</td>
<td>20.0</td>
<td>20.0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Delhi</td>
<td>15.0</td>
<td>15.0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Crusader</td>
<td>-</td>
<td>4.75</td>
</tr>
<tr>
<td>Murta</td>
<td>31-32-37</td>
<td>Santos</td>
<td>45.0</td>
<td>40.25</td>
</tr>
<tr>
<td></td>
<td>38-53-54</td>
<td>Delhi</td>
<td>27.0</td>
<td>27.0</td>
</tr>
<tr>
<td></td>
<td>57-59-60</td>
<td>Vangas</td>
<td>14.0</td>
<td>14.0</td>
</tr>
<tr>
<td></td>
<td>61-65-67</td>
<td>SAGASCO</td>
<td>14.0</td>
<td>14.0</td>
</tr>
<tr>
<td></td>
<td>70</td>
<td>Crusader</td>
<td>-</td>
<td>4.75</td>
</tr>
<tr>
<td>Lake Hope</td>
<td>45-46-47</td>
<td>Santos</td>
<td>52.0</td>
<td>47.25</td>
</tr>
<tr>
<td></td>
<td>63-64</td>
<td>Delhi</td>
<td>30.0</td>
<td>30.0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>SAGASCO</td>
<td>10.0</td>
<td>10.0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Vangas</td>
<td>8.0</td>
<td>8.0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Crusader</td>
<td>-</td>
<td>4.75</td>
</tr>
<tr>
<td>Clifton</td>
<td></td>
<td>Santos</td>
<td>50.0</td>
<td>45.25</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Delhi</td>
<td>30.0</td>
<td>30.0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Vangas</td>
<td>10.0</td>
<td>10.0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>SAGASCO</td>
<td>10.0</td>
<td>10.0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Crusader</td>
<td>-</td>
<td>4.75</td>
</tr>
<tr>
<td>Haddon</td>
<td></td>
<td>Santos</td>
<td>52.50</td>
<td>47.75</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Delhi</td>
<td>30.0</td>
<td>30.0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Vangas</td>
<td>8.75</td>
<td>8.75</td>
</tr>
<tr>
<td></td>
<td></td>
<td>SAGASCO</td>
<td>8.75</td>
<td>8.75</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Crusader</td>
<td>-</td>
<td>4.75</td>
</tr>
<tr>
<td>Koonchera</td>
<td></td>
<td>Santos</td>
<td>50.0</td>
<td>45.25</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Delhi</td>
<td>30.0</td>
<td>30.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Vangas</td>
<td>10.0</td>
<td>10.0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>SAGASCO</td>
<td>10.0</td>
<td>10.0</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Crusader</td>
<td>-</td>
<td>4.75</td>
</tr>
</tbody>
</table>
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
MINISTERIAL ADVISORY COMMITTEE

Mines and Energy Inspectorate and Related Matters

NOTICE is hereby given that a Ministerial Advisory Committee has been established to inquire into and advise the Minister with regard to matters relating to the Inspectorial functions of the Department.

In particular:

- the efficiency and effectiveness of existing arrangements, both as regards legislative requirements and resource utilisation pursuant to the relevant acts.
- any other related matters.

Individuals or organisations intending to contribute to the inquiry should send in a written submission to:

The Senior Administrative Officer  
Minister of Mines and Energy Office  
1st Floor, State Administration Building  
Victoria Square  
Adelaide 5000

Submissions close on 12 February 1991.

Following the close of submissions, hearings will commence on 28 February to review matters raised by the submissions.

For further information ring the Executive Officer of the Ministerial Advisory Committee, Mr Tim Wilson on 274 7652.

J. KLUNDER, Minister of Mines and Energy

GRANT OF PETROLEUM PRODUCTION LICENCE

Department of Mines and Energy, Parkside, 15 January 1991

NOTICE is hereby given that the undermentioned petroleum production licence has been granted under the provisions of the Petroleum Act, 1940.

J. H. C. KLUNDER, Minister of Mines and Energy

<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>58</td>
<td>SANTOS Ltd; Delhi Petroleum Pty Ltd; Vamgas Ltd; SAGASCO Resources Ltd</td>
<td>Mettika Field in the Cooper Basin of South Australia</td>
<td>31 December 2010</td>
<td>14.88</td>
<td>SR 28/1/151</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°18'20"S and longitude 140°56'35"E, thence east to longitude 140°58'20"E, south to latitude 28°19'20"S, east to longitude 28°21'00"E, west to longitude 140°56'35"E, and north to the point of commencement. All the within latitudes and longitudes are geodetic and expressed in terms of the Australian Geodetic Datum as defined on p. 4984 of Commonwealth Gazette number 84 dated 6 October 1966 except those latitudes and longitudes underlined which are expressed in terms of the Clarke 1866 Spheroid (Transverse Mercator Projection).
MEMORANDUM

Petroleum Production Licence No. 58 (Mettika Field)

1. This licence granted retrospectively on 1/1/90 is hereby entered on the Petroleum Register.

2. A security in the form of a $4000 bank guarantee has been lodged with respect to this licence.

3. Interests in the licence area are as follows:-

<table>
<thead>
<tr>
<th>Company</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Santos Limited</td>
<td>50</td>
</tr>
<tr>
<td>Delhi Petroleum Pty Ltd</td>
<td>30</td>
</tr>
<tr>
<td>Vamgas Ltd</td>
<td>10</td>
</tr>
<tr>
<td>SAGASCO Resources Ltd</td>
<td>10</td>
</tr>
</tbody>
</table>


SR 28/1/151

J H C KLUNDER
MINISTER OF MINES AND ENERGY

SR 28/1/151
SOUTH AUSTRALIA - PETROLEUM ACT 1940

AND

COOPER BASIN (RATIFICATION) ACT 1975-1981

PETROLEUM PRODUCTION LICENCE NUMBER 58

I, JOHN HEINZ CORNELIS KLUNDER, Minister of Mines and Energy in and for the State of South Australia pursuant to the Petroleum Act, 1940 and the Cooper Basin (Ratification) Act, 1975-1981 and all other enabling powers HEREBY GRANT JOINTLY to SANTOS LIMITED of 39 Grenfell Street, Adelaide, South Australia, DELHI PETROLEUM PTY LTD of 8th Floor, 70 Pirie Street, Adelaide, South Australia, VAMGAS LTD of C/- Ernst & Young, 15th Floor, 469 La Trobe Street, Melbourne, Victoria, and SAGASCO RESOURCES LIMITED of 60 Hindmarsh Square, Adelaide, South Australia, a Petroleum Production Licence in respect of the area described hereunder:-

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°18′20″S and longitude 140°56′35″E, thence east to longitude 140°58′20″E, south to latitude 28°19′20″S, east to longitude 140°58′30″E, south to latitude 28°21′00″S, west to longitude 140°56′35″E and north to the point of commencement.

All the within latitudes and longitudes are geodetic and expressed in terms of the Australian Geodetic Datum as defined on p.4984 of Commonwealth Gazette Number 84 dated 6 October, 1966 except those latitudes and longitudes underlined which are expressed in terms of the Clarke 1858 Spheroid (Transverse Mercator Projection).

TERMS AND CONDITIONS

1. The term of this licence in twenty-one (21) years commencing on and inclusive of the First day of January 1990 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 (21) years.
2. The licencees hereby covenant with the Minister that they will make payment of the yearly rent provided under the Petroleum Act, 1940 and of the royalty referred to in the Cooper Basin (Ratification) Act, 1975-1981 and will subject to the provisions of the Cooper Basin (Ratification) Act, 1975-1981 comply with the provisions of the Petroleum Act, 1940 and with all Regulations for the time being in force under that Act and with any directions given by the Minister the Director-General of Mines and Energy 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 licencees of one (1) Sub-Licence pursuant to the provisions of the Cooper Basin (Ratification) Act, 1975-1981 in the form of or to the effect set out in the Schedule hereto.

4. It is hereby acknowledged and agreed that the licencees own and hold the following undivided interests respectively in and under this licence:-

<table>
<thead>
<tr>
<th>Company</th>
<th>Interest</th>
</tr>
</thead>
<tbody>
<tr>
<td>Santos</td>
<td>Fifty per centum (50%)</td>
</tr>
<tr>
<td>Delhi</td>
<td>Thirty per centum (30%)</td>
</tr>
<tr>
<td>Vangas</td>
<td>Ten per centum (10%)</td>
</tr>
<tr>
<td>SAGASCO</td>
<td>Ten per centum (10%)</td>
</tr>
</tbody>
</table>

Provided that nothing in this Clause contained shall in any way affect or derogate from the rights, duties and liabilities of the licencees (as determined pursuant to the Indenture as defined in the Cooper Basin (Ratification) Act, 1975-1981 and the Petroleum Act, 1940) to the Minister under this licence AND PROVIDED FURTHER that as between the licencees the undivided interests so owned and held by the licencees shall be subject to the provisions of a Joint Operating Agreement dated the 28th day of June, 1973 to which the licencees are parties and as the same has been amended 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 .......... day of .......... 1990.

[Signature]

MINISTER OF MINES AND ENERGY

SIGNED, SEALED AND DELIVERED by the said Licensees at .......... this .......... day of .......... 1990.
3.

THE COMMON SEAL of
SANTOS LIMITED was
hereunto affixed in
the presence of:-

DIRECTOR

SECRETARY

SIGNED, SEALED AND DELIVERED
for and on behalf of DELHI
PETROLEUM PTY LTD by its
duly authorised Attorney under
Power of Attorney dated the
... day of ..., 19...
who hereby states that he/she
has no notice of revocation of
the said Power of Attorney at
the time of executing this
instrument in the presence of:

WITNESS

DELHI PETROLEUM PTY LTD
BY ITS ATTORNEY:

THE COMMON SEAL of
VAMGAS LTD was hereunto
affixed in the presence
of:-

DIRECTOR

SECRETARY

THE COMMON SEAL of
SAGASCO RESOURCES LIMITED
was hereunto affixed in the
presence of:-

DIRECTOR

SECRETARY
SANTOS LIMITED    DELHI PETROLEUM PTY. LTD.
VAMGAS LIMITED
SAGASCO RESOURCES LTD.

PETROLEUM PRODUCTION LICENCE NO. 58

DEPARTMENT OF MINES AND ENERGY - S.A.   SR 28/1/151   AREA 14.88 km² (approx.)
THE SCHEDULE HEREIN BEFORE REFERRED TO

THIS DEED OF SUB-LICENCE made the day of 199
with effect from the first day of January 1990.

BETWEEN:

SANTOS LIMITED whose registered office is situated at 39 Grenfell Street, 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 PETROLEUM PTY. LTD. whose registered office is situated at 8th Floor, 70 Pirie Street, Adelaide in the State of South Australia (hereinafter sometimes called "Delhi" which expression where the context requires or permits shall include its successors and assigns);

AND

VAMGAS LTD. whose registered office is situated at c/- Ernst & Young, 15th Floor, 469 La Trobe Street, Melbourne in the State of Victoria (hereinafter sometimes called "Vamgas" which expression where the context requires or permits shall include its successors and assigns);

AND

SAGASCO RESOURCES LIMITED whose registered office is situated at 60 Hindmarsh Square, Adelaide in the State of South Australia (hereinafter sometimes called "SAGASCO" 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 39 Grenfell Street, 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 PETROLEUM PTY. LTD. whose registered office is situated at 8th Floor, 70 Pirie Street, Adelaide in the State of South Australia (hereinafter sometimes called "Delhi" which expression where the context requires or permits shall include its successors and assigns);  

AND  

VAMGAS LTD. whose registered office is situated at c/- Ernst & Young, 15th Floor, 469 La Trobe Street, Melbourne in the State of Victoria (hereinafter sometimes called "Vamgas" which expression where the context requires or permits shall include its successors and assigns);
AND

SAGASCO RESOURCES LIMITED whose registered office is situated at
60 Hindmarsh Square, Adelaide in the State of South Australia
(hereinafter sometimes called "SAGASCO" which expression where
the context requires or permits shall include its successors and
assigns);

AND

CRUSADEER RESOURCES NO LIABILITY whose registered office is
situated at 19th Floor, 535 Bourke Street, Melbourne in the State
of Victoria (hereinafter sometimes called "Crusader" 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 c/- Ernst & Young, 15th Floor, 469 La Trobe
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 c/-
Priestley & Morris, 37 Pitt Street, Sydney 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

4099L
BRIDGE OIL LIMITED whose registered office is situated at Level 33, Westpac Plaza, 60 Margaret 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 c/- Touche Ross & Co., Level 39, 19 Martin Place, Sydney 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

BRIDGE OIL DEVELOPMENTS PTY. LTD. whose registered office is situated at Level 33, Westpac Plaza, 60 Margaret 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

SANTOS PETROLEUM PTY. LTD. whose registered office is situated at c/- Touche Ross & Co., Level 39, 19 Martin Place, Sydney in the State of New South Wales (hereinafter sometimes called "SPL" 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 where the context requires or permits shall include their respective successors and assigns); 

OF THE OTHER PART
WHEREAS:–

A. The Licensor(s) are the holders of Petroleum Production Licence No. 58 granted by the Minister of Mines and Energy of the State of South Australia pursuant to the powers in the Petroleum Act, 1940 and the Cooper Basin (Ratification) Act, 1975-1981 over certain land in the State of South Australia as more particularly described in the said Petroleum Production Licence No. 58.

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 has been and may hereafter 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. 58 as the same is more particularly described in the Schedule hereto.

C. The Licensor(s) with the consent of the Minister of Mines and Energy of the State of South Australia have agreed to grant and the Licensee(s) 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 Licensor(s) with the consent of the Minister of Mines and Energy of the State of South Australia hereby grant to each of the Licensee(s) severally the exclusive right for a period of twenty-one (21) years commencing and inclusive of the First day of January 1990 (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. 58 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. 58 all such facilities as the Licensors are entitled to construct and maintain thereon pursuant to Section 33 of the Petroleum Act, 1940 or the Cooper Basin (Ratification) Act, 1975-1981 (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, Condensate Unit Participation, Crude Oil 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, as amended, of the royalty referred to in the Cooper Basin (Ratification) Act, 1975-1981 in respect to the production referred to in Clause 2 hereof and subject to the provisions of the Cooper Basin (Ratification) Act, 1975-1981 make payment in accordance with the Unit Agreement of the yearly rent provided under the said Petroleum Act, 1940 and will subject as aforesaid comply with the provisions of the said Petroleum Act, 1940 and with all Regulations for the time being in force under that Act and with any directions given by the Minister, the Director-General of Mines and Energy or any other person pursuant to that Act or the said 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 said Petroleum Production Licence No. 58 or of the provisions of the said Petroleum Act, 1940 or of any Regulation for the time being in force under that Act or with any direction given by the Minister, the Director-General of Mines and Energy 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 Licensors hereby covenant with the Licensees:-

(a) to perform the covenants and obligations on the part of the Licensors contained in the said Petroleum Production Licence No. 58;
(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. 58; 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. 58 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 and Clause 14.2 of the Indenture as defined in the Cooper Basin (Ratification) Act, 1975-1981.
THE SCHEDULE
(Description of Unitized Zone)

The stratigraphic unit named as the [ ] Field, Patchawarra Formation in the First Schedule to the Unit Agreement and being as more particularly described therein 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.
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.

THE COMMON SEAL of
ALLIANCE PETROLEUM
AUSTRALIA NO LIABILITY
was hereunto affixed in the presence of:-

Secretary

Director

THE COMMON SEAL of
BASIN OIL NO LIABILITY
was hereunto affixed in the presence of:-

Secretary

Director

THE COMMON SEAL of
BRIDGE OIL LIMITED
was hereunto affixed in the presence of:-

Secretary

Director

Director
SIGNED, SEALED AND DELIVERED
for and on behalf of DELHI
PETROLEUM PTY. LTD. by
its duly authorised Attorney
under Power of Attorney
dated the day of
19 , who hereby states that
he has no notice of revocation
of the said Power of Attorney
at the time of executing this
instrument in the presence of:

..................................
Witness

..................................
Director

THE COMMON SEAL of
CKUSADER RESOURCES
NO LIABILITY was
hereunto affixed in
the presence of:-

..................................
Secretary

..................................
Director

THE COMMON SEAL of
REEF OIL NO LIABILITY
was hereunto affixed in
the presence of:-

..................................
Secretary

..................................
Director

THE COMMON SEAL of
SANTOS LIMITED was
hereunto affixed in
the presence of:-

..................................
Secretary

..................................
Director

4099L
THE COMMON SEAL of
SANTOS PETROLEUM PTY. LTD.
was hereunto affixed in
the presence of:-

--------------------      --------------------
Secretary              Director

THE COMMON SEAL of
VAMGAS LTD. was
hereunto affixed in
the presence of:-

--------------------      --------------------
Secretary              Director

THE COMMON SEAL of
BRIDGE OIL DEVELOPMENTS
PTY. LTD. was hereunto
affixed in the presence
of:-

--------------------      --------------------
Secretary              Director

THE COMMON SEAL of
SAGASCO RESOURCES LIMITED
was hereunto affixed in
the presence of:-

--------------------      --------------------
Secretary              Director
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