

**INDEX OF DOCUMENTS HELD ON THE PUBLIC REGISTER FOR
PETROLEUM EXPLORATION LICENCE PEL 135**

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Interests: Beach Petroleum NL 100% |
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Petroleum Act 2000
S.115

MEMORANDUM

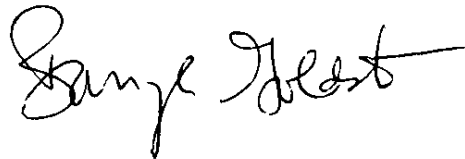
PETROLEUM PRODUCTION LICENCES

PEL's 66, 92, 94, 95, 135, and 136

1. Notation of change of company name –

From: Beach Petroleum NL
To: Beach Petroleum Ltd

is hereby entered on the public register of licences.



BARRY A GOLDSTEIN
Director Petroleum
Minerals Petroleum and Energy, PIRSA
Delegate of the Minister for Mineral Resources
Development

Date: 20 February 2003

File: 27/2/138
27/2/170
27/2/172
27/2/173
27/2/226
27/2/227

THOMSON PLAYFORD
101 Pirie Street
ADELAIDE SA 5000

Remove this top section if desired before framing



Certificate of Registration on Change of Type

This is a certify that

BEACH PETROLEUM NO LIABILITY

Australian Company Number 007 617 969

on the seventeenth day of January 2003 converted to

a company limited by shares

and that the name of the company is now

BEACH PETROLEUM LIMITED

Australian Company Number 007 617 969

The company is a public company.

The company is taken to be registered under the Corporations
Act 2001 in South Australia and the date
of commencement of registration is the twenty-first day of December, 1961.

Issued by the
Australian Securities and Investments Commission
on this seventeenth day of January, 2003.

David Knott
Chairman

CERTIFICATE

MINING ACT 1971

NOTICE is hereby given in accordance with section 28 (5) of the Mining Act 1971, that the Minister for Mineral Resources Development proposes to grant an Exploration Licence over the undermentioned area:

Applicant: Oxford Resources Pty Ltd
 Location: Mulgathing area—Approximately 60 km north-west of Tarcoola.
 Term: 1 year
 Area in km²: 465
 Ref.: 137/02

Plan and co-ordinates can be found on the PIRSA Sarig website: <http://www.minerals.pir.sa.gov.au/sarig> or by phoning Mineral Tenements on (08) 8463 3103.

Dated 21 November 2002.

H. TYRTEOS, Mining Registrar

MINING ACT 1971

NOTICE is hereby given in accordance with section 28 (5) of the Mining Act 1971, that the Minister for Mineral Resources Development proposes to grant an Exploration Licence over the undermentioned area:

Applicant: MIM Exploration Pty Ltd
 Location: Maitland area—Approximately 40 km south of Kadina.
 Term: 1 year
 Area in km²: 383
 Ref.: 129/02

Plan and co-ordinates can be found on the PIRSA Sarig website: <http://www.minerals.pir.sa.gov.au/sarig> or by phoning Mineral Tenements on (08) 8463 3103.

Dated 21 November 2002.

H. TYRTEOS, Mining Registrar

MINING ACT 1971

NOTICE is hereby given in accordance with section 28 (5) of the Mining Act 1971, that the Minister for Mineral Resources Development proposes to grant an Exploration Licence over the undermentioned area:

Applicant: Southern Titanium NL
 Location: Meribah area—Approximately 150 km east-north-east of Murray Bridge.
 Term: 1 year
 Area in km²: 1 271
 Ref.: 145/02

Plan and co-ordinates can be found on the PIRSA Sarig website: <http://www.minerals.pir.sa.gov.au/sarig> or by phoning Mineral Tenements on (08) 8463 3103.

Dated 21 November 2002.

H. TYRTEOS, Mining Registrar

MOTOR VEHICLES ACT 1959

Recognised Historic Motor Vehicle Club

NOTICE is hereby given that the undermentioned club is recognised as an historic motor vehicle club in accordance with Schedule 1, Clause 3 (3) (a) of the Motor Vehicles Regulations, for the purposes of section 25 of the Motor Vehicles Act 1959:

Land Rover Heritage Society Incorporated.

Dated 14 November 2002.

R. J. FRISBY, Registrar of Motor Vehicles

PETROLEUM ACT 2000

Suspension of Petroleum Exploration Licences PEL 135 and 136

Office of Minerals and Energy Resources,
 Adelaide, 11 November 2002

NOTICE is hereby given that the abovementioned Petroleum Exploration Licences have been suspended under the provisions of the Petroleum Act 2000, from and including 7 November 2002 to 6 May 2003, pursuant to delegated powers dated 28 March 2002, *Gazetted* 11 April 2002, page 1573.

The expiry date of Petroleum Exploration Licences PEL 135 and PEL 136 is now determined to be 7 May 2007.

B. A. GOLDSTEIN, Director Petroleum, Office of Minerals and Energy Resources. Delegate of the Minister for Mineral Resources Development.

RETIREMENT VILLAGES ACT 1987

Notice of Exemption

TAKE notice that I, Stephanie Wendy Key, Minister for Social Justice, pursuant to subsection (2) of section 4 of the Retirement Villages Act 1987 ('the Act') hereby exempt the organisation specified in Schedule 1 from subsection (3) of section 10AAA of the Act, subject to the condition set out in Schedule 2.

SCHEDULE 1

Elderly Citizens' Homes of SA Inc.

SCHEDULE 2

Interim financial statements presented pursuant to section 10AAA of the Act may be prepared in a consolidated format for all retirement village accommodation administered by the abovementioned authority and need not specifically relate to the site at which the relevant resident or residents reside, as prescribed by Regulation 7 of the Retirement Villages Regulations 2002.

Dated 7 November 2002.

STEPHANIE KEY, Minister for Social Justice

ROADS (OPENING AND CLOSING) ACT 1991

Road Closure—Balranald Street, Sutherland Road and Douglas Street, Ferryden Park

NOTICE is hereby given, pursuant to section 10 of the Roads (Opening and Closing) Act 1991, that the DEVELOPMENT ASSESSMENT COMMISSION proposes to make a Road Process Order to close and transfer to the SOUTH AUSTRALIAN HOUSING TRUST portions of Balranald Street, Sutherland Road and Douglas Street adjoining allotment 91 in Deposited Plan 4969 and allotments 14, 45, 46, 47 and 48 in Deposited Plan 4972, more particularly delineated and lettered 'A', 'B' and 'C' (respectively) in Preliminary Plan No. 02/0039.

A copy of the plan and a statement of persons affected are available for public inspection at the offices of the City of Port Adelaide Enfield situated in the Civic Centre, 163 St Vincent Street, Port Adelaide and in the libraries at Enfield, Greenacres and Parks and the office of the Surveyor-General, 101 Grenfell Street, Adelaide during normal office hours.

Any application for easement or objection must set out the full name, address and details of the submission and must be fully supported by reasons.

The application for easement or objection must be made in writing to the Development Assessment Commission, 136 North Terrace, Adelaide, S.A. 5000, WITHIN 28 DAYS OF THIS NOTICE and a copy must be forwarded to the Surveyor-General, G.P.O. Box 1354, Adelaide, S.A. 5001. Where a submission is made, the Development Assessment Commission will give notification of a meeting at which the matter will be considered.

Commission Contact: Ms Gabrielle McMahan, telephone 8303 0744.

Dated 21 November 2002.


P. M. KENTISH, Surveyor-General

Petroleum Act 2000
S.90

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PEL 135 and PEL 136

1. Suspension of licences from and including 7 November 2002 to 6 May 2003 is hereby entered on the public register.
2. Expiry date of PEL 135 and PEL 136 is now 7 May 2007.



B A GOLDSTEIN
Director Petroleum
Office of Minerals and Energy Resources
Delegate of the Minister for Mineral Resources Development

Date: // November 2002

Ref: 27/2/226
27/2/227

Petroleum Act 2000

SUSPENSION OF PETROLEUM EXPLORATION LICENCES PEL 135 and PEL 136

I, BARRY ALAN GOLDSTEIN, Director Petroleum, Office of Mineral and Energy Resources, Department of Primary Industries and Resources, in the State of South Australia, pursuant to the provisions of the *Petroleum Act 2000* and all other enabling powers, for and on behalf of Paul Holloway, Minister for Mineral Resources Development (Minister), pursuant to delegated powers dated 28 March 2002, Gazetted 11 April 2002, page 1573 –

(a) hereby suspend petroleum exploration licences PEL 135 and PEL 136 for a period of six (6) months from and including 7 November 2002 to 6 May 2003.

1. No regulated activities are permitted to be carried out in the licence areas during the period of the suspension.
2. The expiry date of PEL 135 and PEL 136 is now determined to be 7 May 2007.

Dated: // November 2002



**B A GOLDSTEIN
Director Petroleum
Office of Minerals and Energy Resources
Delegate of the Minister for Mineral Resources Development**

GRANT OF PETROLEUM EXPLORATION LICENCE (P)EL 135 AND (P)EL 136

Office of Minerals and Energy Resources, Adelaide, 8 November 2001

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

R. A. LAWS, Director Petroleum, Office of Minerals and Energy Resources,
Delegate of the Minister for Minerals and Energy

No. of Licence	Licensees	Locality	Date of Expiry	Area in km ²	Reference
135	Beach Petroleum NL	Cooper Basin of South Australia	7 November 2006	1 418	SR.27.2.226
136	Beach Petroleum NL	Cooper Basin of South Australia	7 November 2006	3 371	SR.27.2.227

Description of the Area

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

PEL 135

Commencing at a point being the intersection of latitude 37°10'S GDA94 and longitude 140°05'E GDA94, thence east to longitude 140°15'E AGD66, south to latitude 37°17'30"S AGD66, east to longitude 140°27'30"E AGD66, south to latitude 37°25'S AGD66, west to longitude 140°22'30"E AGD66, south to latitude 37°26'S AGD66, west to longitude 140°05'E AGD66, north to latitude 37°25'S AGD66, west to longitude 140°03'30"E AGD66, north to latitude 37°20'S AGD66, west to longitude 139°59'E AGD66, north to latitude 37°19'S AGD66, west to longitude 139°54'30"E AGD66, north to latitude 37°16'S AGD66, west to the Territorial Sea Baseline at low water mark, Southern Ocean, thence generally north-westerly and northerly along the said Baseline to latitude 37°05'S GDA94, east to longitude 140°05'E GDA94, and south to the point of commencement, all the within latitudes and longitudes are expressed in terms of the following datums:

GDA94—Geocentric Datum of Australia.

AGD66—Australian Geodetic Datum as defined on p. 4984 of *Commonwealth Gazette* number 84 dated 6 October 1966.

Area: 1 418 km² (approx.)

PEL 136

Commencing at a point being the intersection of latitude 36°50'S GDA94 and longitude 140°00'E GDA94, thence east to longitude 140°50'E GDA94, south to latitude 37°00'S GDA94, east to the eastern border of the State of South Australia, thence southerly along the border of the said State to latitude 37°15'30"S GDA94, west to longitude 140°55'30"E GDA94, north to latitude 37°14'30"S GDA94, west to longitude 140°53'E GDA94, north to latitude 37°12'30"S GDA94, west to longitude 140°50'30"E GDA94, north to latitude 37°09'30"S GDA94, west to longitude 140°49'30"E GDA94, north to latitude 37°08'30"S GDA94, west to longitude 140°45'E GDA94, south to latitude 37°11'30"S GDA94, west to longitude 140°43'E GDA94, south to latitude 37°12'S AGD66, west to longitude 140°37'E AGD66, north to latitude 37°11'S AGD66, west to longitude 140°32'30"E AGD66, south to latitude 37°12'S GDA94, west to longitude 140°28'E GDA94, north to latitude 37°09'30"S GDA94, west to longitude 140°20'E GDA94, south to latitude 37°10'S AGD66, west to longitude 140°15'E AGD66, south to latitude 37°10'S GDA94, west to longitude 140°05'E GDA94, north to latitude 37°05'S GDA94, west to the Territorial Sea Baseline at low water mark, Southern Ocean, thence generally north-westerly and north-easterly along the said Baseline to latitude 36°54'S GDA94, east to longitude 140°00'E GDA94 and north to the point of commencement but excluding the area bounded as follows:

Commencing at a point being the intersection of latitude 36°57'S AGD66 and longitude 140°00'E AGD66, thence east to longitude 140°06'E AGD66, south to latitude 36°58'S AGD66, east to longitude 140°07'E AGD66, south to latitude 36°59'S AGD66, east to longitude 140°14'E AGD66, south to latitude 37°01'S AGD66, west to longitude 139°58'30"E AGD66, north to latitude 37°00'S AGD66, west to longitude 139°55'E AGD66, north to latitude 36°57'30"S AGD66, east to longitude 140°00'E AGD66, and north to the point of commencement, all the within latitudes and longitudes are expressed in terms of the following datums:

GDA94—Geocentric Datum of Australia.

AGD66—Australian Geodetic Datum as defined on p. 4984 of *Commonwealth Gazette* number 84 dated 6 October 1966.

Area: 3 371 km² (approx.)

MEMORANDUM

PETROLEUM EXPLORATION LICENCE NO. (P)EL 135

1. This Licence granted on 8 November 2001 is hereby entered on the Petroleum Register.
2. Interests in the Licence are:

Beach Petroleum NL	100%
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R A LAWS
Director Petroleum
Office of Minerals and Energy Resources
Delegate of the Minister for Minerals and Energy

Date: 8 November 2001

SR 27/2/226

PETROLEUM ACT 2000

EXPLORATION LICENCE (P)EL 135

I, ROBERT ANTHONY LAWS, Director Petroleum, Department of Primary Industries and Resources, in the State of South Australia pursuant to the provisions of the *Petroleum Act, 2000* and all other enabling powers, for and on behalf of Wayne Anthony Matthew, Minister for Minerals and Energy (Minister), pursuant to delegated powers dated 25 September 2000, Gazetted 28 September 2000, page 2289, HEREBY GRANT to:

Beach Petroleum NL
ACN 007 617 969

RECEIVED BY STATE

EXPLORATION ACT 2000

ORIGINAL STAMPE

(hereinafter referred to as the Licensee) an Exploration Licence in relation to all regulated resources except a source of geothermal energy, in respect of the area set out below, to have effect for a period of five years and to expire on 7 November 2006 carrying the right to one renewal subject to the provisions 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 the Schedule hereto being:

- (a) land that now is or was formerly the subject of a grant of a freehold estate or of a perpetual Crown lease where such an estate or lease was first granted before 31 December 1993,
- (b) land (other than any reserve under the *National Parks and Wildlife Act 1972*) which has been, before 31 December 1993, reserved or dedicated for a public purpose and used before that date for that purpose in a manner wholly inconsistent with the continuing existence of common law native title rights.

CONDITIONS

1. During the term of this licence, the Licensee shall carry out or cause to be carried out exploratory operations on the area comprised in this licence in accordance with such work programs as are approved by the Minister from time to time. The Year one work program is guaranteed. The work program shall include but *not* necessarily be limited to:-

Year of Term of Licence	Minimum Work Requirements
One	Geological and geophysical studies
Two	80 km of 2D seismic
Three	50 km ² of 3D seismic
Four	One exploration well
Five	50km ² of 3D seismic One exploration well

2. In the event that the Licensee during any year of the term of this licence (a year being the period of twelve calendar months ending on the anniversary of the date upon which this licence comes into force) fails to comply with the work program requirements of this licence, it is an express term of this licence that the Minister then may use discretion to either cancel this licence or authorise such variation to these requirements as the Minister thinks fit.
3. The Licensee shall during periods determined by the Minister lodge and maintain a security of \$50,000 (fifty thousand dollars) with the Minister in the form acceptable to the Minister for the satisfaction of obligations arising under the Act or this licence.
4. 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 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 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).
5. 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.

6. The Licensee will ensure, when preparing an Environmental Impact Report under Part 12 of the *Petroleum Act, 2000*, that the report also includes an assessment of the potential economic consequences for other licensees under the *Petroleum Act, 2000* or *Mining Act, 1971* and owners of land, arising out of proposed regulated activities to be carried out in the licence area.
7. 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, 2000* unless written consent of the Minister is obtained.

Signed by the Director Petroleum, Office of Minerals and Energy,
Department of Primary Industries and Resources SA at Adelaide

this Eight day of November 2001

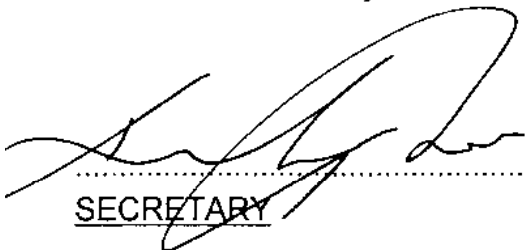


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 R A LAWS
Director Petroleum
Office of Minerals and Energy Resources
Department of Primary Industries and Resources SA
Delegate of the Minister for Minerals and Energy

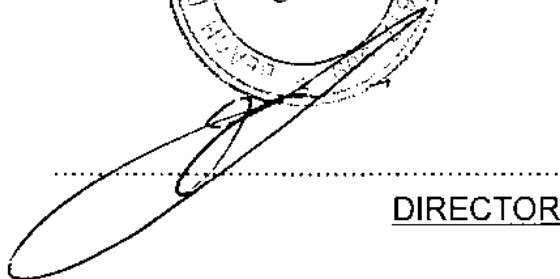
Signed sealed and delivered
 by the said LICENSEE at Adelaide

this First day of November 2001

The Common Seal of BEACH PETROLEUM NL
 was hereto affixed by

.....
SECRETARY



.....
DIRECTOR

EXPLORATION LICENCE (P)EL 135

THE SCHEDULE

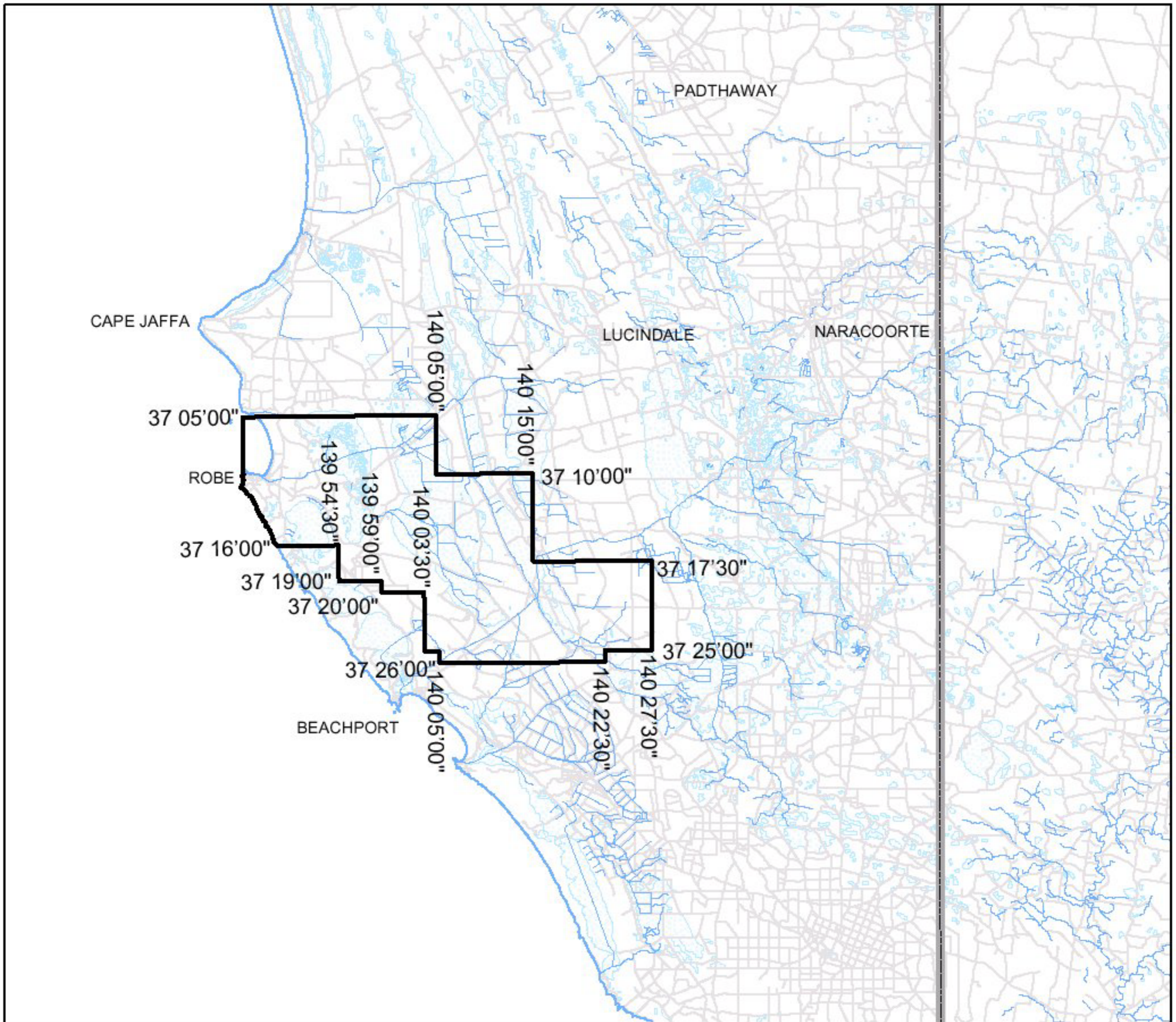
DESCRIPTION OF AREA

All that part of the State of South Australia, bounded as follows and as shown on the attached plan:-

Commencing at a point being the intersection of latitude 37°10'S GDA94 and longitude 140°05'E GDA94, thence east to longitude 140°15'E AGD66, south to latitude 37°17'30"S AGD66, east to longitude 140°27'30"E AGD66, south to latitude 37°25'S AGD66, west to longitude 140°22'30"E AGD66, south to latitude 37°26'S AGD66, west to longitude 140°05'E AGD66, north to latitude 37°25'S AGD66, west to longitude 140°03'30"E AGD66, north to latitude 37°20'S AGD66, west to longitude 139°59'E AGD66, north to latitude 37°19'S AGD66, west to longitude 139°54'30"E AGD66, north to latitude 37°16'S AGD66, west to the Territorial Sea Baseline at low water mark, Southern Ocean, thence generally northwesterly and northerly along the said Baseline to latitude 37°05'S GDA94, east to longitude 140°05'E GDA94, and south to the point of commencement.

All the within latitudes and longitudes are expressed in terms of the following datums:
GDA94 – Geocentric Datum of Australia
AGD66 – Australian Geodetic Datum as defined on p. 4984 of Commonwealth Gazette number 84 dated October 6, 1966.

AREA: **1418** square kilometres (approx.)



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 Geocentric Datum of Australia (GDA94) and the schedule.

**THE PLAN HEREINBEFORE REFERRED TO
BEACH PETROLEUM NL**

EXPLORATION LICENCE NO: 135