

INDEX OF DOCUMENTS HELD ON THE PUBLIC REGISTER FOR PPL 204

1. 11 September 2003 Grant of Petroleum Production Licence PPL 204

Interests:-

Beach Petroleum Limited 75%
Cooper Energy NL 25%
2. 11 September 2003 Memorandum entering PPL 204 on the public register.
3. 11 September 2003 Memorandum entering notation of revision to security arrangements on the public register.
4. 18 September 2003 Gazettal of Grant of PPL 204
5. 12 October 2004 Memorandum dated 12 October 2004 entering notation of revision to security arrangements on the public register.
6. 7 March 2005 Notation of Production Joint Operating Agreement dated 31 January 2005 between Beach Petroleum Ltd and Cooper Energy NL entered on the public register.
Ref: SA 2005-07
7. 2 June 2005 Notation of change of name:

From: Cooper Energy NL
To: Cooper Energy Ltd
8. 2 June 2005 Certificate of Registration of Change of Name.
9. 23 January 2006 Memorandum entering notation of receipt of security on the public register.
10. 9 June 2006 Notation of Deed of Cross Charge dated 15 March 2006 between Beach Petroleum Ltd and Cooper Energy Limited entered on the public register.
Ref: SA 2006-27
11. 20 August 2007 Notation of Security Deed dated 4 September 2006 between Commonwealth Bank of Australia and Beach Petroleum Limited, Beach Petroleum (NZ) Pty Ltd, Beach Oil and Gas Pty Limited, Beach Production Services Pty Limited, Beach Petroleum (Surat) Pty Limited, Beach Petroleum (Cooper Basin) Pty Limited, Beach Petroleum (Gippsland) Pty Limited, Mawson Petroleum Pty Limited, Wandata Pty Ltd, Claremont Petroleum (USA) Pty Limited, Tagday Pty Ltd, Midland Exploration Pty Limited and Ocita Pty Ltd is hereby entered on the public register.
Ref: SA 2007-23

12. 20 August 2007 Notation of Security dated 28 May 2007 between CBA Corporate Services (NSW) Pty Limited and Beach Petroleum Limited, Beach Petroleum (NZ) Pty Ltd, Beach Oil and Gas Pty Limited, Beach Production Services Pty Limited, Beach Petroleum (Surat) Pty Limited, Beach Petroleum (Cooper Basin) Pty Limited, Beach Petroleum (Gippsland) Pty Limited and Mawson Petroleum Pty Limited is hereby entered on the public register.
Ref: SA 2007-24
13. 20 August 2007 Notation of PPL 204 (Sellicks) and PPL 205 (Christies) JOA Priority Deed dated 21 June 2007 between Beach Petroleum Limited, Cooper Energy Limited, Commonwealth Bank of Australia and CBA Corporate Services (NSW) Pty Ltd is hereby entered on the public register.
Ref: SA 2007-29
14. 14 September 2007 Notation of revision to security arrangements is hereby entered on the public register.
15. 28 January 2009 Memorandum entering notation of revision to security arrangements on the public register.
16. 7 January 2010 Memorandum entering notation of change of company name on the public register.

From: Beach Petroleum Limited
To: Beach Energy Limited
17. 7 January 2010 Certificate of Registration on Change of Name.
18. 31 August 2011 Memorandum entering notation of receipt of security on the public register.
19. 23 March 2012 Memorandum entering notation of discharge of security on the public register.
20. 23 March 2012 Memorandum entering notation of receipt of security on the public register.
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. 21 November 2013 Memorandum entering notation of revision of security arrangements on the public register.
24. 10 January 2014 Memorandum entering notation of revision of security arrangements on the public register.

25. 21 August 2014 Memorandum entering notation of revision of security arrangements on the public register.
26. 19 September 2014 Memorandum entering notation of revision of security arrangements on the public register.
27. 15 October 2014 Memorandum entering notation of revision of security arrangements on the public register.
28. 23 September 2015 Memorandum entering notation of the following registrable dealings on the public register:
 PPL 204, 205, 220, 224, 245, 246, 247, 248, 249 & 250 Priority Deed dated 16 September 2015 between Cooper Energy Limited (Grantor), Westpac Banking Corporation (Westpac), Westpac Administration Pty. Ltd (Security Trustee), Cooper Energy Limited and Beach Energy Limited (each severally called the Venturer) and Beach Energy Limited (Operator)
 Ref: SA 2015-69
 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 and Westpac Administration Pty Limited
 Ref: SA 2015-21
29. 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
30. 22 May 2018 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.
 Ref: SA 2018-07
 Priority Deed PPL 204, 205, 220, 240, 245, 246, 247, 248, 249 & 250 – Cooper Basin dated 8 March 2018 between Cooper Energy Limited, ANZ Fiduciary Services Pty Ltd and Beach Energy Limited is hereby entered on the public register.
 Ref: SA 2018-14
Noted: Typographical error in the Priority Deed - references to PPL 240 should refer to PPL 224

Petroleum and Geothermal Energy Act 2000
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MEMORANDUM

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

- 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 2018-14 Notation of registrable dealing as evidenced by Priority Deed PPL 204, 205, 220, 240, 245, 246, 247, 248, 249 & 250 – Cooper Basin dated 8 March 2018 between Cooper Energy Limited, ANZ Fiduciary Services Pty Ltd and Beach Energy Limited is hereby entered on the public register.

Noted: Typographical error in the Priority Deed - references to PPL 240 should refer to PPL 224.



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: 28/1/360	F2013/000672
28/1/375	F2013/000676
28/1/419	F2013/001842
28/1/426	F2013/001843
F2013/000277	F2013/001844

**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
S.115

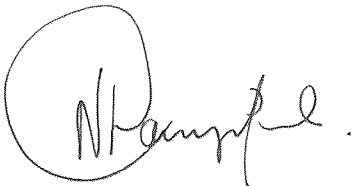
MEMORANDUM

PETROLEUM PRODUCTION LICENCES
PPL 204, 205, 220, 224, 245, 246, 247, 248, 249 and 250

ASSOCIATED ACTIVITIES LICENCES
AALs 18, 82, 98, 128, 146, 157, 214, 215, 216 and 217

SA 2015-69 Notation of registrable dealing as evidenced by PPL 204, 205, 220, 224, 245, 246, 247, 248, 249 & 250 Priority Deed dated 16 September 2015 between Cooper Energy Limited (Grantor), Westpac Banking Corporation (Westpac), Westpac Administration Pty. Ltd (Security Trustee), Cooper Energy Limited and Beach Energy Limited (each severally called the Venturer) and Beach Energy Limited (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 (PBG) 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

Petroleum and Geothermal Energy Act 2000
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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

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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

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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

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MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 91, 94, 95, 107, 186, 494, and 495

PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13 and 32

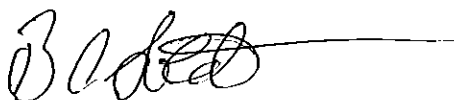
PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239, 245, 246,
247, 248, 249 and 250

PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

SPECIAL FACILITIES LICENCE
SFLs 3, 4 and 8

1. Notation of receipt of additional security in the form of an ANZ Bank Guarantee dated 13 December 2013 is hereby entered on the public register.
2. Security is held to cover any single event occurring in any licence operated by Adelaide Energy Limited or Beach Energy Limited in South Australia.



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

Date: 10 January 2014

File:	27/2/169	27/2/172	27/2/173	27/2/187
	27/2/309	27/2/315	27/2/337	27/2/439
	28/1/159	28/1/353	28/1/360	28/1/375
	28/1/382	28/1/394	28/1/419	28/1/426
	28/1/446	F2009/14	F2009/16	F2010/730
	F2011/278	F2011/602	F2013/41	F2013/141
	F2013/155	F2013/277	F2013/672	F2013/676
	F2013/2207	F2013/1842	F2013/1843	F2013/1844

**Petroleum and Geothermal Energy Act 2000
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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
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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
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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			

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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
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MEMORANDUM

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

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

1. Notation of discharge of security in the form of Bank Guarantees dated 11 September 2007, 22 December 2008 and 26 August 2011 is hereby entered on the public register.



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

Date: 23 March 2012

File:	27/2/169	27/2/170	27/2/172
	27/2/173	27/2/187	27/2/315
	27/2/375	28/1/360	28/1/375
	28/1/382	28/1/394	28/1/419
	28/1/426	F2011/278	

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MEMORANDUM

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

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

1. Notation of receipt of security in the form of a Bank Guarantee dated 26 August 2011 is hereby entered on the public register.
2. Security is held to cover any single event occurring in any licence operated by Beach Energy Limited in South Australia.



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

Date: 31 August 2011

File: 27/2/169 28/1/360
27/2/170 28/1/375
27/2/172 28/1/382
27/2/173 28/1/394
27/2/187 28/1/419
27/2/315 28/1/426
27/2/375 F2011/000278

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

MEMORANDUM

**PETROLEUM EXPLORATION LICENCES
PELs 91, 92, 94, 95, 106, 107 and 218**

**PETROLEUM RETENTION LICENCES
PRLs 13 and 25**

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

**ASSOCIATED ACTIVITIES LICENCES
AALs 18, 82, 98, 128, 146 and 154**

1. Notation of change of company name:

From: Beach Petroleum Limited
To: Beach Energy Limited

is hereby entered on the public register



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

Date: 7 January 2010

Ref:	27/2/169	27/2/520
	27/2/170	27/2/543
	27/2/172	28/1/360
	27/2/173	28/1/375
	27/2/186	28/1/382
	27/2/187	28/1/394
	27/2/339	28/1/419
	27/2/375	28/1/426
	27/2/438	28/1/431
	27/2/439	F2009/000739
	27/2/512	

BEACH PETROLEUM LIMITED
25 Conyngham Street
GLENSIDE SA 5065

Return to this top section if directed by FAX from us.



Certificate of Registration on Change of Name

This is to certify that

BEACH PETROLEUM LIMITED

Australian Company Number 007 617 969

did on the tenth day of December 2009 change its name to

BEACH ENERGY LIMITED

Australian Company Number 007 617 969

The company is a public company.

The company is limited by shares

The company is taken to be registered under the Corporations Act 2001 in South Australia and the date of commencement of registration is the twenty-first day of December, 1961.

Issued by the
Australian Securities and Investments Commission
on this tenth day of December, 2009.

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

Anthony Michael D'Aloisio
Chairman



CERTIFICATE

**Petroleum Act 2000
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MEMORANDUM

**PETROLEUM EXPLORATION LICENCES
PEL 91, PEL 92, PEL 94, PEL 95, PEL 107, PEL 110**

**PETROLEUM PRODUCTION LICENCES
PPL 204, PPL 205, PPL 210, PPL 212, PPL 220, PPL 224**

**PETROLEUM RETENTION LICENCES
PRL 13, PRL 25**

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



**MICHAEL MALAVAZOS
A/Director Petroleum and Geothermal
Minerals and Energy Resources
Primary Industries and Resources SA
Delegate of the Minister for Mineral Resources
Development**

Date: 28 January 2009

File: 27/2/169 28/1/375
27/2/170 28/1/382
27/2/172 28/1/394
27/2/173 28/1/419
27/2/187 28/1/426
27/2/196 27/2/431
28/1/360 27/2/439

Petroleum Act 2000
S.115

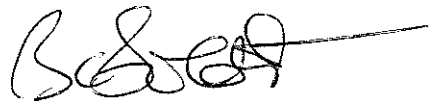
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PEL 91, PEL 92, PEL 94, PEL 95, PEL 107, PEL 110

PETROLEUM PRODUCTION LICENCES
PPL 204, PPL 205, PPL 210, PPL 212, PPL 220

PETROLEUM RETENTION LICENCE
PRL 13

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



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

Date: 14 September 2007

File: 27/2/169 28/1/360
27/2/170 28/1/375
27/2/172 28/1/382
27/2/173 28/1/394
27/2/187 28/1/419
27/2/196 27/2/439

Petroleum Act 2000
S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCES
PPL 204; PPL 205

SA 2007-29 Notation of registrable dealing as evidenced by PPL 204 (Sellicks) and PPL 205 (Christies) JOA Priority Deed dated 21 June 2007 between Beach Petroleum Limited, Cooper Energy Limited, Commonwealth Bank of Australia and CBA Corporate Services (NSW) Pty Ltd is hereby entered on the public register.



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

Date: 20 August 2007

Ref: 28/1/360; 28/1/361

Petroleum Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES

PEL 90; PEL 91; PEL 92; PEL 94; PEL 95; PEL 106; PEL 107; PEL 110;
PEL 113 (Saintly & Harpoono/Dunoon Blocks)

PETROLEUM RETENTION LICENCES

PRL 13

PETROLEUM PRODUCTION LICENCES

PPL 203; PPL 204; PPL 205; PPL 209; PPL 210; PPL 211; PPL 212

SA 2007-24 Notation of registrable dealing as evidenced by Deed of Security dated 28 May 2007 between CBA Corporate Services (NSW) Pty Limited and Beach Petroleum Limited, Beach Petroleum (NZ) Pty Ltd, Beach Oil and Gas Pty Limited, Beach Production Services Pty Limited, Beach Petroleum (Surat) Pty Limited, Beach Petroleum (Cooper Basin) Pty Limited, Beach Petroleum (Gippsland) Pty Limited and Mawson Petroleum Pty Limited is hereby entered on the public register.



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

Date: 20 August 2007

Ref: 27/2/168; 27/2/169; 27/2/170; 27/2/172; 27/2/173; 27/2/186; 27/2/187;
27/2/196; 27/2/199; 27/2/439; 28/1/359; 28/1/360; 28/1/361; 28/1/381;
28/1/382; 28/1/383; 28/1/394

Petroleum Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES

**PEL 90; PEL 91; PEL 92; PEL 94; PEL 95; PEL 106; PEL 107; PEL 110;
PEL 113 (Saintly & Harpoono/Dunoon Blocks)**

PETROLEUM RETENTION LICENCES

PRL 13

PETROLEUM PRODUCTION LICENCES

PPL 203; PPL 204; PPL 205; PPL 209; PPL 210; PPL 211; PPL 212

SA 2007-23 Notation of registrable dealing as evidenced by Security Deed dated 4 September 2006 between Commonwealth Bank of Australia and Beach Petroleum Limited, Beach Petroleum (NZ) Pty Ltd, Beach Oil and Gas Pty Limited, Beach Production Services Pty Limited, Beach Petroleum (Surat) Pty Limited, Beach Petroleum (Cooper Basin) Pty Limited, Beach Petroleum (Gippsland) Pty Limited, Mawson Petroleum Pty Limited, Wandata Pty Ltd, Claremont Petroleum (USA) Pty Limited, Tagday Pty Ltd, Midland Exploration Pty Limited and Ocita Pty Ltd is hereby entered on the public register.



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

Date: 20 August 2007

Ref: 27/2/168; 27/2/169; 27/2/170; 27/2/172; 27/2/173; 27/2/186; 27/2/187;
27/2/196; 27/2/199; 27/2/439; 28/1/359; 28/1/360; 28/1/361; 28/1/381;
28/1/382; 28/1/383; 28/1/394

Petroleum Act 2000
S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCES
PPL 204 and PPL 205

SA 2006-27

Notation of registrable dealing as evidenced by Deed of Cross Charge dated 15 March 2006 between Beach Petroleum Limited and Cooper Energy Limited is hereby entered on the public register.



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

Date: 9 June 2006

28/1/360
28/1/375

**Petroleum Act 2000
S.115**

MEMORANDUM

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

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



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

Date: 23 January 2006

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

Petroleum Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PEL 88, PEL 90, PEL 92, PEL 93, PEL 100 and PEL 110

PETROLUEM PRODUCTION LICENCES
PPL 204, PPL 205 and PPL 207

1. Notation of change of company name –

From: Cooper Energy NL
To: Cooper Energy Limited

is hereby entered on the public register of licences.



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

Date: 2 June 2005

File: 27/2/166
27/2/168
27/2/170
27/2/171
27/2/180
27/2/196
28/1/360
28/1/375
28/1/379

I certify that this photocopied document is a true and correct copy of the original

.....
Dated 25 MAY 2005

PIPER ALDERMAN ATTN: NICK CLARK
GPO BOX 65
ADELAIDE SA 5001

STEVEN JOHN GARETH THOMAS
A Commissioner for taking
Affidavits in the Supreme
Court of South Australia

Certificate of the Registration of a Company

Corporations Act 2001 Paragraph 1274 (2) (b)

This is to certify that

COOPER ENERGY NL

Australian Company Number 096 170 295

is a registered company under the Corporations Act 2001
and is taken to be registered in Western Australia.

On the ninth day of March 2001 the company was registered as
a no liability company.

On the twenty-first day of January 2005 the company changed to
a company limited by shares
and the name changed to
COOPER ENERGY LIMITED

The company is a **public** company.

The day of commencement of registration is
the ninth day of March 2001.

Issued by the
Australian Securities and Investments Commission
on this nineteenth day of May, 2005.

.....
EFleming
A delegate of the Australian Securities and Investments Commission

Petroleum Act 2000
S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCES
PPL 204 and PPL 205

SA 2005-7

Notation of registrable dealing as evidenced by Production Joint Operating Agreement PPL 204 (Sellicks) and PPL 205 (Christies), dated 31 January 2005 between Beach Petroleum Limited and Cooper Energy NL is hereby entered on the Public Register.



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

Date: 7 March 2005

28/1/360
28/1/375

Petroleum Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PEL 91, PEL 92, PEL 94, PEL 95, PEL 107, PEL 110, PEL 136

and

PETROLEUM PRODUCTION LICENCES PPL 204

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



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

Date: 12 October 2004

File: 27/2/169
27/2/170
27/2/172
27/2/173
27/2/187
27/2/196
27/2/213
28/1/360

PETROLEUM ACT 2000

Grant of Petroleum Production Licence PPL 204

NOTICE is hereby given that pursuant to section 92 (1) of the Petroleum Act 2000, the undermentioned Petroleum Production Licence has been granted under the provisions of the Petroleum Act 2000, pursuant to delegated powers dated 28 March 2002, *Gazetted* 11 April 2002, page 1573.

No of Licence	Licensee	Locality	Area in km ²	Reference
PPL 204	Beach Petroleum Limited Cooper Energy NL	Cooper Basin of South Australia	2.0	28/01/360

Description of Area

All that part of the State of South Australia, bounded as follows: Commencing at a point being the intersection of latitude 27°55'30"S GDA94 and longitude 139°28'05"E GDA94, thence east to longitude 139°28'50"E GDA94, south to latitude 27°55'40"S GDA94, east to longitude 139°28'55"E GDA94, south to latitude 27°56'05"S GDA94, west to longitude 139°28'50"E GDA94, south to latitude 27°56'15"S GDA94, west to longitude 139°27'55"E GDA94, north to latitude 27°55'55"S GDA94, east to longitude 139°28'05"E GDA94, and north to the point of commencement.

Area: 2 km² approximately.

Dated 11 September 2003.

BARRY A. GOLDSTEIN, 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 EXPLORATION LICENCES
PEL 91, PEL 92, PEL 94, PEL 95, PEL 107, PEL 110, PEL 136**

and

PETROLEUM PRODUCTION LICENCE PPL 204

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



**BARRY A. GOLDSTEIN
Director Petroleum
Minerals and Energy Division, PIRSA
Delegate of the Minister for Mineral Resources
Development**

Date: 11 September 2003

File: 27/2/169
27/2/170
27/2/172
27/2/173
27/2/187
27/2/196
27/2/213
28/1/360

**Petroleum Act 2000
S.115**

MEMORANDUM

**PETROLEUM PRODUCTION LICENCE
PPL 204**

1. This Licence granted on 11 September 2003 is hereby entered on the public register.
2. Interests in the licence are:-

Beach Petroleum Limited	75%.
Cooper Energy NL	25%



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

Date: 11 September 2003

SR 28/1/360

Petroleum Act 2000

PETROLEUM PRODUCTION LICENCE No. 204

I, BARRY ALAN GOLDSTEIN, Director Petroleum, Department of Primary Industries and Resources in the State of South Australia, pursuant to the provisions of the *Petroleum Act 2000* and all other enabling powers for and on behalf of Paul Holloway, Minister for Mineral Resources Development (Minister), pursuant to delegated powers dated 28 March 2002 (refer Government Gazette dated 11 April 2002, page 1573), HEREBY GRANT to:

Beach Petroleum Limited
ACN 007 617 969

Cooper Energy NL
ACN 096 170 295

(herein after referred to as the 'Licensees') a Production Licence, in relation to all regulated resources except a source of geothermal energy in respect of the area described below, and subject to the conditions set out below and the provisions of the *Petroleum Act 2000*, to have effect from the 11 September 2003.

DESCRIPTION OF AREA

800

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

Commencing at a point being the intersection of latitude 27°55'30"S GDA94 and longitude 139°28'05"E GDA94, thence east to longitude 139°28'50"E GDA94, south to latitude 27°55'40"S GDA94, east to longitude 139°28'55"E GDA94, south to latitude 27°56'05"S GDA94, west to longitude 139°28'50"E GDA94, south to latitude 27°56'15"S GDA94, west to longitude 139°27'55"E GDA94, north to latitude 27°55'55"S GDA94, east to longitude 139°28'05"E GDA94, and north to point of commencement.

AREA: 2 square kilometres approximately.

TERMS AND CONDITIONS

1. For the purpose of ensuring the due and proper performance of the Licensee's obligations under this Licence and the Act, the Licensee shall provide security in the amount of \$100,000 in the form of either:

(a) cash; or

(b) an unconditional, irrevocable bank guarantee or letter of credit in a form, and from a financial institution, approved by the Minister,

("the Security").

- 1.1 The Security shall be reviewed periodically, and during the term of the Licence if in the opinion of the Minister it is reasonable to increase the Security amount, provide additional security or substitute another security for the existing Security, the Licensee must comply with the Minister's request within 28 days after being requested in writing by the Minister so to do.
 - 1.2 Interest will not be payable by the Minister to the Licensee on any cash Security.
 - 1.3 All charges incurred by the Licensee in obtaining and maintaining the Security shall be met by the Licensee.
 - 1.4 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.
2. 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).
3. The Minister in specifying the levels of insurance accepts no liability for the completeness of their listing, the adequacy of the sum insured, the limit of liability, the scoped coverage, the conditions or exclusions of these insurances in respect to how they may or may not respond to any loss, damage or liability.
4. The Licensee shall upon production of a regulated resource from the licence area, comply with its obligations under Clause 7 of the Deed dated 22 October 2001 between the Licensee, the Minister and the Edward Landers Dieri People native title claimants, entered into for the purposes of Section 31 of the *Native Title Act 1993*.

5. 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.

6. The Licensee and any staff, consultants and contractors of the Licensee shall abide by any rules the Minister may from time to time establish for safe driving on roads and use of roads in the Cooper Basin region (herein defined to be that area bounded by 29° 30' south latitude, 139° east longitude and the border of South Australia with Queensland).

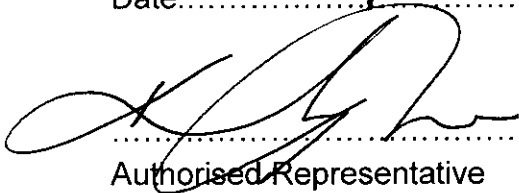
Date: 11 September2003



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

Signed by the said LICENSEE

Date: 8th September2003



.....
 Authorised Representative



.....
 Authorised Representative

.....
 Name
Kathryn Anne Presser
Company Secretary

.....
 Name
Hector Gordon
Exploration Manager

.....
 Position

.....
 Position

.....
BEACH PETROLEUM LTD
 Company

.....
BEACH PETROLEUM LTD
 Company

Signed by the said LICENSEE

Date: 3.9.03 2003

[Signature]

Authorised Representative

GREG HANCOCK

Name

CHAIRMAN

Position

COOPER ENERGY NL

Company

[Signature]

Authorised Representative

ROBERT KIRILAN

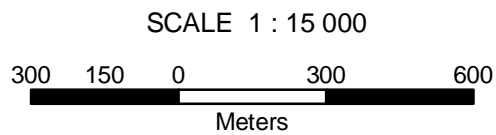
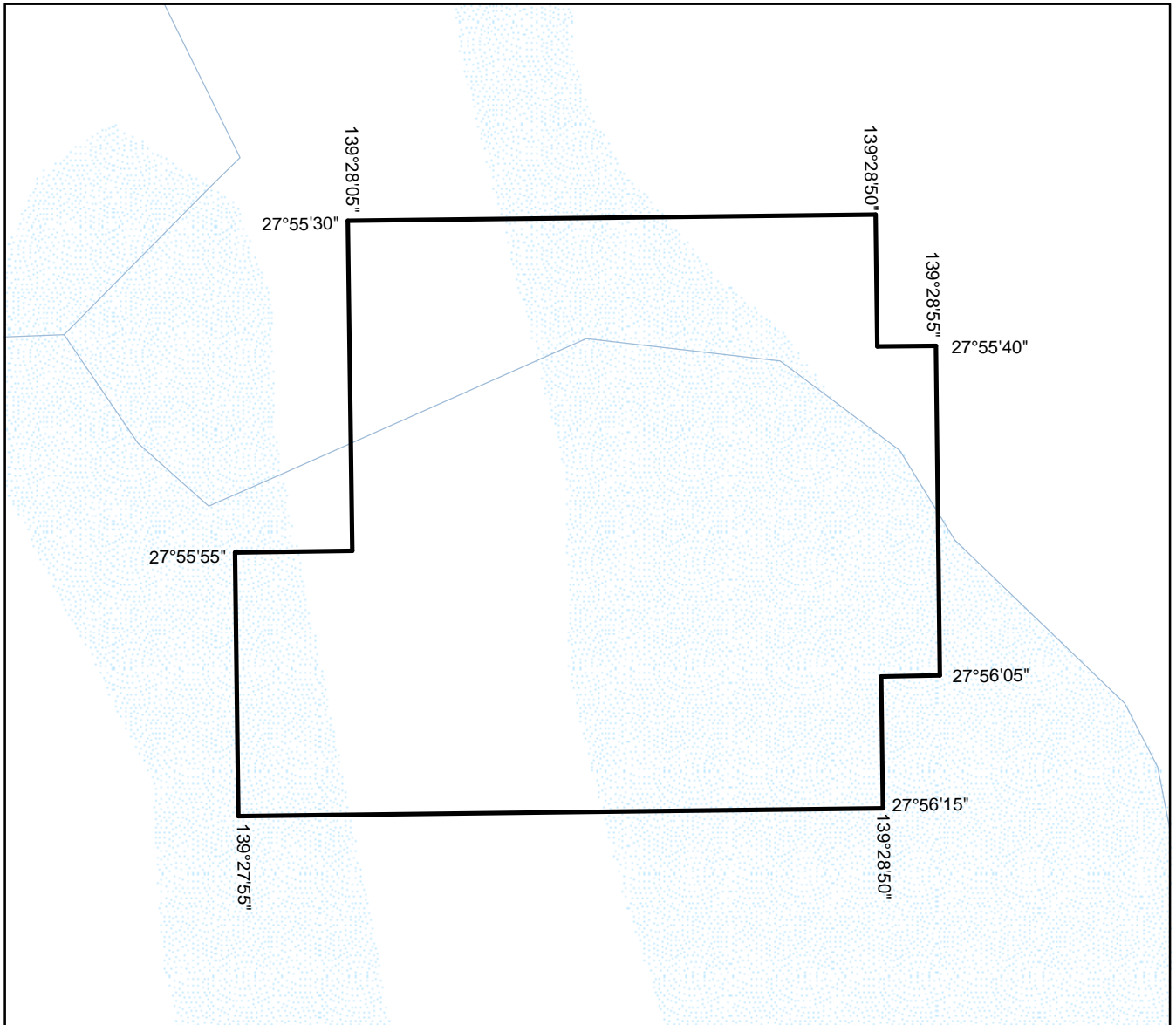
Name

DIRECTOR

Position

COOPER ENERGY NL

Company



Note: There is no warranty that the boundary of this licence is correct in relation to other features of the map. The boundary is to be ascertained by reference to the Geocentric Datum of Australia (GDA94) and the schedule.

THE PLAN HEREINBEFORE REFERRED TO

PETROLEUM PRODUCTION LICENCE NO: 204