

INDEX OF DOCUMENTS HELD ON THE PUBLIC REGISTER FOR PPL 168

1. 26 June 1999 Grant of Licence
Expiry Date: 25 June 2020
2. 26 June 1999 Memorandum entering Petroleum Production Licence PPL 168 on the petroleum register

Interests in the Licence are as follows:

	%
Boral Energy Resources Ltd	20.0000
SAGASCO South East Inc	55.7143
Omega Oil NL	24.2857
3. 8 July 1999 Gazettal of grant of PPL 168 published in SA Government Gazette dated 8 July 1999, Page 174.
4. 13 March 2000 Certificate of Registration on Change of Name dated 24 February 2000:
From: Boral Energy Resources
To: Origin Energy Resources Ltd
5. 13 March 2000 Memorandum entering change of company name on the Public Register.
6. 2 October 2003 Memorandum noting revision to security arrangements.
7. 10 January 2005 Memorandum noting revision to security arrangements.
8. 18 February 2005 Certificate of Registration on Change of Type and Conversion to a Proprietary Company

From: Omega Oil NL
To: Omega Oil Pty Ltd
9. 18 February 2005 Memorandum entering change of company name on the Public Register:
10. 21 May 2007 Memorandum entering the following document on the public register:

Deed of Assignment and Assumption dated 23 March 2007 between Omega Oil Pty Ltd, Origin Energy Resources Limited and Sagasco South East Inc.
Ref: SA 2007-15

Interests in the licence are:

Sagasco South East Inc	55.7143%
Origin Energy Resources Limited	44.2857%

11. 29 May 2009 Memorandum entering notation of the following registrable dealings on the public register.
- Onshore Otway Basin Assets, Sale and Purchase Agreement dated 4 July 2008 between Origin Energy Resources Limited, SAGASCO South East Inc. and Adelaide Energy Limited.
- Ref: SA 2009-11
- Deed of Assignment and Assumption, Petroleum Titles dated 18 December 2008 between Origin Energy Resources Limited, SAGASCO South East Inc. and Adelaide Energy Limited.
- Interests in the licence:
Adelaide Energy Limited 100%
- Ref: SA 2009-12
- Fixed Charge Deed dated 14 May 2009 between Adelaide Energy Limited (Chargor) and The Minister for Mineral Resources Development for and on behalf of the State of South Australia (Chargee).
- Ref: SA 2009-20
12. 29 May 2009 Memorandum entering notation of discharge of security on the public register.
13. 23 March 2012 Memorandum entering notation of receipt of security on the public register.
14. 12 September 2012 Memorandum entering notation of change of company name on the public register.
- From: Adelaide Energy Limited
To: Adelaide Energy Pty Ltd
15. 12 September 2012 Certificate of change of company name.
16. 28 October 2013 Memorandum entering notation of revision of security arrangements on the public register.
17. 30 October 2013 Memorandum entering notation of revision of security arrangements on the public register.
18. 21 November 2013 Memorandum entering notation of revision of security arrangements on the public register.
19. 10 January 2014 Memorandum entering notation of revision of security arrangements on the public register.

20. 23 July 2014 Memorandum entering notation of the following documents on the public register.
- Release and Undertaking to Amend Registration dated 18 July 2014.
Ref: SA 2014-57
- Verification Statement evidencing registration on the Personal Properties Securities Register of a Financing Change Statement – Discharged Registration dated 21 July 2014
Ref: SA 2014-58
21. 21 August 2014 Memorandum entering notation of revision of security arrangements on the public register.
22. 19 September 2014 Memorandum entering notation of revision of security arrangements on the public register.
23. 15 October 2014 Memorandum entering notation of revision of security arrangements on the public register.
24. 11 March 2020 Memorandum entering notation of extension of time for licensee to apply for renewal to 24 June 2020.
25. 19 August 2020 Renewal of licence.
- PPL 168 is now due to expire on 25 June 2041.
- Interests in the licence are:
- Adelaide Energy Pty Ltd 100%
26. 19 August 2020 Memorandum entering renewal of licence on the public register.

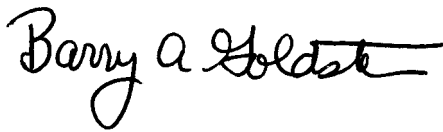
Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCE
PPL 168

1. Renewal of this licence effective from 26 June 2020 is hereby entered on the public register.
2. Interests in the licence are:

Adelaide Energy Pty Ltd 100%



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

Date: 19 August 2020

File: MER-2020/0460

Petroleum and Geothermal Energy Act 2000

RENEWAL OF PETROLEUM PRODUCTION LICENCE PPL 168

I, BARRY ALAN GOLDSTEIN, Executive Director, Energy Resources Division, Department for Energy and Mining, 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 Dan van Holst Pellekaan, Minister for Energy and Mining (Minister), pursuant to delegated powers, dated 29 June 2018, hereby renew Petroleum Production Licence PPL 168, held by:

Adelaide Energy Pty Ltd
ACN 116 256 823

(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 *Petroleum and Geothermal Energy Act 2000*. The term of this licence is 21 years commencing on 26 June 2020, and expiring on 25 June 2041.

DESCRIPTION OF AREA

The land comprised in this Licence is that part of the State of South Australia described in the Schedule which is land that is now or was formerly the subject of a grant of a freehold estate or of a perpetual Crown lease where such an estate or fee simple was first granted before 31 December 1993 (excluding a Crown to Crown grant, unless such grant was made prior to 31 October 1975).

CONDITIONS

1. During the term of this licence the Licensee is authorised to carry out in the licence area:
 - (a) operations for the recovery of petroleum;
 - (b) operations for the processing of petroleum; and
 - (c) operations for the storage and withdrawal of petroleum.
2. The Licensees must carry-out all regulated activities under this licence in accordance with the Act, (including the mandatory conditions stipulated by the Act), the Regulations and Statement of Environmental Objectives.
3. All regulated activities authorised by the Licence are classified as requiring high level official surveillance, unless the Licensees satisfy the Minister, that in the view of the Licensee's demonstrated competence to comply with the requirements of the Act and the conditions of this Licence, the activities should be classified as required low level official surveillance.
 - 3.1 The Minister's prior written approval is required for activities requiring high level official surveillance in accordance with Regulation 19 of the Regulations to the Act.

4. 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").

4.1 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.

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

4.3 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.

5. 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;

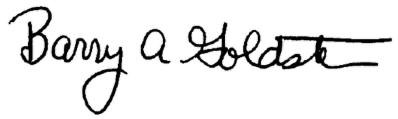
(b) maintain in force during the drilling of any well or operation in any well, control of well insurance in the name of the Licensee for a sum not less than ten million dollars (\$10,000,000.00) or such greater sum as specified by the Minister, and make such amendments to the terms and conditions of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

6. 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.


7. 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*, the *Petroleum Act 2000* or the *Petroleum and Geothermal Energy Act 2000* cannot transfer, limit or exclude liability under the *Petroleum and Geothermal Energy Act 2000* unless written consent of the Minister is obtained

Date: 19 August 2020.....

A handwritten signature in black ink that reads "Barry A Goldstein". The signature is written in a cursive style with a horizontal line at the end.

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

Signed for and on behalf of **Adelaide Energy Pty Ltd** (ACN 116 256 823)
in accordance with section 127 of the *Corporations Act 2000 (Cth)*:


.....
Signature of Director

.....
Matt Kay - Managing Director & CEO
.....
[Print Name of Director]

.....
15/08/2020
.....
Date


.....
Signature of Director/Secretary*

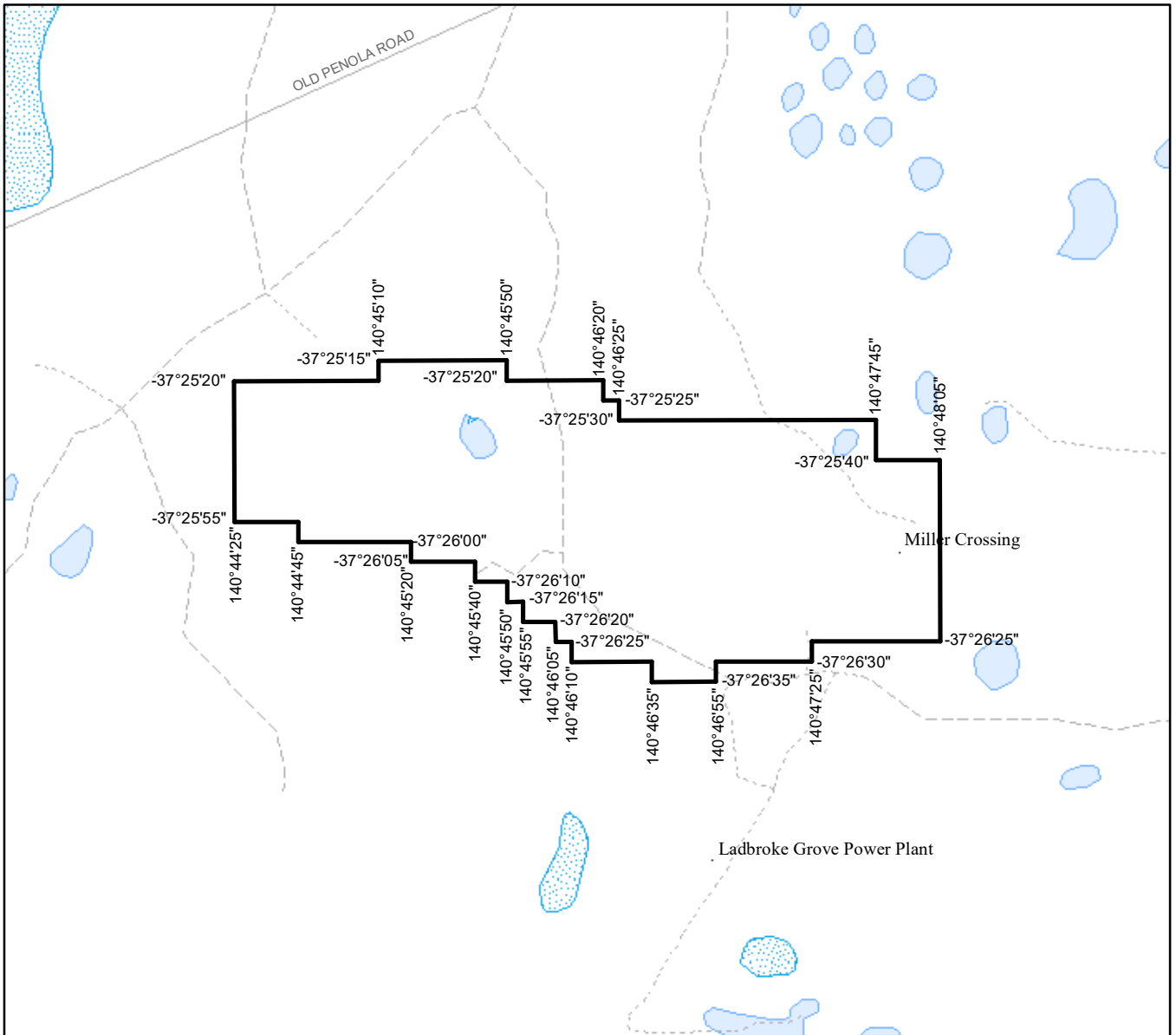
.....
Daniel Murnane - Company Secretary
.....
[Print Name of Director]
(*delete the inapplicable)

SCHEDULE
PETROLEUM PRODUCTION LICENCE
PPL 168
DESCRIPTION OF AREA

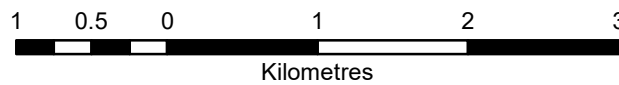
All that part of the State of South Australia, bounded as follows:-

Commencing at a point being the intersection of latitude 37°25'15"S AGD66 and longitude 140°45'10"E AGD66, thence east to longitude 140°45'50"E AGD66, south to latitude 37°25'20"S AGD66, east to longitude 140°46'20"E AGD66, south to latitude 37°25'25"S AGD66, east to longitude 140°46'25"E AGD66, south to latitude 37°25'30"S AGD66, east to longitude 140°47'45"E AGD66, south to latitude 37°25'40"S AGD66, east to longitude 140°48'05"E AGD66, south to latitude 37°26'25"S AGD66, west to longitude 140°47'25"E AGD66, south to latitude 37°26'30"S AGD66, west to longitude 140°46'55"E AGD66, south to latitude 37°26'35"S AGD66, west to longitude 140°46'35"E AGD66, north to latitude 37°26'30"S AGD66, west to longitude 140°46'10"E AGD66, north to latitude 37°26'25"S AGD66, west to longitude 140°46'05"E AGD66, north to latitude 37°26'20"S AGD66, west to longitude 140°45'55"E AGD66, north to latitude 37°26'15"S AGD66, west to longitude 140°45'50"E AGD66, north to latitude 37°26'10"S AGD66, west to longitude 140°45'40"E AGD66, north to latitude 37°26'05"S AGD66, west to longitude 140°45'20"E AGD66, north to latitude 37°26'00"S AGD66, west to longitude 140°44'45"E AGD66, north to latitude 37°25'55"S AGD66, west to longitude 140°44'25"E AGD66, north to latitude 37°25'20"S AGD66, east to longitude 140°45'10"E AGD66, and north to the point of commencement.

AREA: **8.8** square kilometres approximately.



SCALE 1:50 000



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) and the schedule.

THE PLAN HEREINBEFORE REFERRED TO

REDMAN FIELD

PETROLEUM PRODUCTION LICENCE NO: 168

Petroleum and Geothermal Energy Act 2000
S.134

MEMORANDUM

PETROLEUM PRODUCTION LICENCE
PPL 168

1. Notation of extension of time to 24 June 2020 by which the licensee must apply for the renewal of Petroleum Production Licence PPL 168 is hereby entered on the public register.

A handwritten signature in black ink, consisting of the letters 'N' and 'P' followed by a cursive flourish, enclosed within a hand-drawn circle.

NICK PANAGOPOULOS
A/Executive Director
Energy Resources Division
Department for Energy and Mining
Delegate of the Minister for Energy and Mining

Date: 11 March 2020

File: 28/1/340

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 91, 94, 95, 107, 186, 494, and 495

GAS STORAGE EXPLORATION LICENCES
GSELs 633, 634 and 646

PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46,
47, 48, 49, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99,
100, 101, 102, 103, 104, 129 and 130

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239, 245, 246, 247,
248, 249, 250, 253, 254, 255 and 256

PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

SPECIAL FACILITIES LICENCES
SFLs 3, 4, 8 and 9

1. Notation of receipt of additional security in the form of Commonwealth Bank Guarantees dated 11 September 2014 and 7 October 2017 is hereby entered on the public register.
2. Security is held to cover any single event occurring in any licence operated by Beach Energy Limited or Adelaide Energy Pty Ltd in South Australia.



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

Date: 15 October 2014

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 91, 94, 95, 107, 186, 494, and 495

GAS STORAGE EXPLORATION LICENCES
GSELs 633 and 634

PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46,
47, 48, 49, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99,
100, 101, 102, 103 and 104

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239, 245, 246, 247,
248, 249, 250, 253, 254, 255 and 256

PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

SPECIAL FACILITIES LICENCE
SFLs 3, 4, 8 and 9

1. Notation of receipt of additional security in the form of a Commonwealth Bank Guarantee dated 18 August 2014 is hereby entered on the public register.
2. Security is held to cover any single event occurring in any licence operated by Beach Energy Limited or Adelaide Energy Pty Ltd in South Australia.



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

Date: 19 September 2014

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 91, 94, 95, 107, 186, 494, and 495

GAS STORAGE EXPLORATION LICENCES
GSELs 633 and 634

PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47,
48, 49, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101,
102, 103 and 104

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239, 245, 246, 247, 248, 249
and 250

PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

SPECIAL FACILITIES LICENCE
SFLs 3, 4, 8 and 9

1. Notation of receipt of additional security in the form of a Commonwealth Bank Guarantee dated 30 July 2014 is hereby entered on the public register.
2. Security is held to cover any single event occurring in any licence operated by Beach Energy Limited or Adelaide Energy Pty Ltd in South Australia.



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

Date: 21 August 2014

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM RETENTION LICENCES PRLs 1 and 2
and
PETROLEUM PRODUCTION LICENCES PPLs 62, 168 and 202

- SA 2014-57 Notation of the registration of a Release and Undertaking to Amend Registration dated 18 July 2014 is hereby entered on the public register.
- SA 2014-58 Notation of the registration of a Verification Statement evidencing registration on the Personal Properties Securities Register of a Financing Change Statement – Discharged Registration dated 21 July 2014 is entered on the public register.

The above documents give effect to the release of secured property pursuant to a Fixed Charge dated 14 May 2009 between Adelaide Energy Limited and the Minister for Mineral Resources Development (SA 2009-20) and entered on the Personal Properties Securities Register as Registration Number: 201112202117320.



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

Date: 23 July 2014

Ref: 27/2/309
27/2/337
28/1/159
28/1/340
28/1/353

**Petroleum and Geothermal Energy Act 2000
S.115**

MEMORANDUM

**PETROLEUM EXPLORATION LICENCES
PELs 91, 94, 95, 107, 186, 494, and 495**

**PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13 and 32**

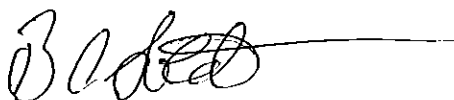
**PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239, 245, 246,
247, 248, 249 and 250**

**PIPELINE LICENCE
PL 19**

**GAS STORAGE RETENTION LICENCE
GSRL 27**

**SPECIAL FACILITIES LICENCE
SFLs 3, 4 and 8**

1. Notation of receipt of additional security in the form of an ANZ Bank Guarantee dated 13 December 2013 is hereby entered on the public register.
2. Security is held to cover any single event occurring in any licence operated by Adelaide Energy Limited or Beach Energy Limited in South Australia.



**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: 10 January 2014

File:	27/2/169	27/2/172	27/2/173	27/2/187
	27/2/309	27/2/315	27/2/337	27/2/439
	28/1/159	28/1/353	28/1/360	28/1/375
	28/1/382	28/1/394	28/1/419	28/1/426
	28/1/446	F2009/14	F2009/16	F2010/730
	F2011/278	F2011/602	F2013/41	F2013/141
	F2013/155	F2013/277	F2013/672	F2013/676
	F2013/2207	F2013/1842	F2013/1843	F2013/1844

**Petroleum and Geothermal Energy Act 2000
S.115**

MEMORANDUM

**PETROLEUM EXPLORATION LICENCES
PELs 91, 94, 95, 107, 186, 494, and 495**

**PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13 and 32**

**PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239 and 245**

**PIPELINE LICENCE
PL 19**

**GAS STORAGE RETENTION LICENCE
GSRL 27**

**SPECIAL FACILITIES LICENCE
SFLs 3 and 4**

1. Notation of receipt of additional security in the form of a Bank Guarantee dated 11 November 2013 is hereby entered on the public register.
2. Security is held to cover any single event occurring in any licence operated by Adelaide Energy Limited or Beach Energy Limited in South Australia.



**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: 21 November 2013

File:	27/2/169	27/2/172	27/2/173	27/2/187
	27/2/309	27/2/315	27/2/337	27/2/439
	28/1/159	28/1/353	28/1/360	28/1/375
	28/1/382	28/1/394	28/1/419	28/1/426
	28/1/446	F2009/14	F2009/16	F2010/730
	F2011/278	F2011/602	F2013/41	F2013/141
	F2013/155	F2013/277		

**Petroleum and Geothermal Energy Act 2000
S.115**

MEMORANDUM

**PETROLEUM EXPLORATION LICENCES
PELs 91, 92, 94, 95, 107, 186, 494, and 495**

**PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13 and 32**

**PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239 and 245**

**PIPELINE LICENCE
PL 19**

**GAS STORAGE RETENTION LICENCE
GSRL 27**

**SPECIAL FACILITIES LICENCE
SFL 3**

1. Notation of receipt of additional security in the form of a Bank Guarantee dated 23 October 2013 is hereby entered on the public register.
2. Security is held to cover any single event occurring in any licence operated by Adelaide Energy Limited or Beach Energy Limited in South Australia.



**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: 30 October 2013

File:	27/2/169	27/2/170	27/2/172	27/2/173
	27/2/187	27/2/309	27/2/315	27/2/337
	27/2/439	28/1/159	28/1/353	28/1/360
	28/1/375	28/1/382	28/1/394	28/1/419
	28/1/426	28/1/446	F2009/14	F2009/16
	F2010/730	F2011/278	F2011/602	F2013/41
	F2013/155	F2013/277		

**Petroleum and Geothermal Energy Act 2000
S.115**

MEMORANDUM

**PETROLEUM EXPLORATION LICENCES
PELs 91, 92, 94, 95, 107, 186, 494, and 495**

**PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13 and 32**

**PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224 and 239**

**PIPELINE LICENCE
PL 19**

**GAS STORAGE RETENTION LICENCE
GSRL 27**

**SPECIAL FACILITIES LICENCE
SFL 3**

1. Notation of receipt of security in the form of a Bank Guarantee dated 6 June 2013 is hereby entered on the public register.
2. Security is held to cover any single event occurring in any licence operated by Adelaide Energy Limited or Beach Energy Limited in South Australia.



**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 October 2013

File:	27/2/169	27/2/170	27/2/172	27/2/173
	27/2/187	27/2/309	27/2/315	27/2/337
	27/2/439	28/1/159	28/1/353	28/1/360
	28/1/375	28/1/382	28/1/394	28/1/419
	28/1/426	28/1/446	F2009/14	F2009/16
	F2010/730	F2011/278	F2011/602	F2013/41
	F2013/155			

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 105, 255, 494 and 496

PIPELINE LICENCE
PL 19

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168 and 202

PETROLEUM RETENTION LICENCES
PRLs 1, 2 and 13

GAS STORAGE RETENTION LICENCE
GSRL 27

1. Notation of change of company name –

From: Adelaide Energy Limited
To: Adelaide Energy Pty Ltd

is hereby entered on the public register.



ELINOR ALEXANDER
A/Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy

Date: 18 September 2012

File: Various



ASIC

Australian Securities & Investments Commission

Australian Company

ADELAIDE ENERGY PTY LTD

ACN 116 256 823

Extracted from ASIC's database at AEST 16:06:35 on 21/09/2012

Company Summary

Name: ADELAIDE ENERGY PTY LTD

ACN: 116 256 823

ABN: 43 116 256 823

Registration Date: 15/09/2005

Next Review Date: 21/12/2012

Former Name(s): ADELAIDE ENERGY LIMITED, ADELAIDE ENERGY
PTY LTD

Status: Registered

Company Type: Australian Proprietary Company, Limited By Shares

Locality of Registered Office: Glenside SA 5065

Regulator: Australian Securities & Investments Commission

Further information relating to this organisation may be purchased from ASIC.

Petroleum and Geothermal Energy Act 2000

S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES

PELs 91, 92, 94, 95, 105, 107, 186, 218, 255, 494 and 496

PETROLEUM RETENTION LICENCES

PRLs 1, 2 and 13

PETROLEUM PRODUCTION LICENCES

PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224 and 239

PIPELINE LICENCE

PL 19

GAS STORAGE RETENTION LICENCE

GSRL 27

1. Notation of receipt of security in the form of a Bank Guarantee dated 15 March 2012 is hereby entered on the public register.
2. Security is held to cover any single event occurring in any licence operated by Adelaide Energy Limited or Beach Energy Limited in South Australia.



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: 23 March 2012

File:	27/2/169	27/2/170	27/2/172	27/2/173
	27/2/185	27/2/187	27/2/309	27/2/315
	27/2/337	27/2/375	27/2/418	27/2/439
	28/1/159	28/1/353	28/1/360	28/1/375
	28/1/382	28/1/394	28/1/419	28/1/426
	28/1/446	F2009/14	F2009/16	F2010/730
	F2011/278	F2011/602		

Petroleum Act 2000
S.115

MEMORANDUM

**PETROLEUM RETENTION LICENCES PRLs 1 and 2
and
PETROLEUM PRODUCTION LICENCES PPLs 62, 168 and 202**

1. Notation of discharge of Bank Guarantee to Origin Energy Resources Limited 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: 29 May 2009

File: 27/2/309
27/2/337
28/1/159
28/1/340
28/1/353

Petroleum Act 2000
S.115

MEMORANDUM

**PETROLEUM PRODUCTION LICENCES
PPL 62, PPL 168, PPL 202
PETROLEUM RETENTION LICENCE PRL 2**

SA 2007-15 Notation of registrable dealing as evidenced by Deed of Assignment and Assumption dated 23 March 2007 between Omega Oil Pty Ltd, Origin Energy Resources Limited and Sagasco South East Inc is hereby entered on the public register.

Interests in each of the licences are:

Sagasco South East Inc	55.7143%
Origin Energy Resources Limited	44.2857%



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: 21 May 2007

28/1/159
28/1/340
28/1/353
27/2/337

Petroleum Act 2000
S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCES

PPL 62, PPL 168 AND PPL 202

1. Notation of change of company name –

From: Omega Oil NL
To: Omega Oil Pty Ltd

is hereby entered on the public register of licences.



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

Date: 18 February 2005

File: 28/1/159
28/1/340
28/1/353

Form **242**

KEVIN STANTON
AWE GROUP
Level 9
60 Miller Street
NORTH SYDNEY NSW 2060

Remove this top section if desired before framing

Certificate of Registration on Change of Type and Conversion to a Proprietary Company

This is to certify that

OMEGA OIL NL

Australian Company Number **006 472 564**

on the sixth day of May 2004 converted to
a company limited by shares
and on the sixth day of May 2004 changed
to a proprietary company

The name of the company is now

OMEGA OIL PTY LTD

Australian Company Number **006 472 564**

The company is taken to be registered under the Corporations
Act 2001 in Victoria and the date of commencement of
registration is the seventeenth day of September, 1985.

Issued by the
Australian Securities and Investments Commission
on this sixth day of May, 2004.



Jeffrey Lucy
Acting Chairman



CERTIFICATE


Petroleum Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 27, 32, 66

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202

1. Notation of revision to security arrangements is hereby entered on the public register of licences.



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

Date: 10 January 2005

File: 27/2/66
27/2/73
27/2/138
28/1/159
28/1/340
28/1/353

Petroleum Act 2000
S.115

MEMORANDUM

**PETROLEUM EXPLORATION LICENCES
PEL 27, PEL 32, PEL 57, PEL 66, PEL 83,**

and

**PETROLEUM PRODUCTION LICENCES
PPL 62, PPL 168 and PPL 202**

1. Notation of revision to security arrangements is hereby entered on the public register of licences.



**BARRY A. GOLDSTEIN
Director Petroleum
Minerals and Energy Division, PIRSA
Delegate of the Minister for Mineral Resources
Development**

Date: 2 October 2003

File: 27/2/66
27/2/73
27/2/113
27/2/138
27/2/210
28/1/159
28/1/340
28/1/353

M E M O R A N D U M

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.

- Certificate of Registration on Change of Name dated 24 February 2000.
Boral Energy Resources Ltd is now known as Origin Energy Resources Ltd.



**J S ZABROWARNY
MANAGER PETROLEUM LICENSING AND ROYALTIES**

13 March 2000

User: MARKK

Host: BETA1.oqa.boral.com.au

Class: Job: MARKK_TRLRP

CLAYTON UTZ
1 O'Connell Street
SYDNEY NSW 2000

Remove this top section if desired before printing

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.

CERTIFICATE

Issued by the
Australian Securities and Investments Commission
on this twenty-fourth day of February, 2000.

Alan Cameron
Chairman

GRANT OF PETROLEUM PRODUCTION LICENCE

Department of Primary Industries and Resources, Parkside, 26 June 1999

NOTICE is hereby given that pursuant to delegated powers dated 20 November 1997, *Gazetted* 4 December 1997, page 1526, the undermentioned petroleum production licence has been granted under the provisions of the Petroleum Act 1940.

D. R. MUTTON, Chief Executive Officer, Delegate of the Minister for Primary Industries, Natural Resources and Regional Development

No. of Licence	Licensees	Locality	Date of Expiry	Area in km ²	Reference
168	Boral Energy Resources Ltd Sagasco South East Inc. Omega Oil NL	Redman field in the Otway Basin of South Australia	25 June 2020	8.81	SR.28.1.340

Description of Area

All that part of the State of South Australia bounded as follows: commencing at a point being the intersection of latitude 37°25'20"S and longitude 140°44'25"E, thence east to longitude 140°45'10"E, north to latitude 37°25'15"S, east to longitude 140°45'50"E, south to latitude 37°25'20"S, east to longitude 140°46'20"E, south to latitude 37°25'25"S, east to longitude 140°46'25"E, south to latitude 37°25'30"S, east to longitude 140°47'45"E, south to latitude 37°25'40"S, east to longitude 140°48'05"E, south to latitude 37°26'25"S, west to longitude 140°47'25"E, south to latitude 37°26'30"S, west to longitude 140°46'55", south to latitude 37°26'35"S, west to longitude 140°46'35"E, north to latitude 37°26'30"S, west to longitude 140°46'10"E, north to latitude 37°26'25"S, west to longitude 140°46'05"E, north to latitude 37°26'20"S, west to longitude 140°45'55"E, north to latitude 37°26'15"S, west to longitude 140°45'50"E, north to latitude 37°26'10"S, west to longitude 140°45'40"E, north to latitude 37°26'05"S, west to longitude 140°45'20"E, north to latitude 37°26'00"S, west to longitude 140°44'45"E, north to latitude 37°25'55"S, west to longitude 140°44'25", and north to the point of commencement, all the within latitudes and longitudes being geodetic and expressed in terms of the Australian Geodetic Datum as defined on p. 4984 of *Commonwealth Gazette* number 84 dated 6 October 1966.

MINING ACT 1971

NOTICE is hereby given in accordance with section 28 (5) of the Mining Act 1971, that the Minister for Primary Industries, Natural Resources and Regional Development proposes to grant an Exploration Licence over the undermentioned area:

Applicant: Murray Basin Minerals NL

Location: Warooka area—Approximately 22 km south-west of Minlaton, bounded as follows: Commencing at a point being the intersection of latitude 34°48'S and longitude 137°30'E, thence south to latitude 34°54'S, east to longitude 137°33'E, south to a line parallel to and 800 m inland from highwater mark, Investigator Strait, thence generally westerly along the said parallel line to longitude 137°24'E, north to a line parallel to and 800 m inland from highwater mark Spencer Gulf (eastern side), thence generally northerly along the said parallel line to latitude 34°48'S and east to the point of commencement, all the within latitudes and longitudes being geodetic and expressed in terms of the Australian Geodetic Datum as defined on p. 4984 of *Commonwealth Gazette* number 84 dated 6 October 1966.

Term: 1 year

Area in km²: 309

Ref. D.M.E. No.: 023/1999

Dated 8 July 1999.

L. JOHNSTON, Mining Registrar

MOTOR VEHICLES ACT 1959

Recognised Historic Motor Vehicle Club

PASSENGER TRANSPORT ACT 1994

Appointments

PURSUANT to section 57 of the Passenger Transport Act 1994, the following persons have been authorised by the Passenger Transport Board to act as prescribed officers:

Ilario Scuteri
David John Hardy
Ronald Hoorenman
Gregory Hudson
Andrew Farrent

H. WEBSTER, Executive Director, Passenger Transport Board

POLICE ACT 1998

Directions to the Commissioner Of Police

PURSUANT to section 6 of the Police Act 1998, I, KENNETH TREVOR GRIFFIN, Minister for Justice, with the concurrence of ROBERT LAWRENCE BROKENSHERE, Minister for Police, Correctional Services and Emergency Services, being the delegate of the Minister for Justice pursuant to section 9A of the Administrative Arrangements Act 1994, HEREBY GIVE the following directions to the Commissioner of Police relating to the control and management of South Australia Police:

1. In these Directions, unless the context otherwise requires:

'Agreement of 1982' means the Agreement regulating the relationship between ASIO and South Australia Police approved by the Governor in Executive Council on the 2nd of September, 1982;

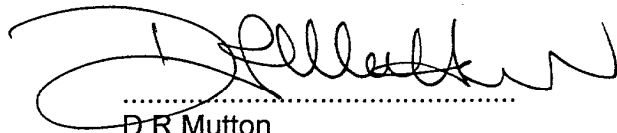
'Auditor' means the Auditor or a Deputy Auditor appointed

MEMORANDUM

PETROLEUM PRODUCTION LICENCE NO 168

1. This licence granted on 26/6/99 is hereby entered on the Petroleum Register.
2. A security in the form of a \$15,000 bank guarantee has been lodged with respect to this licence.
3. Interests in the licence are as follows:

	%
• Boral Energy Resources Ltd	20.00
• SAGASCO South East Inc	55.7143
• Omega Oil NL	24.2857



.....
D R Mutton
CHIEF EXECUTIVE
DEPT OF PRIMARY INDUSTRIES AND
RESOURCES SA
Delegate of the Minister for Primary
Industries, Natural Resources and
Regional Development

INDEX OF DOCUMENTS HELD ON THE PUBLIC REGISTER FOR PPL 168

1. 26 June 1999 Grant of Licence
Expiry Date: 25 June 2020
2. 26 June 1999 Memorandum entering Petroleum Production Licence PPL 168 on the petroleum register

Interests in the Licence are as follows:

	%
Boral Energy Resources Ltd	20.0000
SAGASCO South East Inc	55.7143
Omega Oil NL	24.2857
3. 8 July 1999 Gazettal of grant of PPL 168 published in SA Government Gazette dated 8 July 1999, Page 174.
4. 13 March 2000 Certificate of Registration on Change of Name dated 24 February 2000:
From: Boral Energy Resources
To: Origin Energy Resources Ltd
5. 13 March 2000 Memorandum entering change of company name on the Public Register.
6. 2 October 2003 Memorandum noting revision to security arrangements.
7. 10 January 2005 Memorandum noting revision to security arrangements.
8. 18 February 2005 Certificate of Registration on Change of Type and Conversion to a Proprietary Company

From: Omega Oil NL
To: Omega Oil Pty Ltd
9. 18 February 2005 Memorandum entering change of company name on the Public Register:
10. 21 May 2007 Memorandum entering the following document on the public register:

Deed of Assignment and Assumption dated 23 March 2007 between Omega Oil Pty Ltd, Origin Energy Resources Limited and Sagasco South East Inc.
Ref: SA 2007-15

Interests in the licence are:

Sagasco South East Inc	55.7143%
Origin Energy Resources Limited	44.2857%

11. 29 May 2009 Memorandum entering notation of the following registrable dealings on the public register.
- Onshore Otway Basin Assets, Sale and Purchase Agreement dated 4 July 2008 between Origin Energy Resources Limited, SAGASCO South East Inc. and Adelaide Energy Limited.
- Ref: SA 2009-11
- Deed of Assignment and Assumption, Petroleum Titles dated 18 December 2008 between Origin Energy Resources Limited, SAGASCO South East Inc. and Adelaide Energy Limited.
- Interests in the licence:
Adelaide Energy Limited 100%
- Ref: SA 2009-12
- Fixed Charge Deed dated 14 May 2009 between Adelaide Energy Limited (Chargor) and The Minister for Mineral Resources Development for and on behalf of the State of South Australia (Chargee).
- Ref: SA 2009-20
12. 29 May 2009 Memorandum entering notation of discharge of security on the public register.
13. 23 March 2012 Memorandum entering notation of receipt of security on the public register.
14. 12 September 2012 Memorandum entering notation of change of company name on the public register.
- From: Adelaide Energy Limited
To: Adelaide Energy Pty Ltd
15. 12 September 2012 Certificate of change of company name.
16. 28 October 2013 Memorandum entering notation of revision of security arrangements on the public register.
17. 30 October 2013 Memorandum entering notation of revision of security arrangements on the public register.
18. 21 November 2013 Memorandum entering notation of revision of security arrangements on the public register.
19. 10 January 2014 Memorandum entering notation of revision of security arrangements on the public register.

20. 23 July 2014

Memorandum entering notation of the following documents on the public register.

Release and Undertaking to Amend Registration dated 18 July 2014.

Ref: SA 2014-57

Notation of the registration of a Verification Statement evidencing registration on the Personal Properties Securities Register of a Financing Change Statement – Discharged Registration dated 21 July 2014

Ref: SA 2014-58

**SOUTH AUSTRALIA
PETROLEUM ACT 1940**

PETROLEUM PRODUCTION LICENCE NO. 168

I, **DENNIS RAY MUTTON**, Chief Executive, Department of Primary Industries and Resources (CE) in the State of South Australia pursuant to the provisions of the Petroleum Act, 1940 and all other enabling powers for and on behalf of Robert Gerard Kerin, Minister for Primary Industries, Natural Resources and Regional Development (Minister), pursuant to delegation dated 20 November 1997, (refer Government Gazette dated 4 December 1997 page 1526), **HEREBY GRANT TO :-**

- Boral Energy Resources Limited, ACN 007 845 338 of 60 Hindmarsh Square, Adelaide, SA 5000;
- Sagasco South East Inc, ARBN 002 382 023, of 60 Hindmarsh Square, Adelaide, SA 5000;
- Omega Oil NL, ACN 006 472 584 of 104 Colin Street, West Perth, WA 6005.

(hereinafter referred to as '**the Licensees**') a Petroleum Production Licence in respect of the area described below and subject to the conditions set out below, to have effect for a period of twenty-one (21) years to expire on the 25 day of JUNE 2020 but carrying the rights of renewal conferred by the Petroleum Act 1940.

DESCRIPTION OF THE AREA

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

COMMISSIONER OF STATE TAXATION

CONDITIONS

S.A. STAMP DUTY PAID \$10.00
ORIGINAL with 3 copies
30/06/1999 11:19:46 RH9924:1
DEED

1. The Licensees shall at all times comply with:
 - (a) the provisions of the Petroleum Act 1940 or any statutory modification or re-enactment thereof and of any regulations for the time being and from time to time in force under that Act; and
 - (b) all directions given to them under the Act or regulations for the time being and from time to time in force under that Act.

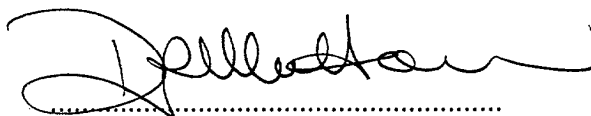
2. Royalty shall be paid in accordance with the Petroleum Act, 1940, or any statutory modification or re-enactment thereof and any regulations made thereunder.

3. The Licensees shall effect and maintain throughout the term of this licence any renewals thereof such policy or policies of insurance as may be necessary and sufficient to cover the risks associated with the licensees operations, including but not limited to:
 - (1) a policy of insurance known as control of well insurance, in which the limit of such insurance is not less than \$5 million in respect of any one claim;
 - (2) a policy of insurance in respect of the risk of injury to or the death of any person or damage to or destruction of the property of any person in which the limit of such insurance is not less than \$5 million in respect of any one claim: and
 - (3) insurance in respect of all plant and equipment of the licensees or any one or more of them, to the full insurable value thereof

provided that the Minister may from time to time require the limits of such insurance policies to be varied to such other sum as the Minister considers appropriate and may further require policies of insurance to be effected and maintained in respect of such further or other risks as the Minister considers appropriate.

Signed by the Chief Executive,
Department of Primary Industries and Resources at Adelaide

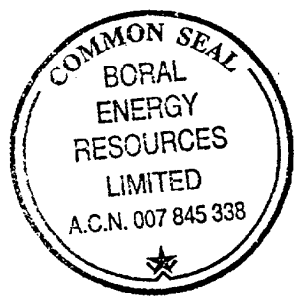
this 26th day of June 1999.



Dennis Ray Mutton
Chief Executive
Department of Primary Industries and Resources
Delegate of the Minister for Primary Industries
Natural Resources and Regional Development

SIGNED, SEALED AND DELIVERED)
by the said **LICENSEES** at)
this 18th day of MAY 1999)

THE COMMON SEAL of BORAL ENERGY)
RESOURCES LIMITED was hereunto)
affixed in the presence of:)



.....
(Director) *[Signature]*
DIRECTOR
ROBBERT JAN WILLINK

.....
[Signature]
(Secretary)

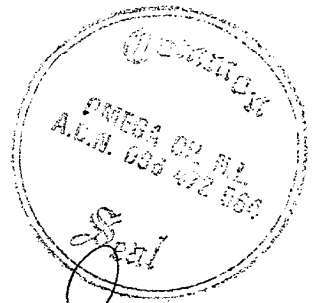
THE COMMON SEAL of SAGASCO)
SOUTH EAST INC as hereunto)
affixed in the presence of:)



.....
(Director) *[Signature]*
DIRECTOR
ROBBERT JAN WILLINK

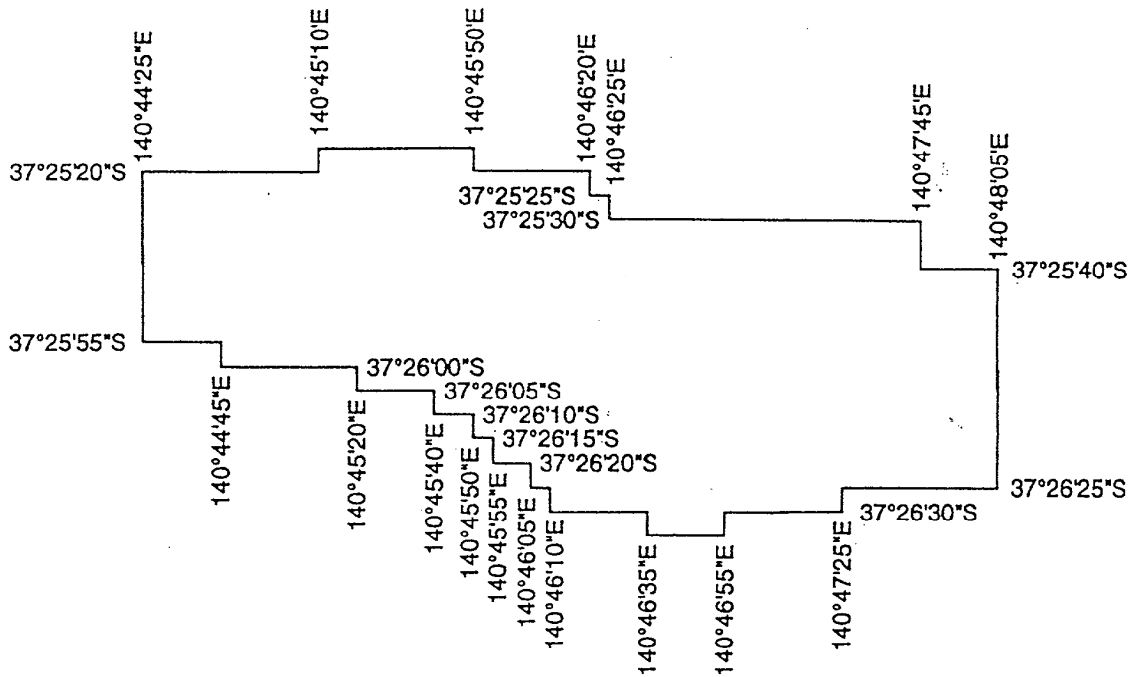
.....
[Signature]
(Secretary)

THE COMMON SEAL of OMEGA)
OIL NL as hereunto)
affixed in the presence of:)

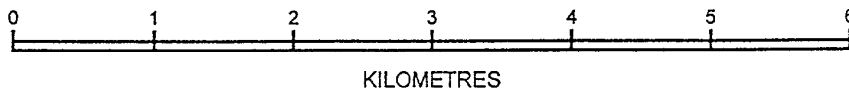


.....
(Director) *[Signature]*

.....
[Signature]
(Secretary)



SCALE 1 : 50 000



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

BORAL ENERGY RESOURCES LTD. , SAGASCO SOUTH EAST INC. , OMEGA OIL N.L.

REDMAN FIELD

PETROLEUM PRODUCTION LICENCE NO. 168

SCHEDULE

PETROLEUM PRODUCTION LICENCE NO. 168

DESCRIPTION OF AREA

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

Commencing at a point being the intersection of latitude 37°25'20"S and longitude 140°44'25"E, thence east to longitude 140°45'10"E, north to latitude 37°25'15"S, east to longitude 140°45'50"E, south to latitude 37°25'20"S, east to longitude 140°46'20"E, south to latitude 37°25'25"S, east to longitude 140°46'25"E, south to latitude 37°25'30"S, east to longitude 140°47'45"E, south to latitude 37°25'40"S, east to longitude 140°48'05"E, south to latitude 37°26'25"S, west to longitude 140°47'25"E, south to latitude 37°26'30"S, west to longitude 140°46'55"E, south to latitude 37°26'35"S, west to longitude 140°46'35"E, north to latitude 37°26'30"S, west to longitude 140°46'10"E, north to latitude 37°26'25"S, west to longitude 140°46'05"E, north to latitude 37°26'20"S, west to longitude 140°45'55"E, north to latitude 37°26'15"S, west to longitude 140°45'50"E, north to latitude 37°26'10"S, west to longitude 140°45'40"E, north to latitude 37°26'05"S, west to longitude 140°45'20"E, north to latitude 37°26'00"S, west to longitude 140°44'45"E, north to latitude 37°25'55"S, west to longitude 140°44'25"E,

and north to the point of commencement, all the within latitudes and longitudes being geodetic and expressed in terms of the Australian Geodetic Datum as defined on p. 4984 of Commonwealth Gazette number 84 dated 6 October 1999.

AREA: 8.81 square kilometres approximately.

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) (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