



***Petroleum and Geothermal Energy Act 2000***  
**S.115**

**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

**Petroleum and Geothermal Energy Act 2000**  
**S.115**

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

Date: 19 September 2014

**Petroleum and Geothermal Energy Act 2000**  
**S.115**

**MEMORANDUM**

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

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**GSELs 633 and 634**

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

**PETROLEUM RETENTION LICENCES**  
**PRLs 1, 2, 13 and 32**

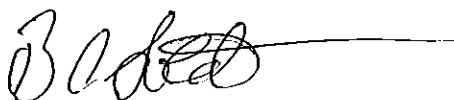
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**PPLs 62, 168, 202, 204, 205, 210, 212, 220, 224, 239, 245, 246,**  
**247, 248, 249 and 250**

**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. GOLDSTEIN**  
**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	28/1/426
	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

**Petroleum and Geothermal Energy Act 2000  
S.115**

**MEMORANDUM**

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**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. GOLDSTEIN  
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		

**Petroleum and Geothermal Energy Act 2000  
S.115**

**MEMORANDUM**

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**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		

**Petroleum and Geothermal Energy Act 2000  
S.115**

**MEMORANDUM**

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

Date: 28 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			



## PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

*Grant of Special Facilities Licence—SFL 3*

NOTICE is hereby given that the abovementioned Special Facilities Licence has been granted with effect from 8 May 2013, under the provisions of the Petroleum and Geothermal Energy Act 2000, pursuant to delegated powers dated 21 March 2012.

No. of Licence	Licensee	Locality	Date of Expiry	Approximate Area in km <sup>2</sup>
SFL 3	Beach Energy Limited	Cooper Basin	7 May 2033	0.038

*General 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°48'38"S GDA94 and longitude 140°45'45"E GDA94, thence east to longitude 140°45'46"E GDA94, south to latitude 27°48'39"S GDA94, thence east-north-east to a point being the intersection of latitude 27°48'38"S GDA94 and longitude 140°45'51"E GDA94, thence south-south-east to a point being the intersection of latitude 27°48'44"S GDA94 and longitude 140°45'52"E GDA94, thence west-south-west to a point being the intersection of latitude 27°48'46"S GDA94 and longitude 140°45'46"E GDA94, thence north-north-west to a point being the intersection of latitude 27°48'40"S GDA94 and longitude 140°45'44"E GDA94, thence north-east to a point being the intersection of latitude 27°48'39"S GDA94 and longitude 140°45'45"E GDA94 and north to the point of commencement.

Area: 0.038 km<sup>2</sup> approximately.

Dated 8 May 2013.

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

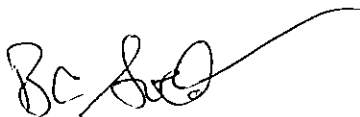
**Petroleum and Geothermal Energy Act 2000  
S.115**

**MEMORANDUM**

**SPECIAL FACILITIES LICENCE  
SFL 3**

1. This Licence granted on 8 May 2013 is hereby entered on the public register.
2. Interests in the licence are:-  

Beach Energy Limited	100%
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3. Yandruwandha/Yawarrawarrka Petroleum Conjunctive Indigenous Land Use Agreement Acceptance Deed is hereby entered on the public register.
4. Notation of receipt of security in the form of a Bank Guarantee dated 21 March 2012 is hereby entered on the public register.



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

Date: 8 May 2013

Ref. F2013/000041

# ***Petroleum and Geothermal Energy Act 2000***

## **SPECIAL FACILITIES LICENCE**

### **SFL 3**

I, BARRY ALAN GOLDSTEIN, Executive Director Energy Resources Division, Department for Manufacturing, Innovation, Trade, Resources and Energy, 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:

**Beach Energy Limited**  
ACN 007 617 969

(hereinafter referred to as the Licensee) a Licence to operate and maintain a lay down yard and storage facility in respect of the area set out below, to have effect for a period of twenty years and to expire on *7 May 2033* and carrying the right to further renewal terms subject to the provisions of the *Petroleum and Geothermal Energy Act 2000*. *8/5/13 BAG*

### **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. The Licensee must maintain and operate a lay down yard and storage facilities in accordance with the Act, (including the mandatory conditions stipulated by the Act), the Regulations and Statement of Environmental Objectives.
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.
3. The Licensee must:
  - (a) on commencement of regulated activities under this Licence, maintain in force during the term of this Licence public and products 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 20 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; and
  - (b) upon request by the Minister, provide the Minister with a cover note or certificate of currency of each insurance policy referred to in paragraph (a).
4. 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, or the conditions or exclusions of these insurances in respect to how they may or may not respond to any loss, damage or liability.

5. 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"). 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,
- 5.1 Interest will not be payable by the Minister to the Licensee on any cash Security.
- 5.2 All charges incurred by the Licensee in obtaining and maintaining the Security shall be met by the Licensee.
- 5.3 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.
- 5.4 If upon expiry of this Licence 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.
6. The licensee will comply with its obligations under the Yandruwandha/Yawarrawarrka Conjunctive Petroleum ILUA, entered into by the Licensee by the execution of an Acceptance Deed on 25 March 2013.

Date:..... *8 May* .....2013



.....  
**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**

Signed by the said LICENSEE

Date: 18 APRIL 2013



Authorised Representative

Danny Burns

Name

MGR INTERNATIONAL &

Position OTWAY BASIN

BEACH ENERGY LIMITED

Company

**THE SCHEDULE**  
**SPECIAL FACILITY LICENCE**

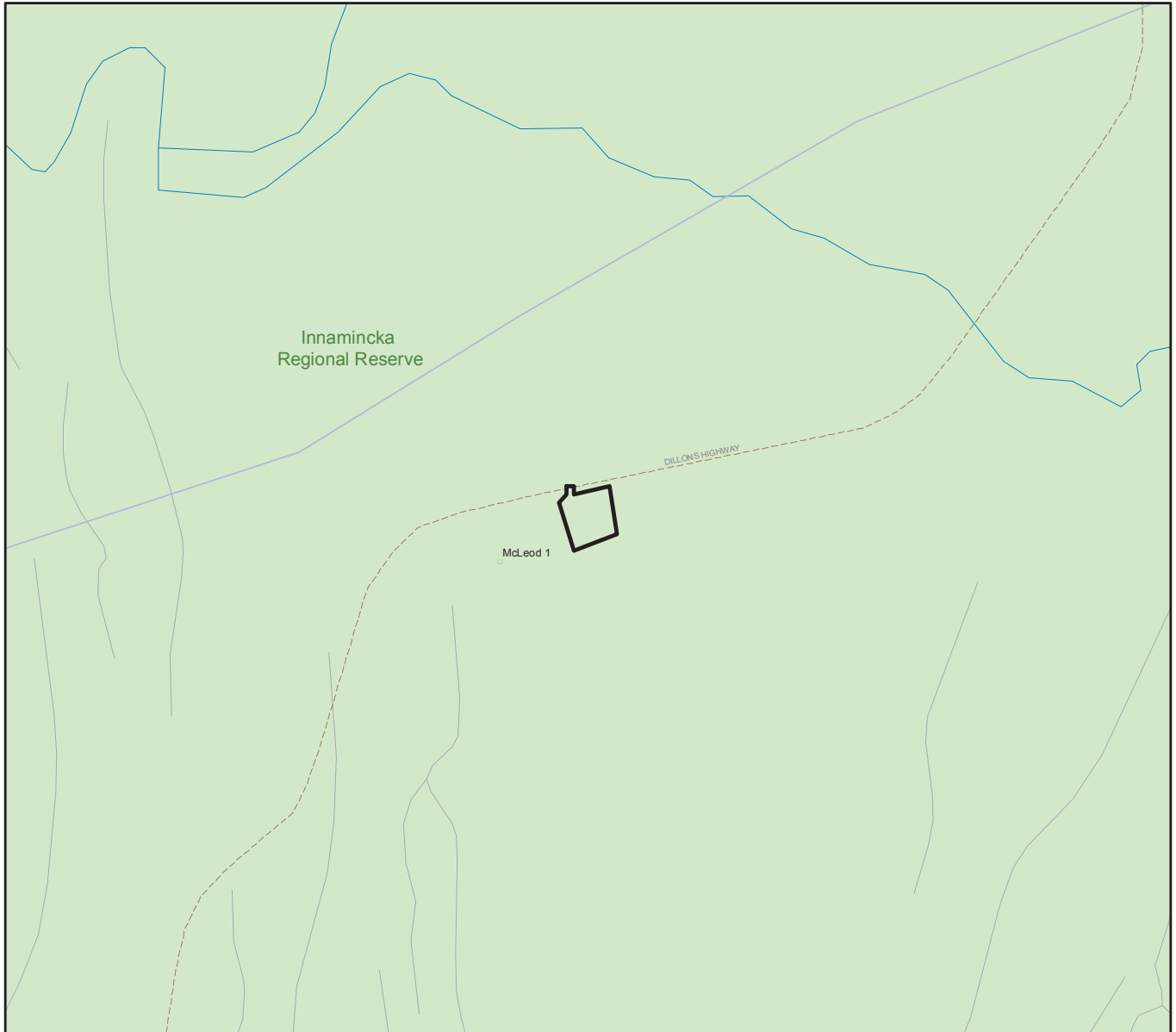
**SFL 3**

**Description of Area**

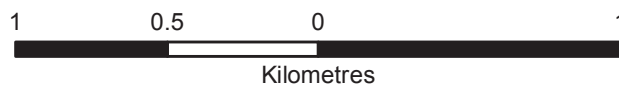
All that part of the State of South Australia, bounded as follows:-

Commencing at a point being the intersection of latitude 27°48'38"S GDA94 and longitude 140°45'45"E GDA94, thence east to longitude 140°45'46"E GDA94, south to latitude 27°48'39"S GDA94, thence east-northeast to a point being the intersection of latitude 27°48'38"S GDA94 and longitude 140°45'51"E GDA94, thence south-southeast to a point being the intersection of latitude 27°48'44"S GDA94 and longitude 140°45'52"E GDA94, thence west-southwest to a point being the intersection of latitude 27°48'46"S GDA94 and longitude 140°45'46"E GDA94, thence north-northwest to a point being the intersection of latitude 27°48'40"S GDA94 and longitude 140°45'44"E GDA94, thence northeast to a point being the intersection of latitude 27°48'39"S GDA94 and longitude 140°45'45"E GDA94 and north to the point of commencement.

AREA: 0.038 square kilometres approximately.



SCALE 1: 25 000



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 Geocentric Datum of Australia (GDA94) and the schedule.

THE PLAN HEREINBEFORE REFERRED TO

**SPECIAL FACILITIES LICENCE NO: 3**



DATED

25<sup>th</sup> March

2013

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**ACCEPTANCE DEED**

**CROWN SOLICITOR**  
Level 9, 45 Pirie Street, Adelaide SA 5000



**TABLE OF CONTENTS**

**1. COVENANT TO BE BOUND..... 1**

**2. WHEN EFFECTIVE..... 1**

**3. BENEFIT ..... 2**

**4. TERMS..... 2**

**5. TYPE OF LICENCE TO BE AUTHORISED..... 2**

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**Party**

**BEACH ENERGY LIMITED** (ABN 20 007 617 969) of 25  
Conyngnam Street, Glenside, South Australia, 5065 (**Company**)

**Introduction**

The Honourable Michael Atkinson the Attorney General; The Minister For Mineral Resources Development; Charlie Moore, Leslie Harris, Fay Nicolls, Theresa Bottrell, Aaron Paterson, Anita Paterson And Fredrick Brown for and on behalf of the Yandruwandha/Yawarrawarrka Native Title Claim Group; the Yandruwandha Yawarrawarrka Traditional Land Owners (Aboriginal Corporation); the Aboriginal Land Rights Movement Inc; and the South Australian Chamber of Mines and Energy entered into a Framework ILUA on the 16<sup>th</sup> February 2007 (**Framework ILUA**).

1. **Covenant to be Bound**

The Company enters into the Executed Acceptance Contract by duly completing and signing this Acceptance Deed in compliance with clause 13.2 of the Framework ILUA.

2. **When Effective**

The Executed Acceptance Contract comes into force and effect between the Company the Native Title Parties, the Association, the Minister and the State on the date upon which all of the following have occurred:

- 2.1 the Company has duly completed (by indicating in the relevant spot below which licence requires authorising) and signing this Acceptance Deed;
- 2.2 the Company has provided a copy of the duly completed and signed Acceptance Deed to the Minister; and
- 2.3 the Company has notified the Association and the Native Title Parties that the Company has duly completed and signed this Acceptance Deed by providing the Association and the Native Title Parties with an original or duplicate original of this Acceptance Deed.

3. **Benefit**

This Acceptance Deed is made by the Company in favour, and for the benefit of, the Native Title Parties, the Association, the Minister and the State.

4. **Terms**

Terms defined in the Framework ILUA bear their defined meanings when used in this Acceptance Deed.

5. **TYPE OF LICENCE TO BE AUTHORISED**

The following PEL(s)\*, PPL(s) or Additional Licence(s) are authorised by this Deed (Tick relevant box):

- PEL(s) .....or  
 PPL(s) .....

**or**

- Additional Licence(s) - (insert description of type of licence and number if known)

Beach has lodged an application for a Special Facilities Licence (SFLA 3) for a lay down yard within the area of Geothermal Retention Licence (GRL) No. 003 near Innamincka, which is currently being operated by Geodynamics Limited.

\* Once a Company has entered into an Executed Acceptance Contract in relation to a PEL or PPL any Subsequent Licence granted thereafter to the Company in the ILUA Area will automatically become an Authorised Licence

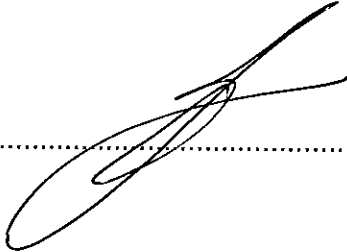
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**EXECUTED AS A DEED**

**Executed by Beach Energy Limited**

In accordance with section 127 of the  
*Corporations Act 2001* in the presence of:

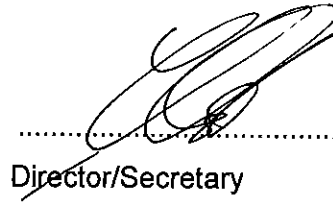
Director



**Reg Nelson  
Managing Director**

Name (please print)

Director/Secretary



**Cathy Oster  
Company Secretary**

Name (please print)