

INDEX OF DOCUMENTS HELD ON THE PUBLIC REGISTER FOR PPL 212

1. 23 January 2006 Grant of Petroleum Production Licence PPL 212

Interests:-

Beach Petroleum Limited 40%
Great Artesian Oil and Gas Ltd 30%
Magellan Petroleum (Southern) Pty Ltd 30%
2. 23 January 2006 Memorandum entering PPL 212 on the public register.
3. 23 January 2006 Memorandum entering notation of receipt of security on the public register.
4. 25 January 2006 Gazettal of Grant of PPL 212.
5. 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
6. 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
7. 14 September 2007 Notation of revision to security arrangements is hereby entered on the public register.
8. 20 February 2008 Memorandum entering notation and registration of the following deeds on the public register:
 - Joint Operating and Production Agreement dated 24 April 2003 between Beach Petroleum Ltd and Great Artesian Oil & Gas Limited
Ref: SA 2003-07

- PPL 212 Joint Operating and Production – Letter Agreement dated 22 January 2008 between Beach Petroleum Limited, Great Artesian Oil and Gas Limited and Magellan Petroleum (Southern) Pty Ltd
Ref: SA 2008-02
9. 28 January 2009 Memorandum entering notation of revision to security arrangements on the public register.
10. 1 April 2009 Memorandum entering the following registrable dealings on the public register.
- Joint Operating and Production Agreement dated 3 December 2008 between Beach Petroleum Limited, Great Artesian Oil and Gas Limited and Magellan Petroleum (Southern) Pty Ltd.

Refer: SA 2009-18
 - Native Title Deed of Assumption dated 3 December 2008 between Beach Petroleum Limited, Great Artesian Oil and Gas Limited and Magellan Petroleum (Southern) Pty Ltd.

Refer: SA 2009-19
11. 7 January 2010 Memorandum entering notation of change of company name on the public register.
- From: Beach Petroleum Limited
To: Beach Energy Limited
12. 7 January 2010 Certificate of Registration on Change of Name.
13. 1 June 2010 Memorandum entering notation of change of company name on the public register.
- From: Magellan Petroleum (Southern) Pty Ltd
To: Drillsearch Gas Pty Limited
14. 31 August 2011 Memorandum entering notation of receipt of security on the public register.
15. 23 March 2012 Memorandum entering notation of discharge of security on the public register.
16. 23 March 2012 Memorandum entering notation of receipt of security on the public register.
17. 19 September 2013 Certificate of Registration on Change of Name.

18. 19 September 2013 Memorandum entering notation of change to company name on the public register.
- From: Great Artesian Oil and Gas Ltd
To: Great Artesian Oil and Gas Pty Ltd
19. 28 October 2013 Memorandum entering notation of revision of security arrangements on the public register.
20. 30 October 2013 Memorandum entering notation of revision of security arrangements on the public register.
21. 21 November 2013 Memorandum entering notation of revision of security arrangements on the public register.
22. 10 January 2014 Memorandum entering notation of revision of security arrangements on the public register.
23. 5 May 2014 Memorandum entering notation of registrable dealing on the public register:
- Memorandum dated 27 August 2002 between Naughton Resources, Newport Exploration Ltd and Great Artesian Oil and Gas Limited.
Ref: SA 2014-39
24. 21 August 2014 Memorandum entering notation of revision of security arrangements on the public register.
25. 19 September 2014 Memorandum entering notation of revision of security arrangements on the public register.
26. 15 October 2014 Memorandum entering notation of revision of security arrangements on the public register.
27. 2 August 2016 Memorandum entering notation of registration of the following deed on the public register:
- Royalty Assumption Deed dated 13 April 2016 between Drillsearch Gas Pty Ltd, Great Artesian Oil and Gas Pty Limited, Newport Exploration Limited and Beach Energy Limited.
Ref: SA 2016-08

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCE
PPL 212

PETROLEUM RETENTION LICENCES
PRLs 175, 176, 177, 178 and 179

SA 2016-08 Notation of registrable dealing as evidenced by Royalty Assumption Deed dated 13 April 2016 between Drillsearch Gas Pty Ltd, Great Artesian Oil and Gas Pty Limited, Newport Exploration Limited and Beach Energy Limited 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: 2 August 2016

Ref: 28/1/394
F2014/001299

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 and 107**

**PETROLEUM PRODUCTION LICENCE
PPL 212**

SA 2014-39 Notation of registrable dealing as evidenced by Deed dated 27 August 2002 between Naughton Resources Limited, Newport Exploration Ltd and Great Artesian Oil and Gas Limited 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: 5 May 2014

Ref: 27/02/00169
27/02/00187
28/01/00394
F2011/000278
F2013/002214

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

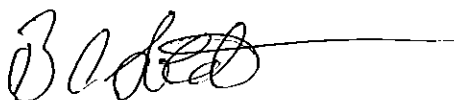
PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239, 245, 246,
247, 248, 249 and 250

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 91, 106 and 107**

**ASSOCIATED ACTIVITIES LICENCE
AAL 162**

**PETROLEUM PRODUCTION LICENCES
PPLs 212 and 239**

1. Notation of change of company name –

From: Great Artesian Oil and Gas Limited
To: Great Artesian Oil and Gas Pty Ltd

is hereby entered on the public registers.



**C. D. COCKSHELL
A/Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy**

Date: 12 September 2013

File: 27/2/169
27/2/186
27/2/187
28/1/294
F2011/239
F2011/323



ASIC

Australian Securities & Investments Commission

Australian Company

GREAT ARTESIAN OIL AND GAS PTY LTD
ACN 078 607 682

Extracted from ASIC's database at AEST 10:47:53 on 10/09/2013

Company Summary	
Name:	GREAT ARTESIAN OIL AND GAS PTY LTD
ACN:	078 607 682
ABN:	44 078 607 682
Registration Date:	20/05/1997
Next Review Date:	20/09/2013
Former Name(s):	GREAT ARTESIAN OIL AND GAS LIMITED, GREAT ARTESIAN OIL AND GAS PTY LTD, TYERS INVESTMENTS PTY LIMITED
Status:	Registered
Type:	Australian Proprietary Company, Limited By Shares
Locality of Registered Office:	Sydney NSW 2000
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 91, 92, 94, 95, 107, 186 and 218

PETROLEUM PRODUCTION LICENCES
PPLs 204, 205, 210, 212, 220, 224 and 239

1. Notation of discharge of security in the form of Bank Guarantees dated 11 September 2007, 22 December 2008 and 26 August 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:	27/2/169	27/2/170	27/2/172
	27/2/173	27/2/187	27/2/315
	27/2/375	28/1/360	28/1/375
	28/1/382	28/1/394	28/1/419
	28/1/426	F2011/278	

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

MEMORANDUM

**PETROLEUM EXPLORATION LICENCES
PELs 91, 92, 94, 95, 107, 186 and 218**

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

1. Notation of receipt of security in the form of a Bank Guarantee dated 26 August 2011 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 in South Australia.



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

Date: 31 August 2011

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
27/2/315 28/1/426
27/2/375 F2011/000278

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCE PEL 107
and
PETROLEUM PRODUCTION LICENCE PPL 212

1. Notation of change of company name –

From: Magellan Petroleum (Southern) Pty Ltd
To: Drillsearch Gas Pty Limited

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: 1 June 2010

File: 27/2/187
28/1/394

Magellan Petroleum (Southern) Pty Ltd
Level 8
16 Spring Street
Sydney NSW 2000

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Certificate of Registration on Change of Name

This is to certify that

MAGELLAN PETROLEUM (SOUTHERN) PTY LTD

Australian Company Number 059 583 032

did on the twenty-sixth day of March 2010 change its name to

DRILLSEARCH GAS PTY LIMITED

Australian Company Number 059 583 032

The company is a proprietary company.

The company is limited by shares.

The company is registered under the Corporations Act 2001 and is taken to be registered in Queensland and the date of commencement of registration is the second day of April, 1993.

Issued by the
Australian Securities and Investments Commission
on this twenty-sixth day of March, 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 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 stylized, handwritten signature in black ink, appearing to read 'AMDA'.

Anthony Michael D'Aloisio
Chairman



CERTIFICATE

Petroleum Act 2000
S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCE
PPL 212

- SA 2009-18 Notation of registrable dealing as evidenced by Joint Operating and Production Agreement dated 3 December 2008 between Beach Petroleum Limited, Great Artesian Oil and Gas Limited and Magellan Petroleum (Southern) Pty Ltd is hereby entered on the public register.
- SA 2009-19 Notation of registrable dealing as evidenced by Native Title Deed of Assumption dated 3 December 2008 between Beach Petroleum Limited, Great Artesian Oil and Gas Limited and Magellan Petroleum (Southern) Pty Ltd. is hereby entered on the public register.



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

Date: 1 April 2009

Ref: 28/1/394

**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 PRODUCTION LICENCE
PPL 212

1. Notation of the registration of the following documents is hereby entered on the Public Register:
 - SA 2003-07 Joint Operating and Production Agreement, dated 24 April 2003 between Beach Petroleum Ltd and Great Artesian Oil and Gas Limited;
 - SA 2008-02 PPL 212 Joint Operating and Production – Letter Agreement dated 22 January 2008 between Beach Petroleum Limited, Great Artesian Oil and Gas Limited and Magellan Petroleum (Southern) Pty Ltd.



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 February 2008

28/1/394

Petroleum Act 2000
S.115

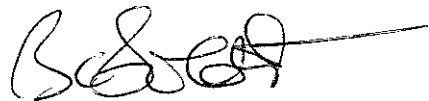
MEMORANDUM

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 (Sainty & 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 Production Licence—PPL 212

PURSUANT to section 92 (1) of the Petroleum Act 2000, notice is hereby given that the undermentioned Petroleum Production Licence has been granted with effect from 23 January 2006, 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	Licenseses	Locality	Area in km ²	Reference
PPL 212	Beach Petroleum Limited Great Artesian Oil and Gas Limited Magellan Petroleum (Southern) Pty Ltd	Cooper Basin of South Australia	1.6	28/01/394

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°08'50"S GDA94 and longitude 139°52'00"E GDA94, thence east to longitude 139°52'40"E GDA94, south to latitude 28°09'20"S GDA94, west to longitude 139°52'30"E GDA94, south to latitude 28°09'35"S GDA94, west to longitude 139°52'10"E GDA94, north to latitude 28°09'30"S GDA94, west to longitude 139°51'55"E GDA94, north to latitude 28°09'20"S GDA94, west to longitude 139°51'47"E GDA94, north to latitude 28°09'00"S GDA94, east to longitude 139°52'00"E GDA94, and north to the point of commencement.

Area: 1.6 km² approximately.

Dated 23 January 2006.

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

PETROLEUM ACT 2000

Suspension of Exploration Licence PEL—107

PURSUANT to section 90 of the Petroleum Act 2000, notice is hereby given that the abovementioned Exploration Licence has been suspended under the provisions of the Petroleum Act 2000, for a period of 244 days, from and including 23 January 2006 until 23 September 2006, pursuant to delegated powers dated 28 March 2002, *Gazetted* 11 April 2002, page 1573.

The expiry date of Exploration Licence PEL 107 is now determined to be 1 December 2008.

Dated 18 January 2006.

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

PETROLEUM ACT 2000

Suspension of Exploration Licence—GEL 157

PURSUANT to section 90 of the Petroleum Act 2000, notice is hereby given that the abovementioned Exploration Licence has been suspended under the provisions of the Petroleum Act 2000, from and including 11 January 2006 to 6 April 2006, pursuant to delegated powers dated 28 March 2002, *Gazetted* 11 April 2002, page 1573.

The expiry date of Exploration Licence GEL 157 is now determined to be 16 February 2010.

Dated 17 January 2006.

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

ROADS (OPENING AND CLOSING) ACT 1991:
SECTION 24**NOTICE OF CONFIRMATION OF ROAD
PROCESS ORDER***Road Closure
Robe Road, Sandy Grove*

BY Road Process Order made on 3 August 2005, the Kingston District Council ordered that:

1. Portion of Robe Road adjoining Pinks Beach Road, allotment 4 in Filed Plan 122537, allotment 14 in Deposited Plan 28055 and section 15 in the Hundred of Lacepede more particularly delineated and lettered 'A' in Preliminary Plan No. 03/0107 be closed.

2. The whole of the land subject to closure be transferred to David Stuart Gibbs in accordance with agreement for transfer dated 23 December 2003 entered into between the Kingston District Council and D. S. Gibbs.

3. The following easement be granted over portion of the land subject to that closure:

Grant to Distribution Lessor Corporation an easement for overhead electricity supply purposes.

On 20 December 2005 that order was confirmed by the Minister for Administrative Services conditionally upon the deposit by the Registrar-General of Deposited Plan 69054 being the authority for the new boundaries.

Pursuant to section 24 (5) of the Roads (Opening and Closing) Act 1991, NOTICE of the order referred to above and its confirmation is hereby given.

Dated 25 January 2006.

P. M. KENTISH, Surveyor-General

**Petroleum Act 2000
S.115**

MEMORANDUM

**PETROLEUM EXPLORATION LICENCES
PEL 27, PEL 91, PEL 92, PEL 94, PEL 95, PEL 107, PEL 110,
PEL 136, PETROLEUM PRODUCTION LICENCES PPL 204,
PPL 205, PPL 210 and PPL 212**

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



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

Date: 23 January 2006

File: 27/2/66
27/2/169
27/2/170
27/2/172
27/2/173
27/2/187
27/2/196
27/2/213
28/1/360
28/1/375
28/1/382
28/1/394

**Petroleum Act 2000
S.115**

MEMORANDUM

**PETROLEUM PRODUCTION LICENCE
PPL 212**

1. This Licence granted on 23 January 2006 is hereby entered on the public register.
2. Interests in the licence are:-

Beach Petroleum Limited	40%
Great Artesian Oil and Gas Limited	30%
Magellan Petroleum (Southern) Pty Ltd	30%



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

Date: 23 January 2006

Ref: 28/1/386

Petroleum Act 2000

PETROLEUM PRODUCTION LICENCE No. 212

I, BARRY ALAN GOLDSTEIN, Director Petroleum, Department of 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 delegated powers dated 28 March 2002 (refer Government Gazette dated 11 April 2002, page 1573), HEREBY GRANT to:

Beach Petroleum Limited ACN: 007 617 969
Great Artesian Oil and Gas Limited ACN: 078 607 682
Magellan Petroleum (Southern) Pty Ltd ACN: 059 583 032

(hereinafter referred to as the 'Licensees') a Production Licence, in relation to all regulated resources except a source of geothermal energy in respect of the area described below, and subject to the conditions set out below and the provisions of the *Petroleum Act 2000*, to have effect from 23 January 2006.

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°08'50"S GDA94 and longitude 139°52'00"E GDA94, thence east to longitude 139°52'40"E GDA94,
south to latitude 28°09'20"S GDA94, west to longitude 139°52'30"E GDA94,
south to latitude 28°09'35"S GDA94, west to longitude 139°52'10"E GDA94,
north to latitude 28°09'30"S GDA94, west to longitude 139°51'55"E GDA94,
north to latitude 28°09'20"S GDA94, west to longitude 139°51'47"E GDA94,
north to latitude 28°09'00"S GDA94, east to longitude 139°52'00"E GDA94,
and north to the point of commencement.

AREA: **1.6** square kilometres approximately.

TERMS AND CONDITIONS

1. For the purpose of ensuring the due and proper performance of the Licensee's obligations under this Licence and the Act, the Licensees 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").

- (b) an unconditional, irrevocable bank guarantee or letter of credit in a form, and from a financial institution, approved by the Minister, (“the Security”).
- 1.1 The Security shall be reviewed periodically. 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 Licensees must comply with the Minister’s request within 28 days after being requested in writing by the Minister to do so.
 - 1.2 Interest will not be payable by the Minister to the Licensees on any cash Security.
 - 1.3 All charges incurred by the Licensees in obtaining and maintaining the Security shall be met by the Licensees.
 - 1.4 If upon surrender of the licence the Minister is satisfied that there are no further obligations under this Licence or the Act, the Minister will return the Security to the Licensees.
2. The Licensees 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 Licensees 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 Licensees 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;
 - (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. 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. The Licensees shall upon production of a regulated resource from the licence area, comply with their obligations under Clause 7 of the Deed dated 6 February 2003, entered into for the purposes of Section 31 of the *Native Title Act 1993*.
5. A contract or agreement entered into by the licensees 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.

Date:.....23 January.....2006



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

Signed by the said LICENSEE

Date: 16/1/062006

Hector Gordon
.....
Authorised Representative

.....
Name Hector Gordon
Executive Director

.....
Position

.....
BEAUCH PETROLEUM LTD
Company

Daniel Burns
.....
Witness

.....
Name Danny Burns

.....
Position CHIEF GEOPHYSICIST

.....
Company BEAUCH PETROLEUM LTD

Signed by the said LICENSEE

Date: 17 JANUARY2006

R.D.S
.....
Authorised Representative

.....
Name R.D. SHAW

.....
Position MANAGING DIRECTOR

.....
Company GREAT ARTESIAN OIL & GAS LTD

C.J. CARTY
.....
Witness

.....
Name C.J. CARTY

.....
Position EXPLORATION MANAGER

.....
Company GREAT ARTESIAN OIL & GAS

Signed by the said LICENSEE

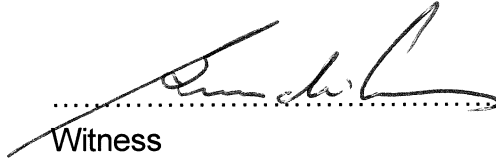
Date: 17th January 2006


.....
Authorised Representative

T. GWYNN DAVIES
.....
Name

DIRECTOR
.....
Position

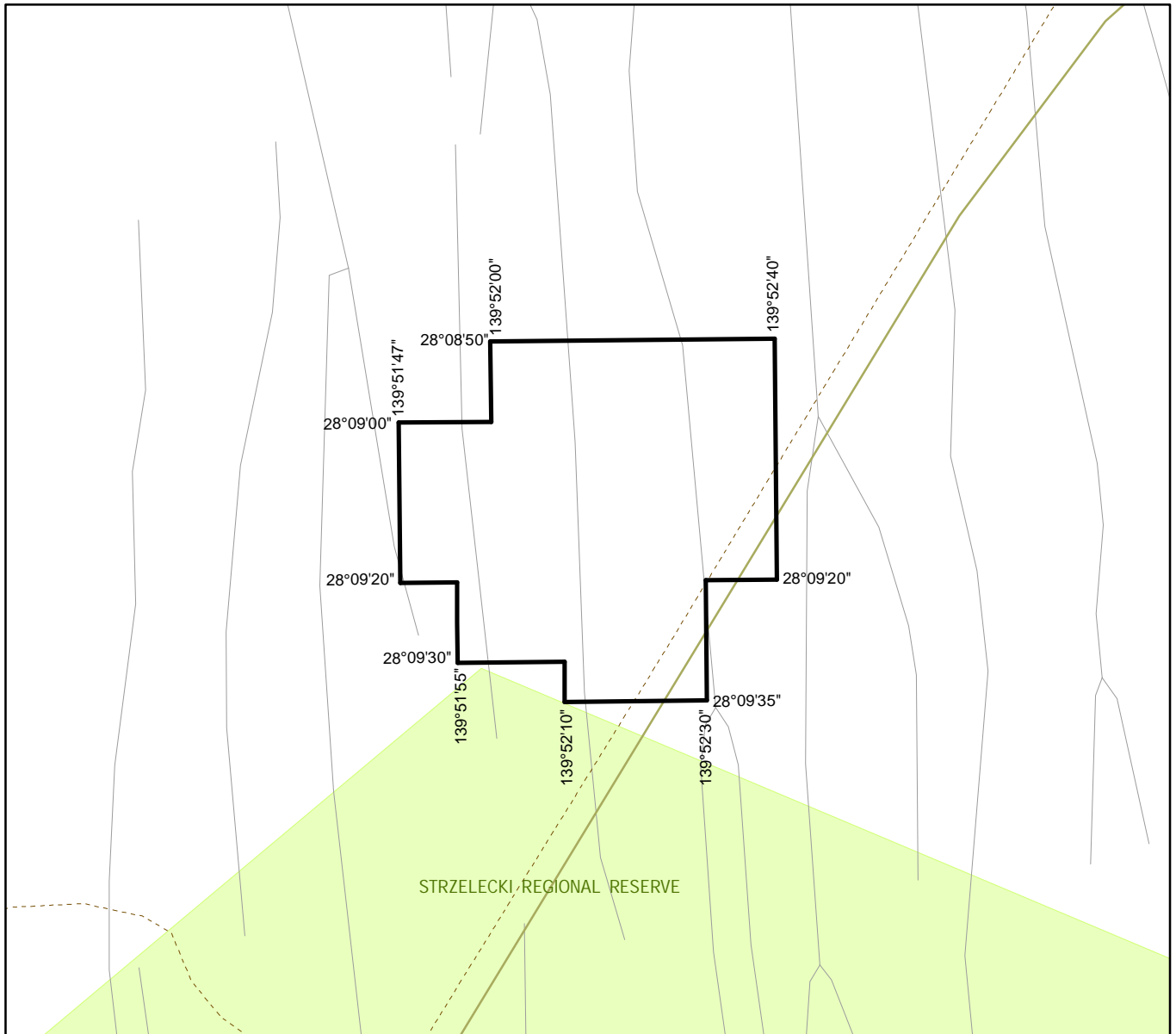
MAGELLAN PETROLEUM
.....
Company (SOUTHERN) PTY LTD


.....
Witness

BRUCE MCINTNES
.....
Name

DIRECTOR
.....
Position

MAGELLAN PETROLEUM
.....
Company (SOUTHERN) PTY LTD



SCALE 1:25 000



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 Geocentric Datum of Australia (GDA94) and the schedule.

THE PLAN HEREINBEFORE REFERRED TO
KIANA FIELD
PETROLEUM PRODUCTION LICENCE NO: 212

