

South Australia

Olympic Dam Project

Special Water Licence
No. 2

A

01115036

SOUTH AUSTRALIA - SPECIAL WATER LICENCE



His Excellency the Governor in and over the State of South Australia, in the Commonwealth of Australia, pursuant to and in exercise of the powers and authorities conferred upon him by the Roxby Downs (Indenture Ratification) Act, 1982, and of all other powers enabling him in that behalf, doth hereby grant to

Roxby Mining Corporation Pty. Ltd. as to a 51% interest,

B.P. Australia Limited as to a 36½% interest and

B.P. Petroleum Development Limited as to a 12½% interest

(hereinafter called "the Licensees" which expression shall include their and each of their respective successors and assigns) **an exclusive licence** to draw water from the areas and water sources specified in Item A of the Schedule hereto (hereinafter called "the source or area") **subject** only to and upon the terms and conditions hereinafter appearing

WHEREAS :

- a) The State of South Australia ("the State") has entered into an Indenture with the Minister of Mines and Energy, Roxby Mining Corporation Pty. Ltd., BP Australia Limited, BP Petroleum Development Limited and Western Mining Corporation Limited which Indenture bears date the third day of March 1982 (hereinafter referred to as "the Indenture").
- b) The Parliament of the State has ratified the Indenture by the enactment of the Roxby Downs (Indenture Ratification) Act, 1982.
- c) Pursuant to the Indenture the State undertook upon satisfaction of certain conditions precedent to grant a Special Water Licence upon the terms and conditions set out in the Indenture.
- d) The said conditions precedent now being satisfied the State has executed this Special Water Licence in partial satisfaction and fulfilment of its obligations pursuant to the Indenture (and in particular pursuant to Clause 13 thereof).

TERMS AND CONDITIONS

1. **The Licensees** shall be at liberty **subject** only to the express provisions of this Special Water Licence and the Indenture to draw water from the source or area for such purposes consistent with the provisions of the Indenture as they shall in their absolute discretion think fit.
2. **The Licensees** shall not be at liberty to withdraw water except for exploration construction and testing purposes until the agreement has been reached between the Minister of Water Resources and the Licensees as provided in paragraphs (a) and (c) of sub-clause (8) of Clause 13 of the Indenture.
 3. a) **If the Minister** of Water Resources has reason to believe that the continued abstraction of water by the Licensees from the designated area will be detrimental to the source or area or that there is a reasonable possibility of a complete or partial failure of the water supply therefrom, he may issue to the Licensees a notice requiring them to restrict the abstraction of water from the designated area to the limit set out in the notice.
 - b) **The Minister** of Water Resources may, if he is of the opinion that an emergency situation exists, give not less than ninety six hours notice to the Licensees requiring them to limit the amount of water which may be taken from the source or area at any one time or from time to time to the maximum which such source or area is hydrologically capable of safely supplying.
 - c) **In the event** that the Minister of Water Resources shall at any time limit the amount of water to be taken from the source or area the obligation of the State and the Licensees shall be as set forth in sub-clause (9) of Clause 13 of the Indenture.
4. **The Licensees** may construct all necessary bores, valves, pipelines, meters, tanks, equipment and appurtenances necessary to draw, transport, use and dispose of water drawn from the source or area **AND SUBJECT THERETO** the Licensees shall to the extent that it is practical and economical for them to do so design, construct and operate or cause to be designed, constructed or operated all such plant so as to promote the most efficient use of water.

5. *The State shall be at liberty to grant to third parties (including where applicable the State) rights to draw water from the source or area only in accordance with the provisions of sub-clause (13) of Clause 13 of the Indenture.*

6. *This Licence shall commence on the **ninth** day of **May** 1986, and expire upon **eighth** day of **May**, 2036. **subject** to any renewal or renewals hereof.*

7. *An application for renewal of this Licence shall be made by the Licensees to the Minister.*

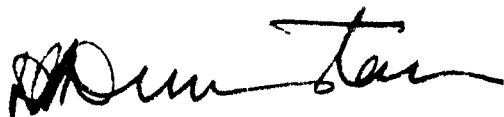
8. *The Licensees pursuant to sub-clause (3) of Clause 51 of the Indenture shall be at liberty to surrender any portion or portions of the lands the subject of this Licence by giving to the Minister of Water Resources three calendar months notice in writing of their intention or desire so to do. The State shall not terminate this Licence except by notice to the Licensees in accordance with the provisions of Clauses 41 and 42 of the Indenture.*

9. *The conditions of the Licence may be amended or modified or compliance with any such conditions may be waived by agreement in writing between the State and the Licensees and not otherwise and such agreement shall be construed as the consent of the holder of the Licence as required by the provisions of sub-section (2a) of Section 43 of the Water Resources Act.*

10. *If any question difference or dispute shall arise under or in relation to this Licence between the State and the Licensees or any of them concerning any provisions of this Licence or the meaning or construction of any matter or thing arising under or in any way connected with this Licence or the rights duties or liabilities of either the State or the Licensees or any of them under or in pursuance of the provisions of this Licence including any question of whether the State or a Licensee is or are in default under any provisions of this License then and in every such case the question difference dispute matter or thing shall be referred to arbitration in accordance with the procedure set out in Clause 49 of the Indenture and accordingly the Licensees shall waive any right of appeal afforded by the provisions of the Water Resources Act.*

11. **This Licence** and any transfer mortgage or other dealing herewith shall be recorded in accordance with the provisions of Clause 51 of the Indenture.
12. **Any notice** to be given or demand to be made by the Licensees or by or on behalf of the Minister of Water Resources shall be given or made as specified in Clause 54 of the Indenture.
13. **In the construction of this Licence** each and every word term or expression defined or used in the Indenture shall have the same meaning when used in this Licence as in the indenture; words importing one gender shall include the other genders; the singular shall include the plural and vice versa.

IN WITNESS whereof this Licence has been granted and executed by His Excellency the Governor of the State and by the Licensees.



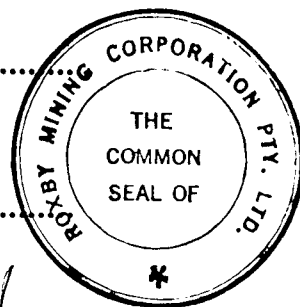
His Excellency the Governor of South
Australia caused the Public Seal of
the State to be affixed hereto on the

22nd day of May

1986

The Common Seal of Roxby Mining Corporation Pty. Ltd. was hereto affixed in the presence of

[Signature]
Director



[Signature]

ASST Secretary

[Signature]
Director

The Common Seal of BP Australia Limited was hereto affixed in the presence of

[Signature]
Secretary

Executed by BP Petroleum Development Limited by being signed sealed and delivered by its Attorney under Power who hereby states that he has no notice of revocation of the power pursuant to which this instrument is executed

[Signature]
Attorney

MINISTER'S CONSENT GIVEN
TO TRANSFER
ON 8/10/87
D.M.E. / *[Signature]*
MINING REGISTRAR

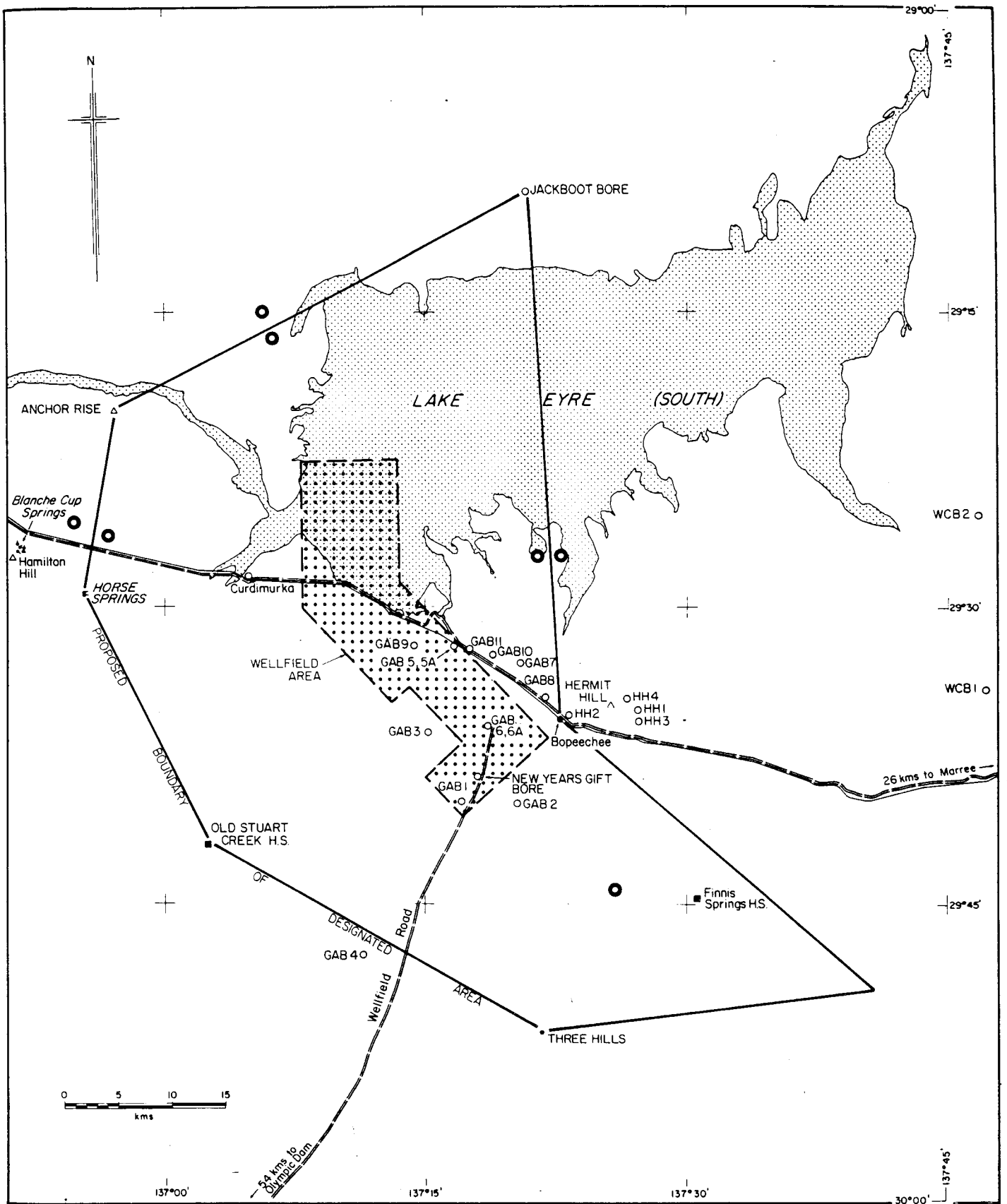
CAVEAT NO. 8
Reg'd. 11.12.87
[Signature]
MINING REGISTRAR

TRANSFER NO. 5 OF THE WITHIN
TENEMENT TO ROXBY MINING CORPORATION PTY
LTD (SIP) AND SOUTH CLIFFON COLLIERY PTY LTD (49%)
OF 168 GREENHILL ROAD
PARKSIDE S.A.
D.M. / REGISTERED 15-10-87
[Signature]
MINING REGISTRAR

WITHDRAWAL OF CAVEAT NO. 8
R.I. 10.
Reg'd. 20.4.94
[Signature]
MINING REGISTRAR

CHANGE OF NAME No 9 OF
THE WITHIN SPECIAL WATER LICENCE
NO 2
TO WMC OLYMPIC DAM CORPORATION
PTY LTD
D.M. / REGISTERED 26.9.89
[Signature]
MINING REGISTRAR

TRANSFER No. 12 OF THE WITHIN
TENEMENT TO WMC (OLYMPIC DAM
CORPORATION) PTY LTD (100%)
OF 168 GREENHILL ROAD
PARKSIDE SA 5063
DM / REGISTERED 27.4.94
[Signature]
MINING REGISTRAR



**PROPOSED WELLFIELD 'A' & BOUNDARY
OF DESIGNATED AREA**

Pt. of Drg No.
OD13-00-0-37