

INDEX OF DOCUMENTS HELD ON THE PUBLIC REGISTER FOR PPL 37

1. 7 October 1986 Licence document dated 7 October 1986.
Expiry: 6 October 2007

Interests in the Licence:

Santos Limited	45%
Delhi Petroleum Pty Ltd	27%
Vamgas Limited	14%
South Australian Oil and Gas Corporation Pty Ltd	9%
Hartogen Energy Limited	5%
2. 7 October 1986 Memorandum entering licence on the public register and notating receipt of security.
3. 9 October 1986 Gazettal of grant of licence in the South Australian Government Gazette dated 9 October 1986, page 1305.
4. 17 June 1988 Certificate of Incorporation of change of company name is hereby entered on the public register:

From: South Australian Oil and Gas Corporation Pty Ltd
To: Sagasco Resources Limited
5. 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.
6. 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.
7. 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.
 8. 24 July 1995 Certificate of Registration on Conversion to a Proprietary Company dated 19 January 1995. Vamgas Ltd is now Vamgas Pty Ltd.
 9. 24 July 1995 Memorandum entering change of company name on public register
 10. 5 September 1995 Certificate of Registration on Change of Name dated 1 September 1995: SAGASCO Resources Ltd has changed its name to Boral Energy Resources Ltd.
 11. 5 September 1995 Memorandum entering change of company name on the Public Register
 12. 17 February 1997 Memorandum entering the following documents on the public register:
 - Deed of Assignment and Transfer dated 20 December 1996 between Santos Ltd (Santos), Delhi Petroleum Pty Ltd (Delhi), Santos Petroleum Pty Ltd (Santos Petroleum), Boral Energy Resources Ltd (Boral), Vamgas Pty Ltd (Vamgas), Bridge Oil Developments Pty Ltd (BOD), Santos (BOL) Pty Ltd (BOL), Reef Oil Pty Ltd (Reef), Alliance Petroleum Australia Pty Ltd (Alliance), Basin Oil NL (Basin) and Crusader Resources NL (Crusader).
 - New JOA Cross Charge dated 20 December 1996 between Santos, Delhi, Santos Petroleum, Boral, Vamgas, Crusader, BOD, BOL, Reef, Alliance and Basin.
 - Deed of Amendment Unit Cross Charge dated 20 December 1996 between Santos, Delhi, Santos Petroleum, Boral, Vamgas, Crusader, BOD, BOL, Reef, Alliance and Basin.
 - Deed of Amendment Downstream Cross Charge dated 20 December 1996 between Santos, Delhi, Santos Petroleum, Boral, Vamgas, Crusader, BOD, BOL, Reef, Alliance and Basin.
 13. 30 June 1997 Certificate of Registration on Change of Name dated 12 June 1997: Crusader Resources NL is now known as Gulf (Aust) Resources NL.
 14. 30 June 1997 Memorandum entering change of company name on the Public Register.

15. 10 December 1999 Certificate of Registration on Change of Name dated 6 October 1999: Gulf (Aust) Resources NL is now known as Novus Australia Resources NL.
16. 10 December 1999 Memorandum entering change of company name on the Public Register.
17. 13 March 2000 Certificate of Registration on Change of Name dated 24 February 2000: Boral Energy Resources is now known as Origin Energy Resources Ltd.
18. 13 March 2000 Memorandum entering change of company name on the Public Register.
19. 15 October 2002 Certificate of Registration on Change of Type and Conversion to a Proprietary Company dated 8 June 2000: Basin Oil NL is now known as Basin Oil Pty Ltd.
20. 15 October 2002 Memorandum entering change of company name on the Public Register.
21. 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.
22. 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
23. 23 November 2005 Notation of discharge of security and receipt of replacement security is entered on the public register.
24. 13 January 2006 Certificate of Registration on Change of Name dated 29 June 2005 - Novus Australia Resources NL is now Santos (NARNL Cooper) NL.
25. 13 January 2006 Memorandum entering change of company name on the Public Register.
26. 9 May 2006 Certificate of Registration on Change of Name dated 1 December 2005 - Santos (NARNL Cooper) NL is now Santos (NARNL Cooper) Pty Ltd.
27. 9 May 2006 Memorandum entering change of company name on the Public Register.
28. 10 September 2009 Renewal of Licence, with effect from 7 October 2007.
29. 10 September 2009 Memorandum entering renewal on public register.

30. 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
31. 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
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.

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

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.

A handwritten signature in black ink that reads 'James Shipton'.

James Shipton
Chair

CERTIFICATE

Petroleum and Geothermal Energy Act 2000
S.115

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

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

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM RETENTION LICENCE
PRL 106

PETROLEUM EXPLORATION LICENCES
PELs 637 and 638

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

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

1. Notation of change of company name:

From: Origin Energy Resources Limited
To: Lattice Energy Limited

is hereby entered on the public registers.



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

Date: 9 August 2017



Certificate of Registration on Change of Name

This is to certify that

ORIGIN ENERGY RESOURCES LIMITED

Australian Company Number 007 845 338

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

LATTICE ENERGY LIMITED

Australian Company Number 007 845 338

The company is a public company.

The company is limited by shares.

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

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

Greg Medcraft
Chairman

CERTIFICATE

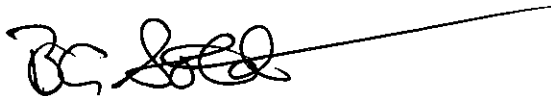
**Petroleum and Geothermal Energy Act 2000
S.115**

MEMORANDUM

PETROLEUM PRODUCTION LICENCES

**PPLs 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23,
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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**

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

Petroleum and Geothermal Energy Act 2000
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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

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

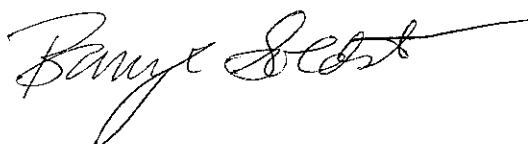
Date: 15 February 2011

Petroleum Act 2000
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MEMORANDUM

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

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



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

Date: 10 September 2009

File: 28/1/45; 28/1/78; 28/1/91; 28/1/92; 28/1/93;
28/1/95; 28/1/97; 28/1/98; 28/1/99; 28/1/101;
28/1/103; 28/1/104; 28/1/106; 28/1/107;
28/1/108; 28/1/109; 28/1/111; 28/1/116;
28/1/130; 28/1/128; 28/1/129

Petroleum Act 2000 Cooper Basin (Ratification) Act 1975

Renewal of PETROLEUM PRODUCTION LICENCE No. 37

I, BARRY ALAN GOLDSTEIN, Director Petroleum and Geothermal, Minerals and Energy Resources, Department of Primary Industries and Resources in the State of South Australia, pursuant to the provisions of the *Petroleum Act 2000*, the *Cooper Basin (Ratification) Act 1975* and all other enabling powers for and on behalf of Paul Holloway, Minister for Mineral Resources Development (Minister), pursuant to delegated powers, hereby renew Petroleum Production Licence PPL 37, 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 Act 2000*, to have effect from 7 October 2007.

DESCRIPTION OF AREA

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

TERMS AND CONDITIONS

1. Scope of Rights

For the avoidance of doubt:

- (a) in addition to all operations authorised by a Production Licence granted under the *Petroleum Act 2000* in relation to all regulated resources except a source of geothermal energy, the Licensee is authorised under this Licence to conduct all operations authorised by Petroleum Production Licence No. 37, pursuant to section 33 of the *Petroleum Act 1940* immediately prior to commencement of the *Petroleum Act 2000*; and
- (b) nothing in this Licence affects the rights of the Licensee pursuant to the *Cooper Basin (Ratification) Act 1975*.

2. Security

- 2.1 For the purpose of ensuring the due and proper performance of the Licensee's obligations under this Licence and the *Petroleum Act 2000*, the Licensee shall provide security in the amount of \$50,000 in the form of either:
- (a) cash; or
 - (b) an unconditional, irrevocable bank guarantee or letter of credit in a form, and from a financial institution, approved by the Minister, ("the Security").
- 2.2 The Security shall be reviewed periodically, and during the term of the Licence if in the opinion of the Minister it is reasonable to increase the Security amount, provide additional security or substitute another security for the existing Security, the Licensee must comply with the Minister's request within 28 days after being requested in writing by the Minister to do so.
- 2.3 Interest will not be payable by the Minister to the Licensee on any cash Security.
- 2.4 All charges incurred by the Licensee in obtaining and maintaining the Security shall be met by the Licensee.
- 2.5 If this Licence is surrendered or cancelled and the Minister is satisfied that there are no further obligations under this Licence or the *Petroleum 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 *2000* cannot transfer, limit or exclude liability under the *Petroleum Act 1940* or *2000* unless written consent of the Minister is obtained.

Date:.....10 September.....2009



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

Executed for and on behalf of each of:

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

by its duly appointed attorney:


.....
Attorney Signature


ALICIA GENET
Corporate Lawyer
.....
Attorney Name

27 August 2009
.....
Date

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

Hector Gordon
Executive Director

Cathy Oster
Company Secretary


Name (print)

.....
Director Signature


.....

3/9/09
.....
Date

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

Owen Hobbs
Eastern Australia Onshore Asset Manager
Upstream Oil & Gas Australia
.....
Name (print)

Attorney

.....
Attorney Director Signature

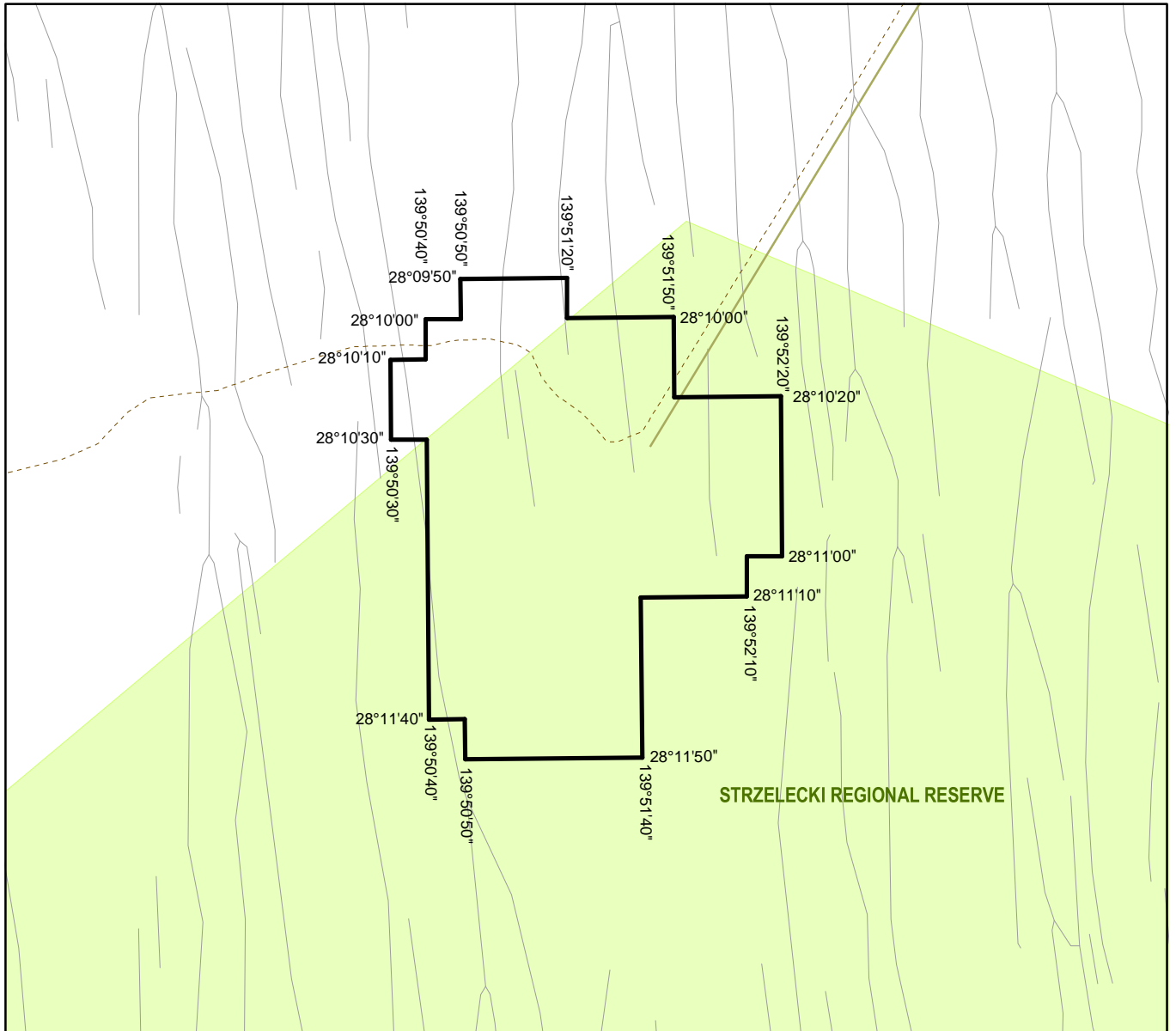
1-29-09
.....
Date

SCHEDULE
PETROLEUM PRODUCTION LICENCE
PPL 37
DESCRIPTION OF AREA

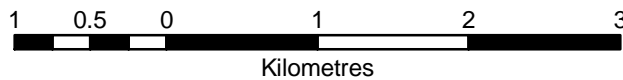
All that part of the State of South Australia, bounded as follows:-

Commencing at a point being the intersection of latitude 28°09'50"S AGD66 and longitude 139°50'50"E AGD66, thence east to longitude 139°51'20"E AGD66, south to latitude 28°10'00"S AGD66, east to longitude 139°51'50"E AGD66, south to latitude 28°10'20"S AGD66, east to longitude 139°52'20"E AGD66, south to latitude 28°11'00"S AGD66, west to longitude 139°52'10"E AGD66, south to latitude 28°11'10"S AGD66, west to longitude 139°51'40"E AGD66, south to latitude 28°11'50"S AGD66, west to longitude 139°50'50"E AGD66, north to latitude 28°11'40"S AGD66, west to longitude 139°50'40"E AGD66, north to latitude 28°10'30"S AGD66, west to longitude 139°50'30"E AGD66, north to latitude 28°10'10"S AGD66, east to longitude 139°50'40"E AGD66, north to latitude 28°10'00"S AGD66, east to longitude 139°50'50"E AGD66, and north to point of commencement.

AREA: **7.6** 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

SPENCER FIELD

PETROLEUM PRODUCTION LICENCE NO: 37



Petroleum Act 2000
S.115

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, 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, 77, 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, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199 and Pipeline Licence (PL) 2.

1. Notation of change of company name –

From: Santos (NARNL Cooper) NL
To: Santos (NARNL Cooper) Pty Ltd

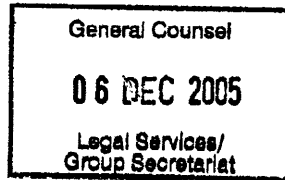
is hereby entered on the public register of licences.



C. D. COCKSHELL
A/Director Petroleum and Geothermal
Minerals and Energy Resources
Primary Industries and Resources SA
Delegate of the Minister for Mineral Resources
Development

Date: 9 May 2006

File: 27/2/4



Form **242**

Santos Limited Attn: Graham Bollenhagen
GPO Box 2455
Adelaide SA 5001

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

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.

A handwritten signature in black ink, appearing to read "Jeffrey Lucy".

Jeffrey Lucy
Chairman

CERTIFICATE

Petroleum Act 2000
S.115

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, 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, 77, 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, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199 and Pipeline Licence (PL) 2.

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

Santos Limited Attn: Graham Bollenhagen
GPO Box 2455
Adelaide SA 5001

Remove this top section if desired before framing

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



CERTIFICATE

Petroleum Act 2000
S.115

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, 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, 77, 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, 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, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199

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.



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

Date: 23 November 2005

Petroleum Act 2000

S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCES 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 26, 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, 77, 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, 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, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199

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;

- SA 2004-44 DPPL Security dated 21 May 2004 between Delhi Petroleum Pty Ltd and Westpac Banking Corporation.



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

Petroleum Act 2000

S.115(2)(e)

S.117(2)(b)

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, 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, 77, 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, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198 and 199

- 1 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

Petroleum Act 2000
S.115

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, 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;

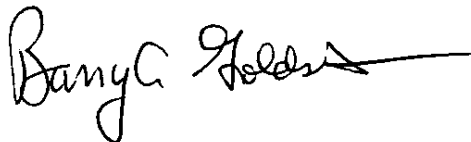
And

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 GOLDSTEIN
Director Petroleum
Office of Minerals and Energy Resources
Delegate of the Minister for Mineral Resources
Development

Date: 15 October 2002

Form 242

FREEHILL HOLLINGDALE & PAGE
AMP BUILDING
22nd Fl
140 ST Georges Terrace
PERTH WA 6000

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

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.

CERTIFICATE

Issued by the
Australian Securities and Investments Commission
on this eighth day of June, 2000.

Alan Cameron
Chairman

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.oca.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.

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



Alan Cameron
Chairman



CERTIFICATE

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

NOVUS PETROLEUM LIMITED
Level 9
321 Kent Street
SYDNEY NSW 2000

Remove this top section if desired before printing

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

CERTIFICATE



SR 27/2/4 V27

MEMORANDUM

**PETROLEUM ACT 1940
SECTION 44**

PEL 5 & 6

All Farmout Areas

PPLs 6 to 20, 22 to 61 and 63 to 84, PL 2

Receipt of the following document is hereby entered onto the Petroleum Register:

- Certificate of Registration on Change of Name dated 12 June 1997.

Crusader Resources NL is now known as Gulf (Aust) Resources NL.

**M COLELLA
A/MANAGER, PETROLEUM ADMINISTRATION**

30 1 6 197



Form **245**

CORRS CHAMBERS WESTGARTH
ATTN: TRACY THORNTON
COMALCO PLACE
12 CREEK ST
BRISBANE QLD 4000

remove this top section if desired before printing

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.

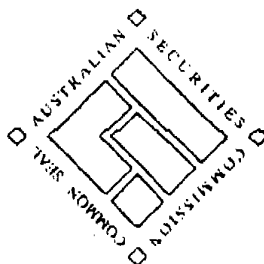
The company is a no liability company.

The company is taken to be registered as a company
under the Corporations Law of Victoria.



AUSTRALIAN
SECURITIES
COMMISSION

Given under the seal of the
Australian Securities Commission
on this twelfth day of June, 1997.



Alan Cameron
Chairman

MEMORANDUM

PETROLEUM EXPLORATION LICENCE NO 5 & 6



FARMOUT AREAS AND PETROLEUM PRODUCTION LICENCES

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

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

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

Farmout Areas	PPLs	Licensees	Interests %
• Patchawarra	6 to	Santos	40.70
Central	20	Vamgas	8.51
• Merrimelia -	22 to	Alliance	3.97
Innamincka	25	Reef	1.97
• Murta	27 to	Santos Petroleum	0.40
• Tinga-Tingana	61	BOD	3.99
• Patchawarra	63 to	BOL	0.21
South West	75	Boral	13.19
• Nappacoongee -	78 to	Delhi	20.21
Murteree	83	Basin	2.10
• Lake Hope		Crusader	4.75
• Moomba			100.00
• Toolachee			
• Haddon			
• Clifton			
• Koonoherra			

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

502 0104 005

Form **245**

W M FOWLER
3RD FL
60 HINDMARSH SQ
ADELAIDE SA 5000

remove this top section if desired before framing

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.

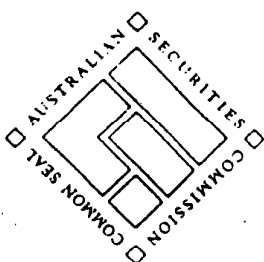
The company is taken to be registered as a company
under the Corporations Law of South Australia.



AUSTRALIAN
SECURITIES
COMMISSION

CERTIFICATE OF REGISTRATION

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



Alan Cameron

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. Zabrowany
MANAGER PETROLEUM ADMINISTRATION

24.1.7 1995

502 0104 007

Form **251**

SANTOS LIMITED
ATTN: GRAHAM BOLLENHAGEN
GPO BOX 2319
ADELAIDE SA 5001

remove this top section if desired before framing

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

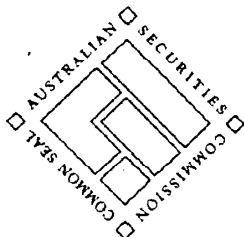
Australian Company Number 006 245 110

The company is taken to be registered as a company
under the Corporations Law of Victoria.



AUSTRALIAN
SECURITIES
COMMISSION

Given under the seal of the
Australian Securities Commission
on this nineteenth day of January, 1995.



Alan Cameron
Chairman

COPY



SR 27/2/4 Vol 25

A

MEMORANDUM

Petroleum Exploration Licence's 5 and 6

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

Pipeline Licence No. 2

Crusader Resources NL
Westpac Banking Corporation

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

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

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

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

n 16 AX

MEMORANDUM

PELs 5 and 6

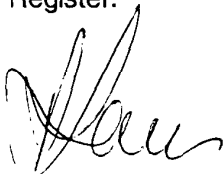
Farmout Areas and Petroleum Production Licences 6 to 20, 22 to 61 and 63 to 72.

This Memorandum will confirm that on 17th April 1994 I acknowledged receipt of the following documentation pursuant to delegated powers dated 3 December 1993, Gazetted 9 December 1993, page 2916:

- (1) Deed of Consent and Assumption dated 9 March 1994 between Santos Ltd, Crusader Resources NL, Alliance Petroleum Australia NL, Basin Oil NL, Bridge Oil Developments Pty Ltd, Bridge Oil Ltd, Delhi Petroleum Pty Ltd, Reef Oil NL, Sagasco Resources Ltd, Santos Petroleum Pty Ltd, Vamgas Ltd, 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.
- (2) JOA Cross Charge 50/40/10 JOA dated 9 March 1994 between Crusader Resources NL, Santos Ltd, Delhi Petroleum Pty Ltd, Sagasco Resources Ltd and Vamgas Ltd.
- (3) JOA Cross Charge Merrimelia-Innamincka JOA dated 9 March 1994 between Crusader Resources NL, Santos Ltd, Alliance Petroleum Australia NL, Delhi Petroleum Pty Ltd, Sagasco Resources Ltd and Vamgas Ltd.
- (4) Covenant and Acknowledgment from Santos Ltd and Crusader Resources NL to Basin Oil NL dated 8 March 1994.

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

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



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

MEMORANDUM

Petroleum Exploration Licences 5 and 6

Farmout Areas and Petroleum production Licences

This memorandum will confirm that on 17th March 1994 I consented to the transfer as contained in the following documentation in relation to the following areas pursuant to delegated powers dated 3 December 1993, Gazetted 9 December 1993, page 2916.

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

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

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

<u>Farmout Area</u>	<u>PPL</u>	<u>LICENCEES</u>	<u>FORMER INTERESTS</u> %	<u>REVISED INTERESTS</u> %
Moomba	6-7-8-9	Santos Ltd (Santos)	50.0	45.25
	10-11-51	Delhi Petroleum Pty Ltd(Delhi)	30.0	30.0
		Vamgas Ltd (Vamgas)	10.0	10.0
		Sagasco Resources Ltd (SAGASCO)	10.0	10.0
		Crusader Resources NL (Crusader)	-	4.75
Toolachee	12-13-14	Santos	50.0	45.25
	23-24-25	Delhi	30.0	30.0
	40-41-58	Vamgas	10.0	10.0
	69-71-72	SAGASCO	10.0	10.0
		Crusader	-	4.75
Nappacoongee/ Murteree	15-16-22	Santos	35.0	60.25
	30-34-36	Crusader	30.0	4.75
	39	Delhi	21.0	21.0
		Vamgas	7.0	7.0
		SAGASCO	7.0	7.0
Merrimelia/ Innamincka	17-27-33	Alliance Petroleum Aust NL	50.0	50.0
	35-42-43	Santos	25.0	20.25
	44-52-56	Delhi	15.0	15.0
	68	Vamgas	5.0	5.0
		SAGASCO	5.0	5.0
	Crusader	-	4.75	

Patchawarra Central	18-19-20	Santos	25.0	20.25
	29-50-55	Bridge Oil Developments Pty Ltd	23.75	23.75
		Delhi	15.0	15.0
		Basin Oil NL	12.50	12.50
		Reef Oil NL	12.50	12.50
		Vamgas	5.0	5.0
		SAGASCO	5.0	5.0
		Bridge Oil Ltd	1.25	1.25
	Crusader	-	4.75	
Patchawarra East	26	Vamgas	43.75	43.75
		Santos	28.571	25.6022
		Delhi	17.143	17.143
		SAGASCO	10.536	10.536
		Crusader	-	2.9688
Patchawarra South West	28-48-	SAGASCO	30.0	30.0
	49-66	Santos	35.0	30.25
		Vamgas	20.0	20.0
		Delhi	15.0	15.0
		Crusader	-	4.75
Murta	31-32-37	Santos	45.0	40.25
	38-53-54	Delhi	27.0	27.0
	57-59-60	Vamgas	14.0	14.0
	61-65-67	SAGASCO	14.0	14.0
	70	Crusader	-	4.75
Lake Hope	45-46-47	Santos	52.0	47.25
	63-64	Delhi	30.0	30.0
		SAGASCO	10.0	10.0
		Vamgas	8.0	8.0
		Crusader	-	4.75
Clifton		Santos	50.0	45.25
		Delhi	30.0	30.0
		Vamgas	10.0	10.0
		SAGASCO	10.0	10.0
		Crusader	-	4.75
Haddon		Santos	52.50	47.75
		Delhi	30.0	30.0
		Vamgas	8.75	8.75
		SAGASCO	8.75	8.75
		Crusader	-	4.75
Koonchera		Santos	50.0	45.25
		Delhi	30.0	30.00
		Vamgas	10.0	10.0
		SAGASCO	10.0	10.0
		Crusader	-	4.75



Tinga-Tingana	Santos	45.0	40.25
	Delhi	27.0	27.0
	Vamgas	14.0	14.0
	SAGASCO	14.0	14.0
	Crusader	-	4.75

This Memorandum is hereby entered on the Petroleum Register.

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

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

MEMORANDUM

This memorandum will certify that I have today approved the following three dealings pursuant to Section 42 of the Petroleum Act.

- (1) The Assignment of the 25% interest of Hartogen Energy Limited (HEL) to SAGASCO Resources Limited (SAGASCO) in the Patchawarra South West Block and in Petroleum Production Licence No. 28 as contemplated in the 'Deed of Assignment and Assumption Patchawarra South-West Block Joint Operating Agreement' dated 22 February 1990 between Santos Limited (Santos), Delhi Petroleum Pty Limited (Delhi), Vamgas Limited (Vamgas), Australian Petroleum Development Pty Limited (APD), HEL and SAGASCO.
- (2) The Assignment of the 5% interest of HEL to SAGASCO in the Murta Block and in the Petroleum Production Licences 31, 32, 37, 38, 53 and 54 as contemplated in the 'Deed of Assignment and Assumption Murta Block Joint Operating Agreement' dated 22 February 1990 between Santos, Delhi, Vamgas, HEL and SAGASCO.
- (3) The Assignment of the 5% interest of HEL to SAGASCO in the Tinga Tingana Block Joint Operating Agreement' dated 22 February 1990 between Santos, Delhi, Vamgas, HEL and SAGASCO.

Consequently, the Interests have now changed as follows:

Company	Patchawarra South West Block and PPL 28		Murta Block and PPLs 31,32,37,38,53 &54		Tinga Tingana Block	
	<u>Previous Interest %</u>	<u>Revised Interest %</u>	<u>Previous Interest %</u>	<u>Revised Interest %</u>	<u>Previous Interest %</u>	<u>Revised Interest %</u>
Santos	25	25	45	45	45	45
Delhi	15	15	27	27	27	27
Vamgas	20	20	14	14	14	14
HEL	25	-	5	-	5	-
SAGASCO	5	30	9	14	9	14
APD	10	10	-	-	-	-
	<u>100</u>	<u>100</u>	<u>100</u>	<u>100</u>	<u>100</u>	<u>100</u>


The following documents were also submitted for my consideration but did not require formal consent pursuant to Section 42 of the Petroleum Act:-

- (1) Deed entitled 'Sale and Purchase of Assets South Australia' dated 19 December 1989 between HEL and SAGASCO.
- (2) 'Deed of Variation' dated 22 February 1990 between HEL and SAGASCO.

One copy of all five documents and this Memorandum are hereby entered on the Petroleum Register.

Refer V.25 PEL. 546

18 / 8 / 1990


ADELAIDE
MINISTER OF MINES AND ENERGY

J H C KLUNDER
MINISTER OF MINES AND ENERGY★

NATIONAL COMPANIES AND SECURITIES COMMISSION

Registered No.: 40742M

Sub-section 72 (9)

COPY OF

COMPANIES (SOUTH AUSTRALIA) CODE

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME OF COMPANY

This is to certify that SOUTH AUSTRALIAN OIL & GAS CORPORATION LTD.
originally called: SOUTH AUSTRALIAN OIL & GAS CORPORATION PTY. LTD.

which was on the 9th day of September 19 77

incorporated under the Companies Act, 1962

as a ~~public~~ proprietary company, on the 17th day of June

19 88 changed its name to

SAGASCO RESOURCES LIMITED

and that the company is a public/~~proprietary~~ company, and is a company limited by shares.

Given under the seal of the National Companies and Securities Commission at Adelaide, on this

17th day of June, 19 88.



[Signature]
A person authorised by the
Corporate Affairs Commission for South Australia,
Delegate of the National Companies
and Securities Commission.

GRANT OF PETROLEUM PRODUCTION LICENCE

Department of Mines and Energy, Parkside, 7 October 1986

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

R. G. PAYNE, Minister of Mines and Energy

No. of Licence	Licensees	Locality	Date of Expiry	Area in km ²	Reference
37	SANTOS Limited, Delhi Petroleum Pty Ltd, Vamgas Ltd, South Australian Oil & Gas Corporation Pty Ltd, Hartogen Energy Limited	Spencer Field in the Cooper Basin	6 October 2007	7.64	SR28.I.108

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°09'50"S and longitude 139°50'50"E thence east to longitude 139°51'20"E, south to latitude 28°10'00"S, east to longitude 139°51'50"E, south to latitude 28°10'20"S, east to longitude 139°52'20"E, south to latitude 28°11'00"S, west to longitude 139°52'10"E, south to latitude 28°11'10"S, west to longitude 139°51'40"E, south to latitude 28°11'50"S, west to longitude 139°50'50"E, north to latitude 28°11'40"S, west to longitude 139°50'40"E, north to latitude 28°10'30"S, west to longitude 139°50'30"E, north to latitude 28°10'10"S, east to longitude 139°50'40"E, north to latitude 28°10'00"S, east to longitude 139°50'50"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.

GRANT OF PETROLEUM PRODUCTION LICENCE

Department of Mines and Energy, Parkside, 7 October 1986

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

R. G. PAYNE, Minister of Mines and Energy

No. of Licence	Licensees	Locality	Date of Expiry	Area in km ²	Reference
38	SANTOS Limited, Delhi Petroleum Pty Ltd, Vamgas Ltd, South Australian Oil & Gas Corporation Pty Ltd, Hartogen Energy Limited	Dirkala Field in the Cooper Basin	6 October 2007	10.21	SR28.I.109

Description of Area

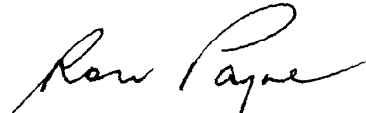
All that part of the State of South Australia bounded as follows: Commencing at a point being the intersection of latitude 28°30'10"S and longitude 140°01'40"E thence east to longitude 140°02'30"E, south to latitude 28°30'20"S, east to longitude 140°03'00"E, south to latitude 28°31'20"S, west to longitude 140°02'50"E, south to latitude 28°32'10"S, west to longitude 140°02'10"E, north to latitude 28°31'50"S, west to longitude 140°02'00"E, north to latitude 28°31'40"S, west to longitude 140°01'20"E, north to latitude 28°31'30"S, west to longitude 140°00'50"E, north to latitude 28°31'20"S, west to longitude 140°00'30"E, north to latitude 28°30'50"S, east to longitude 140°00'40"E, north to latitude 28°30'40"S, east to longitude 140°00'50"E, north to latitude 28°30'30"S, east to longitude 140°01'10"E, north to latitude 28°30'20"S, east to longitude 140°01'40"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.

MEMORANDUM

Petroleum Production Licence No. 37 (Spencer)

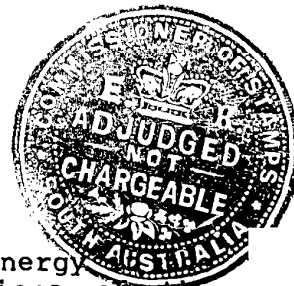
1. This licence granted on 7/10/86 is hereby entered on the Petroleum Register.
2. A security in the form of a \$4 000 bank guarantee has been lodged with respect to this licence.
3. Interests in the licence are as follows:-
 - . SANTOS Limited - 45%
 - . Delhi Petroleum Pty. Ltd. - 27%
 - . Vamgas Ltd. - 14%
 - . South Australian Oil & Gas Corporation Pty. Ltd. - 9%
 - . Hartogen Energy Limited - 5%

7/10/86
SR 28/1/108


MINISTER OF MINES AND ENERGY

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PETROLEUM ACT 1940

PETROLEUM PRODUCTION LICENCE NO. 37

I, RONALD GEORGE PAYNE, Minister of Mines and Energy of the State of South Australia pursuant to the provisions of the Petroleum Act 1940 and all other enabling powers HEREBY GRANT to:

- . SANTOS LIMITED, whose registered office is situated at 39 Grenfell Street, Adelaide, South Australia, 5000 ("SANTOS")
- . DELHI PETROLEUM PTY. LTD., whose registered office is situated at 101 Grenfell Street, Adelaide, South Australia, 5000 ("Delhi")
- . VAMGAS LIMITED, whose registered office is situated at 385 Bourke Street, Melbourne, Victoria, 3000 ("Vamgas")
- . SOUTH AUSTRALIAN OIL & GAS CORPORATION PTY. LTD., whose registered office is situated at 60 Hindmarsh Square, Adelaide, South Australia, 5000 ("SAOG")
- . HARTOGEN ENERGY LIMITED, whose registered office is situated at 15 Young Street, Sydney, New South Wales, 2000 ("Hartogen")

502 0104 022

(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 years and to expire on 6th OCTOBER 20 07..... but carrying the rights of renewal conferred by the Petroleum Act, 1940.

Description of Area

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

Conditions

1. The Licensees shall at all times comply with:
 - (a) the provisions of the Petroleum Act, 1940 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.

Declaration

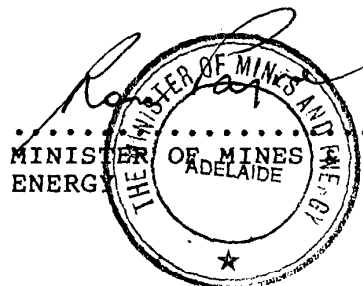
As between the Licensees it is hereby acknowledged and agreed that the Licensees, as at the date of grant of this licence, own and hold the following undivided interests respectively in and under this licence:-

SANTOS	Forty-five per centum	(45%)
Delhi	Twenty-seven per centum	(27%)
Vamgas	Fourteen per centum	(14%)
SAOG	Nine per centum	(9%)
Hartogen	Five per centum	(5%)

and that as between the Licensees the undivided interests so owned and held by the Licensees shall be subject to the provisions of a Joint Operating Agreement dated the 31st day of December, 1979 to which the Licensees are parties and as the same has been amended and as may hereafter be amended or replaced from time to time PROVIDED THAT any amendment or replacement which affects or could affect the undivided interests of the Licensees shall be of no force or effect unless approved by the Minister.

SIGNED SEALED AND DELIVERED
by the said MINISTER OF MINES
AND ENERGY at ADELAIDE this

.....th..... day of OCTOBER 1986..



SIGNED SEALED AND DELIVERED
by the said LICENSEES at

.....ADELAIDE..... this

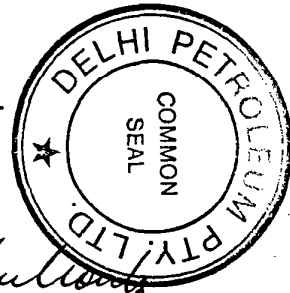
.....26th... day of September 1986..

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

.....
(Director)

.....
(Secretary)

THE COMMON SEAL of DELHI PETROLEUM PTY. LTD.
was hereto affixed in the presence of:



[Signature]
.....
(Director)

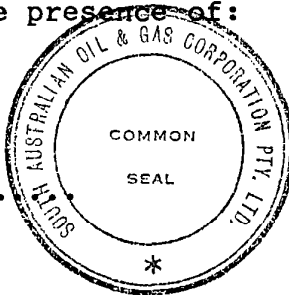
[Signature]
.....
(Secretary)

THE COMMON SEAL of VAMGAS LIMITED
was hereto affixed in the presence of:

[Signature]
.....
(Director)

[Signature]
.....
(Secretary)

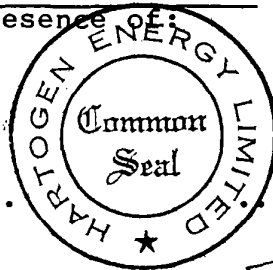
THE COMMON SEAL of SOUTH AUSTRALIAN OIL & GAS CORPORATION PTY. LTD.
was hereto affixed in the presence of:



[Signature]
.....
(Director)

[Signature]
.....
(Secretary)

THE COMMON SEAL of HARTOGEN ENERGY LIMITED
was hereto affixed in the presence of:



[Signature]
.....
(Director)

[Signature]
.....
(Secretary)



SCHEDULE TO PETROLEUM PRODUCTION LICENCE No: 37

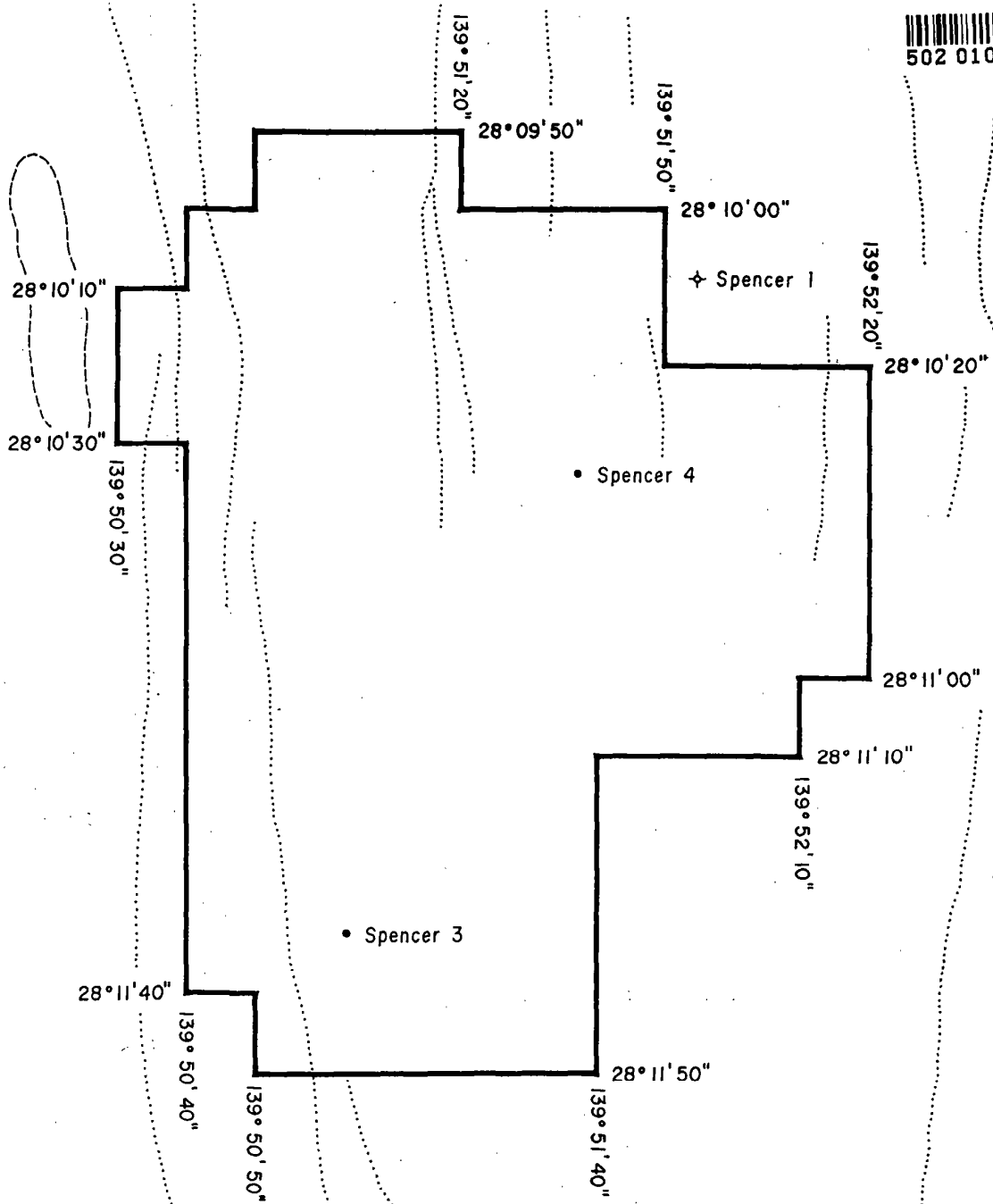
All that part of the State of South Australia bounded as follows:-

Commencing at a point being the intersection of latitude 28°09'50" S and longitude 139°50'50" E thence
east to longitude 139°51'20" E, south to latitude 28°10'00" S,
east to longitude 139°51'50" E, south to latitude 28°10'20" S,
east to longitude 139°52'20" E, south to latitude 28°11'00" S,
west to longitude 139°52'10" E, south to latitude 28°11'10" S,
west to longitude 139°51'40" E, south to latitude 28°11'50" S,
west to longitude 139°50'50" E, north to latitude 28°11'40" S,
west to longitude 139°50'40" E, north to latitude 28°10'30" S,
west to longitude 139°50'30" E, north to latitude 28°10'10" S,
east to longitude 139°50'40" E, north to latitude 28°10'00" S,
east to longitude 139°50'50" 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 October 6, 1966.

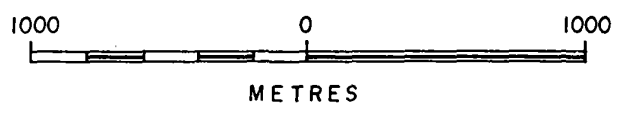
AREA: 7.64 square kilometres (approximately).

502 0104 026



NOTE : There is no warranty that the boundary of this Licence is correct in relation to other features on the map. The boundary is to be ascertained by reference to the Australian Geodetic Datum and the Schedule.

SCALE 1:25 000



DELHI PETROLEUM PTY. LTD. SANTOS LIMITED
 VAMGAS LTD. S.A. OIL & GAS CORPORATION PTY. LTD.
 HARTOGEN ENERGY LIMITED

PETROLEUM PRODUCTION LICENCE No. 37