

**INDEX OF DOCUMENTS HELD ON THE PUBLIC REGISTER FOR PETROLEUM  
RETENTION LICENCE PRL 13**

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1. 31 January 2007 Grant of Petroleum Retention Licence PRL 13  
  
Interests: Beach Petroleum Ltd 30%  
Origin Energy Resources Ltd 50%  
Essential Petroleum Resources Ltd 20%  
  
Expiry Date: 30 January 2012
2. 31 January 2007 Memorandum entering PRL 13 on the public register and notating receipt of Bank Guarantee on the commercial register.
3. 8 February 2007 Gazettal of Grant of PRL 13
4. 20 August 2007 Notation of Security Deed dated 4 September 2006 between Commonwealth Bank of Australia and Beach Petroleum Limited, Beach Petroleum (NZ) Pty Ltd, Beach Oil and Gas Pty Limited, Beach Production Services Pty Limited, Beach Petroleum (Surat) Pty Limited, Beach Petroleum (Cooper Basin) Pty Limited, Beach Petroleum (Gippsland) Pty Limited, Mawson Petroleum Pty Limited, Wandata Pty Ltd, Claremont Petroleum (USA) Pty Limited, Tagday Pty Ltd, Midland Exploration Pty Limited and Ocita Pty Ltd is hereby entered on the public register.  
Ref: SA 2007-23
5. 20 August 2007 Notation of Security dated 28 May 2007 between CBA Corporate Services (NSW) Pty Limited and Beach Petroleum Limited, Beach Petroleum (NZ) Pty Ltd, Beach Oil and Gas Pty Limited, Beach Production Services Pty Limited, Beach Petroleum (Surat) Pty Limited, Beach Petroleum (Cooper Basin) Pty Limited, Beach Petroleum (Gippsland) Pty Limited and Mawson Petroleum Pty Limited is hereby entered on the public register.  
Ref: SA 2007-24
6. 14 September 2007 Notation of revision to security arrangements is hereby entered on the public register.
7. 28 January 2009 Memorandum entering notation of revision to security arrangements on the public register.
8. 7 January 2010 Memorandum entering notation of change of company name on the public register.  
  
From: Beach Petroleum Limited  
To: Beach Energy Limited
9. 7 January 2010 Certificate of Registration on Change of Name.

10. 31 August 2010 Notation of Sale and Purchase Agreement PRL 13 dated 20 July 2010 between Beach Energy Limited and Adelaide Energy Limited is hereby entered on the public register.  
Ref: SA 2010-47
11. 13 September 2010 Memorandum entering notation of change of company name on the public register.  
  
From: Essential Petroleum Resources Limited  
To: Somerton Energy Limited
12. 1 December 2010 Memorandum entering notation of the following documents on the public register:
- 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 – PRL 13 JOA, dated 8 June 2010 between Origin Energy Resources Limited, Adelaide Energy Limited, Beach Energy Limited and Essential Petroleum Resources Limited  
Ref: SA 2010-52
- Interests in PRL 13 are:
- |                         |     |
|-------------------------|-----|
| Adelaide Energy Limited | 50% |
| Beach Energy Limited    | 30% |
| Somerton Energy Limited | 20% |
13. 6 May 2011 Memorandum entering notation of the following documents on the public register:
- Sale and Purchase Agreement PRL 13 dated 20 December 2010 between Somerton Energy Limited and Adelaide Energy Limited  
Ref: SA 2011-17
  - Deed of Assignment and Assumption Joint Operating Agreement dated 15 December 2010 between Beach Energy Limited, Adelaide Energy Limited and Somerton Energy Limited  
Ref: SA 2011-24
- Interests in PRL 13 are:
- |                         |     |
|-------------------------|-----|
| Adelaide Energy Limited | 80% |
| Somerton Energy Limited | 20% |
- Deed of Assignment and Assumption Royalty Deed dated 15 December 2010 between Beach Energy Limited, Adelaide Energy Limited and Cluff Resources Pacific NL  
Ref: SA 2011-25

14. 6 May 2011 Memorandum entering notation of revision to security arrangements on the public register.
15. 31 May 2011 Memorandum entering notation of the following registrable dealing on the public register.
- Deed of Assignment and Assumption – PRL 13 dated 12 May 2011 between Adelaide Energy Limited, Sommerton Energy Limited and Cluff Resources Pacific NL.
- Ref: SA 2011-31
- Interests in the licence are:
- |                         |      |
|-------------------------|------|
| Adelaide Energy Limited | 100% |
|-------------------------|------|
16. 9 January 2012 Renewal of licence
- Expiry date of PRL 13 is now 30 January 2017
- Interest in the licence:
- |                         |      |
|-------------------------|------|
| Adelaide Energy Limited | 100% |
|-------------------------|------|
17. 9 January 2012 Memorandum entering renewal of licence, effective from 31 January 2012 on the public register.
18. 23 March 2012 Memorandum entering notation of discharge of security on the public register.
19. 23 March 2012 Memorandum entering notation of receipt of security on the public register.
20. 12 September 2012 Memorandum entering notation of change of company name on the public register.
- From: Adelaide Energy Limited  
To: Adelaide Energy Pty Ltd
21. 12 September 2012 Certificate of change of company name.
22. 28 October 2013 Memorandum entering notation of revision of security arrangements on the public register.
23. 30 October 2013 Memorandum entering notation of revision of security arrangements on the public register.
24. 21 November 2013 Memorandum entering notation of revision of security arrangements on the public register.
25. 10 January 2014 Memorandum entering notation of revision of security arrangements on the public register.

26. 21 August 2014 Memorandum entering notation of revision of security arrangements on the public register.
27. 19 September 2014 Memorandum entering notation of revision of security arrangements on the public register.
28. 15 October 2014 Memorandum entering notation of revision of security arrangements on the public register.
29. 7 December 2016 Variation of licence conditions.
30. 7 December 2016 Memorandum entering the variation of licence condition on the public register.
31. 18 January 2017 Renewal of licence
- Expiry date of PRL 13 is now 30 January 2022
- Interest in the licence:
- |                         |      |
|-------------------------|------|
| Adelaide Energy Pty Ltd | 100% |
|-------------------------|------|
32. 18 January 2017 Memorandum entering renewal of licence, effective from 31 January 2017 on the public register.

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

**MEMORANDUM**

**PETROLEUM RETENTION LICENCE**  
**PRL 13**

1. Renewal of this licence effective from 31 January 2017 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 of State Development**  
**Delegate of the Minister for Mineral Resources and Energy**

Date: 18 January 2017

File: F2014/001276

# ***Petroleum and Geothermal Energy Act 2000***

## **SECOND RENEWAL OF PETROLEUM RETENTION LICENCE PRL 13**

I, BARRY ALAN GOLDSTEIN, Executive Director, Energy Resources Division, Department of State Development, in the State of South Australia pursuant to the provisions of the *Petroleum and Geothermal Energy Act 2000* and all other enabling powers, for and on behalf of Tom Koutsantonis, Minister for Mineral Resources and Energy (Minister), pursuant to delegation dated 21 March 2012, HEREBY GRANT to:

**Adelaide Energy Pty Ltd**  
ACN 116 256 823

(hereinafter referred to as the Licensee) a Retention Licence in relation to all regulated resources except a source of geothermal energy in respect of the area set out below, to have effect for a term of five years with effect from 31 January 2017 and to expire on 30 January 2022 and carrying the right to renewal subject to the provisions of the *Petroleum and Geothermal Energy Act 2000*.

### **DESCRIPTION OF AREA**

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

### **CONDITIONS**

1. During the term of the licence, the Licensee is authorised to carry out in the licence area -
  - (a) operations –
    - (i) to establish the nature and extent of a discovery of regulated resources except a source of geothermal energy; and
    - (ii) to establish the commercial feasibility of production and appropriate production techniques; and
    - (iii) other regulated activities specified in the licence.
2. During the term of the licence, the Licensee shall carry out or cause to be carried out the extended production testing of the Killanoola Southeast #1 well.
3. All regulated activities authorised by this Licence are classified as requiring high level official surveillance, unless the Licensee satisfies the Minister that, in 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 requiring 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. The Licensee shall during periods determined by the Minister, lodge and maintain with the Minister, in the form acceptable to the Minister, for the satisfaction of obligations arising under the Act or this licence, a security of \$50,000 (fifty thousand dollars) or such greater sum as specified by the Minister from time to time ("the Security"). The Security shall be lodged 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,
  - 4.1 Interest will not be payable by the Minister to the Licensee on any cash Security.
  - 4.2 All charges incurred by the Licensee in obtaining and maintaining the Security shall be met by the Licensee.
  - 4.3 If upon expiry, this Licence is not renewed and the Minister is satisfied that there are no further obligations under this Licence or the Act, the Minister will return the Security to the Licensee.
5. The Licensee must:
  - (a) 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 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 require; and
  - (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. The Licensee will ensure, when preparing an Environmental Impact Report under Part 12 of the *Petroleum and Geothermal Energy Act 2000*, that the report also includes an assessment of the potential economic consequences for other licensees under the *Petroleum and Geothermal Energy Act 2000* or *Mining Act 1971* and owners of land, arising out of proposed regulated activities to be carried out in the licence area.
8. 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 *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: 18 January 2017



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

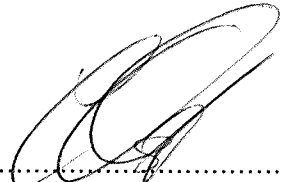
**EXECUTED BY THE LICENSEE:**

**EXECUTED** by Adelaide Energy Pty Ltd (ACN 116 256 823)  
in accordance with Section 127 of the  
*Corporations Act 2001* and its Constitution

  
.....  
Signature of Director

**Matt Kay**  
**Director**

.....  
[Print Name of Director]

  
.....  
Signature of Director/Secretary\*

**CATHY OSTER**  
**COMPANY SECRETARY**

.....  
[Print Name of Director/Secretary\*]  
(\*delete the inapplicable)

## THE SCHEDULE

### PETROLEUM RETENTION LICENCE

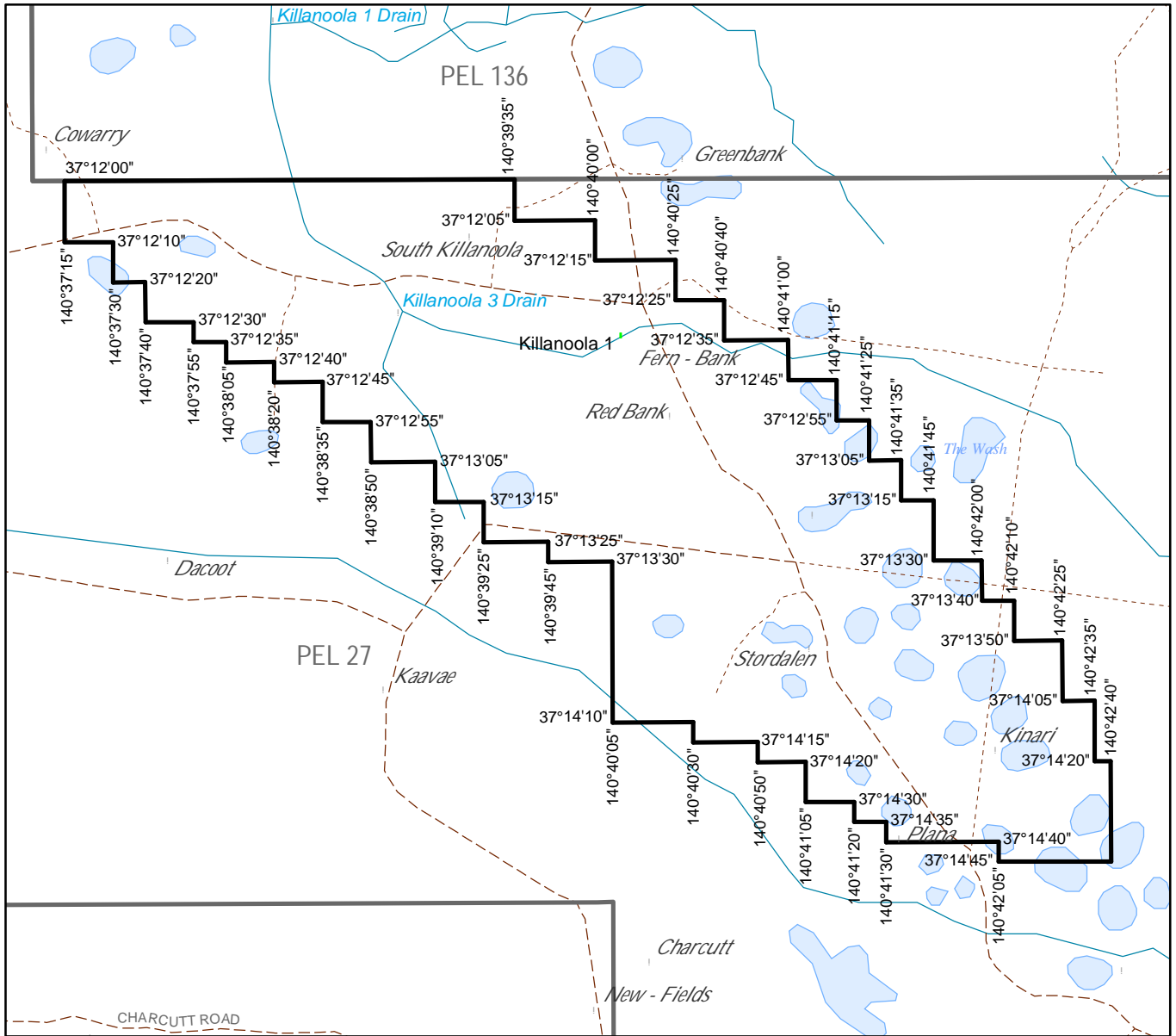
#### PRL 13

#### DESCRIPTION OF AREA

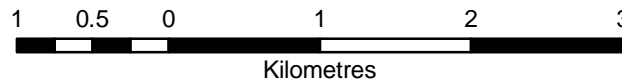
All that part of the State of South Australia, bounded as follows:-

Commencing at a point being the intersection of latitude 37°12'00"S AGD66 and longitude 140°37'15"E GDA94, thence east to longitude 140°39'35"E GDA94, south to latitude 37°12'05"S GDA94, east to longitude 140°40'00"E GDA94, south to latitude 37°12'15"S GDA94, east to longitude 140°40'25"E GDA94, south to latitude 37°12'25"S GDA94, east to longitude 140°40'40"E GDA94, south to latitude 37°12'35"S GDA94, east to longitude 140°41'00"E GDA94, south to latitude 37°12'45"S GDA94, east to longitude 140°41'15"E GDA94, south to latitude 37°12'55"S GDA94, east to longitude 140°41'25"E GDA94, south to latitude 37°13'05"S GDA94, east to longitude 140°41'35"E GDA94, south to latitude 37°13'15"S GDA94, east to longitude 140°41'45"E GDA94, south to latitude 37°13'30"S GDA94, east to longitude 140°42'00"E GDA94, south to latitude 37°13'40"S GDA94, east to longitude 140°42'10"E GDA94, south to latitude 37°13'50"S GDA94, east to longitude 140°42'25"E GDA94, south to latitude 37°14'05"S GDA94, east to longitude 140°42'35"E GDA94, south to latitude 37°14'20"S GDA94, east to longitude 140°42'40"E GDA94, south to latitude 37°14'45"S GDA94, west to longitude 140°42'05"E GDA94, north to latitude 37°14'40"S GDA94, west to longitude 140°41'30"E GDA94, north to latitude 37°14'35"S GDA94, west to longitude 140°41'20"E GDA94, north to latitude 37°14'30"S GDA94, west to longitude 140°41'05"E GDA94, north to latitude 37°14'20"S GDA94, west to longitude 140°40'50"E GDA94, north to latitude 37°14'15"S GDA94, west to longitude 140°40'30"E GDA94, north to latitude 37°14'10"S GDA94, west to longitude 140°40'05"E GDA94, north to latitude 37°13'30"S GDA94, west to longitude 140°39'45"E GDA94, north to latitude 37°13'25"S GDA94, west to longitude 140°39'25"E GDA94, north to latitude 37°13'15"S GDA94, west to longitude 140°39'10"E GDA94, north to latitude 37°13'05"S GDA94, west to longitude 140°38'50"E GDA94, north to latitude 37°12'55"S GDA94, west to longitude 140°38'35"E GDA94, north to latitude 37°12'45"S GDA94, west to longitude 140°38'20"E GDA94, north to latitude 37°12'40"S GDA94, west to longitude 140°38'05"E GDA94, north to latitude 37°12'35"S GDA94, west to longitude 140°37'55"E GDA94, north to latitude 37°12'30"S GDA94, west to longitude 140°37'40"E GDA94, north to latitude 37°12'20"S GDA94, west to longitude 140°37'30"E GDA94, north to latitude 37°12'10"S GDA94, west to longitude 140°37'15"E GDA94, and north to point of commencement.

AREA: 17.5 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), the Geocentric Datum of Australia (GDA94) and the schedule.

THE PLAN HEREINBEFORE REFERRED TO  
**KILLANOOLA FIELD**

**PETROLEUM RETENTION LICENCE NO: 13**



Government of South Australia  
Primary Industries and Resources SA

SR 27/2/439

AREA: 17.5 sq km (approx)

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

**MEMORANDUM**

**PETROLEUM RETENTION LICENCE**  
**PRL 13**

1. Variation of licence condition is hereby entered on the public register.



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

Date: 7 December 2016

Ref: F2014/001276

**Petroleum and Geothermal Energy Act 2000  
S76(3)**

**VARIATION OF  
PETROLEUM RETENTION LICENCE  
PRL 13**

I, BARRY ALAN GOLDSTEIN, Executive Director, Energy Resources Division, Department of State Development, in the State of South Australia, pursuant to the provisions of the *Petroleum and Geothermal Energy Act 2000* and all other enabling powers, for and on behalf of Tom Koutsantonis, Minister for Mineral Resources and Energy (Minister), pursuant to delegated powers dated 21 March 2012, vary the conditions of the above-mentioned licence, held by –

**Adelaide Energy Pty Ltd**  
ACN 116 256 823

The petroleum retention licence is varied by removing the following condition:

"2. *During the term of the licence, the Licensee shall carry out or cause to be carried out the extended production testing of Killanoola Southeast #1 well.*"

Dated: 7 December 2016

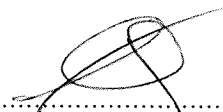
BAE 7/12/16



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

The following signatures evidence the consent of the Licensee to the variation of licence conditions of PRL 13 as set out in this document and made pursuant to Section 76(3) of the *Petroleum and Geothermal Energy Act 2000*.

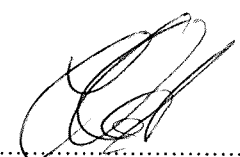
**EXECUTED** by Adelaide Energy Pty Ltd (ACN 116 256 823)  
in accordance with Section 127 of the  
*Corporations Act 2001* and its Constitution



.....  
Signature of Director

**Matt Kay**  
**Director**

.....  
[Print Name of Director]



.....  
Signature of Director/Secretary\*

**CATHY OSTER**  
**COMPANY SECRETARY**

.....  
[Print Name of Director/Secretary\*]  
(\*delete the inapplicable)

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

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

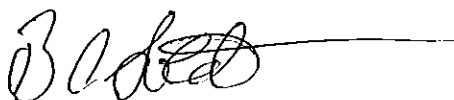
**PETROLEUM PRODUCTION LICENCES  
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239, 245, 246,  
247, 248, 249 and 250**

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

**MEMORANDUM**

**PETROLEUM EXPLORATION LICENCES**  
**PELs 105, 255, 494 and 496**

**PETROLEUM RETENTION LICENCES**  
**PRL 13**

**GAS STORAGE RETENTION LICENCE**  
**GSRL 27**

**PIPELINE LICENCE**  
**PL 19**

1. Notation of discharge of security in the form of Bank Guarantees dated 25 November 2009 and 14 April 2011 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: 23 March 2012

File:	27/2/185	27/2/309	27/2/337
	27/2/418	27/2/439	28/1/159
	28/1/353	28/1/446	F2009/14
	F2009/16	F2010/730	F2011/602

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

**MEMORANDUM**

**RENEWAL OF  
PETROLEUM RETENTION LICENCE  
PRL 13**

1. Renewal of this licence, effective from 31 January 2012 is hereby entered on the public register.

Expiry date: 30 January 2017

2. Interests in the licence are:

Adelaide Energy Limited 100%



**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: 9 January 2012

File: 27/2/439

# ***Petroleum and Geothermal Energy Act 2000***

## **FIRST RENEWAL OF PETROLEUM RETENTION LICENCE PRL 13**

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

**Adelaide Energy Limited**  
ACN 116 256 823

(hereinafter referred to as the Licensee) a Retention Licence in relation to all regulated resources except a source of geothermal energy in respect of the area set out below, to have effect for a term of five years with effect from 31 January 2012 and to expire on 30 January 2017 and carrying the right to renewal subject to the provisions of the *Petroleum and Geothermal Energy Act 2000*.

### **DESCRIPTION OF AREA**

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

### **CONDITIONS**

1. During the term of the licence, the Licensee is authorised to carry out in the licence area -
  - (a) operations –
    - (i) to establish the nature and extent of a discovery of regulated resources except a source of geothermal energy; and
    - (ii) to establish the commercial feasibility of production and appropriate production techniques; and
    - (iii) other regulated activities specified in the licence.
2. During the term of the licence, the Licensee shall carry out or cause to be carried out the extended production testing of the Killanoola Southeast #1 well.
3. The Licensee shall during periods determined by the Minister, lodge and maintain with the Minister, for the satisfaction of obligations arising under the Act or this licence, a security of \$50,000 (fifty thousand dollars) or such greater sum as specified by the Minister from time to time ("the Security").
  - 3.1 The Security shall be lodged 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,
  - 3.2 Interest will not be payable by the Minister to the Licensee on any cash Security.

- 3.3 All charges incurred by the Licensee in obtaining and maintaining the Security shall be met by the Licensee.
- 3.4 If upon expiry, this Licence is not renewed and the Minister is satisfied that there are no further obligations under this Licence or the Act, the Minister will return the Security to the Licensee.
4. The Licensee must:
- (a) 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 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 require; and
  - (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).
5. 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.
6. The Licensee will ensure, when preparing an Environmental Impact Report under Part 12 of the *Petroleum and Geothermal Energy Act 2000*, that the report also includes an assessment of the potential economic consequences for other licensees under the *Petroleum and Geothermal Energy Act 2000* or *Mining Act 1971* and owners of land, arising out of proposed regulated activities to be carried out in the licence area.
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* or *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.

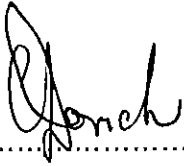
Date: ~~9/12/11~~ 9/JANUARY/2012  
 BAG



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

Signed by the said LICENSEE

Date: 8 December 2011



Authorised Representative

CARL WILLIAM DORSCH  
Name

MANAGING DIRECTOR  
Position

ADELAIDE ENERGY LIMITED  
Company

## The Schedule

### PETROLEUM RETENTION LICENCE

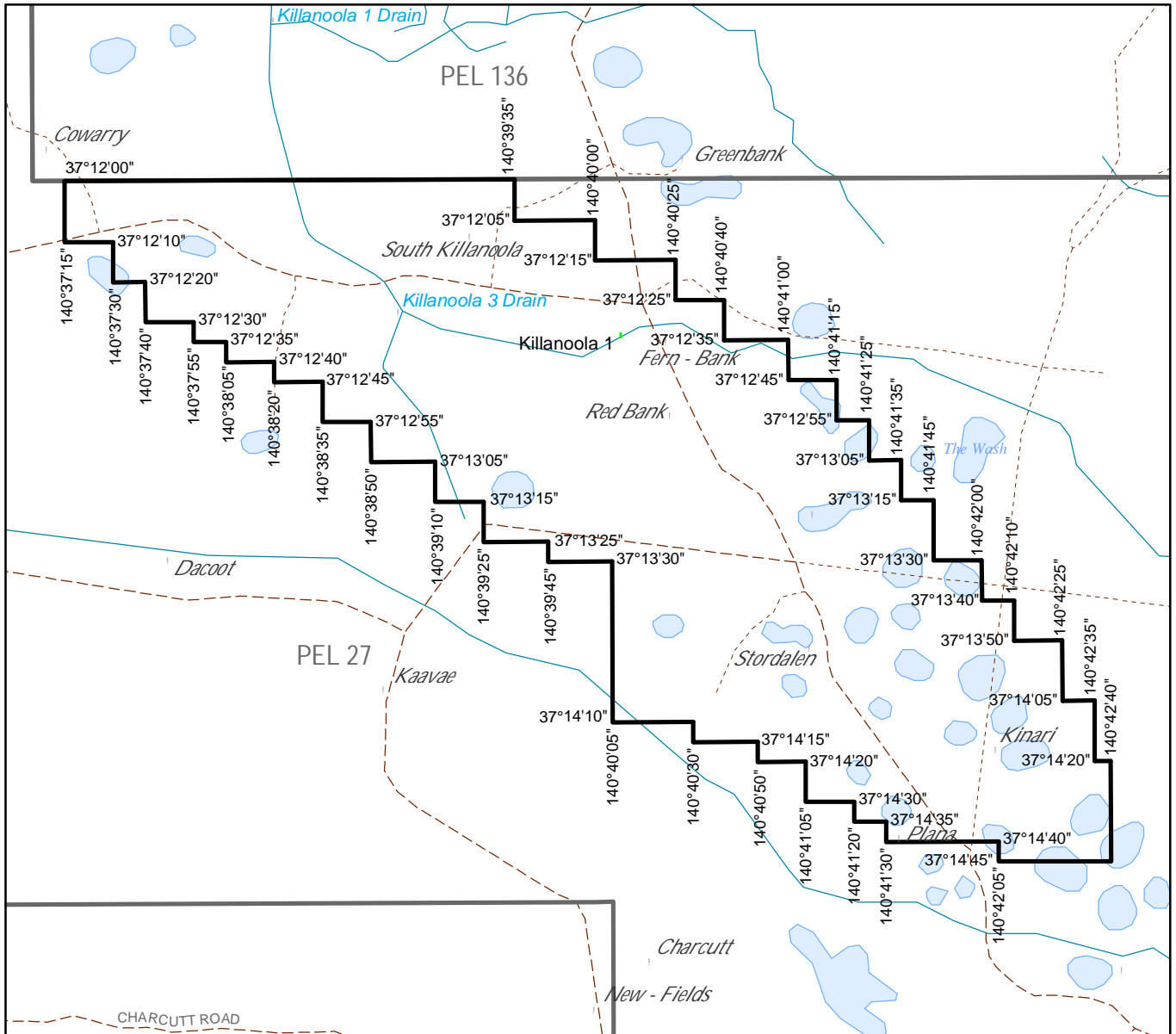
#### PRL 13

#### Description of Area

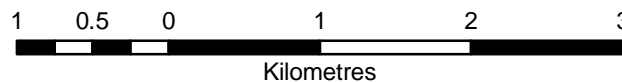
All that part of the State of South Australia, bounded as follows:-

Commencing at a point being the intersection of latitude 37°12'00"S AGD66 and longitude 140°37'15"E GDA94, thence east to longitude 140°39'35"E GDA94, south to latitude 37°12'05"S GDA94, east to longitude 140°40'00"E GDA94, south to latitude 37°12'15"S GDA94, east to longitude 140°40'25"E GDA94, south to latitude 37°12'25"S GDA94, east to longitude 140°40'40"E GDA94, south to latitude 37°12'35"S GDA94, east to longitude 140°41'00"E GDA94, south to latitude 37°12'45"S GDA94, east to longitude 140°41'15"E GDA94, south to latitude 37°12'55"S GDA94, east to longitude 140°41'25"E GDA94, south to latitude 37°13'05"S GDA94, east to longitude 140°41'35"E GDA94, south to latitude 37°13'15"S GDA94, east to longitude 140°41'45"E GDA94, south to latitude 37°13'30"S GDA94, east to longitude 140°42'00"E GDA94, south to latitude 37°13'40"S GDA94, east to longitude 140°42'10"E GDA94, south to latitude 37°13'50"S GDA94, east to longitude 140°42'25"E GDA94, south to latitude 37°14'05"S GDA94, east to longitude 140°42'35"E GDA94, south to latitude 37°14'20"S GDA94, east to longitude 140°42'40"E GDA94, south to latitude 37°14'45"S GDA94, west to longitude 140°42'05"E GDA94, north to latitude 37°14'40"S GDA94, west to longitude 140°41'30"E GDA94, north to latitude 37°14'35"S GDA94, west to longitude 140°41'20"E GDA94, north to latitude 37°14'30"S GDA94, west to longitude 140°41'05"E GDA94, north to latitude 37°14'20"S GDA94, west to longitude 140°40'50"E GDA94, north to latitude 37°14'15"S GDA94, west to longitude 140°40'30"E GDA94, north to latitude 37°14'10"S GDA94, west to longitude 140°40'05"E GDA94, north to latitude 37°13'30"S GDA94, west to longitude 140°39'45"E GDA94, north to latitude 37°13'25"S GDA94, west to longitude 140°39'25"E GDA94, north to latitude 37°13'15"S GDA94, west to longitude 140°39'10"E GDA94, north to latitude 37°13'05"S GDA94, west to longitude 140°38'50"E GDA94, north to latitude 37°12'55"S GDA94, west to longitude 140°38'35"E GDA94, north to latitude 37°12'45"S GDA94, west to longitude 140°38'20"E GDA94, north to latitude 37°12'40"S GDA94, west to longitude 140°38'05"E GDA94, north to latitude 37°12'35"S GDA94, west to longitude 140°37'55"E GDA94, north to latitude 37°12'30"S GDA94, west to longitude 140°37'40"E GDA94, north to latitude 37°12'20"S GDA94, west to longitude 140°37'30"E GDA94, north to latitude 37°12'10"S GDA94, west to longitude 140°37'15"E GDA94, and north to point of commencement.

AREA: 17.5 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), the Geocentric Datum of Australia (GDA94) and the schedule.

THE PLAN HEREINBEFORE REFERRED TO  
**KILLANOOLA FIELD**  
**PETROLEUM RETENTION LICENCE NO: 13**



Government of South Australia  
 Primary Industries and Resources SA

SR 27/2/439

AREA: 17.5 sq km (approx)

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

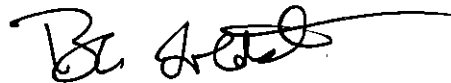
**MEMORANDUM**

**PETROLEUM RETENTION LICENCE  
PRL 13**

SA 2011-31      Notation of registrable dealing as evidenced by Deed of Assignment and Assumption – PRL 13 dated 12 May 2011 between Adelaide Energy Limited, Somerton Energy Limited and Cluff Resources Pacific NL is hereby entered on the public register.

Interests in the licence are:

Adelaide Energy Limited	100%
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**BARRY A. GOLDSTEIN  
Executive Director Petroleum and Geothermal  
Minerals and Energy Resources  
Primary Industries and Resources SA  
Delegate of the Minister for Mineral Resources  
Development**

Date: 31 May 2011

Ref: 27/2/439

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

**MEMORANDUM**

**PETROLEUM EXPLORATION LICENCES**  
**PELs 105, 255, 494 and 496**

**PETROLEUM PIPELINE LICENCE**  
**PL 19**

**GAS STORAGE RETENTION LICENCE**  
**GSRL 27**

**PETROLEUM RETENTION LICENCE**  
**PRL 13**

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



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

Date: 6 May 2011

Ref: 27/2/185      F2009/14  
27/2/418      F2009/16  
27/2/439      F2010/730  
27/2/446

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

**MEMORANDUM**

**PETROLEUM RETENTION LICENCE**  
**PRL 13**

- SA 2011-17 Notation of registrable dealing as evidenced by Sale and Purchase Agreement PRL 13 dated 20 December 2010 between Somerton Energy Limited and Adelaide Energy Limited is hereby entered on the public register.
- SA 2011-24 Notation of registrable dealing as evidenced by Deed of Assignment and Assumption Joint Operating Agreement dated 15 December 2010 between Beach Energy Limited, Adelaide Energy Limited and Somerton Energy Limited is hereby entered on the public register.

Interests in the licence are:

Adelaide Energy Limited	80%
Somerton Energy Limited	20%

- SA 2011-25 Notation of registrable dealing as evidenced by Deed of Assignment and Assumption Royalty Deed dated 15 December 2010 between Beach Energy Limited, Adelaide Energy Limited and Cluff Resources Pacific NL is hereby entered on the public register.



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

Date: 6 May 2011

Ref: 27/2/439

**Petroleum Act 2000**  
**S.115**

**MEMORANDUM**

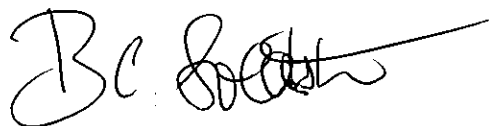
**PETROLEUM RETENTION LICENCE PRL 13**

SA 2009-11            Notation of 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 is hereby entered on the public register.

SA 2010-52            Notation of Deed of Assignment and Assumption – PRL 13 JOA, dated 8 June 2010 between Origin Energy Resources Limited, Adelaide Energy Limited, Beach Energy limited and Essential Petroleum Resources Limited is hereby entered on the public register.

Interests in the licences are:

Adelaide Energy Limited	50%
Beach Energy Limited	30%
Somerton Energy Limited	20%
<i>(formerly Essential Petroleum Resources Limited)</i>	



**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: 1 December 2010

Ref: 27/2/439

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


**MEMORANDUM**

**PETROLEUM RETENTION LICENCE**  
**PRL 13**

1. Notation of change of company name –

From: Essential Petroleum Resources Limited  
To: Somerton Energy 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: 13 September 2010

File: 27/2/439-V02

Tresscox Lawyers Attn: Garrick Higgins  
PO Box 13072  
Law Courts VIC 8010

Remove this top section if desired before framing



## Certificate of Registration on Change of Name

This is to certify that

**ESSENTIAL PETROLEUM RESOURCES LIMITED**

**Australian Company Number 089 956 150**

did on the twenty-ninth day of April 2010 change its name to

**SOMERTON ENERGY LIMITED**

**Australian Company Number 089 956 150**

The company is a public company.

The company is limited by shares.

The company is registered under the Corporations Act 2001 and is taken to be registered in Victoria and the date of commencement of registration is the thirteenth day of October, 1999.

Issued by the  
Australian Securities and Investments Commission  
on this twenty-ninth day of April, 2010.

A handwritten signature in black ink, appearing to read 'AMDA'.

Anthony Michael D'Aloisio  
Chairman



CERTIFICATE

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

**MEMORANDUM**

**PETROLEUM RETENTION LICENCE  
PRL 13**

SA 2010-47      Notation of registrable dealing as evidenced by Sale and Purchase Agreement PRL 13 dated 20 July 2010 between Beach Energy Limited and Adelaide Energy 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: 31 August 2010

Ref: 27/2/439

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

**MEMORANDUM**

**PETROLEUM EXPLORATION LICENCES  
PELs 91, 92, 94, 95, 106, 107 and 218**

**PETROLEUM RETENTION LICENCES  
PRLs 13 and 25**

**PETROLEUM PRODUCTION LICENCES  
PPLs 204, 205, 210, 212, 220 and 224**

**ASSOCIATED ACTIVITIES LICENCES  
AALs 18, 82, 98, 128, 146 and 154**

1. Notation of change of company name:

From: Beach Petroleum Limited  
To: Beach Energy Limited

is hereby entered on the public register



**ELINOR ALEXANDER  
A/Director Petroleum and Geothermal  
Minerals and Energy Resources  
Primary Industries and Resources SA  
Delegate of the Minister for Mineral Resources  
Development**

Date: 7 January 2010

Ref:	27/2/169	27/2/520
	27/2/170	27/2/543
	27/2/172	28/1/360
	27/2/173	28/1/375
	27/2/186	28/1/382
	27/2/187	28/1/394
	27/2/339	28/1/419
	27/2/375	28/1/426
	27/2/438	28/1/431
	27/2/439	F2009/000739
	27/2/512	

BEACH PETROLEUM LIMITED  
25 Conyngham Street  
GLENSIDE SA 5065

Return to this top section if directed by FAX from us.



## Certificate of Registration on Change of Name

This is to certify that

**BEACH PETROLEUM LIMITED**

**Australian Company Number 007 617 969**

did on the tenth day of December 2009 change its name to

**BEACH ENERGY LIMITED**

**Australian Company Number 007 617 969**

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 twenty-first day of December, 1961.

Issued by the  
Australian Securities and Investments Commission  
on this tenth day of December, 2009.

A handwritten signature in black ink, appearing to read 'AM D'Aloisio'.

Anthony Michael D'Aloisio  
Chairman



CERTIFICATE

**Petroleum Act 2000  
S.115**

**MEMORANDUM**

**PETROLEUM EXPLORATION LICENCES  
PEL 91, PEL 92, PEL 94, PEL 95, PEL 107, PEL 110**

**PETROLEUM PRODUCTION LICENCES  
PPL 204, PPL 205, PPL 210, PPL 212, PPL 220, PPL 224**

**PETROLEUM RETENTION LICENCES  
PRL 13, PRL 25**

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



**MICHAEL MALAVAZOS  
A/Director Petroleum and Geothermal  
Minerals and Energy Resources  
Primary Industries and Resources SA  
Delegate of the Minister for Mineral Resources  
Development**

Date: 28 January 2009

File: 27/2/169 28/1/375  
27/2/170 28/1/382  
27/2/172 28/1/394  
27/2/173 28/1/419  
27/2/187 28/1/426  
27/2/196 27/2/431  
28/1/360 27/2/439

**Petroleum Act 2000**  
**S.115**

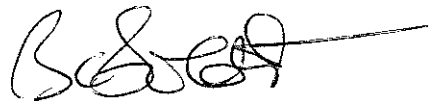
**MEMORANDUM**

**PETROLEUM EXPLORATION LICENCES**  
**PEL 91, PEL 92, PEL 94, PEL 95, PEL 107, PEL 110**

**PETROLEUM PRODUCTION LICENCES**  
**PPL 204, PPL 205, PPL 210, PPL 212, PPL 220**

**PETROLEUM RETENTION LICENCE**  
**PRL 13**

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



**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: 14 September 2007

File: 27/2/169 28/1/360  
27/2/170 28/1/375  
27/2/172 28/1/382  
27/2/173 28/1/394  
27/2/187 28/1/419  
27/2/196 27/2/439

***Petroleum Act 2000***  
**S.115**

**MEMORANDUM**

**PETROLEUM EXPLORATION LICENCES**

**PEL 90; PEL 91; PEL 92; PEL 94; PEL 95; PEL 106; PEL 107; PEL 110;  
PEL 113 (Saintly & Harpoono/Dunoon Blocks)**

**PETROLEUM RETENTION LICENCES**

**PRL 13**

**PETROLEUM PRODUCTION LICENCES**

**PPL 203; PPL 204; PPL 205; PPL 209; PPL 210; PPL 211; PPL 212**

SA 2007-24 Notation of registrable dealing as evidenced by Deed of Security dated 28 May 2007 between CBA Corporate Services (NSW) Pty Limited and Beach Petroleum Limited, Beach Petroleum (NZ) Pty Ltd, Beach Oil and Gas Pty Limited, Beach Production Services Pty Limited, Beach Petroleum (Surat) Pty Limited, Beach Petroleum (Cooper Basin) Pty Limited, Beach Petroleum (Gippsland) Pty Limited and Mawson Petroleum Pty 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: 20 August 2007

Ref: 27/2/168; 27/2/169; 27/2/170; 27/2/172; 27/2/173; 27/2/186; 27/2/187;  
27/2/196; 27/2/199; 27/2/439; 28/1/359; 28/1/360; 28/1/361; 28/1/381;  
28/1/382; 28/1/383; 28/1/394

***Petroleum Act 2000***  
**S.115**

**MEMORANDUM**

**PETROLEUM EXPLORATION LICENCES**

**PEL 90; PEL 91; PEL 92; PEL 94; PEL 95; PEL 106; PEL 107; PEL 110;  
PEL 113 (Saintly & Harpoono/Dunoon Blocks)**

**PETROLEUM RETENTION LICENCES**

**PRL 13**

**PETROLEUM PRODUCTION LICENCES**

**PPL 203; PPL 204; PPL 205; PPL 209; PPL 210; PPL 211; PPL 212**

SA 2007-23 Notation of registrable dealing as evidenced by Security Deed dated 4 September 2006 between Commonwealth Bank of Australia and Beach Petroleum Limited, Beach Petroleum (NZ) Pty Ltd, Beach Oil and Gas Pty Limited, Beach Production Services Pty Limited, Beach Petroleum (Surat) Pty Limited, Beach Petroleum (Cooper Basin) Pty Limited, Beach Petroleum (Gippsland) Pty Limited, Mawson Petroleum Pty Limited, Wandata Pty Ltd, Claremont Petroleum (USA) Pty Limited, Tagday Pty Ltd, Midland Exploration Pty Limited and Ocita Pty Ltd 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: 20 August 2007

Ref: 27/2/168; 27/2/169; 27/2/170; 27/2/172; 27/2/173; 27/2/186; 27/2/187;  
27/2/196; 27/2/199; 27/2/439; 28/1/359; 28/1/360; 28/1/361; 28/1/381;  
28/1/382; 28/1/383; 28/1/394

## PETROLEUM ACT 2000

*Grant of Petroleum Retention Licence—PRL 13*

PURSUANT to section 92 (1) of the Petroleum Act 2000, notice is hereby given that the undermentioned Petroleum Production Licence has been granted under the provisions of the Petroleum Act 2000, pursuant to delegated powers dated 28 March 2002, *Gazetted* 11 April 2002, page 1573.

No. of Licence	Licensees	Locality	Area in km <sup>2</sup>
PRL 13	Beach Petroleum Limited Origin Energy Resources Limited Essential Petroleum Resources Limited	Otway Basin of South Australia	17.5

*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°12'00"S AGD66 and longitude 140°37'15"E GDA94, thence east to longitude 140°39'35"E GDA94, south to latitude 37°12'05"S GDA94, east to longitude 140°40'00"E GDA94, south to latitude 37°12'15"S GDA94, east to longitude 140°40'25"E GDA94, south to latitude 37°12'25"S GDA94, east to longitude 140°40'40"E GDA94, south to latitude 37°12'35"S GDA94, east to longitude 140°41'00"E GDA94, south to latitude 37°12'45"S GDA94, east to longitude 140°41'15"E GDA94, south to latitude 37°12'55"S GDA94, east to longitude 140°41'25"E GDA94, south to latitude 37°13'05"S GDA94, east to longitude 140°41'35"E GDA94, south to latitude 37°13'15"S GDA94, east to longitude 140°41'45"E GDA94, south to latitude 37°13'30"S GDA94, east to longitude 140°42'00"E GDA94, south to latitude 37°13'40"S GDA94, east to longitude 140°42'10"E GDA94, south to latitude 37°13'50"S GDA94, east to longitude 140°42'25"E GDA94, south to latitude 37°14'05"S GDA94, east to longitude 140°42'35"E GDA94, south to latitude 37°14'20"S GDA94, east to longitude 140°42'40"E GDA94, south to latitude 37°14'45"S GDA94, west to longitude 140°42'05"E GDA94, north to latitude 37°14'40"S GDA94, west to longitude 140°41'30"E GDA94, north to latitude 37°14'35"S GDA94, west to longitude 140°41'20"E GDA94, north to latitude 37°14'30"S GDA94, west to longitude 140°41'05"E GDA94, north to latitude 37°14'20"S GDA94, west to longitude 140°40'50"E GDA94, north to latitude 37°14'15"S GDA94, west to longitude 140°40'30"E GDA94, north to latitude 37°14'10"S GDA94, west to longitude 140°40'05"E GDA94, north to latitude 37°13'30"S GDA94, west to longitude 140°39'45"E GDA94, north to latitude 37°13'25"S GDA94, west to longitude 140°39'25"E GDA94, north to latitude 37°13'15"S GDA94, west to longitude 140°39'10"E GDA94, north to latitude 37°13'05"S GDA94, west to longitude 140°38'50"E GDA94, north to latitude 37°12'55"S GDA94, west to longitude 140°38'35"E GDA94, north to latitude 37°12'45"S GDA94, west to longitude 140°38'20"E GDA94, north to latitude 37°12'40"S GDA94, west to longitude 140°38'05"E GDA94, north to latitude 37°12'35"S GDA94, west to longitude 140°37'55"E GDA94, north to latitude 37°12'30"S GDA94, west to longitude 140°37'40"E GDA94, north to latitude 37°12'20"S GDA94, west to longitude 140°37'30"E GDA94, north to latitude 37°12'10"S GDA94, west to longitude 140°37'15"E GDA94 and north to the point of commencement.

Area: 17.5 km<sup>2</sup> approximately.

Dated 31 January 2007.

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

**Petroleum Act 2000  
S.115**

**MEMORANDUM**

**PETROLEUM RETENTION LICENCE  
PRL 13**

1. This Licence granted on 31 January 2007 is hereby entered on the public register.
2. Interests in the licence are:-

Beach Petroleum Limited	30%
Origin Energy Resources Limited	50%
Essential Petroleum Resources Limited	20%
3. Notation of receipt of security 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: 31 January 2007

Ref: 27/2/439

# Petroleum Act 2000

## PETROLEUM RETENTION LICENCE PRL 13

I, BARRY ALAN GOLDSTEIN, Director Petroleum and Geothermal, Minerals and Energy Resources, Primary Industries and Resources, in the State of South Australia pursuant to the provisions of the *Petroleum Act 2000* and all other enabling powers, for and on behalf of Paul Holloway, Minister for Mineral Resources Development (Minister), pursuant to delegation dated 28 March 2002, (refer Government Gazette dated 11 April 2002 page 1573), HEREBY GRANT to:

Beach Petroleum Limited  
ACN 007 617 969

Origin Energy Resources Limited  
ACN 007 845 338

Essential Petroleum Resources Limited  
ACN 089 956 150

(hereinafter referred to as the Licensee) a Retention Licence in relation to all regulated resources except a source of geothermal energy in respect of the area set out below, to have effect for a term of five years and to expire on 30 JANUARY 2012 and carrying the right to renewal subject to the provisions of the *Petroleum Act 2000*.

### DESCRIPTION OF AREA

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

### CONDITIONS

1. During the term of the licence, the Licensee is authorised to carry out in the licence area -
  - (a) operations –
    - (i) to establish the nature and extent of a discovery of regulated resources except a source of geothermal energy; and
    - (ii) to establish the commercial feasibility of production and appropriate production techniques; and
    - (iii) other regulated activities specified in the licence.
2. The Licensee shall during periods determined by the Minister, lodge and maintain with the Minister, for the satisfaction of obligations arising under the Act or this licence, a security of \$50,000 (fifty thousand dollars) or such greater sum as specified by the Minister from time to time ("the Security").
  - 2.1 The Security shall be lodged 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,
  - 2.2 Interest will not be payable by the Minister to the Licensee on any cash Security.

- 2.3 All charges incurred by the Licensee in obtaining and maintaining the Security shall be met by the Licensee.
- 2.4 If upon expiry, this Licence is not renewed and the Minister is satisfied that there are no further obligations under this Licence or the Act, the Minister will return the Security to the Licensee.
3. The Licensee must:
- (a) 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 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 require; and
  - (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).
4. 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.
5. The Licensee will ensure, when preparing an Environmental Impact Report under Part 12 of the *Petroleum Act 2000*, that the report also includes an assessment of the potential economic consequences for other licensees under the *Petroleum Act 2000* or *Mining Act 1971* and owners of land, arising out of proposed regulated activities to be carried out in the licence area.
6. 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 2000* unless written consent of the Minister is obtained.
7. The licensee shall, each year, no later than two months prior to the anniversary date of the licence, provide a written statement specifying the work program proposed for the forthcoming licence year, for approval by the Minister.

Date:

31 January

2007



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

Signed by the said LICENSEE

Date: 11 January 2007

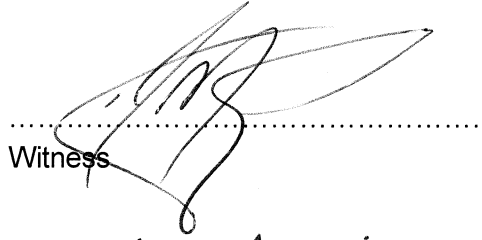
  
Authorised Representative

Tim Scholefield  
Name  
Group Manager,  
Subsurface

Position

Origin Energy  
Resources Ltd.

Company

  
Witness


Ian McIntyre  
Name

Joint Venture Manager  
Position

Origin Energy  
Resources Limited

Company

Date: 16/01/07 2007


  
JOHN G. REMFREY  
Authorised Representative

Name

MANAGING DIRECTOR

Position

ESSENTIAL PETROLEUM  
Company RESOURCES LIMITED

  
Witness

JANE MOWDAY  
Name

OFFICE MANAGER


Position

ESSENTIAL PETROLEUM  
Company RESOURCES LIMITED

Date: 12/1 .....2007



Authorised Representative



Witness

.....  
Name

Hector Gordon  
Executive Director

.....  
Position

Beach Petroleum Ltd  
Company

.....  
Name

Candace Moore  
Legal & Corporate Assistant

.....  
Position

Beach Petroleum Ltd  
Company

# PETROLEUM RETENTION LICENCE

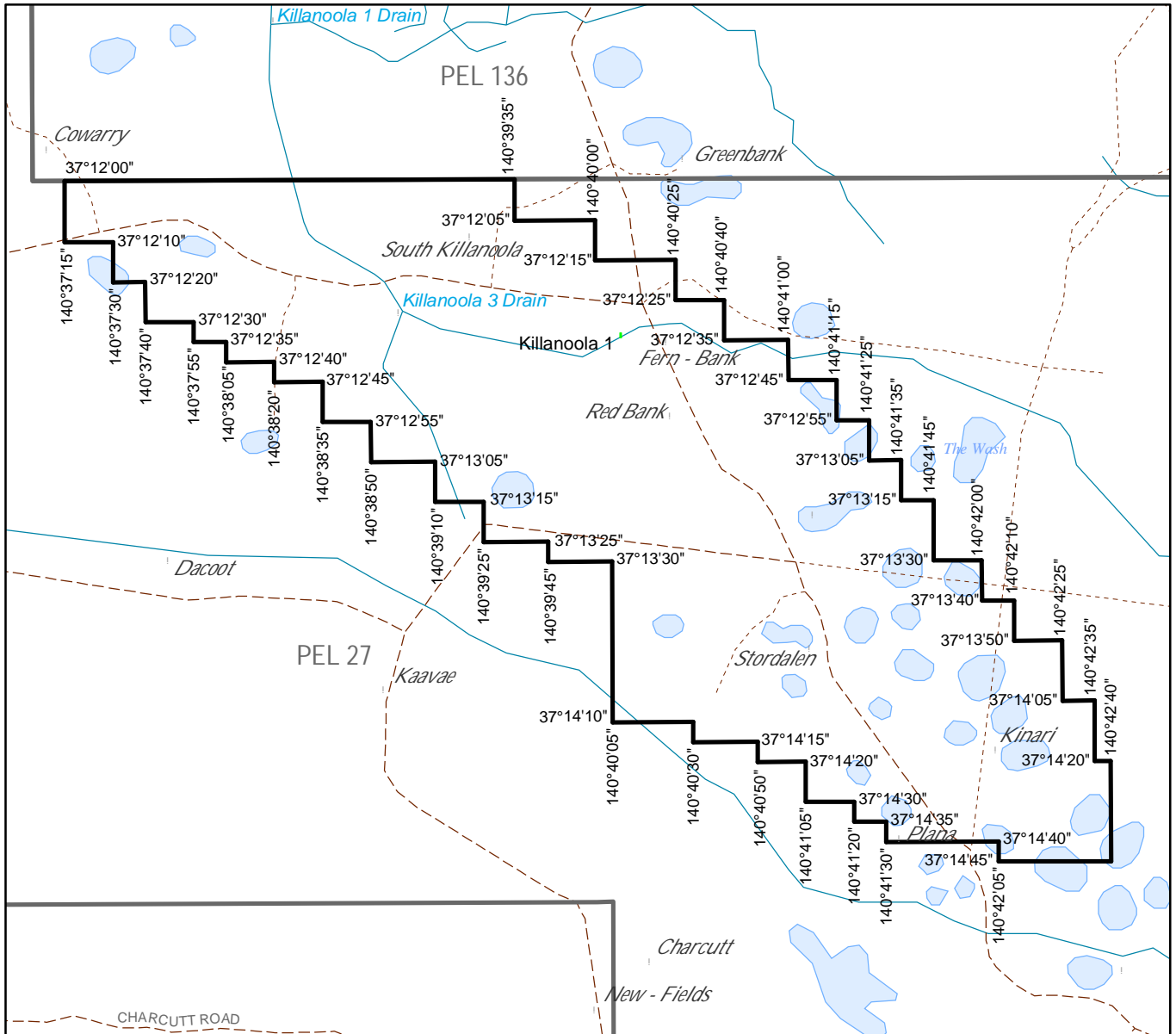
## PRL 13

### DESCRIPTION OF AREA

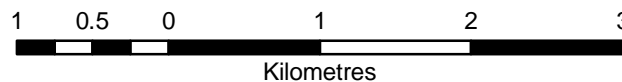
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Commencing at a point being the intersection of latitude 37°12'00"S AGD66 and longitude 140°37'15"E GDA94, thence east to longitude 140°39'35"E GDA94, south to latitude 37°12'05"S GDA94, east to longitude 140°40'00"E GDA94, south to latitude 37°12'15"S GDA94, east to longitude 140°40'25"E GDA94, south to latitude 37°12'25"S GDA94, east to longitude 140°40'40"E GDA94, south to latitude 37°12'35"S GDA94, east to longitude 140°41'00"E GDA94, south to latitude 37°12'45"S GDA94, east to longitude 140°41'15"E GDA94, south to latitude 37°12'55"S GDA94, east to longitude 140°41'25"E GDA94, south to latitude 37°13'05"S GDA94, east to longitude 140°41'35"E GDA94, south to latitude 37°13'15"S GDA94, east to longitude 140°41'45"E GDA94, south to latitude 37°13'30"S GDA94, east to longitude 140°42'00"E GDA94, south to latitude 37°13'40"S GDA94, east to longitude 140°42'10"E GDA94, south to latitude 37°13'50"S GDA94, east to longitude 140°42'25"E GDA94, south to latitude 37°14'05"S GDA94, east to longitude 140°42'35"E GDA94, south to latitude 37°14'20"S GDA94, east to longitude 140°42'40"E GDA94, south to latitude 37°14'45"S GDA94, west to longitude 140°42'05"E GDA94, north to latitude 37°14'40"S GDA94, west to longitude 140°41'30"E GDA94, north to latitude 37°14'35"S GDA94, west to longitude 140°41'20"E GDA94, north to latitude 37°14'30"S GDA94, west to longitude 140°41'05"E GDA94, north to latitude 37°14'20"S GDA94, west to longitude 140°40'50"E GDA94, north to latitude 37°14'15"S GDA94, west to longitude 140°40'30"E GDA94, north to latitude 37°14'10"S GDA94, west to longitude 140°40'05"E GDA94, north to latitude 37°13'30"S GDA94, west to longitude 140°39'45"E GDA94, north to latitude 37°13'25"S GDA94, west to longitude 140°39'25"E GDA94, north to latitude 37°13'15"S GDA94, west to longitude 140°39'10"E GDA94, north to latitude 37°13'05"S GDA94, west to longitude 140°38'50"E GDA94, north to latitude 37°12'55"S GDA94, west to longitude 140°38'35"E GDA94, north to latitude 37°12'45"S GDA94, west to longitude 140°38'20"E GDA94, north to latitude 37°12'40"S GDA94, west to longitude 140°38'05"E GDA94, north to latitude 37°12'35"S GDA94, west to longitude 140°37'55"E GDA94, north to latitude 37°12'30"S GDA94, west to longitude 140°37'40"E GDA94, north to latitude 37°12'20"S GDA94, west to longitude 140°37'30"E GDA94, north to latitude 37°12'10"S GDA94, west to longitude 140°37'15"E GDA94, and north to point of commencement.

AREA: **17.5** 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), the Geocentric Datum of Australia (GDA94) and the schedule.

THE PLAN HEREINBEFORE REFERRED TO  
**KILLANOOLA FIELD**

**PETROLEUM RETENTION LICENCE NO: 13**



Government of South Australia  
Primary Industries and Resources SA

SR 27/2/439

AREA: 17.5 sq km (approx)