

**INDEX OF DOCUMENTS HELD ON THE PUBLIC REGISTER FOR GAS
STORAGE EXPLORATION LICENCE GSEL 659**

1. 20 November 2015 Grant of Gas Storage Exploration Licence GSEL 659
(ex PEL 103)

Interests in the licence are:

Acer Energy Limited 100%
2. 20 November 2015 Notation of receipt of security.
3. 26 November 2015 Gazettal of Grant of GSEL 659.
4. 18 October 2016 Memorandum entering notation of the revision to
security on the public register

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

GAS STORAGE EXPLORATION LICENCES
GSELS 652, 659 and 660

PETROLEUM RETENTION LICENCES
PRLs 14, 17, 18, 173, 174, 180, 181 and 182

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



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

Date: 18 October 2016

PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

Grant of Gas Storage Exploration Licences—GSELS 659 and 660

NOTICE is hereby given that the undermentioned Gas Storage Exploration Licences have been granted under the provisions of the Petroleum and Geothermal Energy Act 2000.

No. of Licence	Licensee	Locality	Date of Expiry
GSEL 659	Acer Energy Pty Limited	Cooper Basin	19 November 2020
GSEL 660	Acer Energy Pty Limited Bengal Energy (Australia) Pty Ltd	Cooper Basin	19 November 2020

Further information about the licences including descriptions of the licence areas is available for viewing on the Department of State Development Petroleum website via the following link:

http://www.petroleum.statedevelopment.sa.gov.au/licensing/register/gas_storage_exploration_licence

Dated 20 November 2015.

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

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

GAS STORAGE EXPLORATION LICENCE
GSEL 659

1. This Licence granted with effect from and including 20 November 2015 is hereby entered on the public register.
2. Interests in the licence are:

Acer Energy Pty Limited	100%
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3. Notation of receipt of security is hereby entered on the public register.



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

Date: 20 November 2015

Ref: F2015/000447

Petroleum and Geothermal Energy Act 2000

GAS STORAGE EXPLORATION LICENCE

GSEL 659

I, BARRY ALAN GOLDSTEIN, Executive Director, Energy Resources Division, Department of State Development, 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 Tom Koutsantonis, Minister for Mineral Resources and Energy (Minister), pursuant to delegated powers dated 21 March 2012, HEREBY GRANT to:

Acer Energy Pty Limited
ACN 101 313 777

20 NOV 15
BAT

(hereinafter referred to as the Licensee) an Exploration Licence in relation to a natural reservoir for the purpose of gas storage in respect of the area set out below, to have effect for a period of five years and to expire on 19 November 2020 and carrying the right to two further renewal terms, subject to the provisions of the *Petroleum and Geothermal Energy 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.

CONDITIONS

1. During the term of the licence, the Licensee shall carry out or cause to be carried out, exploratory operations on the area comprised in the licence in accordance with such work programs as are approved by the Minister from time to time. Year one exploratory operations are guaranteed, and any subsequent licence year work program becomes guaranteed upon entry into any such licence year. These exploratory operations shall include but not necessarily be limited to:-

Year of Term of Licence	Minimum Work Requirements
One	<ul style="list-style-type: none">• Geological and geophysical studies.
Two	<ul style="list-style-type: none">• Geological and geophysical studies.
Three	<ul style="list-style-type: none">• Geological and geophysical studies.
Four	<ul style="list-style-type: none">• Geological and geophysical studies.
Five	<ul style="list-style-type: none">• Geological and geophysical studies.

2. All regulated activities authorised by this licence are classified as requiring high level official surveillance, unless the Licensee satisfies the Minister that, in 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 requiring low level official surveillance.
 - 2.1 The Minister's prior written approval is required for activities requiring high level official surveillance in accordance with the Regulation 19 of the Regulations to the Act.
3. In the event that the Licensee during any year of the term of this licence fails to comply with the work program requirements of this licence, it is an express term of this licence that the Minister may, at his discretion, either cancel this licence or authorise such variation to these requirements as the Minister thinks fit.
4. The Licensee must:
 - (a) 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; and
 - (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 and Geothermal Energy Act 2000*, that the report also includes an assessment of the potential economic consequences for other licensees under the *Petroleum and Geothermal Energy 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 *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.
8. The Licensee shall during periods determined by the Minister, lodge and maintain with the Minister, for the satisfaction of obligations arising under the Act or this licence, a security of \$50,000 (fifty thousand dollars) or such greater sum as specified by the Minister from time to time ("the Security").
 - 8.1 The Security shall be lodged 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,

- 8.2 Interest will not be payable by the Minister to the Licensee on any cash Security.
- 8.3 All charges incurred by the Licensee in obtaining and maintaining the Security, shall be met by the Licensee.
- 8.4 If upon expiry, this Licence is not renewed and the Minister is satisfied that there are no further obligations under this Licence or the Act, the Minister will return the Security to the Licensee.


Date: 20 November 2015



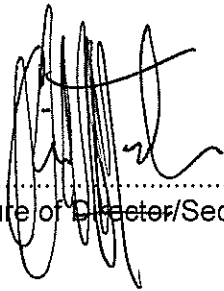
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BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department of State Development
Delegate of the Minister for Mineral Resources and Energy

EXECUTED BY THE LICENSEES:

EXECUTED by Acer Energy Pty Limited (ACN 101 313 777)
in accordance with Section 127 of the
Corporations Act 2001 (Cth):


.....
Signature of Director

IAN WENTWORTH BUCKNELL
.....
[Print Name of Director]


.....
Signature of Director/Secretary*

CLIFFORD R. TUCK
.....
[Print Name of Director/Secretary*]
(*delete the inapplicable)

.....
Date

THE SCHEDULE

GAS STORAGE EXPLORATION LICENCE

GSEL 659

DESCRIPTION OF AREA

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

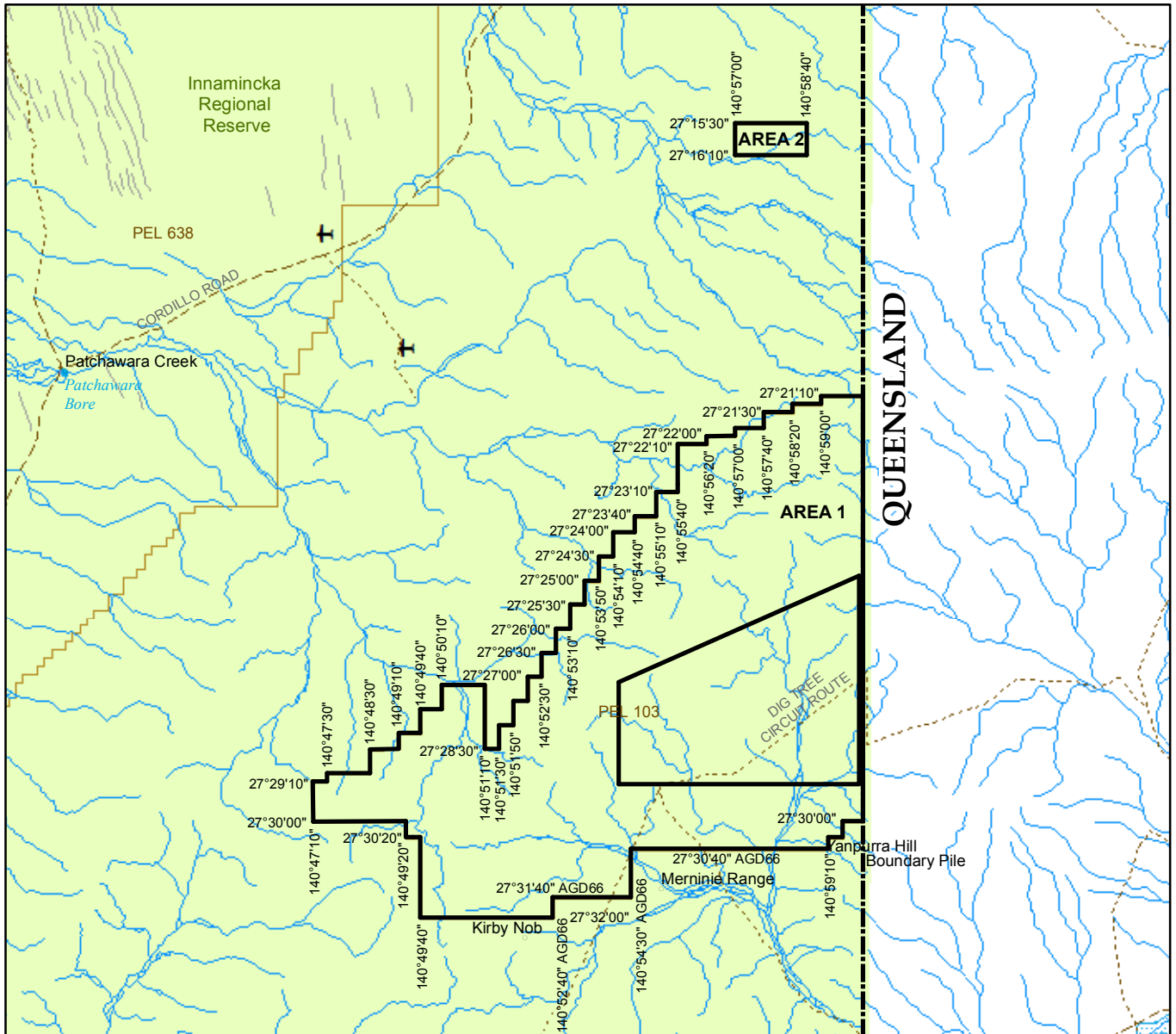
AREA 1

Commencing at a point being the intersection of latitude 27°21'10"S GDA94 and longitude 140°59'00"E GDA94, thence east to the eastern border of the State of South Australia, thence southerly along the border of the said State to latitude 27°30'00"S GDA94, west to longitude 140°59'30"E GDA94, south to latitude 27°30'20"S GDA94, west to longitude 140°59'10"E GDA94, south to latitude 27°30'40"S AGD66, west to longitude 140°54'30"E AGD66, south to latitude 27°31'40"S AGD66, west to longitude 140°52'40"E AGD66, south to latitude 27°32'00"S GDA94, west to longitude 140°49'40"E GDA94, north to latitude 27°30'20"S GDA94, west to longitude 140°49'20"E GDA94, north to latitude 27°30'00"S GDA94, west to longitude 140°47'10"E GDA94, north to latitude 27°29'10"S GDA94, east to longitude 140°47'30"E GDA94, north to latitude 27°29'00"S GDA94, east to longitude 140°48'30"E GDA94, north to latitude 27°28'30"S GDA94, east to longitude 140°49'10"E GDA94, north to latitude 27°28'10"S GDA94, east to longitude 140°49'40"E GDA94, north to latitude 27°27'40"S GDA94, east to longitude 140°50'10"E GDA94, north to latitude 27°27'10"S GDA94, east to longitude 140°51'10"E GDA94, south to latitude 27°28'30"S GDA94, east to longitude 140°51'30"E GDA94, north to latitude 27°28'00"S GDA94, east to longitude 140°51'50"E GDA94, north to latitude 27°27'30"S GDA94, east to longitude 140°52'10"E GDA94, north to latitude 27°27'00"S GDA94, east to longitude 140°52'30"E GDA94, north to latitude 27°26'30"S GDA94, east to longitude 140°52'50"E GDA94, north to latitude 27°26'00"S GDA94, east to longitude 140°53'10"E GDA94, north to latitude 27°25'30"S GDA94, east to longitude 140°53'30"E GDA94, north to latitude 27°25'00"S GDA94, east to longitude 140°53'50"E GDA94, north to latitude 27°24'30"S GDA94, east to longitude 140°54'10"E GDA94, north to latitude 27°24'00"S GDA94, east to longitude 140°54'40"E GDA94, north to latitude 27°23'40"S GDA94, east to longitude 140°55'10"E GDA94, north to latitude 27°23'10"S GDA94, east to longitude 140°55'40"E GDA94, north to latitude 27°22'10"S GDA94, east to longitude 140°56'20"E GDA94, north to latitude 27°22'00"S GDA94, east to longitude 140°57'00"E GDA94, north to latitude 27°21'50"S GDA94, east to longitude 140°57'40"E GDA94, north to latitude 27°21'30"S GDA94, east to longitude 140°58'20"E GDA94, north to latitude 27°21'20"S GDA94, east to longitude 140°59'00"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 27°29'13.953"S GDA94 and longitude 140°59'53.659"E GDA94, thence west to the intersection of latitude 27°29'13.835"S GDA94 and longitude 140°54'17.435"E GDA94, thence north to the intersection of latitude 27°27'07.083"S GDA94 and longitude 140°54'17.544"E GDA94, thence north-east to the intersection of latitude 27°24'53.946"S GDA94 and longitude 140°59'53.663"E GDA94 and south to the point of commencement.

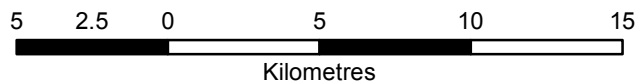
AREA 2

Commencing at a point being the intersection of latitude 27°15'30"S GDA94 and longitude 140°57'00"E GDA94, thence east to longitude 140°58'40"E GDA94, south to latitude 27°16'10"S GDA94, west to longitude 140°57'00"E GDA94, and north to the point of commencement.

AREA: **177.21** square kilometres approximately.



SCALE 1:250 000



Note: There is no warranty that the boundary of this licence is correct in relation to other features of the map. The boundary is to be ascertained by reference to the Australian Geodetic Datum (AGD66), the Geocentric Datum of Australia (GDA94) and the schedule.

THE PLAN HEREINBEFORE REFERRED TO

GAS STORAGE EXPLORATION LICENCE NO: 659