

6. 6 December 2011 Memorandum entering notation of the following registrable dealings on the public register.

Joint Operating Agreement – PEL 495 dated 30 September 2011 between Beach Energy Limited, Cooper Energy Limited and Somerton Energy Limited.
Ref: SA 2011-67

Deed of Cross Charge – PEL 495 dated 30 September 2011 between Beach Energy Limited, Cooper Energy Limited and Somerton Energy Limited.
Ref: SA 2011-69

Priority Deed – PEL 495 dated 15 November 2011 between Beach Energy Limited, Cooper Energy Limited, Somerton Energy Limited and CBA Corporate Services (NSW) Pty Ltd.
Ref: SA 2011-68
7. 22 December 2011 Memorandum entering notation of the following registrable dealing on the public register.

Deed of Variation PEL 495 Farmin Agreement dated 29 November 2011 between Beach Energy Limited and Cooper Energy Limited.
Ref: SA 2011-71
8. 18 January 2012 Memorandum entering notation of the following registrable dealing on the public register.

Deed of Variation PEL 495 Farmin Agreement dated 29 November 2011 between Somerton Energy Limited and Cooper Energy Limited.
Ref: SA 2012 -01
9. 3 April 2013 Memorandum entering notation of change of company name on the public register.

From: Somerton Energy Limited
To: Somerton Energy Pty Ltd
10. 3 April 2013 Certificate of change of company name.
11. 28 October 2013 Memorandum entering notation of revision of security arrangements on the public register.
12. 30 October 2013 Memorandum entering notation of revision of security arrangements on the public register.
13. 21 November 2013 Memorandum entering notation of revision of security arrangements on the public register.

14. 11 December 2013 Suspension of licence conditions for the period from and including 2 March 2014 to 1 March 2015.

Extension of term of licence term by the corresponding period of suspension.

PEL 495 is now due to expire on 1 March 2015.

15. 11 December 2013 Memorandum entering suspension of licence condition and extension of licence term on the public register.

16. 19 December 2013 Gazettal of suspension and extension of licence.

17. 10 January 2014 Memorandum entering notation of revision of security arrangements on the public register.

18. 26 February 2014 Memorandum entering notation of the following registrable dealings on the public register:

Farmin Agreement dated 18 November 2013 between Cooper Energy Limited, Beach Energy Limited, Adelaide Energy Pty Ltd and Somerton Energy Pty Ltd.

Interests in the licences PEL 494 and PRL 32 are:

Adelaide Energy Pty Ltd	70.00%
Somerton Energy Pty Ltd	30.00%

Interests in the licence PEL 495 are:

Beach Energy Limited	70.00%
Somerton Energy Pty Ltd	30.00%

Ref: SA 2014-10

Joint Operating Agreement – PEL 494 dated 7 February 2014 between Adelaide Energy Pty Ltd and Somerton Energy Pty Ltd.

Ref: SA 2014-11

Joint Operating Agreement – PRL 32 dated 7 February 2014 between Adelaide Energy Pty Ltd and Somerton Energy Pty Ltd.

Ref: SA 2014-12

19. 21 August 2014 Memorandum entering notation of revision of security arrangements on the public register.

20. 19 September 2014 Memorandum entering notation of revision of security arrangements on the public register.

21. 15 October 2014 Memorandum entering notation of revision of security arrangements on the public register.
22. 22 December 2014 Extension of time for lodgement of licence renewal application.
23. 24 February 2015 Extension of time for lodgement of licence renewal application.
24. 24 February 2015 Suspension of licence for the period from and including 19 February 2015 to 12 March 2015.
- PEL 495 is now due to expire on 23 March 2015.
25. 24 February 2015 Memorandum entering suspension of licence on the public register.
26. 5 March 2015 Gazettal of suspension of licence.
27. 26 May 2015 Memorandum entering notation of the following registrable dealings on the public register:
- Deed of Release of PEL 495 dated 6 May 2015 between CBA Corporate Services (NSW) Pty Ltd, Australia and New Zealand Banking Group Limited and Beach Energy Limited.
28. 7 July 2015 Memorandum entering notation of the following registrable dealings on the public register:
- Release of Cross Charge – PEL 495 dated 13 November 2013 between, Cooper Energy Limited and Beach Energy Limited.
SA 2015-22
- Release of Cross Charge – PEL 495 dated 13 November 2013 between, Somerton Energy Limited and Cooper Energy Limited.
SA 2015-23
- Release of Cross Charge – PEL 495 dated 13 November 2013 between, Cooper Energy Limited and Somerton Energy Limited.
SA 2015-24
- Release of Cross Charge – PEL 495 dated 13 November 2013 between, Beach Energy Limited and Cooper Energy Limited.
SA 2015-25

Deed of Accession to Deed of Cross Charge – PEL 495 dated 20 March 2015 between, Beach Energy Limited, Adelaide Energy Pty Ltd and Somerton Energy Pty Limited.
SA 2015-26

Agreement for the transfer– PEL 495 dated 20 March 2015 between, Beach Energy Limited and Adelaide Energy Pty Ltd.

Interests in the licence PEL 495 are:

Adelaide Energy Pty Ltd	70.00%
Somerton Energy Pty Limited	30.00%

SA 2015-27

Deed of Assumption of Joint Operating Agreement – PEL 495 dated 20 March 2015 between, Beach Energy Limited, Adelaide Energy Pty Ltd and Somerton Energy Pty Limited.
SA 2015-28

29. 6 August 2015 Consolidation of licence area with PEL 494 and subsequent revocation of licence.
30. 6 August 2015 Memorandum entering consolidation of licence area and revocation of licence on the public register.

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 494 and 495

1. Consolidation of the adjacent licence areas of PELs 494 and 495 is hereby entered on the public register.
2. The consolidation is taken to have effect from 20 March 2015.
3. The consolidated licence area is now designated as PEL 494.
4. The total area of PEL 494 is now 2,488.81 km² approximately.
5. Consequential revocation of PEL 495 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: 6 August 2015

Ref: F2009/000014
F2009/000015

Petroleum and Geothermal Energy Act 2000

CONSOLIDATION OF LICENCE AREAS PETROLEUM EXPLORATION LICENCES PEL 494 and 495

REVOCATION OF LICENCE PETROLEUM EXPLORATION LICENCE PEL 495

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 hereby -

1. Consolidate the adjacent areas of Petroleum Exploration Licences PELs 494 and 495 held by –

Adelaide Energy Pty Ltd
ACN 116 256 823

Somerton Energy Pty Limited
ACN 089 956 150

The consolidated licence area shall be designated as:

Petroleum Exploration Licence PEL 494

DESCRIPTION OF CONSOLIDATED AREA

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

Commencing at a point being the intersection of latitude 37°00'00"S GDA94 and longitude 140°25'00"E GDA94, thence east to longitude 140°40'00"E GDA94, south to latitude 37°05'00"S GDA94, east to longitude 140°50'00"E GDA94, south to latitude 37°10'00"S GDA94, east to the eastern border of the State of South Australia, thence southerly along the border of the said State to latitude 37°28'50"S GDA94, west to longitude 140°51'00"E GDA94, south to latitude 37°29'10"S GDA94, west to longitude 140°50'00"E GDA94, south to latitude 37°33'00"S GDA94, west to longitude 140°44'30"E GDA94, north to latitude 37°32'20"S GDA94, west to longitude 140°43'10"E GDA94, north to latitude 37°32'00"S GDA94, west to longitude 140°42'40"E GDA94, south to latitude 37°32'30"S GDA94, west to longitude 140°40'00"E GDA94, north to latitude 37°30'30"S GDA94, west to longitude 140°37'30"E GDA94, north to latitude 37°30'00"S GDA94, west to longitude 140°22'30"E GDA94, north to latitude 37°24'50"S GDA94, east to longitude 140°27'30"E GDA94, north to latitude 37°17'30"S GDA94, west to longitude 140°15'00"E GDA94, north to latitude 37°10'00"S GDA94, east to longitude 140°20'00"E GDA94,

north to latitude 37°05'00"S GDA94, east to longitude 140°25'00"E GDA94, and north to the point of commencement, but excluding Hacks Lagoon Conservation Park, Bool Lagoon Game Reserve, Big Heath Conservation Park, Mary Seymour Conservation Park, Calectasia Conservation Park, Penola Conservation Park, Naracoorte Caves National Park, Glen Roy Conservation Park and also the areas bounded as follows:-

Commencing at a point being the intersection of latitude 37°12'45"S GDA94 and longitude 140°38'35"E GDA94, thence 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, north to latitude 37°12'00"S AGD66, 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, and north to the point of commencement.

and

Commencing at a point being the intersection of latitude 37°19'15"S GDA94 and longitude 140°42'40"E GDA94, thence east to longitude 140°44'45"E GDA94, south to latitude 37°20'05"S GDA94, east to longitude 140°46'15"E GDA94, south to latitude 37°20'55"S GDA94, east to longitude 140°47'30"E GDA94, south to latitude 37°22'35"S GDA94, east to longitude 140°47'40"E GDA94, south to latitude 37°23'25"S GDA94, west to longitude 140°46'50"E GDA94, south to latitude 37°23'35"S GDA94, west to longitude 140°46'00"E GDA94, north to latitude 37°23'25"S GDA94, west to longitude 140°45'05"E GDA94, north to latitude 37°22'30"S GDA94, west to longitude 140°43'55"E GDA94, north to latitude 37°21'50"S GDA94, west to longitude 140°42'57"E GDA94, north to latitude 37°20'05"S GDA94, west to longitude 140°42'40"E GDA94, and north to the point of commencement.

and

Commencing at a point being the intersection of latitude 37°24'09"S GDA94 and longitude 140°51'55"E GDA94, thence east to longitude 140°52'20"E GDA94, south to latitude 37°24'14"S GDA94, east to longitude 140°53'05"E GDA94, south to latitude 37°24'19"S GDA94, east to longitude 140°53'10"E GDA94, south to latitude 37°24'24"S GDA94, east to longitude 140°53'25"E GDA94, south to latitude 37°24'29"S GDA94, east to longitude 140°53'35"E GDA94, south to latitude 37°24'34"S GDA94, east to longitude 140°53'40"E GDA94, south to latitude 37°24'49"S GDA94, west to longitude 140°53'35"E GDA94, south to latitude 37°25'09"S GDA94, west to longitude 140°52'45"E GDA94, north to latitude 37°25'04"S GDA94, west to longitude 140°52'40"E GDA94, north to latitude 37°24'59"S GDA94, west to longitude 140°52'15"E GDA94, north to latitude 37°24'54"S GDA94, west to longitude 140°52'00"E GDA94, north to latitude 37°24'49"S GDA94, west to longitude 140°51'55"E GDA94, north to latitude 37°24'44"S GDA94, west to longitude 140°51'50"E GDA94, north to latitude 37°24'14"S GDA94, east to longitude 140°51'55"E GDA94, and north to the point of commencement.

and

Commencing at a point being the intersection of latitude 37°25'15"S AGD66 and longitude 140°45'10"E AGD66, thence east to longitude 140°45'50"E AGD66, south to latitude 37°25'20"S AGD66, east to longitude 140°46'20"E AGD66, south to latitude 37°25'25"S AGD66, east to longitude 140°46'25"E AGD66, south to latitude 37°25'30"S AGD66, east to longitude 140°47'45"E AGD66, south to latitude 37°25'40"S AGD66, east to longitude 140°48'05"E AGD66, south to latitude 37°26'25"S AGD66, east to longitude 140°48'15"E AGD66, north to latitude 37°26'20"S AGD66, east to longitude 140°48'35"E AGD66, south to latitude 37°26'25"S AGD66, east to longitude 140°49'00"E AGD66, north to latitude 37°25'55"S AGD66, east to longitude 140°49'05"E AGD66, north to latitude 37°25'50"S AGD66, east to longitude 140°49'10"E AGD66, north to latitude 37°25'45"S AGD66, east to longitude 140°49'25"E AGD66, south to latitude 37°25'50"S AGD66, east to longitude 140°49'30"E AGD66, south to latitude 37°25'45"S GDA94, east to longitude 140°49'45"E GDA94, south to latitude 37°25'55"S AGD66, east to longitude 140°49'45"E AGD66, south to latitude 37°26'00"S AGD66, east to longitude 140°49'50"E AGD66, south to latitude 37°26'05"S AGD66, east to longitude 140°49'55"E AGD66, south to latitude 37°26'10"S AGD66, east to longitude 140°50'05"E AGD66, south to latitude 37°26'15"S AGD66, east to longitude 140°50'10"E AGD66, south to latitude 37°26'20"S AGD66, east to longitude 140°50'25"E AGD66, south to latitude 37°26'25"S AGD66, east to longitude 140°50'35"E AGD66, south to latitude 37°26'30"S AGD66, east to longitude 140°50'45"E AGD66, south to latitude 37°26'35"S AGD66, east to longitude 140°50'55"E AGD66, south to latitude 37°26'40"S AGD66, east to longitude 140°51'05"E AGD66, south to latitude 37°26'35"S GDA94, east to longitude 140°51'35"E GDA94, south to latitude 37°26'40"S GDA94, east to longitude 140°51'45"E GDA94, south to latitude 37°26'45"S GDA94, east to longitude 140°52'00"E GDA94, south to latitude 37°26'50"S GDA94, east to longitude 140°52'05"E GDA94, south to latitude 37°27'00"S GDA94, west to longitude 140°51'50"E AGD66, south to latitude 37°27'10"S AGD66, east to longitude 140°51'55"E AGD66, south to latitude 37°27'15"S GDA94, east to longitude 140°52'25"E GDA94, south to latitude 37°27'20"S GDA94, east to longitude 140°52'35"E GDA94, south to latitude 37°27'25"S GDA94, east to longitude 140°52'40"E GDA94, south to latitude 37°27'30"S GDA94, east to longitude 140°52'50"E GDA94, south to latitude 37°27'35"S GDA94, east to longitude 140°53'00"E GDA94, south to latitude 37°27'50"S GDA94, west to longitude 140°52'20"E GDA94, north to latitude 37°27'45"S GDA94, west to longitude 140°52'00"E GDA94, north to latitude 37°27'40"S GDA94, west to longitude 140°51'55"E GDA94, north to latitude 37°27'35"S GDA94, west to longitude 140°51'35"E GDA94, north to latitude 37°27'35"S AGD66, west to longitude 140°50'35"E AGD66,

north to latitude 37°27'25"S AGD66, west to longitude 140°50'20"E AGD66,
north to latitude 37°27'20"S AGD66, west to longitude 140°50'00"E AGD66,
north to latitude 37°27'15"S AGD66, west to longitude 140°49'40"E AGD66,
south to latitude 37°27'20"S AGD66, west to longitude 140°49'35"E AGD66,
south to latitude 37°27'30"S AGD66, west to longitude 140°49'20"E AGD66,
north to latitude 37°27'25"S AGD66, west to longitude 140°48'45"E AGD66,
north to latitude 37°27'20"S AGD66, west to longitude 140°48'05"E AGD66,
south to latitude 37°27'25"S AGD66, west to longitude 140°47'55"E AGD66,
south to latitude 37°27'30"S AGD66, west to longitude 140°47'50"E AGD66,
south to latitude 37°27'35"S AGD66, west to longitude 140°47'15"E AGD66,
south to latitude 37°27'40"S AGD66, east to longitude 140°47'25"E AGD66,
south to latitude 37°27'45"S AGD66, east to longitude 140°49'05"E AGD66,
south to latitude 37°27'50"S AGD66, east to longitude 140°49'25"E AGD66,
south to latitude 37°27'55"S AGD66, east to longitude 140°49'45"E AGD66,
south to latitude 37°28'00"S AGD66, east to longitude 140°50'00"E AGD66,
south to latitude 37°28'05"S AGD66, east to longitude 140°50'10"E AGD66,
south to latitude 37°28'10"S AGD66, east to longitude 140°50'20"E AGD66,
south to latitude 37°28'15"S AGD66, east to longitude 140°50'40"E AGD66,
south to latitude 37°28'40"S AGD66, west to longitude 140°50'20"E AGD66,
north to latitude 37°28'30"S AGD66, west to longitude 140°50'05"E AGD66,
north to latitude 37°28'25"S AGD66, west to longitude 140°49'50"E AGD66,
north to latitude 37°28'20"S AGD66, west to longitude 140°49'35"E AGD66,
north to latitude 37°28'15"S AGD66, west to longitude 140°49'25"E AGD66,
north to latitude 37°28'10"S AGD66, west to longitude 140°49'15"E AGD66,
north to latitude 37°28'05"S AGD66, west to longitude 140°48'55"E AGD66,
south to latitude 37°28'15"S AGD66, west to longitude 140°48'55"E GDA94,
south to latitude 37°28'15"S GDA94, west to longitude 140°48'35"E GDA94,
south to latitude 37°28'20"S GDA94, west to longitude 140°48'20"E GDA94,
north to latitude 37°28'15"S AGD66, west to longitude 140°48'05"E AGD66,
south to latitude 37°28'20"S AGD66, west to longitude 140°47'50"E AGD66,
south to latitude 37°28'25"S AGD66, west to longitude 140°47'15"E AGD66,
north to latitude 37°28'20"S AGD66, west to longitude 140°47'10"E AGD66,
north to latitude 37°28'15"S AGD66, west to longitude 140°46'40"E AGD66,
north to latitude 37°28'10"S AGD66, west to longitude 140°46'30"E GDA94,
south to latitude 37°28'10"S GDA94, west to longitude 140°46'10"E GDA94,
north to latitude 37°28'05"S AGD66, west to longitude 140°46'00"E AGD66,
south to latitude 37°28'10"S AGD66, west to longitude 140°45'55"E AGD66,
south to latitude 37°28'14"S AGD66, west to longitude 140°45'45"E AGD66,
north to latitude 37°28'10"S AGD66, west to longitude 140°45'35"E AGD66,
north to latitude 37°27'50"S AGD66, west to longitude 140°45'10"E AGD66,
south to latitude 37°27'55"S AGD66, west to longitude 140°45'05"E AGD66,
south to latitude 37°28'00"S AGD66, west to longitude 140°44'50"E AGD66,
north to latitude 37°27'35"S AGD66, west to longitude 140°44'45"E AGD66,
north to latitude 37°27'20"S AGD66, east to longitude 140°44'50"E AGD66,
north to latitude 37°27'05"S AGD66, west to longitude 140°44'40"E AGD66,
north to latitude 37°27'00"S AGD66, west to longitude 140°44'30"E AGD66,
north to latitude 37°26'50"S AGD66, west to longitude 140°44'25"E AGD66,
north to latitude 37°26'35"S AGD66, east to longitude 140°45'30"E AGD66,
north to latitude 37°26'30"S AGD66, west to longitude 140°45'25"E AGD66,
north to latitude 37°26'20"S AGD66, east to longitude 140°45'55"E AGD66,
north to latitude 37°26'15"S AGD66, west to longitude 140°45'50"E AGD66,
north to latitude 37°26'10"S AGD66, west to longitude 140°45'40"E AGD66,
north to latitude 37°26'05"S AGD66, west to longitude 140°45'20"E AGD66,
north to latitude 37°26'00"S AGD66, west to longitude 140°44'45"E AGD66,
north to latitude 37°25'55"S AGD66, west to longitude 140°44'25"E AGD66,
north to latitude 37°25'20"S AGD66, east to longitude 140°45'10"E AGD66,
and north to the point of commencement.

and

Commencing at a point being the intersection of latitude 37°26'10"S GDA94 and longitude 140°42'45"E GDA94, thence west to longitude 140°42'00"E GDA94, south to latitude 37°26'15"S GDA94, west to longitude 140°41'15"E GDA94, north to latitude 37°26'00"S GDA94, east to longitude 140°41'25"E GDA94, north to latitude 37°25'45"S GDA94, east to longitude 140°41'40"E GDA94, south to latitude 37°25'50"S GDA94, east to longitude 140°42'05"E GDA94, north to latitude 37°25'45"S GDA94, east to longitude 140°42'25"E GDA94, south to latitude 37°25'50"S GDA94, east to longitude 140°42'40"E GDA94, south to latitude 37°25'55"S GDA94, east to longitude 140°43'00"E GDA94, south to latitude 37°26'05"S GDA94, west to longitude 140°42'45"E GDA94, and south to the point of commencement.

AREA: **2488.81** square kilometres approximately.

2. Consequently revoke Petroleum Exploration Licence PEL 495

Dated: *6 August 2015*



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 licensees to the consolidation of Petroleum Exploration Licences PELs 494 and 495 as set out in this document and made pursuant to Section 82 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

Robert Cole
Managing Director

.....
[Print Name of Director]


.....
Signature of Director/Secretary*

Cathy Oster
Company Secretary

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

16/7/15
.....
Date

EXECUTED by Somerton Energy Pty Limited (ACN 089 956 150)
in accordance with Section 127 of the
Corporations Act 2001 and its Constitution

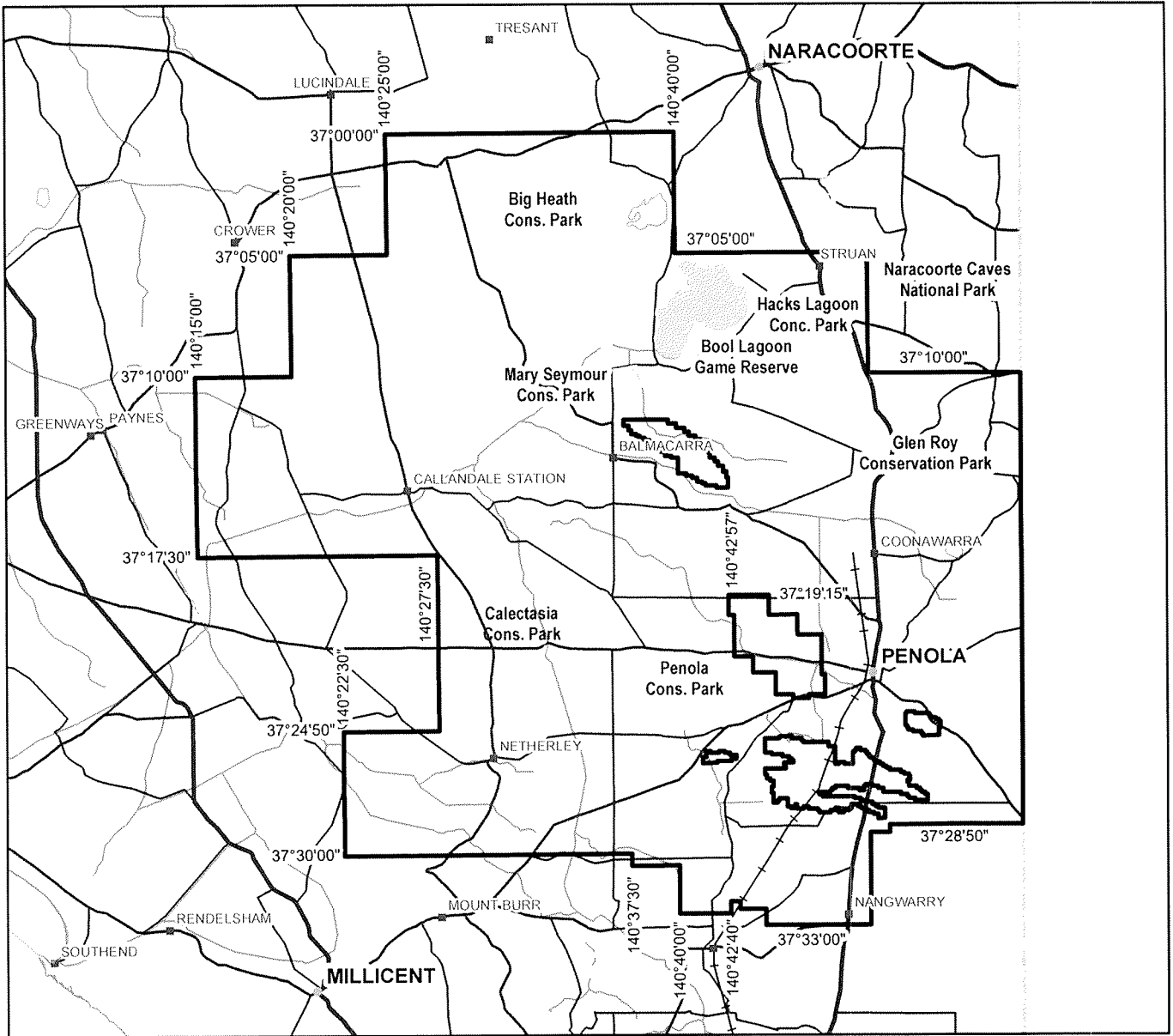

.....
Signature of Director

David P Maxwell
.....
[Print Name of Director]

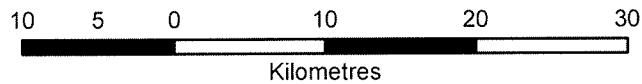

.....
Signature of Director/Secretary*

Alison M Evans
.....
[Print Name of Director/Secretary*]
(*delete the inapplicable)

4/8/15
.....
Date



SCALE 1:500 000



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
PETROLEUM EXPLORATION LICENCE NO: 494

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 495

- SA 2015-22 Notation of registration of a Release of Cross Charge – PEL 495 dated 13 November 2013 between, Cooper Energy Limited and Beach Energy Limited is hereby entered on the public register.
- SA 2015-23 Notation of registration of a Release of Cross Charge – PEL 495 dated 13 November 2013 between, Somerton Energy Limited and Cooper Energy Limited is hereby entered on the public register.
- SA 2015-24 Notation of registration of a Release of Cross Charge – PEL 495 dated 13 November 2013 between, Cooper Energy Limited and Somerton Energy Limited is hereby entered on the public register.
- SA 2015-25 Notation of registration of a Release of Cross Charge – PEL 495 dated 13 November 2013 between, Beach Energy Limited and Cooper Energy Limited is hereby entered on the public register.
- SA 2015-26 Notation of registrable dealing as evidenced by Deed of Accession to Deed of Cross Charge – PEL 495 dated 20 March 2015 between, Beach Energy Limited, Adelaide Energy Pty Ltd and Somerton Energy Pty Limited is hereby entered on the public register.
- SA 2015-27 Notation of registrable dealing as evidenced by Agreement for the transfer– PEL 495 dated 20 March 2015 between, Beach Energy Limited and Adelaide Energy Pty Ltd is hereby entered on the public register.
- SA 2015-28 Notation of registrable dealing as evidenced by Deed of Assumption of Joint Operating Agreement – PEL 495 dated 20 March 2015 between, Beach Energy Limited, Adelaide Energy Pty Ltd and Somerton Energy Pty Limited is hereby entered on the public register.



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

Date: 7 July 2015

Ref: F2009/000015

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 495

SA 2015-55 Notation of the registration of a Deed of Release of PEL 495 dated 6 May 2015 between CBA Corporate Services (NSW) Pty Ltd, Australia and New Zealand Banking Group Limited and Beach Energy Limited is hereby entered in 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: 26 May 2015

Ref: F2009/000015

The purpose of the closure is to ensure the safety of the public during a pest control and monitoring program within the reserve during the period indicated.

Dated 18 February 2015.

C. C. THOMAS, Acting Director, Regional Coordination, Partnerships and Stewardship, Department of Environment, Water and Natural Resources

NATIONAL PARKS AND WILDLIFE (NATIONAL PARKS) REGULATIONS 2001

Closure of Pualco Range Conservation Park, Pandappa Conservation Park and Caroon Creek Conservation Park

PURSUANT to Regulations 8 (3) (a) and 8 (3) (d) of the National Parks and Wildlife (National Parks) Regulations 2001, I, Christopher Clark Thomas, as Acting Director, Regional Coordination, Partnerships and Stewardship, which was formerly entitled Director, Public Land Management and Operational Support, Regional Services, authorised delegate of the Director of National Parks and Wildlife, close to the public, the whole of Pualco Range Conservation Park, the whole of Pandappa Conservation Park, and the whole of Caroon Creek Conservation Park from 6 a.m. on Tuesday, 24 March 2015 until 6 p.m. Monday, 30 March 2015.

The purpose of the closure is to ensure the safety of the public during a pest control and monitoring program within the reserves during the period indicated.

Dated 27 February 2015.

C. C. THOMAS, Acting Director, Regional Coordination, Partnerships and Stewardship, Department of Environment, Water and Natural Resources

NATIONAL PARKS AND WILDLIFE (NATIONAL PARKS) REGULATIONS 2001

Erratum

NOTICE is hereby given that the last notice published in the *South Australian Government Gazette* on Thursday, 19 February 2015, on page 791, contained errors and should be replaced with the version below:

Closure of Mount Brown Conservation Park and The Dutchmans Stern Conservation Park

PURSUANT to Regulations 8 (3) (a) and 8 (3) (d) of the National Parks and Wildlife (National Parks) Regulations 2001, I, Christopher Clark Thomas, Acting Director, Regional Coordination, Partnerships and Stewardship, which was formerly entitled Director, Public Land Management and Operational Support, Regional Services, authorised delegate of the Director of National Parks and Wildlife, close to the public, the whole of Mount Brown Conservation Park and the whole of The Dutchmans Stern Conservation Park from 6 a.m. on Saturday, 21 March 2015 until 6 p.m. on Tuesday, 24 March 2015.

The purpose of the closure is to ensure the safety of the public during a pest control program within the reserves during the period indicated.

Dated 26 February 2015.

C. C. THOMAS, Acting Director, Regional Coordination, Partnerships and Stewardship Group, Department of Environment, Water and Natural Resources

PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

Suspension of Petroleum Exploration Licence—PEL 495

PURSUANT to Section 90 of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that the abovementioned Petroleum Exploration Licence has been suspended for the period from and including 19 February 2015 until 12 March 2015, under the provisions of the Petroleum and Geothermal Energy Act 2000, pursuant to delegated powers dated 21 March 2012.

The expiry date of PEL 495 is now determined to be 23 March 2015.

Dated 24 February 2015.

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

PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

Suspension of Petroleum Exploration Licence PEL 515

PURSUANT to Section 90 of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that the abovementioned Petroleum Exploration Licence has been suspended for the period from and including 26 March 2015 until 25 September 2015, under the provisions of the Petroleum and Geothermal Energy Act 2000, pursuant to delegated powers dated 21 March 2012.

The expiry date of PEL 515 is now determined to be 5 November 2018.

Dated 27 February 2015.

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

PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

Application for Grant of Associated Activities Licence—AAL 230

PURSUANT to Section 65 (6) of the Petroleum and Geothermal Energy Act 2000 (the Act) and Delegation dated 21 March 2012, notice is hereby given that an application for the grant of an Associated Activities Licence over the area described below has been received from Bridgeport Energy Limited.

The application will be determined on or after 2 April 2015.

Description of Application Area

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

All co-ordinates in GDA94, Zone 54

Area A

Easting	Northing
351195mE	6985569mN
368533mE	6985768mN
368541mE	6985599mN
372410mE	6985642mN
372470mE	6979408mN
363400mE	6979316mN
363438mE	6975618mN
357806mE	6975559mN
357883mE	6969091mN
351389mE	6969024mN
351195mE	6985569mN

but excluding the area bounded by a line with the following co-ordinates:

351619.99mE	6985151.79mN
368122.62mE	6985338.65mN
368124.30mE	6985172.46mN
371987.81mE	6985213.00mN
372043.52mE	6979827.86mN
362971.49mE	6979730.61mN
363012.45mE	6976037.84mN
357378.38mE	6975974.03mN
357453.13mE	6969511.55mN
351808.76mE	6969444.90mN
351619.99mE	6985151.79mN

Area B

389223mE	6963645mN
409827mE	6963815mN
409871mE	6958446mN
409996mE	6958440mN

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 495

1. Suspension of the licence is hereby entered on the public licence register.



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

Date: 24 February 2015

Ref: F2009/000015

Petroleum and Geothermal Energy Act 2000
S.90


**SUSPENSION OF
PETROLEUM EXPLORATION LICENCE
PEL 495**

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 hereby -

(a) suspend petroleum exploration licence PEL 495 for the period from and including 19 February 2015 to 12 March 2015.

1. No regulated activities are permitted to be carried out during this period of suspension.
2. The expiry date of PEL 495 is now determined to be 23 March 2015.

Dated: 24 February 2015



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

Petroleum and Geothermal Energy Act 2000
S.134

MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 495

1. Notation of extension of time to 22 March 2015 by which the licensee must apply for the renewal of Petroleum Exploration Licence PEL 495 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: 24 February 2015

File: F2009/000015

Petroleum and Geothermal Energy Act 2000
S.134

MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 495

1. Notation of extension of time to 28 February 2015 by which the licensee must apply for the renewal of Petroleum Exploration Licence PEL 495 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: 22 December 2014

File: F2009/000015

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 494 and 495

PETROLEUM RETENTION LICENCE
PRL 32

SA 2014-10 Notation of registrable dealing as evidenced by Farmin Agreement dated 18 November 2013 between Cooper Energy Limited, Beach Energy Limited, Adelaide Energy Pty Ltd and Somerton Energy Pty Ltd is hereby entered on the public register.

Interests in the licences PEL 494 and PRL 32 are:

Adelaide Energy Pty Ltd	70.00%
Somerton Energy Pty Ltd	30.00%

Interests in the licence PEL 495 are:

Beach Energy Limited	70.00%
Somerton Energy Pty Ltd	30.00%

SA 2014-11 Notation of registrable dealing as evidenced by Joint Operating Agreement – PEL 494 dated 7 February 2014 between Adelaide Energy Pty Ltd and Somerton Energy Pty Ltd is hereby entered on the public register.

SA 2014-12 Notation of registrable dealing as evidenced by Joint Operating Agreement – PRL 32 dated 7 February 2014 between Adelaide Energy Pty Ltd and Somerton Energy Pty Ltd is hereby entered on the public register.



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

Date: 26 February 2014

Ref: F2009/000014
F2009/000015
F2013/000155

**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**

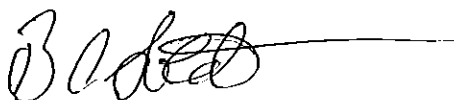
**PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239, 245, 246,
247, 248, 249 and 250**

**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

and

34°45'59.724"S, 138°30'16.110"E
 34°46'00.696"S, 138°30'19.372"E
 34°46'02.316"S, 138°30'18.637"E
 34°46'01.380"S, 138°30'15.379"E
 34°45'59.724"S, 138°30'16.110"E

and

34°46'01.632"S, 138°30'22.687"E
 34°46'02.604"S, 138°30'25.949"E
 34°46'04.224"S, 138°30'25.214"E
 34°46'03.288"S, 138°30'21.956"E
 34°46'01.632"S, 138°30'22.687"E

Area: 0.0437 km² approximately.

Dated 17 December 2013.

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

PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

SUSPENSION OF LICENCE CONDITION

EXTENSION OF LICENCE TERM

Petroleum Exploration Licence—PEL 494

PURSUANT to Section 76A of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that Condition 1 of Petroleum Exploration Licence PEL 494 has been suspended for the period from and including 24 March 2014 until 23 March 2015, under the provisions of the Petroleum and Geothermal Energy Act 2000, pursuant to delegated powers dated 21 March 2012.

The term of PEL 494 has been extended by a period corresponding to the period of suspension, such that the licence will now expire on 23 March 2015.

Dated 11 December 2013.

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

PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

SUSPENSION OF LICENCE CONDITION

EXTENSION OF LICENCE TERM

Petroleum Exploration Licence—PEL 495

PURSUANT to Section 76A of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that Condition 1 of Petroleum Exploration Licence PEL 495 has been suspended for the period from and including 2 March 2014 until 1 March 2015, under the provisions of the Petroleum and Geothermal Energy Act 2000, pursuant to delegated powers dated 21 March 2012.

The term of PEL 495 has been extended by a period corresponding to the period of suspension, such that the licence will now expire on 1 March 2015.

Dated 11 December 2013.

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

PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

Statements of Environmental Objectives—5 Yearly Review

PURSUANT to Section 104 (1) of the Petroleum and Geothermal Energy Act 2000 (the Act), I, Barry Goldstein, Executive Director Energy Resources Division, Department for Manufacturing, Innovation, Trade, Resources and Energy as delegate of the Minister for Mineral Resources and Energy, pursuant to delegated powers dated 21 March 2012, do hereby publish the following document as having been approved as a statement of environmental objectives under the Act.

Document

Air Liquide Australia Limited, Statement of Environmental Objectives for the Caroline Carbon Dioxide Purification Plant, Reviewed November 2013.

This document is available for public inspection on the Environmental Register section of DMITRE's website (www.petroleum.dmitre.sa.gov.au/environment/register) or at the Public Office determined pursuant to Section 107 (1) of the Act to be at:

Energy Resources Division,
 Customer Services,
 Level 7,
 101 Grenfell Street,
 Adelaide, S.A. 5000

Dated 9 December 2013.

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

PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

Statements of Environmental Objectives—Incident Definitions

PURSUANT to Section 104 (1) of the Petroleum and Geothermal Energy Act 2000 (the Act), I, David Cockshell, Acting Executive Director, Energy Resources Division, Department for Manufacturing, Innovation, Trade, Resources and Energy as delegate of the Minister for Mineral Resources and Energy, pursuant to delegated powers dated 21 March 2012, do hereby publish the changes made to the incident definitions for the following statement of environmental objectives under the Act.

Documents:

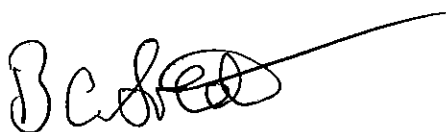
1. Santos Limited, South Australian Cooper Basin Statement of Environmental Objectives for Production and Processing Operations, dated June 2010;
2. Stuart Petroleum Limited, Statement of Environmental Objectives for Cooper Basin Petroleum Productions Operations (Gibber Uplands), December 2011;
3. Stuart Petroleum Limited, Statement of Environmental Objectives for Cooper Basin Petroleum Productions Operations (Dunefield and Floodplains), August 2008;
4. Beach Petroleum Limited, Statement of Environmental Objectives for Cooper Basin Petroleum Production Operations, November 2009;
5. Victoria Petroleum, Statement of Environmental Objectives for Cooper Basin Petroleum Production Operations, September 2008;
6. Adelaide Energy Limited, Statement of Environmental Objectives for the Production and Processing of Petroleum Products and Associated Activities at the Katnook and Ladbroke Grove Gas Plants, Otway Basin SA, April 2011;
7. Epic Energy, Statement of Environmental Objectives for Pipeline Licence No. 1, December 2009;
8. Santos Limited, Statement of Environmental Objectives for Pipeline Licence No. 2, Moomba to Port Bonython Liquids Line, December 2009;

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 495

1. Suspension of the work commitments under licence condition 1 of petroleum exploration licence PEL 495 is hereby entered on the public register.
2. Extension of the term of PEL 495 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: 11 December 2013

Ref: F2009/000015

Petroleum and Geothermal Energy Act 2000
S.76A

**SUSPENSION OF CONDITION
EXTENSION OF LICENCE TERM
PETROLEUM EXPLORATION LICENCE
PEL 495**

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 21 March 2012 -

- (a) Suspend the year 5 work commitments under licence condition 1 of petroleum exploration licence PEL 495 for the period from and including 2 March 2014 to 1 March 2015.
- (b) Extend the term of PEL 495 by the corresponding period of suspension, such that PEL 495 will now expire on 1 March 2015.

Dated: 11 December 2013



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

**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			

Tresscox Lawyers Attn: Garrick Higgins
Level 9
469 La Trobe Street
Melbourne VIC 3000

Remove this top section if desired before framing



Certificate of Registration on Conversion to a Proprietary Company



This is to certify that

SOMERTON ENERGY LIMITED

Australian Company Number 089 956 150

on the fifteenth day of February 2013 converted to a **proprietary** company.

The name of the company is now

SOMERTON ENERGY PTY LIMITED

Australian Company Number 089 956 150

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.

CERTIFICATE

Issued by the
Australian Securities and Investments Commission
on this fifteenth day of February, 2013.

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

Greg Medcraft
Chairman

Petroleum and Geothermal Energy Act 2000
S.115

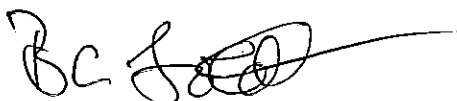
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 186 and 495

1. Notation of change of company name –

From: Somerton Energy Limited
To: Somerton Energy Pty 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: 3 April 2013

File: 27/2/315

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 495

SA 2012-01 Notation of registrable dealing as evidenced by Deed of Variation PEL 495 Farmin Agreement dated 29 November 2011 between Somerton Energy Limited and Cooper Energy 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: 18 January 2012

Ref: F2009/000015

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 495

SA 2011-71 Notation of registrable dealing as evidenced by Deed of Variation PEL 495 Farmin Agreement dated 29 November 2011 between Beach Energy Limited and Cooper Energy Limited 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: 22 December 2011

Ref: F2009/000015

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

MEMORANDUM

**PETROLEUM EXPLORATION LICENCE
PEL 495**

- SA 2011-67 Notation of registrable dealing as evidenced by Joint Operating Agreement – PEL 495 dated 30 September 2011 between Beach Energy Limited, Cooper Energy Limited and Somerton Energy Limited is hereby entered on the public register.
- SA 2011-68 Notation of registrable dealing as evidenced by Priority Deed – PEL 495 dated 15 November 2011 between Beach Energy Limited, Cooper Energy Limited, Somerton Energy Limited and CBA Corporate Services (NSW) Pty Ltd is hereby entered on the public register.
- SA 2011-69 Notation of registrable dealing as evidenced by Deed of Cross Charge – PEL 495 dated 30 September 2011 between Beach Energy Limited, Cooper Energy Limited and Somerton Energy 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: 6 December 2011

Ref: F2009/000015

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 495

- SA 2011-46 Notation of PEL 495 Letter Agreement dated 15 December 2010 between Cooper Energy Limited and Somerton Energy Limited is hereby entered on the public register.
- SA 2011-47 Notation of PEL 495 Farmin Agreement dated 19 April 2011 between Cooper Energy Limited and Somerton Energy Limited is hereby entered on the public register.

Interests in the licence are:

Cooper Energy Limited	50.0%
Beach Energy Limited	35.0%
Somerton Energy Limited	15.0%



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: 28 July 2011

Ref: F2009/15

Petroleum and Geothermal Energy Act 2000
S.115

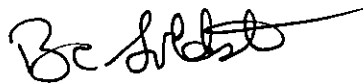
MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 495

- SA 2011-40 Notation of PEL 495 Letter Agreement dated 22 December 2010 between Cooper Energy Limited and Beach Energy Limited is hereby entered on the public register.
- SA 2011-41 Notation of PEL 495 Farmin Agreement dated 3 May 2011 between Cooper Energy Limited and Beach Energy Limited is hereby entered on the public register.

Interests in the licence are:

Cooper Energy Limited	65.0%
Beach Energy Limited	35.0%



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: 20 July 2011

Ref: F2009/15

PETROLEUM ACT 2000

Grant of Petroleum Exploration Licence—PEL 495

NOTICE is hereby given that the undermentioned Petroleum Exploration 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	Licensee	Date of Expiry	Area in km ²	Reference
495	Cooper Energy Limited	1 March 2014	793	F2009/000015

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

Commencing at a point being the intersection of latitude 37°05'00"S GDA94 and longitude 140°45'00"E GDA94, thence east to longitude 140°50'00"E GDA94, south to latitude 37°10'00"S GDA94, east to the eastern border of the State of South Australia, thence southerly along the border of the said State to latitude 37°28'50"S GDA94, west to longitude 140°51'00"E GDA94, south to latitude 37°29'10"S GDA94, west to longitude 140°50'00"E GDA94, south to latitude 37°33'00"S GDA94, west to longitude 140°44'30"E GDA94, north to latitude 37°32'20"S GDA94, west to longitude 140°43'10"E GDA94, north to latitude 37°32'00"S GDA94, west to longitude 140°42'40"E GDA94, north to latitude 37°26'10"S GDA94, east to longitude 140°42'45"E GDA94, north to latitude 37°26'05"S GDA94, east to longitude 140°43'00"E GDA94, north to latitude 37°25'55"S GDA94, west to longitude 140°42'40"E GDA94, north to latitude 37°21'50"S GDA94, east to longitude 140°43'55"E GDA94, south to latitude 37°22'30"S GDA94, east to longitude 140°45'05"E GDA94, south to latitude 37°23'25"S GDA94, east to longitude 140°46'00"E GDA94, south to latitude 37°23'35"S GDA94, east to longitude 140°46'50"E GDA94, north to latitude 37°23'25"S GDA94, east to longitude 140°47'40"E GDA94, north to latitude 37°22'35"S GDA94, west to longitude 140°47'30"E GDA94, north to latitude 37°20'55"S GDA94, west to longitude 140°46'15"E GDA94, north to latitude 37°20'05"S GDA94, west to longitude 140°44'45"E GDA94, north to latitude 37°19'15"S GDA94, east to longitude 140°45'00"E GDA94 and north to the point of commencement but excluding the Naracoorte Caves National Park and Glen Roy Conservation Park and also excluding the following areas:

Commencing at a point being the intersection of latitude 37°24'09"S GDA94 and longitude 140°51'55"E GDA94, thence east to longitude 140°52'20"E GDA94, south to latitude 37°24'14"S GDA94, east to longitude 140°53'05"E GDA94, south to latitude 37°24'19"S GDA94, east to longitude 140°53'10"E GDA94, south to latitude 37°24'24"S GDA94, east to longitude 140°53'25"E GDA94, south to latitude 37°24'29"S GDA94, east to longitude 140°53'35"E GDA94, south to latitude 37°24'34"S GDA94, east to longitude 140°53'40"E GDA94, south to latitude 37°24'49"S GDA94, west to longitude 140°53'35"E GDA94, south to latitude 37°25'09"S GDA94, west to longitude 140°52'45"E GDA94, north to latitude 37°25'04"S GDA94, west to longitude 140°52'40"E GDA94, north to latitude 37°24'59"S GDA94, west to longitude 140°52'15"E GDA94, north to latitude 37°24'54"S GDA94, west to longitude 140°52'00"E GDA94, north to latitude 37°24'49"S GDA94, west to longitude 140°51'55"E GDA94, north to latitude 37°24'44"S GDA94, west to longitude 140°51'50"E GDA94, north to latitude 37°24'14"S GDA94, east to longitude 140°51'55"E GDA94, north to the point of commencement;

and

Commencing at a point being the intersection of latitude 37°25'15"S AGD66 and longitude 140°45'10"E AGD66, thence east to longitude 140°45'50"E AGD66, south to latitude 37°25'20"S AGD66, east to longitude 140°46'20"E AGD66, south to latitude 37°25'25"S AGD66, east to longitude 140°46'25"E AGD66, south to latitude 37°25'30"S AGD66, east to longitude 140°47'45"E AGD66, south to latitude 37°25'40"S AGD66, east to longitude 140°48'05"E AGD66, south to latitude 37°26'25"S AGD66, east to longitude 140°48'15"E AGD66, north to latitude 37°26'20"S AGD66, east to longitude 140°48'35"E AGD66, south to latitude 37°26'25"S AGD66, east to longitude 140°49'00"E AGD66, north to latitude 37°25'55"S AGD66, east to longitude 140°49'05"E AGD66, north to latitude 37°25'50"S AGD66, east to longitude 140°49'10"E AGD66, north to latitude 37°25'45"S AGD66, east to longitude 140°49'25"E AGD66, south to latitude 37°25'50"S AGD66, east to longitude 140°49'30"E AGD66, north to latitude 37°25'45"S AGD66, east to longitude 140°49'45"E AGD66, south to latitude 37°25'55"S AGD66, east to longitude 140°49'45"E AGD66, south to latitude 37°26'00"S AGD66, east to longitude 140°49'50"E AGD66, south to latitude 37°26'05"S AGD66, east to longitude 140°49'55"E AGD66, south to latitude 37°26'10"S AGD66, east to longitude 140°50'05"E AGD66, south to latitude 37°26'15"S AGD66, east to longitude 140°50'10"E AGD66, south to latitude 37°26'20"S AGD66, east to longitude 140°50'25"E AGD66, south to latitude 37°26'25"S AGD66, east to longitude 140°50'35"E AGD66, south to latitude 37°26'30"S AGD66, east to longitude 140°50'45"E AGD66, south to latitude 37°26'35"S AGD66, east to longitude 140°50'55"E AGD66, south to latitude 37°26'40"S AGD66, east to longitude 140°51'05"E AGD66, north to latitude 37°26'35"S AGD66, east to longitude 140°51'35"E GDA94, south to latitude 37°26'40"S GDA94, east to longitude 140°51'45"E GDA94, south to latitude 37°26'45"S GDA94, east to longitude 140°52'00"E GDA94, south to latitude 37°26'50"S GDA94, east to longitude 140°52'05"E GDA94, south to latitude 37°27'00"S GDA94, west to longitude 140°51'50"E AGD66, south to latitude 37°27'10"S AGD66, east to longitude 140°51'55"E AGD66, south to latitude 37°27'15"S GDA94, east to longitude 140°52'25"E GDA94, south to latitude 37°27'20"S GDA94, east to longitude 140°52'35"E GDA94, south to latitude 140°52'40"E GDA94, south to latitude 37°27'30"S GDA94, east to longitude 140°52'50"E GDA94, south to latitude 37°27'35"S GDA94, east to longitude 140°53'00"E GDA94, south to latitude 37°27'50"S GDA94, west to longitude 140°52'20"E GDA94, north to latitude 37°27'45"S GDA94, west to longitude 140°52'00"E GDA94, north to latitude 37°27'40"S GDA94, west to longitude 140°51'55"E GDA94, north to latitude 37°27'35"S GDA94, west to longitude 140°51'35"E GDA94, north to latitude 37°27'35"S AGD66, west to longitude 140°50'35"E AGD66, north to latitude 37°27'25"S AGD66, west to longitude 140°50'20"E AGD66, north to latitude 37°27'20"S AGD66, west to longitude 140°50'00"E AGD66, north to latitude 37°27'15"S AGD66, west to longitude 140°49'40"E AGD66, south to latitude 37°27'20"S AGD66, west to longitude 140°49'35"E AGD66, south to latitude 37°27'30"S AGD66, west to longitude 140°49'20"E AGD66, north to latitude 37°27'25"S AGD66, west to longitude 140°48'45"E AGD66, north to latitude 37°27'20"S AGD66, west to longitude 140°48'05"E AGD66, south to latitude 37°27'25"S AGD66, west to longitude 140°47'55"E AGD66, south to latitude 37°27'30"S AGD66, west to longitude 140°47'50"E AGD66, south to latitude 37°27'35"S AGD66, west to longitude 140°47'15"E AGD66, south to latitude 37°27'40"S AGD66, east to longitude 140°47'25"E AGD66, south to latitude 37°27'45"S AGD66, east to longitude 140°49'05"E AGD66, south to latitude 37°27'50"S AGD66, east to longitude 140°49'25"E AGD66, south to latitude 37°27'55"S AGD66, east to longitude 140°49'45"E AGD66, south to latitude 37°28'00"S AGD66, east to longitude 140°50'00"E AGD66, south to latitude 37°28'05"S AGD66, east to longitude 140°50'10"E AGD66, south to latitude 37°28'15"S AGD66, east to longitude 140°50'40"E AGD66, south to latitude 37°28'40"E AGD66, west to longitude 140°50'20"E AGD66, north to latitude 37°28'30"S AGD66, west to longitude 140°50'05"E AGD66, north to latitude 37°28'25"S AGD66, west to longitude 140°49'50"E AGD66, north to latitude 37°28'20"S AGD66, west to longitude 140°49'35"E AGD66, north to latitude 37°28'15"S AGD66, west to longitude 140°49'25"E AGD66, north to latitude

37°28'10"S AGD66, west to longitude 140°49'15"E AGD66, north to latitude 37°28'05"S AGD66, west to longitude 140°48'55"E AGD66, south to latitude 37°28'15"S AGD66, west to longitude 140°48'35"E GDA94, south to latitude 37°28'20"S GDA94, west to longitude 140°48'20"E GDA94, north to latitude 37°28'15"S AGD66, west to longitude 140°48'05"E AGD66, south to latitude 37°28'20"S AGD66, west to longitude 140°47'50"E AGD66, south to latitude 37°28'25"S AGD66, west to longitude 140°47'15"E AGD66, north to latitude 37°28'20"S AGD66, west to longitude 140°47'10"E AGD66, north to latitude 37°28'15"S AGD66, west to longitude 140°46'40"E AGD66, north to latitude 37°28'10"S AGD66, west to longitude 140°46'30"E GDA94, south to latitude 37°28'10"S GDA94, west to longitude 140°46'10"E GDA94, north to latitude 37°28'05"S AGD66, west to longitude 140°46'00"E AGD66, south to latitude 37°28'10"S AGD66, west to longitude 140°45'55"E AGD66, south to latitude 37°28'14"S AGD66, west to longitude 140°45'45"E AGD66, north to latitude 37°28'10"S AGD66, west to longitude 140°45'35"E AGD66, north to latitude 37°27'50"S AGD66, west to longitude 140°45'10"E AGD66, south to latitude 37°27'55"S AGD66, west to longitude 140°45'05"E AGD66, south to latitude 37°28'00"S AGD66, west to longitude 140°44'50"E AGD66, north to latitude 37°27'35"S AGD66, west to longitude 140°44'45"E AGD66, north to latitude 37°27'20"S AGD66, east to longitude 140°44'50"E AGD66, north to latitude 37°27'05"S AGD66, west to longitude 140°44'40"E AGD66, north to latitude 37°27'00"S AGD66, west to longitude 140°44'30"E AGD66, north to latitude 37°26'50"S AGD66, west to longitude 140°44'25"E AGD66, north to latitude 37°26'35"S AGD66, east to longitude 140°45'30"E AGD66, north to latitude 37°26'30"S AGD66, west to longitude 140°45'25"E AGD66, north to latitude 37°26'20"S AGD66, east to longitude 140°45'55"E AGD66, north to latitude 37°26'15"S AGD66, west to longitude 140°45'50"E AGD66, north to latitude 37°26'10"S AGD66, west to longitude 140°45'40"E AGD66, north to latitude 37°26'05"S AGD66, west to longitude 140°45'20"E AGD66, north to latitude 37°26'00"S AGD66, west to longitude 140°44'45"E AGD66, north to latitude 37°25'55"S AGD66, west to longitude 140°44'25"E AGD66, north to latitude 37°25'20"S AGD66, east to longitude 140°45'10"E AGD66 and north to the point of commencement.

Area: 793 km² approximately.

Dated 2 March 2009.

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 EXPLORATION LICENCE
PEL 495**

1. This Licence granted with effect from and including 2 March 2009 is hereby entered on the public register.
2. Interests in the licence are:-

Cooper Energy Limited 100%



**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: 2 March 2009

Ref: F2009/000015

Petroleum Act 2000

PETROLEUM EXPLORATION LICENCE PEL 495

I, BARRY ALAN GOLDSTEIN, Director Petroleum and Geothermal, Minerals and Energy 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:

Cooper Energy Limited
ACN 096 170 295

(hereinafter referred to as the Licensee) an Exploration 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 1 MAY 2014 and carrying the right to further renewal subject to the provisions of the *Petroleum Act 2000*.

DESCRIPTION OF AREA

BAG 2/2/09

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

- (a) land that now is or was formerly the subject of a grant of a freehold estate or of a perpetual Crown lease where such an estate or lease was first granted before 31 December 1993,
- (b) land (other than any reserve under the *National Parks and Wildlife Act 1972*) which has been, before 31 December 1993, reserved or dedicated for a public purpose and used before that date for that purpose in a manner wholly inconsistent with the continuing existence of common law native title rights.

CONDITIONS

1. During the term of the licence, the Licensee shall carry out or cause to be carried out exploratory operations on the area comprised in the licence in accordance with such work programs as are approved by the Minister from time to time. Years one to three exploratory operations are guaranteed and any subsequent licence year becomes guaranteed upon entry into that licence year. These exploratory operations shall include but not necessarily be limited to -

Year of Term of Licence	Minimum Work Requirements
One	Geological and Geophysical studies.
Two	Seismic Reprocessing Geological and Geophysical Studies
Three	Geological and Geophysical studies.
Four	One Well Geological and Geophysical studies.
Five	One Well

2. In the event that the Licensee during any year of the term of this licence (a year being the period of twelve calendar months ending on the anniversary of the date upon which this licence comes into force) fails to comply with the work program requirements of this licence, it is an express term of this licence that the Minister may, at his discretion, either cancel this licence or authorise such variation to these requirements as the Minister thinks fit.
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) upon commencement of regulated activities under this licence, maintain in force during the term of this licence public liability insurance to cover regulated activities under this licence (including sudden and accidental pollution) in the name of the Licensee for a sum not less than twenty million dollars (\$20,000,000.00) or such greater sum as specified by the Minister, and make such amendments to the terms and conditions of the insurance as the Minister may from time to time 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;
 - (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 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.
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 *2000* cannot transfer, limit or exclude liability under the *Petroleum Act 2000* unless written consent of the Minister is obtained.

Date: 2 MARCH 2009



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

Signed by the said LICENSEE

Date: 06/02/09
Michael Scott

Authorised Representative

MICHAEL SCOTT
Name

MANAGING DIRECTOR
Position

COOPER ENERGY LIMITED
Company

PETROLEUM EXPLORATION LICENCE

PEL 495

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°05'00"S GDA94 and longitude 140°45'00"E GDA94, thence east to longitude 140°50'00"E GDA94, south to latitude 37°10'00"S GDA94, east to the eastern border of the State of South Australia, thence southerly along the border of the said State to latitude 37°28'50"S GDA94, west to longitude 140°51'00"E GDA94, south to latitude 37°29'10"S GDA94, west to longitude 140°50'00"E GDA94, south to latitude 37°33'00"S GDA94, west to longitude 140°44'30"E GDA94, north to latitude 37°32'20"S GDA94, west to longitude 140°43'10"E GDA94, north to latitude 37°32'00"S GDA94, west to longitude 140°42'40"E GDA94, north to latitude 37°26'10"S GDA94, east to longitude 140°42'45"E GDA94, north to latitude 37°26'05"S GDA94, east to longitude 140°43'00"E GDA94, north to latitude 37°25'55"S GDA94, west to longitude 140°42'40"E GDA94, north to latitude 37°21'50"S GDA94, east to longitude 140°43'55"E GDA94, south to latitude 37°22'30"S GDA94, east to longitude 140°45'05"E GDA94, south to latitude 37°23'25"S GDA94, east to longitude 140°46'00"E GDA94, south to latitude 37°23'35"S GDA94, east to longitude 140°46'50"E GDA94, north to latitude 37°23'25"S GDA94, east to longitude 140°47'40"E GDA94, north to latitude 37°22'35"S GDA94, west to longitude 140°47'30"E GDA94, north to latitude 37°20'55"S GDA94, west to longitude 140°46'15"E GDA94, north to latitude 37°20'05"S GDA94, west to longitude 140°44'45"E GDA94, north to latitude 37°19'15"S GDA94, east to longitude 140°45'00"E GDA94, and north to the point of commencement but excluding the Naracoorte Caves National Park and Glen Roy Conservation Park and also excluding the following areas:-

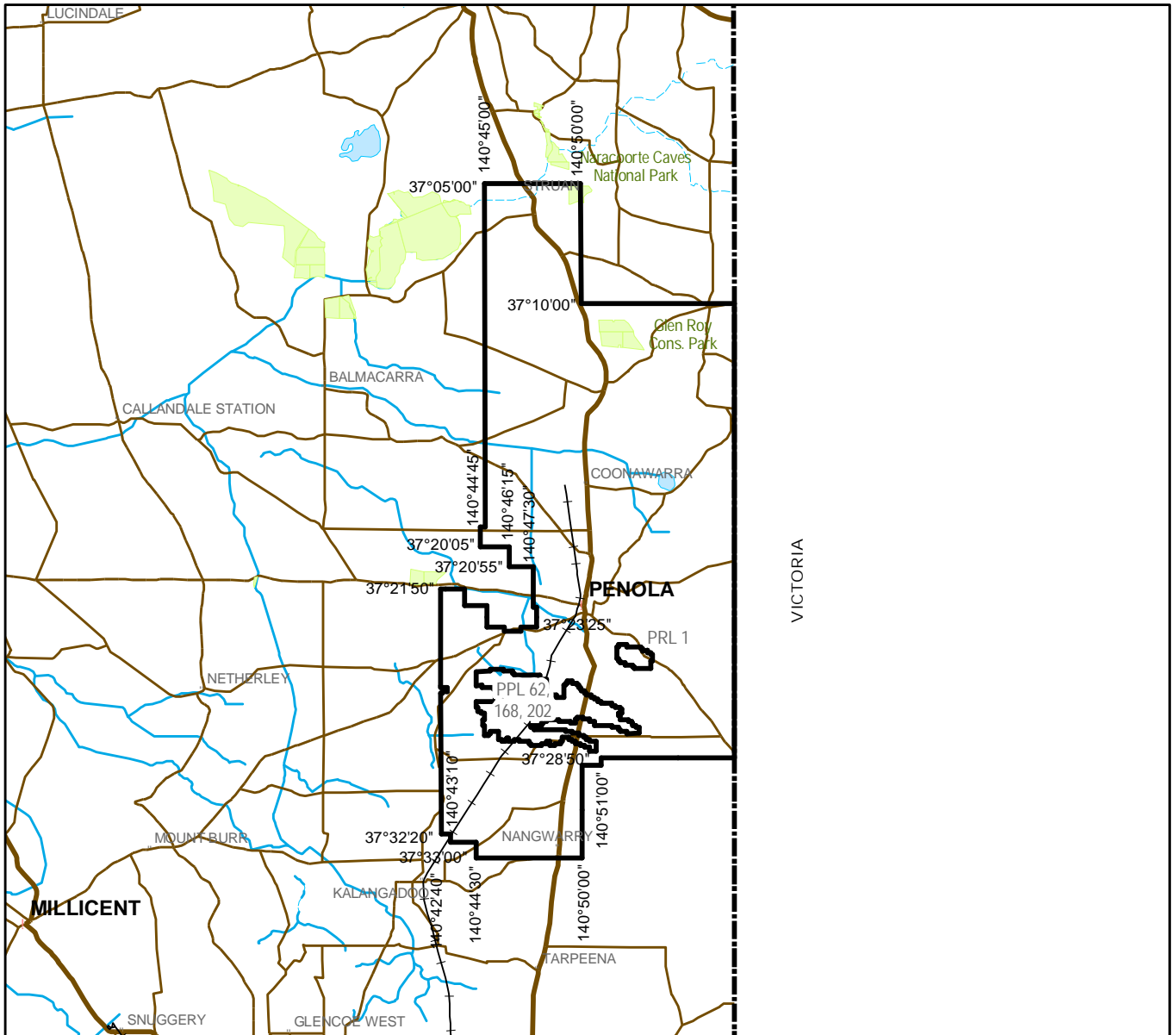
Commencing at a point being the intersection of latitude 37°24'09"S GDA94 and longitude 140°51'55"E GDA94, thence east to longitude 140°52'20"E GDA94, south to latitude 37°24'14"S GDA94, east to longitude 140°53'05"E GDA94, south to latitude 37°24'19"S GDA94, east to longitude 140°53'10"E GDA94, south to latitude 37°24'24"S GDA94, east to longitude 140°53'25"E GDA94, south to latitude 37°24'29"S GDA94, east to longitude 140°53'35"E GDA94, south to latitude 37°24'34"S GDA94, east to longitude 140°53'40"E GDA94, south to latitude 37°24'49"S GDA94, west to longitude 140°53'35"E GDA94, south to latitude 37°25'09"S GDA94, west to longitude 140°52'45"E GDA94, north to latitude 37°25'04"S GDA94, west to longitude 140°52'40"E GDA94, north to latitude 37°24'59"S GDA94, west to longitude 140°52'15"E GDA94, north to latitude 37°24'54"S GDA94, west to longitude 140°52'00"E GDA94, north to latitude 37°24'49"S GDA94, west to longitude 140°51'55"E GDA94, north to latitude 37°24'44"S GDA94, west to longitude 140°51'50"E GDA94, north to latitude 37°24'14"S GDA94, east to longitude 140°51'55"E GDA94, and north to the point of commencement.

and

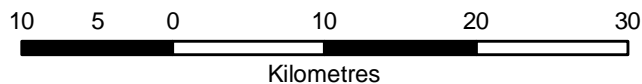
Commencing at a point being the intersection of latitude 37°25'15"S AGD66 and longitude 140°45'10"E AGD66, thence east to longitude 140°45'50"E AGD66, south to latitude 37°25'20"S AGD66, east to longitude 140°46'20"E AGD66, south to latitude 37°25'25"S AGD66, east to longitude 140°46'25"E AGD66, south to latitude 37°25'30"S AGD66, east to longitude 140°47'45"E AGD66, south to latitude 37°25'40"S AGD66, east to longitude 140°48'05"E AGD66, south to latitude 37°26'25"S AGD66, east to longitude 140°48'15"E AGD66, north to latitude 37°26'20"S AGD66, east to longitude 140°48'35"E AGD66, south to latitude 37°26'25"S AGD66, east to longitude 140°49'00"E AGD66, north to latitude 37°25'55"S AGD66, east to longitude 140°49'05"E AGD66, north to latitude 37°25'50"S AGD66, east to longitude 140°49'10"E AGD66, north to latitude 37°25'45"S AGD66, east to longitude 140°49'25"E AGD66, south to latitude 37°25'50"S AGD66, east to longitude 140°49'30"E AGD66, north to latitude 37°25'45"S GDA94, east to longitude 140°49'45"E GDA94, south to latitude 37°25'55"S AGD66, east to longitude 140°49'45"E AGD66, south to latitude 37°26'00"S AGD66, east to longitude 140°49'50"E AGD66, south to latitude 37°26'05"S AGD66, east to longitude 140°49'55"E AGD66, south to latitude 37°26'10"S AGD66, east to longitude 140°50'05"E AGD66, south to latitude 37°26'15"S AGD66, east to longitude 140°50'10"E AGD66, south to latitude 37°26'20"S AGD66, east to longitude 140°50'25"E AGD66, south to latitude 37°26'25"S AGD66, east to longitude 140°50'35"E AGD66, south to latitude 37°26'30"S AGD66, east to longitude 140°50'45"E AGD66, south to latitude 37°26'35"S AGD66, east to longitude 140°50'55"E AGD66, south to latitude 37°26'40"S AGD66, east to longitude 140°51'05"E AGD66, north to latitude 37°26'35"S GDA94, east to longitude 140°51'35"E GDA94, south to latitude 37°26'40"S GDA94, east to longitude 140°51'45"E GDA94, south to latitude 37°26'45"S GDA94, east to longitude 140°52'00"E GDA94, south to latitude 37°26'50"S GDA94, east to longitude 140°52'05"E GDA94, south to latitude 37°27'00"S GDA94, west to longitude 140°51'50"E AGD66, south to latitude 37°27'10"S AGD66, east to longitude 140°51'55"E AGD66, south to latitude 37°27'15"S GDA94, east to longitude 140°52'25"E GDA94, south to latitude 37°27'20"S GDA94, east to longitude 140°52'35"E GDA94, south to latitude 37°27'25"S GDA94, east to longitude 140°52'40"E GDA94, south to latitude 37°27'30"S GDA94, east to longitude 140°52'50"E GDA94, south to latitude 37°27'35"S GDA94, east to longitude 140°53'00"E GDA94, south to latitude 37°27'50"S GDA94, west to longitude 140°52'20"E GDA94, north to latitude 37°27'45"S GDA94, west to longitude 140°52'00"E GDA94, north to latitude 37°27'40"S GDA94, west to longitude 140°51'55"E GDA94, north to latitude 37°27'35"S GDA94, west to longitude 140°51'35"E GDA94, north to latitude 37°27'35"S AGD66, west to longitude 140°50'35"E AGD66, north to latitude 37°27'25"S AGD66, west to longitude 140°50'20"E AGD66, north to latitude 37°27'20"S AGD66, west to longitude 140°50'00"E AGD66, north to latitude 37°27'15"S AGD66, west to longitude 140°49'40"E AGD66, south to latitude 37°27'20"S AGD66, west to longitude 140°49'35"E AGD66, south to latitude 37°27'30"S AGD66, west to longitude 140°49'20"E AGD66, north to latitude 37°27'25"S AGD66, west to longitude 140°48'45"E AGD66, north to latitude 37°27'20"S AGD66, west to longitude 140°48'05"E AGD66, south to latitude 37°27'25"S AGD66, west to longitude 140°47'55"E AGD66, south to latitude 37°27'30"S AGD66, west to longitude 140°47'50"E AGD66, south to latitude 37°27'35"S AGD66, west to longitude 140°47'15"E AGD66, south to latitude 37°27'40"S AGD66, east to longitude 140°47'25"E AGD66, south to latitude 37°27'45"S AGD66, east to longitude 140°49'05"E AGD66, south to latitude 37°27'50"S AGD66, east to longitude 140°49'25"E AGD66, south to latitude 37°28'00"S AGD66, east to longitude 140°50'00"E AGD66, south to latitude 37°28'05"S AGD66, east to longitude 140°50'10"E AGD66, south to latitude 37°28'10"S AGD66, east to longitude 140°50'20"E AGD66, south to latitude 37°28'15"S AGD66, east to longitude 140°50'40"E AGD66,

south to latitude 37°28'40"S AGD66, west to longitude 140°50'20"E AGD66,
north to latitude 37°28'30"S AGD66, west to longitude 140°50'05"E AGD66,
north to latitude 37°28'25"S AGD66, west to longitude 140°49'50"E AGD66,
north to latitude 37°28'20"S AGD66, west to longitude 140°49'35"E AGD66,
north to latitude 37°28'15"S AGD66, west to longitude 140°49'25"E AGD66,
north to latitude 37°28'10"S AGD66, west to longitude 140°49'15"E AGD66,
north to latitude 37°28'05"S AGD66, west to longitude 140°48'55"E AGD66,
south to latitude 37°28'15"S AGD66, west to longitude 140°48'55"E GDA94,
south to latitude 37°28'15"S GDA94, west to longitude 140°48'35"E GDA94,
south to latitude 37°28'20"S GDA94, west to longitude 140°48'20"E GDA94,
north to latitude 37°28'15"S AGD66, west to longitude 140°48'05"E AGD66,
south to latitude 37°28'20"S AGD66, west to longitude 140°47'50"E AGD66,
south to latitude 37°28'25"S AGD66, west to longitude 140°47'15"E AGD66,
north to latitude 37°28'20"S AGD66, west to longitude 140°47'10"E AGD66,
north to latitude 37°28'15"S AGD66, west to longitude 140°46'40"E AGD66,
north to latitude 37°28'10"S AGD66, west to longitude 140°46'30"E GDA94,
south to latitude 37°28'10"S GDA94, west to longitude 140°46'10"E GDA94,
north to latitude 37°28'05"S AGD66, west to longitude 140°46'00"E AGD66,
south to latitude 37°28'10"S AGD66, west to longitude 140°45'55"E AGD66,
south to latitude 37°28'14"S AGD66, west to longitude 140°45'45"E AGD66,
north to latitude 37°28'10"S AGD66, west to longitude 140°45'35"E AGD66,
north to latitude 37°27'50"S AGD66, west to longitude 140°45'10"E AGD66,
south to latitude 37°27'55"S AGD66, west to longitude 140°45'05"E AGD66,
south to latitude 37°28'00"S AGD66, west to longitude 140°44'50"E AGD66,
north to latitude 37°27'35"S AGD66, west to longitude 140°44'45"E AGD66,
north to latitude 37°27'20"S AGD66, east to longitude 140°44'50"E AGD66,
north to latitude 37°27'05"S AGD66, west to longitude 140°44'40"E AGD66,
north to latitude 37°27'00"S AGD66, west to longitude 140°44'30"E AGD66,
north to latitude 37°26'50"S AGD66, west to longitude 140°44'25"E AGD66,
north to latitude 37°26'35"S AGD66, east to longitude 140°45'30"E AGD66,
north to latitude 37°26'30"S AGD66, west to longitude 140°45'25"E AGD66,
north to latitude 37°26'20"S AGD66, east to longitude 140°45'55"E AGD66,
north to latitude 37°26'15"S AGD66, west to longitude 140°45'50"E AGD66,
north to latitude 37°26'10"S AGD66, west to longitude 140°45'40"E AGD66,
north to latitude 37°26'05"S AGD66, west to longitude 140°45'20"E AGD66,
north to latitude 37°26'00"S AGD66, west to longitude 140°44'45"E AGD66,
north to latitude 37°25'55"S AGD66, west to longitude 140°44'25"E AGD66,
north to latitude 37°25'20"S AGD66, east to longitude 140°45'10"E AGD66,
and north to the point of commencement.

AREA: **793** square kilometres approximately.



SCALE 1:500 000



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
PETROLEUM EXPLORATION LICENCE NO: 495