INDEX OF DOCUMENTS HELD ON THE PUBLIC REGISTER FOR PPL 168

1. 26 June 1999  Grant of Licence  
    Expiry Date:  25 June 2020

2. 26 June 1999  Memorandum entering Petroleum Production Licence  
    PPL 168 on the petroleum register  
    Interests in the Licence are as follows:  
    Boral Energy Resources Ltd  20.0000%  
    SAGASCO South East Inc  55.7143%  
    Omega Oil NL  24.2857%

3. 8 July 1999  Gazetted of grant of PPL 168 published in SA Government  

4. 13 March 2000  Certificate of Registration on Change of Name dated 24  
    February 2000:  
    From:  Boral Energy Resources  
    To:  Origin Energy Resources Ltd

5. 13 March 2000  Memorandum entering change of company name on the  
    Public Register.

6. 2 October 2003  Memorandum noting revision to security arrangements.

7. 10 January 2005  Memorandum noting revision to security arrangements.

8. 18 February 2005  Certificate of Registration on Change of Type and  
    Conversion to a Proprietary Company  
    From:  Omega Oil NL  
    To:  Omega Oil Pty Ltd

9. 18 February 2005  Memorandum entering change of company name on the  
    Public Register:

10. 21 May 2007  Memorandum entering the following document on the  
    public register:  
    Deed of Assignment and Assumption dated 23 March 2007 between Omega Oil Pty Ltd, Origin Energy  
    Resources Limited and Sagasco South East Inc.  
    Ref:  SA 2007-15  
    Interests in the licence are:  
    Sagasco South East Inc  55.7143%  
    Origin Energy Resources Limited  44.2857%
11. 29 May 2009  Memorandum entering notation of the following registrable dealings on the public register.


Ref: SA 2009-11


Interests in the licence:
Adelaide Energy Limited 100%

Ref: SA 2009-12

Fixed Charge Deed dated 14 May 2009 between Adelaide Energy Limited (Chargor) and The Minister for Mineral Resources Development for and on behalf of the State of South Australia (Chargee).

Ref: SA 2009-20

12. 29 May 2009  Memorandum entering notation of discharge of security on the public register.

13. 23 March 2012  Memorandum entering notation of receipt of security on the public register.

14. 12 September 2012  Memorandum entering notation of change of company name on the public register.

From: Adelaide Energy Limited
To: Adelaide Energy Pty Ltd

15. 12 September 2012  Certificate of change of company name.

16. 28 October 2013  Memorandum entering notation of revision of security arrangements on the public register.

17. 30 October 2013  Memorandum entering notation of revision of security arrangements on the public register.

18. 21 November 2013  Memorandum entering notation of revision of security arrangements on the public register.

19. 10 January 2014  Memorandum entering notation of revision of security arrangements on the public register.
20. 23 July 2014  Memorandum entering notation of the following documents on the public register.

Release and Undertaking to Amend Registration dated 18 July 2014.
Ref: SA 2014-57

Ref: SA 2014-58


22. 19 September 2014  Memorandum entering notation of revision of security arrangements on the public register.

23. 15 October 2014  Memorandum entering notation of revision of security arrangements on the public register.

24. 11 March 2020  Memorandum entering notation of extension of time for licensee to apply for renewal to 24 June 2020.

25. 19 August 2020  Renewal of licence.

PPL 168 is now due to expire on 25 June 2041.

Interests in the licence are:

Adelaide Energy Pty Ltd 100%

MEMORANDUM

PETROLEUM PRODUCTION LICENCE
PPL 168

1. Renewal of this licence effective from 26 June 2020 is hereby entered on the public register.

2. Interests in the licence are:

   Adelaide Energy Pty Ltd        100%

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

Date: 19 August 2020
File: MER-2020/0460
Petroleum and Geothermal Energy Act 2000

RENEWAL OF
PETROLEUM PRODUCTION LICENCE
PPL 168

I, BARRY ALAN GOLDSTEIN, Executive Director, Energy Resources Division, Department for Energy and Mining, in the State of South Australia, pursuant to the provisions of the Petroleum and Geothermal Energy Act 2000 and all other enabling powers for and on behalf of Dan van Holst Pellekaan, Minister for Energy and Mining (Minister), pursuant to delegated powers, dated 29 June 2018, hereby renew Petroleum Production Licence PPL 168, held by:

Adelaide Energy Pty Ltd
ACN 116 256 823

(herein after referred to as the ‘Licensee’), and granted pursuant to the Petroleum Act 1940 in relation to all regulated resources except a source of geothermal energy in respect of the area described below, and subject to the conditions set out below and the provisions of the Petroleum and Geothermal Energy Act 2000. The term of this licence is 21 years commencing on 26 June 2020, and expiring on 25 June 2041.

DESCRIPTION OF AREA

The land comprised in this Licence is that part of the State of South Australia described in the Schedule which is land that is now or was formerly the subject of a grant of a freehold estate or of a perpetual Crown lease where such an estate or fee simple was first granted before 31 December 1993 (excluding a Crown to Crown grant, unless such grant was made prior to 31 October 1975).

CONDITIONS

1. During the term of this licence the Licensee is authorised to carry out in the licence area:
   (a) operations for the recovery of petroleum;
   (b) operations for the processing of petroleum; and
   (c) operations for the storage and withdrawal of petroleum.

2. The Licensees must carry-out all regulated activities under this licence in accordance with the Act, (including the mandatory conditions stipulated by the Act), the Regulations and Statement of Environmental Objectives.

3. All regulated activities authorised by the Licence are classified as requiring high level official surveillance, unless the Licensees satisfy the Minister, that in the view of the Licensee’s demonstrated competence to comply with the requirements of the Act and the conditions of this Licence, the activities should be classified as required low level official surveillance.

   3.1 The Minister’s prior written approval is required for activities requiring high level official surveillance in accordance with Regulation 19 of the Regulations to the Act.
4. For the purpose of ensuring the due and proper performance of the Licensee’s obligations under this Licence and the Petroleum and Geothermal Energy Act 2000, the Licensee shall provide security in the amount of $50,000 in the form of either:

(a) cash; or

(b) an unconditional, irrevocable bank guarantee or letter of credit in a form, and from a financial institution, approved by the Minister, (“the Security”).

4.1 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.

4.2 Interest will not be payable by the Minister to the Licensee on any cash Security.

4.3 All charges incurred by the Licensee in obtaining and maintaining the Security shall be met by the Licensee.

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

5. 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).

6. 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.

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, the Petroleum Act 2000 or the Petroleum and Geothermal Energy Act 2000 cannot transfer, limit or exclude liability under the Petroleum and Geothermal Energy Act 2000 unless written consent of the Minister is obtained.
Date: 19 August 2020

BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department for Energy and Mining
Delegate of the Minister for Energy and Mining
Signed for and on behalf of Adelaide Energy Pty Ltd (ACN 116 256 823) in accordance with section 127 of the Corporations Act 2000 (Cth):

Matt Kay - Managing Director & CEO

[Print Name of Director]

Daniel Murnane - Company Secretary

[Print Name of Director]

(*delete the inapplicable)

15/08/2020

Date
SCHEDULE

PETROLEUM PRODUCTION LICENCE

PPL 168

DESCRIPTION OF AREA

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

Commencing at a point being the intersection of latitude 37°25’15”S AGD66 and longitude 140°45’10”E AGD66, thence east to longitude 140°45’50”E AGD66, south to latitude 37°25’20”S AGD66, east to longitude 140°46’20”E AGD66, south to latitude 37°25’25”S AGD66, east to longitude 140°46’25”E AGD66, south to latitude 37°25’30”S AGD66, east to longitude 140°47’45”E AGD66, south to latitude 37°25’40”S AGD66, east to longitude 140°48’05”E AGD66, south to latitude 37°26’25”S AGD66, west to longitude 140°47’25”E AGD66, south to latitude 37°26’30”S AGD66, west to longitude 140°46’55”E AGD66, south to latitude 37°26’35”S AGD66, west to longitude 140°46’35”E AGD66, north to latitude 37°26’30”S AGD66, west to longitude 140°46’10”E AGD66, north to latitude 37°26’25”S AGD66, west to longitude 140°46’05”E AGD66, north to latitude 37°26’20”S AGD66, west to longitude 140°45’55”E AGD66, north to latitude 37°26’15”S AGD66, west to longitude 140°45’50”E AGD66, north to latitude 37°26’10”S AGD66, west to longitude 140°45’40”E AGD66, north to latitude 37°26’05”S AGD66, west to longitude 140°45’20”E AGD66, north to latitude 37°26’00”S AGD66, west to longitude 140°44’45”E AGD66, north to latitude 37°25’55”S AGD66, west to longitude 140°44’25”E AGD66, north to latitude 37°25’20”S AGD66, east to longitude 140°45’10”E AGD66, and north to the point of commencement.

AREA: 8.8 square kilometres approximately.
Note: There is no warranty that the boundary of this licence is correct in relation to other features of the map. The boundary is to be ascertained by reference to the Australian Geodetic Datum (AGD66) and the schedule.

THE PLAN HEREBEFOREREFERRED TO
REDMAN FIELD

PETROLEUM PRODUCTION LICENCE NO: 168

MER-2020/0460 AREA: 8.8 sq km (approx)
MEMORANDUM

PETROLEUM PRODUCTION LICENCE
PPL 168

1. Notation of extension of time to 24 June 2020 by which the licensee must apply for the renewal of Petroleum Production Licence PPL 168 is hereby entered on the public register.

NICK PANAGOPOULOS
A/Executive Director
Energy Resources Division
Department for Energy and Mining
Delegate of the Minister for Energy and Mining

Date: 11 March 2020

File: 28/1/340
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 91, 94, 95, 107, 186, 494, and 495

GAS STORAGE EXPLORATION LICENCES
GSELs 633, 634 and 646

PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 129 and 130

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239, 245, 246, 247, 248, 249, 250, 253, 254, 255 and 256

PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

SPECIAL FACILITIES LICENCES
SFLs 3, 4, 8 and 9

1. Notation of receipt of additional security in the form of Commonwealth Bank Guarantees dated 11 September 2014 and 7 October 2017 is hereby entered on the public register.

2. Security is held to cover any single event occurring in any licence operated by Beach Energy Limited or Adelaide Energy Pty Ltd in South Australia.

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

Date: 15 October 2014
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 91, 94, 95, 107, 186, 494, and 495

GAS STORAGE EXPLORATION LICENCES
GSELS 633 and 634

PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103 and 104

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239, 245, 246, 247, 248, 249, 250, 253, 254, 255 and 256

PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

SPECIAL FACILITIES LICENCE
SFLs 3, 4, 8 and 9

1. Notation of receipt of additional security in the form of a Commonwealth Bank Guarantee dated 18 August 2014 is hereby entered on the public register.

2. Security is held to cover any single event occurring in any licence operated by Beach Energy Limited or Adelaide Energy Pty Ltd in South Australia.

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

Date: 19 September 2014
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 91, 94, 95, 107, 186, 494, and 495

GAS STORAGE EXPLORATION LICENCES
GSELS 633 and 634

PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47,
48, 49, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101,
102, 103 and 104

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239, 245, 246, 247, 248, 249
and 250

PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

SPECIAL FACILITIES LICENCE
SFLs 3, 4, 8 and 9

1. Notation of receipt of additional security in the form of a Commonwealth Bank
   Guarantee dated 30 July 2014 is hereby entered on the public register.

2. Security is held to cover any single event occurring in any licence operated by
   Beach Energy Limited or Adelaide Energy Pty Ltd in South Australia.

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

Date: 21 August 2014
Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM RETENTION LICENCES PRLs 1 and 2
and
PETROLEUM PRODUCTION LICENCES PPLs 62, 168 and 202

SA 2014-57  Notation of the registration of a Release and Undertaking to Amend Registration dated 18 July 2014 is hereby entered on the public register.


The above documents give effect to the release of secured property pursuant to a Fixed Charge dated 14 May 2009 between Adelaide Energy Limited and the Minister for Mineral Resources Development (SA 2009-20) and entered on the Personal Properties Securities Register as Registration Number: 201112202117320.

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

Date: 23 July 2014

Ref: 27/2/309
27/2/337
28/1/159
28/1/340
28/1/353
Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 91, 94, 95, 107, 186, 494, and 495

PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13 and 32

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239, 245, 246, 247, 248, 249 and 250

PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

SPECIAL FACILITIES LICENCE
SFLs 3, 4 and 8

1. Notation of receipt of additional security in the form of an ANZ Bank Guarantee dated 13 December 2013 is hereby entered on the public register.

2. Security is held to cover any single event occurring in any licence operated by Adelaide Energy Limited or Beach Energy Limited in South Australia.

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

Date: 10 January 2014

File: 27/2/169  27/2/172  27/2/173  27/2/187
27/2/309  27/2/315  27/2/337  27/2/439
28/1/159  28/1/353  28/1/360  28/1/375
28/1/382  28/1/394  28/1/419  28/1/425
28/1/446  F2009/14  F2009/16  F2010/730
F2011/278  F2011/602  F2013/41  F2013/141
F2013/155  F2013/277  F2013/672  F2013/676
F2013/2207  F2013/1842  F2013/1843  F2013/1844
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 91, 94, 95, 107, 186, 494, and 495

PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13 and 32

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239 and 245

PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

SPECIAL FACILITIES LICENCE
SFLs 3 and 4

1. Notation of receipt of additional security in the form of a Bank Guarantee dated 11 November 2013 is hereby entered on the public register.

2. Security is held to cover any single event occurring in any licence operated by Adelaide Energy Limited or Beach Energy Limited in South Australia.

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

Date: 21 November 2013

File: 27/2/169 27/2/172 27/2/173 27/2/187
27/2/309 27/2/315 27/2/337 27/2/439
28/1/159 28/1/353 28/1/360 28/1/375
28/1/382 28/1/394 28/1/419 28/1/426
28/1/446 F2009/14 F2009/16 F2010/730
F2011/278 F2011/602 F2013/41 F2013/141
F2013/155 F2013/277
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELS 91, 92, 94, 95, 107, 186, 494, and 495

PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13 and 32

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239 and 245

PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

SPECIAL FACILITIES LICENCE
SFL 3

1. Notation of receipt of additional security in the form of a Bank Guarantee dated 23 October 2013 is hereby entered on the public register.

2. Security is held to cover any single event occurring in any licence operated by Adelaide Energy Limited or Beach Energy Limited in South Australia.

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: 30 October 2013

File: 27/2/169  27/2/170  27/2/172  27/2/173
27/2/187  27/2/309  27/2/315  27/2/337
27/2/439  28/1/159  28/1/353  28/1/360
28/1/375  28/1/382  28/1/394  28/1/419
28/1/426  28/1/446  F2009/14  F2009/16
F2010/730  F2011/278  F2011/602  F2013/41
F2013/155  F2013/277
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 91, 92, 94, 95, 107, 186, 494, and 495

PETROLEUM RETENTION LICENCES
PRLs 1, 2, 13 and 32

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224 and 239

PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

SPECIAL FACILITIES LICENCE
SFL 3

1. Notation of receipt of security in the form of a Bank Guarantee dated 6 June 2013 is hereby entered on the public register.

2. Security is held to cover any single event occurring in any licence operated by Adelaide Energy Limited or Beach Energy Limited in South Australia.

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

Date: 28 October 2013

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 105, 255, 494 and 496

PIPELINE LICENCE
PL 19

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168 and 202

PETROLEUM RETENTION LICENCES
PRLs 1, 2 and 13

GAS STORAGE RETENTION LICENCE
GSRL 27

1. Notation of change of company name –

From: Adelaide Energy Limited
To: Adelaide Energy Pty Ltd

is hereby entered on the public register.

ELINOR ALEXANDER
A/Executive Director
Energy Resources Division
Department for Manufacturing, Innovation, Trade, Resources and Energy
Delegate of the Minister for Mineral Resources and Energy

Date: 18 September 2012

File: Various

M 1922.docx
Extracted from ASIC's database at AEST 16:06:35 on 21/09/2012

### Company Summary

<table>
<thead>
<tr>
<th>Name:</th>
<th>ADELAIDE ENERGY PTY LTD</th>
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<tbody>
<tr>
<td>ACN:</td>
<td>116 256 823</td>
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<tr>
<td>ABN:</td>
<td>43 116 256 823</td>
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<tr>
<td>Registration Date:</td>
<td>15/09/2005</td>
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<td>Next Review Date:</td>
<td>21/12/2012</td>
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<td>Former Name(s):</td>
<td>ADELAIDE ENERGY LIMITED, ADELAIDE ENERGY PTY LTD</td>
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<thead>
<tr>
<th>Status:</th>
<th>Registered</th>
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</thead>
<tbody>
<tr>
<td>Company Type:</td>
<td>Australian Proprietary Company, Limited By Shares</td>
</tr>
<tr>
<td>Locality of Registered Office:</td>
<td>Glenside SA 5065</td>
</tr>
<tr>
<td>Regulator:</td>
<td>Australian Securities &amp; Investments Commission</td>
</tr>
</tbody>
</table>

Further information relating to this organisation may be purchased from ASIC.
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 91, 92, 94, 95, 105, 107, 186, 218, 255, 494 and 496

PETROLEUM RETENTION LICENCES
PRLs 1, 2 and 13

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224 and 239

PIPELINE LICENCE
PL 19

GAS STORAGE RETENTION LICENCE
GSRL 27

1. Notation of receipt of security in the form of a Bank Guarantee dated 15 March 2012 is hereby entered on the public register.

2. Security is held to cover any single event occurring in any licence operated by Adelaide Energy Limited or Beach Energy Limited in South Australia.

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: 23 March 2012

File: 27/2/169  27/2/170  27/2/172  27/2/173
27/2/185  27/2/187  27/2/309  27/2/315
27/2/337  27/2/375  27/2/418  27/2/439
28/1/159  28/1/353  28/1/360  28/1/375
28/1/382  28/1/394  28/1/419  28/1/426
28/1/446  F2009/14  F2009/16  F2010/730
F2011/278  F2011/602
Petroleum Act 2000
S.115

MEMORANDUM

PETROLEUM RETENTION LICENCES PRLs 1 and 2
and
PETROLEUM PRODUCTION LICENCES PPLs 62, 168 and 202

1. Notation of discharge of Bank Guarantee to Origin Energy Resources Limited 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: 29 May 2009

File: 27/2/309
      27/2/337
      28/1/159
      28/1/340
      28/1/353
Petroleum Act 2000
S.115

MEMORANDUM

PETROLEUM RETENTION LICENCES PRLs 1 and 2
and
PETROLEUM PRODUCTION LICENCES PPLs 62, 168 and 202

SA 2009-11

SA 2009-12
Notation of registrable dealing as evidenced by Deed of Assignment and Assumption, Petroleum Titles dated 18 December 2008 between Origin Energy Resources Limited, SAGASCO South East Inc. and Adelaide Energy Limited is hereby entered on the public register.

Interests in the licences are:
Adelaide Energy Limited 100%

SA 2009-20
Notation of registrable dealing as evidenced by Fixed Charge Deed dated 14 May 2009 between Adelaide Energy Limited (Chargor) and The Minister for Mineral Resources Development for and on behalf of the State of South Australia (Chargor) 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: 29 May 2009

Ref: 27/2/309
27/2/337
28/1/159
28/1/340
28/1/353
MEMORANDUM

PETROLEUM PRODUCTION LICENCES
PPL 62, PPL 168, PPL 202
PETROLEUM RETENTION LICENCE PRL 2

SA 2007-15 Notation of registrable dealing as evidenced by Deed of Assignment and Assumption dated 23 March 2007 between Omega Oil Pty Ltd, Origin Energy Resources Limited and Sagasco South East Inc is hereby entered on the public register.

Interests in each of the licences are:

Sagasco South East Inc 55.7143%
Origin Energy Resources Limited 44.2857%

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: 21 May 2007
MEMORANDUM

PETROLEUM PRODUCTION LICENCES

PPL 62, PPL 168 AND PPL 202

1. Notation of change of company name –

From: Omega Oil NL
To: Omega Oil Pty Ltd

is hereby entered on the public register of licences.

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

Date: 18 February 2005

File: 28/1/159  
28/1/340  
28/1/353
Certificate of Registration on Change of Type and Conversion to a Proprietary Company

This is to certify that:

OMEGA OIL NL
Australian Company Number 006 472 564

on the sixth day of May 2004 converted to a company limited by shares and on the sixth day of May 2004 changed to a proprietary company.

The name of the company is now:

OMEGA OIL PTY LTD
Australian Company Number 006 472 564

The company is taken to be registered under the Corporations Act 2001 in Victoria and the date of commencement of registration is the seventeenth day of September, 1985.

Issued by the Australian Securities and Investments Commission on this sixth day of May, 2004.

Jeffrey Lucy
Acting Chairman
MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PELs 27, 32, 66

PETROLEUM PRODUCTION LICENCES
PPLs 62, 168, 202

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

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

Date: 10 January 2005

File: 27/2/66
    27/2/73
    27/2/138
    28/1/159
    28/1/340
    28/1/353
Petroleum Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCES
PEL 27, PEL 32, PEL 57, PEL 66, PEL 83,

and

PETROLEUM PRODUCTION LICENCES
PPL 62, PPL 168 and PPL 202

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


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

Date: 2 October 2003

File: 27/2/66
27/2/73
27/2/113
27/2/138
27/2/210
28/1/159
28/1/340
28/1/353
MEMORANDUM

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.

  Boral Energy Resources Ltd is now known as Origin Energy Resources Ltd.

[Signature]

J S ZABROWARNY
MANAGER PETROLEUM LICENSING AND ROYALTIES

13 March 2000
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.

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

[Signature]
Alan Cameron
Chairman
GRANT OF PETROLEUM PRODUCTION LICENCE

Department of Primary Industries and Resources, Parkvidge, 26 June 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 Officer, Delegate of the Minister for Primary Industries, Natural Resources and Regional Development

<table>
<thead>
<tr>
<th>No. of Licence</th>
<th>Licenses</th>
<th>Locality</th>
<th>Date of Expiry</th>
<th>Area in km²</th>
<th>Reference</th>
</tr>
</thead>
<tbody>
<tr>
<td>168</td>
<td>Royal Energy Resources Ltd</td>
<td>Redman field in the Oway Basin of South Australia</td>
<td>25 June 2020</td>
<td>8.81</td>
<td>SR.28.1.340</td>
</tr>
</tbody>
</table>

Description of Area

All that part of the State of South Australia bounded as follows: commencing at a point being the intersection of latitude 37°22'20"S and longitude 140°44'25"E, thence east to longitude 140°45'10"E, north to latitude 37°25'15"S, east to longitude 140°46'20"E, south to latitude 37°25'25"S, east to longitude 140°46'25"E, south to latitude 37°25'30"S, east to longitude 140°47'25"E, south to latitude 37°26'25"S, west to longitude 140°47'25"E, south to latitude 37°26'30"S, west to longitude 140°46'55"E, south to latitude 37°26'35"S, west to longitude 140°46'45"E, north to latitude 37°22'20"S, west to longitude 140°45'20"E, north to latitude 37°20'15"S, west to longitude 140°45'20"E, north to latitude 37°20'00"S, west to longitude 140°44'25"E, north to latitude 37°25'55"S, west to longitude 140°44'25"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.

MINING ACT 1971

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

Applicant: Murray Basin Minerals NL
Location: Warooka area—Approximately 22 km south-west of Minlaton, bounded as follows: Commencing at a point being the intersection of latitude 34°45'S and longitude 137°30'E, thence south to latitude 34°54'S, east to longitude 137°25'E, south to a line parallel to and 800 m inland from highwater mark, Investigator Strait, thence generally westerly along the said parallel line to longitude 137°24'E, north to a line parallel to and 800 m inland from highwater mark Spencer Gulf (eastern side), thence generally northerly along the said parallel line to latitude 34°48'S and east 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.

Term: 1 year
Area in km²: 309
Ref. D.M.E. No.: 023/1999
Dated 8 July 1999.

L. JOHNSTON, Mining Registrar

PASSENGER TRANSPORT ACT 1994

Appointments

PURSUANT to section 57 of the Passenger Transport Act 1994, the following persons have been authorised by the Passenger Transport Board to act as prescribed officers:

Ilario Scuteri
David John Hardy
Ronald Hooremann
Gregory Hudson
Andrew Farrent

H. WEBSTER, Executive Director, Passenger Transport Board

POLICE ACT 1998

Directions to the Commissioner Of Police

PURSUANT to section 6 of the Police Act 1998, I, KENNETH TREVOR GRIFFIN, Minister for Justice, with the concurrence of ROBERT LAWRENCE BROKENSHIRE, Minister for Police, Correctional Services and Emergency Services, being the delegate of the Minister for Justice pursuant to section 9A of the Administrative Arrangements Act 1994, HEREBY GIVE the following directions to the Commissioner of Police relating to the control and management of South Australia Police:

1. In these Directions, unless the context otherwise requires:
   "Agreement of 1982" means the Agreement regulating the relationship between ASIO and South Australia Police approved by the Governor in Executive Council on the 2nd of September, 1982;
   "Affidavit" means the Affidavit of a Deputy Auditor appointed
MEMORANDUM

PETROLEUM PRODUCTION LICENCE NO 168

1. This licence granted on 26/6/94 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:

   • Boral Energy Resources Ltd 20.00
   • SACASCO South East Inc 55.7143
   • Omega Oil NL 24.2857

D K Mutton
CHIEF EXECUTIVE
DEPT OF PRIMARY INDUSTRIES AND RESOURCES SA
Delegate of the Minister for Primary Industries, Natural Resources and Regional Development
INDEX OF DOCUMENTS HELD ON THE PUBLIC REGISTER FOR PPL 168

1. 26 June 1999  Grant of Licence  Expiry Date: 25 June 2020

2. 26 June 1999  Memorandum entering Petroleum Production Licence PPL 168 on the petroleum register

   Interests in the Licence are as follows:

<table>
<thead>
<tr>
<th>Company</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Boral Energy Resources Ltd</td>
<td>20.0000</td>
</tr>
<tr>
<td>SAGASCO South East Inc</td>
<td>55.7143</td>
</tr>
<tr>
<td>Omega Oil NL</td>
<td>24.2857</td>
</tr>
</tbody>
</table>


4. 13 March 2000  Certificate of Registration on Change of Name dated 24 February 2000:

   From: Boral Energy Resources
   To: Origin Energy Resources Ltd

5. 13 March 2000  Memorandum entering change of company name on the Public Register.

6. 2 October 2003  Memorandum noting revision to security arrangements.

7. 10 January 2005  Memorandum noting revision to security arrangements.

8. 18 February 2005  Certificate of Registration on Change of Type and Conversion to a Proprietary Company

   From: Omega Oil NL
   To: Omega Oil Pty Ltd

9. 18 February 2005  Memorandum entering change of company name on the Public Register:

10. 21 May 2007  Memorandum entering the following document on the public register:

    Deed of Assignment and Assumption dated 23 March 2007 between Omega Oil Pty Ltd, Origin Energy Resources Limited and Sagasco South East Inc.

    Ref: SA 2007-15

    Interests in the licence are:

    | Company                     | Percentage |
    |------------------------------|------------|
    | Sagasco South East Inc      | 55.7143%   |
    | Origin Energy Resources Ltd | 44.2857%   |
11. 29 May 2009  Memorandum entering notation of the following registrable dealings on the public register.


Ref: SA 2009-11


Interests in the licence:
Adelaide Energy Limited 100%

Ref: SA 2009-12

Fixed Charge Deed dated 14 May 2009 between Adelaide Energy Limited (Chargor) and The Minister for Mineral Resources Development for and on behalf of the State of South Australia (Chargee).

Ref: SA 2009-20

12. 29 May 2009  Memorandum entering notation of discharge of security on the public register.

13. 23 March 2012  Memorandum entering notation of receipt of security on the public register.

14. 12 September 2012  Memorandum entering notation of change of company name on the public register.

From: Adelaide Energy Limited
To: Adelaide Energy Pty Ltd

15. 12 September 2012  Certificate of change of company name.

16. 28 October 2013  Memorandum entering notation of revision of security arrangements on the public register.

17. 30 October 2013  Memorandum entering notation of revision of security arrangements on the public register.

18. 21 November 2013  Memorandum entering notation of revision of security arrangements on the public register.

19. 10 January 2014  Memorandum entering notation of revision of security arrangements on the public register.
20. 23 July 2014

Memorandum entering notation of the following documents on the public register.

Release and Undertaking to Amend Registration dated 18 July 2014.
Ref: SA 2014-57

Notation of the registration of a Verification Statement evidencing registration on the Personal Properties Securities Register of a Financing Change Statement – Discharged Registration dated 21 July 2014
Ref: SA 2014-58
SOUTH AUSTRALIA
PETROLEUM ACT 1940

PETROLEUM PRODUCTION LICENCE NO. 168

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:-

- Boral Energy Resources Limited, ACN 007 845 338 of 60 Hindmarsh Square, Adelaide, SA 5000;
- Sagasco South East Inc, ARBN 002 382 023, of 60 Hindmarsh Square, Adelaide, SA 5000;
- Omega Oil NL, ACN 006 472 584 of 104 Colin Street, West Perth, WA 6005.

(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 25th day of January 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

1. The Licensees shall at all times comply with:

   (a) the provisions of the Petroleum Act 1940 or any statutory modification or re-enactment thereof 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.
2. Royalty shall be paid in accordance with the Petroleum Act, 1940, or any statutory modification or re-enactment thereof and any regulations made thereunder.

3. The Licensees shall effect and maintain throughout the term of this licence any renewals thereof such policy or policies of insurance as may be necessary and sufficient to cover the risks associated with the licensees operations, including but not limited to:

(1) a policy of insurance known as control of well insurance, in which the limit of such insurance is not less than $5 million in respect of any one claim;

(2) a policy of insurance in respect of the risk of injury to or the death of any person or damage to or destruction of the property of any person in which the limit of such insurance is not less than $5 million in respect of any one claim: and

(3) insurance in respect of all plant and equipment of the licensees or any one or more of them, to the full insurable value thereof

provided that the Minister may from time to time require the limits of such insurance policies to be varied to such other sum as the Minister considers appropriate and may further require policies of insurance to be effected and maintained in respect of such further or other risks as the Minister considers appropriate.

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

this ..................... day of ..................... 19..\text{[...]}.

[Signature]
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
this 17th day of MAY 1999

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

(Director) DIRECTOR
ROBERT JAN WILLINK

(Secretary)

THE COMMON SEAL of SAGASCO
SOUTH EAST INC, as hereunto
affixed in the presence of:

(Director) DIRECTOR
ROBERT JAN WILLINK

(Secretary)

THE COMMON SEAL of OMEGA
OIL NL, as hereunto
affixed in the presence of:

(Director)

(Secretary)
All the within latitudes and longitudes are geodetic and expressed in terms of the Australian Geodetic Datum as defined on page 4984 of Commonwealth Gazette number 84 dated 6 October 1968, except those latitudes and longitudes underlined which are expressed in terms of Clarke 1858 Spheroid (Transverse Mercator Projection)

BORAL ENERGY RESOURCES LTD., SAGASCO SOUTH EAST INC., OMEGA OIL N.L.

REDMAN FIELD

PETROLEUM PRODUCTION LICENCE NO. 168

SR 28/1/340 AREA: 8.81 sq km (approx)
SCHEDULE

PETROLEUM PRODUCTION LICENCE NO. 168

DESCRIPTION OF AREA

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

Commencing at a point being the intersection of latitude 37°25'20"S and longitude 140°44'25"E, thence east to longitude 140°45'10"E, north to latitude 37°25'15"S, east to longitude 140°45'50"E, south to latitude 37°25'20"S, east to longitude 140°46'20"E, south to latitude 37°25'25"S, east to longitude 140°46'25"E, south to latitude 37°25'30"S, east to longitude 140°47'45"E, south to latitude 37°25'40"S, east to longitude 140°48'05"E, south to latitude 37°26'25"S, west to longitude 140°47'25"E, south to latitude 37°26'30"S, west to longitude 140°46'55"E, south to latitude 37°26'35"S, west to longitude 140°46'35"E, north to latitude 37°26'30"S, west to longitude 140°46'10"E, north to latitude 37°26'25"S, west to longitude 140°46'05"E, north to latitude 37°26'20"S, west to longitude 140°45'55"E, north to latitude 37°26'15"S, west to longitude 140°45'50"E, north to latitude 37°26'10"S, west to longitude 140°45'40"E, north to latitude 37°26'05"S, west to longitude 140°45'20"E, north to latitude 37°26'00"S, west to longitude 140°44'45"E, north to latitude 37°25'55"S, west to longitude 140°44'25"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 1999.

AREA: 8.81 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) 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