

INDEX OF DOCUMENTS HELD ON THE PUBLIC REGISTER FOR PPL 156

1. 26 July 1999 Patchawarra East Deed dated 23 July 1999 between the Minister for Primary Industries, Natural Resources and Regional Development and:

Boral Energy Resources Limited
Delhi Petroleum Pty Ltd
Gulf (Aust) Resources NL
Santos Limited
Vamgas Pty Ltd
2. 11 August 1999 Grant of Licence
Expiry Date: 10 August 2020
3. 11 August 1999 Memorandum entering Petroleum Production Licence PPL 156 on the petroleum register

Interests in the Licence are as follows:

	%
Santos Ltd	25.6022
Delhi Petroleum Pty Ltd	17.143
Boral Energy Resources Ltd	10.536
Vamgas Pty Ltd	43.75
Gulf (Aust) Resources NL	2.9688
4. 19 August 1999 Gazettal of grant of PPL 156 published in SA Government Gazette dated 19 August 1999, Page 923.
5. 10 December 1999 Certificate of Registration on Change of Name dated 6 October 1999:
From: Gulf (Aust) Resources NL
To: Novus Australia Resources NL
6. 10 December 1999 Memorandum entering change of company name on the Public Register
7. 13 March 2000 Certificate of Registration on Change of Name dated 24 February 2000:
From: Boral Energy Resources
To: Origin Energy Resources Ltd
8. 13 March 2000 Memorandum entering change of company name on the Public Register.
9. 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.

10. 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
11. 23 November 2005 Notation of discharge of security and receipt of replacement security is entered on the public register.
12. 21 December 2005 Deed to Amend Patchawarra East Area Deeds dated 24 October 2005 between the Minister for Mineral Resources Development and:
- Origin Energy Resources Limited
Delhi Petroleum Pty Ltd
Novus Australia Resources NL
Santos Limited
Vamgas Pty Ltd
13. 13 January 2006 Memorandum entering change of name on the public register:
- From: Novus Australia Resources NL
To: Santos (NARNL Cooper) NL
14. 9 May 2006 Memorandum entering change of name on the public register:
- From: Santos (NARNL Cooper) NL
To: Santos (NARNL Cooper) Pty Ltd
15. 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
16. 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
17. 1 September 2015 Memorandum entering notation of the grant of adjunct Associated Activities Licence AAL 232 on the public register.

18. 9 August 2017 Certificate of Registration on Change of Company Name dated 29 June 2017.
- From: Origin Energy Resources Limited
To: Lattice Energy Limited
19. 9 August 2017 Memorandum entering notation of change of company name on the public register.
20. 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
21. 22 January 2020 Certificate of Registration on Change of Name dated 2 December 2019.
- From: Lattice Energy Limited
To: Beach Energy (Operations) Limited
22. 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 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 LICENCE
PPL 156

1. Notation of the Grant of Associated Activities Licence AAL 232 (adjunct to PPL 156) is hereby entered on the public register.

A handwritten signature in black ink, appearing to read 'Barry A. Goldstein', with a long horizontal line extending to the right from the end of the signature.

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

Date: 1 September 2015

File: 28/1/250

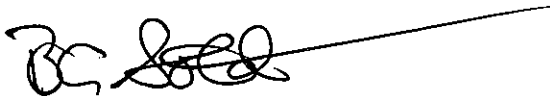
Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCES

PPLs 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 26, 27, 29, 30, 31, 32, 33, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 83, 84, 86, 87, 88, 89, 90, 91, 92, 94, 95, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 172, 174, 175, 176, 177, 178, 179, 180, 182, 187, 189, 190, 193, 194, 195, 196, 201, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237 and 238

SA 2012-42 Notation of registrable dealing as evidenced by Royalty Deed dated 19 January 2012 between Delhi Petroleum Pty Ltd and Esso Australia Resources Pty Ltd is hereby entered on the public register.



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

Date: 28 June 2012

Ref: various files

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCES

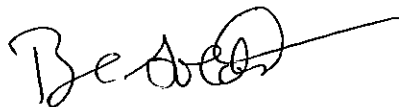
PPLs 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 26, 27, 29, 30, 31, 32, 33, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 83, 84, 86, 87, 88, 89, 90, 91, 92, 94, 95, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 172, 174, 175, 176, 177, 178, 179, 180, 182, 187, 189, 190, 193, 194, 195, 196, 201, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237 and 238

and

PIPELINE LICENCES

PLs 2, 5, 9 and 15

SA 2011-15 Notation of registrable dealing as evidenced by Delhi Fixed and Floating Charge and Mortgage of JV Assets dated 29 September 2010 between Delhi Petroleum Pty Limited and Westpac Banking Corporation is hereby entered on the public register.



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

Date: 15 February 2011

Petroleum Act 2000
S.115

MEMORANDUM

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

1. Notation of change of company name –

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

is hereby entered on the public register of licences.



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

Date: 9 May 2006

File: 27/2/4

General Counsel
06 DEC 2005
Legal Services/
Group Secretariat

Form 242

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

Remove this top section if desired before framing

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



This is to certify that

SANTOS (NARNL COOPER) NL

Australian Company Number 004 761 255

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

The name of the company is now

SANTOS (NARNL COOPER) PTY LTD

Australian Company Number 004 761 255

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

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

Jeffrey Lucy
Chairman

CERTIFICATE

Petroleum Act 2000
S.115

MEMORANDUM

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

1. Notation of change of company name –

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

is hereby entered on the public register of licences.



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

Date: 13 January 2006

File: 27/2/4

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

Remove this top section if desired before framing

Certificate of Registration on Change of Name

This is to certify that

NOVUS AUSTRALIA RESOURCES NL

Australian Company Number 004 761 255

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

SANTOS (NARNL COOPER) NL

Australian Company Number 004 761 255

The company is a public company.

The company is a no liability company.

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

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



Jeffrey Lucy
Chairman



CERTIFICATE


**Petroleum Act 2000
S.115**

MEMORANDUM

**PETROLEUM PRODUCTION LICENCES
PPLs 142, 152, 156, 182, 187, 191, 194 and 197.**

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

Deed to Amend Patchawarra East Area Deeds dated 24th October 2005 between the Minister for Mineral Resources Development, Origin Energy Resources Limited, Delhi Petroleum Pty Ltd, Novus Australia Resources NL (now Santos (NARL Cooper) NL), Santos Limited and Vamgas Pty Ltd.



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

Date: 21 December 2005

SR 27/2/4

DATED

24th

DAY OF

OCTOBER

2005

DEED TO AMEND PATCHAWARRA EAST AREA DEEDS

BETWEEN

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

-AND-

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

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

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

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

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

("LICENSEES")



CROWN SOLICITOR

Level 9, 45 Pirie Street, Adelaide SA 5000

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7. SUCCESSORS BOUND4

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THIS DEED is made the

24th day of October

2005

BETWEEN:

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

COMMISSIONER OF STATE TAXATION

S.A. STAMP DUTY PAID

ORIGINAL with 0 copies

21/12/2005 14:45:39

DEED

AND

ORIGIN ENERGY RESOURCES LIMITED A.B.N. 66 007 845 338 of Level 2, South Tower John Oxley Centre, 339 Coronation Drive, Milton Queensland (formally named Boral Energy Resources Ltd), **DELHI PETROLEUM PTY LTD** A.B.N. 65 007 854 686 of c/- Gradav Ltd., 128 Crown Street, East Sydney, NSW, **NOVUS AUSTRALIA RESOURCES NL** A.B.N. 75 004 761 255 of Level 19, 321 Kent Street, Sydney, New South Wales (formerly named Gulf (Aust) Resources No Liability, **SANTOS LIMITED** A.B.N. 80 007 550 923 of Level 29, 91 King William Street, Adelaide, South Australia, **VAMGAS PTY LTD** A.B.N. 006 245 100 of Level 29, 91 King William Street, Adelaide, South Australia ("Licensees")

RECITALS:

- A. By way of three deeds between the Parties, one deed dated 23 July 1999 and two deeds dated 12 June 2001, the Parties agreed certain special conditions on Petroleum Production Licences ("PPL") that require that areas greater than twice the proved and probable area of the field, be surrendered by various agreed dates.
- B. Several of the special conditions on Petroleum Production Licences have been met. However, many of the special conditions on Petroleum Production Licences remain unmet.
- C. The parties now wish to record that certain Petroleum Production Licences referred to in the Original Deeds have met the special conditions set out in the Original Deeds and

that other Petroleum Production Licences referred to in the Original Deeds have not met the special conditions set out in the Original Deeds and that the Original Deeds as they relate to the unmet special conditions are to be extended to 30 June 2008.

THE PARTIES COVENANT AS FOLLOWS:

1. ACCURACY OF RECITALS

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

2. DEFINITIONS & INTERPRETATION

2.1 Definitions

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

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

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

2.1.2 **“Licensee”** means Origin Energy Resources Limited A.B.N. 66 007 845 338, Delhi Petroleum Pty Ltd A.B.N. 65 007 854 686, Novus Australia Resources NL A.B.N. 75 004 761 255, Santos Limited A.B.N. 80 007 550 923, Vamgas Pty Ltd A.B.N. 006 245 100

2.1.3 **“Parties”** means the parties to this deed.

2.1.4 **“James Deed”** means the deed between the Parties dated 12th June 2001 in relation to PPL182 named James and other PPLs 191, 194 and 197.

2.1.5 **“Lamdina Deed”** means the deed between the Parties dated 12th June 2001 in relation to PPL187 named Lamdina.

2.1.6 **“Patchawarra East Deed”** means the deed between the Parties dated 23 July 1999 in relation to PPLs 156, 142, 152 in an area named Patchawarra East;

2.1.7 **“Original Deeds”** means the James Deed, the Patchawarra East Deed and the Lamdina Deed.

2.2 **Interpretation**

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

2.2.1 Words denoting the singular number or plural number include the plural number and singular number respectively.

2.2.2 Words denoting any gender shall include all genders.

2.2.3 Headings are for convenience only and shall not affect interpretation.

2.2.4 Words denoting individuals shall include corporations and vice versa.

2.2.5 A reference to a recital, party, clause, schedule appendix or annexure is a reference to a recital, party, clause, schedule, appendix or annexure of this Deed.

2.2.6 A reference to any Act, regulation or by-law shall be deemed to include all amendments thereto and all statutory provisions substituted hereafter.

2.2.7 The use of "or" shall be that of the inclusive "or", i.e., meaning one, some or all of a number of possibilities or alternatives.

2.2.8 All references to "dollars" or to "\$" are to Australian dollars.

3. **AMENDMENT TO JAMES DEED**

3.1 The Parties agree to amend the James Deed by deleting the words and figure “5 years from grant” where they appear in Column 4 of the Schedule and substituting in their place the words and figures “30 June 2008”.

3.2 The provision of this Deed will be read together with and form part of the James Deed.

4. AMENDMENT TO LAMDINA DEED

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

5. AMENDMENT TO PATCHAWARRA EAST DEED

- 5.1 The Parties agree to amend the Patchawarra Deed by deleting the words and figure “5 years from Grant” where they appear in the third line of Column 4 of the Schedule to that Deed and in their place substituting the words and figures “30 June 2008”.
- 5.2 The Parties agree that PPLs 152 and 156 referred to in the Patchawarra East Deed have met the special conditions set out in that deed.
- 5.3 The provisions of this Deed will be read together with and form part of the Patchawarra East Deed.

6. COSTS

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

7. SUCCESSORS BOUND

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

8. PROPER LAW AND JURISDICTION

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

9. COUNTERPARTS

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

10. ORIGINAL DEEDS

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

EXECUTED UNCONDITIONALLY AS A DEED

THE COMMON SEAL of the **MINISTER**
FOR MINERAL RESOURCES
DEVELOPMENT was hereunto affixed by
authority of the Minister in the presence of:



Paul Holloway

.....
Witness
Print Name: *LEE BITZIOS*

Executed for and on behalf of **SANTOS LIMITED,**
and **VAMGAS PTY LTD** respectively by being **SIGNED,**
SEALED AND DELVERED by its duly appointed
Attorney in the presence of:

[Signature]

.....
Witness
Print Name: *DIANE GIBSON*

~~**EXECUTED** for and on behalf of **DELHI**
PETROLEUM PTY LTD by its duly~~

authorised attorney in the presence of:)

.....
Signature of Witness

.....
Signature of Attorney

.....
Name of Witness

.....
Name of Attorney

THE COMMON SEAL of NOVUS AUSTRALIA)

RESOURCES N.L. was hereunto affixed in accordance)

its constitution in the presence of:)



Peter C Wasow

.....
Director

PETER C WASOW

.....
Print Name:

Robert James Wishart

.....
Secretary

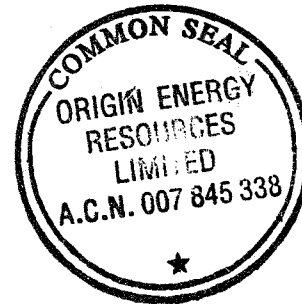
ROBERT JAMES WISHART

.....
Print Name:

THE COMMON SEAL of ORIGIN ENERGY)

RESOURCES LTD was hereunto affixed in the presence)

of:)



Robert Jan Willink

.....
Director

DIRECTOR

.....
Print Name:

ROBERT JAN WILLINK

Bruce John Atkinson

.....
Secretary

Bruce John Atkinson

.....
Print Name:

DPPL

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

[Handwritten Signature])
.....)
Signature of director)

[Handwritten Name])
.....)
Name of director (block letters))

[Handwritten Signature])
.....)
Signature of ~~director~~ company)
secretary*)
*delete whichever is not applicable

[Handwritten Name])
.....)
Name of ~~director~~/company secretary*)
*delete whichever is not applicable

Petroleum Act 2000
S.115

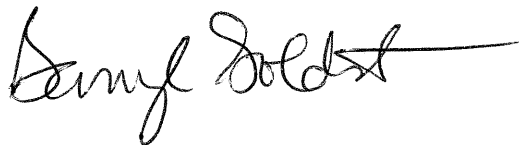
MEMORANDUM

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

M E M O R A N D U M

PETROLEUM ACT 1940

SECTION 44

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

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

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



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

13 March 2000

24/02/00

14:37

+61 8 8223 4405

NO. 462 · 004

User: MARKK

Host: BETA1.oqa.boral.com.au

Class: Job: MARKK_TRLRP

CLAYTON UTZ
1 O'Connell Street
SYDNEY NSW 2000

Remove this top section if desired before printing

Certificate of Registration on Change of Name



This is to certify that

BORAL ENERGY RESOURCES LIMITED

Australian Company Number 007 845 338

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

ORIGIN ENERGY RESOURCES LIMITED

Australian Company Number 007 845 338

The company is a public company.

The company is limited by shares.

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

CERTIFICATE

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

Alan Cameron
Chairman

MEMORANDUM

Section 44, Petroleum Act 1940

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

PIPELINE LICENCE No. 2

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

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



J S Zabrowarny
Manager, Petroleum Licensing and Royalties

10 December 1999

NOVUS PETROLEUM LIMITED
Level 9
321 Kent Street
SYDNEY NSW 2000

Remove this top section if desired before printing

Certificate of Registration on Change of Name



This is to certify that

GULF (AUST) RESOURCES N.L.

Australian Company Number 004 761 255

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

NOVUS AUSTRALIA RESOURCES NL

Australian Company Number 004 761 255

The company is a public company.

The company is a no liability company.

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

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

Alan Cameron
Chairman

CERTIFICATE

GRANT OF PETROLEUM PRODUCTION LICENCE

Department of Primary Industries and Resources, 11 August 1999

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

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

No. of Licence	Licensees	Locality	Date of Expiry	Area in km ²	Reference
156	SANTOS Ltd Delhi Petroleum Pty Ltd Boral Energy Resources Ltd Vamgas Pty Ltd Gulf (Aust) Resources NL	Beanbush Field in the Cooper Basin of South Australia	10 August 2020	35.20	SR.28.1.250

Description of the Area

All that part of the State of South Australia bounded as follows: commencing at a point being the intersection of latitude 27°15'50"S and longitude 140°38'20"E, thence east to longitude 140°39'40"E, south to latitude 27°17'30"S, west to longitude 140°39'30"E, south to latitude 27°17'40"S, west to longitude 140°39'10"E, south to latitude 27°18'00"S, west to longitude 140°38'20"E, south to latitude 27°18'20"S, west to longitude 140°38'10"E, south to latitude 27°18'30"S, west to longitude 140°37'50"E, south to latitude 27°18'40"S, west to longitude 140°37'30"E, south to latitude 27°19'50"S, west to longitude 140°36'00"E, north to latitude 27°19'40"S, west to longitude 140°35'20"E, north to latitude 27°19'30"S, west to longitude 140°35'00"E, north to latitude 27°19'10"S, west to longitude 140°34'50"E, north to latitude 27°17'50"S, east to longitude 140°36'00"E, north to latitude 27°16'40"S, east to longitude 140°37'10"E, north to latitude 27°16'30"S, east to longitude 140°37'20"E, north to latitude 27°16'20"S, east to longitude 140°37'30"E, north to latitude 27°16'10"S, east to longitude 140°38'00"E, north to latitude 27°16'00"S, east to longitude 140°38'20"E, and north to the point of commencement, all the within latitudes and longitudes being geodetic and expressed in terms of the Australian Geodetic Datum as defined on p. 4984 of *Commonwealth Gazette* number 84 dated 6 October 1966.

GRANT OF PETROLEUM PRODUCTION LICENCE

Department of Primary Industries and Resources, 11 August 1999

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

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

No. of Licence	Licensees	Locality	Date of Expiry	Area in km ²	Reference
157	SANTOS Ltd Delhi Petroleum Pty Ltd Boral Energy Resources Ltd Vamgas Pty Ltd Gulf (Aust) Resources NL Alliance Petroleum Australia Pty Ltd Reef Oil Pty Ltd Santos Petroleum Pty Ltd Bridge Oil Developments Pty Ltd Santos (BOL) Pty Ltd Basin Oil NL	Muscat Field in the Cooper Basin of South Australia	10 August 2020	2.85	SR.28.1.284

Description of the Area

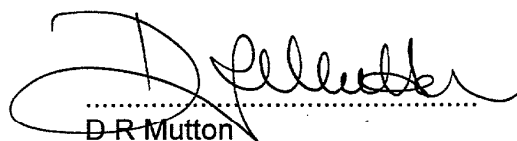
All that part of the State of South Australia bounded as follows: commencing at a point being the intersection of latitude 28°11'00"S and longitude 139°54'50"E, thence east to longitude 139°55'30"E, south to latitude 28°12'00"S, west to longitude 139°55'20"E, south to latitude 28°12'10"S, west to longitude 139°55'10"E, south to latitude 28°12'20"S, west to longitude 139°54'30"E, north to latitude 28°12'00"S, east to longitude 139°54'40"E, north to latitude 28°11'50"S, east to longitude 139°54'50"E, and north to the point of commencement, all the within latitudes and longitudes being geodetic and expressed in terms of the Australian Geodetic Datum as defined on p. 4984 of *Commonwealth Gazette* number 84 dated 6 October 1966.

MEMORANDUM

PETROLEUM PRODUCTION LICENCE NO 156

1. This licence granted on 11/8/1999 is hereby entered on the Petroleum Register.
2. A security in the form of a \$15,000 bank guarantee has been lodged with respect to this licence.
3. Interests in the licence are as follows:

	%
• Santos Ltd	25.6022
• Delhi Petroleum Pty Ltd	17.143
• Boral Energy Resources Ltd	10.536
• Vamgas Pty Ltd	43.75
• Gulf (Aust) Resources NL	2.9688



.....
D-R Mutton
**CHIEF EXECUTIVE
DEPT OF PRIMARY INDUSTRIES AND
RESOURCES SA**
Delegate of the Minister for Primary
Industries, Natural Resources and
Regional Development

**SOUTH AUSTRALIA
PETROLEUM ACT 1940**

PETROLEUM PRODUCTION LICENCE NO. 156

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

- **SANTOS LIMITED**, ACN 007 550 923 of Level 29, 91 King William Street, Adelaide, South Australia,
- **DELHI PETROLEUM PTY LTD**, ACN 007 854 686 of Esso Australia Ltd., Esso House, 12 Riverside Quay, Southbank, Victoria,
- **VAMGAS PTY LTD**, ACN 006 245 110 of Level 29, 91 King William Street, Adelaide, South Australia,
- **BORAL ENERGY RESOURCES LIMITED**, ACN 007 845 338 of 60 Hindmarsh Square, Adelaide, South Australia, and
- **GULF (AUST) RESOURCES NO LIABILITY**, ACN 004 761 255 of 14th Floor, 216 St George's Terrace, Perth, Western Australia.

COMMISSIONER OF STATE TAXATION
S.A. STAMP DUTY PAID \$10.00
ORIGINAL with 6 copies
17/08/1999 15:08:30 IZ191.12
DEED

(hereinafter referred to as '**the Licensees**') a Petroleum Production Licence in respect of the area described below and subject to the conditions set out below, to have effect for a period of twenty-one (21) years to expire on the 10th day of August 2020 but carrying the rights of renewal conferred by the Petroleum Act 1940.

DESCRIPTION OF THE AREA

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

CONDITIONS

The Licensees shall at all times comply with:

- (a) the provisions of the Petroleum Act 1940 and of any regulations for the time being and from time to time in force under that Act; and
- (b) all directions given to them under the Act or regulations for the time being and from time to time in force under that Act.
- (c) its obligations under the Deed dated 23rd July 1999 between the Minister for Primary Industries, Natural Resources and Regional Development and Santos Limited, Delhi Petroleum Pty Ltd, Vamgas Pty Ltd, Boral Energy Resources Ltd, and Gulf (Aust) Resources NL.

DECLARATION

It is hereby acknowledged and agreed that the licensees, as at the date of grant of this licence, own and hold the following undivided interests respectively in and under this licence:-

Santos	:	twenty five point six zero two two	(25.6022%)
Delhi	:	seventeen point one four three	(17.143%)
Boral Energy	:	ten point five three six	(10.536%)
Vamgas	:	forty three point seven five	(43.75%)
Gulf	:	two point nine six eight eight	(2.9688%)

and 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 8th day of April 1974 to which the Licensees are parties and as the same has been amended and as may hereafter be amended or replaced from time to time **PROVIDED THAT** any amendment or replacement which affects or could affect the undivided interests of the Licensees shall be of no force or effect unless approved by the Minister.

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

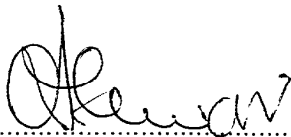
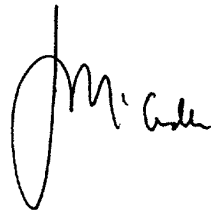
this 11th day of August 1999



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

SIGNED, SEALED AND DELIVERED)
by the said **LICENSEES** at Adelaide)
this 11th day of August 1999)

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



.....
(Witness)

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

)
)
)
)

Signature of Attorney

Signature of Witness

IAN WILLIAM ANGUS

Name of Attorney

MAREE HINCKES

Name of Witness

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

)
)
)



(Director)

(Secretary)

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

)
)
)

Signed under Power of Attorney

Dated 30th July 1999

by D.R. Whitby for and on
behalf of Gulf (Aust)
Resources N.L.

(Director)-
Attorney

(Secretary)
Witness

SCHEDULE

PETROLEUM PRODUCTION LICENCE NO. 156

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° 15' 50" S and longitude 140° 38' 20" E, thence east to longitude 140° 39' 40" E, south to latitude 27° 17' 30" S, west to longitude 140° 39' 30" E, south to latitude 27° 17' 40" S, west to longitude 140° 39' 10" E, south to latitude 27° 18' 00" S, west to longitude 140° 38' 20" E, south to latitude 27° 18' 20" S, west to longitude 140° 38' 10" E, south to latitude 27° 18' 30" S, west to longitude 140° 37' 50" E, south to latitude 27° 18' 40" S, west to longitude 140° 37' 30" E, south to latitude 27° 19' 50" S, west to longitude 140° 36' 00" E, north to latitude 27° 19' 40" S, west to longitude 140° 35' 20" E, north to latitude 27° 19' 30" S, west to longitude 140° 35' 00" E, north to latitude 27° 19' 10" S, west to longitude 140° 34' 50" E, north to latitude 27° 17' 50" S, east to longitude 140° 36' 00" E, north to latitude 27° 16' 40" S, east to longitude 140° 37' 10" E, north to latitude 27° 16' 30" S, east to longitude 140° 37' 20" E, north to latitude 27° 16' 20" S, east to longitude 140° 37' 30" E, north to latitude 27° 16' 10" S, east to longitude 140° 38' 00" E, north to latitude 27° 16' 00" S, east to longitude 140° 38' 20" E, and north to the point of commencement.

All the within latitudes and longitudes being geodetic and expressed in terms of the Australian Geodetic Datum as defined on p. 4984 of Commonwealth Gazette number 84 dated October 6, 1966.

AREA 35.20 square kilometres approximately.

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

EX PEL 5 & 6

PPLs 138, 140, 142, 143, 145, 148, 150, 151, 152, 153 and 156

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

- Fixed Factor Area Deed dated 23/7/99 between the Minister for Primary Industries, Natural Resources and Regional Development (Minister) and Alliance Petroleum Australia Pty Ltd, Basin Oil NL, Boral Energy Resources Ltd (Boral), Bridge Oil Developments Pty Ltd, Delhi Petroleum Pty Ltd (Delhi), Gulf (Aust) Resources NL (Gulf), Reef Oil Pty Ltd, Santos Ltd (Santos), Santos (BOL) Pty Ltd, Santos Petroleum Pty Ltd, and Vamgas Pty Ltd (Vamgas).
- Patchawarra East Deed dated 23/7/99 between the Minister and Boral, Delhi, Gulf, Santos and Vamgas.



J S Zabrowarny
MANAGER, PETROLEUM ADMINISTRATION

26 July 1999

DATED: 23rd DAY OF July 1999

PATCHAWARRA EAST

DEED

BETWEEN

**MINISTER FOR PRIMARY INDUSTRIES, NATURAL RESOURCES
AND REGIONAL DEVELOPMENT**

("MINISTER")

AND

**BORAL ENERGY RESOURCES LIMITED
A.C.N. 007 845 338**

**DELHI PETROLEUM PTY LTD
A.C.N. 007 854 686**

**GULF (AUST) RESOURCES NO LIABILITY
A.C.N. 004 761 255**

**SANTOS LIMITED
A.C.N. 007 550 923**

**VAMGAS PTY LTD
A.C.N. 006 245 110**

("LICENSEES")

THIS DEED is dated the 23rd day of July 1999

BETWEEN

MINISTER FOR PRIMARY INDUSTRIES, NATURAL RESOURCES AND REGIONAL DEVELOPMENT a body corporate pursuant to the Administrative Arrangements Act, 1994 (SA) and whose office is situated at 17th Floor, 25 Grenfell Street, Adelaide, 5000 in the State of South Australia ("**Minister**")

AND

BORAL ENERGY RESOURCES LIMITED A.C.N. 007 845 338 of 60 Hindmarsh Square, Adelaide, South Australia, DELHI PETROLEUM PTY LTD A.C.N. 007 854 686 of c/- Esso Australia Ltd., Esso House, 12 Riverside Quay, Southbank, Victoria, GULF (AUST) RESOURCES NO LIABILITY A.C.N. 004 761 255 of Level 14, London House, 216 St George's Terrace, Perth, Western Australia, SANTOS LIMITED A.C.N.007 550 923 of Level 29, 91 King William Street, Adelaide, South Australia, VAMGAS PTY LTD A.C.N. 006 245 110 of Level 29, 91 King William Street, Adelaide, South Australia ("**Licensees**").

OPERATIVE PROVISIONS

- 1. Pursuant to the Minister's offers to grant the petroleum production licences identified in the attached schedule ("**Licences**") to the Licensees, the Licensees hereby agree and undertake to:
 - 1.1 make application to the Minister to surrender such part (if any) of each licensed area ("**Surrendered Areas**") on or before the date specified for that Licence in the

fourth column of the schedule so that the remaining area of that Licence is no greater than the combined total of:

- (a) the area under which proved and probable reserves of petroleum occur including areas under which proved and probable reserves of petroleum can be demonstrated to have occurred prior to the initiation of production from the field; and
- (b) surrounding land identified by the Licensees equal in size to the area mentioned in 1.1(a);

1.2 surrender the least number of separate areas where technically appropriate and with regard to good petroleum field practice.

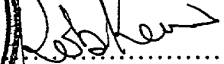
2. The Parties (which in this Deed shall mean the Minister and each of the Licensees) agree that the Licensees will have no right to retain title over the Surrendered Areas as a petroleum retention licence under any legislation which allows for such licences.
3. If the Minister following a technical review with the Licensees forms the view that the area or areas identified by the Licensees under 1.1(a) is or are not technically justified having regard to the matters referred to at 3.1 and 3.2, the Parties agree to appoint a suitably qualified expert (whose decision shall be final and binding), the costs of whom shall be borne equally between the Minister on the one hand and the Licensees on the other, to determine such area or areas. In the event the Parties fail to agree on the appointment of a suitably qualified expert, the expert shall be appointed by the President of the Society of Petroleum Engineers or his or her nominee. The expert shall, in making his determination, have regard to:
 - 3.1 the 1997 SPE/WPC Reserve Definitions; and
 - 3.2 PIRSA's "Department of Mines and Energy, South Australia Report Book 91/96".
4. This Deed may not be amended or varied except by the written agreement of all the Parties.
5. This Deed may be executed in any number of counterparts each of which is taken to be

an original. All of those counterparts taken together constitute one instrument.

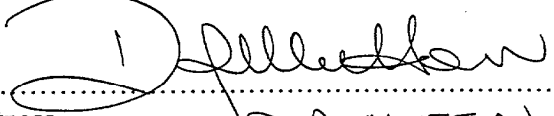
- 6. This Deed shall be governed and construed in all respects in accordance with the laws of South Australia and the Parties agree to submit to the exclusive jurisdiction of the courts of South Australia in respect of all disputes arising under or relating to this Deed.

EXECUTED AS A DEED

THE COMMON SEAL of the MINISTER FOR)
PRIMARY INDUSTRIES, NATURAL RESOURCES)
AND REGIONAL DEVELOPMENT was hereunto)
 affixed in the presence of:)



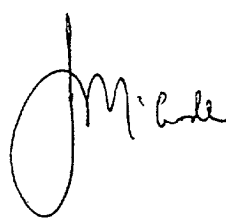
 The Honourable Robert Gerard Kerin MP
 Minister for Primary Industries, Natural Resources
 and Regional Development.




 Witness
 [Print Name: D. R. MUTTON]

SIGNED, SEALED AND DELIVERED by the said)
LICENSEES at)
 this day of 1999)

Executed on behalf of SANTOS LIMITED)
 and VAMGAS PTY LTD respectively by being)
SIGNED, SEALED AND DELIVERED by its duly)
 authorised Attorney under Power of Attorney who hereby)
 states that he has received no notice of revocation)
 of the Power of Attorney effecting such appointment,)
 in the presence of:)





 Witness
 [Print Name: KAREN MCMANUS]

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

Director
[Print Name:]

Secretary
[Print Name:]

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

DELHI PETROLEUM PTY. LTD.
BY ITS ATTORNEY
Angus
IAN WILLIAM ANGUS

Delhi Petroleum Pty Ltd by its Attorney

Maree Hinckes
Witness
[Print Name: MAREE HINCKES]

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

Director
[Print Name:]

Secretary
[Print Name:]

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

Director

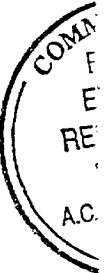
[Print Name:

E J Cook
E J COOK

Secretary

[Print Name:

W M Fowler
W.M. Fowler



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

Delhi Petroleum Pty Ltd by its Attorney

Witness

[Print Name:

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

Director

[Print Name:

Secretary

[Print Name:

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

.....
Director
[Print Name:]

.....
Secretary
[Print Name:]

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

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

.....
Witness
[Print Name:]

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

.....
Director *[Signature]*
[Print Name: **DAVID R. WHITBY**
MANAGING DIRECTOR]



.....
Secretary *[Signature]*
[Print Name: **ANDREW ARMSTRONG**
OPERATIONS DIRECTOR]

THE SCHEDULE

PPL NUMBER	PPL NAME	AREA OF LICENCE (Km ²)	DATE
COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4
156	Beanbush	35.2	5 years after the commencement of production from within the area
142	Moolion North (East)	28.95	5 years from Grant
152	Napowie (North)	3.8	5 years after the commencement of production from within the area of Napowie (PPL 151)