

7. 10 December 1999 Certificate of Registration on Change of Name dated 6 October 1999:
From: Gulf (Aust) Resources NL
To: Novus Australia Resources NL
8. 10 December 1999 Memorandum entering change of company name on the Public Register.
9. 13 March 2000 Certificate of Registration on Change of Name dated 24 February 2000:
From: Boral Energy Resources
To: Origin Energy Resources Ltd
10. 13 March 2000 Memorandum entering change of company name on the Public Register.
11. 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
12. 15 October 2002 Memorandum entering change of company name on the Public Register.
13. 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.
14. 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
15. 23 November 2005 Notation of discharge of security and receipt of replacement security is entered on the public register.
16. 13 January 2006 Certificate of Registration on Change of Name dated 29 June 2005:
From: Novus Australia Resources NL
To: Santos (NARNL Cooper) NL
17. 13 January 2006 Memorandum entering change of company name on the Public Register.
18. 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.
19. 9 May 2006 Memorandum entering change of company name on the Public Register

20. 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
21. 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
22. 5 November 2015 Memorandum entering notation of the grant of adjunct Associated Activities Licence AAL 233 on the public register.
23. 20 January 2017 Memorandum entering notation of extension of time of the offer to renew licence to 3 February 2017 on the public register.
24. 25 January 2017 Renewal of licence.
- Interests in this licence are:
- | | |
|--------------------------------------|--------|
| Santos Limited | 40.70% |
| Delhi Petroleum Pty Ltd | 20.21% |
| Origin Energy Resources Limited | 13.19% |
| Vamgas Pty Ltd | 8.51% |
| Santos (NARNL Cooper) Pty Ltd | 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% |
- PPL 74 is now due to expire on 31 December 2036.
25. 25 January 2017 Memorandum entering renewal of licence with effect from 1 January 2016 on the public register.
26. 9 August 2017 Certificate of Registration on Change of Company Name dated 29 June 2017.
- From: Origin Energy Resources Limited
To: Lattice Energy Limited
27. 9 August 2017 Memorandum entering notation of change of company name on the public register.

28. 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
29. 22 January 2020 Certificate of Registration on Change of Name dated 2 December 2019.
- From: Lattice Energy Limited
To: Beach Energy (Operations) Limited
30. 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

**RENEWAL OF
PETROLEUM PRODUCTION LICENCES
PPLs 73 and 74**

1. Renewal of these licences effective from 1 January 2016 is hereby entered on the public register.
2. Interests in the licences are:

Santos Limited	40.70%
Delhi Petroleum Pty Ltd	20.21%
Origin Energy Resources Limited	13.19%
Vamgas Pty Ltd	8.51%
Santos (NARNL Cooper) Pty Ltd	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%



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

Date: 25 January 2017

File: 28/1/193
28/1/198

Petroleum and Geothermal Energy Act 2000
Cooper Basin (Ratification) Act 1975

RENEWAL OF
PETROLEUM PRODUCTION LICENCE
PPL 74

I, BARRY ALAN GOLDSTEIN, Executive Director, Energy Resources Division, Department of State Development, in the State of South Australia, pursuant to the provisions of the *Petroleum and Geothermal Energy Act 2000*, the *Cooper Basin (Ratification) Act 1975* and all other enabling powers for and on behalf of Tom Koutsantonis, Minister for Mineral Resources and Energy (Minister), pursuant to delegated powers, dated 21 March 2012, hereby renew Petroleum Production Licence PPL 74, held by:

Santos Limited	ACN 007 550 923
Vamgas Pty Ltd	ACN 006 245 110
Alliance Petroleum Australia Pty Ltd	ACN 004 559 951
Reef Oil Pty Ltd	ACN 000 646 800
Santos Petroleum Pty Ltd	ACN 000 146 369
Bridge Oil Developments Pty Ltd	ACN 001 152 049
Santos (BOL) Pty Ltd	ACN 000 670 575
Delhi Petroleum Pty Ltd	ACN 007 854 686
Origin Energy Resources Limited	ACN 007 845 338
Basin Oil Pty Ltd	ACN 000 628 017
Santos (NARNL Cooper) Pty Ltd	ACN 004 761 255

(herein after referred to as the 'Licensee'), and granted pursuant to the *Petroleum Act 1940* 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 *Cooper Basin (Ratification) Act 1975* and the *Petroleum and Geothermal Energy Act 2000*. The term of this licence is 21 years commencing on 1 January 2016, and expiring at midnight on 31 December 2036.

DESCRIPTION OF AREA

The land comprised in this Licence is that part of the State of South Australia described in Schedule 1 attached hereto.

TERMS AND CONDITIONS

1. Scope of Rights

For the avoidance of doubt:

- (a) this renewal permits the Licensee to conduct all operations authorised by PPL 74 immediately prior to the commencement of this renewal on 1 January 2016; and
- (b) nothing in this Licence affects the rights of the Licensee pursuant to the *Cooper Basin (Ratification) Act 1975*.

2. Pursuant to Section 74 of the Act the regulated activities to be carried out pursuant to this Licence are classified as requiring low level official surveillance.
3. Security
 - 3.1 For the purpose of ensuring the due and proper performance of the Licensee's obligations under this Licence and the *Petroleum and Geothermal Energy Act 2000*, the Licensee shall provide security in the amount of \$50,000 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").
 - 3.2 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 to do so.
 - 3.3 Interest will not be payable by the Minister to the Licensee on any cash Security.
 - 3.4 All charges incurred by the Licensee in obtaining and maintaining the Security shall be met by the Licensee.

If this Licence is surrendered or cancelled and the Minister is satisfied that there are no further obligations under this Licence or the *Petroleum and Geothermal Energy Act 2000*, the Minister will return the Security to the Licensee.

4. Insurance

- 4.1 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 reasonably 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 reasonably 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).

4.2 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.

5. Transfer of Liability

Subject to the *Cooper Basin (Ratification) Act 1975*, a contract or agreement entered into by the Licensee to transfer or accept liability for any well or facility constructed for the purpose of undertaking a regulated activity under the *Petroleum Act 1940* or the *Petroleum and Geothermal Energy Act 2000* cannot transfer, limit or exclude liability under the *Petroleum Act 1940* or the *Petroleum and Geothermal Energy Act 2000* unless written consent of the Minister is obtained.

6. Sub-Licences

The Minister hereby gives and records his consent to renewal by the Licensee of the Sub-Licences created in respect of the area described in Schedule 1, in the form of or to the effect set out in Schedule 2.

Date: 25 January 2017

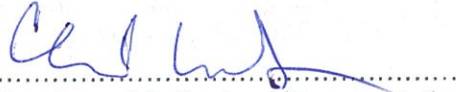


BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy

Signed for and on behalf of:

Santos Limited (ACN 007 550 923)
Vamgas Pty Ltd (ACN 006 245 110)
Alliance Petroleum Australia Pty Ltd (ACN 004 559 951)
Reef Oil Pty Ltd (ACN 000 646 800)
Santos Petroleum Pty Ltd (ACN 000 146 369)
Bridge Oil Developments Pty Ltd (ACN 001 152 049)
Santos (BOL) Pty Ltd (ACN 000 670 575)
Basin Oil Pty Ltd (ACN 000 628 017)
Santos (NARNL Cooper) Pty Ltd (ACN 004 761 255)

by its authorised representative:



Signature of Authorised Representative

Chad Wilson

[Print Name of Authorised Representative]

15-12-16

Date

Signed for and on behalf of **Origin Energy Resources Limited** (ACN 007 845 338)
by its authorised representative:

Signature of Authorised Representative

[Print Name of Authorised Representative]

Date

Signed for and on behalf of **Delhi Petroleum Pty Ltd** (ACN 007 854 686)
in accordance with section 127 of the *Corporations Act 2000 (Cth)*:

Signature of Director

Signature of Director/Secretary*

[Print Name of Director]

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

Date

Signed for and on behalf of:

- Santos Limited** (ACN 007 550 923)
- Vamgas Pty Ltd** (ACN 006 245 110)
- Alliance Petroleum Australia Pty Ltd** (ACN 004 559 951)
- Reef Oil Pty Ltd** (ACN 000 646 800)
- Santos Petroleum Pty Ltd** (ACN 000 146 369)
- Bridge Oil Developments Pty Ltd** (ACN 001 152 049)
- Santos (BOL) Pty Ltd** (ACN 000 670 575)
- Basin Oil Pty Ltd** (ACN 000 628 017)
- Santos (NARNL Cooper) Pty Ltd** (ACN 004 761 255)

by its authorised representative:

.....
Signature of Authorised Representative

.....
[Print Name of Authorised Representative]

.....
Date

Signed for and on behalf of **Origin Energy Resources Limited** (ACN 007 845 338)
by its authorised representative:


.....
Signature of Authorised Representative


.....
[Print Name of Authorised Representative]


.....
Date

Signed for and on behalf of **Delhi Petroleum Pty Ltd** (ACN 007 854 686)
in accordance with section 127 of the *Corporations Act 2000 (Cth)*:

.....
Signature of Director

.....
Signature of Director/Secretary*

.....
[Print Name of Director]

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

.....
Date

Signed for and on behalf of:

- Santos Limited** (ACN 007 550 923)
- Vangas Pty Ltd** (ACN 006 245 110)
- Alliance Petroleum Australia Pty Ltd** (ACN 004 559 951)
- Reef Oil Pty Ltd** (ACN 000 646 800)
- Santos Petroleum Pty Ltd** (ACN 000 146 369)
- Bridge Oil Developments Pty Ltd** (ACN 001 152 049)
- Santos (BOL) Pty Ltd** (ACN 000 670 575)
- Basin Oil Pty Ltd** (ACN 000 628 017)
- Santos (NARNL Cooper) Pty Ltd** (ACN 004 761 255)

by its authorised representative:

.....
Signature of Authorised Representative

.....
[Print Name of Authorised Representative]

.....
Date

Signed for and on behalf of **Origin Energy Resources Limited** (ACN 007 845 338)
by its authorised representative:

.....
Signature of Authorised Representative

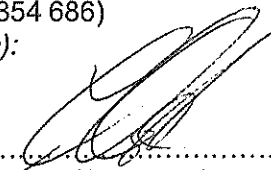
.....
[Print Name of Authorised Representative]

.....
Date

Signed for and on behalf of **Delhi Petroleum Pty Ltd** (ACN 007 854 686)
in accordance with section 127 of the *Corporations Act 2000 (Cth)*:


.....
Signature of Director

Rod Rayner
.....
Director
[Print Name of Director]


.....
Signature of Director/Secretary*

CATHY OSTER
.....
COMPANY SECRETARY
[Print Name of Director]
(*delete the inapplicable)

.....
20112116
.....
Date

SCHEDULE 1

PETROLEUM PRODUCTION LICENCE

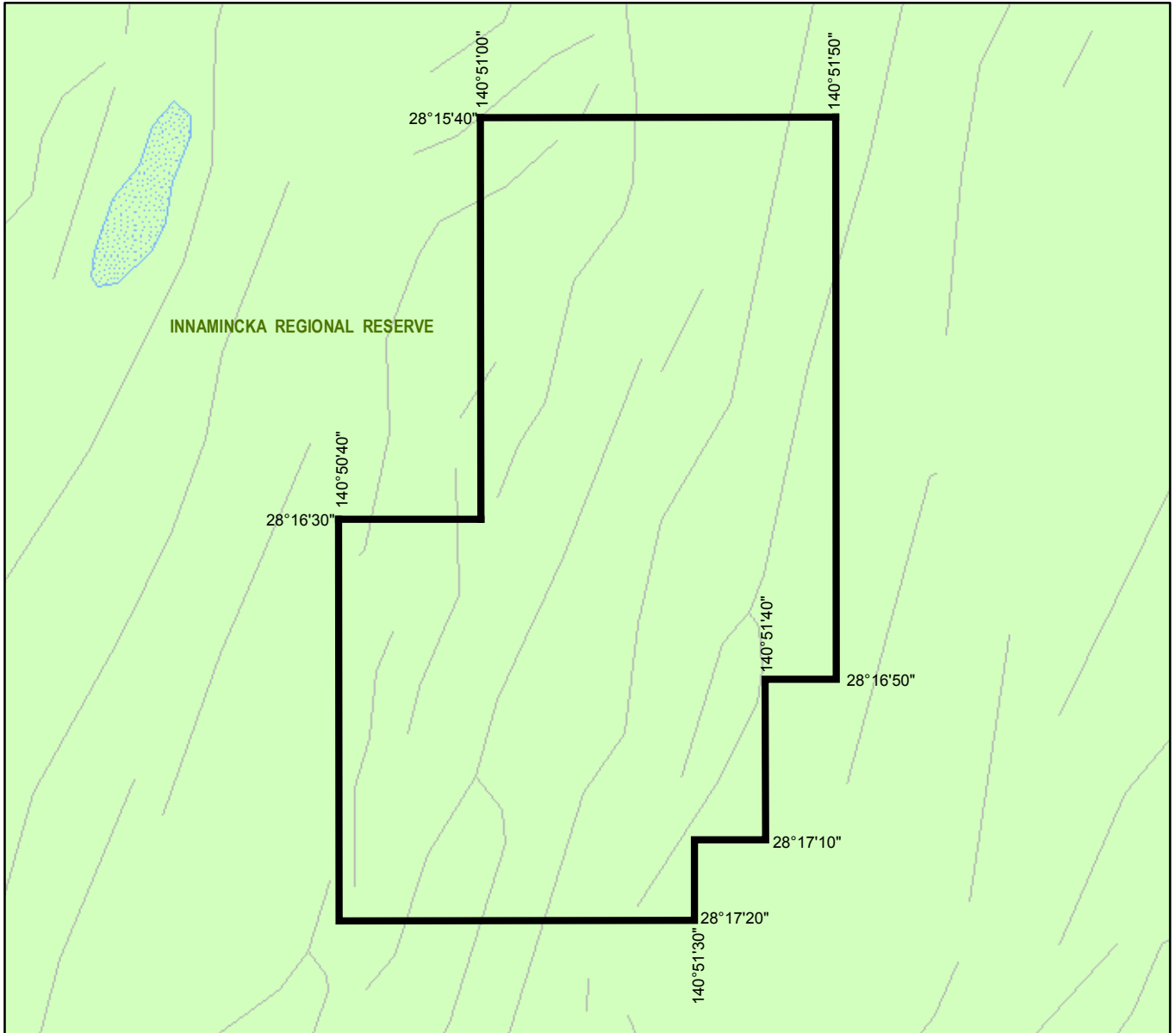
PPL 74

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°15'40"S AGD66 and longitude 140°51'00"E AGD66, thence east to longitude 140°51'50"E AGD66, south to latitude 28°16'50"S AGD66, west to longitude 140°51'40"E AGD66, south to latitude 28°17'10"S AGD66, west to longitude 140°51'30"E AGD66, south to latitude 28°17'20"S AGD66, west to longitude 140°50'40"E AGD66, north to latitude 28°16'30"S AGD66, east to longitude 140°51'00"E AGD66, and north to point of commencement.

AREA: **4.66** square kilometres approximately.



SCALE 1:25 000



Note: There is no warranty that the boundary of this licence is correct in relation to other features of the map. The boundary is to be ascertained by reference to the Australian Geodetic Datum (AGD66) and the schedule.

THE PLAN HEREINBEFORE REFERRED TO

ALLAMBI FIELD

PETROLEUM PRODUCTION LICENCE NO: 74



Government of South Australia
Department of State Development

SR 28/1/198

AREA: 4.66 sq km (approx)

PETROLEUM PRODUCTION LICENCE PPL 74

DEED OF SUB-LICENCE

THIS DEED is made as of *7 March 2017* (date)

BETWEEN:

SANTOS LIMITED (ABN 80 007 550 923) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

VAMGAS PTY LTD (ABN 76 006 245 110) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

ALLIANCE PETROLEUM AUSTRALIA PTY LTD (ABN 60 004 559 951) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

REEF OIL PTY LTD (ABN 70 000 646 800) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

BRIDGE OIL DEVELOPMENTS PTY LIMITED (ABN 30 001 152 049) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

SANTOS PETROLEUM PTY LTD (ABN 95 000 146 369) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

SANTOS (BOL) PTY LTD (ABN 35 000 670 575) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

BASIN OIL PTY LTD (ABN 36 000 628 017) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

SANTOS (NARNL COOPER) PTY LTD (ABN 75 004 761 255) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

DELHI PETROLEUM PTY LTD (ABN 65 007 854 686) with its registered office at 25 Conyngham Street, Glenside in the State of South Australia; and

ORIGIN ENERGY RESOURCES LTD (ABN 66 007 845 338) with its registered office at Level 45, Australia Square, 264-278 George Street, Sydney, New South Wales,

in their capacity as participants in the Toolachee Joint Venture and as holders of PPL 74 (collectively "the Licensors")

OF THE ONE PART

AND

SANTOS LIMITED (ABN 80 007 550 923) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

VAMGAS PTY LTD (ABN 76 006 245 110) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

ALLIANCE PETROLEUM AUSTRALIA PTY LTD (ABN 60 004 559 951) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

REEF OIL PTY LTD (ABN 70 000 646 800) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

BRIDGE OIL DEVELOPMENTS PTY LIMITED (ABN 30 001 152 049) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

SANTOS PETROLEUM PTY LTD (ABN 95 000 146 369) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

SANTOS (BOL) PTY LTD (ABN 35 000 670 575) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

BASIN OIL PTY LTD (ABN 36 000 628 017) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

SANTOS (NARNL COOPER) PTY LTD (ABN 75 004 761 255) with its registered office at Ground Floor, Santos Centre, 60 Flinders Street, Adelaide in the State of South Australia;

DELHI PETROLEUM PTY LTD (ABN 65 007 854 686) with its registered office at 25 Conyngham Street, Glenside in the State of South Australia;

ORIGIN ENERGY RESOURCES LTD (ABN 66 007 845 338) with its registered office at Level 45, Australia Square, 264-278 George Street, Sydney, New South Wales

in their capacity as several participants in the joint venture constituted by the SACB Unit Agreement dated 1 January 1975 (as amended) (collectively "the Licensees")

WHEREAS

OF THE OTHER PART

- A. The Licensors are joint holders of Petroleum Production Licence PPL 74 ("the Petroleum Production Licence") granted by the Minister for Mineral Resources and Energy for the State of South Australia by way of renewal of the Petroleum Production Licence granted pursuant to the *Petroleum Act 1940*; and pursuant to the powers in the *Petroleum and Geothermal Energy Act 2000* and the *Cooper Basin (Ratification) Act 1975*, over certain land in the State of South Australia as more particularly described in Schedule 1 of the Petroleum Production Licence.
- 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 may 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 Petroleum Production Licence as the same is more particularly described in the Schedule hereto.

- C. The Licensors have previously granted a sub-licence to the Licensees and in accordance with that sub-licence on renewal of the Petroleum Production Licence are required to grant a renewal of the sub-licence to the Licensees.
- D. The Licensors, with the consent of the Minister for Mineral Resources and Energy of the State of South Australia, have agreed to grant, and the Licensees have agreed to accept, renewal of a sub-licence to exercise the rights specified in Clause 1 of this Deed upon the conditions specified in Clauses 2, 3, 4 and 5 of this Deed.

NOW THIS DEED WITNESSES as follows:

1. The Licensors, with the consent of the Minister for Mineral Resources and Energy of the State of South Australia hereby grant to each of the Licensees severally the exclusive right commencing and inclusive from ~~1 January 2016~~ ^{1 January 2016} (date) for the duration of the Petroleum Production Licence, subject to the provisions of this Deed of Sub-licence to:-
- (a) conduct in such portion of the area comprised in the Petroleum Production Licence as is more particularly described in the Schedule hereto (herein after referred to as "the Unitized Zone") all such operations as the Licensors are entitled to conduct thereon from time to time pursuant to the Petroleum Production Licence 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 Petroleum Production Licence all such facilities as the Licensors are entitled to construct and maintain thereon pursuant to the Petroleum Production Licence or the *Cooper Basin (Ratification) Act 1975* of the State of South Australia (or both) 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 all 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 the provisions of the Unit Agreement and the Fixed Factor Settlement Agreement made between the Licensees on 5 December 1996.
3. The Licensees hereby jointly and severally covenant with the Licensors that they will make payment in accordance with the Unit Agreement of the royalty referred to in the *Cooper Basin (Ratification) Act 1975* in respect of the production referred to in Clause 2 hereof and will subject as aforesaid comply with the provisions of the *Petroleum and Geothermal Energy Act 2000* and the *Cooper Basin (Ratification) Act 1975* and amendments thereto and with all Regulations for the time being in force under those Acts and with any directions given by the Minister, the Executive Director Energy Resources Division or any other person pursuant to those Acts or 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 Petroleum Production Licence or of the provisions of the *Petroleum and Geothermal Energy Act 2000* or the *Cooper Basin (Ratification) Act 1975* and amendments thereto, or of any Regulation for the time being in force under those Acts or with any direction given by the Executive Director of the Energy Resources Division of the Department of State Development or any other person pursuant to those Acts or 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 Petroleum Production Licence.
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 the *Petroleum and Geothermal Energy Act 2000* and Clause 14.2 of the Indenture annexed to the *Cooper Basin (Ratification) Act 1975*.

THE SCHEDULE

DEED OF SUB-LICENCE

(Description of Unitized Zones)

PPL 74

The stratigraphic unit named as the [] in the First Schedule to the Unit Agreement and being as more particularly described therein together with all lateral extensions to such stratigraphic unit as may from time to time become subject to the Unit Agreement and which underlie the area described in the said Petroleum Production Licence.

Such additional stratigraphic units as have become or may from time to time become subject to the Unit Agreement and which underlie the area described in the said Petroleum Production Licence together with all lateral extensions to those stratigraphic units.

IN WITNESS WHEREOF the Parties hereto sign, seal and deliver the foregoing presents and have hereunto set their respective hands and seals as of 7 March 2017 (Date).

Signed for and on behalf of:

Santos Limited (ACN 007 550 923)
Vamgas Pty Ltd (ACN 006 245 110)
Alliance Petroleum Australia Pty Ltd (ACN 004 559 951)
Reef Oil Pty Ltd (ACN 000 646 800)
Santos Petroleum Pty Ltd (ACN 000 146 369)
Bridge Oil Developments Pty Ltd (ACN 001 152 049)
Santos (BOL) Pty Ltd (ACN 000 670 575)
Basin Oil Pty Ltd (ACN 000 628 017)
Santos (NARNL Cooper) Pty Ltd (ACN 004 761 255)

by its authorised representative: duly appointed Attorney in the presence of.

.....
Signature of Authorised Representative

Attorney
David Lim

.....
[Print Name of Authorised Representative]

Attorney

Laura Starling
.....
Witness Name (print)

[Signature]
.....
Witness Signature

Signed for and on behalf of **Origin Energy Resources Limited** (ACN 007 845 338)
by its authorised representative:

.....
Signature of Authorised Representative

.....
[Print Name of Authorised Representative]

Signed for and on behalf of **Delhi Petroleum Pty Ltd** (ACN 007 854 686)
in accordance with section 127 of the *Corporations Act 2000 (Cth)*:

.....
Signature of Director

.....
Signature of Director/Secretary*

.....
[Print Name of Director]

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

IN WITNESS WHEREOF the Parties hereto sign, seal and deliver the foregoing presents and have hereunto set their respective hands and seals as of 7 March 2011 (Date).

Signed for and on behalf of:

Santos Limited (ACN 007 550 923)
Vamgas Pty Ltd (ACN 006 245 110)
Alliance Petroleum Australia Pty Ltd (ACN 004 559 951)
Reef Oil Pty Ltd (ACN 000 646 800)
Santos Petroleum Pty Ltd (ACN 000 146 369)
Bridge Oil Developments Pty Ltd (ACN 001 152 049)
Santos (BOL) Pty Ltd (ACN 000 670 575)
Basin Oil Pty Ltd (ACN 000 628 017)
Santos (NARNL Cooper) Pty Ltd (ACN 004 761 255)

by its authorised representative:

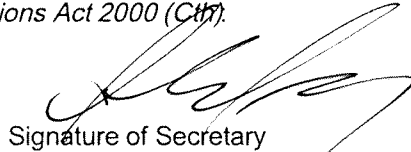
.....
Signature of Authorised Representative

.....
[Print Name of Authorised Representative]

Signed for and on behalf of **Origin Energy Resources Limited** (ACN 007 845 338)
in accordance with section 127 of the *Corporations Act 2000 (Cth)*.


.....
Signature of Director

FRANK G CALABRIA
.....
[Print Name of Director]


.....
Signature of Secretary

HELEN HARDY
.....
[Print Name of Secretary]

Signed for and on behalf of **Delhi Petroleum Pty Ltd** (ACN 007 854 686)
in accordance with section 127 of the *Corporations Act 2000 (Cth)*:

.....
Signature of Director

.....
[Print Name of Director]

.....
Signature of Director/Secretary*

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

IN WITNESS WHEREOF the Parties hereto sign, seal and deliver the foregoing presents and have hereunto set their respective hands and seals as of 7. March 2017 (Date).

Signed for and on behalf of:

Santos Limited (ACN 007 550 923)
Vamgas Pty Ltd (ACN 006 245 110)
Alliance Petroleum Australia Pty Ltd (ACN 004 559 951)
Reef Oil Pty Ltd (ACN 000 646 800)
Santos Petroleum Pty Ltd (ACN 000 146 369)
Bridge Oil Developments Pty Ltd (ACN 001 152 049)
Santos (BOL) Pty Ltd (ACN 000 670 575)
Basin Oil Pty Ltd (ACN 000 628 017)
Santos (NARNL Cooper) Pty Ltd (ACN 004 761 255)

by its authorised representative:

.....
Signature of Authorised Representative

.....
[Print Name of Authorised Representative]

Signed for and on behalf of **Origin Energy Resources Limited** (ACN 007 845 338)
by its authorised representative:

.....
Signature of Authorised Representative

.....
[Print Name of Authorised Representative]

Signed for and on behalf of **Delhi Petroleum Pty Ltd** (ACN 007 854 686)
in accordance with section 127 of the *Corporations Act 2000 (Cth)*:

.....
Signature of Director

Matt Kay
Director

.....
[Print Name of Director]

.....
Signature of Director/Secretary*

CATHY OSTER
COMPANY SECRETARY...

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

Petroleum and Geothermal Energy Act 2000
S.134

MEMORANDUM

PETROLEUM PRODUCTION LICENCES
PPLs 41, 51, 55, 56, 60, 61, 63, 64, 65, 66, 67, 68, 69,
70, 72, 73, 74, 75, 76, 77, 78, 79, 80 and 83

1. Notation of an extension of time to 3 February 2017 by which the licensees must accept the offer for renewal of Petroleum Production Licences PPLs 41, 51, 55, 56, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 72, 73, 74, 75, 76, 77, 78, 79, 80 and 83 is hereby entered on the public register.



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

Date: 20 January 2017

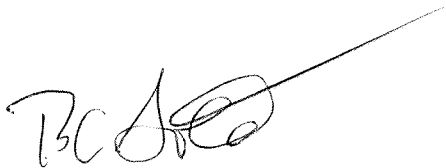
File: Various

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCES
PPLs 12, 13, 14, 23, 24, 58, 72, 74, 79, 92, 116, 163, 228, 231
and 232

1. Notation of the Grant of Associated Activities Licence AAL 233 (adjunct to PPLs 12, 13, 14, 23, 24, 58, 72, 74, 79, 92, 116, 163, 228, 231 and 232 is hereby entered on the public register.



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

Date: 5 November 2015

File: F2015/000530

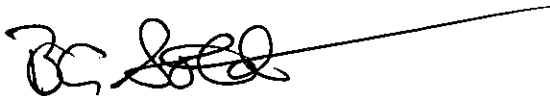
Petroleum and Geothermal Energy Act 2000
S.115

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 (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

General Counsel
06 DEC 2005
Legal Services/
Group Secretariat

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) 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)

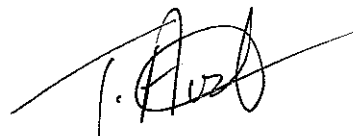
S.117(2)(b)

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;

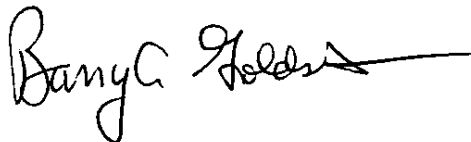
And

**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

M E M O R A N D U M

PETROLEUM ACT 1940

SECTION 44

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

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

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



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

13 March 2000

24/02/00

14:37

+61 8 8223 4405

NO. 462 · 004

User: MARKK

Host: BETA1.oce.boral.com.au

Class: Job: MARKK_TRLRP

CLAYTON UTZ
1 O'Connell Street
SYDNEY NSW 2000

Remove this top section if desired before printing

Certificate of Registration on Change of Name



This is to certify that

BORAL ENERGY RESOURCES LIMITED

Australian Company Number 007 845 338

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

ORIGIN ENERGY RESOURCES LIMITED

Australian Company Number 007 845 338

The company is a public company.

The company is limited by shares.

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

CERTIFICATE

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

Alan Cameron
Chairman

MEMORANDUM

Section 44, Petroleum Act 1940

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

PIPELINE LICENCE No. 2

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

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



J S Zabrowarny
Manager, Petroleum Licensing and Royalties

10 December 1999

NOVUS PETROLEUM LIMITED
Level 9
321 Kent Street
SYDNEY NSW 2000

Remove this top section if desired before printing

Certificate of Registration on Change of Name



This is to certify that

GULF (AUST) RESOURCES N.L.

Australian Company Number 004 761 255

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

NOVUS AUSTRALIA RESOURCES NL

Australian Company Number 004 761 255

The company is a public company.

The company is a no liability company.

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

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

Alan Cameron
Chairman

CERTIFICATE

PPL 74/5



SR 27/2/4 V27

MEMORANDUM

**PETROLEUM ACT 1940
SECTION 44**

PEL 5 & 6

All Farmout Areas

PPLs 6 to 20, 22 to 61 and 63 to 84, PL 2

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

- Certificate of Registration on Change of Name dated 12 June 1997.

Crusader Resources NL is now known as Gulf (Aust) Resources NL.

**M COLELLA
A/MANAGER, PETROLEUM ADMINISTRATION**

30 1 6 197



Form **245**

CORRS CHAMBERS WESTGARTH
ATTN: TRACY THORNTON
COMALCO PLACE
12 CREEK ST
BRISBANE QLD 4000

Remove this top section if desired before filing.

Certificate of Registration on Change of Name

Corporations Law Sub-section 171 (12)

This is to certify that

CRUSADER RESOURCES N.L.

Australian Company Number 004 761 255

did on the twelfth day of June 1997 change its name to

GULF (AUST) RESOURCES N.L.

Australian Company Number 004 761 255

The company is a public company.

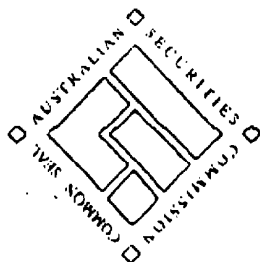
The company is a no liability company.

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



AUSTRALIAN
SECURITIES
COMMISSION

Given under the seal of the
Australian Securities Commission
on this twelfth day of June, 1997.



Alan Cameron
Chairman

MEMORANDUM

PETROLEUM EXPLORATION LICENCE NO 5 & 6



FARMOUT AREAS AND PETROLEUM PRODUCTION LICENCES

This memorandum will confirm that on 17 February 1997 I approved the lodgement of the following documents onto the Petroleum Register which confirms the approved provisions as contained in the Minister for Mines' letter dated 20 December 1996.

- Deed of Assignment and Transfer dated 20 December 1996 between Santos Ltd (Santos), Delhi Petroleum Pty Ltd (Delhi), Santos Petroleum Pty Ltd (Santos Petroleum), Boral Energy Resources Ltd (Boral), Vamgas Pty Ltd (Vamgas), Bridge Oil Developments Pty Ltd (BOD), Santos (BOL) Pty Ltd (BOL), Reef Oil Pty Ltd (Reef), Alliance Petroleum Australia Pty Ltd (Alliance), Basin Oil NL (Basin) and Crusader Resources NL (Crusader).
- New JOA Cross Charge dated 20 December 1996 between Santos, Delhi, Santos Petroleum, Boral, Vamgas, Crusader, BOD, BOL, Reef, Alliance and Basin.
- Deed of Amendment Unit Cross Charge dated 20 December 1996 between Santos, Delhi, Santos Petroleum, Boral, Vamgas, Crusader, BOD, BOL, Reef, Alliance and Basin.
- Deed of Amendment Downstream Cross Charge dated 20 December 1996 between Santos, Delhi, Santos Petroleum, Boral, Vamgas, Crusader, BOD, BOL, Reef, Alliance and Basin.

Interests in the following areas and licences are now as follows and effective from 1 January 1992.

Farmout Areas	PPLs	Licensees	Interests %
• Patchawarra	6 to	Santos	40.70
• Central	20	Vamgas	8.51
• Merrimelia -	22 to	Alliance	3.97
• Innamincka	25	Reef	1.97
• Murta	27 to	Santos Petroleum	0.40
• Tinga-Tingana	61	BOD	3.99
• Patchawarra	63 to	BOL	0.21
• South West	75	Boral	13.19
• Nappacoongee -	78 to	Delhi	20.21
• Murteree	83	Basin	2.10
• Lake Hope		Crusader	4.75
• Moomba			100.00
• Toolachee			
• Haddon			
• Clifton			
• Koonoherra			


R A LAWS

DIRECTOR, PETROLEUM DIVISION

Delegate of the Minister for Mines

PPL 74/3



GRANT OF PETROLEUM PRODUCTION LICENCE

Department of Mines and Energy, Parkside, 27 October 1995

NOTICE is hereby given that pursuant to delegated powers dated 14 June 1995, *Gazetted* 15 June 1995, page 2845, the undermentioned Petroleum Production Licence has been granted under the provisions of the Petroleum Act, 1940.

A. J. ANDREJEWSKIS, Chief Executive Officer, a Delegate of the Minister for Mines and Energy

No. of Licence	Licencees	Locality	Date of Expiry	Area in km ²	Reference
74	Santos Ltd Delhi Petroleum Pty Ltd Boral Energy Resources Ltd Vamgas Pty Ltd Crusader Resources NL	Allambi Field in the Cooper Basin of South Australia	31 December 2015	4.66	SR 28.1.198

Description of the Area

All that part of the State of South Australia, bounded as follows: commencing at a point being the intersection of latitude 28°15'40"S and longitude 140°51'00"E, thence east to longitude 140°51'50"E, south to latitude 28°16'50"S, west to longitude 140°51'40"E, south to latitude 28°17'10"S, west to longitude 140°51'30"E, south to latitude 28°17'20"S, west to longitude 140°50'40"E, north to latitude 28°16'30"S, east to longitude 140°51'00"E, and north to the point of commencement, all the within latitudes and longitudes are geodetic and expressed in terms of the Australian Geodetic Datum as defined on p. 4984 of *Commonwealth Gazette* number 84 dated 6 October 1966.

GRANT OF PETROLEUM PRODUCTION LICENCE

Department of Mines and Energy, Parkside, 27 October 1995

NOTICE is hereby given that pursuant to delegated powers dated 14 June 1995, *Gazetted* 15 June 1995, page 2845, the undermentioned Petroleum Production Licence has been granted under the provisions of the Petroleum Act, 1940.

A. J. ANDREJEWSKIS, Chief Executive Officer, a Delegate of the Minister for Mines and Energy

No. of Licence	Licencees	Locality	Date of Expiry	Area in km ²	Reference
75	Santos Ltd Delhi Petroleum Pty Ltd Vamgas Pty Ltd Boral Energy Resources Ltd Crusader Resources NL	Caladan Field in the Cooper Basin of South Australia	26 October 2016	6.46	SR 28.1.197

Description of the Area

All that part of the State of South Australia, bounded as follows: commencing at a point being the intersection of latitude 28°12'40"S and longitude 139°54'40"E, thence east to longitude 139°55'50"E, south to latitude 28°12'50"S, east to longitude 139°56'20"E, south to latitude 28°13'00"S, east to longitude 139°56'40"E, south to latitude 28°13'10"S, east to longitude 139°56'50"E, south to latitude 28°13'30"S, east to longitude 139°57'00"E, south to latitude 28°13'50"S, west to longitude 139°55'10"E, north to latitude 28°13'40"S, west to longitude 139°55'00"E, north to latitude 28°13'30"S, west to longitude 139°54'50"E, north to latitude 28°13'20"S, west to longitude 139°54'40"E, and north to the point of commencement, all the within latitudes and longitudes being geodetic and expressed in terms of the Australian Geodetic Datum as defined on p. 4984 of *Commonwealth Gazette* number 84 dated 6 October 1966.

PPL 74/2



SR 28/1/198

MEMORANDUM

PETROLEUM PRODUCTION LICENCE NO. 74

ALLAMBI FIELD

1. This licence granted on 27th October 1995 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 area are as follows:

	%
Santos Ltd	45.25
Delhi Petroleum Pty Ltd	30.00
Vamgas Pty Ltd	10.00
Boral Energy Resources Ltd	10.00
Crusader Resources NL	<u>4.75</u>
	100.00

A J Andrejewskis
CHIEF EXECUTIVE OFFICER
DEPARTMENT OF MINES AND ENERGY
Delegate of the Minister for Mines and Energy

502 0141 006

PETROLEUM ACT 1940

and

COOPER BASIN (RATIFICATION) ACT 1975

PETROLEUM PRODUCTION LICENCE NO. 74

I, **ANDREW JOSEPH ANDREJEWSKIS**, Chief Executive Officer, Department of Mines and Energy (CEO) in the State of South Australia pursuant to the provisions of the Petroleum Act, 1940 and the Cooper Basin (Ratification) Act 1975 and all other enabling powers for and on behalf of Dale Spehr Baker, Minister for Mines and Energy (Minister), pursuant to delegation dated 14 June 1995, (refer Government Gazette dated 15 June 1995 page 2845), **HEREBY GRANT JOINTLY to:**

STAMPS
S.A. STAMP
DOCUMENT
21/10/95

- **SANTOS LIMITED**, ACN 007 550 923 of 39 Grenfell Street, Adelaide, South Australia,
- **DELHI PETROLEUM PTY LTD**, ACN 007 854 686 of c/- Esso Australia Ltd., Level 34, 360 Elizabeth Street, Melbourne, Victoria,
- **SAGASCO RESOURCES LIMITED**, ACN 007 845 338 of 60 Hindmarsh Square, Adelaide, South Australia,
- **VAMGAS PTY LTD**, ACN 006 245 110 of 39 Grenfell Street, Adelaide, South Australia, and
- **CRUSADER RESOURCES NO LIABILITY**, ACN 004 761 255 of 27th Floor, 12 Creek Street, Brisbane, Queensland

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

DESCRIPTION OF THE AREA

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

Commencing at a point being the intersection of latitude 28° 15' 40" S and longitude 140° 51' 00" E, thence east to longitude 140° 51' 50" E, south to latitude 28° 16' 50" S, west to longitude 140° 51' 40" E, south to latitude 28° 17' 10" S, west to longitude 140° 51' 30" E, south to latitude 28° 17' 20" S, west to longitude 140° 50' 40" E, north to latitude 28° 16' 30" S, east to longitude 140° 51' 00" E, and north to the point of commencement, all the within latitudes and longitudes are geodetic and expressed in terms of the Australian Geodetic Datum as defined on p 4984 of Commonwealth Gazette Number 84 dated 6 October 1966.

TERMS AND CONDITIONS

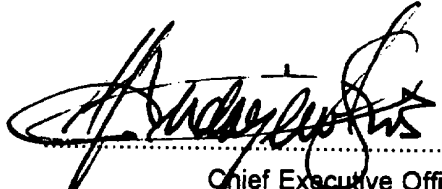
1. The term of this licence is twenty-one (21) years commencing on and inclusive of the First day of January 1995 with the right, subject to carrying out adequately the obligations of the licence, to renewal from time to time on the same terms and conditions for further terms of twenty-one (21) years.
2. The licensees hereby covenant with the Minister that they will make payment of the yearly rent provided under the Petroleum Act 1940 and of the royalty referred to in the Cooper Basin (Ratification) Act 1975 and will subject to the provisions of the Cooper Basin (Ratification) Act 1975 comply with the provisions of the Petroleum Act 1940 and with all Regulations, for the time being in force under that Act and with any directions given by the Minister the Chief Executive Officer for Mines and Energy or any other person pursuant to that Act or the said Regulations.
3. The Minister hereby gives and records his consent to the grant by the licensees of one (1) sub-licence pursuant to the provisions of the Cooper Basin (Ratification) Act 1975 in the form of or to the effect set out in the schedule hereto.
4. It is hereby acknowledged and agreed that the licensees own and hold the following undivided interests respectively in and under this licence:-

Santos	:	Forty-five point two five per centum	(45.25%)
Delhi	:	Thirty per centum	(30%)
SAGASCO	:	Ten per centum	(10%)
Vamgas	:	Ten per centum	(10%)
Crusader	:	Four point seven five per centum	(4.75%)

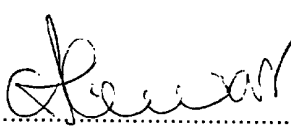
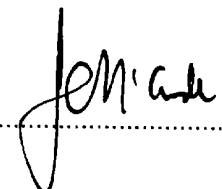
PROVIDED that nothing in this Clause contained shall in any way affect or derogate from the rights, duties and liabilities of the licensees (as determined pursuant to the Indenture as defined in the Cooper Basin (Ratification) Act 1975 and the Petroleum Act 1940) to the Minister under this licence AND PROVIDED FURTHER THAT as between the licensees the undivided interests so owned and held by the licensees shall be subject to the provisions of a Joint Operating Agreement dated the 28th day of June 1973 to which the licensees are parties and as the same has been amended and as may hereafter be amended from time to time.

Signed by the Chief Executive Officer,
Department of Mines and Energy at Adelaide

this 27th day of October 1995


Chief Executive Officer
Department of Mines and Energy
Delegate of the Minister for
Mines and Energy

Executed on behalf of SANTOS LIMITED)
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:)


.....
(Witness) 

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

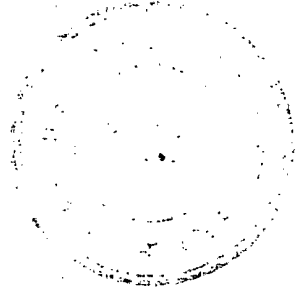
DELHI PETROLEUM PTY. LTD.
BY ITS ATTORNEY

Denis Worrall
.....
DENIS WORRALL

H. Daniels
.....
(Witness)

Delhi Petroleum Pty Ltd
by its Attorney

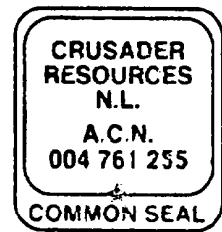
THE COMMON SEAL of **SAGASCO**)
RESOURCES LIMITED was hereunto)
affixed in the presence of:)



M. [Signature]
.....
(Director)

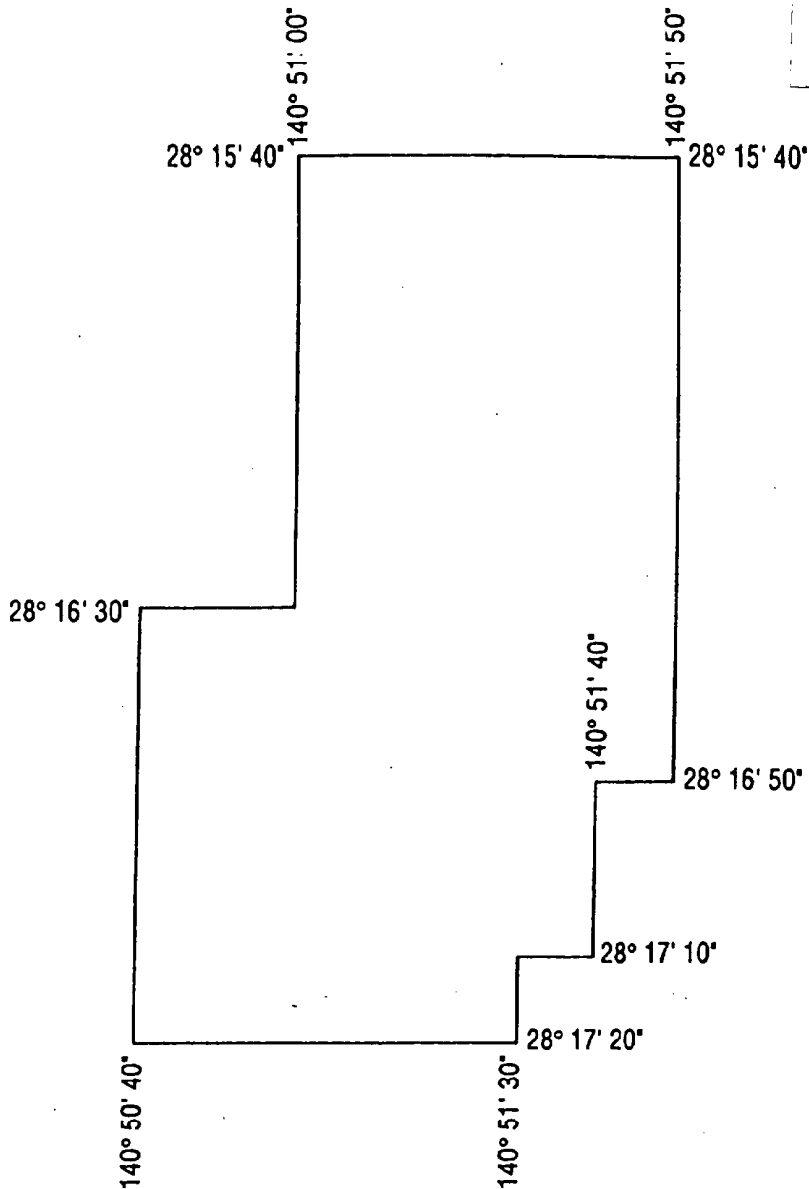
W. [Signature]
.....
(Secretary)

THE COMMON SEAL of **CRUSADER**)
RESOURCES NO LIABILITY was hereunto)
affixed in the presence of:)



M. [Signature]
.....
(Director)

[Signature]
.....
(Secretary)



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.



SANTOS LTD. DELHI PETROLEUM PTY. LTD. SAGASCO RESOURCES LTD.
VAMGAS PTY. LTD. CRUSADER RESOURCES N.L.

ALLAMBI FIELD

PETROLEUM PRODUCTION LICENCE NO. 74

THE SCHEDULE HEREINBEFORE REFERRED TO

502 0141 011

THIS DEED OF SUB-LICENCE made the day of 1995

BETWEEN:

SANTOS LIMITED A.C.N. 007 550 923 whose registered office is situated at 39 Grenfell 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

DELHI PETROLEUM PTY. LTD. A.C.N. 007 854 686 whose registered office is situated at c/- Esso Australia Ltd., Level 34, 360 Elizabeth Street, Melbourne in the State of Victoria (hereinafter sometimes called "**Delhi**" which expression where the context requires or permits shall include its successors and assigns);

AND

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

AND

YAMGAS PTY. LTD. A.C.N. 006 245 110 whose registered office is situated at 39 Grenfell 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

SANTOS LIMITED A.C.N. 007 550 923 whose registered office is situated at 39 Grenfell 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

DELHI PETROLEUM PTY. LTD. A.C.N. 007 854 686 whose registered office is situated at c/- Esso Australia Ltd., Level 34, 360 Elizabeth Street, Melbourne in the State of Victoria (hereinafter sometimes called "Delhi" which expression where the context requires or permits shall include its successors and assigns);

AND

VAMGAS PTY. LTD. A.C.N. 006 245 110 whose registered office is situated at 39 Grenfell 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);

AND

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

AND

CRUSADER RESOURCES NO LIABILITY A.C.N. 004 761 255 whose registered office is situated at 27th Floor, 12 Creek Street, Brisbane in the State of Queensland (hereinafter sometimes called "Crusader" which expression where the context requires or permits shall include its successors and assigns);

AND

ALLIANCE PETROLEUM AUSTRALIA PTY. LTD. A.C.N. 004 559 951 whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Alliance" which expression where the context requires or permits shall include its successors and assigns);

AND

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

AND

PARKER & PARSLEY AUSTRALASIA LIMITED A.C.N. 000 670 575 whose registered office is situated at Level 9, 255 Elizabeth Street, Sydney in the State of New South Wales (hereinafter sometimes called "Parker & Parsley" which expression where the context requires or permits shall include its successors and assigns);

AND

REEF OIL PTY. LTD. A.C.N. 000 646 800 whose registered office is situated at 39 Grenfell 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

BRIDGE OIL DEVELOPMENTS PTY. LTD. A.C.N. 001 152 049 whose registered office is situated at Level 9, 255 Elizabeth Street, Sydney in the State of New South Wales (hereinafter sometimes called "BOD" which expression where the context requires or permits shall include its successors and assigns);

AND

SANTOS PETROLEUM PTY. LTD. A.C.N. 000 146 369 whose registered office is situated at 39 Grenfell 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);

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

OF THE OTHER PART

WHEREAS:-

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

NOW THIS DEED WITNESSETH AS FOLLOWS:-

1. The Licensors with the consent of the Minister for Mines and Energy of the State of South Australia hereby grant to each of the Licensees severally the exclusive right for a period of twenty-one (21) years commencing and inclusive of the First day of January 1995 (with the right of renewal hereinafter contained) subject to the provisions of this Deed of Sub-Licence to:-
 - (a) conduct operations for the appraisal and production of petroleum from such sub-surface portion of the area comprised in the said Petroleum Production Licence No. [] as is more particularly described in the Schedule hereto (hereinafter referred to as "the Unitized Zone") and subject to Clause 2 hereof to own all petroleum extracted or released therefrom; and
 - (b) construct and maintain upon the land comprised in the said Petroleum Production Licence No. [] all such facilities as the Licensors are entitled to construct and maintain thereon pursuant to Section 33 of the Petroleum Act 1940 or the Cooper Basin (Ratification) Act 1975 (or both) of the State of South Australia and as are necessary from time to time for the full enjoyment of the rights granted pursuant to Clause 1(a) hereof.
2. Each of the Licensees hereby expressly acknowledges, covenants and agrees with the Licensors and with each of the other Licensees that in the exercise of exclusive rights granted pursuant to Clause 1 hereof each Licensee shall at all times act subject to and in accordance with the provisions of the Unit Agreement (and in particular to the provisions of Clause 13.01 thereof which refers to an overriding royalty in favour of Santos) and that such rights shall entitle each Licensee to extract or release from the Unitized Zone so much of the petroleum within the Unitized Zone as such Licensee is entitled to from time to time in accordance with its Gas Unit Participation, Ethane Unit Participation, Propane Unit Participation, Butane Unit Participation, Condensate Unit Participation, Crude Oil Unit Participation and its Additional Plant Products Unit Participation or Participations in accordance with the provisions of the Unit Agreement.

3. The Licensees hereby jointly and severally covenant with the Licensors that they will make payment in accordance with the Unit Agreement, as amended, of the royalty referred to in the Cooper Basin (Ratification) Act 1975 in respect to the production referred to in Clause 2 hereof and subject to the provisions of the Cooper Basin (Ratification) Act 1975 make payment in accordance with the Unit Agreement of the yearly rent provided under the said Petroleum Act 1940 and will subject as aforesaid comply with the provisions of the said Petroleum Act 1940 and with all Regulations for the time being in force under that Act and with any directions given by the Minister, the Director-General for Mines and Energy or any other person pursuant to that Act or the said Regulations and the Licensees hereby further jointly and severally covenant with the Licensors not to do any act or thing or make any omission which would cause the Licensors to be in breach or default of the provisions of the said Petroleum Production Licence No. [] or of the provisions of the said Petroleum Act 1940 or of any Regulation for the time being in force under that Act or with any direction given by the Minister, the Director-General for Mines and Energy or any other person pursuant to that Act or the said Regulations.
4. Subject to the due compliance by the Licensees with their obligations under this Deed of Sub-Licence the Licensors hereby covenant with the Licensees:-
- (a) to perform the covenants and obligations on the part of the Licensors contained in the said Petroleum Production Licence No. [];
 - (b) that for such period as the same is required for the purpose of the Unit Agreement, to exercise their rights of renewal pertaining to the said Petroleum Production Licence No. []; and
 - (c) to renew the provisions of this Deed of Sub-Licence on the same terms and conditions during any renewed term of the said Petroleum Production Licence No. [] for such period as aforesaid.

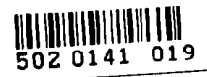


5. The rights of the Licensees or any of them granted pursuant to the foregoing provisions of this Deed of Sub-Licence shall not be sold assigned transferred leased sub-let mortgaged pledged charged encumbered or otherwise disposed of other than subject to and in accordance with the provisions of Article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



THE SCHEDULE
("Description of Unitized Zone")

The stratigraphic unit named as the [] in the First Schedule to the Unit Agreement and being as more particularly described therein together with all lateral extensions to such stratigraphic unit as may from time to time become subject to the Unit Agreement and which underlie the area described in the said Petroleum Production Licence.



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.,)
REEF OIL PTY. LTD., SANTOS)
LIMITED, SANTOS PETROLEUM PTY.)
LTD., and YAMGAS 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**)
NO LIABILITY was hereunto affixed in the)
presence of:-)

.....
Secretary

.....
Director



**THE COMMON SEAL of PARKER &)
PARSLEY AUSTRALASIA LIMITED)
was hereunto affixed in the presence of:-)**

.....
Secretary

.....
Director

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

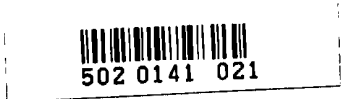
.....
(Witness)

.....
Delhi Petroleum Pty. Ltd.
by its Attorney

**THE COMMON SEAL of CRUSADER)
RESOURCES NO LIABILITY was)
hereunto affixed in the presence of:-)**

.....
Secretary

.....
Director

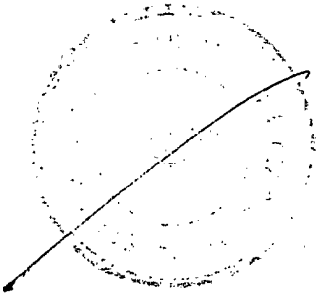


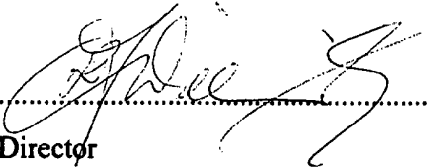
THE COMMON SEAL of BRIDGE OIL)
DEVELOPMENTS PTY. LTD. was)
hereunto affixed in the presence of:-)

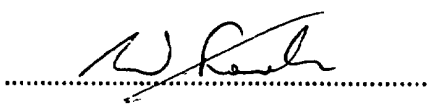
.....
Secretary

.....
Director

THE COMMON SEAL of SAGASCO)
RESOURCES LIMITED was hereunto)
affixed in the presence of:-)




.....
Director


.....
Secretary

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