

17. 1 August 2012 Memorandum entering variation of licence conditions on the public register.
18. 9 August 2012 Gazettal of variation of licence conditions.
19. 12 September 2012 Memorandum entering notation of change of company name on the public register.

From: Adelaide Energy Limited
To: Adelaide Energy Pty Ltd
20. 12 September 2012 Certificate of change of company name.
21. 28 October 2013 Memorandum entering notation of revision of security arrangements on the public register.
22. 30 October 2013 Memorandum entering notation of revision of security arrangements on the public register.
23. 25 February 2011 Suspension of licence conditions for the period from and including 24 March 2011 to 23 December 2011.

Expiry date of PEL 494 remains unchanged at 1 December 2014.
24. 25 February 2011 Memorandum entering suspension of licence condition on the public register.
25. 3 March 2011 Gazettal of suspension of licence condition.
26. 21 November 2013 Memorandum entering notation of revision of security arrangements on the public register.
27. 11 December 2013 Suspension of licence conditions for the period from and including 24 March 2014 to 23 March 2015.

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

PEL 494 is now due to expire on 23 March 2015.
28. 11 December 2013 Memorandum entering suspension of licence condition and extension of licence term on the public register.
29. 19 December 2013 Gazettal of suspension of licence condition.
30. 10 January 2014 Memorandum entering notation of revision of security arrangements on the public register.
31. 7 February 2014 Memorandum entering notation of grant of adjunct Associated Facilities Licence AAL 199 on the public register

32. 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
33. 21 August 2014 Memorandum entering notation of revision of security arrangements on the public register.
34. 19 September 2014 Memorandum entering notation of revision of security arrangements on the public register.
35. 15 October 2014 Memorandum entering notation of revision of security arrangements on the public register.
36. 22 December 2014 Extension of time for lodgement of licence renewal application.
37. 6 August 2015 Consolidation of licence area with PELs 494 and 495.
- The total area of PEL 494 is now 2488.81 km² approximately.
38. 6 August 2015 Memorandum entering consolidation of licence area on the public register.

39. 28 September 2015 Renewal of licence.

PEL 494 is now due to expire on 23 March 2020.

Interests in the licence are:

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

40. 28 September 2015 Memorandum entering renewal of licence on the public register.

41. 23 September 2015 Memorandum entering notation of the following registrable dealings on the public register.

PEL 494 Priority Deed dated 17 September 2015 between Somerton Energy Pty Limited (Grantor), Westpac Banking Corporation (Westpac), Westpac Administration Pty. Ltd (Security Trustee), Somerton Energy Pty Limited and Adelaide Energy Pty Ltd (each severally called the Venturer) and Adelaide Energy Pty Ltd (Operator).
SA 2015-73

General Security Deed dated 28 November 2014 between Cooper Energy Limited, Somerton Energy Pty Ltd, Essential Petroleum Exploration Pty Ltd, CE Poland Pty Ltd, Cooper Energy (Seruway) Pty Ltd and Cooper Energy (PBG) Pty Ltd (Grantors) and Westpac Administration Pty Limited.
SA 2015-21

42. 16 March 2016 Suspension of licence for the period from and including 1 March 2016 to 28 February 2017.

PEL 494 is now due to expire on 23 March 2021.

43. 16 March 2016 Memorandum entering suspension of licence on the public register.

44. 24 March 2016 Gazettal of suspension of licence.

45. 5 April 2016 Temporary cessation of suspension of licence for a period of two (2) days with effect from and including 11 April 2016 to 12 March 2016.

PEL 494 remains due to expire on 23 March 2021.

46. 5 April 2016 Memorandum entering temporary cessation of suspension of licence on the public register.

47. 7 April 2016 Gazettal of temporary cessation of suspension of licence.

48. 19 September 2016 Temporary cessation of suspension of licence for a period of three (3) days with effect from and including 21 September 2016 to 23 September 2016.

PEL 494 remains due to expire on 23 March 2021.

49. 19 September 2016 Memorandum entering temporary cessation of suspension of licence on the public register.

50. 22 September 2016 Gazettal of temporary cessation of suspension of licence.

51. 24 October 2016 Temporary cessation of suspension of licence for a period of seven (7) days with effect from 25 October 2016 to 31 October 2016.

The expiry date of PEL 494 remains as 23 March 2021.

52. 24 October 2016 Memorandum entering the temporary cessation of suspension of licence on the public register.

53. 27 October 2016 Gazettal of temporary cessation of suspension of licence.

54. 9 November 2016 Temporary cessation of suspension of licence for a period of thirty (30) days with effect from 1 November 2016 to 30 November 2016.

The expiry date of PEL 494 remains as 23 March 2021.

55. 9 November 2016 Memorandum entering the temporary cessation of suspension of licence on the public register.

56. 17 November 2016 Gazettal of temporary cessation of suspension of licence.

57. 21 March 2017 Temporary cessation of suspension of licence for a period of four (4) days with effect from 27 March 2017 to 30 March 2017.

The expiry date of PEL 494 remains as 23 March 2021.

58. 21 March 2017 Memorandum entering the temporary cessation of suspension of licence on the public register.

59. 28 March 2017 Gazettal of temporary cessation of suspension of licence.

60. 25 October 2017 Memorandum entering the notation of the following document on the public register:

Deed Poll of Release Westpac Administration Pty Limited dated 20 September 2017.

Ref: SA 2017-24

61. 22 February 2018 Suspension of licence conditions for the period from and including 24 March 2018 to 23 March 2019.

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

PEL 494 is now due to expire on 23 March 2022.

62. 22 February 2018 Memorandum entering suspension of licence condition and extension of term on the public register.

63. 22 May 2018 Memorandum entering notation of the following registrable dealings on the public register.

General Security Deed dated 28 September 2017 between Cooper Energy (Sole) Pty Ltd, Cooper Energy Limited, Cooper Energy (Australia) Pty Ltd, Cooper Energy (PBF) Pty Ltd, Cooper Energy (CH) Pty Ltd, Cooper Energy (TC) Pty Ltd, Cooper Energy (MF) Pty Ltd, Cooper Energy (MGP) Pty Ltd, Cooper Energy (PB Pipelines) Pty Ltd, Cooper Energy (IC) Pty Ltd, Somerton Energy Pty Ltd, Essential Petroleum Exploration Pty Ltd and ANZ Fiduciary Services Pty Ltd.
SA 2018-07

Priority Deed PEL 494 - Cooper Basin dated 8 March 2018 between Somerton Energy Pty Limited, ANZ Fiduciary Services Pty Ltd and Adelaide Energy Pty Ltd.
SA 2018-11

64. 27 February 2019 Suspension of licence conditions for the period from 24 March 2019 to 23 September 2019 inclusive.

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

PEL 494 is now due to expire on 23 September 2022.

65. 27 February 2019 Memorandum entering suspension of licence condition and extension of term on the public register.

66. 27 February 2019 Variation of licence conditions.

67. 27 February 2019 Memorandum entering variation of licence conditions on the public register.

68. 25 March 2020 Suspension of licence for the period from 21 March 2020 to 20 September 2020 inclusive.

PEL 494 is now due to expire on 26 March 2023.

69. 25 March 2020 Memorandum entering suspension of licence on the public register.

70. 2 April 2020 Gazettal of suspension of licence.

71. 1 September 2020 Suspension of licence for the period from and including 21 September 2020 to 20 September 2021.

PEL 494 is now due to expire on 25 March 2024.

72. 1 September 2020 Memorandum entering the suspension of licence on the public register.
73. 10 September 2020 Gazettal of suspension of licence.

Energy Resources Division
Customer Services
Level 4
11 Waymouth Street
Adelaide SA 5000

Dated: 2 September 2020

BARRY GOLDSTEIN
Executive Director
Energy Resources Division
Department for Energy and Mining
Delegate of the Minister for Energy and Mining

PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

Suspension of Petroleum Exploration Licence—PEL 494

Pursuant to section 90 of the *Petroleum and Geothermal Energy Act 2000*, notice is hereby given that the abovementioned Licence has been suspended under the provisions of the *Petroleum and Geothermal Energy Act 2000* for the period from 21 September 2020 until 20 September 2021 inclusive, pursuant to delegated powers dated 29 June 2018.

The expiry date of PEL 494 is now determined to be 25 March 2024.

Dated: 1 September 2020

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

PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

Suspension of Petroleum Retention Licences— PRLs 131, 132, 133, 134, 191, 192, 193, 194, 195, 196, 197, 199, 200, 202, 203, 204, 205 and 206

Pursuant to section 90 of the *Petroleum and Geothermal Energy Act 2000*, notice is hereby given that the abovementioned Licences have been suspended for the period 30 July 2020 to 29 July 2021 inclusive, pursuant to delegated powers dated 29 June 2018.

- PRLs 131, 132, 133 and 134 will now expire on 7 October 2025.
- PRLs 191, 192, 193, 194, 195, 196, 197, 199, 200, 202, 203, 204, 205 and 206 will now expire on 8 October 2021.

Dated: 3 September 2020

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

REMUNERATION TRIBUNAL

REPORT NO. 5 OF 2020

2020 Review of Electorate Allowances for Members of the Parliament of South Australia

INTRODUCTION AND BACKGROUND

1. Section 14 of the *Remuneration Act 1990* (“the Act”) provides that the Remuneration Tribunal (“the Tribunal”) has jurisdiction to determine the remuneration, or a specified part of the remuneration, payable in respect of certain offices, if such jurisdiction is conferred upon the Tribunal by any other Act or by the Governor by proclamation.
2. Section 3A(2) of the *Parliamentary Remuneration Act 1990* (“the PR Act”) confers jurisdiction on the Remuneration Tribunal to make a determination or perform any other function required by the PR Act.
3. Section 4(1)(c) of the PR Act provides that electorate allowances form part of the remuneration of members of Parliament.
4. Section 4(2)(a) of the PR Act provides that the Tribunal must, in determining electorate allowances and other remuneration for members of Parliament, have regard not only to their parliamentary duties, but also to:
 - 4.1. Their duty to be actively involved in community affairs; and
 - 4.2. Their duty to represent and assist their constituents in dealings with governmental and other public agencies and authorities.
5. In 2019, the Tribunal conducted its annual review of electorate allowances for members of Parliament, resulting in a 1.3% increase being applied to the levels of those allowances.

PROCEDURAL HISTORY

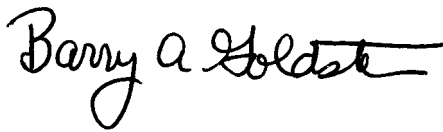
6. Section 10(2) of the Act requires that before the making of a Determination affecting the remuneration of a particular person, or persons of a particular class, the Tribunal must allow that person, or persons of that class, a reasonable opportunity to make submissions.
7. Section 10(4) of the Act provides that the Honourable Premier of South Australia (“the Premier”), as the Minister responsible for the Act may intervene, personally or by counsel or other representative, in proceedings before the Tribunal for the purpose of introducing evidence, or making submissions, on any question relevant to the public interest.
8. The Tribunal wrote to the Premier, as the Minister responsible for the Act, and the Members of Parliament on 22 June 2020, notifying of the Tribunal’s intention to conduct its annual review of Determinations for Members of Parliament. The Tribunal invited written submissions with a closing date of 23 July 2020.
9. Additionally, on 22 June 2020, a notice of the review was placed on the Tribunal’s public website.

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 494

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



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

Date: 1 September 2020

Ref: F2009/000014

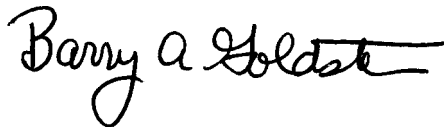
Petroleum and Geothermal Energy Act 2000
S.90

**SUSPENSION OF
PETROLEUM EXPLORATION LICENCE
PEL 494**

I, BARRY ALAN GOLDSTEIN, Executive Director, Energy Resources Division, Department for Energy and Mining, 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 Dan van Holst Pellekaan, Minister for Energy and Mining (Minister), pursuant to delegated powers dated 29 June 2018 hereby suspend petroleum exploration licence PEL 494 for the period from 21 September 2020 to 20 September 2021 inclusive.

1. No regulated activities are permitted to be carried out during the period of the suspension.
2. The expiry date of PEL 494 is now determined to be 25 March 2024.

Dated: 1 September 2020



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

PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

Suspension of Petroleum Exploration Licence PEL 494

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 21 March 2020 until 20 September 2020 inclusive, pursuant to delegated powers dated 29 June 2018.

The expiry date of PEL 494 is now determined to be 26 March 2023.

Dated: 25 March 2020

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

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

MEMORANDUM

**PETROLEUM EXPLORATION LICENCE
PEL 494**

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



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

Date: 25 March 2020

Ref: F2009/000014

Petroleum and Geothermal Energy Act 2000
S.90

**SUSPENSION OF
PETROLEUM EXPLORATION LICENCE
PEL 494**

I, BARRY ALAN GOLDSTEIN, Executive Director Energy Resources Division, Department for Energy and Mining, 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 Dan van Holst Pellekaan, Minister for Energy and Mining (Minister), pursuant to delegated powers dated 29 June 2018 hereby -

(a) suspend petroleum exploration licence PEL 494 for the period from 21 March 2020 to 20 September 2020 inclusive.

1. No regulated activities are permitted to be carried out during this period of suspension.
2. The expiry date of PEL 494 is now determined to be 26 March 2023.

Dated: 25 March 2020



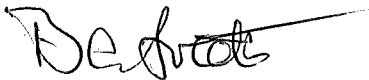
BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department for Energy and Mining
Delegate of the Minister for Energy and Mining

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 494

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



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

Date: 27 February 2019

Ref: F2009/000014

Petroleum and Geothermal Energy Act 2000
s25(4)

VARIATION OF
PETROLEUM EXPLORATION LICENCE
PEL 494

I, BARRY ALAN GOLDSTEIN, Executive Director, Energy Resources Division, Department for Energy and Mining, 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 Dan van Holst Pellekaan, Minister for Energy and Mining (Minister), pursuant to delegated powers dated 29 June 2018 vary the conditions of the above-mentioned licence, held by -

Adelaide Energy Pty Ltd
ACN 116 256 823

Somerton Energy Pty Limited
ACN 089 956 150

Condition 1 of the licence is omitted and the following substituted:

- “ 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. Year one exploratory operations are guaranteed and any subsequent licence year work program becomes guaranteed upon entry into any such licence year. These exploratory operations shall include but not necessarily be limited to:-

Year of Term of Licence	Minimum Work Requirements
One	<ul style="list-style-type: none">• Geological and geophysical studies.
Two	<ul style="list-style-type: none">• Geological and geophysical studies; and• Drill 1 well.
Three	<ul style="list-style-type: none">• Geological and geophysical studies.
Four	<ul style="list-style-type: none">• Geological and geophysical studies.
Five	<ul style="list-style-type: none">• Geological and geophysical studies; and• 100 km² 3D seismic acquisition.

Dated: 27 February 2019



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

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

MEMORANDUM

**PETROLEUM EXPLORATION LICENCE
PEL 494**

1. Suspension of the work program commitments under licence condition 1 of petroleum exploration licence PEL 494 is hereby entered on the public register.
2. Extension of the term of PEL 494 by the corresponding period of suspension is hereby entered on the public register.



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

Date: 27 February 2019

Ref: F2009/000014

Petroleum and Geothermal Energy Act 2000
S.76A


**SUSPENSION OF CONDITION
EXTENSION OF LICENCE TERM**

**PETROLEUM EXPLORATION LICENCE
PEL 494**

I, BARRY ALAN GOLDSTEIN, Executive Director Energy Resources Division, Department for Energy and Mining, 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 Dan van Holst Pellekaan, Minister for Energy and Mining (Minister), pursuant to delegated powers dated 29 June 2018 hereby -

- (a) suspend the work commitments under licence condition 1 of petroleum exploration licence PEL 494 for the period from 24 March 2019 until 23 September 2019 inclusive.
- (b) extend the term of PEL 494 by the corresponding period of suspension, such that PEL 494 now expire on 23 September 2022.

Dated: 27 February 2019



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

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 494

- SA 2018-07 Notation of registrable dealing as evidenced by General Security Deed dated 28 September 2017 between Cooper Energy (Sole) Pty Ltd, Cooper Energy Limited, Cooper Energy (Australia) Pty Ltd, Cooper Energy (PBF) Pty Ltd, Cooper Energy (CH) Pty Ltd, Cooper Energy (TC) Pty Ltd, Cooper Energy (MF) Pty Ltd, Cooper Energy (MGP) Pty Ltd, Cooper Energy (PB Pipelines) Pty Ltd, Cooper Energy (IC) Pty Ltd, Somerton Energy Pty Ltd, Essential Petroleum Exploration Pty Ltd and ANZ Fiduciary Services Pty Ltd is hereby entered on the public register.
- SA 2018-11 Notation of registrable dealing as evidenced by Priority Deed PEL 494 - Cooper Basin dated 8 March 2018 between Somerton Energy Pty Limited, ANZ Fiduciary Services Pty Ltd and Adelaide Energy Pty Ltd is hereby entered on the public register.



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

Date: 22 May 2018

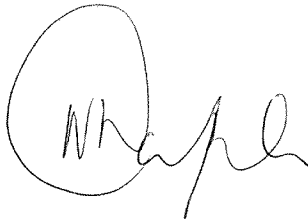
Ref: F2009/000014

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 494

1. Suspension of the work program commitments under licence condition 1 of petroleum exploration licence PEL 494 is hereby entered on the public register.
2. Extension of the term of PEL 494 by the corresponding period of suspension is hereby entered on the public register.

A handwritten signature in black ink, appearing to read 'N. Panagopoulos', enclosed within a large, hand-drawn oval.

NICK PANAGOPOULOS
A/Executive Director
Energy Resources Division
Department of the Premier and Cabinet
Delegate of the Minister for Mineral Resources and Energy

Date: 22 February 2018

Ref: F2009/000014

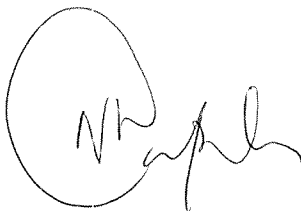
Petroleum and Geothermal Energy Act 2000
S.76A

**SUSPENSION OF CONDITION
EXTENSION OF LICENCE TERM
PETROLEUM EXPLORATION LICENCE
PEL 494**

I, NICK PANAGOPOULOS, Acting Executive Director Energy Resources Division, Department of the Premier and Cabinet, 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 31 March 2017 hereby -

- (a) Suspend the work commitments under licence condition 1 of petroleum exploration licence PEL 494 for the period from 24 March 2018 until 23 March 2019 inclusive; and
- (b) Extend the term of PEL 494 by the corresponding period of suspension, such that PEL 494 will now expire on 23 March 2022.

Dated: 22 February 2018

A handwritten signature in black ink, appearing to read 'Nick Panagopoulos', enclosed within a large, hand-drawn oval.

NICK PANAGOPOULOS
A/Executive Director
Energy Resources Division
Department of the Premier and Cabinet
Delegate of the Minister for Mineral Resources and Energy

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

MEMORANDUM

**PETROLEUM EXPLORATION LICENCES
PELs 90, 93 and 494**

**PETROLEUM RETENTION LICENCES
PRLs 32, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95,
96, 97, 98, 99, 100, 101, 102, 103 and 104**

**ASSOCIATED ACTIVITIES LICENCES
AALs 18, 82, 98, 128, 146 and 157**

**PETROLEUM PRODUCTION LICENCES
PPLs 204, 205, 207, 220, 224, 245, 246, 247,
248, 249 and 250**

SA 2017-24

Notation of the registration of a Deed Poll of Release Westpac Administration Pty Limited dated 20 September 2017 is hereby entered on the public register.



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

Date: 25 October 2017

Ref: F2013/002371	28/1/379
F2013/002361	28/1/419
F2015/000278	28/1/426
27/2/339	F2013/000277
27/2/438	F2013/000672
27/2/512	F2013/000676
27/2/520	F2013/001842
27/2/543	F2013/001843
F2010/000982	F2013/001844
28/1/360	F2009/000014
28/1/375	F2013/000155

PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

*Temporary Cessation of Suspension of Petroleum
Exploration Licence PEL 494*

PURSUANT to Section 90 of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that the suspension of PEL 494 dated 16 March 2016, has been temporarily ceased under the provisions of the Petroleum and Geothermal Energy Act 2000, for the period 27 March 2017 to 30 March 2017 inclusive, pursuant to delegated powers dated 21 March 2012.

The expiry date of PEL 494 remains as 23 March 2021.

Dated 21 March 2017.

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
S.115

MEMORANDUM

**TEMPORARY CESSATION OF SUSPENSION OF
PETROLEUM EXPLORATION LICENCE
PEL 494**

Temporary cessation of suspension of licence 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: 21 March 2017

Ref: F2009/000014

Petroleum and Geothermal Energy Act 2000
S.90

**TEMPORARY CESSATION OF SUSPENSION OF
PETROLEUM EXPLORATION LICENCE
PEL 494**

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 approve the temporary cessation of the suspension dated 16 March 2016 of petroleum exploration licence PEL 494 for a period of four (4) days with effect from 27 March 2017 to 30 March 2017 inclusive.

1. Regulated activities are permitted to be carried out during this period of temporary cessation of suspension.
2. The suspension dated 16 March 2016 will resume with effect from and including 31 March 2017 until 15 April 2017.
3. The expiry date of PEL 494 remains as 23 March 2021.

Dated: 21 March 2017



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

*Temporary Cessation of Suspension
Petroleum Exploration Licence—PEL 494*

PURSUANT to Section 90 of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that the suspension of PEL 494 dated 16 March 2016, has been temporarily ceased under the provisions of the Petroleum and Geothermal Energy Act 2000, for the period 1 November 2016 to 30 November 2016 inclusive, pursuant to delegated powers dated 21 March 2012.

The expiry date of PEL 494 remains as 23 March 2021.

Dated 9 November 2016.

N. PANAGOPOULOS,
Acting 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.115

MEMORANDUM

**TEMPORARY CESSATION OF SUSPENSION OF
PETROLEUM EXPLORATION LICENCE
PEL 494**

Temporary cessation of suspension of licence is hereby entered on the public register.



NICK PANAGOPOULOS
A/Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy

Date: 9 November 2016

Ref: F2009/000014

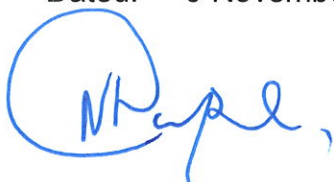
Petroleum and Geothermal Energy Act 2000
S.90

**TEMPORARY CESSATION OF SUSPENSION OF
PETROLEUM EXPLORATION LICENCE
PEL 494**

I, NICK PANAGOPOULOS, Acting 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 approve the temporary cessation of the suspension dated 16 March 2016 of petroleum exploration licence PEL 494 for a period of thirty (30) days with effect from 1 November 2016 to 30 November 2016 inclusive.

1. Regulated activities are permitted to be carried out during this period of temporary cessation of suspension.
2. The suspension dated 16 March 2016 will resume with effect from and including 1 December 2016 until 11 April 2017.
3. The expiry date of PEL 494 remains as 23 March 2021.

Dated: 9 November 2016



NICK PANAGOPOULOS
A/Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy

15. *West Coast*

Acraman Creek Conservation Park, Barwell Conservation Park, Bascombe Well Conservation Park, Boondina Conservation Park, Calpatana Waterhole Conservation Park, Cape Blanche Conservation Park, Cartoola Recreation Park, Chadinga Conservation Park, Cocata Conservation Park, Fowlers Bay Conservation Park, Gawler Ranges National Park, Kulliparu Conservation Park, Lake Gillies Conservation Park, Lake Newland Conservation Park, Nullarbor Regional Reserve, Nullarbor National Park, Peachna Conservation Park, Pinkawillinie Conservation Park, Pureba Conservation Park, Sceale Bay Conservation Park, Searcy Bay Conservation Park, Venus Bay Conservation Park, Wahgunyah Conservation Park, Yellabinna Regional Reserve and Yumberra Conservation Park: All wood fires or solid fuel fires are prohibited from 1 November 2016 to 15 April 2017. Gas fires or liquid fuel fires are permitted other than on days of total fire ban.

All other Reserves: All wood fires, solid fuel fires, gas fires and liquid fuel fires are prohibited throughout the year.

For further information, please refer to the DEWNR website www.environment.sa.gov.au or contact the Eyre Peninsula Natural Resources Centre (08) 8688 3111, Alinytjara Wilurara Natural Resources Centre (08) 8625 3706 or CFS Fire Bans Hotline 1300 362 361.

PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

Suspension of Geothermal Exploration Licence—GEL 181

PURSUANT to Section 90 of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that the abovementioned Geothermal Exploration Licence has been suspended for the period from and including 1 August 2016 until 31 July 2017, under the provisions of the Petroleum and Geothermal Energy Act 2000, pursuant to delegated powers dated 21 March 2012.

The expiry date of GEL 181 is now determined to be 21 November 2018.

Dated 20 October 2016.

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

*Temporary Cessation of Suspension
Petroleum Exploration Licence—PEL 94
Associated Activities Licence—AAL 200*

PURSUANT to Section 90 of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that the suspension of PEL 94 and AAL 200 dated 30 March 2016, has been temporarily ceased under the provisions of the Petroleum and Geothermal Energy Act 2000, for the period 26 October 2016 to 27 October 2016 inclusive, pursuant to delegated powers dated 21 March 2012.

The expiry date of PEL 94 and AAL 200 remain as 4 November 2018.

Dated 25 October 2016.

E. ALEXANDER, Acting Executive Director,
Energy Resources Division,
Department of State Development,
Delegate of the Minister for Mineral Resources and Energy

PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

*Temporary Cessation of Suspension
Petroleum Exploration Licence—PEL 494*

PURSUANT to Section 90 of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that the suspension of PEL 494 dated 16 March 2016, has been temporarily ceased under the provisions of the Petroleum and Geothermal Energy Act 2000, for the period 25 October 2016 to 31 October 2016 inclusive, pursuant to delegated powers dated 21 March 2012.

The expiry date of PEL 494 remains as 23 March 2021.

Dated 24 October 2016.

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

*Temporary Cessation of Suspension
Petroleum Exploration Licence—PEL 94
Associated Activities Licence—AAL 200*

PURSUANT to Section 90 of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that the suspension of PEL 94, dated 30 March 2016, has been temporarily ceased under the provisions of the Petroleum and Geothermal Energy Act 2000, for the period 15 September 2016 to 22 September 2016 inclusive, and that the suspension of AAL 200 dated 30 March 2016 has been temporarily ceased under the provisions of the Petroleum and Geothermal Energy Act 2000, for the periods 24 May 2016 until 27 May 2016 and 15 September 2016 to 22 September 2016 inclusive, pursuant to delegated powers dated 21 March 2012.

The expiry date of PEL 94 and AAL 200 remain as 4 November 2018.

Dated 7 September 2016.

N. PANAGOPOULOS, Acting Executive Director,
Energy Resources Division,
Department of State Development,
Delegate of the Minister for Mineral Resources and Energy

THE DISTRICT COURT OF SOUTH AUSTRALIA

PORT AUGUSTA CIRCUIT COURT

Sheriff's Office, Adelaide, 1 November 2016

IN pursuance of a precept from the District Court to me directed, I do hereby give notice that the said Court will sit as a Court of Oyer and Terminer and General Gaol Delivery at the Courthouse at Port Augusta on the day and time undermentioned and all parties bound to prosecute and give evidence and all jurors summoned and all others having business at the said Court are required to attend the sittings thereof and the order of such business will be unless a Judge otherwise orders as follows:

Tuesday, 1 November 2016 at 10 a.m. on the first day of the sittings the only business taken will be the arraignment of prisoners in gaol and the passing of sentences on prisoners in gaol committed for sentence; the surrender of prisoners on bail committed for sentence; the surrender of persons in response to *ex officio* informations or of persons on bail and committed for trial who have signified their intentions to plead guilty and the passing of sentences for all matters listed for disposition by the District Court.

Juries will be summoned for Tuesday, 1 November 2016 and persons will be tried on this and subsequent days of the sittings.

Prisoners in H.M. Gaol and on bail for sentence and for trial at the sittings of the Port Augusta Courthouse, commencing Tuesday, 1 November 2016.

Adams, Rena	Aggravated robbery	In gaol
Alvey, John Stanley,	Aggravated causing harm with	On bail
Edwards, Tania	intent to cause harm	On bail
Marie		
Ashman, Travis	Fail to comply with bail agreement; aggravated threaten life; contravene term of intervention order; damage property (3); aggravated assault; assault	On bail
Bennier, Michael	Fail to comply with bail agreement (7); contravene term of intervention order (11); prevent person from attending as witness (2)	On bail
Edward John		
Betts, Cecil	Aggravated serious criminal trespass in a place of residence; aggravated threaten to cause harm	On bail

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

**TEMPORARY CESSATION OF SUSPENSION OF
PETROLEUM EXPLORATION LICENCE
PEL 494**

Temporary cessation of suspension of licence 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 October 2016

Ref: F2009/000014

Petroleum and Geothermal Energy Act 2000
S.90

**TEMPORARY CESSATION OF SUSPENSION OF
PETROLEUM EXPLORATION LICENCE
PEL 494**

I, BARRY A. 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) approve the temporary cessation of the suspension dated 16 March 2016 of petroleum exploration licence PEL 494 for a period of seven (7) days with effect from 25 October 2016 to 31 October 2016 inclusive.
1. Regulated activities are permitted to be carried out during this temporary cessation of suspension.
 2. The suspension dated 16 March 2016 will resume with effect from and including 1 November 2016 until 12 March 2017.
 3. The expiry date of PEL 494 remains as 23 March 2021.

Dated: 24 October 2016



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

*Temporary Cessation of Suspension
Petroleum Exploration Licence—PEL 494*

PURSUANT to Section 90 of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that the suspension of PEL 494 dated 16 March 2016, has been temporarily ceased under the provisions of the Petroleum and Geothermal Energy Act 2000, for the period 21 September 2016 to 23 September 2016 inclusive, pursuant to delegated powers dated 21 March 2012.

The expiry date of PEL 494 remains as 23 March 2021.

Dated 19 September 2016.

N. PANAGOPOULOS,
Acting 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.115

MEMORANDUM

**TEMPORARY CESSATION OF SUSPENSION OF
PETROLEUM EXPLORATION LICENCE
PEL 494**

Temporary cessation of suspension of licence is hereby entered on the public register.

A handwritten signature in black ink, appearing to read 'N. Panagopoulos', enclosed within a hand-drawn circle.

NICK PANAGOPOULOS
A/Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy

Date: 19 September 2016

Ref: F2009/000014

Petroleum and Geothermal Energy Act 2000
S.90

**TEMPORARY CESSATION OF SUSPENSION OF
PETROLEUM EXPLORATION LICENCE
PEL 494**

I, NICK PANAGOPOULOS, Acting 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) approve the temporary cessation of the suspension dated 16 March 2016 of petroleum exploration licence PEL 494 for a period of three (3) days with effect from 21 September 2016 to 23 September 2016 inclusive.
1. Regulated activities are permitted to be carried out during this temporary cessation of suspension.
 2. The suspension dated 16 March 2016 will resume with effect from and including 24 September 2016 until 5 March 2017.
 3. The expiry date of PEL 494 remains as 23 March 2021.

Dated: 19 September 2016



NICK PANAGOPOULOS
A/Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy

PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

*Temporary Cessation of Suspension Petroleum Exploration
Licence—PEL 494*

PURSUANT to Section 90 of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that the suspension of PEL 494 dated 16 March 2016 has been temporarily ceased under the provisions of the Petroleum and Geothermal Energy Act 2000, for the period 11 April 2016 to 12 April 2016 inclusive, pursuant to delegated powers dated 21 March 2012.

The expiry date of PEL 494 remains as 23 March 2021.

Dated 5 April 2016.

B. 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.115

MEMORANDUM

**TEMPORARY CESSATION OF SUSPENSION OF
PETROLEUM EXPLORATION LICENCE
PEL 494**

Temporary cessation of suspension of licence 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: 5 April 2016

Ref: F2009/000014

Petroleum and Geothermal Energy Act 2000
S.90

**TEMPORARY CESSATION OF SUSPENSION OF
PETROLEUM EXPLORATION LICENCE
PEL 494**

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) approve the temporary cessation of the suspension dated 16 March 2016 of petroleum exploration licence PEL 494 for a period of two (2) days with effect from and including 11 April 2016 to 12 April 2016.
1. Regulated activities are permitted to be carried out during this temporary cessation of suspension.
 2. The suspension dated 16 March 2016 will resume with effect from and including 13 April 2016 until 2 March 2017.
 3. The expiry date of PEL 494 remains as 23 March 2021.

Dated: 5 April 2016



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

*Suspension of Petroleum Exploration Licence—
PEL 494*

PURSUANT to Section 90 of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that pursuant to delegated powers dated 21 March 2012, the abovementioned Petroleum Exploration Licence has been suspended for the period from and including 1 March 2016 until 28 February 2017.

The expiry date of PEL 494 is now determined to be 23 March 2021.

Dated: 16 March 2016.

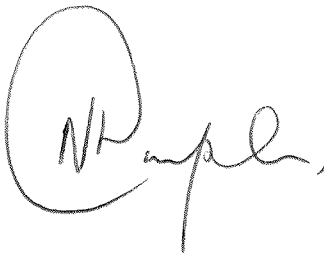
N. PANAGOPOULOS
Acting Executive Director,
Energy Resources Division,
Department of State Development,
Delegate of the Minister for Mineral
Resources and Energy

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 494

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

A handwritten signature in black ink, appearing to read 'Nick Panagopoulos', enclosed within a large, hand-drawn oval.

NICK PANAGOPOULOS
A/Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy

Date: 16 March 2016

Files: F2009/000014

Petroleum and Geothermal Energy Act 2000
S.90

SUSPENSION OF
PETROLEUM EXPLORATION LICENCE
PEL 494

I, NICK PANAGOPOULOS, Acting 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 494 for the period from and including 1 March 2016 until 28 February 2017.
- (b) No regulated activities are permitted to be carried out during this period of suspension.
- (c) The expiry date of PEL 494 is now determined to be 23 March 2021.

Dated: 16 March 2016



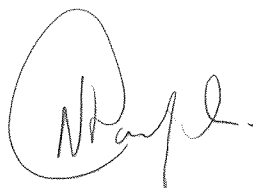
NICK PANAGOPOULOS
A/Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 494

- SA 2015-73 Notation of registrable dealing as evidenced by PEL 494 Priority Deed dated 17 September 2015 between Somerton Energy Pty Limited (Grantor), Westpac Banking Corporation (Westpac), Westpac Administration Pty. Ltd (Security Trustee), Somerton Energy Pty Limited and Adelaide Energy Pty Ltd (each severally called the Venturer) and Adelaide Energy Pty Ltd (Operator) is hereby entered on the public register.
- SA 2015-21 Notation of registrable dealing as evidenced by General Security Deed dated 28 November 2014 between Cooper Energy Limited, Somerton Energy Pty Ltd, Essential Petroleum Exploration Pty Ltd, CE Poland Pty Ltd, Cooper Energy (Seruway) Pty Ltd and Cooper Energy (PBGP) Pty Ltd (Grantors) and Westpac Administration Pty Limited is hereby entered on the public register.



NICK PANAGOPOULOS
A/Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy

Date: 23 September 2015

Ref: F2009/000014

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 494

1. Renewal of this licence effective from 24 March 2015 is hereby entered on the public register.
2. Interests in the licence are:

Adelaide Energy Pty Ltd	70.0%
Somerton Energy Pty Limited	30.0%



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

Date: 28 September 2015

File: F2009/000014

Petroleum and Geothermal Energy Act 2000

FIRST RENEWAL OF PETROLEUM EXPLORATION LICENCE

PEL 494

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 GRANT to:

Adelaide Energy Pty Ltd
ACN 116 256 823

Somerton Energy Pty Limited
ACN 089 956 150

(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 from 24 March 2015 and to expire on 23 March 2020, subject to the provisions of the *Petroleum and Geothermal Energy Act 2000*.

DESCRIPTION OF AREA

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

CONDITIONS

1. During the term of the licence, the Licensee 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. Year one exploratory operations are guaranteed and any subsequent licence year work program becomes guaranteed upon entry into any such licence year. These exploratory operations shall include but not necessarily be limited to:-

Year of Term of Licence	Minimum Work Requirements
One	<ul style="list-style-type: none">• Geological and Geophysical Studies.
Two	<ul style="list-style-type: none">• Geological and Geophysical Studies; and• Drill 1 well.
Three	<ul style="list-style-type: none">• Geological and Geophysical Studies.
Four	<ul style="list-style-type: none">• Geological and Geophysical Studies• 100 Km² 3D seismic acquisition
Five	<ul style="list-style-type: none">• Geological and Geophysical Studies.

2. In the event that the Licensee during any year of the term of this licence 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. Pursuant to Section 74 of the Act the regulated activities to be carried out pursuant to this Licence are classified as requiring low level official surveillance.
4. 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"). The Security shall be lodged in the form of either;
 - (a) cash; or
 - (b) an unconditional, irrevocable bank guarantee or letter of credit in a form, and from a financial institution, approved by the Minister,
 - 4.1 Interest will not be payable by the Minister to the Licensee on any cash Security.
 - 4.2 All charges incurred by the Licensee in obtaining and maintaining the Security, shall be met by the Licensee.
 - 4.3 If upon expiry, this Licence is not renewed and the Minister is satisfied that there are no further obligations under this Licence or the Act, the Minister will return the Security to the Licensee.
5. The Licensee must:
 - (a) 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).
6. The Minister in specifying the levels of insurance accepts no liability for the completeness of their listing, the adequacy of the sum insured, the limit of liability, the scoped coverage, or the conditions or exclusions of these insurances in respect to how they may or may not respond to any loss, damage or liability.
7. The Licensee will ensure, when preparing an Environmental Impact Report under Part 12 of the *Petroleum and Geothermal Energy Act 2000*, that the report also includes an assessment of the potential economic consequences for other licensees under the *Petroleum and Geothermal Energy 2000* or *Mining Act 1971* and owners of land, arising out of proposed regulated activities to be carried out in the licence area.

8. A contract or agreement entered into by the licensee to transfer or accept liability for any well or facility constructed for the purpose of undertaking a regulated activity under the *Petroleum Act 1940* or the *Petroleum and Geothermal Energy Act 2000* cannot transfer, limit or exclude liability under the *Petroleum and Geothermal Energy Act 2000* unless written consent of the Minister is obtained.

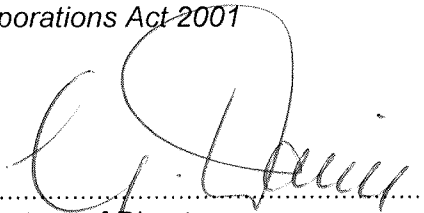
Date: 28 September 2015

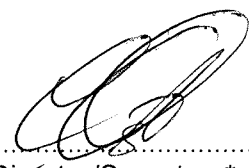


.....
BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy

EXECUTED BY THE LICENSEE:

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


.....
Signature of Director


.....
Signature of Director/Secretary*

Glenn Davis
Director

Cathy Oster
Company Secretary

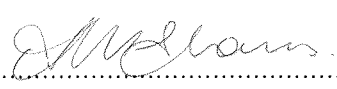
.....
[Print Name of Director]

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

.....
2 September 2015
Date

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


.....
Signature of Director


.....
Signature of Director/Secretary*

.....
DAVID P. MAXWELL
[Print Name of Director]

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

.....
11 September 2015
Date

THE SCHEDULE
PETROLEUM EXPLORATION LICENCE
PEL 494

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°10'50"S GDA94 and longitude 140°28'30"E GDA94, thence east to longitude 140°30'50"E GDA94, south to latitude 37°12'00"S GDA94, east to longitude 140°37'15"E GDA94, south to latitude 37°12'10"S GDA94, east to longitude 140°37'30"E GDA94, south to latitude 37°12'20"S GDA94, east to longitude 140°37'40"E GDA94, south to latitude 37°12'30"S GDA94, east to longitude 140°37'55"E GDA94, south to latitude 37°12'35"S GDA94, east to longitude 140°38'05"E GDA94, south to latitude 37°12'40"S GDA94, east to longitude 140°38'20"E GDA94, south to latitude 37°12'45"S GDA94, east to longitude 140°38'35"E GDA94, south to latitude 37°12'55"S GDA94, east to longitude 140°38'50"E GDA94, south to latitude 37°13'05"S GDA94, east to longitude 140°39'10"E GDA94, south to latitude 37°13'15"S GDA94, east to longitude 140°39'25"E GDA94, south to latitude 37°13'25"S GDA94, east to longitude 140°39'45"E GDA94, south to latitude 37°13'30"S GDA94, east to longitude 140°40'05"E GDA94, south to latitude 37°14'10"S GDA94, east to longitude 140°40'30"E GDA94, south to latitude 37°14'15"S GDA94, east to longitude 140°40'50"E GDA94, south to latitude 37°14'20"S GDA94, east to longitude 140°41'05"E GDA94, south to latitude 37°14'30"S GDA94, east to longitude 140°41'20"E GDA94, south to latitude 37°14'35"S GDA94, east to longitude 140°41'30"E GDA94, south to latitude 37°14'40"S GDA94, east to longitude 140°42'05"E GDA94, south to latitude 37°14'45"S GDA94, east to longitude 140°42'40"E GDA94, north to latitude 37°14'30"S GDA94, east to longitude 140°43'00"E GDA94, south to latitude 37°14'50"S GDA94, east to longitude 140°43'20"E GDA94, south to latitude 37°15'10"S GDA94, east to longitude 140°43'40"E GDA94, south to latitude 37°15'30"S GDA94, east to longitude 140°45'00"E GDA94, south to latitude 37°17'40"S GDA94, east to longitude 140°52'50"E GDA94, south to latitude 37°19'20"S GDA94, east to the eastern border of the State of South Australia, then 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°28'00"S GDA94, west to longitude 140°36'40"E GDA94, north to latitude 37°27'20"S GDA94, west to longitude 140°35'50"E GDA94, north to latitude 37°26'20"S GDA94, west to longitude 140°35'00"E GDA94, north to latitude 37°25'20"S GDA94, west to longitude 140°34'00"E GDA94, north to latitude 37°24'40"S GDA94, west to longitude 140°33'00"E GDA94,

north to latitude 37°24'00"S GDA94, west to longitude 140°31'30"E GDA94,
north to latitude 37°23'20"S GDA94, west to longitude 140°30'00"E GDA94,
north to latitude 37°22'40"S GDA94, west to longitude 140°28'50"E GDA94,
north to latitude 37°22'00"S GDA94, west 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°11'50"S GDA94, east to longitude 140°21'40"E GDA94,
north to latitude 37°10'20"S GDA94, east to longitude 140°28'30"E GDA94,
and south to the point of commencement, but excluding Calectasia Conservation Park,
Penola Conservation Park and also the areas bounded as follows:-

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

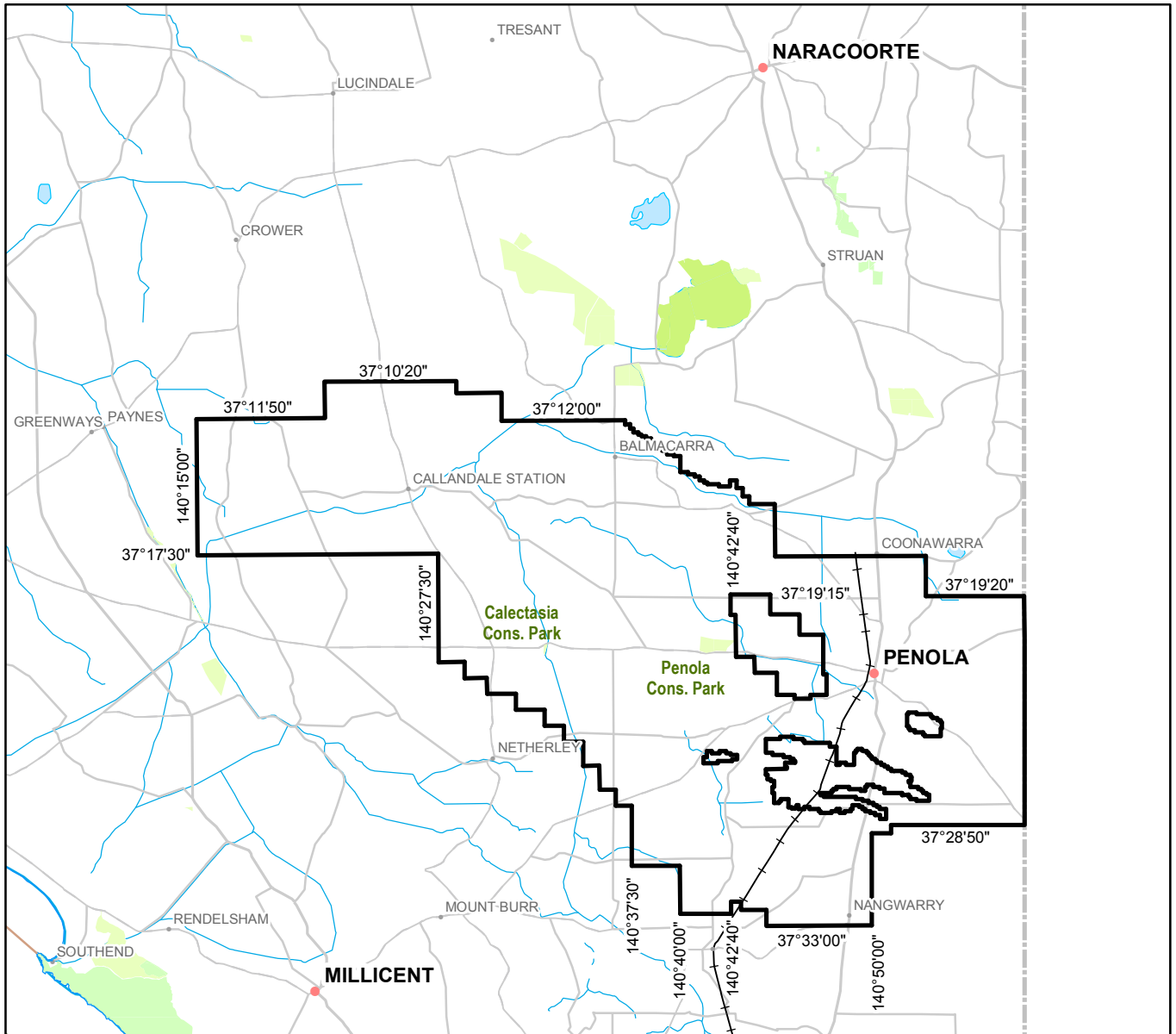
Commencing at a point being the intersection of latitude 37°26'00"S AGD66 and longitude 140°45'20"E AGD66, thence west to longitude 140°44'45"E AGD66,
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north to latitude 37°25'15"S AGD66, east to longitude 140°45'50"E AGD66,
south to latitude 37°25'20"S AGD66, east to longitude 140°46'20"E AGD66,
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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,
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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,

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, 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: **1274.81** square kilometres approximately.



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 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,

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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

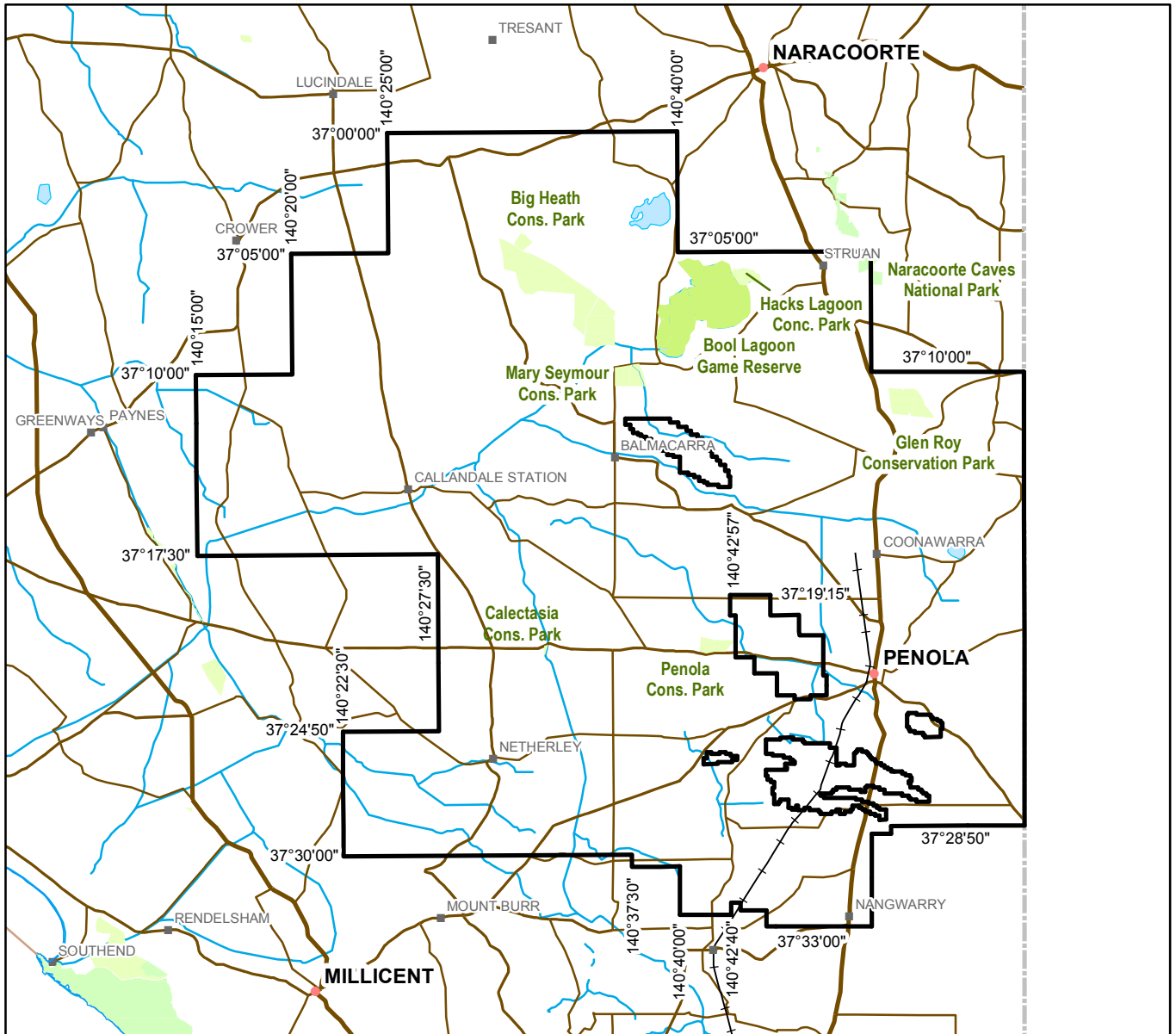

.....
Signature of Director

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

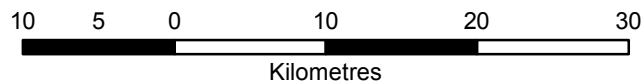

.....
Signature of Director/Secretary*

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.134

MEMORANDUM

**PETROLEUM EXPLORATION LICENCE
PEL 494**

1. Notation of extension of time to 22 March 2015 by which the licensee must apply for the renewal of Petroleum Exploration Licence PEL 494 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: F2009/000014

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 LICENCE
PEL 494**

1. Notation of the Grant of Associated Activities Licence AAL 199 (adjunct to PEL 494) 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: 7 February 2014

File: F2013/002347

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

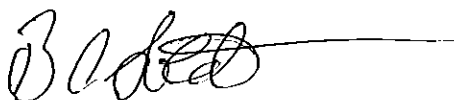
PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239, 245, 246,
247, 248, 249 and 250

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:

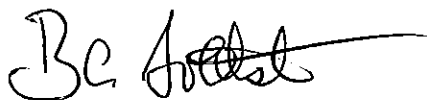
1. Santos Limited, South Australian Cooper Basin Statement of Environmental Objectives for Production and Processing Operations, dated June 2010;
2. Stuart Petroleum Limited, Statement of Environmental Objectives for Cooper Basin Petroleum Productions Operations (Gibber Uplands), December 2011;
3. Stuart 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 494**

1. Suspension of the work commitments under licence condition 1 of petroleum exploration licence PEL 494 is hereby entered on the public register.
2. Extension of the term of PEL 494 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: F2009/000014

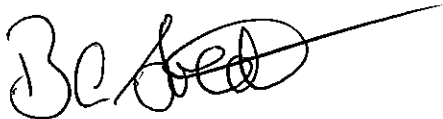
Petroleum and Geothermal Energy Act 2000
S.76A

**SUSPENSION OF CONDITION
EXTENSION OF LICENCE TERM
PETROLEUM EXPLORATION LICENCE
PEL 494**

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 494 for the period from and including 24 March 2014 to 23 March 2015.
- (b) Extend the term of PEL 494 by the corresponding period of suspension, such that PEL 494 will now expire on 23 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			

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 105, 255, 494 and 496

PIPELINE LICENCE
PL 19

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168 and 202

PETROLEUM RETENTION LICENCES
PRLs 1, 2 and 13

GAS STORAGE RETENTION LICENCE
GSRL 27

1. Notation of change of company name –

From: Adelaide Energy Limited
To: Adelaide Energy Pty Ltd

is hereby entered on the public register.



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

Date: 18 September 2012

File: Various



ASIC

Australian Securities & Investments Commission

Australian Company

ADELAIDE ENERGY PTY LTD

ACN 116 256 823

Extracted from ASIC's database at AEST 16:06:35 on 21/09/2012

Company Summary

Name: ADELAIDE ENERGY PTY LTD

ACN: 116 256 823

ABN: 43 116 256 823

Registration Date: 15/09/2005

Next Review Date: 21/12/2012

Former Name(s): ADELAIDE ENERGY LIMITED, ADELAIDE ENERGY
PTY LTD

Status: Registered

Company Type: Australian Proprietary Company, Limited By Shares

Locality of Registered Office: Glenside SA 5065

Regulator: Australian Securities & Investments Commission

Further information relating to this organisation may be purchased from ASIC.

PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

SECTION 25 (5) (b)

Variation of Petroleum Exploration Licence—PEL 494

NOTICE is hereby given that under the provisions of the Petroleum and Geothermal Energy Act 2000, pursuant to delegated powers dated 21 March 2012, the conditions of the abovementioned Exploration Licence have been varied as follows:

Condition 1 of the licence is omitted and the following substituted:

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 five exploratory operations are guaranteed. These exploratory operations shall include but not necessarily be limited to:

Year of Term of Licence	Minimum Work Requirements
One	<ul style="list-style-type: none"> • 35 km 2D seismic; • Geological and geophysical studies
Two	<ul style="list-style-type: none"> • Geological and geophysical studies
Three	<ul style="list-style-type: none"> • Geological and geophysical studies
Four	<ul style="list-style-type: none"> • Geological and geophysical studies.
Five	<ul style="list-style-type: none"> • One Cored well; • Geological and geophysical studies

Dated 1 August 2012.

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
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 494

1. Variation of licence conditions 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: 1 August 2012

Ref: F2009/14

Petroleum and Geothermal Energy Act 2000

VARIATION OF PETROLEUM EXPLORATION LICENCE PEL 494

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 vary the conditions of the above-mentioned licence, held by -

Adelaide Energy Limited
ACN 116 256 823

Condition 1 of each licence is omitted and the following substituted:

" 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. Year one to five exploratory operations are guaranteed. These exploratory operations shall include but not necessarily be limited to:-

Year of Term of Licence	Minimum Work Requirements
One	<ul style="list-style-type: none">• 35 Km 2D Seismic;• Geological and Geophysical studies.
Two	<ul style="list-style-type: none">• Geological and Geophysical studies.
Three	<ul style="list-style-type: none">• Geological and Geophysical studies.
Four	<ul style="list-style-type: none">• Geological and Geophysical studies.
Five	<ul style="list-style-type: none">• One Cored Well;• Geological and Geophysical studies.

Dated: 1 August 2012



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, 92, 94, 95, 105, 107, 186, 218, 255, 494 and 496

PETROLEUM RETENTION LICENCES

PRLs 1, 2 and 13

PETROLEUM PRODUCTION LICENCES

PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224 and 239

PIPELINE LICENCE

PL 19

GAS STORAGE RETENTION LICENCE

GSRL 27

1. Notation of receipt of security in the form of a Bank Guarantee dated 15 March 2012 is hereby entered on the public register.
2. Security is held to cover any single event occurring in any licence operated by Adelaide Energy Limited or Beach Energy Limited in South Australia.



BARRY A. GOLDSTEIN

Executive Director

Energy Resources Division

Department for Manufacturing, Innovation, Trade, Resources and Energy

Delegate of the Minister for Mineral Resources and Energy

Date: 23 March 2012

File:	27/2/169	27/2/170	27/2/172	27/2/173
	27/2/185	27/2/187	27/2/309	27/2/315
	27/2/337	27/2/375	27/2/418	27/2/439
	28/1/159	28/1/353	28/1/360	28/1/375
	28/1/382	28/1/394	28/1/419	28/1/426
	28/1/446	F2009/14	F2009/16	F2010/730
	F2011/278	F2011/602		

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 105, 255, 494 and 496

PETROLEUM RETENTION LICENCES
PRL 13

GAS STORAGE RETENTION LICENCE
GSRL 27

PIPELINE LICENCE
PL 19

1. Notation of discharge of security in the form of Bank Guarantees dated 25 November 2009 and 14 April 2011 is hereby entered on the public register.



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

Date: 23 March 2012

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

PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

SECTION 25 (5) (b)

Variation of Petroleum Exploration Licences—PELs 494 and 496

NOTICE is hereby given that under the provisions of the Petroleum and Geothermal Energy Act 2000, pursuant to delegated powers dated 1 October 2009, the conditions of the abovementioned Exploration Licences have been varied as follows:

Condition 1 of each licence is omitted and the following substituted:

- ‘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 five exploratory operations are guaranteed. These exploratory operations shall include but not necessarily be limited to:

Year of Term of Licence	Minimum Work Requirements
One	35 km 2D seismic; Geological and geophysical studies.
Two	Geological and geophysical studies.
Three	Geological and geophysical studies.
Four	One well; Geological and geophysical studies.
Five	One well; Geological and geophysical studies.

The revised work requirements as a result of this variation would not have altered the outcome of the original competitive tender process.

Dated 29 November 2011.

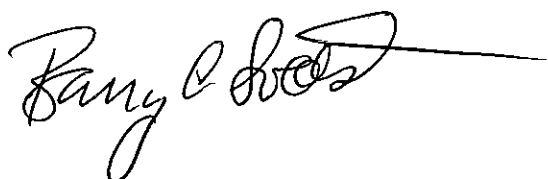
B. A. GOLDSTEIN,
Executive Director,
Energy Resources Division
Department for Manufacturing, Innovation,
Trade, Resources and Energy
Delegate of the Minister for Mineral
Resources and Energy

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 494 and 496

1. Variation of licence conditions 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: 29 November 2011

Ref: F2009/000014
F2009/000016

Petroleum and Geothermal Energy Act 2000

VARIATION OF PETROLEUM EXPLORATION LICENCES PELs 494 and 496

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

Adelaide Energy Limited
ACN 116 256 823

Condition 1 of the licence is omitted and the following substituted:

" 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 five exploratory operations are guaranteed. These exploratory operations shall include but not necessarily be limited to:-

Year of Term of Licence	Minimum Work Requirements
One	35 Km 2D Seismic; Geological and Geophysical studies.
Two	Geological and Geophysical studies.
Three	Geological and Geophysical studies.
Four	One Well; Geological and Geophysical studies.
Five	One Well; Geological and Geophysical studies.

Dated: 29 November 2011



BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Minerals and Energy Resources
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 105, 255, 494 and 496

PETROLEUM PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

PETROLEUM RETENTION LICENCE
PRL 13

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



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

Date: 6 May 2011

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

PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

*Suspension of Licence Condition
Petroleum Exploration Licences—PELs 494 and 496*

PURSUANT to section 76A of the Petroleum and Geothermal Energy Act 2000, notice is hereby given that the year 2 work commitments under licence condition 1 of Petroleum Exploration Licences PELs 494 and 496 have been suspended for the period from and including 24 March 2011 to 23 December 2011, under the provisions of the Petroleum and Geothermal Energy Act 2000, pursuant to delegated powers dated 1 October 2009.

The expiry date for Petroleum Exploration Licences PELs 494 and 496 remains unchanged.

Dated 25 February 2011.

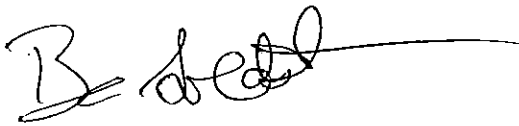
B. A. GOLDSTEIN,
Director Petroleum and Geothermal
Minerals and Energy Resources
Primary Industries and Resources SA
Delegate of the Minister for Mineral
Resources Development

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 494 and 496

1. Suspension of the year 2 work commitments under licence condition 1 of petroleum exploration licences PELs 494 and 496 for the period from and including 24 March 2011 to 23 December 2011 is hereby entered on the public register.
2. The expiry date for Petroleum Exploration Licences PELs 494 and 496 remains unchanged.



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: 25 February 2011

Ref: F2009/000014
F2009/000016

Petroleum and Geothermal Energy Act 2000
S.76A

**SUSPENSION OF CONDITION
PETROLEUM EXPLORATION LICENCES
PELs 494 and 496**

I, BARRY ALAN GOLDSTEIN, Director Petroleum and Geothermal, Minerals and Energy Resources, Department of Primary Industries and Resources, in the State of South Australia, pursuant to the provisions of the *Petroleum and Geothermal Energy Act 2000* and all other enabling powers, for and on behalf of Tom Koutsantonis, Minister for Mineral Resources Development (Minister), pursuant to delegated powers dated 1 October 2009 –

- (a) suspend the year 2 work commitments under licence condition 1 of petroleum exploration licences PELs 494 and 496 for the period from and including 24 March 2011 to 23 December 2011.

Dated: 25 February 2011



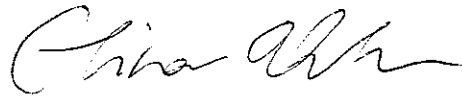
BARRY A. GOLDSTEIN
Director Petroleum and Geothermal
Minerals and Energy Resources
Primary Industries and Resources SA
Delegate of the Minister for Mineral Resources Development

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 494

1. Notation of the Grant of Associated Activities Licence AAL 155 (adjunct to PEL 494) 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: 4 February 2010

File: F2010/000014

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 105, 255, 494 and 496

1. Notation of revision to security arrangements 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: 2 December 2009

File: 27/2/185
27/2/418
F2009/000014
F2009/000016

PETROLEUM ACT 2000

Grant of Petroleum Exploration Licences—PEL 494 and PEL 496

NOTICE is hereby given that the undermentioned Petroleum Exploration Licences have 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	Locality	Expiry
PEL 494	Adelaide Energy Limited	Otway Basin	23 March 2014
PEL 496			

Description of Area—PEL 494

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°45'00"E GDA94, south to latitude 37°19'15"S GDA94, west to longitude 140°42'40"E GDA94, south to latitude 37°20'05"S GDA94, east to longitude 140°42'57"E GDA94, south to latitude 37°21'50"S GDA94, west to longitude 140°42'40"E GDA94, south to latitude 37°25'50"S GDA94, west to longitude 140°42'25"E GDA94, north to latitude 37°25'45"S GDA94, west to longitude 140°42'05"E GDA94, south to latitude 37°25'50"S GDA94, west to longitude 140°41'40"E GDA94, north to latitude 37°25'45"S GDA94, west to longitude 140°41'25"E GDA94, south to latitude 37°26'00"S GDA94, west to longitude 140°41'15"E GDA94, south to latitude 37°26'15"S GDA94, east to longitude 140°42'00"E GDA94, north to latitude 37°26'10"S GDA94, east 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 and Penola Conservation Park and also excluding the area bounded as follows:

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

Area: 1 765 km² approximately.

Description of Area—PEL 496

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

Area 1

Commencing at a point being the intersection of latitude 37°42'20"S GDA94 and longitude 140°32'30"E GDA94, thence east to longitude 140°41'00"E GDA94, south to latitude 37°43'00"S GDA94, east to longitude 140°44'00"E GDA94, south to latitude 37°44'00"S GDA94, east to longitude 140°45'00"E GDA94, south to latitude 37°45'00"S GDA94, thence east to the eastern border of the State of South Australia, thence southerly along the border of the said State to latitude 37°49'00"S GDA94, west to longitude 140°51'00"E GDA94, south to latitude 37°50'00"S GDA94, west to longitude 140°45'00"E GDA94, south to latitude 37°51'00"S GDA94, west to longitude 140°37'30"E GDA94, north to latitude 37°45'30"S GDA94, west to longitude 140°32'30"E GDA94 and north to point of commencement.

Area 2

Commencing at a point being the intersection of latitude 38°00'00"S AGD66 and longitude 140°52'30"E AGD66, thence east to the eastern border of the State of South Australia, thence southerly along the border of the said State to the Territorial Sea Baseline, Southern Ocean, thence generally westerly along the said Baseline to longitude 140°52'30"E AGD66 and north to the point of commencement but excluding the Lower Glenelg River Conservation Park and the Piccaninnie Ponds Conservation Park.

Area: 408 km² approximately.

Dated 24 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

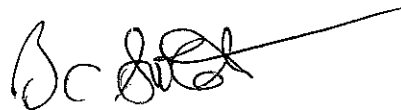
**Petroleum Act 2000
S.115**

MEMORANDUM

**PETROLEUM EXPLORATION LICENCES
PELs 494 AND 496**

1. These Licences granted with effect from and including 24 March 2009 are hereby entered on the public register.
2. Interests in the licences are:-

Adelaide Energy Limited	100%
-------------------------	------
3. Notation of receipt of security is hereby entered on the public register.



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

Date: 24 March 2009

Ref: F2009/000014
F2009/000016

Petroleum Act 2000

PETROLEUM EXPLORATION LICENCE PEL 494

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:

Adelaide Energy Limited
ACN 116 256 823

(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 23 March 2014 and carrying the right to further renewal subject to the provisions of the *Petroleum Act 2000*.

DESCRIPTION OF AREA

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

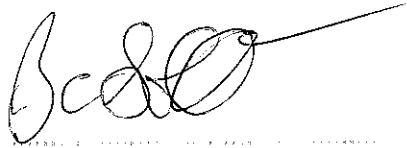
CONDITIONS

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 five exploratory operations are guaranteed. These exploratory operations shall include but not necessarily be limited to -

Year of Term of Licence	Minimum Work Requirements
One	35 Km 2D Seismic Geological and Geophysical studies.
Two	One Well Geological and Geophysical studies.
Three	One Well Geological and Geophysical studies.
Four	Geological and Geophysical studies.
Five	Geological and Geophysical studies.

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: 24 March 2009

A handwritten signature in black ink, appearing to read 'BAG', with a long horizontal line extending to the right from the end of the signature.

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: 19 MARCH 2009


Authorised Representative

CARL WILLIAM DORSCH
Name

MANAGING DIRECTOR
Position

ADELAIDE ENERGY LIMITED
Company

PETROLEUM EXPLORATION LICENCE

PEL 494

DESCRIPTION OF AREA

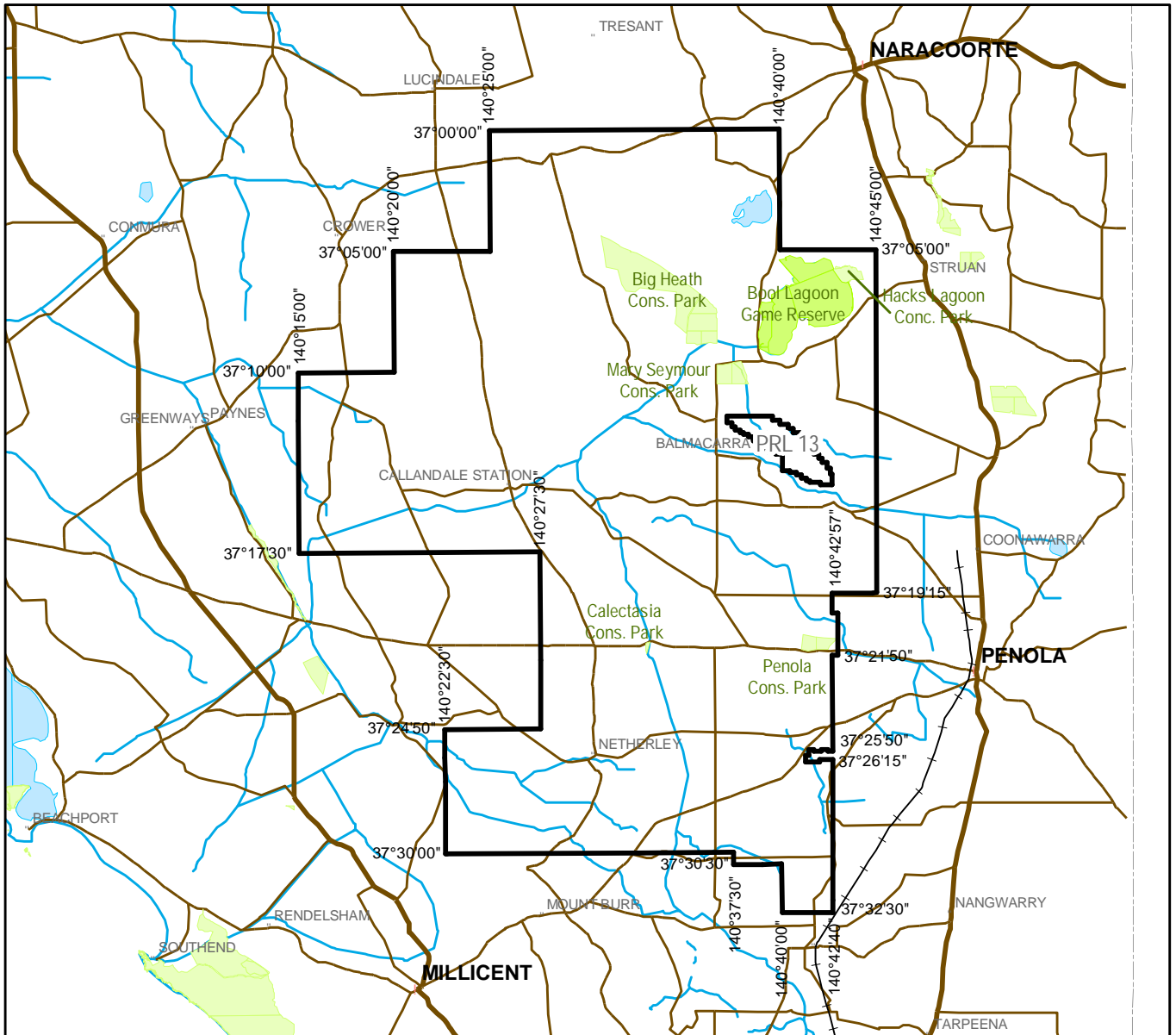
All that part of the State of South Australia, bounded as follows:-

Commencing at a point being the intersection of latitude 37°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°45'00"E GDA94, south to latitude 37°19'15"S GDA94, west to longitude 140°42'40"E GDA94, south to latitude 37°20'05"S GDA94, east to longitude 140°42'57"E GDA94, south to latitude 37°21'50"S GDA94, west to longitude 140°42'40"E GDA94, south to latitude 37°25'50"S GDA94, west to longitude 140°42'25"E GDA94, north to latitude 37°25'45"S GDA94, west to longitude 140°42'05"E GDA94, south to latitude 37°25'50"S GDA94, west to longitude 140°41'40"E GDA94, north to latitude 37°25'45"S GDA94, west to longitude 140°41'25"E GDA94, south to latitude 37°26'00"S GDA94, west to longitude 140°41'15"E GDA94, south to latitude 37°26'15"S GDA94, east to longitude 140°42'00"E GDA94, north to latitude 37°26'10"S GDA94, east 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, south 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 and Penola Conservation Park and also excluding the area bounded as follows:-

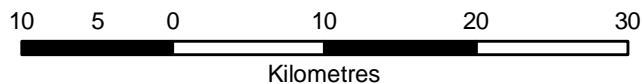
Commencing at a point being the intersection of latitude 37°12'00"S AGD66 and longitude 140°37'15"E GDA94, thence east to longitude 140°39'35"E GDA94, south to latitude 37°12'05"S GDA94, east to longitude 140°40'00"E GDA94, south to latitude 37°12'15"S GDA94, east to longitude 140°40'25"E GDA94, south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

north to latitude 37°14'20"S GDA94, west to longitude 140°40'50"E GDA94,
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north to latitude 37°12'30"S GDA94, west to longitude 140°37'40"E GDA94,
north to latitude 37°12'20"S GDA94, west to longitude 140°37'30"E GDA94,
north to latitude 37°12'10"S GDA94, west to longitude 140°37'15"E GDA94,
and north to the point of commencement.

AREA: **1765** 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: 494