

## INDEX OF DOCUMENTS HELD ON THE PUBLIC REGISTER FOR PPL 29

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1. 9 June 1988                      Licence document dated 9 June 1988.  
Effective 1 January 1988  
Expiry 31 December 2008.
3. 9 June 1988                      Memorandum dated 9 June 1988 entering licence and security  
bond on the petroleum register.
4. 16 June 1988                     Notice of grant of licence in the South Australian Government  
Gazette dated 16 June 1988, page 1940.
5. 17 June 1988                     Certificate of incorporation on change of name of company:  
South Australian Oil & Gas Corporation Ltd is now called  
Sagasco Resources Limited.
6. 15 January 1991                 Memorandum dated 15 January 1991 entering the following  
documents on the Public Register:
  - Deed of Fixed and Floating Charge dated 23 November  
1990 between Basin Oil NL and Natwest Australia Bank  
Limited; and
  - Deed of Fixed and Floating Charge dated 23 November  
1990 between Basin Oil NL and National Westminster  
Bank PLC
7. 5 August 1991                    Memorandum dated 5 August 1991 entering the following  
document on the public register:
  - Fixed and Floating Charge dated 20 February 1991  
between Basin Oil NL and National Mutual Life  
Association of Australasia Limited.
8. 28 October 1991                 Memorandum dated 28 October 1991 entering the following  
document on the public register:
  - Deed of Charge dated 20 September 1991 between  
Basin Oil NL and Westpac Banking Corporation.
9. 20 September 1993             Memorandum dated 20 September 1993 entering the following  
document on the Public Register:
  - Third Amendment Agreement dated 25 June 1993  
between Bridge Oil International Finance Ltd, Bridge Oil  
Ltd (BOL), Bridge Oil Developments Pty Ltd (BOD),  
Bridge Oil Exploration Pty Ltd, Westpac Banking  
Corporation, Bankers Trust Company, Bankers Trust  
GmbH, Merrill Lynch Money Markets Inc, AIDC Ltd, The  
Hong Kong and Shanghai Banking Corporation Ltd,  
State Bank of New South Wales Ltd, LTCB Australia Ltd  
and Indosuez Australia Ltd.

10. 17 March 1994 Memorandum dated 17 March 1994 consenting to the transfer as contained in the following documentation:
- Deed of Assignment and Transfer dated 20 December 1993 between Santos Ltd and Crusader Resources NL.
11. 15 April 1994 Memorandum entering the following documents on the public register:
- Deed of Consent and Assumption dated 9 March 1994 between the Unit Agreement parties and Australian Hydrocarbons Ltd, Claremont Petroleum NL, Oil Company of Australia Ltd, The Australian Gas Light Company, Pipelines Authority of South Australia and Executor Trustee Australia Ltd;
  - JOA Cross Charge 50/40/10 JOA dated 9 March 1994 between Crusader Resources NL, Santos Ltd, Delhi Petroleum Pty Ltd, Sagasco Resources Ltd and Vamgas Ltd;
  - JOA Cross Charge Merrimelia-Innamincka JOA dated 9 March 1994 between Crusader Resources NL, Santos Ltd, Alliance Petroleum Australia NL, Delhi Petroleum Pty Ltd, Sagasco Resources Ltd and Vamgas Ltd;
  - Covenant and Acknowledgment from Santos Ltd and Crusader Resources NL to Basin Oil NL dated 8 March 1994.
12. 22 June 1994 Memorandum entering the following document on the public register:
- Deed of Variation of Charge dated 17 May 1994 entered into by Crusader Resources NL and Westpac Banking Corporation.
13. 13 March 1995 Certificate of Registration on Change of Name dated 9 December 1994:  
From: Bridge Oil Ltd  
To: Parker and Parsley Australasia Ltd
14. 13 March 1995 Memorandum entering change of company name on the Public Register.
15. 24 July 1995 Certificate of Registration on Conversion to a Proprietary Company dated 19 January 1995.  
From: Vamgas Ltd  
To: Vamgas Pty Ltd.
16. 24 July 1995 Memorandum entering change of company name on the Public Register.

17. 5 September 1995 Certificate of Registration on Change of Name dated 1 September 1995:  
From: SAGASCO Resources Ltd  
To: Boral Energy Resources Ltd.
18. 5 September 1995 Memorandum entering change of company name on the Public Register.
19. 14 November 1995 Memorandum entering the charge of individual interest on the public register:
  - Notice dated 20 November 1995 issued by Basin Oil NL for the Purpose of Clause 6(6)(a) of the Indenture Fixed and Floating Equitable Charge dated 17 October 1995 between Basin Oil NL and National Australia Trustees Ltd.
20. 24 November 1995 Memorandum entering notation of receipt of notice pursuant to:
  - Petroleum Act 1940, Section 44, and
  - Cooper Basin (Ratification) Act, 1975, The Indenture Clause 6(1), 6(6)(a) & 14.
21. 1 August 1996 Memorandum entering change of company names on the Public Register.
22. 1 August 1996 Certificate of Registration on Change of Name dated 2 April 1995.  
From: Parker & Parsley Australasia Pty Limited  
To: Santos (BOL) Pty Ltd.
23. 1 August 1996 Certificate of Registration on Change of Name dated 3 April 1995.  
From: Reef Oil NL  
To: Reef Oil Ltd.
24. 1 August 1996 Certificate of Registration on Conversion to a Proprietary Company dated 3 May 1995.  
From: Reef Oil Ltd  
To: Reef Oil Pty Ltd
25. 17 February 1997 Memorandum entering the following documents on the public register:
  - 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.
26. 30 June 1997 Certificate of Registration on Change of Name dated 12 June 1997: Crusader Resources NL is now known as Gulf (Aust) Resources NL.
27. 30 June 1997 Memorandum entering change of company name on the Public Register.
28. 30 June 1997 Memorandum dated 30 June 1997 entering the following document on the Public Register.
- Deed of Discharge dated 6 September 1996 between Westpac Banking Corporation, Santos (BOL) Pty Ltd and Bridge Oil Developments Pty Ltd.
29. 30 June 1997 Memorandum entering change of company name on the Public Register.
30. 10 December 1999 Certificate of Registration on Change of Name dated 6 October 1999: Gulf (Aust) Resources NL is now known as Novus Australia Resources NL.
31. 10 December 1999 Memorandum entering change of company name on the Public Register.
32. 13 March 2000 Certificate of Registration on Change of Name dated 24 February 2000: Boral Energy Resources is now known as Origin Energy Resources Ltd.
33. 13 March 2000 Memorandum entering change of company name on the Public Register.
34. 15 October 2002 Certificate of Registration on Change of Type and Conversion to a Proprietary Company dated 8 June 2000: Basin Oil NL is now known as Basin Oil Pty Ltd.
35. 15 October 2002 Memorandum entering change of company name on the Public Register.
36. 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.

37. 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.
38. 23 November 2005 Notation of discharge of security and receipt of replacement security is entered on the public register.
39. 13 January 2006 Certificate of Registration on Change of Name dated 29 June 2005 - Novus Australia Resources NL is now Santos (NARNL Cooper) NL.
40. 13 January 2006 Memorandum entering change of company name on the Public Register.
41. 9 May 2006 Certificate of Registration on Change of Name dated 1 December 2005 - Santos (NARNL Cooper) NL is now Santos (NARNL Cooper) Pty Ltd.
42. 9 May 2006 Memorandum entering change of company name on the Public Register
43. 10 September 2009 Renewal of Licence, with effect from 1 January 2009
44. 10 September 2009 Memorandum entering renewal on public register
45. 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
46. 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
47. 9 August 2017 Certificate of Registration on Change of Company Name dated 29 June 2017.  
  
From: Origin Energy Resources Limited  
To: Lattice Energy Limited
48. 9 August 2017 Memorandum entering notation of change of company name on the public register.

49. 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
50. 22 January 2020 Certificate of Registration on Change of Name dated 2 December 2019.
- From: Lattice Energy Limited  
To: Beach Energy (Operations) Limited
51. 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.

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

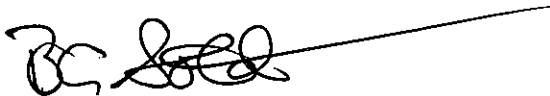
**Petroleum and Geothermal Energy Act 2000**  
**S.115**

**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

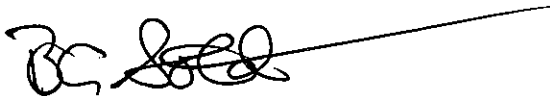
**Petroleum and Geothermal Energy Act 2000  
S.115**

**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**

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**

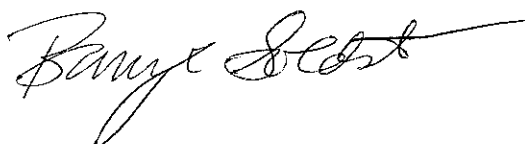
Date: 15 February 2011

**Petroleum Act 2000**  
**S.115**

**MEMORANDUM**

**RENEWAL OF  
PETROLEUM PRODUCTION LICENCES**  
**PPL 6, PPL 7, PPL 8, PPL 9, PPL 10, PPL 11, PPL 12,**  
**PPL 13, PPL 14, PPL 15, PPL 16, PPL 17, PPL 18, PPL 19,**  
**PPL 20, PPL 22, PPL 23, PPL 24, PPL 25, PPL 26, PPL 27,**  
**PPL 28, PPL 29, PPL 30, PPL 31, PPL 32, PPL 33, PPL 34,**  
**PPL 35, PPL 36, PPL 37, PPL 38, PPL 39, PPL 40, PPL 42,**  
**PPL 43, PPL 44**

1. Renewal of the above licences is hereby entered on the public registers.



**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: 10 September 2009

File: 28/1/45; 28/1/78; 28/1/91; 28/1/92; 28/1/93;  
28/1/95; 28/1/97; 28/1/98; 28/1/99; 28/1/101;  
28/1/103; 28/1/104; 28/1/106; 28/1/107;  
28/1/108; 28/1/109; 28/1/111; 28/1/116;  
28/1/130; 28/1/128; 28/1/129

# Petroleum Act 2000 Cooper Basin (Ratification) Act 1975

## Renewal of PETROLEUM PRODUCTION LICENCE No. 29

I, BARRY ALAN GOLDSTEIN, Director Petroleum and Geothermal, Minerals and Energy Resources, Department of Primary Industries and Resources in the State of South Australia, pursuant to the provisions of the *Petroleum Act 2000*, the *Cooper Basin (Ratification) Act 1975* and all other enabling powers for and on behalf of Paul Holloway, Minister for Mineral Resources Development (Minister), pursuant to delegated powers, hereby renew Petroleum Production Licence PPL 29, 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 Act 2000*, to have effect from 1 January 2009.

### 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) in addition to all operations authorised by a Production Licence granted under the *Petroleum Act 2000* in relation to all regulated resources except a source of geothermal energy, the Licensee is authorised under this Licence to conduct all operations authorised by Petroleum Production Licence No. 29, pursuant to section 33 of the *Petroleum Act 1940* immediately prior to commencement of the *Petroleum Act 2000*; and
- (b) nothing in this Licence affects the rights of the Licensee pursuant to the *Cooper Basin (Ratification) Act 1975*.

## 2. Security

- 2.1 For the purpose of ensuring the due and proper performance of the Licensee's obligations under this Licence and the *Petroleum 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").
- 2.2 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.
- 2.3 Interest will not be payable by the Minister to the Licensee on any cash Security.
- 2.4 All charges incurred by the Licensee in obtaining and maintaining the Security shall be met by the Licensee.
- 2.5 If this Licence is surrendered or cancelled and the Minister is satisfied that there are no further obligations under this Licence or the Act, the Minister will return the Security to the Licensee.

## 3. Insurance

- 3.1 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).
- 3.2 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.

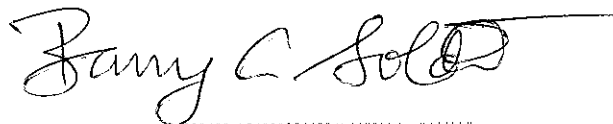
4. Transfer of Liability

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 *2000* cannot transfer, limit or exclude liability under the *Petroleum Act 1940* or *2000* unless written consent of the Minister is obtained.

5. 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: *10 September* 2009



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

Executed for and on behalf of each of:

**Santos Limited  
Vamgas Pty Ltd  
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  
Santos (NARNL Cooper) Pty Ltd**

by its duly appointed attorney:

  
.....  
Attorney Signature

**ALICIA GENET**  
**Corporate Lawyer**  
.....  
Attorney Name

**28 August 2009**  
.....  
Date

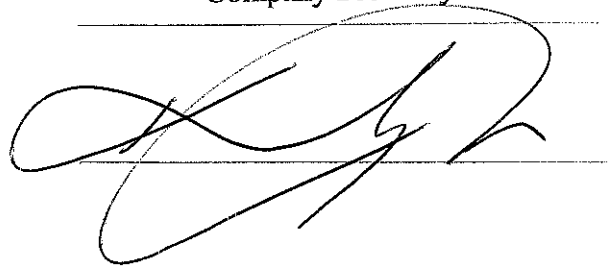
Executed by **Delhi Petroleum Pty Ltd** in accordance with section 127(1) of the Corporations Act by authority of its Directors:

Hector Gordon  
Executive Director  
.....  
Name (print)

  
.....  
Director Signature

**4/9/09**  
.....  
Date

**Kathryn Presser**  
**Company Secretary**




Executed for and on behalf of **Origin Energy Resources Ltd** ~~in accordance with section 127(1) of the Corporations Act by authority of its Directors:~~

~~by its duly appointed attorney:~~

**Owen Hobbs**  
**Eastern Australia Onshore Asset Manager**  
**Upstream Oil & Gas Australia**  
.....

Attorney Name (print)

  
.....  
Director Signature

Attorney

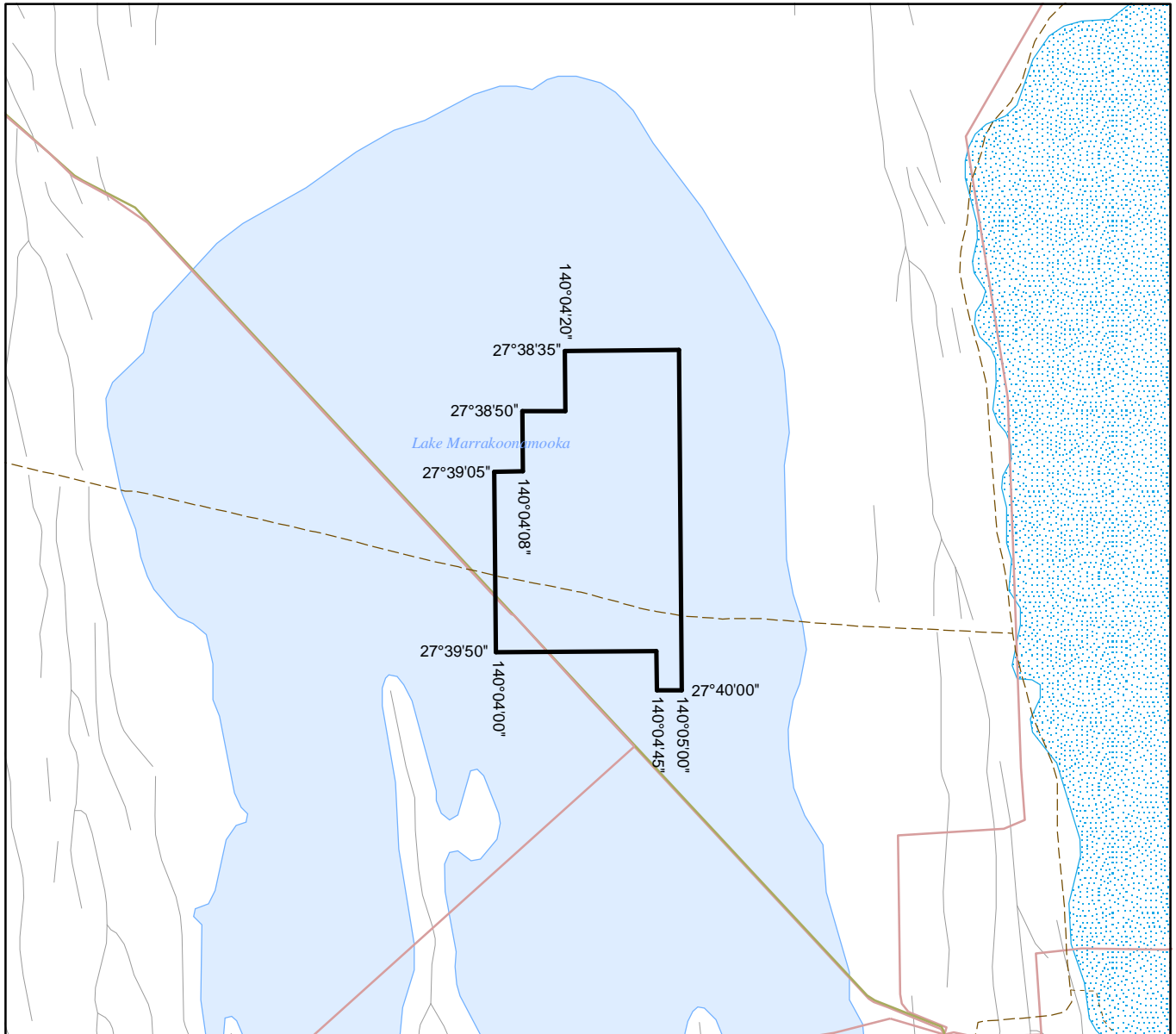
1-09-09  
Date

**SCHEDULE 1**  
**PETROLEUM PRODUCTION LICENCE**  
**PPL 29**  
**DESCRIPTION OF AREA**

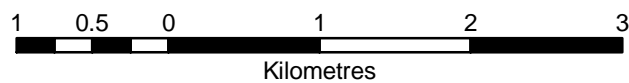
All that part of the State of South Australia, bounded as follows:-

Commencing at a point being the intersection of latitude 27°38'35"S AGD66 and longitude 140°04'20"E AGD66, thence east to longitude 140°05'00"E Clarke1858, south to latitude 27°40'00"S Clarke1858, west to longitude 140°04'45"E AGD66, north to latitude 27°39'50"S AGD66, west to longitude 140°04'00"E AGD66, north to latitude 27°39'05"S AGD66, east to longitude 140°04'08"E AGD66, north to latitude 27°38'50"S AGD66, east to longitude 140°04'20"E AGD66, and north to point of commencement.

AREA: 3 square kilometres approximately.



SCALE 1:50 000



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 Clarke 1858 Datum, the Australian Geodetic Datum (AGD66) and the schedule.

THE PLAN HEREINBEFORE REFERRED TO  
**RAKOONA FIELD**

**PETROLEUM PRODUCTION LICENCE NO: 29**



## SCHEDULE 2

### PETROLEUM PRODUCTION LICENCE PPL 29

#### DEED OF SUB-LICENCE

**THIS DEED** is made as of 1 January 2009.

**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 *Patchanwarra Central Farmout Area* Joint Venture and as holders of PPL 29 (collectively "the Licensors") *Ali*

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;

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**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")

OF THE OTHER PART

**WHEREAS**

- A. The Licensors are joint holders of Petroleum Production Licence No. 29 ("the Petroleum Production Licence") granted by the Minister for Mineral Resources Development 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 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 1<sup>st</sup> 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 Development 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 Development of the State of South Australia hereby grant to each of the Licensees severally the exclusive right commencing and inclusive from 1 January 2009 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 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 Director Petroleum and Geothermal 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 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 Minister, the Director Petroleum and Geothermal 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 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 29**

The stratigraphic unit named Rakoona Field, Unit "B", Patchawarra Formation, in the First Schedule to the Unit Agreement 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 1 January 2009.

Executed for and on behalf of each of:

**Santos Limited  
Vamgas Pty Ltd  
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  
Santos (NARNL Cooper) Pty Ltd**

by its duly appointed attorney in the presence of:

**ALICIA GENET**  
**Corporate Lawyer**  
.....  
Name (print)

*Joanna Mawby*  
.....  
Witness Name (print)

*Alicia Genet*  
.....  
Attorney Signature

*J. Mawby*  
.....  
Witness Signature

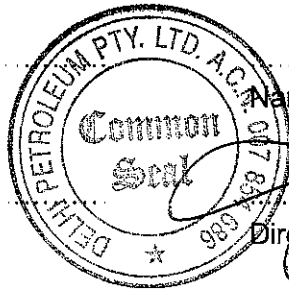
*28 August 2009*  
.....  
Date

The common seal of **Delhi Petroleum Pty Ltd** is fixed to this document in accordance with its constitution in the presence of:

**Hector Gordon**  
**Executive Director**  
.....  
Name (print)

**Kathryn Presser**  
**Company Secretary**  
.....  
Name (print)

*Hector Gordon*  
.....  
Director Signature



*Kathryn Presser*  
.....  
Director/Secretary Signature

*4/9/09*  
.....  
Date

*Executed for and on behalf of*

~~The common seal of **Origin Energy Resources Ltd** is fixed to this document in accordance with its constitution in the presence of:~~

*by its duly appointed attorney in the presence of:*

*Owen Hobbs*  
.....  
Name (print)

*Jacklyn Francomb*  
.....  
Name (print)

**Owen Hobbs**  
**Eastern Australia Onshore Asset Manager**  
**Upstream Oil & Gas Australia**  
.....  
Director Signature

*Jacklyn Francomb*  
.....  
Director/Secretary Signature

*Attorney 1/09 - 09*  
.....

.....  
Witness

Date  
Inst 04117 doc

**Petroleum Act 2000**  
**S.115**

**MEMORANDUM**

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

1. Notation of change of company name –

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

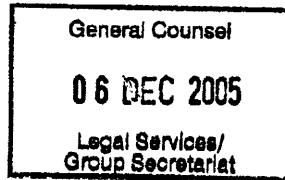
is hereby entered on the public register of licences.



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

Date: 9 May 2006

File: 27/2/4



Form **242**

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

Remove this top section if desired before framing

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



This is to certify that

**SANTOS (NARNL COOPER) NL**

**Australian Company Number 004 761 255**

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

The name of the company is now

**SANTOS (NARNL COOPER) PTY LTD**

**Australian Company Number 004 761 255**

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

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

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

Jeffrey Lucy  
Chairman

**CERTIFICATE**

**Petroleum Act 2000**  
**S.115**

**MEMORANDUM**

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

1. Notation of change of company name –

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

is hereby entered on the public register of licences.



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

Date: 13 January 2006

File: 27/2/4

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

Remove this top section if desired before framing

## Certificate of Registration on Change of Name



This is to certify that

**NOVUS AUSTRALIA RESOURCES NL**

**Australian Company Number 004 761 255**

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

**SANTOS (NARNL COOPER) NL**

**Australian Company Number 004 761 255**

The company is a public company.

The company is a no liability company.

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

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

Jeffrey Lucy  
Chairman

CERTIFICATE

**Petroleum Act 2000**  
**S.115**

**MEMORANDUM**

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

**and**

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

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



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

Date: 23 November 2005

**Petroleum Act 2000**

S.115

**MEMORANDUM**

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

**PIPELINE LICENCES 2, 5, 9 AND 15**

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

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



**Paul Holloway**

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

Date: 23/7/04

**Petroleum Act 2000**

S.115(2)(e)

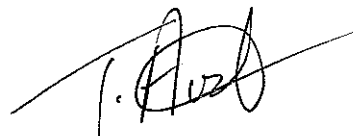
S.117(2)(b)

**MEMORANDUM**

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

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

Dated: 7 May 2004



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

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**  
**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;

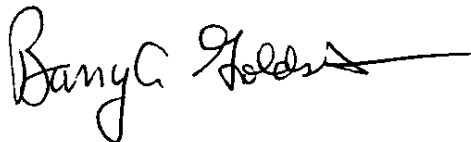
And

**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

24/02/00

14:37

+61 8 8223 4405

NO. 462 · 004

User: MARKK

Host: BETA1.oca.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

**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

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

# MEMORANDUM

Section 44, Petroleum Act 1940

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

PIPELINE LICENCE No. 2

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

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



J S Zabrowarny  
Manager, Petroleum Licensing and Royalties

10 December 1999

502 0096 001

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:

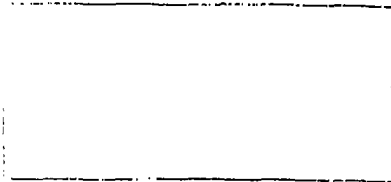
- Certificate of Registration on Change of Name dated 12 June 1997.

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.

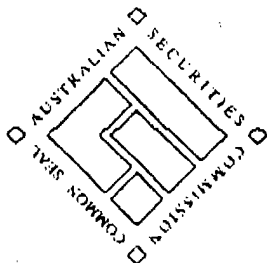
The company is a no liability company.

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



**COPY**

SR 28/1/45

**MEMORANDUM**

**PETROLEUM EXPLORATION LICENSES 5 AND 6**

**Petroleum Production Licences 18, 19, 20 29, 50 and 55**

**Pipeline Licence No 2.**

This Memorandum will confirm that on ..... 20 June ..... 1997 I  
consented to the transaction contained in the following document:

Deed of Discharge dated 6 September 1996 between Westpac Banking Corporation,  
Santos (BOL) Pty. Ltd. and Bridge Oil Developments Pty. Ltd.

This Memorandum is hereby entered on the Petroleum Register.

Stephen Baker MP  
MINISTER FOR MINES

## M E M O R A N D U M

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

502 0096 003

  
R A LAWS

DIRECTOR, PETROLEUM DIVISION

Delegate of the Minister for Mines



SR27/2/4

MEMORANDUM

Section 44 Petroleum Act 1940

Petroleum Exploration Licence No. 5 and 6  
Patchawarra Central Farmout Area  
Petroleum Production Licences 18, 19, 20, 29, 50 and 55  
Pipeline Licence No. 2

Receipt of the following documents are hereby entered onto the Petroleum Register.

1. Certificate of Registration on Change of Name dated 2 April 1996.

Parker and Parsley Australasia Pty Ltd has changed its name to Santos (BOL) Pty Ltd.

2. Certificate of Registration on Change of Status dated 3 April 1995.

Reef Oil NL has converted to Reef Oil Ltd.

3. Certificate of Registration on Conversion to a Proprietary Company dated 3 May 1995.

Reef Oil Ltd is converted to Reef Oil Pty Ltd

**J S ZABROWARNY**  
**MANAGER, PETROLEUM ADMINISTRATION**

1/8/96

502 0096 006

Form 245

JIM WISHART  
39 GRENFELL ST  
ADELAIDE SA 5000

## Certificate of Registration on Change of Name

Corporations Law Sub-section 171 (12)

This is to certify that

**PARKER & PARSLEY AUSTRALASIA PTY LIMITED**

**Australian Company Number 000 670 575**

did on the second day of April 1996 change its name to

**SANTOS (BOL) PTY LTD**

**Australian Company Number 000 670 575**

The company is a proprietary company.

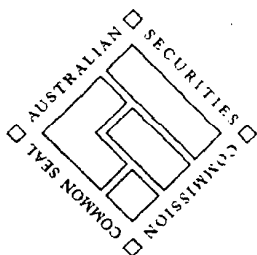
The company is limited by shares.

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



AUSTRALIAN  
SECURITIES  
COMMISSION

Given under the seal of the  
Australian Securities Commission  
on this second day of April, 1996.



A handwritten signature in cursive script, reading 'Alan Cameron'.

Alan Cameron  
Chairman

502 0096 007

Form 240

SANTOS LIMITED  
ATTN: GRAHAM BOLLENHAGEN  
GPO BOX 2319  
ADELAIDE SA 5001

## Certificate of Registration on Change of Status

Corporations Law Sub-section 167 (2)

This is a certificate issued under Section 167 of the  
Corporations Law of New South Wales, and certifies that

**REEF OIL N.L.**

**Australian Company Number 000 646 800**

on the third day of April 1995 converted to

**a company limited by shares**

and that the name of the company is now

**REEF OIL LTD.**

**Australian Company Number 000 646 800**

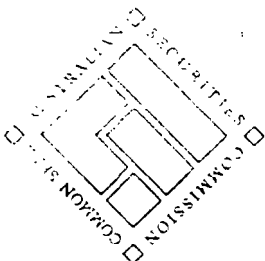
The company is a public company.

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



AUSTRALIAN  
SECURITIES  
COMMISSION

Given under the seal of the  
Australian Securities Commission  
on this third day of April, 1995.



*Alan Cameron*

Alan Cameron  
Chairman

502 0096 008

Form **251**

SANTOS LIMITED  
ATTN: GRAHAM BOLLENHAGEN  
GPO BOX 2319  
ADELAIDE SA 5001

## Certificate of Registration on Conversion to a Proprietary Company

Corporations Law Sub-section 168 (3)

This is to certify that

**REEF OIL LTD.**

**Australian Company Number 000 646 800**

on the third day of May 1995 converted to a **proprietary** company.

The name of the company is now

**REEF OIL PTY LTD**

**Australian Company Number 000 646 800**

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

Given under the seal of the  
Australian Securities Commission  
on this third day of May, 1995.



*Alan Cameron*

Alan Cameron  
Chairman



502 0096 009

SR 27/2/4 Vol 24

## MEMORANDUM

Petroleum Act, 1940  
Section 44  
Cooper Basin (Ratification) Act, 1975  
The Indenture  
Clause 6(1), 6(6)(a) and 14

### PETROLEUM PRODUCTION LICENCES NOS. 18, 19, 20, 29, 50 AND 55

Receipt of a notice has been acknowledged whereby Basin Oil NL has charged its individual interest in favour of National Australia Trustees Limited.

The service of any notice in accordance with clause 6(6)(a) of the Indenture will also be served as follows:

Corporate Trust Manager  
National Australia Trustees Limited  
271 Collins Street  
MELBOURNE VIC 3000

Facsimile: 03 9659 7511

J-S ZABROWARNY  
MANAGER PETROLEUM ADMINISTRATION

24 November 1995

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

# MEMORANDUM



## PETROLEUM ACT 1940 SECTION 44

Petroleum Exploration Licences Nos. 27, 32 and 39.  
Petroleum Production Licences Nos. 18, 19, 20, 29, 50 and 55.  
Pipeline Licence No. 2.  
Patchawarra Central Block Petroleum Exploration Licence 5 and 6.

Receipt of a copy of the following document is entered on the Petroleum Register.

- Fixed and Floating Equitable Charge dated 17 October 1995 between Basin Oil NL (ACN 000 628 017) and National Australia Trustees Ltd (ACN 007 350 405).

This charge will be registered on the Petroleum Register upon receipt of an original document stamped by the Commissioner of State Taxation.

A handwritten signature in black ink, appearing to read 'J.S. ZABROWARNY', is written over the typed name.

**J.S. ZABROWARNY**  
**MANAGER PETROLEUM ADMINISTRATION**

14 November 1995

MEMORANDUM



Petroleum Exploration Licences 32 and 40

Petroleum Exploration Licence 5 and 6.

Petroleum Production Licences Nos 6 to 20, 22 to 72

All PEL 5 and 6 Farmout Areas

Pipeline Licences 2 and 5

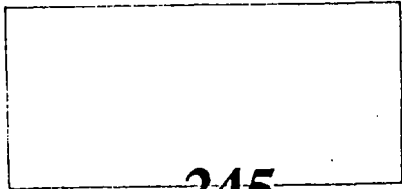
Receipt of a Certificate of Registration on Change of Name dated 1 September 1995 is hereby entered on the Petroleum Register.

SAGASCO Resources Ltd has changed its name to Boral Energy Resources Ltd.

A handwritten signature in black ink, appearing to read 'J S Zabrowany'.

J S Zabrowany  
MANAGER PETROLEUM ADMINISTRATION

5 September 1995



Form **245**

W M FOWLER  
3RD FL  
60 HINDMARSH SQ  
ADELAIDE SA 5000



remove this top section if desired before framing

# Certificate of Registration on Change of Name

Corporations Law Sub-section 171 (12)

This is to certify that

**SAGASCO RESOURCES LIMITED**

Australian Company Number 007 845 338

did on the first day of September 1995 change its name to

**BORAL ENERGY RESOURCES LIMITED**

Australian Company Number 007 845 338

The company is a public company.

The company is limited by shares.

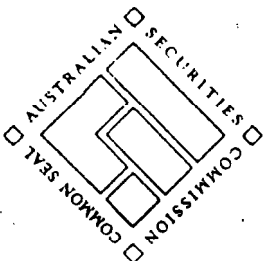
The company is taken to be registered as a company  
under the Corporations Law of South Australia.



AUSTRALIAN  
SECURITIES  
COMMISSION

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Given under the seal of the  
Australian Securities Commission  
on this first day of September, 1995.



Alan Cameron  
Chairman

  
502 0096 015

**MEMORANDUM**

PETROLEUM EXPLORATION LICENCES 5 AND 6

All Farmout Areas

Petroleum Production Licences 6 to 20, 22 to 61, 63 to 72

Receipt of a Certificate of Registration on Conversion to a Proprietary Company  
is hereby entered on the Petroleum Register.

Vamgas Ltd is now Vamgas Pty Ltd.

  
J.S. Zabrowarny  
MANAGER PETROLEUM ADMINISTRATION

24.1.7 1995

502 0096 016

Form **251**

SANTOS LIMITED  
ATTN: GRAHAM BOLLENHAGEN  
GPO BOX 2319  
ADELAIDE SA 5001

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## Certificate of Registration on Conversion to a Proprietary Company

Corporations Law Sub-section 168 (3)

This is to certify that

**VAMGAS LTD.**

**Australian Company Number 006 245 110**

on the nineteenth day of January 1995 converted to a **proprietary company.**

The name of the company is now

**VAMGAS PTY LTD**

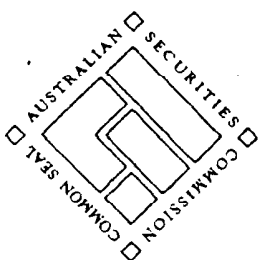
**Australian Company Number 006 245 110**

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 nineteenth day of January, 1995.



Alan Cameron  
Chairman

502 0096 017

MEMORANDUM

PETROLEUM EXPLORATION LICENCES 5 AND 6

PATCHAWARRA CENTRAL FARMOUT AREA

PETROLEUM PRODUCTION LICENCE'S 18, 19, 20, 29, 50, 55

Receipt of a Certificate of Registration on Change of Name is hereby entered on the Petroleum register.

Bridge Oil Ltd is now Parker and Parsley Australasia Ltd.



J S ZABROWARNY  
MANAGER PETROLEUM ADMINISTRATION

13 March 1995



Form **245**

JAMES BURNS  
C/- BRIDGE OIL LIMITED, LVL 9  
255 ELIZABETH ST  
SYDNEY NSW 2000

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# Certificate of Registration on Change of Name

Corporations Law Sub-section 171 (12)

This is to certify that

**BRIDGE OIL LTD**

**Australian Company Number 000 670 575**

did on the ninth day of December 1994 change its name to

**PARKER & PARSLEY AUSTRALASIA LIMITED**

**Australian Company Number 000 670 575**

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 New South Wales.



AUSTRALIAN  
SECURITIES  
COMMISSION

Given under the seal of the  
Australian Securities Commission  
on this ninth day of December, 1994.



Alan Cameron  
Chairman

**COPY**

SR 27/2/4 Vol 25

MEMORANDUM

502 0096 019

Petroleum Exploration Licence's 5 and 6

Petroleum Production Licence's 6 to 20, 22 to 61, 63 to 72

Pipeline Licence No. 2

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Crusader Resources NL  
Westpac Banking Corporation

Receipt of the following document is hereby entered on the Petroleum Register pursuant to delegated powers dated 3 December 1993, Gazetted 9 December 1993 page 2916:

-Deed of Variation of Charge dated 17 May 1994 entered onto by Crusader Resources NL and Westpac Banking Corporation.

This Memorandum is an adjunct to Memorandum dated 10 May 1991 in respect of Fixed and Floating Charge dated 25 August 1989 and Deed of Variation of Charge dated 5 November 1990.



R.A. LAWS  
DIRECTOR, OIL, GAS & COAL DIVISION  
DELEGATE OF THE MINISTER FOR MINES & ENERGY

n 16 AX

## MEMORANDUM

### PELs 5 and 6

#### Farmout Areas and Petroleum Production Licences 6 to 20, 22 to 61 and 63 to 72.

This Memorandum will confirm that on 15th April 1994 I acknowledged receipt of the following documentation pursuant to delegated powers dated 3 December 1993, Gazetted 9 December 1993, page 2916:

- (1) Deed of Consent and Assumption dated 9 March 1994 between Santos Ltd, Crusader Resources NL, Alliance Petroleum Australia NL, Basin Oil NL, Bridge Oil Developments Pty Ltd, Bridge Oil Ltd, Delhi Petroleum Pty Ltd, Reef Oil NL, Sagasco Resources Ltd, Santos Petroleum Pty Ltd, Vamgas Ltd, Australian Hydrocarbons Ltd, Claremont Petroleum NL, Oil Company of Australia Ltd, The Australian Gas Light Company, Pipelines Authority of South Australia and Executor Trustee Australia Ltd.
- (2) JOA Cross Charge 50/40/10 JOA dated 9 March 1994 between Crusader Resources NL, Santos Ltd, Delhi Petroleum Pty Ltd, Sagasco Resources Ltd and Vamgas Ltd.
- (3) JOA Cross Charge Merrimelia-Innamincka JOA dated 9 March 1994 between Crusader Resources NL, Santos Ltd, Alliance Petroleum Australia NL, Delhi Petroleum Pty Ltd, Sagasco Resources Ltd and Vamgas Ltd.
- (4) Covenant and Acknowledgment from Santos Ltd and Crusader Resources NL to Basin Oil NL dated 8 March 1994.

The above documents are as an adjunct to the transfer as contained in the Deed of Assignment and Transfer dated 20 December 1993 between Santos Ltd and Crusader Resources NL which was approved on 17 March 1994 and do not require further approval pursuant to the Petroleum Act, 1940.

A copy of each of the abovementioned documents has been retained on the Petroleum Register.



**R A LAWS**  
**DIRECTOR, OIL GAS AND COAL**  
**Delegate of the Minister for Mines and Energy**

## MEMORANDUM

## Petroleum Exploration Licences 5 and 6

## Farmout Areas and Petroleum production Licences

This memorandum will confirm that on 17th March 1994 I consented to the transfer as contained in the following documentation in relation to the following areas pursuant to delegated powers dated 3 December 1993, Gazetted 9 December 1993, page 2916.

- Deed of Assignment and Transfer dated 20 December 1993 between Santos Ltd and Crusader Resources N L.

The Assignment and Transfer can take effect as from 1 January 1992 as provided by the abovementioned document.

Interests in the following areas and licences are now as follows.

<u>Farmout Area</u>	<u>PPL</u>	<u>LICENCEES</u>	<u>FORMER INTERESTS</u> %	<u>REVISED INTERESTS</u> %
Moomba	6-7-8-9	Santos Ltd (Santos)	50.0	45.25
	10-11-51	Delhi Petroleum Pty Ltd(Delhi)	30.0	30.0
		Vamgas Ltd (Vamgas)	10.0	10.0
		Sagasco Resources Ltd (SAGASCO)	10.0	10.0
		Crusader Resources NL (Crusader)	-	4.75
Toolachee	12-13-14	Santos	50.0	45.25
	23-24-25	Delhi	30.0	30.0
	40-41-58	Vamgas	10.0	10.0
	69-71-72	SAGASCO	10.0	10.0
		Crusader	-	4.75
Nappacoongee/ Murteree	15-16-22	Santos	35.0	60.25
	30-34-36 39	Crusader	30.0	4.75
		Delhi	21.0	21.0
		Vamgas	7.0	7.0
		SAGASCO	7.0	7.0
Merrimelia/ Innamincka	17-27-33	Alliance Petroleum Aust NL	50.0	50.0
	35-42-43	Santos	25.0	20.25
	44-52-56	Delhi	15.0	15.0
		Vamgas	5.0	5.0
	68	SAGASCO	5.0	5.0
	Crusader	-	4.75	



Patchawarra Central	18-19-20	Santos	25.0	20.25
	29-50-55	Bridge Oil Developments Pty Ltd	23.75	23.75
		Delhi	15.0	15.0
		Basin Oil NL	12.50	12.50
		Reef Oil NL	12.50	12.50
		Vamgas	5.0	5.0
		SAGASCO	5.0	5.0
		Bridge Oil Ltd	1.25	1.25
Crusader	-	4.75		
Patchawarra East	26	Vamgas	43.75	43.75
		Santos	28.571	25.6022
		Delhi	17.143	17.143
		SAGASCO	10.536	10.536
		Crusader	-	2.9688
Patchawarra South West	28-48- 49-66	SAGASCO	30.0	30.0
		Santos	35.0	30.25
		Vamgas	20.0	20.0
		Delhi	15.0	15.0
		Crusader	-	4.75
Murta	31-32-37	Santos	45.0	40.25
	38-53-54	Delhi	27.0	27.0
	57-59-60	Vamgas	14.0	14.0
	61-65-67	SAGASCO	14.0	14.0
	70	Crusader	-	4.75
Lake Hope	45-46-47 63-64	Santos	52.0	47.25
		Delhi	30.0	30.0
		SAGASCO	10.0	10.0
		Vamgas	8.0	8.0
		Crusader	-	4.75
Clifton		Santos	50.0	45.25
		Delhi	30.0	30.0
		Vamgas	10.0	10.0
		SAGASCO	10.0	10.0
		Crusader	-	4.75
Haddon		Santos	52.50	47.75
		Delhi	30.0	30.0
		Vamgas	8.75	8.75
		SAGASCO	8.75	8.75
		Crusader	-	4.75
Koonchera		Santos	50.0	45.25
		Delhi	30.0	30.00
		Vamgas	10.0	10.0
		SAGASCO	10.0	10.0
		Crusader	-	4.75

Tinga-Tingana	Santos	45.0	40.25
	Delhi	27.0	27.0
	Vamgas	14.0	14.0
	SAGASCO	14.0	14.0
	Crusader	-	4.75

This Memorandum is hereby entered on the Petroleum Register.



R A LAWS  
DIRECTOR, OIL, GAS & COAL DIVISION  
Delegate of the Minister for Mines and Energy



**COPY**



SR 28/1/45

**MEMORANDUM**

**PEL's 5 & 6 Patchawarra Central Farmout area**

**Petroleum Production Licence Nos: 18, 19, 20, 29, 50 and 55**

**Pipeline Licence No 2**

This Memorandum will confirm that on .....20/9/..... 1993 I approved the amendments as contained in the following document relative to a Global Revolving Underwriting Facility Agreement:

Third Amendment Agreement dated 25 June 1993 between Bridge Oil International Finance Ltd, Bridge Oil Ltd (BOL), Bridge Oil Developments Pty Ltd (BOD), Bridge Oil Exploration Pty Ltd, Westpac Banking Corporation, Bankers Trust Company, Bankers Trust GmbH, Merrill Lynch Money Markets Inc, AIDC Ltd, The Hong Kong and Shanghai Banking Corporation Ltd, State Bank of New South Wales Ltd, LTCB Australia Ltd and Indosuez Australia Ltd. The Agreement provides inter alia financing security over interests of BOL and BOD in the Cooper Basin downstream facilities.

This Memorandum is hereby entered on the Petroleum Register.

FRANK BLEVINS M P  
MINISTER OF MINERAL RESOURCES

502 0096 025

SR 27/2/4  
MC:JS

MEMORANDUM

Petroleum Exploration Licences 5 and 6 (Patchawarra Central Block)

Pipeline Licence No 2

Petroleum Production Licences 18, 19, 20, 29, 50 and 55.

---

Basin Oil NL  
Westpac Banking Corporation

Receipt of a Deed of Charge dated 20 September 1991 entered into by Basin Oil NL and Westpac Banking Corporation is hereby entered on the Petroleum Register. My consent is insofar as it is necessary for me to do so for the purposes of Section 42 of the Petroleum Act 1940.



JOHN KLUNDER  
MINISTER OF MINES AND ENERGY

28.1.91

502 0096 026

SR 27/2/4

MEMORANDUM

Petroleum Exploration Licences 5 and 6 (Patchawarra Central Block)

Pipeline Licence No 2

Petroleum Production Licences 18, 19, 20, 29, 50 and 55.

---

Basin Oil NL  
National Mutual Life Association of Australasia Limited

Receipt of a Fixed and Floating Charge dated 20 February 1991 entered into by Basin Oil NL and National Mutual Life Association of Australasia Limited is hereby entered on the Petroleum Register. My consent is insofar as it is necessary for me to do so for the purposes of Section 42 of the Petroleum Act 1940.



JOHN KLUNDER  
MINISTER OF MINES AND ENERGY

5./2./91

Charge placed in PEL 5+6

Vol. 26

MEMORANDUM

PELs 5 and 6, Pipeline Licence No. 2 and PPL's 18, 19, 20, 29 and 50

Two Deeds of Charge - Basin Oil NL

Receipt of the following documents are hereby entered on the Petroleum Register.

Deed of Fixed and Floating Charge dated 23rd November 1990 between Basin Oil NL (Mortgager) and Natwest Australia Bank Limited (mortgagee).

Deed of Fixed and Floating Charge dated 23rd November 1990 between Basin Oil NL (Mortgager) and National Westminster Bank PLC (Mortgagee).

15.11.1991



J H C KLUNDER  
MINISTER OF MINES AND ENERGY

Deeds placed on register for PEL's 5 & 6



502 0096 038

PETROLEUM PRODUCTION  
LICENCE NO. 29

61  
502 0096 039

NATIONAL COMPANIES AND SECURITIES COMMISSION

Registered No.: 40742M

Sub-section 72 (9)

COPY OF

COMPANIES (SOUTH AUSTRALIA) CODE

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME OF COMPANY

This is to certify that SOUTH AUSTRALIAN OIL & GAS CORPORATION LTD.  
originally called: SOUTH AUSTRALIAN OIL & GAS CORPORATION PTY. LTD.

which was on the 9th day of September 19 77

incorporated under the Companies Act, 1962

as a ~~public~~ proprietary company, on the 17th day of June

19 88 changed its name to

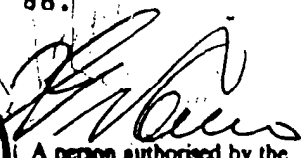
SAGASCO RESOURCES LIMITED

and that the company is a public/~~proprietary~~ company, and is a company limited by shares.

Given under the seal of the National Companies and Securities Commission at Adelaide, on this

17th day of June, 19 88.



  
A person authorised by the  
Corporate Affairs Commission for South Australia,  
Delegate of the National Companies  
and Securities Commission.

Classification of Offices in the Public Service—continued

Position	Pos. No.	Occupant	Pers. No.	Class'n Code	Salary Limits		Salary	Date of Operation	Date of Next Increment	Allowances and Remarks
					Min.	Max.				
\$ p.a. \$ p.a. \$ p.a.										
DEPARTMENT OF LANDS										
Scientist, Class 2	419581	Faithfull, E.	658179	SO-2	32 965	35 919	32 965	14.03.88	14.03.89	
Scientist, Class 2	41959*	Barber, D.	658160	SO-2	32 965	35 919	32 965	14.03.88	14.03.89	
Clerical Officer, Class 1	44850*	—	—	CO-1	10 470	20 172	—	13.06.88	—	
Clerical Officer, Class 1	448622	—	—	CO-1	10 470	20 172	—	01.06.88	—	
Trainee Computer Systems Officer	448665	—	—	CR-3	22 352	23 719	—	24.05.88	—	
Graduate Officer, Surveying	443071	—	—	SU-0	20 632	23 293	—	11.11.87	—	
					21 457	24 225	—	28.11.87	—	
					21 770	24 538	—	06.02.88	—	
Surveyor Class 1	44308*	—	—	SU-1A	21 457	30 068	—	24.01.88	—	
					21 770	30 381	—	06.02.88	—	
Deputy Registrar General	448681	—	—	AO-2	35 319	36 537	—	06.06.88	—	
DEPARTMENT OF MINES AND ENERGY										
Scientist, Class 1	448841	—	—	SO-1	21 770	30 381	—	30.05.88	—	
Assistant Director, Office of Energy Planning	448817	—	—	EO-2	56 513	56 513	—	25.05.88	—	
TOURISM SOUTH AUSTRALIA										
Clerk	44885*	—	—	CO-2	20 667	21 870	—	23.05.88	—	
TREASURY DEPARTMENT										
Clerical Officer, Class 1	448657	—	—	CO-1	10 168	19 870	—	16.05.88	—	
Manager, Affiliated Companies & Trusts	448868	—	—	AO-5	44 576	46 201	—	23.05.88	—	
Economist	448876	—	—	AO-1	31 960	34 668	—	25.05.88	—	
Graduate Officer	448884	—	—	CR-3	22 352	23 719	—	25.05.88	—	

Office of the Commissioner for Public Employment, Adelaide, 6 June, 1988.

A. J. STRICKLAND, Commissioner

GRANT OF PETROLEUM PRODUCTION LICENCE

Department of Mines and Energy, Parkside, 8 June 1988

NOTICE is hereby given that the undermentioned petroleum production licence has been granted under the provisions of the Petroleum Act, 1940.

R. G. PAYNE, Minister of Mines and Energy

No. of Licence	Licencees	Locality	Date of Expiry	Area in km <sup>2</sup>	Reference
29	SANTOS Limited, Bridge Oil Developments Pty Ltd, Delhi Petroleum Pty Ltd, Basin Oil No Liability, Reef Oil No Liability, Vamgas Ltd, South Australian Oil & Gas Corporation Pty Ltd, Bridge Oil Limited	Rakoona Field in the Cooper Basin	31.12.2008	2.99	SR 28.1.97

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°38'35"S and longitude 140°04'20"E, thence east to longitude 140°05'00"E, south to latitude 27°40'00"S, west to longitude 140°04'45"E, north to latitude 27°39'50"S, west to longitude 140°04'00"E, north to latitude 27°39'05"S, east to longitude 140°04'08"E, north to latitude 27°38'50"S, east to longitude 140°04'20"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, except those latitudes and longitudes underlined which are expressed in terms of the Clarke's 1858 Spheroid (Transverse Mercator Projection).


MEMORANDUM

Petroleum Production Licence No. 29 (Rakoona)

1. This licence granted retrospectively to 1/1/88 is hereby entered on the Petroleum Register.
2. A security in the form of a \$4000 bank guarantee has been lodged with respect to this licence.
3. Interests in the licence are as follows:-

. SANTOS Limited	25.0%
. Bridge Oil Developments Pty. Ltd.	23.75%
. Delhi Petroleum Pty. Ltd.	15.0%
. Basin Oil No Liability	12.5%
. Reef Oil No Liability	12.5%
. Vangas Limited	5.0%
. South Australian Oil & Gas Corporation Pty. Ltd.	5.0%
. Bridge Oil Limited	1.25%

9/6/88  
SR28/1/97

  
MINISTER OF MINES & ENERGY

A

502 0096 042

SOUTH AUSTRALIA - PETROLEUM ACT, 1940

AND

COOPER BASIN (RATIFICATION) ACT, 1975

PETROLEUM PRODUCTION LICENCE NUMBER 29

I, RONALD GEORGE PAYNE, Minister of Mines and Energy in and for the State of South Australia pursuant to the Petroleum Act, 1940 and the Cooper Basin (Ratification) Act, 1975 and all other enabling powers HEREBY GRANT JOINTLY to:-

- . SANTOS Limited, whose registered office is situated at 39 Grenfell Street, Adelaide. S.A. 5000 ("SANTOS")
- . Bridge Oil Developments Pty. Ltd., whose registered office is situated at 60 Margaret Street, Sydney. N.S.W. 2000 ("B.O.D.")
- . Delhi Petroleum Pty. Ltd., whose registered office is situated at 101 Grenfell Street, Adelaide. S.A. 5000 ("Delhi")
- . Basin Oil No Liability, whose registered office is situated at 37 Pitt Street Sydney N.S.W. 2000 ("Basin")
- . Reef Oil No Liability, whose registered office is situated at Level 39, 19 Martin Place, Sydney N.S.W. 2000 ("Reef")
- . Vamgas Limited, whose registered office is situated at Level 23,35 Collins Street, Melbourne. Vic. 3000 ("Vamgas")
- . South Australian Oil & Gas Corporation Pty. Ltd., whose registered office is situated at 60 Hindmarsh Square, Adelaide. S.A. 5000 ("S.A.O.G.")
- . Bridge Oil Limited, whose registered office is situated at 60 Margaret Street, Sydney. N.S.W. 2000 ("Bridge")

01194463

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

COMMISSIONER OF STAMPS  
S.A. STAMP DUTY  
ADJUDGED  
NOT CHARGEABLE  
31/05/88 05:32

DESCRIPTION OF AREA

The land comprised in this licence is that part of the State of South Australia bounded as follows:-

Commencing at a point being the intersection of latitude 27°38'35"S and longitude 140°04'20"E, thence east to longitude 140°05'00"E, south to latitude 27°40'00"S, west to longitude 140°04'45"E, north to latitude 27°39'50"S, west to longitude 140°04'00"E, north to latitude 27°39'05"S, east to longitude 140°04'08"E, north to latitude 27°38'50"S, east to longitude 140°04'20"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 October 6, 1966, except those latitudes and longitudes underlined which are expressed in terms of the Clarke's 1858 Spheroid (Transverse Mercator Projection)



TERMS AND CONDITIONS

1. The term of this licence is twenty - one years commencing on and inclusive of the First day of January 1988 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 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 amendments thereto and with all Regulations for the time being in force under that Act and with any directions given by the Minister the Director-General of 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	Twenty-five per cent	25%
B.O.D.	Twenty-three point seven-five per cent	23.75%
Delhi	Fifteen per cent	15.0%
Basin	Twelve point five per cent	12.5%
Reef	Twelve point five per cent	12.5%
Vamgas	Five per cent	5.0%
S.A.O.G.	Five per cent	5.0%
Bridge	One point two-five per cent	1.25%

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 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.



SIGNED SEALED AND DELIVERED  
by the said MINISTER OF MINES  
AND ENERGY at ADELAIDE this

..... NINTH ..... day of JUNE ... 1988

*Row An*  
.....  
MINISTER OF MINES AND  
ENERGY

SIGNED SEALED AND DELIVERED  
by the said LICENSEES at

..... ADELAIDE ..... this

..... 19TH ..... day of MAY ... 1988

THE COMMON SEAL of SANTOS Limited  
was hereto affixed in the presence of:

..... *M. Adh* .....  
(Director)

..... *[Signature]* .....  
(Secretary)

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

..... *L. Keshna* .....  
(Director)

..... *[Signature]* .....  
(Secretary)

SIGNED, SEALED AND DELIVERED for and on behalf of DELHI PETROLEUM  
PTY. LTD by Nicholas Mowbray Heath its duly authorised Attorney  
under Power of Attorney dated the 19th day of August, 1987, 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:

..... *D. Kuchner* .....  
Witness

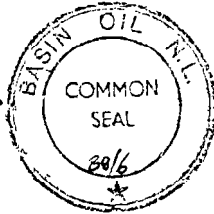
..... *N. M. Heath* .....  
Delhi Petroleum  
Pty.Ltd. by its  
Attorney N.M. Heath

502 0096 045

THE COMMON SEAL of BASIN OIL NO LIABILITY

was hereto affixed in the presence of:

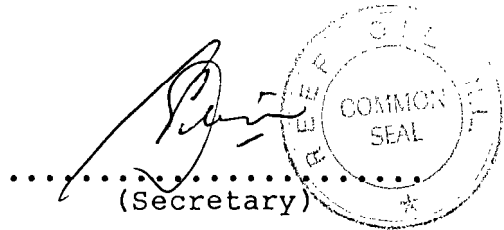
.....  
(Director)



.....  
(Secretary)

THE COMMON SEAL of REEF OIL NO LIABILITY  
was hereto affixed in the presence of:

.....  
(Director)



.....  
(Secretary)

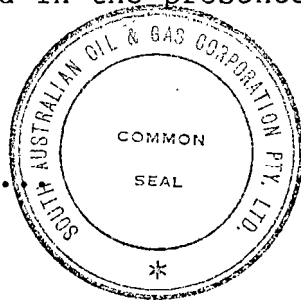
THE COMMON SEAL of VAMGAS LIMITED  
was hereto affixed in the presence of:

.....  
(Director)

.....  
(Secretary)

THE COMMON SEAL of SOUTH AUSTRALIAN OIL & GAS CORPORATION PTY. LTD.  
was hereto affixed in the presence of:

.....  
(Director)



.....  
(Secretary)

THE COMMON SEAL of BRIDGE OIL LIMITED  
was hereto affixed in the presence of:

.....  
(Director)

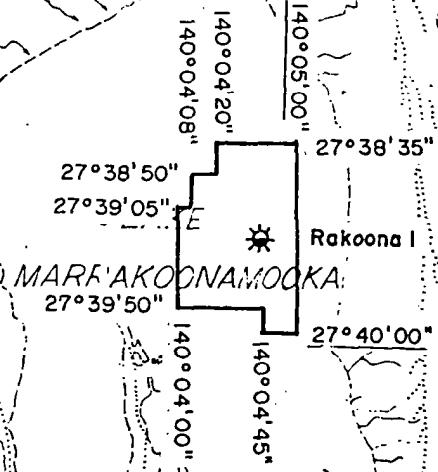


.....  
(Secretary)

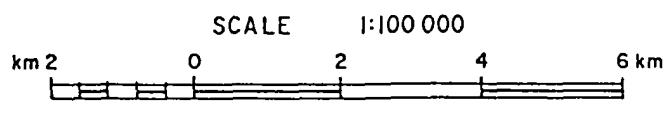
FLY LAKE

ACT LAKE

502 0096 046



NOTE: There is no warranty that the boundary of this Licence is correct in relation to other features on the map. The boundary is to be ascertained by reference to the Australian Geodetic Datum except those latitudes and longitudes underlined which are expressed in terms of the Clarke 1858 Spheroid (Transverse Mercator Projection).



SANTOS LIMITED DELHI PETROLEUM PTY. LTD.  
 VAMGAS LIMITED BASIN OIL NO LIABILITY  
 BRIDGE OIL LIMITED REEF OIL NO LIABILITY  
 BRIDGE OIL DEVELOPMENTS PTY. LTD.  
 SOUTH AUSTRALIAN OIL & GAS CORPORATION  
 PTY. LTD.

**PETROLEUM PRODUCTION LICENCE NO.29**

THIS DEED OF SUB-LICENCE made as of the 1st day of January 1988.

B E T W E E N :

SANTOS LIMITED 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

BRIDGE OIL DEVELOPMENTS PTY. LTD. whose registered office is situated at Level 33, Westpac Plaza, 60 Margaret 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

REEF OIL NO LIABILITY whose registered office is situated at c/- Touche Ross & Co., Level 39, 19 Martin Place, Sydney in the State of New South Wales (hereinafter sometimes called "Reef" which expression where the context requires or permits shall include its successors and assigns);

AND

BASIN OIL NO LIABILITY a company whose registered office is situated at c/- Priestley & Morris, 37 Pitt Street, Sydney 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

DELHI PETROLEUM PTY. LTD. whose registered office is situated at 101 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Delhi" which expression where the context requires or permits shall include its successors and assigns);

AND

SOUTH AUSTRALIAN OIL & GAS CORPORATION PTY. LTD. whose registered office is situated at 60 Hindmarsh Square, Adelaide in the State of South Australia (hereinafter sometimes called "SAOG" which expression where the context requires or permits shall include its successors and assigns);

AND

VAMGAS LTD. whose registered office is situated at c/- Arthur Andersen & Co., Level 23, 35 Collins Street, Melbourne in the State of Victoria (hereinafter sometimes called "Vamgas" which expression where the context requires or permits shall include its successors and assigns);

AND

BRIDGE OIL LIMITED whose registered office is situated at Level 33, Westpac Plaza, 60 Margaret Street, Sydney in the State of New South Wales (hereinafter sometimes called "Bridge" 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 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. whose registered office is situated at 101 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Delhi" which expression where the context requires or permits shall include its successors and assigns);

AND

VAMGAS LTD. whose registered office is situated at c/- Arthur Andersen & Co., Level 23, 35 Collins Street, Melbourne in the State of Victoria (hereinafter sometimes called "Vamgas" which expression where the context requires or permits shall include its successors and assigns);

AND

SOUTH AUSTRALIAN OIL & GAS CORPORATION PTY. LTD. whose registered office is situated at 60 Hindmarsh Square, Adelaide in the State of South Australia (hereinafter sometimes called "SAOG" which expression where the context requires or permits shall include its successors and assigns);

AND

CRUSADER RESOURCES NO LIABILITY whose registered office is situated at Cnr. Queen & Albert Streets, 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 NO LIABILITY whose registered office is situated at c/- Arthur Andersen & Co., Level 24, 35 Collins Street, Melbourne in the State of Victoria (hereinafter sometimes called "Alliance" which expression where the context requires or permits shall include its successors and assigns);

AND

BASIN OIL NO LIABILITY whose registered office is situated at c/- Priestley & Morris, 37 Pitt Street, Sydney 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

BRIDGE OIL LIMITED whose registered office is situated at Level 33, Westpac Plaza, 60 Margaret Street, Sydney in the State of New South Wales (hereinafter sometimes called "Bridge" which expression where the context requires or permits shall include its successors and assigns);

AND

REEF OIL NO LIABILITY whose registered office is situated at c/- Touche Ross & Co., Level 39, 19 Martin Place, Sydney in the State of New South Wales (hereinafter sometimes called "Reef" which expression where the context requires or permits shall include its successors and assigns);



AND

BRIDGE OIL DEVELOPMENTS PTY. LIMITED whose registered office is situated at Level 33, Westpac Plaza, 60 Margaret 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. (formerly TOTAL EXPLORATION AUSTRALIA PTY. LTD.) whose registered office is situated at c/- Touche Ross & Co., Level 39, 19 Martin Place, Sydney in the State of New South Wales (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. 29 granted by the Minister of Mines and Energy of the State of South Australia pursuant to the powers in the Petroleum Act, 1940 and the Cooper Basin (Ratification) Act, 1975-1981 over certain land in the State of South Australia as more particularly described in the said Petroleum Production Licence No. 29.

- 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. 29 as the same is more particularly described in the Schedule hereto.
- C. The Licensors with the consent of the Minister of 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 of 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 1988 (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. 29 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. 29 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, 1975-1981 (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, 1975-1981 in respect to the production referred to in Clause 2 hereof and subject to the provisions of the Cooper Basin (Ratification) Act, 1975-1981 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 of 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. 29 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 of 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. 29;
  - (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. 29; 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. 29 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, 1975-1981.



THE SCHEDULE

(Description of Unitized Zone)

The stratigraphic unit named as the Rakoona Field, Unit "B" Patchawarra Formation 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.

THE COMMON SEAL of  
ALLIANCE PETROLEUM AUSTRALIA N.L.  
was hereunto affixed in  
the presence of:-

.....  
Secretary

.....  
Director

THE COMMON SEAL of  
BASIN OIL N.L.  
was hereunto affixed in  
the presence of:-

.....  
Secretary

.....  
Director

THE COMMON SEAL of  
BRIDGE OIL LIMITED  
was hereunto affixed in  
the presence of:-

.....  
Secretary

.....  
Director

.....  
Director



SIGNED, SEALED AND DELIVERED for and on behalf of DELHI PETROLEUM PTY. LIMITED by Nicholas Moubray Heath its duly authorised Attorney under Power of Attorney dated the 19th day of August, 1987, 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. Limited  
by its Attorney N.M. Heath

THE COMMON SEAL of CRUSADER RESOURCES N.L. was hereunto affixed in the presence of:-

.....  
Secretary

.....  
Director

THE COMMON SEAL of REEF OIL N.L. was hereunto affixed in the presence of:-

.....  
Secretary

.....  
Director

THE COMMON SEAL of SANTOS LIMITED was hereunto affixed in the presence of:-

.....  
Secretary

.....  
Director

THE COMMON SEAL of  
SANTOS PETROLEUM PTY. LTD.  
(formerly TOTAL EXPLORATION  
AUSTRALIA PTY. LTD.)  
was hereunto affixed in  
the presence of:-

.....  
Secretary

.....  
Director

THE COMMON SEAL of  
VAMGAS LTD.  
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  
SOUTH AUSTRALIAN OIL & GAS  
CORPORATION PTY. LTD.  
was hereunto affixed in  
the presence of:-

.....  
Secretary

.....  
Director