INDEX OF DOCUMENTS HELD ON THE PUBLIC REGISTER FOR PPL 238

1. 8 September 2009 — Grant of Petroleum Production Licence PPL 238 (Andree Leleptian Reglet Field)

   Interests:

Santos Limited	40.7%
Delhi Petroleum Pty Ltd	20.21%
Origin Energy Resources Limited	13.19%
Vamgas Pty Ltd	8.51%
Santos (NARNL Cooper) Pty Ltd	4.75%
Bridge Oil Developments Pty Ltd	3.99%
Alliance Petroleum Australia Pty Ltd	3.97%
Basin Oil Pty Ltd	2.10%
Reef Oil Pty Ltd	1.97%
Santos (BOL) Pty Ltd	0.21%
Santos Petroleum Pty Ltd	0.40%

2. 8 September 2009 — Memorandum entering consolidation and revocation of PPLs 49, 50 and 170 on the public register (now PPL 238).

3. 8 September 2009 — Memorandum entering the notation of receipt of security on the public register.

4. 10 September 2009 — Gazettal of grant of licence.

5. 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

6. 28 June 2012 — Memorandum entering notation of 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

7. 9 August 2017 — Certificate of Registration on Change of Company Name dated 29 June 2017.

   From: Origin Energy Resources Limited
   To: Lattice Energy Limited

8. 9 August 2017 — Memorandum entering notation of change of company name on the public register.

9.	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
10.	22 January 2020	Certificate of Registration on Change of Name dated 2 December 2019. From: Lattice Energy Limited To: Beach Energy (Operations) Limited
11.	22 January 2020	Memorandum entering notation of change of company name on the public register.
12.	27 November 2020	Memorandum entering notation of revision to security arrangements on the public register.

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORTION LICENCE
PEL 570

PETROLEUM RETENTION LICENCES
PRLs 14, 17, 18, 28, 29, 30, 31, 111, 112, 113, 114, 115, 131, 132, 133, 134, 180, 181, 182, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205 and 206

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, 206, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238 and 252

SPECIAL FACILITIES LICENCE
SFL 15

PIPELINE LICENCES
PLs 2, 5, 9, 15, 17 and 20

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

2. Effective 27 November 2020, future revisions to security arrangements for the above-mentioned licences will no longer be noted on the public register.

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

Date: 27 November 2020

Ref: F2020/000930

M 3238.docx

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

M 2917.DOCX

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 Minster 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

Partial Surrender of Petroleum Production Licences and Grant of Petroleum Production Licences

NOTICE is hereby given that, pursuant to section 89 of the Petroleum Act 2000, I have accepted partial surrender of the following Petroleum Production Licence areas, pursuant to delegated powers dated 28 March 2002, *Gazetted* 11 April 2002, page 1573:

No. of Licence	Licensees	Locality	Effective Date of Surrender	Approx. Area Surrendered (km^2)	Reference
PPL 141	Santos Ltd Delhi Petroleum Pty Ltd Origin Energy Resources Limited Vamgas Pty Ltd Santos (NARNL Cooper) Pty Ltd Bridge Oil Developments Pty Ltd Alliance Petroleum Aust Pty Ltd Basin Oil Pty Ltd Reef Oil Pty Ltd Santos Petroleum Pty Ltd Santos (BOL) Pty Ltd	Cooper Basin of South Australia	1 July 2008	34.5	28/1/306
PPL 143				76.4	28/1/259
PPL 173				120.3	28/1/325
PPL 183				3.6	28/1/299
PPL 188				2.9	28/1/290
PPL 172				109.1	28/1/328
PPL 189				252.3	28/1/317
PPL 198				17.6	28/1/321
PPL 142	Vamgas Pty Ltd Santos Ltd Delhi Petroleum Pty Ltd Origin Energy Resources Ltd Santos (NARNL Cooper) Pty Ltd		1 July 2008	21.8	28/1/311
PPL 200			8 Sept. 2009	0.9	28/1/336

Grant of Petroleum Production Licences

Notice is hereby given that, pursuant to section 92 (1) of the Petroleum Act 2000, the undermentioned Petroleum Production Licences have been granted with effect from 8 September 2009, under the provisions of the Petroleum Act 2000, pursuant to delegated powers dated 28 March 2002, *Gazetted* 11 April 2002, page 1573.

No. of Licence	Licensees	Locality	Area (km^2)	Reference
PPL 228 *(ex PPLs 141, 96, 97)*	Santos Ltd Delhi Petroleum Pty Ltd Origin Energy Resources Limited Vamgas Pty Ltd Santos (NARNL Cooper) Pty Ltd Bridge Oil Developments Pty Ltd Alliance Petroleum Aust Pty Ltd Basin Oil Pty Ltd Reef Oil Pty Ltd Santos Petroleum Pty Ltd Santos (BOL) Pty Ltd	Cooper Basin of South Australia	96.04	28/1/435
PPL 230 *(ex PPLs 143, 157)*			7.0	28/1/437
PPL 231 *(ex PPLs 173, 71)*			33.42	28/1/438
PPL 232 *(ex PPLs 173, 85)*			3.99	28/1/439
PPL 233 *(ex PPLs 183, 28)*			27.18	28/1/440
PPL 234 *(ex PPLs 188, 34)*			22.64	28/1/441
PPL 235 *(ex PPLs 172, 82)*			6.38	28/1/442
PPL 236 *(ex PPLs 172, 189)*			1.87	28/1/443
PPL 237 *(ex PPLs 198, 93)*			14.4	28/1/444
PPL 238 *(ex PPLs 170, 49, 50)*			35.38	28/1/445
PPL 229 *(ex PPLs 142, 200)*	Vamgas Pty Ltd Santos Ltd Delhi Petroleum Pty Ltd Origin Energy Resources Ltd Santos (NARNL Cooper) Pty Ltd		6.78	28/1/436

Description of Areas

PPL 228

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

Commencing at a point being the intersection of latitude 27°59′55″S GDA94 and longitude 140°55′25″E GDA94, thence east to longitude 140°56′35″E GDA94, south to latitude 28°01′50″S GDA94, east to longitude 140°57′20″E GDA94, north to latitude 28°01′00″S GDA94, east to longitude 140°57′50″E GDA94, north to latitude 28°00′40″S GDA94, east to longitude 140°58′05″E GDA94, north to latitude 28°00′00″S AGD66, east to longitude 140°59′10″E AGD66, south to latitude 28°02′10″S AGD66, thence east to the eastern border of the State of South Australia, thence southerly along the border of the said State to latitude 28°06′00″S Clarke1858, west to longitude 140°56′00″E Clarke1858, north to latitude 28°05′00″S Clarke1858, west to longitude 140°54′00″E Clarke1858, north to latitude 28°03′00″S Clarke1858, west to longitude 140°51′35″E GDA94, north to latitude 28°02′20″S GDA94, east to longitude 140°52′30″E GDA94, north to latitude 28°02′10″S GDA94, east to longitude 140°53′10″E GDA94, north to latitude 28°01′25″S AGD66, east to longitude 140°53′30″E AGD66, north to latitude 28°00′55″S GDA94, east to longitude 140°54′05″E GDA94, north to latitude 28°00′40″S GDA94, east to longitude 140°55′00″E GDA94, north to latitude 28°00′20″S GDA94, east to longitude 140°55′25″E GDA94 and north to point of commencement.

Area: 96.04 km^2 approximately.

PPL 229

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

Commencing at a point being the intersection of latitude 27°20′50″S GDA94 and longitude 140°14′10″E GDA94, thence east to longitude 140°14′35″E GDA94, south to latitude 27°20′55″S GDA94, east to longitude 140°14′45″E GDA94, south to latitude 27°21′20″S GDA94, east to longitude 140°15′25″E GDA94, south to latitude 27°21′40″S GDA94, west to longitude 140°15′15″E GDA94, south to latitude 27°22′00″S GDA94, west to longitude 140°15′05″E GDA94, south to latitude 27°22′05″S GDA94, west to longitude 140°14′40″E GDA94, north to latitude 27°22′00″S GDA94, west to longitude 140°14′05″E GDA94, south to latitude 27°22′15″S GDA94, west to longitude 140°13′50″E GDA94, south to latitude 27°22′30″S GDA94, west to longitude 140°13′45″E GDA94, south to latitude 27°22′45″S GDA94, west to longitude 140°13′40″E GDA94, south to latitude 27°22′55″S GDA94, west to longitude 140°13′05″E GDA94, north to latitude 27°22′30″S GDA94, east to longitude 140°13′15″E GDA94, north to latitude 27°22′20″S GDA94, east to longitude 140°13′20″E AGD66, north to latitude 27°21′50″S AGD66, east to longitude 140°13′30″E AGD66, north to latitude 27°21′40″S AGD66, east to longitude 140°13′40″E AGD66, north to latitude 27°20′55″S GDA94, east to longitude 140°14′10″E GDA94 and north to point of commencement.

Area: 6.78 km^2 approximately.

PPL 230

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

Commencing at a point being the intersection of latitude 28°09′50″S GDA94 and longitude 139°55′45″E GDA94, thence east to longitude 139°56′00″E GDA94, south to latitude 28°10′00″S GDA94, east to longitude 139°56′10″E GDA94, south to latitude 28°10′50″S GDA94, west to longitude 139°56′00″E GDA94, south to latitude 28°11′25″S GDA94, west to longitude 139°55′50″E GDA94, south to latitude 28°11′50″S AGD66, west to longitude 139°55′30″E AGD66, south to latitude 28°12′00″S AGD66, west to longitude 139°55′20″E AGD66, south to latitude 28°12′10″S AGD66, west to longitude 139°55′10″E AGD66, south to latitude 28°12′20″S AGD66, west to longitude 139°54′30″E AGD66, north to latitude 28°12′00″S AGD66, east to longitude 139°54′40″E AGD66, north to latitude 28°11′50″S AGD66, east to longitude 139°54′50″E AGD66, north to latitude 28°11′00″S AGD66, west to longitude 139°54′40″E GDA94, north to latitude 28°10′35″S GDA94, east to longitude 139°55′00″E GDA94, north to latitude 28°10′25″S GDA94, east to longitude 139°55′15″E GDA94, north to latitude 28°10′15″S GDA94, east to longitude 139°55′20″E GDA94, north to latitude 28°10′00″S GDA94, east to longitude 139°55′45″E GDA94 and north to point of commencement.

Area: 7 km^2 approximately.

PPL 231

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

Commencing at a point being the intersection of latitude 28°12′00″S GDA94 and longitude 140°57′10″E GDA94, thence east to longitude 140°57′35″E GDA94, south to latitude 28°12′10″S GDA94, east to longitude 140°58′10″E GDA94, south to latitude 28°12′20″S GDA94, east to longitude 140°59′00″E GDA94, south to latitude 28°13′10″S AGD66, east to longitude 140°59′10″E AGD66, south to latitude 28°13′30″S AGD66, east to longitude 140°59′30″E AGD66, south to latitude 28°14′20″S GDA94, east to longitude 140°59′45″E GDA94, south to latitude 28°15′30″S GDA94, thence east to eastern border of the State of South Australia, thence southerly along the border of the said State to latitude 28°17′35″S GDA94, west to longitude 140°59′40″E GDA94, south to latitude 28°17′40″S GDA94, west to longitude 140°58′25″E GDA94, north to latitude 28°17′35″S GDA94, west to longitude 140°58′15″E GDA94, north to latitude 28°16′40″S GDA94, west to longitude 140°58′05″E GDA94, north to latitude 28°16′05″S GDA94, west to longitude 140°57′50″E GDA94, north to latitude 28°15′25″S GDA94, west to longitude 140°57′45″E GDA94, north to latitude 28°15′15″S GDA94, west to longitude 140°57′40″E GDA94, north to latitude 28°15′10″S AGD66, west to longitude 140°57′20″E AGD66, north to latitude 28°14′50″S AGD66, west to longitude 140°57′10″E AGD66, north to latitude 28°12′40″S GDA94, west to longitude 140°57′10″E GDA94 and north to point of commencement.

Area: 33.42 km^2 approximately.

PPL 232

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

Commencing at a point being the intersection of latitude 28°14′10″S AGD66 and longitude 140°56′10″E AGD66, thence east to longitude 140°56′50″E AGD66, south to latitude 28°14′20″S AGD66, east to longitude 140°57′10″E AGD66, south to latitude 28°14′50″S AGD66, east to longitude 140°57′20″E AGD66, south to latitude 28°15′10″S AGD66, west to longitude 140°57′10″E AGD66, south to latitude 28°15′20″S AGD66, west to longitude 140°57′00″E AGD66, south to latitude 28°15′30″S AGD66, west to longitude 140°56′20″E AGD66, north to latitude 28°15′20″S AGD66, west to longitude 140°56′10″E AGD66, north to latitude 28°15′00″S AGD66, west to longitude 140°56′10″E GDA94, north to latitude 28°14′25″S AGD66, east to longitude 140°56′10″E AGD66 and north to the point of commencement.

Area: 3.99 km^2 approximately.

PPL 233

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

Commencing at a point being the intersection of latitude 27°46′10″S AGD66 and longitude 139°57′20″E AGD66, thence east to longitude 139°58′20″E AGD66, south to latitude 27°47′00″S AGD66, east to longitude 139°59′00″E AGD66, south to latitude 27°47′10″S AGD66, east to longitude 139°59′20″E AGD66, south to latitude 27°47′20″S AGD66, east to longitude 139°59′40″E AGD66, south to latitude 27°47′30″S AGD66, east to longitude 140°00′00″E Clarke1858, south to latitude 27°49′00″S AGD66, west to longitude 139°58′50″E AGD66, north to latitude 27°48′50″S AGD66, west to longitude 139°58′30″E AGD66, south to latitude 27°49′00″S AGD66, east to longitude 139°58′40″E AGD66, south to latitude 27°49′20″S AGD66, east to longitude 139°59′00″E AGD66, south to latitude 27°49′40″S GDA94, west to longitude 139°56′50″E AGD66, north to latitude 27°48′30″S AGD66, west to longitude 139°56′10″E AGD66, north to latitude 27°47′30″S AGD66, east to longitude 139°56′30″E AGD66, north to latitude 27°47′10″S AGD66, east to longitude 139°56′50″E AGD66, north to latitude 27°46′50″S AGD66, east to longitude 139°57′20″E AGD66 and north to the point of commencement.

Area: 27.18 km^2 approximately.

PPL 234

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

Commencing at a point being the intersection of latitude 28°26′50″S AGD66 and longitude 140°28′50″E AGD66, thence east to longitude 140°29′40″E AGD66, south to latitude 28°27′00″S AGD66, east to longitude 140°30′00″E AGD66, south to latitude 28°27′10″S AGD66, east to longitude 140°30′20″E AGD66, south to latitude 28°28′20″S AGD66, east to longitude 140°30′40″E GDA94, south to latitude 28°28′40″S AGD66, west to longitude 140°29′55″E AGD66, south to latitude 28°29′00″S Clarke1858, east to longitude 140°30′00″E Clarke1858, south to latitude 28°29′15″S AGD66, west to longitude 140°29′10″E AGD66, south to latitude 28°29′30″S AGD66, west to longitude 140°28′15″E AGD66, north to latitude 28°28′55″S AGD66, west to longitude 140°27′40″E AGD66, south to latitude 28°29′10″S AGD66, west to longitude 140°27′10″E AGD66, north to latitude 28°29′05″S AGD66, west to longitude 140°26′35″E AGD66, north to latitude 28°28′10″S GDA94, east to longitude 140°26′45″E GDA94, north to latitude 28°28′05″S GDA94, east to longitude 140°26′50″E AGD66, north to latitude 28°27′30″S AGD66, east to longitude 140°27′20″E AGD66, north to latitude 28°27′00″S AGD66, east to longitude 140°28′20″E AGD66, south to latitude 28°27′20″S AGD66, east to longitude 140°28′40″E AGD66, south to latitude 28°27′25″S AGD66, east to longitude 140°28′50″E AGD66 and north to the point of commencement.

Area: 22.64 km^2 approximately.

PPL 235

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

Commencing at a point being the intersection of latitude 28°21′15″S GDA94 and longitude 140°04′00″E Clarke1858, thence east to longitude 140°04′05″E GDA94, south to latitude 28°21′20″S GDA94, east to longitude 140°04′15″E GDA94, south to latitude 28°21′25″S GDA94, east to longitude 140°04′20″E GDA94, south to latitude 28°21′30″S GDA94, east to longitude 140°04′25″E GDA94, south to latitude 28°21′35″S GDA94, east to longitude 140°04′30″E GDA94, south to latitude 28°21′50″S AGD66, east to longitude 140°04′52″E GDA94, north to latitude 28°21′40″S GDA94, east to longitude 140°04′57″E GDA94, north to latitude 28°21′35″S GDA94, east to longitude 140°05′07″E GDA94, south to latitude 28°21′40″S GDA94, east to longitude 140°05′12″E GDA94, south to latitude 28°21′50″S AGD66, east to longitude 140°05′50″E AGD66, south to latitude 28°22′40″S AGD66, west to longitude 140°04′20″E AGD66, south to latitude 28°23′10″S AGD66, west to longitude 140°04′00″E Clarke1858 and north to the point of commencement.

Area: 6.38 km^2 approximately.

PPL 236

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

Commencing at a point being the intersection of latitude 28°22′50″S AGD66 and longitude 140°16′40″E GDA94, thence east to longitude 140°17′05″E GDA94, south to latitude 28°23′00″S AGD66, east to longitude 140°17′30″E AGD66, south to latitude 28°23′10″S GDA94, west to longitude 140°17′20″E GDA94, south to latitude 28°23′40″S AGD66, west to longitude 140°16′30″E AGD66, north to latitude 28°23′10″S AGD66, east to longitude 140°16′40″E GDA94 and north to the point of commencement.

Area: 1.87 km^2 approximately.

PPL 237

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

Commencing at a point being the intersection of latitude 28°02′40″S AGD66 and longitude 140°46′20″E AGD66, thence east to longitude 140°46′40″E AGD66, south to latitude 28°03′10″S AGD66, west to longitude 140°46′30″E AGD66, south to latitude 28°03′20″S AGD66, west to longitude 140°45′50″E AGD66, south to latitude 28°03′30″S AGD66, west to longitude 140°45′45″E GDA94, south to latitude 28°04′00″S GDA94, west to longitude 140°45′15″E GDA94, south to latitude 28°04′20″S GDA94, west to longitude 140°44′15″E GDA94, north to latitude 28°04′10″S GDA94, west to longitude 140°43′40″E GDA94, south to latitude 28°04′30″S GDA94, west to longitude 140°43′25″E GDA94, south to latitude 28°04′40″S GDA94, west to longitude 140°43′00″E Clarke1858, north to latitude 28°03′00″S AGD66, east to longitude 140°44′00″E AGD66, north to latitude 28°02′50″S AGD66, east to longitude 140°46′20″E AGD66 and north to the point of commencement.

Area: 14.4 km^2 approximately.

PPL 238

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

Commencing at a point being the intersection of latitude 27°43′20″S AGD66 and longitude 139°56′50″E AGD66, thence east to longitude 139°58′30″E AGD66, south to latitude 27°43′30″S AGD66, east to longitude 139°59′20″E AGD66, south to latitude 27°43′50″S AGD66, east to longitude 139°59′40″E AGD66, south to latitude 27°45′00″S Clarke1858, west to longitude 139°58′40″E AGD66, south to latitude 27°45′20″S AGD66, west to longitude 139°58′30″E AGD66, south to latitude 27°45′30″S AGD66, west to longitude 139°58′20″E AGD66, south to latitude 27°45′40″S AGD66, west to longitude 139°58′00″E AGD66, north to latitude 27°45′30″S AGD66, west to longitude 139°57′40″E AGD66, south to latitude 27°45′50″S AGD66, west to longitude 139°57′10″E AGD66, south to latitude 27°46′00″S AGD66, west to longitude 139°56′30″E AGD66, south to latitude 27°46′30″S AGD66, west to longitude 139°55′30″E AGD66, north to latitude 27°46′10″S AGD66, west to longitude 139°54′50″E AGD66, south to latitude 27°46′20″S AGD66, west to longitude 139°53′50″E AGD66, north to latitude 27°45′10″S AGD66, east to

longitude 139°54′00″E AGD66, north to latitude 27°45′00″S Clarke1858, east to longitude 139°54′10″E AGD66, north to latitude 27°44′40″S AGD66, east to longitude 139°54′20″E AGD66, north to latitude 27°44′30″S AGD66, east to longitude 139°55′20″E AGD66, north to latitude 27°44′20″S AGD66, east to longitude 139°55′50″E AGD66, south to latitude 27°44′30″S AGD66, east to longitude 139°56′10″E AGD66, north to latitude 27°43′30″S AGD66, east to longitude 139°56′50″E AGD66 and north to the point of commencement.

Area: 35.38 km^2 approximately.

Dated 8 September 2009.

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

Petroleum Act 2000
S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCES
PPL 228, PPL 229, PPL 230, PPL 231, PPL 232, PPL 233, PPL 234, PPL 235, PPL 236, PPL 237, PPL 238

1. Notation of receipt of Bank Guarantee dated 27 October 2005 is hereby entered on the public 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.

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: 8 September 2009

File: 28/1/435; 28/1/436; 28/1/437; 28/1/438; 28/1/439; 28/1/440; 28/1/441; 28/1/442; 28/1/443; 28/1/444; 28/1/445

Petroleum Act 2000
S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCES
PPL 170, PPL 49, PPL 50, PPL 238

1. Revocation of Condition 4 of PPL 170;
2. Consolidation of PPL 170, PPL 49 and PPL 50 (now PPL 238);
3. Grant of Petroleum Production Licence PPL 238; and
4. Revocation of PPL 170, PPL 49 and PPL 50

is hereby entered on the public registers.

Holders: Santos Ltd
Delhi Petroleum Pty Ltd
Origin Energy Resources Limited
Vamgas Pty Ltd
Santos (NARNL Cooper) Pty Ltd
Bridge Oil Developments Pty Ltd
Alliance Petroleum Australia Pty Ltd
Basin Oil Pty Ltd
Reef Oil Pty Ltd
Santos Petroleum Pty Ltd
Santos (BOL) Pty Ltd

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: 8 September 2009

Ref: 28/1/298
28/1/135
28/1/136
28/1/445

Petroleum Act 2000
Cooper Basin (Ratification) Act 1975

PETROLEUM PRODUCTION LICENCE
PPL 238

I, BARRY ALAN GOLDSTEIN, Director Petroleum and Geothermal, 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 GRANT to:

Santos Ltd	ABN 80 007 550 923
Vamgas Pty Ltd	ABN 76 006 245 110
Alliance Petroleum Australia Pty Ltd	ABN 60 004 559 951
Reef Oil Pty Ltd	ABN 70 000 646 800
Santos Petroleum Pty Ltd	ABN 95 000 146 369
Bridge Oil Developments Pty Ltd	ABN 30 001 152 049
Santos (BOL) Pty Ltd	ABN 35 000 670 575
Basin Oil Pty Ltd	ABN 36 000 628 017
Santos (NARNL Cooper) Pty Ltd	ABN 75 004 761 255
Delhi Petroleum Pty Ltd	ABN 65 007 854 686
Origin Energy Resources Ltd	ABN 66 007 845 338

(hereinafter referred to as the **'Licensee'**) a Production Licence, in relation to all regulated resources except a source of geothermal energy in respect of the area described below, and subject to the conditions set out below and the provisions of the *Petroleum Act 2000* and the *Cooper Basin (Ratification) Act 1975*, to have effect from 8 September 2009. Grant of this Licence results directly from and as a consequence of the consolidation of PPL 170, PPL 49 and PPL 50, pursuant to section 82 of the *Petroleum Act 2000*.

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 then Petroleum Production Licences PPL 170, PPL 49 and PPL 50, 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 *Petroleum Act 2000*, 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: 8 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:

Santos Ltd
Vamgas Pty Ltd,
Santos Petroleum Pty Ltd,
Bridge Oil Developments Pty Ltd
Santos (BOL) Pty Ltd
Reef Oil Pty Ltd
Alliance Petroleum Australia Pty Ltd
Santos (NARNL Cooper) Pty Ltd
Basin Oil Pty Ltd

by its duly appointed attorney:

Demitra Ritossa

Name (print)

Signature

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

Gordon Moseby
Production Manager

Name (print)

Signature

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

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

Name (print)

Signature

SCHEDULE 1

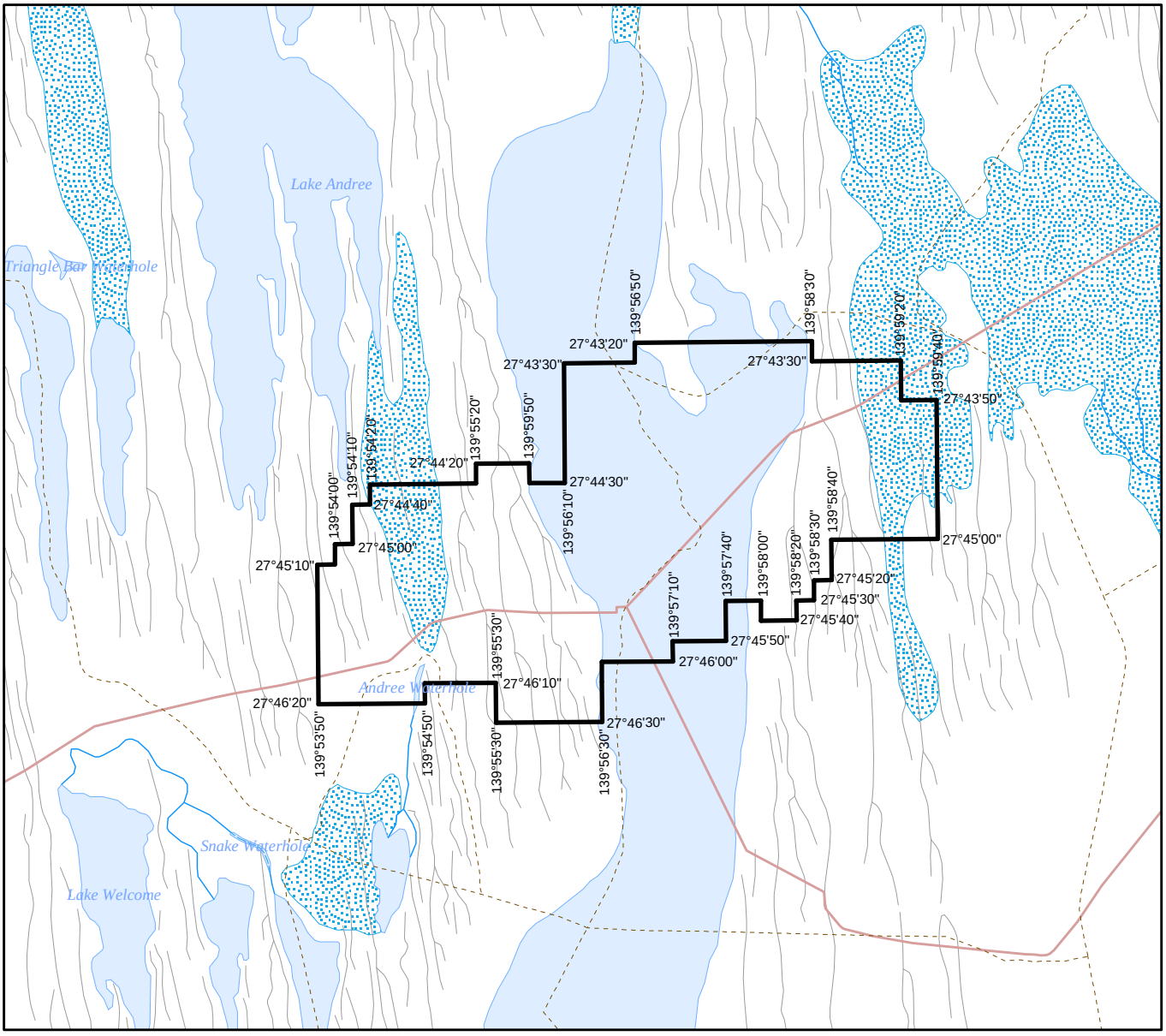
PETROLEUM PRODUCTION LICENCE PPL 238

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°43'20"S AGD66 and longitude 139°56'50"E AGD66, thence east to longitude 139°58'30"E AGD66, south to latitude 27°43'30"S AGD66, east to longitude 139°59'20"E AGD66, south to latitude 27°43'50"S AGD66, east to longitude 139°59'40"E AGD66, south to latitude 27°45'00"S Clarke1858, west to longitude 139°58'40"E AGD66, south to latitude 27°45'20"S AGD66, west to longitude 139°58'30"E AGD66, south to latitude 27°45'30"S AGD66, west to longitude 139°58'20"E AGD66, south to latitude 27°45'40"S AGD66, west to longitude 139°58'00"E AGD66, north to latitude 27°45'30"S AGD66, west to longitude 139°57'40"E AGD66, south to latitude 27°45'50"S AGD66, west to longitude 139°57'10"E AGD66, south to latitude 27°46'00"S AGD66, west to longitude 139°56'30"E AGD66, south to latitude 27°46'30"S AGD66, west to longitude 139°55'30"E AGD66, north to latitude 27°46'10"S AGD66, west to longitude 139°54'50"E AGD66, south to latitude 27°46'20"S AGD66, west to longitude 139°53'50"E AGD66, north to latitude 27°45'10"S AGD66, east to longitude 139°54'00"E AGD66, north to latitude 27°45'00"S Clarke1858, east to longitude 139°54'10"E AGD66, north to latitude 27°44'40"S AGD66, east to longitude 139°54'20"E AGD66, north to latitude 27°44'30"S AGD66, east to longitude 139°55'20"E AGD66, north to latitude 27°44'20"S AGD66, east to longitude 139°55'50"E AGD66, south to latitude 27°44'30"S AGD66, east to longitude 139°56'10"E AGD66, north to latitude 27°43'30"S AGD66, east to longitude 139°56'50"E AGD66, and north to point of commencement.

AREA: **35.38** square kilometres approximately.



SCALE 1:100 000

2 1 0 2 4 6

Kilometres

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 (AGD660 and the schedule.

THE PLAN HEREINBEFORE REFERRED TO

ANDREE-LELEPTIAN-REGLET FIELD

PETROLEUM PRODUCTION LICENCE NO: 238

Government of South Australia
Primary Industries and Resources SA

SR 28/1/445 AREA: **35.38** sq km (approx)

SCHEDULE 2

PETROLEUM PRODUCTION LICENCE PPL 238

DEED OF SUB-LICENCE

THIS DEED is made as of 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 Nappacoongee Murteree Joint Venture and as holders of PPL [ ] (collectively "the Licensors")

OF THE ONE PART

AND

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

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

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

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

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

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

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

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

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

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

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

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

OF THE OTHER PART

WHEREAS

A. The Licensors are joint holders of Petroleum Production Licence No. **[ ]** ("the Petroleum Production Licence") granted by the Minister for Mineral Resources Development for the State of South Australia by way of renewal of Petroleum Production Licence No. [##] 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 1st day of January, 1975 known as the South Australian Cooper Basin Unit Agreement (hereinafter and as the same may be amended from time to time referred to as "the Unit Agreement") relating inter alia to the development and production of petroleum from that sub-surface portion of the area comprised in the Petroleum Production Licence as the same is more particularly described in the Schedule hereto

C The Licensors have previously granted a sub-licence to the Licensees and in accordance with that sub-licence on renewal of the Petroleum Production Licence are required to grant a renewal of the sub-licence to the Licensees.

D. The Licensors, with the consent of the Minister of 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 [#DATE), for the duration of the Petroleum Production Licence, subject to the provisions of this Deed of Sub-licence to:-

   (a) conduct in such portion of the area comprised in the Petroleum Production Licence as is more particularly described in the Schedule hereto (herein after referred to as "the Unitized Zone") all such operations as the Licensors are entitled to conduct thereon from time to time pursuant to the Petroleum Production Licence and subject to Clause 2 hereof to own all petroleum extracted or released therefrom; and

   (b) construct and maintain upon the land comprised in the Petroleum Production Licence all such facilities as the Licensors are entitled to construct and maintain thereon pursuant to the Petroleum Production Licence or the *Cooper Basin (Ratification) Act 1975* of the State of South Australia (or both) and as are necessary from time to time for the full enjoyment of the rights granted pursuant to Clause 1(a) hereof.

2 Each of the Licensees hereby expressly acknowledges, covenants and agrees with the Licensors and with each of the other Licensees that in the exercise of exclusive rights granted pursuant to Clause 1 hereof each Licensee shall at all times act subject to and in accordance with the provisions of the Unit Agreement (and in particular to the provisions of Clause 13 01 thereof which refers to an overriding royalty in favour of Santos) and that all such rights shall entitle each Licensee to extract or release from the Unitized Zone so much of the petroleum within the Unitized Zone as such Licensee is entitled to from time to time in accordance with the provisions of the Unit Agreement and the Fixed Factor Settlement Agreement made between the Licensees on 5 December 1996.

3. The Licensees hereby jointly and severally covenant with the Licensors that they will make payment in accordance with the Unit Agreement of the royalty referred to in the *Cooper Basin (Ratification) Act 1975* in respect of the production referred to in Clause 2 hereof and will subject as aforesaid comply with the provisions of the *Petroleum 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 of Petroleum 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 [ ]

The stratigraphic unit named [#Block 1#] [#Field 1#], [#Formation 1#] 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.

[Repeat paragraph above as needed for [#Block 2#] [#Field 2#], [#Formation 2#]; [#Block 3#] [#Field 3#], [#Formation 3#] etc]

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 [DATE)

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) NL

by its duly appointed attorney in the presence of:

Name (print)	Witness Name (print)
Attorney Signature	Witness Signature
Date	

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

Name (print)	Name (print)
Director Signature	Director/Secretary Signature
Date	

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

Name (print)	Name (print)
Director Signature	Director/Secretary Signature
Date	