

INDEX OF DOCUMENTS HELD ON THE PUBLIC REGISTER FOR PPL 96

1. 31 December 1997 Licence document dated 31 December 1997
Effective: 1 January 1997
Expiry: 31 December 2017

Interests in the Licence:

Santos Ltd	40.70
Delhi Petroleum Pty Ltd	20.21
Boral Energy Resources Ltd	13.19
Vamgas Pty Ltd	8.51
Gulf (Aust) Resources NL	4.75
Bridge Oil Developments Pty Ltd	3.99
Alliance Petroleum Australia Pty Ltd	3.97
Basin Oil NL	2.10
Reef Oil Pty Ltd	1.97
Santos Petroleum Pty Ltd	0.40
Santos (BOL) Pty Ltd	0.21
2. 31 December 1997 Memorandum entering licence on the public register and notating receipt of security.
3. 15 January 1998 Grant of Licence published in the South Australian Government Gazette dated 15 January 1998, Page 113.
4. 10 December 1999 Certificate of Registration on Change of Name dated 6 October 1999:
From: Gulf (Aust) Resources NL
To: Novus Australia Resources NL
5. 10 December 1999 Memorandum entering change of company name on the Public Register.
6. 13 March 2000 Certificate of Registration on Change of Name dated 24 February 2000:
From: Boral Energy Resources
To: Origin Energy Resources Ltd
7. 13 March 2000 Memorandum entering change of company name on the Public Register.
8. 15 October 2002 Certificate of Registration on Change of Type and Conversion to a Proprietary Company dated 8 June 2000:
From: Basin Oil NL
To: Basin Oil Pty Ltd
9. 15 October 2002 Memorandum entering change of company name on the Public Register.
10. 7 May 2004 Memorandum dated 7 May 2004 entering notation of adoption of the register for PELs 5&6 as part of the Commercial Register.

11. 23 July 2004 Memorandum entering notation of registrable dealing on the public register:
 - DPPL Security dated 21 May 2004 between Delhi Petroleum Pty Ltd and Westpac Banking Corporation
Ref:SA 2004-44
12. 23 November 2005 Notation of discharge of security and receipt of replacement security is entered on the public register.
13. 13 January 2006 Certificate of Registration on Change of Name dated 29 June 2005:
From: Novus Australia Resources NL
To: Santos (NARNL Cooper) NL
14. 13 January 2006 Memorandum entering change of company name on the Public Register.
15. 9 May 2006 Certificate of Registration on Change of Name dated 1 December 2005:
From: Santos (NARNL Cooper) NL
To: Santos (NARNL Cooper) Pty Ltd.
16. 9 May 2006 Memorandum entering change of company name on the Public Register.
17. 8 September 2009 Consolidation of licence area with PPL 97 and the retained area of PPL 141.
18. 8 September 2009 Memorandum entering consolidation of licence on the public register.

**Petroleum Act 2000
S.115**

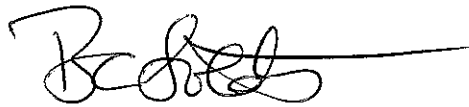
MEMORANDUM

**PETROLEUM PRODUCTION LICENCES
PPL 141, PPL 96, PPL 97, PPL 228**

1. Partial surrender of PPL 141, with effect from 1 July 2008;
2. Revocation of Condition 4 of PPL 141;
3. Consolidation of Licences PPL 141, PPL 96 and PPL 97 (now PPL 228);
4. Grant of Petroleum Production Licence PPL 228; and
5. Revocation of PPL 141, PPL 96 and PPL 97

is hereby entered on the public registers.

Holders: Santos Ltd
Delhi Petroleum Pty Ltd
Origin Energy Resources Limited
Vamgas Pty Ltd
Santos (NARNL Cooper) Pty Ltd
Bridge Oil Developments Pty Ltd
Alliance Petroleum Australia Pty Ltd
Basin Oil Pty Ltd
Reef Oil Pty Ltd
Santos Petroleum Pty Ltd
Santos (BOL) Pty Ltd



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

Date: 8 September 2009

Ref: 28/1/306
28/1/230
28/1/235
28/1/435

Petroleum Act 2000

PARTIAL SURRENDER, REVOCATION OF CONDITION PETROLEUM PRODUCTION LICENCE PPL 141

CONSOLIDATION OF LICENCE AREAS PETROLEUM PRODUCTION LICENCES PPL 141, PPL 96 and PPL 97

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 Act 2000* (the Act) and all other enabling powers, for and on behalf of Paul Holloway, Minister for Mineral Resources Development (Minister), pursuant to delegated powers –

1. in fulfilment of Condition 4 of PPL 141, hereby accept partial surrender of Petroleum Production Licence PPL 141 pursuant to section 89 of the Act, with effect from 1 July 2008.

The total area of PPL 141 is reduced to 91.15 square kilometres approximately, as a result of partial surrender of the licence area.

2. hereby revoke Condition 4 of the licence conditions of PPL 141 pursuant to section 76(3)(b) of the Act, following the fulfilment of the conditions of the Greater Beckler Area Deed dated 5 January 2000, subsequently amended by Deed to Amend Fixed Factor Area Deeds dated 24 October 2005.
3. pursuant to section 82 of the Act hereby consolidate the adjacent areas of Petroleum Production Licences PPL 141, PPL 96 and PPL 97, so forming Petroleum Production Licence PPL 228, as a new licence in continuity of PPL 141, PPL 96 and PPL 97

As a consequence of the consolidation, PPL 141, PPL 96 and PPL 97 are hereby revoked.

Date: 8 September 2009



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

The following signatures evidence the consent of the licensees to the revocation of Condition 4 of PPL 141 and consolidation of the retained area of PPL 141, PPL 96 and PPL 97, to be known as PPL 228.

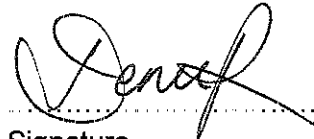
Executed for and on behalf of:

Santos Ltd
Vamgas Pty Ltd,
Santos Petroleum Pty Ltd,
Bridge Oil Developments Pty Ltd
Santos (BOL) Pty Ltd
Reef Oil Pty Ltd
Alliance Petroleum Australia Pty Ltd
Santos (NARNL Cooper) Pty Ltd
Basin Oil Pty Ltd

by its duly appointed attorney:

Demitra Ritossa

.....
Name (print)

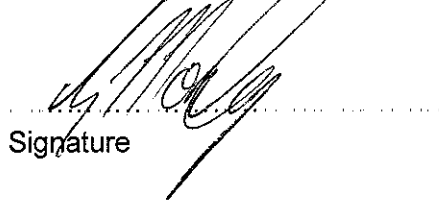


.....
Signature

Signed for and on behalf of **Delhi Petroleum Pty Ltd** by its authorised representative:

Gordon Moseby
Production Manager

.....
Name (print)



.....
Signature

Signed for and on behalf of **Origin Energy Resources Ltd** by its authorised representative: *duly appointed attorney:*

Owen Hobbs

Eastern Australia Onshore Asset Manager
Upstream Oil & Gas Australia

.....
Name (print)



.....
Signature

Petroleum Act 2000
S.115

MEMORANDUM

Petroleum Production Licences (PPLs) 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199 and Pipeline Licence (PL) 2.

1. Notation of change of company name –

From: Santos (NARNL Cooper) NL
To: Santos (NARNL Cooper) Pty Ltd

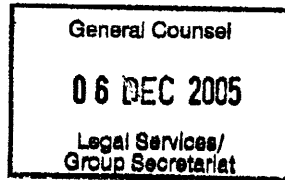
is hereby entered on the public register of licences.



C. D. COCKSHELL
A/Director Petroleum and Geothermal
Minerals and Energy Resources
Primary Industries and Resources SA
Delegate of the Minister for Mineral Resources
Development

Date: 9 May 2006

File: 27/2/4



Form **242**

Santos Limited Attn: Graham Bollenhagen
GPO Box 2455
Adelaide SA 5001

Remove this top section if desired before framing

Certificate of Registration on Change of Type and Conversion to a Proprietary Company



This is to certify that

SANTOS (NARNL COOPER) NL

Australian Company Number 004 761 255

on the first day of December 2005 converted to
a company limited by shares
and on the first day of December 2005 changed to
a **proprietary** company.

The name of the company is now

SANTOS (NARNL COOPER) PTY LTD

Australian Company Number 004 761 255

The company is taken to be registered under the Corporations
Act 2001 in Victoria and the date of commencement of
registration is the twenty-first day of February, 1969.

Issued by the
Australian Securities and Investments Commission
on this first day of December, 2005.

A handwritten signature in black ink, appearing to read "Jeffrey Lucy".

Jeffrey Lucy
Chairman

CERTIFICATE

Petroleum Act 2000
S.115

MEMORANDUM

Petroleum Production Licences (PPLs) 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199 and Pipeline Licence (PL) 2.

1. Notation of change of company name –

From: Novus Australia Resources NL
To: Santos (NARNL Cooper) NL

is hereby entered on the public register of licences.



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

Date: 13 January 2006

File: 27/2/4

Santos Limited Attn: Graham Bollenhagen
GPO Box 2455
Adelaide SA 5001

Remove this top section if desired before framing

Certificate of Registration on Change of Name

This is to certify that

NOVUS AUSTRALIA RESOURCES NL

Australian Company Number 004 761 255

did on the twenty-ninth day of June 2005 change its name to

SANTOS (NARNL COOPER) NL

Australian Company Number 004 761 255

The company is a public company.

The company is a no liability company.

The company is taken to be registered under the Corporations Act 2001 in Victoria and the date of commencement of registration is the twenty-first day of February, 1969.

Issued by the
Australian Securities and Investments Commission
on this twenty-ninth day of June, 2005.



Jeffrey Lucy
Chairman



CERTIFICATE

Petroleum Act 2000
S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCES (PPLs) 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199

and

PIPELINE LICENCES (PLs) 2, 5, 9 and 15

1. Notation of receipt of Bank Guarantee dated 27 October 2005, is hereby entered on the commercial register.
2. Security is held to cover any event occurring in any licence operated by Santos Limited on behalf of the respective Cooper Basin Joint Ventures in South Australia.
3. Cash security held in respect of PPL 152 is hereby discharged to Santos Limited.
4. Bank Guarantees held in respect of the above referenced PLs and PPLs (excluding PPL 152) are hereby discharged to Santos Limited.



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

Date: 23 November 2005

Petroleum Act 2000

S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCES 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199

PIPELINE LICENCES 2, 5, 9 AND 15

1. Notation of registrable dealing as evidenced by the following document is hereby entered on the Public Register;

- SA 2004-44 DPPL Security dated 21 May 2004 between Delhi Petroleum Pty Ltd and Westpac Banking Corporation.



Paul Holloway

Leader of the Government in the Legislative Council
Minister for Industry, Trade and Regional Development
Minister for Mineral Resources Development
Minister for Small Business

Date: 23/7/04

Petroleum Act 2000

S.115(2)(e)

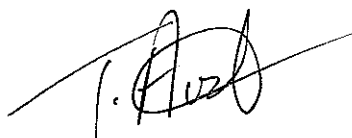
S.117(2)(b)

MEMORANDUM

PETROLEUM PRODUCTION LICENCES (PPLs) 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198 and 199

- 1 Pursuant to sections 115(2)(e) and 117(2)(b) of the *Petroleum Act 2000*, notation is hereby entered on the public and commercial register for each of the abovementioned PPLs, that the register created under the then *Petroleum Act 1940*, relative to Petroleum Exploration Licences 5 and 6, which expired on 27 February 1999, is adopted as part of the commercial register for each of the above said PPLs

Dated: 7 May 2004



T. AUST
A/Director Petroleum
Minerals and Energy Division
Primary Industries and Resources SA
Delegate of the Minister for Mineral
Resources Development

Petroleum Act 2000
S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCES

PPL's 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 119, 120, 124, 126, 127, 128, 129, 130, 132, 133, 134, 135, 137, 138, 139, 140, 141, 143, 144, 145, 146, 148, 149, 150, 151, 153, 154, 155, 157, 159, 160, 161, 162, 163, 164, 165, 166, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 183, 184, 185, 186, 188, 189, 190, 192, 193, 195, 196, 198, 199;

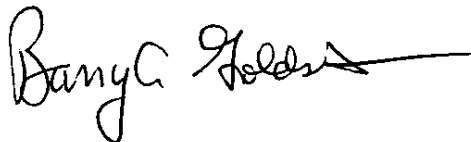
And

PIPELINE LICENCE
PL 2

1. Notation of change of company name –

From: Basin Oil NL
To: Basin Oil Pty Ltd

is hereby entered on the public register of licences.



BARRY A GOLDSTEIN
Director Petroleum
Office of Minerals and Energy Resources
Delegate of the Minister for Mineral Resources
Development

Date: 15 October 2002

Form 242

FREEHILL HOLLINGDALE & PAGE
AMP BUILDING
22nd Fl
140 ST Georges Terrace
PERTH WA 6000

Remove this top section if desired before framing

Certificate of Registration on Change of Type and Conversion to a Proprietary Company



This is to certify that

BASIN OIL N.L.

Australian Company Number 000 628 017

on the eighth day of June 2000 converted to
a company limited by shares
and on the eighth day of June 2000 changed
to a proprietary company.

The name of the company is now

BASIN OIL PTY LTD

Australian Company Number 000 628 017

The company is taken to be registered as a company
under the Corporations Law of New South Wales.

CERTIFICATE

Issued by the
Australian Securities and Investments Commission
on this eighth day of June, 2000.

Alan Cameron
Chairman

MEMORANDUM

PETROLEUM ACT 1940

SECTION 44

**PETROLEUM EXPLORATION LICENCES NOS. 27, 32, 57, 66 AND 72
PETROLEUM PRODUCTION LICENCES NOS. 6 TO 20, 22 TO 61 AND 63 TO 168
PIPELINE LICENCES 2, 5, 9 AND 10**

Receipt of the following document is hereby entered onto the Petroleum Register.

- Certificate of Registration on Change of Name dated 24 February 2000.
Boral Energy Resources Ltd is now known as Origin Energy Resources Ltd.



**J S ZABROWARNY
MANAGER PETROLEUM LICENSING AND ROYALTIES**

13 March 2000

User: MARKK

Host: BETA1.oa.boral.com.au

Class: Job: MARKK_TRLRP



CLAYTON UTZ
1 O'Connell Street
SYDNEY NSW 2000

Remove this top section if desired before printing

Certificate of Registration on Change of Name



This is to certify that

BORAL ENERGY RESOURCES LIMITED

Australian Company Number 007 845 338

did on the twenty-fourth day of February 2000 change its name to

ORIGIN ENERGY RESOURCES LIMITED

Australian Company Number 007 845 338

The company is a public company.

The company is limited by shares.

The company is taken to be registered as a company
under the Corporations Law of South Australia.

Issued by the
Australian Securities and Investments Commission
on this twenty-fourth day of February, 2000.

Alan Cameron
Chairman

CERTIFICATE

MEMORANDUM

Section 44, Petroleum Act 1940

PETROLEUM PRODUCTION LICENCES 6 to 20,
22 to 61, 63 to 140, 142 to 167

PIPELINE LICENCE No. 2

Receipt of the following document is hereby entered onto the Petroleum Register.

- Certificate of Registration on Change of Name dated 6 October 1999.
Gulf (Aust) Resources NL is now known as Novus Australia Resources NL.



J S Zabrowarny
Manager, Petroleum Licensing and Royalties

10 December 1999

502 0163 004

FROM : SANTOS

TO :

51 8 84633229

1999.12-10

11:21

#978 P.02/02

NOVUS PETROLEUM LIMITED
Level 9
321 Kent Street
SYDNEY NSW 2000

Remove this top section if desired before issuing

Certificate of Registration on Change of Name



This is to certify that

GULF (AUST) RESOURCES N.L.

Australian Company Number 004 761 255

did on the sixth day of October 1999 change its name to

NOVUS AUSTRALIA RESOURCES NL

Australian Company Number 004 761 255

The company is a public company.

The company is a no liability company.

The company is taken to be registered as a company
under the Corporations Law of Victoria.

CERTIFICATE

Issued by the
Australian Securities and Investments Commission
on this sixth day of October, 1999.

Alan Cameron
Chairman

GRANT OF PETROLEUM PRODUCTION LICENCE

Department of Primary Industries and Resources, 31 December 1997

NOTICE is hereby given that pursuant to delegated powers dated 20 November 1997, gazetted 4 December 1997, page 1526, the undermentioned Petroleum Production Licence has been granted under the provisions of the Petroleum Act 1940.

D. R. MUTTON, Chief Executive, Delegate of the Minister for Primary Industries, Natural Resources and Regional Development

No. of Licence	Licenseses	Locality	Date of Expiry	Area in km ²	Reference
87	Santos Ltd Delhi Petroleum Pty Ltd Boral Energy Resources Ltd Vamgas Pty Ltd Gulf (Aust) Resources NL Alliance Petroleum Australia Pty Ltd Reef Oil Pty Ltd Santos Petroleum Pty Ltd Bridge Oil Developments Pty Ltd Santos (BOL) Pty Ltd Basin Oil NL	Boobook Field in the Cooper Basin of South Australia	31 December 2017	5.35	SR.28.1.222

Description of Area

All that part of the State of South Australia bounded as follows: commencing at a point being the intersection of latitude 28°18'10"S and longitude 140°06'30"E, thence east to longitude 140°07'20"E, south to latitude 28°19'30"S, west to longitude 140°06'00"E, north to latitude 28°19'20"S, west to longitude 140°05'50"E, north to latitude 28°18'30"S, east to longitude 140°06'20"E, north to latitude 28°18'20"S, east to longitude 140°06'30"E, and north to the point of commencement, all the within latitudes and longitudes being geodetic and expressed in terms of the Australian Geodetic Datum as defined on p. 4984 of *Commonwealth Gazette* number 84 dated 6 October 1966.

GRANT OF PETROLEUM PRODUCTION LICENCE

Department of Primary Industries and Resources, 31 December 1997

NOTICE is hereby given that pursuant to delegated powers dated 20 November 1997, gazetted 4 December 1997, page 1526, the undermentioned Petroleum Production Licence has been granted under the provisions of the Petroleum Act 1940.

D. R. MUTTON, Chief Executive, Delegate of the Minister for Primary Industries, Natural Resources and Regional Development

No. of Licence	Licenseses	Locality	Date of Expiry	Area in km ²	Reference
96	Santos Ltd Delhi Petroleum Pty Ltd Boral Energy Resources Ltd Vamgas Pty Ltd Gulf (Aust) Resources NL Alliance Petroleum Australia Pty Ltd Reef Oil Pty Ltd Santos Petroleum Pty Ltd Bridge Oil Developments Pty Ltd Santos (BOL) Pty Ltd Basin Oil NL	Beckler Field in the Cooper Basin of South Australia	31 December 2017	2.65	SR.28.1.230

Description of Area

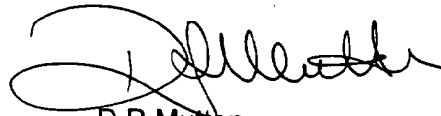
All that part of the State of South Australia bounded as follows: commencing at a point being the intersection of latitude 28°02'00"S and longitude 140°57'20"E, thence east to longitude 140°58'00"E, south to latitude 28°03'00"S, west to longitude 140°57'00"E, north to latitude 28°02'30"S, east to longitude 140°57'10"E, north to latitude 28°02'20"S, east to longitude 140°57'20"E, and north to the point of commencement, all the within latitudes and longitudes being geodetic and expressed in terms of the Australian Geodetic Datum as defined on p. 4984 of *Commonwealth Gazette* number 84 dated 6 October 1966 except those latitudes and longitudes underlined which are expressed in terms of Clarke 1858 Spheroid (Transverse Mercator Projection).

SR 28/1/230

MEMORANDUM**PETROLEUM PRODUCTION LICENCE NO 96**

1. This licence granted on 31/12/97 is hereby entered on the Petroleum Register.
2. A security in the form of a \$15,000 bank guarantee has been lodged with respect to this licence.
3. Interests in the licence are as follows:

	%
• Santos Ltd	40.70
• Delhi Petroleum Pty Ltd	20.21
• Boral Energy Resources Ltd	13.19
• Vamgas Pty Ltd	8.51
• Gulf (Aust) Resources NL	4.75
• Bridge Oil Developments Pty Ltd	3.99
• Alliance Petroleum Australia Pty Ltd	3.97
• Basin Oil NL	2.10
• Reef Oil Pty Ltd	1.97
• Santos Petroleum Pty Ltd	0.40
• Santos (BOL) Pty Ltd	0.21



D R Mutton

CHIEF EXECUTIVE**DEPT OF PRIMARY INDUSTRIES AND
RESOURCES**Delegate of the Minister for Primary
Industries, Natural Resources and Regional
Development

**SOUTH AUSTRALIA
PETROLEUM ACT 1940**

COMMISSIONER OF STATE TAXATION

and

S.A. STAMP DUTY

DOCUMENT 1 OF 1

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EXEMPT / NOT CHARGEABLE

COOPER BASIN (RATIFICATION) ACT 1975

PETROLEUM PRODUCTION LICENCE NO. 96

I, **DENNIS RAY MUTTON**, Chief Executive, Department of Primary Industries and Resources (CE) in the State of South Australia pursuant to the provisions of the Petroleum Act, 1940 and the Cooper Basin (Ratification) Act 1975 and all other enabling powers, for and on behalf of Robert Gerard Kerin, Minister for Primary Industries, Natural Resources and Regional Development ('**Minister**'), pursuant to delegation dated 20 November 1997, (refer Government Gazette dated 4 December 1997 page 1526), **HEREBY GRANT JOINTLY** to:

- **SANTOS LIMITED**, ACN 007 550 923 of Level 29, 91 King William Street, Adelaide, South Australia,
- **DELHI PETROLEUM PTY LTD**, ACN 007 854 686 of C/- Esso Australia Ltd, 12 Riverside Quay, Southbank, Victoria,
- **BORAL ENERGY RESOURCES LIMITED**, ACN 007 845 338 of 60 Hindmarsh Square, Adelaide, South Australia,
- **VAMGAS PTY LTD**, ACN 006 245 110 of Level 29, 91 King William Street, Adelaide, South Australia,
- **GULF (AUST) RESOURCES NL**, ACN 004 761 255 of 14th Floor, 216 St George's Terrace, Perth, Western Australia,
- **ALLIANCE PETROLEUM AUSTRALIA PTY LTD**, ACN 004 559 951 of Level 29, 91 King William Street, Adelaide, SA,
- **REEF OIL PTY LTD**, ACN 000 646 800 of Level 29, 91 King William Street, Adelaide, SA,
- **SANTOS PETROLEUM PTY LTD**, ACN 000 146 369 of Level 29, 91 King William Street, Adelaide, SA,
- **BRIDGE OIL DEVELOPMENTS PTY LTD**, ACN 001 152 049 of Level 29, 91 King William Street, Adelaide, SA,
- **SANTOS (BOL) PTY LTD**, ACN 000 670 575 of Level 29, 91 King William Street, Adelaide, SA,
- **BASIN OIL NL**, ACN 000 628 017 of Level 4, 828 Pacific Highway, Gordon, NSW.

a Petroleum Production Licence in respect of the area described hereunder:-

DESCRIPTION OF AREA

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

Commencing at a point being the intersection of latitude $28^{\circ}02'00''S$ and longitude $140^{\circ}57'20''E$, thence east to longitude $140^{\circ}58'00''E$, south to latitude $28^{\circ}03'00''S$, west to longitude $140^{\circ}57'00''E$, north to latitude $28^{\circ}02'30''S$, east to longitude $140^{\circ}57'10''E$, north to latitude $28^{\circ}02'20''S$, east to longitude $140^{\circ}57'20''E$, and north to the point of commencement, all the within latitudes and longitudes being geodetic and expressed in terms of the Australian Geodetic Datum as defined on p. 4984 of Commonwealth Gazette number 84 dated October 6, 1966 except those latitudes and longitudes underlined which are expressed in terms of Clarke 1858 Spheroid (Transverse Mercator Projection).

AREA: 2.65 square kilometres approximately.

TERMS AND CONDITIONS

1. The term of this licence is twenty-one (21) years commencing on and inclusive of the First day of January 1997 with the right, subject to carrying out adequately the obligations of the licence, to renewal from time to time on the same terms and conditions for further terms of twenty-one (21) years.
2. The licensees hereby covenant with the Minister that they will make payment of the yearly rent provided under the Petroleum Act 1940 and of the royalty referred to in the Cooper Basin (Ratification) Act 1975 and will subject to the provisions of the Cooper Basin (Ratification) Act 1975 comply with the provisions of the Petroleum Act 1940 and with all Regulations for the time being in force under that Act and with any directions given by the Minister the Chief Executive of Primary Industries and Resources or any other person pursuant to that Act or the said Regulations.
3. The Minister hereby gives and records his consent to the grant by the licensees of two sub-licences pursuant to the provisions of the Cooper Basin (Ratification) Act 1975 in the form of or to the effect set out in the Schedule hereto.

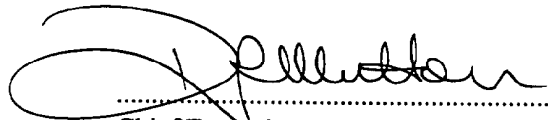
4. It is hereby acknowledged and agreed that the licensees own and hold the following undivided interests respectively in and under this licence:-

Santos	Forty point seven zero percent	(40.70%)
Delhi	Twenty point two one percent	(20.21%)
Boral Energy	Thirteen point one nine percent	(13.19%)
Vamgas	Eight point five one percent	(8.51%)
Gulf	Four point seven five percent	(4.75%)
Bridge Oil	Three point nine nine percent	(3.99%)
Alliance	Three point nine seven percent	(3.97%)
Basin	Two point one zero percent	(2.10%)
Reef	One point nine seven percent	(1.97%)
Santos Petroleum	Zero point four zero percent	(0.40%)
Santos (BOL)	Zero point two one percent	(0.21%)

PROVIDED THAT nothing in this Clause contained shall in any way affect or derogate from the rights, duties and liabilities of the licensees (as determined pursuant to the Indenture as defined in the Cooper Basin (Ratification) Act 1975 and the Petroleum Act 1940) to the Minister under this licence **AND PROVIDED FURTHER THAT** as between the licensees the undivided interests so owned and held by the licensees shall be subject to the provisions of a Joint Operating Agreement dated the 17th day of October 1973 to which the licensees are parties and as the same has been amended and as may hereafter be amended from time to time.

Signed by the Chief Executive,
Department of Primary Industries and Resources at Adelaide

this 31 day of December 1997



.....
 Chief Executive
 Department of Primary Industries and, Resources
 Delegate of the Minister for Primary Industries,
 Natural Resources and Regional Development

SIGNED, SEALED AND DELIVERED)
by the said LICENSEES at Auckland)
this 17 day of December 1997)

Executed on behalf of **SANTOS LIMITED, ALLIANCE**)
PETROLEUM AUSTRALIA PTY LTD, REEF OIL)
PTY LTD, SANTOS (BOL) PTY LTD, BRIDGE OIL)
DEVELOPMENTS PTY LTD, SANTOS PETROLEUM)
PTY LTD and VAMGAS PTY LTD, respectively by being)
SIGNED, SEALED AND DELIVERED by its duly)
authorised Attorney under Power of Attorney who hereby)
states that he has received no notice of revocation of the)
Power of Attorney affecting such appointment, in the)
presence of:)

[Handwritten signature]

(Witness)

[Handwritten signature]

SIGNED, SEALED AND DELIVERED)
for and on behalf of **DELHI PETROLEUM**)
PTY LTD by **IAN WILLIAM ANGUS**)
its duly authorised Attorney under Power of)
Attorney dated the 12th day of FEBRUARY)
1993, who hereby states that he has no notice)
of revocation of the said Power of Attorney at)
the time of executing this instrument in the)
presence of:)

[Handwritten signature]

(Witness)

[Handwritten signature]

Delhi Petroleum Pty Ltd
by its Attorney
IAN WILLIAM ANGUS

THE COMMON SEAL of BORAL ENERGY)
RESOURCES LIMITED was hereunto)
affixed in the presence of)

[Handwritten signature]
GEORGE LANCE WEARNE
DIRECTOR
(Director)

[Circular seal of Boral Energy Resources Limited]
[Handwritten signature]
(Secretary)



THE COMMON SEAL OF GULF (AUST))
RESOURCES NL was hereunto affixed in)
the presence of:

[Handwritten Signature]
.....
(Director)

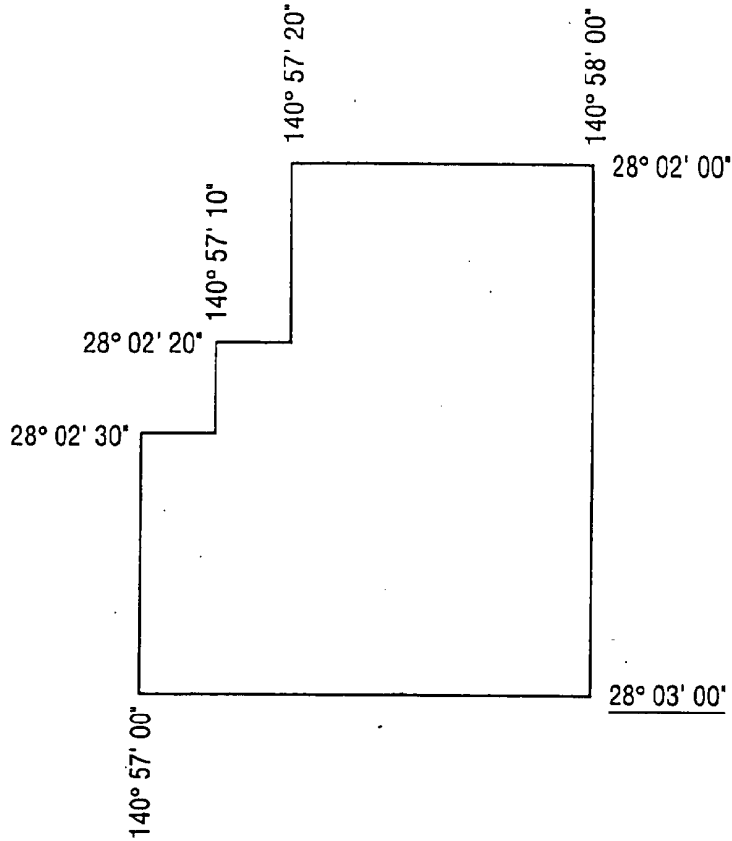
[Handwritten Signature]
.....
(Secretary)

THE COMMON SEAL of BASIN OIL)
NL was hereunto affixed in the presence of:)
)

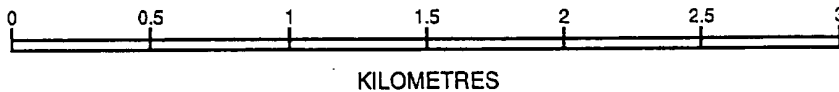
[Handwritten Signature]
.....
(Director)

[Handwritten Signature]
.....
(Secretary)





SCALE 1 : 25 000



All the within latitudes and longitudes are geodetic and expressed in terms of the Australian Geodetic Datum as defined on page 4984 of Commonwealth Gazette number 84 dated 6 October 1966, except those latitudes and longitudes underlined which are expressed in terms of Clarke 1858 Spheroid (Transverse Mercator Projection)

GULF (AUST)

SANTOS LTD. DELHI PETROLEUM PTY. LTD. BORAL ENERGY RESOURCES LTD.
VAMGAS PTY. LTD. ~~CRUSADER~~ RESOURCES N.L. BASIN OIL N.L. REEF OIL PTY. LTD.
ALLIANCE PETROLEUM AUSTRALIA PTY. LTD. BRIDGE OIL DEVELOPMENTS PTY. LTD.
SANTOS PETROLEUM PTY. LTD. SANTOS (BOL) PTY. LTD.

BECKLER FIELD

PETROLEUM PRODUCTION LICENCE NO. 96

THE SCHEDULE HEREINBEFORE REFERRED TO

THIS DEED OF SUB-LICENCE made the day of 199

BETWEEN:

ALLIANCE PETROLEUM AUSTRALIA PTY. LTD. A.C.N. 004 559 951 whose registered office is situated at Level 29, 91 King William Street, Adelaide in the State of South Australia (hereinafter sometimes called "**Alliance**" which expression where the context requires or permits shall include its successors and assigns);

AND

BASIN OIL NO LIABILITY A.C.N. 000 628 017 whose registered office is situated at c/- Cultus Petroleum N.L., Level 4, 828 Pacific Highway, Gordon in the State of New South Wales (hereinafter sometimes called "**Basin**" which expression where the context requires or permits shall include its successors and assigns);

AND

BORAL ENERGY RESOURCES LIMITED A.C.N. 007 845 338 whose registered office is situated at 60 Hindmarsh Square, Adelaide in the State of South Australia (hereinafter sometimes called "**Boral**" which expression where the context requires or permits shall include its successors and assigns);

AND

BRIDGE OIL DEVELOPMENTS PTY. LTD. A.C.N. 001 152 049 whose registered office is situated at Level 29, 91 King William Street, Adelaide in the State of South Australia (hereinafter sometimes called "**BOD**" which expression where the context requires or permits shall include its successors and assigns);

AND

DELHI PETROLEUM PTY. LTD. A.C.N. 007 854 686 whose registered office is situated at c/- Esso Australia Ltd., 12 Riverside Quay, Southbank in the State of Victoria (hereinafter sometimes called "**Delhi**" which expression where the context requires or permits shall include its successors and assigns);

AND

GULF (AUST) RESOURCES N.L. A.C.N. 004 761 255 whose registered office is situated at Level ^{14, 216 St Georges Terrace,} ~~28, 12 Creek Street, Brisbane~~ ^{Western Australia} in the State of ~~Queensland~~ (hereinafter sometimes called "**Gulf**" which expression where the context requires or permits shall include its successors and assigns);

AND

REEF OIL PTY. LTD. A.C.N. 000 646 800 whose registered office is situated at Level 29, 91 King William Street, Adelaide in the State of South Australia (hereinafter sometimes called "**Reef**" which expression where the context requires or permits shall include its successors and assigns);

AND

SANTOS LIMITED A.C.N. 007 550 923 whose registered office is situated at Level 29, 91 King William Street, Adelaide in the State of South Australia (hereinafter sometimes called "**Santos**" which expression where the context requires or permits shall include its successors and assigns);

AND

SANTOS (BOL) PTY. LTD. A.C.N. 000 670 575 whose registered office is situated at Level 29, 91 King William Street, Adelaide in the State of South Australia (hereinafter sometimes called "**Santos (BOL)**" which expression where the context requires or permits shall include its successors and assigns);

AND

SANTOS PETROLEUM PTY. LTD. A.C.N. 000 146 369 whose registered office is situated at Level 29, 91 King William Street, Adelaide in the State of South Australia (hereinafter sometimes called "**Santos Petroleum**" which expression where the context requires or permits shall include its successors and assigns);

AND

VAMGAS PTY. LTD. A.C.N. 006 245 110 whose registered office is situated at Level 29, 91 King William Street, Adelaide in the State of South Australia (hereinafter sometimes called "**Vamgas**" which expression where the context requires or permits shall include its successors and assigns);

the said companies being hereinafter collectively called "**the Licensors**" which expression where the context requires or permits shall include their respective successors and assigns);

OF THE ONE PART

AND

the said companies being hereinafter collectively called "**the Licensees**" which expression where the context requires or permits shall include their respective successors and assigns);

OF THE OTHER PART

WHEREAS:-

- A. The Licensors are the holders of Petroleum Production Licence No. [] granted by the Minister for Mines and Energy of the State of South Australia pursuant to the powers in the *Petroleum Act 1940* and the *Cooper Basin (Ratification) Act 1975* over certain land in the State of South Australia as more particularly described in the said Petroleum Production Licence No. [].
- B. The Licensees are parties to an agreement made as of the 1st day of January 1975 known as the South Australian Cooper Basin Unit Agreement (hereinafter and as the same has been and may hereafter be amended from time to time referred to as **“the Unit Agreement”**) relating inter alia to the development and production of petroleum from that sub-surface portion of the area comprised in the said Petroleum Production Licence No. [] as the same is more particularly described in the Schedule hereto.
- C. The Licensors with the consent of the Minister for Mines and Energy of the State of South Australia have agreed to grant and the Licensees have agreed to accept a sub-licence to exercise the rights specified in Clause 1 hereof upon the conditions specified in Clauses 2, 3, 4 and 5 hereof.

NOW THIS DEED WITNESSETH AS FOLLOWS:-

1. The Licensors with the consent of the Minister for Mines and Energy of the State of South Australia hereby grant to each of the Licensees severally the exclusive right for a period of twenty-one (21) years commencing and inclusive of the First day of January 1997 (with the right of renewal hereinafter contained) subject to the provisions of this Deed of Sub-Licence to:-
- (a) conduct operations for the appraisal and production of petroleum from such sub-surface portion of the area comprised in the said Petroleum Production Licence No. [] as is more particularly described in the Schedule hereto (hereinafter referred to as **“the Unitized Zone”**) and subject to Clause 2 hereof

to own all petroleum extracted or released therefrom; and

(b) construct and maintain upon the land comprised in the said Petroleum Production Licence No. [] all such facilities as the Licensors are entitled to construct and maintain thereon pursuant to Section 33 of the *Petroleum Act 1940* or the *Cooper Basin (Ratification) Act 1975* (or both) of the State of South Australia and as are necessary from time to time for the full enjoyment of the rights granted pursuant to Clause 1(a) hereof.

2. Each of the Licensees hereby expressly acknowledges, covenants and agrees with the Licensors and with each of the other Licensees that in the exercise of exclusive rights granted pursuant to Clause 1 hereof each Licensee shall at all times act subject to and in accordance with the provisions of the Unit Agreement (and in particular to the provisions of Clause 13.01 thereof which refers to an overriding royalty in favour of Santos) and that such rights shall entitle each Licensee to extract or release from the Unitized Zone so much of the petroleum within the Unitized Zone as such Licensee is entitled to from time to time in accordance with its Gas Unit Participation, Ethane Unit Participation, Propane Unit Participation, Butane Unit Participation, Condensate Unit Participation, Crude Oil Unit Participation and its Additional Plant Products Unit Participation or Participations in accordance with the provisions of the Unit Agreement.
3. The Licensees hereby jointly and severally covenant with the Licensors that they will make payment in accordance with the Unit Agreement, as amended, of the royalty referred to in the *Cooper Basin (Ratification) Act 1975* in respect to the production referred to in Clause 2 hereof and subject to the provisions of the *Cooper Basin (Ratification) Act 1975* make payment in accordance with the Unit Agreement of the yearly rent provided under the said *Petroleum Act 1940* and will subject as aforesaid comply with the provisions of the said *Petroleum Act 1940* and with all Regulations for the time being in force under that Act and with any directions given by the Minister, the Director-General for Mines and Energy or any other person pursuant to that Act or the said Regulations and the Licensees hereby further jointly and severally

covenant with the Licensors not to do any act or thing or make any omission which would cause the Licensors to be in breach or default of the provisions of the said Petroleum Production Licence No. [] or of the provisions of the said *Petroleum Act 1940* or of any Regulation for the time being in force under that Act or with any direction given by the Minister, the Director-General for Mines and Energy or any other person pursuant to that Act or the said Regulations.

4. Subject to the due compliance by the Licensees with their obligations under this Deed of Sub-Licence the Licensors hereby covenant with the Licensees:-

- (a) to perform the covenants and obligations on the part of the Licensors contained in the said Petroleum Production Licence No. [];
- (b) that for such period as the same is required for the purpose of the Unit Agreement, to exercise their rights of renewal pertaining to the said Petroleum Production Licence No. []; and
- (c) to renew the provisions of this Deed of Sub-Licence on the same terms and conditions during any renewed term of the said Petroleum Production Licence No. [] for such period as aforesaid.

5. The rights of the Licensees or any of them granted pursuant to the foregoing provisions of this Deed of Sub-Licence shall not be sold assigned transferred leased sub-let mortgaged pledged charged encumbered or otherwise disposed of other than subject to and in accordance with the provisions of Article XV of the Unit Agreement and subject to Section 42 of the said *Petroleum Act 1940* and Clause 14.2 of the Indenture as defined in the *Cooper Basin (Ratification) Act 1975*.

THE SCHEDULE
(“Description of Unitized Zones”)

In accordance with Section 117 of the *Petroleum Act 2000* (Act) this document forms part of 'The Commercial Register'.

Section 118 of the Act provides for the following:

Authority to search register

(1) A person is entitled to have access to the material included in the commercial register, on payment of the prescribed inspection fee, if the access is authorised by—

- (a) a person who has a legal or equitable interest in the relevant licence or registered dealing; or
- (b) (b) the Minister.

(2) The Minister must not authorise access under subsection (1)(b) unless the Minister has consulted with the licensee to whom the material relates and is satisfied that access should be authorised in the public interest.

FOR FURTHER INFORMATION PLEASE CONTACT:

Department of State Development
Energy Resources Division
GPO Box 320,
Adelaide SA 5001
(08) 8463 3204