

INDEX OF DOCUMENTS HELD ON THE PUBLIC REGISTER FOR PPL 177

1. 12 June 2001 Deed dated 12 June 2001 between the Minister for Minerals and Energy and:

Alliance Petroleum Australia Pty Ltd
Basin Oil Pty Ltd
Origin Energy Resources Limited
Bridge Oil Developments Pty Ltd
Delhi Petroleum Pty Ltd
Novus Australia Resources NL
Reef Oil Pty Ltd
Santos Limited
Santos (BOL) Pty Ltd
Santos Petroleum Pty Ltd
Vamgas Pty Ltd

2. 29 June 2001 Licence document dated 29 June 2001

Interests in the Licence:

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

3. 29 June 2001 Memorandum entering licence on the public register and notating receipt of security.

4. 5 July 2001 Grant of Licence published in the South Australian Government Gazette dated 5 July 2001, Page 2551.

- 5.. 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

6. 15 October 2002 Memorandum entering change of company name on the Public Register.

7. 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.

8. 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
9. 23 November 2005 Notation of discharge of security and receipt of replacement security is entered on the public register.
10. 21 December 2005 Deed to Amend Fixed Factor Area Deeds dated 24 October 2005 between the Minister for Mineral Resources Development and:
 - Alliance Petroleum Australia Pty Ltd
 - Basin Oil Pty Ltd
 - Origin Energy Resources Limited
 - Bridge Oil Developments Pty Ltd
 - Delhi Petroleum Pty Ltd
 - Novus Australia Resources NL
 - Reef Oil Pty Ltd
 - Santos Limited
 - Santos (BOL) Pty Ltd
 - Santos Petroleum Pty Ltd
 - Vamgas Pty Ltd
11. 13 January 2006 Certificate of Registration on Change of Name dated 29 June 2005:
 - From: Novus Australia Resources NL
 - To: Santos (NARNL Cooper) NL
12. 13 January 2006 Memorandum entering change of company name on the Public Register.
13. 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.
14. 9 May 2006 Memorandum entering change of company name on the Public Register.
15. 21 July 2009 Revocation of Licence Condition
16. 21 July 2009 Memorandum entering revocation of licence condition on public register.
17. 15 February 2011 Memorandum entering notation of the following registrable dealing on the public register.
 - Delhi Fixed and Floating Charge and Mortgage of JV Assets dated 29 September 2010 between Delhi Petroleum Pty Limited and Westpac Banking Corporation.
 - Ref: SA 2011-15

18. 28 June 2012 Memorandum entering notation of the following registrable dealing on the public register.
- Royalty Deed dated 19 January 2012 between Delhi Petroleum Pty Ltd and Esso Australia Resources Pty Ltd.
Ref: SA 2012-42
19. 9 August 2017 Certificate of Registration on Change of Company Name dated 29 June 2017.
- From: Origin Energy Resources Limited
To: Lattice Energy Limited
20. 9 August 2017 Memorandum entering notation of change of company name on the public register.
21. 7 June 2018 Memorandum entering notation of the following registrable dealing on the public register:
- Deed of Variation dated 4 December 2015 between Santos Limited, Santos Petroleum Pty Ltd, Vamgas Pty Ltd, Santos (NARNL Cooper) Pty Ltd, Santos (BOL) Pty Ltd, Reef Oil Pty Ltd, Bridge Oil Developments Pty Limited, Basin Oil Pty Ltd, Alliance Petroleum Australia Pty Ltd, Origin Energy Resources Limited and Delhi Petroleum Pty Ltd
Ref: SA 2018-18
22. 22 January 2020 Certificate of Registration on Change of Name dated 2 December 2019.
- From: Lattice Energy Limited
To: Beach Energy (Operations) Limited
23. 22 January 2020 Memorandum entering notation of change of company name on the public register.

**Petroleum and Geothermal Energy 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, 29, 30, 31, 32, 33, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 83, 84, 86, 87, 88, 89, 90, 91, 92, 94, 95, 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, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 172, 174, 175, 176, 177, 178, 179, 180, 182, 187, 189, 190, 193, 194, 195, 196, 201, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237 and 238

ASSOCIATED ACTIVITIES LICENCES

AALs 258, 259 and 263

PIPELINE LICENCES

PLs 2, 5, 9, 15 and 20

1. Notation of change of company name:

From: Lattice Energy Limited
To: Beach Energy (Operations) Limited

is hereby entered on the public registers.



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

Date: 22 January 2020



Certificate of Registration on Change of Name

This is to certify that

LATTICE ENERGY LIMITED

Australian Company Number 007 845 338

did on the second day of December 2019 change its name to

BEACH ENERGY (OPERATIONS) 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 under the Corporations Act 2001 in South Australia and the date of commencement of registration is the ninth day of September, 1977.

Issued by the
Australian Securities and Investments Commission
on this second day of December 2019.

A handwritten signature in black ink that reads 'James Shipton'.

James Shipton
Chair

CERTIFICATE

Petroleum and Geothermal Energy 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, 29, 30, 31, 32, 33, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 83, 84, 86, 87, 88, 89, 90, 91, 92, 94, 95, 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, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 172, 174, 175, 176, 177, 178, 179, 180, 182, 187, 189, 190, 193, 194, 195, 196, 201, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237 and 238

PIPELINE LICENCES

PLs 5, 9 and 15

SA 2018-18

Notation of registrable dealing as evidenced by Deed of Variation dated 4 December 2015 between Santos Limited, Santos Petroleum Pty Ltd, Vamgas Pty Ltd, Santos (NARNL Cooper) Pty Ltd, Santos (BOL) Pty Ltd, Reef Oil Pty Ltd, Bridge Oil Developments Pty Limited, Basin Oil Pty Ltd, Alliance Petroleum Australia Pty Ltd, Origin Energy Resources Limited and Delhi Petroleum 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: 7 June 2018

Ref: 28/01/00045

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM RETENTION LICENCE
PRL 106

PETROLEUM EXPLORATION LICENCES
PELs 637 and 638

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, 29, 30, 31, 32, 33, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 83, 84, 86, 87, 88, 89, 90, 91, 92, 94, 95, 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, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 172, 174, 175, 176, 177, 178, 179, 180, 182, 187, 189, 190, 193, 194, 195, 196, 201, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237 and 238

PIPELINE LICENCES
PLs 2, 5, 9, 15 and 20

1. Notation of change of company name:

From: Origin Energy Resources Limited
To: Lattice Energy Limited

is hereby entered on the public registers.



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

Date: 9 August 2017



Certificate of Registration on Change of Name

This is to certify that

ORIGIN ENERGY RESOURCES LIMITED

Australian Company Number 007 845 338

did on the twenty-ninth day of June 2017 change its name to

LATTICE ENERGY 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 under the Corporations Act 2001 in South Australia and the date of commencement of registration is the ninth day of September, 1977.

Issued by the
Australian Securities and Investments Commission
on this twenty-ninth day of June 2017.

Greg Medcraft
Chairman

CERTIFICATE

Petroleum and Geothermal Energy 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, 29, 30, 31, 32, 33, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 83, 84, 86, 87, 88, 89, 90, 91, 92, 94, 95, 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, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 172, 174, 175, 176, 177, 178, 179, 180, 182, 187, 189, 190, 193, 194, 195, 196, 201, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237 and 238

SA 2012-42 Notation of registrable dealing as evidenced by Royalty Deed dated 19 January 2012 between Delhi Petroleum Pty Ltd and Esso Australia Resources Pty Ltd 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: 28 June 2012

Ref: various files

Petroleum and Geothermal Energy 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, 29, 30, 31, 32, 33, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 83, 84, 86, 87, 88, 89, 90, 91, 92, 94, 95, 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, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 172, 174, 175, 176, 177, 178, 179, 180, 182, 187, 189, 190, 193, 194, 195, 196, 201, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237 and 238

and

PIPELINE LICENCES

PLs 2, 5, 9 and 15

SA 2011-15 Notation of registrable dealing as evidenced by Delhi Fixed and Floating Charge and Mortgage of JV Assets dated 29 September 2010 between Delhi Petroleum Pty Limited and Westpac Banking Corporation 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: 15 February 2011

**Petroleum Act 2000
S.115**

MEMORANDUM

**PETROLEUM PRODUCTION LICENCES
PPL 140, PPL 176, PPL 177, PPL 180, PPL 196**

1. Revocation of Condition 4 of the abovementioned Petroleum Production Licences is hereby entered on the public register.



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

Date: 21 July 2009

Ref: 28/1/258
28/1/269
28/1/266
28/1/320
28/1/331

Petroleum Act 2000

REVOCATION OF CONDITION

PETROLEUM PRODUCTION LICENCE PPL 177

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 section 76 (3) (b) 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 dated 28 March 2002, Gazetted 11 April 2002, page 1573 –

1. hereby revoke Condition 4 of the licence conditions of PPL 177 following the fulfilment of the conditions of the Deed dated 12 June 2001, as subsequently amended by Deed to Amend Fixed Factor Area Deeds dated 24 October 2005.

Date: *21 July* 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**

2. The following signatures evidence the consent of the licensees to the revocation of Condition 4 of the conditions of PPL 177, pursuant to section 76 (3) (b) of the Act.


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:

James Leslie Baulderstone

.....
Name (print)


.....
Signature

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

Hector Gordon
Director
Delhi Petroleum Pty Ltd

.....
Name (print)


.....
Signature

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

O. H. 655
.....
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

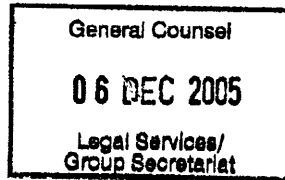
is hereby entered on the public register of licences.



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.

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

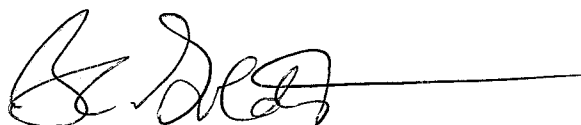
MEMORANDUM

PETROLEUM PRODUCTION LICENCES

PPLs 138, 140, 141, 143, 145, 148, 150, 151, 153, 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 and 199.

1. The following Deed is entered on the Public Register:

Deed to Amend Fixed Factor Area Deeds dated 24th October 2005 between the Minister for Mineral Resources Development, Alliance Petroleum Australia Pty Ltd, Basin Oil Pty Ltd, Origin Energy Resources Limited, Bridge Oil Developments Pty Ltd, Delhi Petroleum Pty Ltd, Novus Australia Resources NL (now Santos (NARL Cooper) NL), Reef Oil Pty Ltd, Santos Limited, Santos (BOL) Pty Ltd, Santos Petroleum Pty Ltd and Vamgas Pty Ltd.



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

Date: 21 December 2005

SR 27/2/4

DATED

24th

DAY OF

OCTOBER

2005

DEED TO AMEND FIXED FACTOR AREA DEEDS

BETWEEN

**MINISTER FOR MINERAL RESOURCES DEVELOPMENT
("MINISTER")**

-AND-

**ALLIANCE PETROLEUM AUSTRALIA PTY LTD
A.B.N. 60 004 559 951**

**BASIN OIL PTY LTD
A.B.N. 36 000 628 017**

**ORIGIN ENERGY RESOURCES LIMITED
A.B.N. 66 007 845 338**

**BRIDGE OIL DEVELOPMENTS PTY LTD
A.B.N. 30 001 152 049**

**DELHI PETROLEUM PTY LTD
A.B.N. 65 007 854 686**

**NOVUS AUSTRALIA RESOURCES NL
A.B.N. 75 004 761 255**

**REEF OIL PTY LTD
A.B.N. 70 000 646 800**

**SANTOS LIMITED
A.B.N. 80 007 550 923**

**SANTOS (BOL) PTY LTD
A.B.N. 35 000 146 575**

**SANTOS PETROLEUM PTY LTD
A.B.N. 95 000 146 369**

**VAMGAS PTY LTD
A.B.N. 76 006 245 110**

("LICENSEES")



CROWN SOLICITOR

Level 9, 45 Pirie Street, Adelaide SA 5000

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THIS DEED is made the

24th

day of

October

2005

BETWEEN:

MINISTER FOR MINERAL RESOURCES DEVELOPMENT a body corporate pursuant to the Administrative Arrangements Act, 1994 (SA) and whose office is situated at Level 9, 178 North Terrace, Adelaide 5000 in the State of South Australia. ("Minister")

COMMISSIONER OF STATE TAXATION

STAMP DUTY PAID

ORIGINAL with 0 copies

21/12/2005 14:45:25

DEED

AND

ALLIANCE PETROLEUM AUSTRALIA PTY LTD A.B.N. 60 004 559 951 of Level 29, 91 King William Street, Adelaide, South Australia, **BASIN OIL PTY LTD** A.B.N. 36 000 628 017 of c/- OMV Australia Pty Ltd, Level 29 St Martins Tower, 44 St Georges Terrace, Perth, Western Australia, **ORIGIN ENERGY RESOURCES LIMITED** A.B.N. 66 007 845 338 of Level 2, South Tower John Oxley Centre, 339 Coronation Drive, Milton Queensland, **BRIDGE OIL DEVELOPMENTS PTY LTD** A.B.N. 30 001 152 049 of Level 29, 91 King William Street, Adelaide, South Australia, **DELHI PETROLEUM PTY LTD** A.B.N. 65 007 854 686 of c/- Gradav Ltd., 128 Crown Street, East Sydney, NSW, **NOVUS AUSTRALIA RESOURCES NL** A.B.N. 75 004 761 255 of Level 19, 321 Kent Street, Sydney, New South Wales, **REEF OIL PTY LTD** A.B.N. 70 000 646 800 of Level 29, 91 King William Street, Adelaide, South Australia, **SANTOS LIMITED** A.B.N. 80 007 550 923 of Level 29, 91 King William Street, Adelaide, South Australia, **SANTOS (BOL) PTY LTD** A.B.N. 35 000 670 575 of Level 29, 91 King William Street, Adelaide, South Australia, **SANTOS PETROLEUM PTY LTD** A.B.N. 000 146 369 of Level 29, 91 King William Street, Adelaide, South Australia, **VAMGAS PTY LTD** A.B.N. 006 245 100 of Level 29, 91 King William Street, Adelaide, South Australia ("Licensees")

RECITALS:

- A. By way of several deeds dated 23 July 1999, 12 June 2001, 1 May 2001, and 5 January 2000 between the Parties, the Parties agreed certain special conditions on Petroleum Production Licences ("PPL") that require that areas greater than twice the proved and probable area of the field, be surrendered by various agreed dates.

- B. Several of the special conditions on Petroleum Production Licences have been met. However, many of the special conditions on Petroleum Production Licences remain unmet.
- C. The parties now wish to record that certain Petroleum Production Licences referred to in this deed have met the special conditions set out in the Original Deeds and that other Petroleum Production Licences referred to in the Original Deeds have not met the special conditions set out in the Original Deeds and that the Original Deeds as they relate to the unmet special conditions are to be extended to 30 June 2008.

THE PARTIES COVENANT AS FOLLOWS:

1. ACCURACY OF RECITALS

The Parties agree both that the matters referred to in the recitals of this Deed are true and correct in every material particular and that the recitals shall form part of this Deed.

2. DEFINITIONS & INTERPRETATION

2.1 Definitions

Subject to any contrary intention indicated by subject or context, for the purpose of the interpretation of this Deed the following terms and expressions are stipulated as having the following meanings:

2.1.1 “**Petroleum Production Licence / PPL**” means either

- (a) a petroleum production licence granted to the Licensees by the Minister pursuant to *Petroleum Act, 1940* and other enabling legislation and continued pursuant to section 2 of the Schedule to the *Petroleum Act, 2000*, or
- (b) a petroleum production licence granted to the Licensees by the Minister pursuant to the *Petroleum Act, 2000*.

2.1.2 “**Licensee**” means Alliance Petroleum Australia Pty Ltd A.B.N 60 004 559 951, Basin Oil Pty Ltd A.B.N. 36 000 628 017, Origin Energy Resources Limited A.B.N. 66 007 845 338, Bridge Oil Developments Pty Ltd A.B.N. 30 001 152 049, Delhi Petroleum Pty Ltd A.B.N. 65 007 854

686, Novus Australia Resources NL A.B.N. 75 004 761 255, Reef Oil Pty Ltd A.B.N. 70 000 646 800, Santos Limited A.B.N. 80 007 550 923, Santos (BOL) Pty Ltd A.B.N. 35 000 670 575, Santos Petroleum Pty Ltd A.B.N. 000 146 369, Vamgas Pty Ltd A.B.N. 006 245 100

- 2.1.3 **"Parties"** means the parties to this deed.
- 2.1.4 **"Greater Beckler Area Deed"** means the deed between the Parties dated 5th January 2000 in relation to PPL141 named Greater Beckler.
- 2.1.5 **"Allambi Deed"** means the deed between the Parties dated 12th June 2001 in relation to PPL169 named Allambi Extension and other PPLs 170, 174, 176, 177, 178, 179, 180, 184, 193, 195 and 199.
- 2.1.6 **"Cabernet Deed"** means the deed between the Parties dated 23rd July 1999 in relation to PPL138 named Cabernet and other PPLs 143, 145, 151, 140, 150, 153 and 148.
- 2.1.7 **"Atrides Deed"** means the deed between the Parties dated 1st May 2001 in relation to PPL171 named Atrides Extension and other PPLs 172, 173, 175, 181, 183, 185, 186, 188, 189, 190, 192, 196 and 198.
- 2.1.8 **"Original Deeds"** means the Greater Beckler Area Deed, the Allambi Deed, the Cabernet Deed and the Atrides Deed.

2.2 **Interpretation**

Subject to any contrary intention indicated by subject or context, the following rules of construction shall be used in the interpretation of this Deed.

- 2.2.1 Words denoting the singular number or plural number include the plural number and singular number respectively.
 - 2.2.2 Words denoting any gender shall include all genders.
 - 2.2.3 Headings are for convenience only and shall not affect interpretation.
 - 2.2.4 Words denoting individuals shall include corporations and vice versa.
 - 2.2.5 A reference to a recital, party, clause, schedule appendix or annexure is a reference to a recital, party, clause, schedule, appendix or annexure of this Deed.
 - 2.2.6 A reference to any Act, regulation or by-law shall be deemed to include all amendments thereto and all statutory provisions substituted hereafter.
 - 2.2.7 The use of "or" shall be that of the inclusive "or", i.e., meaning one, some or all of a number of possibilities or alternatives.
 - 2.2.8 All references to "dollars" or to "\$" are to Australian dollars.
-

3. AMENDMENT TO GREATER BECKLER AREA DEED

- 3.1 The Parties agree to amend the Greater Beckler Area Deed by deleting the words and figure “1 January 2005” where they appear in Column 4 of the Schedule and substituting in their place the words and figures “30 June 2008”.
- 3.2 The provision of this Deed will be read together with and form part of the Greater Beckler Area Deed.

4. AMENDMENT TO CABERNET DEED

- 4.1 The Parties agree to amend the Cabernet Deed by deleting the words and figures “5 years from Grant” where it appears in second, third, fifth and eighth lines of Column 4 of the Schedule to that Deed and in their place substituting the words and figures “30 June 2008”.
- 4.2 The Parties agree that PPLs 138, 150,151 and 153 referred to in the Cabernet Deed have met the special conditions referred to in the Cabernet Deed.
- 4.3 The provisions of this Deed will be read together with and form part of the Cabernet Deed.

5. AMENDMENT TO ALLAMBI DEED

- 5.1 The Parties agree to amend the Allambi Deed by deleting the words and figures “5 years from grant” where they appear in Column 4 of the Schedule to that Deed and substituting in their place the words and figures “30 June 2008”.
- 5.2 The provisions of this Deed will be read together with and form part of the Allambi Deed.

6. AMENDMENT TO ATREIDES DEED

- 6.1 The Parties agree to amend the Atreides Deed by deleting the words and figures “5 years from grant” where they appear in Column 4 of the Schedule to that Deed and substituting in their place the words and figures “30 June 2008”.
 - 6.2 The provisions of this Deed will be read together with and form part of the Atreides Deed.
-

7. **COSTS**

The Parties each bear their own legal costs and expenses incurred in respect of the negotiation, preparation and execution of this Deed. Further, the Licensee shall pay any stamp duty assessed in respect of this Deed.

8. **SUCCESSORS BOUND**

This Deed binds a party's successors, personal representatives and assigns.

9. **PROPER LAW AND JURISDICTION**

9.1 The laws in force in South Australia apply to this Deed.

9.2 The Parties agree to submit to the exclusive jurisdiction of the courts of South Australia in respect of all disputes arising under or relating to this Deed and any proceedings brought in the Federal Court must be instituted in the Adelaide Registry of the Federal Court.

10. **COUNTERPARTS**

This Deed may be executed in any number of counterparts each of which is taken to be an original. All of those counterparts taken together constitute one document.

11. **ORIGINAL DEEDS**

Except and to the extent that the Original Deeds are varied by this Deed the Original Deeds remain unchanged.

EXECUTED UNCONDITIONALLY AS A DEED

THE COMMON SEAL of the **MINISTER**

FOR MINERAL RESOURCES

DEVELOPMENT was hereunto affixed by

authority of the Minister in the presence of:



Saul Holloway

.....
Lee Bitzios

Witness

Print Name: *LEE BITZIOS*

Executed for and on behalf of **ALLIANCE PETROLEUM**

AUSTRALIA PTY LTD, BRIDGE OIL

DEVELOPMENTS PTY LTD, REEF OIL PTY

LTD, SANTOS LIMITED, SANTOS (BOL) PTY

LTD, SANTOS PETROLEUM PTY LTD and

VAMGAS PTY LTD respectively by being **SIGNED,**

SEALED AND DELVERED by its duly appointed

Attorney in the presence of:

.....
Diane Gibson

Witness

Print Name: *DIANE GIBSON*

[Signature]

THE COMMON SEAL of BASIN OIL PTY LTD)

was hereunto affixed in the presence of:)

Peter C Wasow

Director
Print Name: **PETER C WASOW**

Robert James Wishart

Secretary
Print Name: **ROBERT JAMES WISHART**



THE COMMON SEAL of ORIGIN ENERGY)

RESOURCES LTD was hereunto affixed in the presence)

of:)

Robert Jan Willink

Director
Print Name: **DIRECTOR
ROBERT JAN WILLINK**

Bruce John Atkinson

Secretary
Print Name: **Bruce John Atkinson**



EXECUTED for and on behalf of **DELHI**)

PETROLEUM PTY LTD by its duly)

authorised attorney in the presence of:)

.....
Signature of Witness

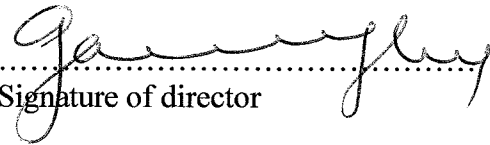
.....
Signature of Attorney

.....
Name of Witness

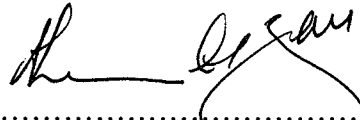
.....
Name of Attorney

DPPL

EXECUTED by **DELHI**)
PETROLEUM PTY LTD in)
Accordance with section 127(1) of the)
Corporations Act by authority of its)
Directors:)


.....
Signature of director)

G. S. FOLEY
.....
Name of director (block letters))


.....

Signature of ~~director~~/company
secretary*

*delete whichever is not applicable

K. C. BAKU
.....

Name of ~~director~~/company secretary*

*delete whichever is not applicable

THE COMMON SEAL of **NOVUS AUSTRALIA**)

RESOURCES N.L. was hereunto affixed in accordance)

its constitution in the presence of:)

[Handwritten signature]

.....
Director
Print Name: **PETER C WASOW**

[Handwritten signature]

.....
Secretary
Print Name: **ROBERT JAMES WISHART**



Petroleum Act 2000
S.115

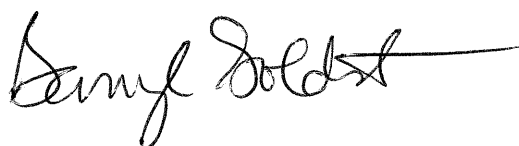
MEMORANDUM

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)

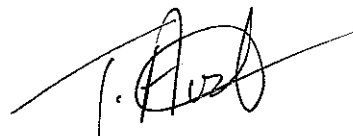
S.117(2)(b)

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;

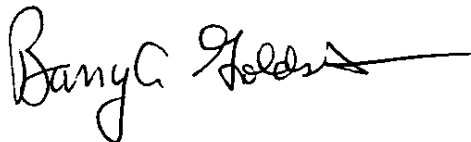
And

**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

PETROLEUM ACT 2000
Grant of Production Licences

Office of Minerals and Energy Resources, Adelaide, 29 June 2001

 NOTICE is hereby given that pursuant to delegated powers dated 25 September 2000, *Gazetted* 28 September 2000, page 2289, the undermentioned Production Licences have been granted under the provisions of the Petroleum Act 2000.

C. D. COCKSHELL, Acting Director, Petroleum Group, Delegate of the Minister for Minerals and Energy

No. of Licences	Licencees	Locality	Date Effective From
169, 170, 174, 176, 177, 178, 180, 184 and 193	Santos Ltd Delhi Petroleum Pty Ltd Origin Energy Resources Ltd Vamgas Pty Ltd Novus Australia 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 Pty Ltd	Various Fields in the Cooper Basin of South Australia	29 June 2001
182, 187, 191 and 197	Santos Ltd Delhi Petroleum Pty Ltd Origin Energy Resources Limited Vamgas Pty Ltd Novus Australia Resources NL	Various Fields in the Cooper Basin of South Australia	29 June 2001

(P)PL 169

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°16'30"S AGD66 and longitude 140°50'10"E AGD66, thence east to longitude 140°50'40"E AGD66, south to latitude 28°17'20"S AGD66, east to longitude 140°51'30"E AGD66, north to latitude 28°17'10"S AGD66, east to longitude 140°51'40"E AGD66, south to latitude 28°18'40"S AGD66, east to longitude 140°52'00"E AGD66, north to latitude 28°18'30"S AGD66, east to longitude 140°52'40"E AGD66, south to latitude 28°19'40"S AGD66, west to longitude 140°52'30"E AGD66, south to latitude 28°19'50"S AGD66, west to longitude 140°52'10"E AGD66, south to latitude 28°20'00"S AGD66, west to longitude 140°52'00"E Clarke 1858, north to latitude 28°20'00"S Clarke 1858, west to longitude 140°50'40"E AGD66, north to latitude 28°17'50"S AGD66, west to longitude 140°50'30"E AGD66, north to latitude 28°17'30"S AGD66, west to longitude 140°50'10"E AGD66 and north to the point of commencement.

 Area: 13.81 km² approximately.

(P)PL 170

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°44'20"S AGD66 and longitude 139°55'20"E AGD66, thence east to longitude 139°55'50"E AGD66, south to latitude 27°44'30"S AGD66, west to longitude 139°55'40"E AGD66, south to latitude 27°46'10"S AGD66, east to longitude 139°55'50"E AGD66, south to latitude 27°46'20"S AGD66, east to longitude 139°56'20"E AGD66, north to latitude 27°46'10"S AGD66, east to longitude 139°56'30"E AGD66, south to latitude 27°46'30"S AGD66, west to longitude 139°55'30"E AGD66, north to latitude 27°46'10"S AGD66, west to longitude 139°54'50"E AGD66, south to latitude 27°46'20"S AGD66, west to longitude 139°53'50"E AGD66, north to latitude 27°45'10"S AGD66, east to longitude 139°54'00"E AGD66, north to latitude 27°45'00"S Clarke 1858, east to longitude 139°54'10"E AGD66, north to latitude 27°44'40"S AGD66, east to longitude 139°54'20"E AGD66, north to latitude 27°44'30"S AGD66, east to longitude 139°55'20"E AGD66 and north to the point of commencement.

 Area: 10.11 km² approximately.

(P)PL 174

Description of Field

All that part of the State of South Australia, bounded as follows: Commencing at a point being the intersection of latitude 27°39'30"S AGD66 and longitude 140°15'00"E AGD66, thence east to longitude 140°17'00"E AGD66, south to latitude 27°41'00"S AGD66, west to longitude 140°16'00"E Clarke 1858, south to latitude 27°41'40"S AGD66, west to longitude 140°13'20"E AGD66, north to latitude 27°40'50"S AGD66, east to longitude 140°13'40"E AGD66, north to latitude 27°40'40"S AGD66, east to longitude 140°14'00"E AGD66, north to latitude 27°40'30"S AGD66, east to longitude 140°14'10"E AGD66, north to latitude 27°40'10"S AGD66, east to longitude 140°14'30"E AGD66, north to latitude 27°40'00"S AGD66, east to longitude 140°15'00"E AGD66 and north to the point of commencement.

 Area: 13.28 km² approximately.

(P)PL 176

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°32'20"S AGD66 and longitude 139°43'00"E AGD66, thence east to longitude 139°43'20"E AGD66, south to latitude 27°32'30"S AGD66, east to longitude 139°43'40"E AGD66, south to latitude 27°32'50"S AGD66, east to longitude 139°44'10"E AGD66, south to latitude 27°33'00"S AGD66, east to longitude 139°44'20"E AGD66, south to latitude 27°33'40"S AGD66, west to longitude 139°44'10"E AGD66, south to latitude 27°33'50"S AGD66, west to longitude 139°43'50"E AGD66, south to latitude 27°34'00"S AGD66, west to longitude 139°42'40"E AGD66, north to latitude 27°33'50"S AGD66, west to longitude 139°42'10"E AGD66, north to latitude 27°33'00"S AGD66, east to longitude 139°42'20"E AGD66, north to latitude 27°32'50"S AGD66, east to longitude 139°42'30"E AGD66, north to latitude 27°32'40"S AGD66, east to longitude 139°42'40"E AGD66, north to latitude 27°32'30"S AGD66, east to longitude 139°43'00"E AGD66, and north to the point of commencement.

 Area: 8.16 km² approximately.

(P)PL 177

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°25'10"S AGD66 and longitude 139°44'10"E AGD66, thence east to longitude 139°45'00"E AGD66, south to latitude 27°26'00"S AGD66, west to longitude 139°44'50"E AGD66, south to latitude 27°26'20"S AGD66, east to longitude 139°45'10"E AGD66, south to latitude 27°27'00"S AGD66, west to longitude 139°44'50"E AGD66, south to latitude 27°27'20"S AGD66, west to longitude 139°44'20"E AGD66, south to latitude 27°27'30"S AGD66, west to longitude 139°42'50"E AGD66, north to latitude 27°27'10"S AGD66, west to longitude 139°42'40"E AGD66, north to latitude 27°26'20"S AGD66, east to longitude 139°42'50"E AGD66, north to latitude 27°26'10"S AGD66, east to longitude 139°43'40"E AGD66, north to latitude 27°26'00"S AGD66, east to longitude 139°43'50"E AGD66, north to latitude 27°25'50"S AGD66, east to longitude 139°44'00"E AGD66, north to latitude 27°25'30"S AGD66, east to longitude 139°44'10"E AGD66, and north to the point of commencement.

Area: 11.98 km² approximately.

(P)PL 178

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°52'00"S AGD66 and longitude 140°05'50"E AGD66, thence east to longitude 140°06'00"E AGD66, south to latitude 27°54'10"S AGD66, west to longitude 140°05'00"E AGD66, north to latitude 27°54'00"S AGD66, west to longitude 140°03'30"E AGD66, north to latitude 27°53'40"S AGD66, east to longitude 140°03'40"E AGD66, north to latitude 27°53'30"S AGD66, east to longitude 140°04'00"E AGD66, north to latitude 27°53'20"S AGD66, east to longitude 140°04'10"E AGD66, north to latitude 27°53'10"S AGD66, east to longitude 140°04'20"E AGD66, north to latitude 27°53'00"S AGD66, east to longitude 140°04'30"E AGD66, north to latitude 27°52'50"S AGD66, east to longitude 140°04'40"E AGD66, north to latitude 27°52'40"S AGD66, east to longitude 140°05'50"E AGD66 and north to the point of commencement.

Area: 8.80 km² approximately.

(P)PL 180

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°44'00"S Clarke 1858 and longitude 140°05'35"E AGD66, thence east to longitude 140°07'00"E Clarke 1858, south to latitude 27°45'00"S Clarke 1858, west to longitude 140°05'35"E AGD66 and north to the point of commencement.

Area: 3.89 km² approximately.

(P)PL 182

Description of Area

All that part of the State of South Australia bounded as follows: Commencing at a point being the intersection of latitude 26°48'30"S AGD66 and longitude 140°50'25"E AGD66, thence east to longitude 140°50'55"E AGD66, south to latitude 26°48'40"S AGD66, east to longitude 140°51'05"E AGD66, south to latitude 26°49'20"S AGD66, east to longitude 140°51'10"E AGD66, south to latitude 26°49'30"S AGD66, west to longitude 140°51'05"E AGD66, south to latitude 26°49'40"S AGD66, west to longitude 140°50'25"E AGD66, north to latitude 26°49'30"S AGD66, west to longitude 140°50'15"E AGD66, north to latitude 26°48'40"S AGD66, east to longitude 140°50'25"E AGD66, and north to the point of commencement.

Area: 2.76 km² approximately.

(P)PL 184

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°21'55"S AGD66 and longitude 140°31'40"E AGD66, thence east to longitude 140°32'05"E AGD66, south to latitude 28°22'15"S AGD66, west to longitude 140°32'00"E AGD66, south to latitude 28°22'20"S AGD66, west to longitude 140°31'45"E AGD66, south to latitude 28°22'25"S AGD66, west to longitude 140°31'40"E AGD66, south to latitude 28°22'35"S AGD66, west to longitude 140°31'30"E AGD66, south to latitude 28°23'00"S AGD66, west to longitude 140°31'25"E AGD66, south to latitude 28°23'10"S AGD66, west to longitude 140°31'15"E AGD66, south to latitude 28°23'25"S AGD66, west to longitude 140°30'50"E AGD66, north to latitude 28°23'05"S AGD66, east to longitude 140°30'55"E AGD66, north to latitude 28°22'45"S AGD66, east to longitude 140°31'00"E AGD66, north to latitude 28°22'40"S AGD66, east to longitude 140°31'05"E AGD66, north to latitude 28°22'35"S AGD66, east to longitude 140°31'10"E AGD66, north to latitude 28°22'25"S AGD66, east to longitude 140°31'25"E AGD66, north to latitude 28°22'15"S AGD66, east to longitude 140°31'30"E AGD66, north to latitude 28°22'10"S AGD66, east to longitude 140°31'35"E AGD66, north to latitude 28°22'00"S AGD66, east to longitude 140°31'40"E AGD66, and north to the point of commencement.

Area: 2.27 km² approximately.

(P)PL 187

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°20'00"S AGD66 and longitude 140°23'10"E AGD66, thence east to longitude 140°24'50"E AGD66, south to latitude 27°21'30"S AGD66, west to longitude 140°24'40"E AGD66, south to latitude 27°21'50"S AGD66, west to longitude 140°24'30"E AGD66, south to latitude 27°22'10"S AGD66, west to longitude 140°24'10"E AGD66, south to latitude 27°22'30"S AGD66, west to longitude 140°22'10"E AGD66, north to latitude 27°21'20"S AGD66, east to longitude 140°22'20"E AGD66, north to latitude 27°21'00"S AGD66, east to longitude 140°22'40"E AGD66, north to latitude 27°20'30"S AGD66, east to longitude 140°22'50"E AGD66, north to latitude 27°20'20"S AGD66, east to longitude 140°23'10"E AGD66, and north to the point of commencement.

Area: 16.82 km² approximately.

(P)PL 191

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°13'30"S AGD66 and longitude 140°35'10"E AGD66, thence east to longitude 140°37'00"E AGD66, south to latitude 27°14'20"S AGD66, west to longitude 140°36'40"E AGD66, south to latitude 27°14'30"S AGD66, west to longitude 140°36'10"E AGD66, south to latitude 27°14'50"S AGD66, west to longitude 140°35'50"E AGD66, south to latitude 27°15'00"S AGD66, west to longitude 140°35'40"E AGD66, south to latitude 27°15'10"S AGD66, west to longitude 140°35'30"E AGD66, south to latitude 27°15'30"S AGD66, west to longitude 140°35'20"E AGD66, south to latitude 27°15'40"S AGD66, west to longitude 140°34'20"E AGD66, north to latitude 27°14'50"S AGD66, east to longitude 140°34'30"E AGD66, north to latitude 27°14'30"S AGD66, east to longitude 140°35'00"E AGD66, north to latitude 27°14'20"S AGD66, east to longitude 140°35'10"E AGD66, and north to the point of commencement.

Area: 10.36 km² approximately.

(P)PL 193

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°34'10"S AGD66 and longitude 140°03'00"E Clarke 1858, thence east to longitude 140°04'20"E AGD66, north to latitude 27°34'00"S AGD66, east to longitude 140°04'30"E AGD66, north to latitude 27°33'50"S AGD66, east to longitude 140°06'00"E Clarke 1858, south to latitude 27°34'20"S AGD66, west to longitude 140°05'40"E AGD66, south to latitude 27°34'30"S AGD66, west to longitude 140°05'20"E AGD66, south to latitude 27°34'40"S AGD66, west to longitude 140°04'50"E AGD66, south to latitude 27°34'50"S AGD66, west to longitude 140°04'20"E AGD66, south to latitude 27°35'00"S AGD66, west to longitude 140°04'10"E AGD66, south to latitude 27°35'10"S AGD66, west to longitude 140°03'50"E AGD66, south to latitude 27°35'30"S AGD66, west to longitude 140°03'40"E AGD66, south to latitude 27°35'40"S AGD66, west to longitude 140°03'30"E AGD66, south to latitude 27°35'50"S AGD66, west to longitude 140°03'20"E AGD66, south to latitude 27°36'00"S AGD66, west to longitude 140°03'10"E AGD66, south to latitude 27°36'10"S AGD66, west to longitude 140°03'00"E Clarke 1858 and north to the point of commencement.

Area: 10.15 km² approximately.

(P)PL 197

Description of Area

Commencing at a point being the intersection of latitude 27°37'00"S AGD66 and longitude 140°15'00"E Clarke 1858, thence east to longitude 140°16'00"E Clarke 1858, south to latitude 27°38'00"S Clarke 1858, west to longitude 140°15'00"E Clarke 1858 and north to the point of commencement.

Area: 3.03 km² approximately.

GRANT OF FIRST RENEWAL OF (P) EXPLORATION LICENCE

Office of Minerals and Energy Resources, Adelaide, 29 June 2001

NOTICE is hereby given that pursuant to delegated powers dated 25 September 2000, *Gazetted* 28 September 2000, page 2289, the undermentioned (P) Exploration Licence has been renewed under the provisions of the Petroleum Act 2000.

C. D. COCKSHELL, Acting Director, Petroleum Group, Office of Minerals and Energy Resources, Delegate of the Minister for Minerals and Energy

No. of Licence	Licencees	Locality	Date of Expiry	Area in km ²	Reference
66	Origin Energy Resources Ltd Beach Petroleum NL	Orway Basin of South Australia	17 June 2006	376	SR.27.2.138

Description of Area

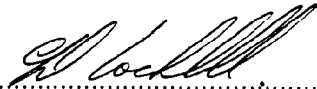
All that part of the State of South Australia, bounded as follows: Commencing at a point being the intersection of latitude 37°10'S AGD66 and longitude 140°15'E AGD66, thence east to longitude 140°20'E AGD66, south to latitude 37°15'S AGD66, east to longitude 140°30'E AGD66, south to latitude 37°20'S AGD66, east to longitude 140°32'30"E AGD66, south to latitude 37°25'S AGD66, west to longitude 140°30'E AGD66, south to latitude 37°27'30"S AGD66, east to longitude 140°32'30"E AGD66, south to latitude 37°30'S GDA94, west to longitude 140°22'30"E AGD66, north to latitude 37°25'S AGD66, east to longitude 140°27'30"E AGD66, north to latitude 37°17'30"S AGD66, west to longitude 140°15'E AGD66, and north to the point of commencement.

MEMORANDUM

PRODUCTION LICENCE NO. 177

1. This licence granted on *29 JUNE 2001* 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
• Origin Energy Resources Limited	13.19
• Vamgas Pty Ltd	8.51
• Novus Australia 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



.....
C D Cockshell
ACTING DIRECTOR PETROLEUM
Delegate of the Minister for Minerals
and Energy

**SOUTH AUSTRALIA
PETROLEUM ACT 2000**

DEPARTMENT OF STATE TAXATION

and

S.A. STAMP DUTY

DOCUMENT 1 OF 10

SALES TAX EXEMPT ORIGINALLY

TEMPORARILY DEFERRABLE

COOPER BASIN (RATIFICATION) ACT 1975

PRODUCTION LICENCE NO. 177

I, **ROBERT ANTHONY LAWS**, Director Petroleum, Office of 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* and the *Cooper Basin (Ratification) Act 1975* and all other enabling powers for and on behalf of Wayne Anthony Matthew, Minister for Minerals and Energy (Minister) pursuant to delegation dated 25 September 2000 (refer Government Gazette dated 28 September 2000) **HEREBY GRANT JOINTLY TO :-**

- **SANTOS LIMITED**, ABN 80 007 550 923 of Level 29, 91 King William Street, Adelaide, South Australia,
- **DELHI PETROLEUM PTY LTD**, ABN 65 007 854 686 of 12 Riverside Quay, Southbank, Victoria,
- **ORIGIN ENERGY RESOURCES LIMITED**, ABN 66 007 845 338 of Level 12, 1 King William Street, Adelaide, South Australia.
- **VAMGAS PTY LTD**, ABN 76 006 245 110 of Level 29, 91 King William Street, Adelaide, South Australia,
- **NOVUS AUSTRALIA RESOURCES NO LIABILITY**, ABN 75 004 761 255 of Level 9, 321 Kent Street, Sydney, New South Wales,
- **ALLIANCE PETROLEUM AUSTRALIA PTY LTD**, ABN 60 004 559 951 of Level 29, 91 King William Street, Adelaide, SA,
- **REEF OIL PTY LTD**, ABN 70 000 646 800 of Level 29, 91 King William Street, Adelaide, SA,
- **SANTOS PETROLEUM PTY LTD**, ABN 95 000 146 369 of Level 29, 91 King William Street, Adelaide, SA,
- **BRIDGE OIL DEVELOPMENTS PTY LTD**, ABN 30 001 152 049 of Level 29, 91 King William Street, Adelaide, SA,
- **SANTOS (BOL) PTY LTD**, ABN 35 000 670 575 of Level 29, 91 King William Street, Adelaide, SA, 5000
- **BASIN OIL PTY LTD**, ABN 36 000 628 017 of Level 29, St Martins Tower, 44 St Georges Terrace, Perth, WA 6000

(herein after referred to as the '**Licensees**') a Production Licence, in relation to all regulated resources except a source of geothermal energy and in respect of the area described below and subject to the conditions set out below, to have effect from the 29th day of June 2001.

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°25'10"S AGD66 and longitude 139°44'10"E AGD66, thence east to longitude 139°45'00"E AGD66, south to latitude 27°26'00"S AGD66, west to longitude 139°44'50"E AGD66, south to latitude 27°26'20"S AGD66, east to longitude 139°45'10"E AGD66, south to latitude 27°27'00"S AGD66, west to longitude 139°44'50"E AGD66, south to latitude 27°27'20"S AGD66, west to longitude 139°44'20"E AGD66, south to latitude 27°27'30"S AGD66, west to longitude 139°42'50"E AGD66, north to latitude 27°27'10"S AGD66, west to longitude 139°42'40"E AGD66, north to latitude 27°26'20"S AGD66, east to longitude 139°42'50"E AGD66, north to latitude 27°26'10"S AGD66, east to longitude 139°43'40"E AGD66, north to latitude 27°26'00"S AGD66, east to longitude 139°43'50"E AGD66, north to latitude 27°25'50"S AGD66, east to longitude 139°44'00"E AGD66, north to latitude 27°25'30"S AGD66, east to longitude 139°44'10"E AGD66, and north to the point of commencement.

AREA: **11.98** square kilometres approximately.

TERMS AND CONDITIONS

By agreement between the Minister and the Producers pursuant to Section 9 of the *Cooper Basin (Ratification) Act, 1975* and Clause 6(1) of the Indenture scheduled thereto, and pursuant to the provisions of the *Petroleum Act 2000* the following terms and conditions apply to this Licence:-

1. Payment of Fees and Royalty

The Licensees hereby covenant with the Minister that they will make payment of the annual fee and royalty provided under the *Petroleum Act 2000* and will be subject to the provisions of the *Cooper Basin (Ratification) Act 1975* comply with the provisions of the *Petroleum Act 2000* and with all Regulations for the time being in force under that Act and with any directions given by the Minister or any other person pursuant to that Act or the said Regulations.

2. Sublicensing

The Minister hereby gives and records his consent to the grant by the Licensees of one or more 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.

3. Joint interests

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%)
Origin Energy	Thirteen point one nine percent	(13.19%)
Vamgas	Eight point five one percent	(8.51%)
Novus	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 2000*) 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 16th 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.

4. The Licensees shall comply with its obligations under the Deed dated *12 June 2001* between the Minister for Minerals and Energy and Santos Limited, Delhi Petroleum Pty Ltd, Origin Energy Resources Limited, Vamgas Pty Ltd, Novus Australia Resources NL, Alliance Petroleum Australia Pty Ltd, Reef Oil Pty Ltd, Santos Petroleum Pty Ltd, Bridge Oil Developments Pty Ltd, Santos (BOL) Pty Ltd, and Basin Oil Pty Ltd.

SIGNED by the **DIRECTOR PETROLEUM, DEPARTMENT OF PRIMARY INDUSTRIES AND RESOURCES** at Adelaide

this *29th* day of *June* 2001



C.D. Cockshell, Acting Director Petroleum
 for Robert Anthony Laws
Director Petroleum
Office of Minerals and Energy Resources
Department of Primary Industries and Resources
Delegate of the Minister for Minerals and Energy

SIGNED, SEALED AND DELIVERED)
by the said **LICENSEES** at Arborea)
this 26th day of June 2001)

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:)

John

Marie-Anne Rustichelli
.....
(Witness)

EXECUTED for and on behalf of)
DELHI PETROLEUM PTY LTD)
by its duly authorised attorney)
in the presence of:)

Marie-Anne Rustichelli
.....
Signature of Witness

Peter Dinnick
.....
Signature of Attorney

Marie-Anne Rustichelli
.....
Name of Witness

Peter Dinnick
.....
Name of Attorney

THE COMMON SEAL of ORIGIN ENERGY RESOURCES LIMITED was hereunto affixed in the presence of:

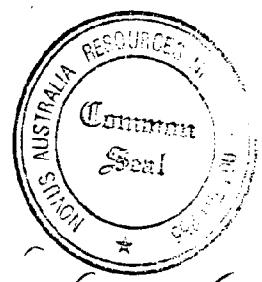
.....
(Director)

J. J. Rodda
.....
(Secretary)

Signed for and on behalf of **ORIGIN ENERGY RESOURCES LIMITED** by John Stephen Rodda, its Attorney pursuant to Power of Attorney dated 5 March 2001, the Attorney declares that the Attorney has not received any notice of revocation of such Power of Attorney, in the presence of:

Dave
.....
Witness

THE COMMON SEAL of NOVUS AUSTRALIA RESOURCES NL was hereunto affixed in the presence of:



[Signature]
.....
(Director)

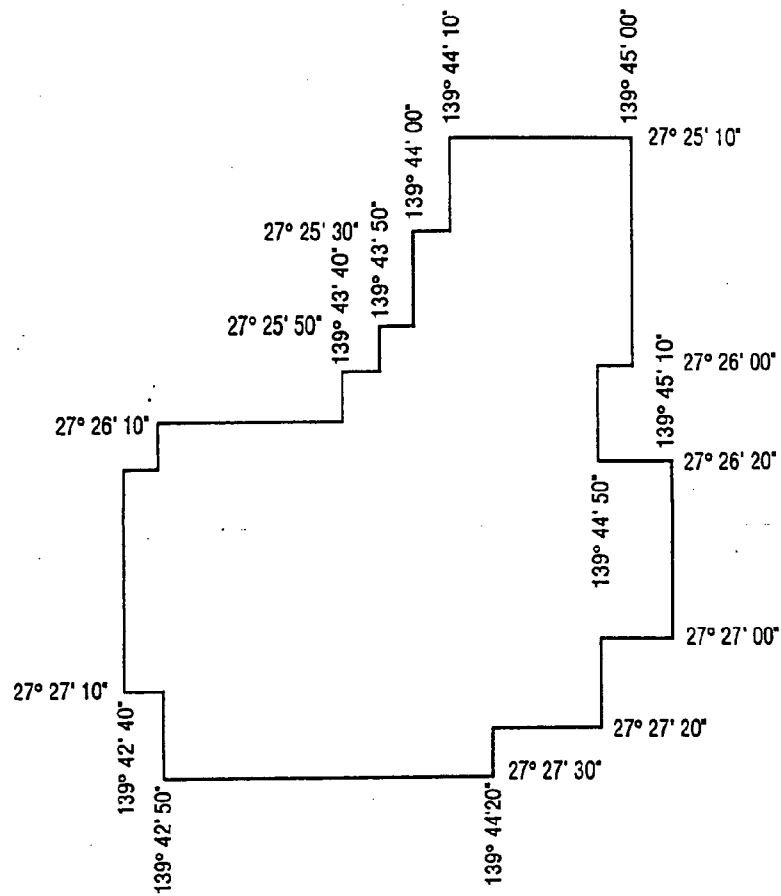
[Signature]
.....
(Secretary)

THE COMMON SEAL of BASIN OIL PTY LTD was hereunto affixed in the presence of:

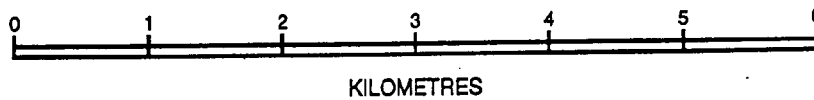


S. Weber
.....
(Director) **Stefan Weber**
Finance Director

[Signature]
.....
(Secretary)



SCALE 1 : 50 000



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)

CHARO FIELD

PRODUCTION LICENCE NO. 177

THE SCHEDULE HEREINBEFORE REFERRED TO

THIS DEED OF SUB-LICENCE made the day of 20

BETWEEN:

ALLIANCE PETROLEUM AUSTRALIA PTY. LTD. A.B.N 60 004 559 951 whose registered office is situated at Level 29, Santos House, 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 PTY LTD ABN 36 000 628 017 whose registered office is situated at Level 29, St Martins Tower, 44 St Georges Terrace, Perth in the State of Western Australia (hereinafter sometimes called '**Basin**' which expression where the context requires or permits shall include its successors and assigns);

AND

ORIGIN ENERGY RESOURCES LIMITED ABN 66 007 845 338 whose registered office is situated at Level 12, 1 King William Street, Adelaide in the State of South Australia (hereinafter sometimes called '**Origin**' which expression where the context requires or permits shall include its successors and assigns);

AND

BRIDGE OIL DEVELOPMENTS PTY LIMITED ABN 30 001 152 049 whose registered office is situated at Level 29, Santos House, 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 ABN 66 007 854 686 whose registered office is situated at 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

NOVUS (AUST) RESOURCES NL ABN 75 004 761 255 whose registered office is situated at Level 9, 321 Kent Street, Sydney in the State of New South Wales (hereinafter sometimes called '**Novus**' which expression where the context requires or permits shall include its successors and assigns);

AND

REEF OIL PTY LTD ABN 70 006 646 800 whose registered office is situated at Level 29, Santos House, 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 ABN 80 007 550 923 whose registered office is situated at Level 29, Santos House, 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 ABN 35 000 670 575 whose registered office is situated at Level 29, Santos House, 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 ABN 95 000 146 369 whose registered office is situated at Level 29, Santos House, 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 ABN 76 006 245 110 whose registered office is situated at Level 29, Santos House, 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 Production Licence No. [DATE OF LICENCE] granted by the Minister for Primary Industries and Resources of the State of South Australia pursuant to the powers in the *Petroleum Act 2000* and the *Cooper Basin (Ratification) Act 1975* over certain land in the State of South Australia as more particularly described in the said 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 Production Licence No. [] as the same is more particularly described in the Schedule hereto.
- C. The Licensors with the consent of the Minister for Primary Industries and Resources 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 immediately following hereof upon the conditions specified in Clauses 2, 3, 4 and 5 immediately following hereof.

NOW THIS DEED WITNESSETH AS FOLLOWS:-

1. The Licensors with the consent of the Minister for Primary Industries and Resources of the State of South Australia hereby grant to each of the Licensees severally the exclusive rights commencing and inclusive of 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 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 Production Licence No. [] all such facilities as the Licensors are entitled to construct and maintain thereon pursuant to Section 34 of the *Petroleum Act 2000* 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 2000* and will subject as aforesaid comply with the provisions of the *Petroleum Act 2000* and with all Regulations for the time being in force under that Act and with any directions given by the Minister for Primary Industries and Resources 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 Production Licence No. [.....] or of the provisions of the said *Petroleum Act 2000* or of any regulation for the time being in force under that Act or with any direction given by the Minister for Primary Industries and Resources 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 to perform the covenants and obligations on the part of the Licensors contained in the said Production Licence No. [].

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 113 of the said *Petroleum Act 2000* and Clause 14.2 of the Indenture as defined in the *Cooper Basin (Ratification) Act 1975*.

IN WITNESS WHEREOF the Parties hereto sign seal and deliver the foregoing presents and have hereunto set their respective hands and seals as of the day and year first above written.

Executed on behalf of)
ALLIANCE PETROLEUM AUSTRALIA)
PTY LTD, BRIDGE OIL DEVELOPMENTS)
PTY LTD, REEF OIL PTY LTD, SANTOS)
LIMITED, SANTOS (BOL) 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 effecting such appointment, in the)
presence of:)

.....
Witness

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

.....
Director

.....
Secretary

THE COMMON SEAL of)
ORIGIN ENERGY RESOURCES LTD was)
hereunto affixed in the presence of:)

.....
Director

.....
Secretary

EXECUTED for and on behalf of)
DELHI PETROLEUM PTY LTD)
by its duly authorised attorney)
in the presence of:)

.....
Signature of Witness

.....
Signature of Attorney

.....
Name of Witness

.....
Name of Attorney

THE COMMON SEAL of)
NOVUS AUSTRALIA RESOURCES NL was hereunto)
affixed in the presence of)

.....
Director

.....
Secretary

SCHEDULE

PRODUCTION LICENCE NO. ...

DESCRIPTION OF AREA

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

AREA: square kilometres approximately.

DATED twelfth DAY OF June 2001

DEED

BETWEEN

MINISTER FOR MINERALS AND ENERGY
("MINISTER")

AND

ALLIANCE PETROLEUM AUSTRALIA PTY LTD
A.B.N. 60 004 559 951

BASIN OIL PTY LTD
A.B.N. 36 000 628 017

ORIGIN ENERGY RESOURCES LIMITED
A.B.N. 66 007 845 338

BRIDGE OIL DEVELOPMENTS PTY LTD
A.B.N. 30 001 152 049

DELHI PETROLEUM PTY LTD
A.B.N. 65 007 854 686

NOVUS AUSTRALIA RESOURCES NL
A.B.N. 75 004 761 255

REEF OIL PTY LTD
A.B.N. 70 000 646 800

SANTOS LIMITED
A.B.N. 80 007 550 923

SANTOS (BOL) PTY LTD
A.B.N. 35 000 ~~146~~ 575
670

SANTOS PETROLEUM PTY LTD
A.B.N. 95 000 146 369

VAMGAS PTY LTD
A.B.N. 76 006 245 110
("LICENCEES")

THIS DEED is dated the *twelfth* day of *June* 2001

BETWEEN:

MINISTER FOR MINERALS AND ENERGY a body corporate pursuant to the Administrative Arrangements Act, 1994 (SA) and whose office is situated at 12th Floor, 211 Victoria Square, Adelaide, 5000 in the State of South Australia ("**Minister**")

AND

STAMP DUTY PAID 810.00
ORIGINAL SIGNED (Copy 1 of 1)
2001/001 12:52:12 00459317-1
DEED

ALLIANCE PETROLEUM AUSTRALIA PTY LTD A.B.N. 60 004 559 951 of Level 29, 91 King William Street, Adelaide, South Australia, **BASIN OIL PTY LTD** A.B.N. 36 000 628 017 of c/- OMV Australia Pty Ltd, Level 29 St Martins Tower, 44 St Georges Terrace, Perth, Western Australia, **ORIGIN ENERGY RESOURCES LIMITED** A.B.N. ⁶⁶007 845 338 of Level 6, 1 King William Street, Adelaide, South Australia, **BRIDGE OIL DEVELOPMENTS PTY LTD** A.B.N. ³⁰001 152 049 of Level 29, 91 King William Street, Adelaide, South Australia, **DELHI PETROLEUM PTY LTD** A.B.N. 65 007 854 686 of c/- ~~Esso Australia Ltd.~~ Esso House, 12 Riverside Quay, Southbank, Victoria, **NOVUS AUSTRALIA RESOURCES NL** A.B.N. 75 004 761 255 of Level 19, 321 Kent Street, Sydney, New South Wales, **REEF OIL PTY LTD** A.B.N. 70 000 646 800 of Level 29, 91 King William Street, Adelaide, South Australia, **SANTOS LIMITED** A.B.N. 80 007 550 923 of Level 29, 91 King William Street, Adelaide, South Australia, **SANTOS (BOL) PTY LTD** A.B.N. 35 000 670 575 of Level 29, 91 King William Street, Adelaide, South Australia, **SANTOS PETROLEUM PTY LTD** A.B.N. ⁹⁵000 146 369 of Level 29, 91 King William Street, Adelaide, South Australia, **VAMGAS PTY LTD** A.B.N. ⁷⁶006 245 ¹¹⁰400 of Level 29, 91 King William Street, Adelaide, South Australia ("**Licensees**").

OPERATIVE PROVISIONS

1. Pursuant to the Minister's offers to grant the production licences identified in the attached schedule (each a "Licence") to the Licensees, the Licensees hereby agree and undertake to:

- 1.1 make application to the Minister to surrender such part (if any) of each licensed area ("Surrendered Areas") on or before the date specified for each Licence in the fourth column of the schedule so that the remaining area of each Licence is no greater than the combined total of:
 - (a) the area under which proved and probable reserves of petroleum occur including areas under which proved and probable reserves of petroleum can be demonstrated to have occurred prior to the initiation of production from the field; and
 - (b) surrounding land identified by the Licensees equal in size to the area mentioned in 1.1(a);
- 1.2 surrender the least number of separate areas where technically appropriate and with regard to good petroleum field practice and defined by parallels of latitude and meridians of longitude expressed in the Geocentric Datum of Australia (GDA), 1994.
2. The Parties (which in this Deed shall mean the Minister and each of the Licensees) agree that the Licensees will have no right to retain title over the Surrendered Areas as a retention licence under any legislation which allows for such licences.
3. If the Minister following a technical review with the Licensees forms the view that the area or areas identified by the Licensees under 1.1(a) is or are not technically justified having regard to the matters referred to at 3.1 and 3.2, the Parties agree to appoint a suitably qualified expert (whose decision shall be final and binding), the costs of whom shall be borne equally between the Minister on the one hand and the Licensees on the other, to determine such area or areas. In the event the Parties fail to agree on the appointment of a suitably qualified expert, the expert shall be appointed by the President of the Society of Petroleum Engineers or his or her nominee. The expert shall, in making his determination, have regard to:
 - 3.1 the 1997 SPE/WPC Reserve Definitions; and

- 3.2 PIRSA's "Department of Mines and Energy, South Australia Report Book 91/96".
- 4. This Deed may not be amended or varied except by the written agreement of all Parties.
- 5. This Deed may be executed in any number of counterparts each of which is taken to be an original. All of those counterparts taken together constitute one instrument.
- 6. This Deed shall be governed and construed in all respects in accordance with the laws of South Australia and the Parties agree to submit to the exclusive jurisdiction of the courts of South Australia in respect of all disputes arising under or relating to this Deed.

EXECUTED AS A DEED

THE COMMON SEAL of the **MINISTER FOR MINERALS AND ENERGY** was hereunto affixed in the presence of:



Wayne Anthony Matthew

The Honourable Wayne Anthony Matthew MP
Minister for Minerals and Energy

Paice Hayward

Witness
Print Name: PAICE HAYWARD

SIGNED, SEALED AND DELIVERED by the said)
LICENSEES at Adelaide)
this 1st day of June 2001)

Executed on behalf of ALLIANCE PETROLEUM AUSTRALIA PTY LTD, BRIDGE OIL DEVELOPMENTS PTY LTD, REEF OIL PTY LTD, SANTOS LIMITED, SANTOS (BOL) 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 effecting such appointment, in the Presence of:

[Handwritten signature]

.....
Witness
Print Name: JAN MILLER

THE COMMON SEAL of the BASIN OIL PTY LTD was hereunto affixed in the presence of:



.....
Director Graham Dwyer
Print Name:

.....
Secretary Michael Flanagan
Print Name: Michael Flanagan
Commercial Manager

THE COMMON SEAL of the ORIGIN ENERGY RESOURCES LTD was hereunto affixed in the presence of:

.....
Director
Print Name:

.....
Secretary John Rodda
Print Name: John Rodda

Signed for and on behalf of ORIGIN ENERGY RESOURCES LIMITED by John Stephen Rodda, its Attorney pursuant to Power of Attorney dated 5 March 2001, the Attorney declares that the Attorney has not received any notice of revocation of such Power of Attorney, in the presence of:

.....
Witness T. Danese

EXECUTED for and on behalf of DELHI
PETROLEUM PTY LTD by its duly
authorised attorney in the presence of:

[Handwritten Signature]
.....
Signature of Witness

Marie-Anne Rustichefi

.....
Name of Witness

[Handwritten Signature]
.....

Signature of Attorney

IAN WILLIAM ANGUS

.....
Name of Attorney

THE COMMON SEAL of NOVUS AUSTRALIA
RESOURCES N.L. was hereunto affixed in accordance with its
constitution in the presence of:

[Handwritten Signature]
.....
Director
Print Name: ROBERT C. WILLIAMS

[Handwritten Signature]
.....
Secretary Director
Print Name: M. SANDY



THE SCHEDULE

PL NUMBER	PL NAME	AREA OF LICENCE (Km ²)	DATE
COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4
169	Allambi (extn)	13.81	5 years from grant
170	Andree/Leleptian/Reglet	10.11	5 years from grant
174	Cactus/Deparanie	13.28	5 years from grant
176	Callabonna	8.16	5 years from grant
177	Charo	11.98	5 years from grant
178	Davren North	8.8	5 years from grant
179	Fortanna	6.07	5 years from grant
180	Gooranie (East)	3.89	5 years from grant
184	Kerinna	2.27	5 years from grant
193	Quartpot	10.15	5 years from grant
195	Scrubby Creek	7.57	5 years from grant
199	Wooloo	12.75	5 years from grant

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