

INDEX OF DOCUMENTS HELD ON THE PUBLIC REGISTER FOR PPL 55

1. 9 July 1991 Licence document dated 9 July 1991.
Effective: 1 January 1991
Expiry: 31 December 2011

Interests in the Licence:

Santos Limited	25%
Bridge Oil Developments Pty Ltd	23.75%
Reef Oil NI	12.50%
Basin Oil NL	12.50%
Delhi Petroleum Pty Ltd	15.0%
SAGASCO Resources Limited	5.0%
Vamgas Ltd	5.0%
Bridge Oil Ltd	1.25%
2. 9 July 1991 Memorandum entering licence on the public register and notating receipt of security.
3. 18 July 1991 Grant of Licence published in the South Australian Government Gazette dated 9 July 1991, Page 353
4. 1 August 1991 Errata published in the South Australian Government Gazette dated 1 August 1991, Page 430.
5. 5 August 1991 Memorandum dated 5 August 1991 entering the following document on the public register:
 - Fixed and Floating Charge dated 20 February 1991 between Basin Oil NL and National Mutual Life Association of Australasia Limited.
6. 28 October 1991 Memorandum dated 28 October 1991 entering the following document on the public register:
 - Deed of Charge dated 20 September 1991 between Basin Oil NL and Westpac Banking Corporation.
7. 20 September 1993 Memorandum dated 20 September 1993 entering the following document on the Public Register:
 - Third Amendment Agreement dated 25 June 1993 between Bridge Oil International Finance Ltd, Bridge Oil Ltd (BOL), Bridge Oil Developments Pty Ltd (BOD), Bridge Oil Exploration Pty Ltd, Westpac Banking Corporation, Bankers Trust Company, Bankers Trust GmbH, Merrill Lynch Money Markets Inc, AIDC Ltd, The Hong Kong and Shanghai Banking Corporation Ltd, State Bank of New South Wales Ltd, LTCB Australia Ltd and Indosuez Australia Ltd.

8. 17 March 1994 Memorandum dated 17 March 1994 consenting to the transfer as contained in the following documentation:
- Deed of Assignment and Transfer dated 20 December 1993 between Santos Ltd and Crusader Resources NL.
9. 15 April 1994 Memorandum entering the following documents on the public register:
- Deed of Consent and Assumption dated 9 March 1994 between the Unit Agreement parties and Australian Hydrocarbons Ltd, Claremont Petroleum NL, Oil Company of Australia Ltd, The Australian Gas Light Company, Pipelines Authority of South Australia and Executor Trustee Australia Ltd;
 - JOA Cross Charge 50/40/10 JOA dated 9 March 1994 between Crusader Resources NL, Santos Ltd, Delhi Petroleum Pty Ltd, Sagasco Resources Ltd and Vamgas Ltd;
 - JOA Cross Charge Merrimelia-Innamincka JOA dated 9 March 1994 between Crusader Resources NL, Santos Ltd, Alliance Petroleum Australia NL, Delhi Petroleum Pty Ltd, Sagasco Resources Ltd and Vamgas Ltd;
 - Covenant and Acknowledgment from Santos Ltd and Crusader Resources NL to Basin Oil NL dated 8 March 1994.
10. 22 June 1994 Memorandum entering the following document on the public register:
- Deed of Variation of Charge dated 17 May 1994 entered into by Crusader Resources NL and Westpac Banking Corporation.
11. 13 March 1995 Certificate of Registration on Change of Name dated 9 December 1994:
From: Bridge Oil Ltd
To: Parker and Parsley Australasia Ltd
12. 13 March 1995 Memorandum notating change of company name.
13. 24 July 1995 Certificate of Registration on Conversion to a Proprietary Company dated 19 January 1995.
From: Vamgas Ltd
To: Vamgas Pty Ltd
14. 24 July 1995 Memorandum entering change of company name on public register

15. 5 September 1995 Certificate of Registration on Change of Name dated 1 September 1995:
From: SAGASCO Resources Ltd
To: Boral Energy Resources Ltd.
16. 5 September 1995 Memorandum entering change of company name on the Public Register
17. 14 November 1995 Memorandum entering the following document on the public register:
- Fixed and Floating Equitable Charge dated 17 October 1995 between Basin Oil NL and National Australia Trustees Ltd.
18. 24 November 1995 Memorandum entering notation of receipt of notice pursuant to:
- Petroleum Act 1940, Section 44, and
 - Cooper Basin (Ratification) Act, 1975, The Indenture Clause 6(1), 6(6)(a) & 14.
19. 1 August 1996 Memorandum entering change of company names on the Public Register.
20. 1 August 1996 Certificate of Registration on Change of Name dated 2 April 1995.
From: Parker & Parsley Australasia Pty Limited
To: Santos (BOL) Pty Ltd.
21. 1 August 1996 Certificate of Registration on Change of Name dated 3 April 1995.
From: Reef Oil NL
To: Reef Oil Ltd.
22. 1 August 1996 Certificate of Registration on Conversion to a Proprietary Company dated 3 May 1995.
From: Reef Oil Ltd
To: Reef Oil Pty Ltd
23. 17 February 1997 Memorandum entering the following documents on the public register:
- Deed of Assignment and Transfer dated 20 December 1996 between Santos Ltd (Santos), Delhi Petroleum Pty Ltd (Delhi), Santos Petroleum Pty Ltd (Santos Petroleum), Boral Energy Resources Ltd (Boral), Vamgas Pty Ltd (Vamgas), Bridge Oil Developments Pty Ltd (BOD), Santos (BOL) Pty Ltd (BOL), Reef Oil Pty Ltd (Reef), Alliance Petroleum Australia Pty Ltd (Alliance), Basin Oil NL (Basin) and Crusader Resources NL (Crusader).
 - New JOA Cross Charge dated 20 December 1996 between Santos, Delhi, Santos Petroleum, Boral, Vamgas, Crusader, BOD, BOL, Reef, Alliance and Basin.

- Deed of Amendment Unit Cross Charge dated 20 December 1996 between Santos, Delhi, Santos Petroleum, Boral, Vamgas, Crusader, BOD, BOL, Reef, Alliance and Basin.
 - Deed of Amendment Downstream Cross Charge dated 20 December 1996 between Santos, Delhi, Santos Petroleum, Boral, Vamgas, Crusader, BOD, BOL, Reef, Alliance and Basin.
24. 30 June 1997 Memorandum dated 30 June 1997 entering the following document on the Public Register.
- Deed of Discharge dated 6 September 1996 between Westpac Banking Corporation, Santos (BOL) Pty Ltd and Bridge Oil Developments Pty Ltd.
25. 30 June 1997 Certificate of Registration on Change of Name dated 12 June 1997:
From: Crusader Resources NL
To: Gulf (Aust) Resources NL
26. 30 June 1997 Memorandum entering change of company name on the Public Register.
27. 10 December 1999 Certificate of Registration on Change of Name dated 6 October 1999:
From: Gulf (Aust) Resources NL
To: Novus Australia Resources NL
28. 10 December 1999 Memorandum entering change of company name on the Public Register.
29. 13 March 2000 Certificate of Registration on Change of Name dated 24 February 2000:
From: Boral Energy Resources
To: Origin Energy Resources Ltd
30. 13 March 2000 Memorandum entering change of company name on the Public Register.
31. 15 October 2002 Certificate of Registration on Change of Type and Conversion to a Proprietary Company dated 8 June 2000:
From: Basin Oil NL
To: Basin Oil Pty Ltd
32. 15 October 2002 Memorandum entering change of company name on the Public Register.
33. 7 May 2004 Memorandum dated 7 May 2004 entering notation of adoption of the register for PELs 5&6 as part of the Commercial Register.

34. 23 July 2004 Memorandum entering notation of registrable dealing on the public register:
- DPPL Security dated 21 May 2004 between Delhi Petroleum Pty Ltd and Westpac Banking Corporation
Ref: SA 2004-44
35. 23 November 2005 Notation of discharge of security and receipt of replacement security is entered on the public register.
36. 13 January 2006 Certificate of Registration on Change of Name dated 29 June 2005:
- From: Novus Australia Resources NL
To: Santos (NARNL Cooper) NL
37. 13 January 2006 Memorandum entering change of company name on the Public Register.
38. 9 May 2006 Certificate of Registration on Change of Name dated 1 December 2005:
- From: Santos (NARNL Cooper) NL
To: Santos (NARNL Cooper) Pty Ltd.
39. 9 May 2006 Memorandum entering change of company name on the Public Register
40. 15 February 2011 Memorandum entering notation of the following registrable dealing on the public register.
- Delhi Fixed and Floating Charge and Mortgage of JV Assets dated 29 September 2010 between Delhi Petroleum Pty Limited and Westpac Banking Corporation.
Ref: SA 2011-15
41. 28 June 2012 Memorandum entering notation of the following registrable dealing on the public register.
- Royalty Deed dated 19 January 2012 between Delhi Petroleum Pty Ltd and Esso Australia Resources Pty Ltd.
Ref: SA 2012-42
42. 20 January 2017 Memorandum entering notation of extension of time of the offer to renew licence to 3 February 2017 on the public register.

43. 25 January 2017 Renewal of licence.
- Interests in this licence are:
- | | |
|--------------------------------------|--------|
| Santos Limited | 40.70% |
| Delhi Petroleum Pty Ltd | 20.21% |
| Origin Energy Resources Limited | 13.19% |
| Vamgas Pty Ltd | 8.51% |
| Santos (NARNL Cooper) Pty Ltd | 4.75% |
| Bridge Oil Developments Pty Ltd | 3.99% |
| Alliance Petroleum Australia Pty Ltd | 3.97% |
| Basin Oil Pty Ltd | 2.10% |
| Reef Oil Pty Ltd | 1.97% |
| Santos Petroleum Pty Ltd | 0.40% |
| Santos (BOL) Pty Ltd | 0.21% |
- PPL 55 is now due to expire on 31 December 2032.
44. 25 January 2017 Memorandum entering renewal of licence with effect from 1 January 2012 on the public register.
45. 9 August 2017 Certificate of Registration on Change of Company Name dated 29 June 2017.
- From: Origin Energy Resources Limited
To: Lattice Energy Limited
46. 9 August 2017 Memorandum entering notation of change of company name on the public register.
47. 7 June 2018 Memorandum entering notation of the following registrable dealing on the public register:
- Deed of Variation dated 4 December 2015 between Santos Limited, Santos Petroleum Pty Ltd, Vamgas Pty Ltd, Santos (NARNL Cooper) Pty Ltd, Santos (BOL) Pty Ltd, Reef Oil Pty Ltd, Bridge Oil Developments Pty Limited, Basin Oil Pty Ltd, Alliance Petroleum Australia Pty Ltd, Origin Energy Resources Limited and Delhi Petroleum Pty Ltd
Ref: SA 2018-18
48. 30 August 2018 Memorandum entering notation of grant of adjunct AAL 259 on the public register.
49. 22 January 2020 Certificate of Registration on Change of Name dated 2 December 2019.
- From: Lattice Energy Limited
To: Beach Energy (Operations) Limited
50. 22 January 2020 Memorandum entering notation of change of company name on the public register.

51. 27 November 2020 Memorandum entering notation of revision to security arrangements on the public register.

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM EXPLORATION LICENCE
PEL 570

PETROLEUM RETENTION LICENCES

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

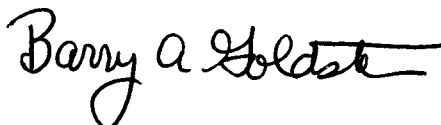
PETROLEUM PRODUCTION LICENCES

**PPLs 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25,
26, 27, 29, 30, 31, 32, 33, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46,
47, 48, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68,
69, 70, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 83, 84, 86, 87, 88, 89, 90,
91, 92, 94, 95, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109,
110, 111, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124,
125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138,
139, 140, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154,
155, 156, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 172, 174,
175, 176, 177, 178, 179, 180, 182, 187, 189, 190, 193, 194, 195, 196,
201, 206, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236,
237, 238 and 252**

SPECIAL FACILITIES LICENCE
SFL 15

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

1. Notation of revision to security arrangements is hereby entered on the public register.
2. Effective 27 November 2020, future revisions to security arrangements for the above-mentioned licences will no longer be noted on the public register.



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

Date: 27 November 2020

Ref: F2020/000930

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCES

PPLs 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 26, 27, 29, 30, 31, 32, 33, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 83, 84, 86, 87, 88, 89, 90, 91, 92, 94, 95, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 172, 174, 175, 176, 177, 178, 179, 180, 182, 187, 189, 190, 193, 194, 195, 196, 201, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237 and 238

ASSOCIATED ACTIVITIES LICENCES

AALs 258, 259 and 263

PIPELINE LICENCES

PLs 2, 5, 9, 15 and 20

1. Notation of change of company name:

From: Lattice Energy Limited
To: Beach Energy (Operations) Limited

is hereby entered on the public registers.



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

Date: 22 January 2020



Certificate of Registration on Change of Name

This is to certify that

LATTICE ENERGY LIMITED

Australian Company Number 007 845 338

did on the second day of December 2019 change its name to

BEACH ENERGY (OPERATIONS) LIMITED

Australian Company Number 007 845 338

The company is a public company.

The company is limited by shares.

The company is taken to be registered under the Corporations Act 2001 in South Australia and the date of commencement of registration is the ninth day of September, 1977.

Issued by the
Australian Securities and Investments Commission
on this second day of December 2019.

James Shipton
Chair

CERTIFICATE

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCE
PPL 55

1. Notation of the grant of Associated Activities Licence AAL 259 (adjunct to PPL 55) is hereby entered on the public register.



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

Date: 30 August 2018

File: MER-2018/0549

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCES

PPLs 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 26, 27, 29, 30, 31, 32, 33, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 83, 84, 86, 87, 88, 89, 90, 91, 92, 94, 95, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 172, 174, 175, 176, 177, 178, 179, 180, 182, 187, 189, 190, 193, 194, 195, 196, 201, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237 and 238

PIPELINE LICENCES

PLs 5, 9 and 15

SA 2018-18

Notation of registrable dealing as evidenced by Deed of Variation dated 4 December 2015 between Santos Limited, Santos Petroleum Pty Ltd, Vamgas Pty Ltd, Santos (NARNL Cooper) Pty Ltd, Santos (BOL) Pty Ltd, Reef Oil Pty Ltd, Bridge Oil Developments Pty Limited, Basin Oil Pty Ltd, Alliance Petroleum Australia Pty Ltd, Origin Energy Resources Limited and Delhi Petroleum Pty Ltd is hereby entered on the public register.



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

Date: 7 June 2018

Ref: 28/01/00045

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM RETENTION LICENCE
PRL 106

PETROLEUM EXPLORATION LICENCES
PELs 637 and 638

PETROLEUM PRODUCTION LICENCES
PPLs 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 26, 27, 29, 30, 31, 32, 33, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 83, 84, 86, 87, 88, 89, 90, 91, 92, 94, 95, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 172, 174, 175, 176, 177, 178, 179, 180, 182, 187, 189, 190, 193, 194, 195, 196, 201, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237 and 238

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

1. Notation of change of company name:

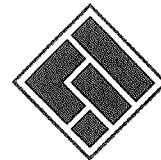
From: Origin Energy Resources Limited
To: Lattice Energy Limited

is hereby entered on the public registers.



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

Date: 9 August 2017



Certificate of Registration on Change of Name

This is to certify that

ORIGIN ENERGY RESOURCES LIMITED

Australian Company Number 007 845 338

did on the twenty-ninth day of June 2017 change its name to

LATTICE ENERGY LIMITED

Australian Company Number 007 845 338

The company is a public company.

The company is limited by shares.

The company is taken to be registered under the Corporations Act 2001 in South Australia and the date of commencement of registration is the ninth day of September, 1977.

Issued by the
Australian Securities and Investments Commission
on this twenty-ninth day of June 2017.

Greg Medcraft
Chairman

CERTIFICATE

43. 25 January 2017 Renewal of licence.

Interests in this licence are:

Santos Limited	40.70%
Delhi Petroleum Pty Ltd	20.21%
Origin Energy Resources Limited	13.19%
Vamgas Pty Ltd	8.51%
Santos (NARNL Cooper) Pty Ltd	4.75%
Bridge Oil Developments Pty Ltd	3.99%
Alliance Petroleum Australia Pty Ltd	3.97%
Basin Oil Pty Ltd	2.10%
Reef Oil Pty Ltd	1.97%
Santos Petroleum Pty Ltd	0.40%
Santos (BOL) Pty Ltd	0.21%

PPL 55 is now due to expire on 31 December 2032.

44. 25 January 2017 Memorandum entering renewal of licence with effect from 1 January 2012 on the public register.

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

**RENEWAL OF
PETROLEUM PRODUCTION LICENCES
PPLs 41, 51, 55, 68 and 69**

1. Renewal of these licences effective from 1 January 2012 is hereby entered on the public register.
2. Interests in the licences are:

Santos Limited	40.70%
Delhi Petroleum Pty Ltd	20.21%
Origin Energy Resources Limited	13.19%
Vamgas Pty Ltd	8.51%
Santos (NARNL Cooper) Pty Ltd	4.75%
Bridge Oil Developments Pty Ltd	3.99%
Alliance Petroleum Australia Pty Ltd	3.97%
Basin Oil Pty Ltd	2.10%
Reef Oil Pty Ltd	1.97%
Santos Petroleum Pty Ltd	0.40%
Santos (BOL) Pty Ltd	0.21%



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

Date: 25 January 2017

File: 28/1/124
28/1/165
28/1/141
28/1/172
28/1/175

**Petroleum and Geothermal Energy Act 2000
Cooper Basin (Ratification) Act 1975**

**RENEWAL OF
PETROLEUM PRODUCTION LICENCE
PPL 55**

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*, the *Cooper Basin (Ratification) Act 1975* 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 renew Petroleum Production Licence PPL 55, held by:

Santos Limited	ACN 007 550 923
Vamgas Pty Ltd	ACN 006 245 110
Alliance Petroleum Australia Pty Ltd	ACN 004 559 951
Reef Oil Pty Ltd	ACN 000 646 800
Santos Petroleum Pty Ltd	ACN 000 146 369
Bridge Oil Developments Pty Ltd	ACN 001 152 049
Santos (BOL) Pty Ltd	ACN 000 670 575
Delhi Petroleum Pty Ltd	ACN 007 854 686
Origin Energy Resources Limited	ACN 007 845 338
Basin Oil Pty Ltd	ACN 000 628 017
Santos (NARNL Cooper) Pty Ltd	ACN 004 761 255

(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 *Cooper Basin (Ratification) Act 1975* and the *Petroleum and Geothermal Energy Act 2000*. The term of this licence is 21 years commencing on 1 January 2012, and expiring at midnight on 31 December 2032.

DESCRIPTION OF AREA

The land comprised in this Licence is that part of the State of South Australia described in Schedule 1 attached hereto.

TERMS AND CONDITIONS

1. Scope of Rights

For the avoidance of doubt:

- (a) this renewal permits the Licensee to conduct all operations authorised by PPL 55 immediately prior to the commencement of this renewal on 1 January 2012; and
- (b) nothing in this Licence affects the rights of the Licensee pursuant to the *Cooper Basin (Ratification) Act 1975*.

2. Pursuant to Section 74 of the Act the regulated activities to be carried out pursuant to this Licence are classified as requiring low level official surveillance.
3. Security
 - 3.1 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").
 - 3.2 The Security shall be reviewed periodically, and during the term of the Licence if in the opinion of the Minister it is reasonable to increase the Security amount, provide additional security or substitute another security for the existing Security, the Licensee must comply with the Minister's request within 28 days after being requested in writing by the Minister to do so.
 - 3.3 Interest will not be payable by the Minister to the Licensee on any cash Security.
 - 3.4 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.

4. Insurance

- 4.1 The Licensee must:
 - (a) upon commencement of regulated activities under this Licence, maintain in force during the term of this Licence public liability insurance to cover regulated activities under this Licence (including sudden and accidental pollution) in the name of the Licensee for a sum not less than twenty million dollars (\$20,000,000.00) or such greater sum as specified by the Minister, and make such amendments to the terms and conditions of the insurance as the Minister may from time to time reasonably require;
 - (b) maintain in force during the drilling of any well or operation in any well, control of well insurance in the name of the Licensee for a sum not less than ten million dollars (\$10,000,000.00) or such greater sum as specified by the Minister, and make such amendments to the terms and conditions of the insurance as the Minister may from time to time reasonably require;
 - (c) upon request by the Minister, provide the Minister with a cover note or certificate of currency of each insurance policy referred to in paragraphs (a) and (b).

4.2 The Minister in specifying the levels of insurance accepts no liability for the completeness of their listing, the adequacy of the sum insured, the limit of liability, the scoped coverage, the conditions or exclusions of these insurances in respect to how they may or may not respond to any loss, damage or liability.

5. Transfer of Liability

Subject to the *Cooper Basin (Ratification) Act 1975*, a contract or agreement entered into by the Licensee to transfer or accept liability for any well or facility constructed for the purpose of undertaking a regulated activity under the *Petroleum Act 1940* or the *Petroleum and Geothermal Energy Act 2000* cannot transfer, limit or exclude liability under the *Petroleum Act 1940* or the *Petroleum and Geothermal Energy Act 2000* unless written consent of the Minister is obtained.

6. Sub-Licences

The Minister hereby gives and records his consent to renewal by the Licensee of the Sub-Licences created in respect of the area described in Schedule 1, in the form of or to the effect set out in Schedule 2.

Date: 25 January 2017




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

Signed for and on behalf of:

- Santos Limited** (ACN 007 550 923)
- Vamgas Pty Ltd** (ACN 006 245 110)
- Alliance Petroleum Australia Pty Ltd** (ACN 004 559 951)
- Reef Oil Pty Ltd** (ACN 000 646 800)
- Santos Petroleum Pty Ltd** (ACN 000 146 369)
- Bridge Oil Developments Pty Ltd** (ACN 001 152 049)
- Santos (BOL) Pty Ltd** (ACN 000 670 575)
- Basin Oil Pty Ltd** (ACN 000 628 017)
- Santos (NARNL Cooper) Pty Ltd** (ACN 004 761 255)

by its authorised representative:



 Signature of Authorised Representative

Chad Wilson

 [Print Name of Authorised Representative]

15-12-16

 Date

Signed for and on behalf of **Origin Energy Resources Limited** (ACN 007 845 338)
 by its authorised representative:

.....
 Signature of Authorised Representative

.....
 [Print Name of Authorised Representative]

.....
 Date

Signed for and on behalf of **Delhi Petroleum Pty Ltd** (ACN 007 854 686)
 in accordance with section 127 of the *Corporations Act 2000 (Cth)*:

.....
 Signature of Director

.....
 Signature of Director/Secretary*

.....
 [Print Name of Director]

.....
 [Print Name of Director]
 (*delete the inapplicable)

.....
 Date

Signed for and on behalf of:

- Santos Limited** (ACN 007 550 923)
- Vamgas Pty Ltd** (ACN 006 245 110)
- Alliance Petroleum Australia Pty Ltd** (ACN 004 559 951)
- Reef Oil Pty Ltd** (ACN 000 646 800)
- Santos Petroleum Pty Ltd** (ACN 000 146 369)
- Bridge Oil Developments Pty Ltd** (ACN 001 152 049)
- Santos (BOL) Pty Ltd** (ACN 000 670 575)
- Basin Oil Pty Ltd** (ACN 000 628 017)
- Santos (NARNL Cooper) Pty Ltd** (ACN 004 761 255)

by its authorised representative:

.....
Signature of Authorised Representative

.....
[Print Name of Authorised Representative]

.....
Date

Signed for and on behalf of **Origin Energy Resources Limited** (ACN 007 845 338)
by its authorised representative:


.....
Signature of Authorised Representative

GEORGE MAYO
.....
[Print Name of Authorised Representative]

6/1/17
.....
Date

Signed for and on behalf of **Delhi Petroleum Pty Ltd** (ACN 007 854 686)
in accordance with section 127 of the *Corporations Act 2000 (Cth)*:

.....
Signature of Director

.....
Signature of Director/Secretary*

.....
[Print Name of Director]

.....
[Print Name of Director]
(*delete the inapplicable)

.....
Date

Signed for and on behalf of:

Santos Limited (ACN 007 550 923)
Vamgas Pty Ltd (ACN 006 245 110)
Alliance Petroleum Australia Pty Ltd (ACN 004 559 951)
Reef Oil Pty Ltd (ACN 000 646 800)
Santos Petroleum Pty Ltd (ACN 000 146 369)
Bridge Oil Developments Pty Ltd (ACN 001 152 049)
Santos (BOL) Pty Ltd (ACN 000 670 575)
Basin Oil Pty Ltd (ACN 000 628 017)
Santos (NARNL Cooper) Pty Ltd (ACN 004 761 255)

by its authorised representative:

.....
Signature of Authorised Representative

.....
[Print Name of Authorised Representative]

.....
Date

Signed for and on behalf of **Origin Energy Resources Limited** (ACN 007 845 338)
by its authorised representative:

.....
Signature of Authorised Representative

.....
[Print Name of Authorised Representative]

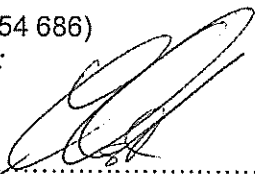
.....
Date

Signed for and on behalf of **Delhi Petroleum Pty Ltd** (ACN 007 854 686)
in accordance with section 127 of the *Corporations Act 2000 (Cth)*:


.....
Signature of Director

Rod Rayner
Director

.....
[Print Name of Director]


.....
Signature of Director/Secretary*

CATHY OSTER
COMPANY SECRETARY

.....
[Print Name of Director]
(*delete the inapplicable)

20/12/16
.....
Date

SCHEDULE 1

PETROLEUM PRODUCTION LICENCE

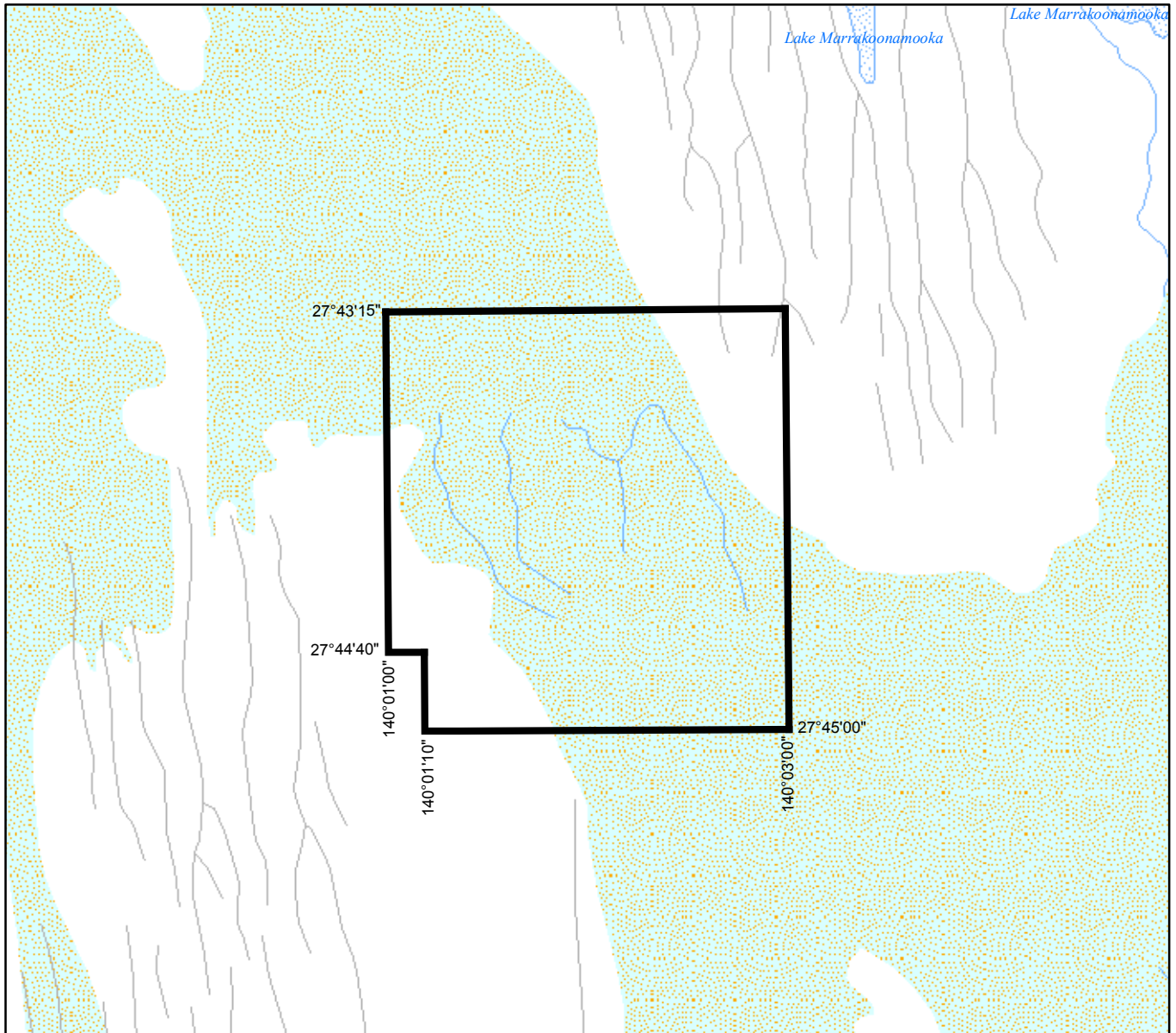
PPL 55

DESCRIPTION OF AREA

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

Commencing at a point being the intersection of latitude 27°43'15"S AGD66 and longitude 140°01'00"E AGD66, thence east to longitude 140°03'00"E Clarke1858, south to latitude 27°45'00"S Clarke1858, west to longitude 140°01'10"E AGD66, north to latitude 27°44'40"S AGD66, west to longitude 140°01'00"E AGD66, and north to point of commencement.

AREA: **9.71** square kilometres approximately.



SCALE 1:50 000



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 Clarke 1858 Datum, the Australian Geodetic Datum (AGD66) and the schedule.

THE PLAN HEREINBEFORE REFERRED TO

VARANUS FIELD

PETROLEUM PRODUCTION LICENCE NO: 55



Government of South Australia
Department of State Development

SR 28/1/141

AREA: 9.71 sq km (approx)

PETROLEUM PRODUCTION LICENCE PPL 55

DEED OF SUB-LICENCE

THIS DEED is made as of 7 March 2017 (date)

BETWEEN:

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

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

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

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

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

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

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

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

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

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

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

in their capacity as participants in the Patchawarra Central Joint Venture and as holders of PPL 55 (collectively "the Licensors")

OF THE ONE PART

AND

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

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

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

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

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

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

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

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

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

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

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

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

OF THE OTHER PART

WHEREAS

- A. The Licensors are joint holders of Petroleum Production Licence PPL 55 ("the Petroleum Production Licence") granted by the Minister for Mineral Resources and Energy for the State of South Australia by way of renewal of the Petroleum Production Licence granted pursuant to the *Petroleum Act 1940*; and pursuant to the powers in the *Petroleum and Geothermal Energy Act 2000* and the *Cooper Basin (Ratification) Act 1975*, over certain land in the State of South Australia as more particularly described in Schedule 1 of the Petroleum Production Licence.
- B. The Licensees are parties to an agreement made as of the 1st day of January 1975 known as the South Australian Cooper Basin Unit Agreement (hereinafter and as the same may be amended from time to time referred to as "the Unit Agreement") relating inter alia to the development and production of petroleum from that sub-surface portion of the area comprised in the Petroleum Production Licence as the same is more particularly described in the Schedule hereto.

- C. The Licensors have previously granted a sub-licence to the Licensees and in accordance with that sub-licence on renewal of the Petroleum Production Licence are required to grant a renewal of the sub-licence to the Licensees.
- D. The Licensors, with the consent of the Minister for Mineral Resources and Energy of the State of South Australia, have agreed to grant, and the Licensees have agreed to accept, renewal of a sub-licence to exercise the rights specified in Clause 1 of this Deed upon the conditions specified in Clauses 2, 3, 4 and 5 of this Deed.

NOW THIS DEED WITNESSES as follows:

1. The Licensors, with the consent of the Minister for Mineral Resources and Energy of the State of South Australia hereby grant to each of the Licensees severally the exclusive right commencing and inclusive from 1. ~~January 2012~~ (date) for the duration of the Petroleum Production Licence, subject to the provisions of this Deed of Sub-licence to:-
 - (a) conduct in such portion of the area comprised in the Petroleum Production Licence as is more particularly described in the Schedule hereto (herein after referred to as "the Unitized Zone") all such operations as the Licensors are entitled to conduct thereon from time to time pursuant to the Petroleum Production Licence and subject to Clause 2 hereof to own all petroleum extracted or released therefrom; and
 - (b) construct and maintain upon the land comprised in the Petroleum Production Licence all such facilities as the Licensors are entitled to construct and maintain thereon pursuant to the Petroleum Production Licence or the *Cooper Basin (Ratification) Act 1975* of the State of South Australia (or both) and as are necessary from time to time for the full enjoyment of the rights granted pursuant to Clause 1(a) hereof.
2. Each of the Licensees hereby expressly acknowledges, covenants and agrees with the Licensors and with each of the other Licensees that in the exercise of exclusive rights granted pursuant to Clause 1 hereof each Licensee shall at all times act subject to and in accordance with the provisions of the Unit Agreement (and in particular to the provisions of Clause 13.01 thereof which refers to an overriding royalty in favour of Santos) and that all such rights shall entitle each Licensee to extract or release from the Unitized Zone so much of the petroleum within the Unitized Zone as such Licensee is entitled to from time to time in accordance with the provisions of the Unit Agreement and the Fixed Factor Settlement Agreement made between the Licensees on 5 December 1996.
3. The Licensees hereby jointly and severally covenant with the Licensors that they will make payment in accordance with the Unit Agreement of the royalty referred to in the *Cooper Basin (Ratification) Act 1975* in respect of the production referred to in Clause 2 hereof and will subject as aforesaid comply with the provisions of the *Petroleum and Geothermal Energy Act 2000* and the *Cooper Basin (Ratification) Act 1975* and amendments thereto and with all Regulations for the time being in force under those Acts and with any directions given by the Minister, the Executive Director of Energy Resources Division or any other person pursuant to those Acts or Regulations and the Licensees hereby further jointly and severally covenant with the Licensors not to do any act or thing or make any omission which would cause the Licensors to be in breach or default of the provisions of the Petroleum Production Licence or of the provisions of the *Petroleum and Geothermal Energy Act 2000* or the *Cooper Basin (Ratification) Act 1975* and amendments thereto, or of any Regulation for the time being in force under those Acts or with any direction given by the Minister, the Executive Director of the Energy Resources Division of the Department of State Development or any other person pursuant to those Acts or Regulations.

4. Subject to the due compliance by the Licensees with their obligations under this Deed of Sub-Licence the Licensors hereby covenant with the Licensees to perform the covenants and obligations on the part of the Licensors contained in the Petroleum Production Licence.
5. The rights of the Licensees or any of them granted pursuant to the foregoing provisions of this Deed of Sub-Licence shall not be sold, assigned, transferred, leased, sub-let, mortgaged, pledged, charged, encumbered or otherwise disposed of other than subject to and in accordance with the provisions of Article XV of the Unit Agreement and subject to the *Petroleum and Geothermal Energy Act 2000* and Clause 14.2 of the Indenture annexed to the *Cooper Basin (Ratification) Act 1975*.

THE SCHEDULE

DEED OF SUB-LICENCE

(Description of Unitized Zones)

PPL 55

The stratigraphic unit named as the Varanus Field, Unit "A" Patchawarra Formation in the First Schedule to the Unit Agreement and being as more particularly described therein together with all lateral extensions to such stratigraphic unit as may from time to time become subject to the Unit Agreement and which underlie the area described in the said Petroleum Production Licence.

Such additional stratigraphic units as have become or may from time to time become subject to the Unit Agreement and which underlie the area described in the said Petroleum Production Licence together with all lateral extensions to those stratigraphic units.

IN WITNESS WHEREOF the Parties hereto sign, seal and deliver the foregoing presents and have hereunto set their respective hands and seals as of 7 March 2011 (Date).

Signed for and on behalf of:

Santos Limited (ACN 007 550 923)
Vamgas Pty Ltd (ACN 006 245 110)
Alliance Petroleum Australia Pty Ltd (ACN 004 559 951)
Reef Oil Pty Ltd (ACN 000 646 800)
Santos Petroleum Pty Ltd (ACN 000 146 369)
Bridge Oil Developments Pty Ltd (ACN 001 152 049)
Santos (BOL) Pty Ltd (ACN 000 670 575)
Basin Oil Pty Ltd (ACN 000 628 017)
Santos (NARNL Cooper) Pty Ltd (ACN 004 761 255)

by its ~~authorised representative~~: *duly authorised Attorney in the presence of:*

.....
Signature of ~~Authorised Representative~~

Attorney
David L.

.....
[Print Name of ~~Authorised Representative~~]

Attorney

Laura Starling

.....
Witness Name (Print)

[Signature]
.....
Witness Signature

Signed for and on behalf of **Origin Energy Resources Limited** (ACN 007 845 338)
by its authorised representative:

.....
Signature of Authorised Representative

.....
[Print Name of Authorised Representative]

Signed for and on behalf of **Delhi Petroleum Pty Ltd** (ACN 007 854 686)
in accordance with section 127 of the *Corporations Act 2000 (Cth)*:

.....
Signature of Director

.....
[Print Name of Director]

.....
Signature of Director/Secretary*

.....
[Print Name of Director]
(*delete the inapplicable)

IN WITNESS WHEREOF the Parties hereto sign, seal and deliver the foregoing presents and have hereunto set their respective hands and seals as of 7 March 2017 (Date).

Signed for and on behalf of:

Santos Limited (ACN 007 550 923)
Vamgas Pty Ltd (ACN 006 245 110)
Alliance Petroleum Australia Pty Ltd (ACN 004 559 951)
Reef Oil Pty Ltd (ACN 000 646 800)
Santos Petroleum Pty Ltd (ACN 000 146 369)
Bridge Oil Developments Pty Ltd (ACN 001 152 049)
Santos (BOL) Pty Ltd (ACN 000 670 575)
Basin Oil Pty Ltd (ACN 000 628 017)
Santos (NARNL Cooper) Pty Ltd (ACN 004 761 255)

by its authorised representative:

.....
Signature of Authorised Representative

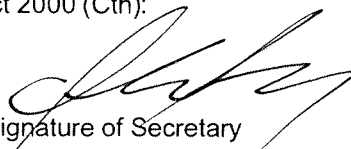
.....
[Print Name of Authorised Representative]

Signed for and on behalf of **Origin Energy Resources Limited** (ACN 007 845 338) in accordance with section 127 of the Corporations Act 2000 (Cth):


.....
Signature of Director

FRANK G CALABRIA

.....
[Print Name of Director]


.....
Signature of Secretary

HELEN HARDY

.....
[Print Name of Secretary]

Signed for and on behalf of **Delhi Petroleum Pty Ltd** (ACN 007 854 686) in accordance with section 127 of the *Corporations Act 2000 (Cth)*:

.....
Signature of Director

.....
Signature of Director/Secretary*

.....
[Print Name of Director]

.....
[Print Name of Director]
(*delete the inapplicable)

IN WITNESS WHEREOF the Parties hereto sign, seal and deliver the foregoing presents and have hereunto set their respective hands and seals as of *7 March 2017* (Date).

Signed for and on behalf of:

Santos Limited (ACN 007 550 923)
Vamgas Pty Ltd (ACN 006 245 110)
Alliance Petroleum Australia Pty Ltd (ACN 004 559 951)
Reef Oil Pty Ltd (ACN 000 646 800)
Santos Petroleum Pty Ltd (ACN 000 146 369)
Bridge Oil Developments Pty Ltd (ACN 001 152 049)
Santos (BOL) Pty Ltd (ACN 000 670 575)
Basin Oil Pty Ltd (ACN 000 628 017)
Santos (NARNL Cooper) Pty Ltd (ACN 004 761 255)

by its authorised representative:

.....
Signature of Authorised Representative

.....
[Print Name of Authorised Representative]

Signed for and on behalf of **Origin Energy Resources Limited** (ACN 007 845 338)
by its authorised representative:

.....
Signature of Authorised Representative

.....
[Print Name of Authorised Representative]

Signed for and on behalf of **Delhi Petroleum Pty Ltd** (ACN 007 854 686)
in accordance with section 127 of the *Corporations Act 2000 (Cth)*:

.....
Signature of Director

Matt Kay
Director

.....
[Print Name of Director]

.....
Signature of Director/Secretary*

CATHY OSTER
COMPANY SECRETARY

.....
[Print Name of Director]
(*delete the inapplicable)

Petroleum and Geothermal Energy Act 2000
S.134

MEMORANDUM

PETROLEUM PRODUCTION LICENCES
PPLs 41, 51, 55, 56, 60, 61, 63, 64, 65, 66, 67, 68, 69,
70, 72, 73, 74, 75, 76, 77, 78, 79, 80 and 83

1. Notation of an extension of time to 3 February 2017 by which the licensees must accept the offer for renewal of Petroleum Production Licences PPLs 41, 51, 55, 56, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 72, 73, 74, 75, 76, 77, 78, 79, 80 and 83 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 January 2017

File: Various

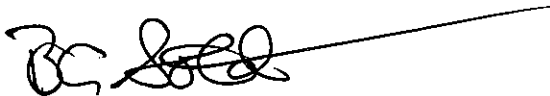
**Petroleum and Geothermal Energy Act 2000
S.115**

MEMORANDUM

PETROLEUM PRODUCTION LICENCES

PPLs 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 26, 27, 29, 30, 31, 32, 33, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 83, 84, 86, 87, 88, 89, 90, 91, 92, 94, 95, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 172, 174, 175, 176, 177, 178, 179, 180, 182, 187, 189, 190, 193, 194, 195, 196, 201, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237 and 238

SA 2012-42 Notation of registrable dealing as evidenced by Royalty Deed dated 19 January 2012 between Delhi Petroleum Pty Ltd and Esso Australia Resources Pty Ltd is hereby entered on the public register.



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

Date: 28 June 2012

Ref: various files

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCES

PPLs 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 26, 27, 29, 30, 31, 32, 33, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 83, 84, 86, 87, 88, 89, 90, 91, 92, 94, 95, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 172, 174, 175, 176, 177, 178, 179, 180, 182, 187, 189, 190, 193, 194, 195, 196, 201, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237 and 238

and

PIPELINE LICENCES

PLs 2, 5, 9 and 15

SA 2011-15 Notation of registrable dealing as evidenced by Delhi Fixed and Floating Charge and Mortgage of JV Assets dated 29 September 2010 between Delhi Petroleum Pty Limited and Westpac Banking Corporation is hereby entered on the public register.



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

Date: 15 February 2011

Petroleum Act 2000
S.115

MEMORANDUM

Petroleum Production Licences (PPLs) 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199 and Pipeline Licence (PL) 2.

1. Notation of change of company name –

From: Santos (NARNL Cooper) NL
To: Santos (NARNL Cooper) Pty Ltd

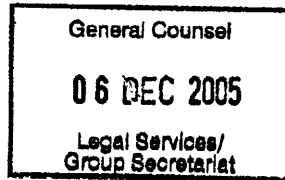
is hereby entered on the public register of licences.



C. D. COCKSHELL
A/Director Petroleum and Geothermal
Minerals and Energy Resources
Primary Industries and Resources SA
Delegate of the Minister for Mineral Resources
Development

Date: 9 May 2006

File: 27/2/4



Form **242**

Santos Limited Attn: Graham Bollenhagen
GPO Box 2455
Adelaide SA 5001

Remove this top section if desired before framing

Certificate of Registration on Change of Type and Conversion to a Proprietary Company



This is to certify that

SANTOS (NARNL COOPER) NL

Australian Company Number 004 761 255

on the first day of December 2005 converted to
a company limited by shares
and on the first day of December 2005 changed to
a **proprietary** company.

The name of the company is now

SANTOS (NARNL COOPER) PTY LTD

Australian Company Number 004 761 255

The company is taken to be registered under the Corporations
Act 2001 in Victoria and the date of commencement of
registration is the twenty-first day of February, 1969.

Issued by the
Australian Securities and Investments Commission
on this first day of December, 2005.

A handwritten signature in black ink, appearing to read "Jeffrey Lucy".

Jeffrey Lucy
Chairman

CERTIFICATE

Petroleum Act 2000
S.115

MEMORANDUM

Petroleum Production Licences (PPLs) 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199 and Pipeline Licence (PL) 2.

1. Notation of change of company name –

From: Novus Australia Resources NL
To: Santos (NARNL Cooper) NL

is hereby entered on the public register of licences.



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

Date: 13 January 2006

File: 27/2/4

Santos Limited Attn: Graham Bollenhagen
GPO Box 2455
Adelaide SA 5001

Remove this top section if desired before framing

Certificate of Registration on Change of Name



This is to certify that

NOVUS AUSTRALIA RESOURCES NL

Australian Company Number 004 761 255

did on the twenty-ninth day of June 2005 change its name to

SANTOS (NARNL COOPER) NL

Australian Company Number 004 761 255

The company is a public company.

The company is a no liability company.

The company is taken to be registered under the Corporations Act 2001 in Victoria and the date of commencement of registration is the twenty-first day of February, 1969.

Issued by the
Australian Securities and Investments Commission
on this twenty-ninth day of June, 2005.

Jeffrey Lucy
Chairman

CERTIFICATE

Petroleum Act 2000
S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCES (PPLs) 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199

and

PIPELINE LICENCES (PLs) 2, 5, 9 and 15

1. Notation of receipt of Bank Guarantee dated 27 October 2005, is hereby entered on the commercial register.
2. Security is held to cover any event occurring in any licence operated by Santos Limited on behalf of the respective Cooper Basin Joint Ventures in South Australia.
3. Cash security held in respect of PPL 152 is hereby discharged to Santos Limited.
4. Bank Guarantees held in respect of the above referenced PLs and PPLs (excluding PPL 152) are hereby discharged to Santos Limited.



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

Date: 23 November 2005

Petroleum Act 2000

S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCES 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199

PIPELINE LICENCES 2, 5, 9 AND 15

1. Notation of registrable dealing as evidenced by the following document is hereby entered on the Public Register;

- SA 2004-44 DPPL Security dated 21 May 2004 between Delhi Petroleum Pty Ltd and Westpac Banking Corporation.



Paul Holloway

Leader of the Government in the Legislative Council
Minister for Industry, Trade and Regional Development
Minister for Mineral Resources Development
Minister for Small Business

Date: 23/7/04

Petroleum Act 2000

S.115(2)(e)

S.117(2)(b)

MEMORANDUM

PETROLEUM PRODUCTION LICENCES (PPLs) 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198 and 199

- 1 Pursuant to sections 115(2)(e) and 117(2)(b) of the *Petroleum Act 2000*, notation is hereby entered on the public and commercial register for each of the abovementioned PPLs, that the register created under the then *Petroleum Act 1940*, relative to Petroleum Exploration Licences 5 and 6, which expired on 27 February 1999, is adopted as part of the commercial register for each of the above said PPLs

Dated: 7 May 2004



T. AUST
A/Director Petroleum
Minerals and Energy Division
Primary Industries and Resources SA
Delegate of the Minister for Mineral
Resources Development

**Petroleum Act 2000
S.115**

MEMORANDUM

PETROLEUM PRODUCTION LICENCES

PPL's 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 119, 120, 124, 126, 127, 128, 129, 130, 132, 133, 134, 135, 137, 138, 139, 140, 141, 143, 144, 145, 146, 148, 149, 150, 151, 153, 154, 155, 157, 159, 160, 161, 162, 163, 164, 165, 166, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 183, 184, 185, 186, 188, 189, 190, 192, 193, 195, 196, 198, 199;

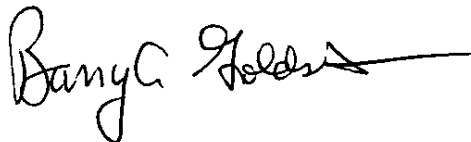
And

**PIPELINE LICENCE
PL 2**

1. Notation of change of company name –

From: Basin Oil NL
To: Basin Oil Pty Ltd

is hereby entered on the public register of licences.



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

Date: 15 October 2002

Form 242

FREEHILL HOLLINGDALE & PAGE
AMP BUILDING
22nd Fl
140 ST Georges Terrace
PERTH WA 6000

Remove this top section if desired before framing

Certificate of Registration on Change of Type and Conversion to a Proprietary Company



This is to certify that

BASIN OIL N.L.

Australian Company Number 000 628 017

on the eighth day of June 2000 converted to
a company limited by shares
and on the eighth day of June 2000 changed
to a proprietary company.

The name of the company is now

BASIN OIL PTY LTD

Australian Company Number 000 628 017

The company is taken to be registered as a company
under the Corporations Law of New South Wales.

CERTIFICATE

Issued by the
Australian Securities and Investments Commission
on this eighth day of June, 2000.

Alan Cameron
Chairman

M E M O R A N D U M

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.

- Certificate of Registration on Change of Name dated 24 February 2000.
Boral Energy Resources Ltd is now known as Origin Energy Resources Ltd.



**J S ZABROWARNY
MANAGER PETROLEUM LICENSING AND ROYALTIES**

13 March 2000

24/02/00

14:37

+61 8 8223 4405

NO. 462 · 004

User: MARKK

Host: BETA1.oce.boral.com.au

Class: Job: MARKK_TRLRP

CLAYTON UTZ
1 O'Connell Street
SYDNEY NSW 2000

Remove this top section if desired before printing

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.



Alan Cameron
Chairman



CERTIFICATE

MEMORANDUM

Section 44, Petroleum Act 1940

PETROLEUM PRODUCTION LICENCES 6 to 20,
22 to 61, 63 to 140, 142 to 167

PIPELINE LICENCE No. 2

Receipt of the following document is hereby entered onto the Petroleum Register.

- Certificate of Registration on Change of Name dated 6 October 1999.
Gulf (Aust) Resources NL is now known as Novus Australia Resources NL.



J S Zabrowarny
Manager, Petroleum Licensing and Royalties

10 December 1999

NOVUS PETROLEUM LIMITED
Level 9
321 Kent Street
SYDNEY NSW 2000

Remove this top section if desired before printing

Certificate of Registration on Change of Name



This is to certify that

GULF (AUST) RESOURCES N.L.

Australian Company Number 004 761 255

did on the sixth day of October 1999 change its name to

NOVUS AUSTRALIA RESOURCES NL

Australian Company Number 004 761 255

The company is a public company.

The company is a no liability company.

The company is taken to be registered as a company
under the Corporations Law of Victoria.

Issued by the
Australian Securities and Investments Commission
on this sixth day of October, 1999.

Alan Cameron
Chairman

CERTIFICATE

SR 27/2/4 V27

MEMORANDUM

**PETROLEUM ACT 1940
SECTION 44**

PEL 5 & 6

All Farmout Areas

PPLs 6 to 20, 22 to 61 and 63 to 84, PL 2

Receipt of the following document is hereby entered onto the Petroleum Register:

- Certificate of Registration on Change of Name dated 12 June 1997.

Crusader Resources NL is now known as Gulf (Aust) Resources NL.



**M COLELLA
A/MANAGER, PETROLEUM ADMINISTRATION**

30 / 6 197



Form 245

CORRS CHAMBERS WESTGARTH
ATTN: TRACY THORNTON
COMALCO PLACE
12 CREEK ST
BRISBANE QLD 4000

remove this top section if desired before printing

Certificate of Registration on Change of Name



AUSTRALIAN
SECURITIES
COMMISSION

Corporations Law Sub-section 171 (12)

This is to certify that

CRUSADER RESOURCES N.L.

Australian Company Number 004 761 255

did on the twelfth day of June 1997 change its name to

GULF (AUST) RESOURCES N.L.

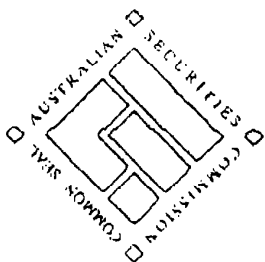
Australian Company Number 004 761 255

The company is a public company.

The company is a no liability company.

The company is taken to be registered as a company
under the Corporations Law of Victoria.

Given under the seal of the
Australian Securities Commission
on this twelfth day of June, 1997.



Alan Cameron
Chairman

COPY

SR 28/1/45



MEMORANDUM

PETROLEUM EXPLORATION LICENSES 5 AND 6

Petroleum Production Licences 18, 19, 20 29, 50 and 55

Pipeline Licence No 2.

This Memorandum will confirm that on20 June..... 1997 I
consented to the transaction contained in the following document:

Deed of Discharge dated 6 September 1996 between Westpac Banking Corporation,
Santos (BOL) Pty. Ltd. and Bridge Oil Developments Pty. Ltd.

This Memorandum is hereby entered on the Petroleum Register.

A handwritten signature in black ink, appearing to read "Stephen Baker".

Stephen Baker MP
MINISTER FOR MINES

MEMORANDUM

PETROLEUM EXPLORATION LICENCE NO 5 & 6



FARMOUT AREAS AND PETROLEUM PRODUCTION LICENCES

This memorandum will confirm that on 17 February 1997 I approved the lodgement of the following documents onto the Petroleum Register which confirms the approved provisions as contained in the Minister for Mines' letter dated 20 December 1996.

- Deed of Assignment and Transfer dated 20 December 1996 between Santos Ltd (Santos), Delhi Petroleum Pty Ltd (Delhi), Santos Petroleum Pty Ltd (Santos Petroleum), Boral Energy Resources Ltd (Boral), Vamgas Pty Ltd (Vamgas), Bridge Oil Developments Pty Ltd (BOD), Santos (BOL) Pty Ltd (BOL), Reef Oil Pty Ltd (Reef), Alliance Petroleum Australia Pty Ltd (Alliance), Basin Oil NL (Basin) and Crusader Resources NL (Crusader).
- New JOA Cross Charge dated 20 December 1996 between Santos, Delhi, Santos Petroleum, Boral, Vamgas, Crusader, BOD, BOL, Reef, Alliance and Basin.
- Deed of Amendment Unit Cross Charge dated 20 December 1996 between Santos, Delhi, Santos Petroleum, Boral, Vamgas, Crusader, BOD, BOL, Reef, Alliance and Basin.
- Deed of Amendment Downstream Cross Charge dated 20 December 1996 between Santos, Delhi, Santos Petroleum, Boral, Vamgas, Crusader, BOD, BOL, Reef, Alliance and Basin.

Interests in the following areas and licences are now as follows and effective from 1 January 1992.

Farmout Areas	PPLs	Licensees	Interests %
• Patchawarra Central	6 to 20	Santos Vamgas	40.70 8.51
• Merrimelia - Innamincka	22 to 25	Alliance Reef	3.97 1.97
• Murta	27 to	Santos Petroleum	0.40
• Tinga-Tingana	61	BOD	3.99
• Patchawarra South West	63 to 75	BOL Boral	0.21 13.19
• Nappacoongee - Murteree	78 to 83	Delhi Basin	20.21 2.10
• Lake Hope		Crusader	4.75
• Moomba			100.00
• Toolachee			
• Haddon			
• Clifton			
• Koongherra			


R A LAWS

DIRECTOR, PETROLEUM DIVISION

Delegate of the Minister for Mines



SR27/2/4

MEMORANDUM

Section 44 Petroleum Act 1940

Petroleum Exploration Licence No. 5 and 6
Patchawarra Central Farmout Area
Petroleum Production Licences 18, 19, 20, 29, 50 and 55
Pipeline Licence No. 2

Receipt of the following documents are hereby entered onto the Petroleum Register.

1. Certificate of Registration on Change of Name dated 2 April 1996.

Parker and Parsley Australasia Pty Ltd has changed its name to Santos (BOL) Pty Ltd.
2. Certificate of Registration on Change of Status dated 3 April 1995.

Reef Oil NL has converted to Reef Oil Ltd.
3. Certificate of Registration on Conversion to a Proprietary Company dated 3 May 1995.

Reef Oil Ltd is converted to Reef Oil Pty Ltd

J S ZABROWARNY
MANAGER, PETROLEUM ADMINISTRATION

1/8/96

JIM WISHART
39 GRENFELL ST
ADELAIDE SA 5000

Form 245 is the property of ASIC. It is not to be reprinted.

Certificate of Registration on Change of Name

Corporations Law Sub-section 171 (12)

This is to certify that

PARKER & PARSLEY AUSTRALASIA PTY LIMITED

Australian Company Number 000 670 575

did on the second day of April 1996 change its name to

SANTOS (BOL) PTY LTD

Australian Company Number 000 670 575

The company is a proprietary company.

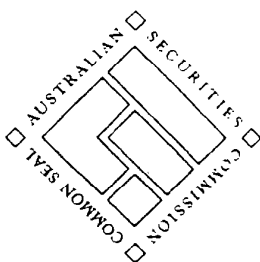
The company is limited by shares.

The company is taken to be registered as a company
under the Corporations Law of New South Wales.



AUSTRALIAN
SECURITIES
COMMISSION

Given under the seal of the
Australian Securities Commission
on this second day of April, 1996.



A handwritten signature in cursive script, reading 'Alan Cameron'.

Alan Cameron
Chairman

SANTOS LIMITED
ATTN: GRAHAM BOLLENHAGEN
GPO BOX 2319
ADELAIDE SA 5001

Certificate of Registration on Change of Status

Corporations Law Sub-section 167 (2)

This is a certificate issued under Section 167 of the
Corporations Law of New South Wales, and certifies that

REEF OIL N.L.

Australian Company Number 000 646 800

on the third day of April 1995 converted to

a company limited by shares

and that the name of the company is now

REEF OIL LTD.

Australian Company Number 000 646 800

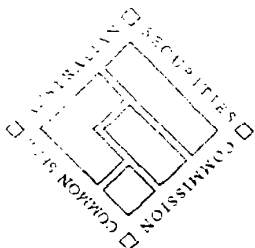
The company is a public company.

The company is taken to be registered as a company
under the Corporations Law of New South Wales.



AUSTRALIAN
SECURITIES
COMMISSION

Given under the seal of the
Australian Securities Commission
on this third day of April, 1995.



Alan Cameron
Chairman

502 0122 008

Form **251**

SANTOS LIMITED
ATTN: GRAHAM BOLLENHAGEN
GPO BOX 2319
ADELAIDE SA 5001

Certificate of Registration on Conversion to a Proprietary Company

Corporations Law Sub-section 168 (3)

This is to certify that

REEF OIL LTD.

Australian Company Number 000 646 800

on the third day of May 1995 converted to a proprietary company.

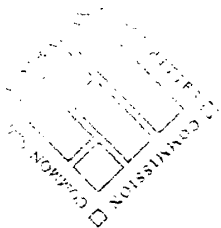
The name of the company is now

REEF OIL PTY LTD

Australian Company Number 000 646 800

The company is taken to be registered as a company
under the Corporations Law of New South Wales.

Given under the seal of the
Australian Securities Commission
on this third day of May, 1995.



A handwritten signature in cursive script, reading 'Alan Cameron'.

Alan Cameron
Chairman

MEMORANDUM

Petroleum Act, 1940
Section 44
Cooper Basin (Ratification) Act, 1975
The Indenture
Clause 6(1), 6(6)(a) and 14

PETROLEUM PRODUCTION LICENCES NOS. 18, 19, 20, 29, 50 AND 55

Receipt of a notice has been acknowledged whereby Basin Oil NL has charged its individual interest in favour of National Australia Trustees Limited.

The service of any notice in accordance with clause 6(6)(a) of the Indenture will also be served as follows:

Corporate Trust Manager
National Australia Trustees Limited
271 Collins Street
MELBOURNE VIC 3000

Facsimile: 03 9659 7511


J.S. ZABROWARNY
MANAGER PETROLEUM ADMINISTRATION

24 November 1995

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) (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

MEMORANDUM

PETROLEUM ACT 1940 SECTION 44

Petroleum Exploration Licences Nos. 27, 32 and 39.
Petroleum Production Licences Nos. 18, 19, 20, 29, 50 and 55.
Pipeline Licence No. 2.
Patchawarra Central Block Petroleum Exploration Licence 5 and 6.

Receipt of a copy of the following document is entered on the Petroleum Register.

- Fixed and Floating Equitable Charge dated 17 October 1995 between Basin Oil NL (ACN 000 628 017) and National Australia Trustees Ltd (ACN 007 350 405).

This charge will be registered on the Petroleum Register upon receipt of an original document stamped by the Commissioner of State Taxation.



J S ZABROWARNY
MANAGER PETROLEUM ADMINISTRATION

14 November 1995

MEMORANDUM

Petroleum Exploration Licences 32 and 40

Petroleum Exploration Licence 5 and 6.

Petroleum Production Licences Nos 6 to 20, 22 to 72

All PEL 5 and 6 Farmout Areas

Pipeline Licences 2 and 5

Receipt of a Certificate of Registration on Change of Name dated 1 September 1995 is hereby entered on the Petroleum Register.

SAGASCO Resources Ltd has changed its name to Boral Energy Resources Ltd.



J S Zabrowany

MANAGER PETROLEUM ADMINISTRATION

5 September 1995

502 0122 014

Form 245

W M FOWLER
3RD FL
60 HINDMARSH SQ
ADELAIDE SA 5000

remove this top section if desired before framing

Certificate of Registration on Change of Name

Corporations Law Sub-section 171 (12)

This is to certify that

SAGASCO RESOURCES LIMITED

Australian Company Number 007 845 338

did on the first day of September 1995 change its name to

BORAL ENERGY RESOURCES LIMITED

Australian Company Number 007 845 338

The company is a public company.

The company is limited by shares.

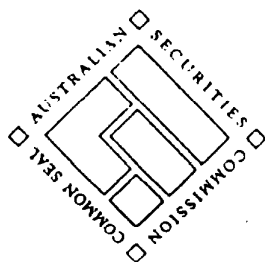
The company is taken to be registered as a company
under the Corporations Law of South Australia.



AUSTRALIAN
SECURITIES
COMMISSION

ORIGINAL CERTIFICATE

Given under the seal of the
Australian Securities Commission
on this first day of September, 1995.



Alan Cameron

Alan Cameron
Chairman

MEMORANDUM

PETROLEUM EXPLORATION LICENCES 5 AND 6

All Farmout Areas

Petroleum Production Licences 6 to 20, 22 to 61, 63 to 72

Receipt of a Certificate of Registration on Conversion to a Proprietary Company is hereby entered on the Petroleum Register.

Vamgas Ltd is now Vamgas Pty Ltd.



J.S. Zabrowarny
MANAGER PETROLEUM ADMINISTRATION

24/7/95

502 0122 016

Form **251**

SANTOS LIMITED
ATTN: GRAHAM BOLLENHAGEN
GPO BOX 2319
ADELAIDE SA 5001

remove this top section if desired before framing

Certificate of Registration on Conversion to a Proprietary Company

Corporations Law Sub-section 168 (3)

This is to certify that

VAMGAS LTD.

Australian Company Number 006 245 110

on the nineteenth day of January 1995 converted to a **proprietary** company.

The name of the company is now

VAMGAS PTY LTD

Australian Company Number 006 245 110

The company is taken to be registered as a company
under the Corporations Law of Victoria.



AUSTRALIAN
SECURITIES
COMMISSION

Given under the seal of the
Australian Securities Commission
on this nineteenth day of January, 1995.



Alan Cameron

Alan Cameron
Chairman

MEMORANDUM

PETROLEUM EXPLORATION LICENCES 5 AND 6

PATCHAWARRA CENTRAL FARMOUT AREA

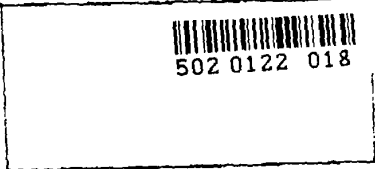
PETROLEUM PRODUCTION LICENCE'S 18, 19, 20, 29, 50, 55

Receipt of a Certificate of Registration on Change of Name is hereby entered on the Petroleum register.

Bridge Oil Ltd is now Parker and Parsley Australasia Ltd.


J S ZABROWARNY
MANAGER PETROLEUM ADMINISTRATION

13 March 1995



Form **245**

JAMES BURNS
C/- BRIDGE OIL LIMITED, LVL 9
255 ELIZABETH ST
SYDNEY NSW 2000

remove this top section if desired before framing

Certificate of Registration on Change of Name

Corporations Law Sub-section 171 (12)

This is to certify that

BRIDGE OIL LTD

Australian Company Number 000 670 575

did on the ninth day of December 1994 change its name to

PARKER & PARSLEY AUSTRALASIA LIMITED

Australian Company Number 000 670 575

The company is a public company.

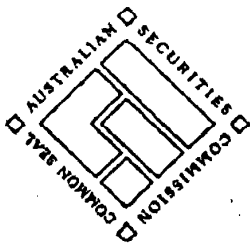
The company is limited by shares.

The company is taken to be registered as a company
under the Corporations Law of New South Wales.



AUSTRALIAN
SECURITIES
COMMISSION

Given under the seal of the
Australian Securities Commission
on this ninth day of December, 1994.



Alan Cameron
Chairman

COPY



SR 27/2/4 Vol 25

MEMORANDUM

Petroleum Exploration Licence's 5 and 6

Petroleum Production Licence's 6 to 20, 22 to 61, 63 to 72

Pipeline Licence No. 2

Crusader Resources NL
Westpac Banking Corporation

Receipt of the following document is hereby entered on the Petroleum Register pursuant to delegated powers dated 3 December 1993, Gazetted 9 December 1993 page 2916:

-Deed of Variation of Charge dated 17 May 1994 entered onto by Crusader Resources NL and Westpac Banking Corporation.

This Memorandum is an adjunct to Memorandum dated 10 May 1991 in respect of Fixed and Floating Charge dated 25 August 1989 and Deed of Variation of Charge dated 5 November 1990.

R A LAWS
DIRECTOR, OIL, GAS & COAL DIVISION
DELEGATE OF THE MINISTER FOR MINES & ENERGY

n 16 194

MEMORANDUM

PELs 5 and 6

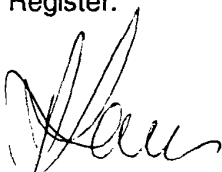
Farmout Areas and Petroleum Production Licences 6 to 20, 22 to 61 and 63 to 72.

This Memorandum will confirm that on 17th April 1994 I acknowledged receipt of the following documentation pursuant to delegated powers dated 3 December 1993, Gazetted 9 December 1993, page 2916:

- (1) Deed of Consent and Assumption dated 9 March 1994 between Santos Ltd, Crusader Resources NL, Alliance Petroleum Australia NL, Basin Oil NL, Bridge Oil Developments Pty Ltd, Bridge Oil Ltd, Delhi Petroleum Pty Ltd, Reef Oil NL, Sagasco Resources Ltd, Santos Petroleum Pty Ltd, Vamgas Ltd, Australian Hydrocarbons Ltd, Claremont Petroleum NL, Oil Company of Australia Ltd, The Australian Gas Light Company, Pipelines Authority of South Australia and Executor Trustee Australia Ltd.
- (2) JOA Cross Charge 50/40/10 JOA dated 9 March 1994 between Crusader Resources NL, Santos Ltd, Delhi Petroleum Pty Ltd, Sagasco Resources Ltd and Vamgas Ltd.
- (3) JOA Cross Charge Merrimelia-Innamincka JOA dated 9 March 1994 between Crusader Resources NL, Santos Ltd, Alliance Petroleum Australia NL, Delhi Petroleum Pty Ltd, Sagasco Resources Ltd and Vamgas Ltd.
- (4) Covenant and Acknowledgment from Santos Ltd and Crusader Resources NL to Basin Oil NL dated 8 March 1994.

The above documents are as an adjunct to the transfer as contained in the Deed of Assignment and Transfer dated 20 December 1993 between Santos Ltd and Crusader Resources NL which was approved on 17 March 1994 and do not require further approval pursuant to the Petroleum Act, 1940.

A copy of each of the abovementioned documents has been retained on the Petroleum Register.



R A LAWS
DIRECTOR, OIL GAS AND COAL
Delegate of the Minister for Mines and Energy

MEMORANDUM

Petroleum Exploration Licences 5 and 6

Farmout Areas and Petroleum production Licences

This memorandum will confirm that on 17th March 1994 I consented to the transfer as contained in the following documentation in relation to the following areas pursuant to delegated powers dated 3 December 1993, Gazetted 9 December 1993, page 2916.

- Deed of Assignment and Transfer dated 20 December 1993 between Santos Ltd and Crusader Resources N L.

The Assignment and Transfer can take effect as from 1 January 1992 as provided by the abovementioned document.

Interests in the following areas and licences are now as follows.

<u>Farmout Area</u>	<u>PPL</u>	<u>LICENCEES</u>	<u>FORMER</u>	<u>REVISED</u>
			<u>INTERESTS</u>	<u>INTERESTS</u>
			%	%
Moomba	6-7-8-9	Santos Ltd (Santos)	50.0	45.25
	10-11-51	Delhi Petroleum Pty Ltd(Delhi)	30.0	30.0
		Vamgas Ltd (Vamgas)	10.0	10.0
		Sagasco Resources Ltd (SAGASCO)	10.0	10.0
		Crusader Resources NL (Crusader)	-	4.75
Toolachee	12-13-14	Santos	50.0	45.25
	23-24-25	Delhi	30.0	30.0
	40-41-58	Vamgas	10.0	10.0
	69-71-72	SAGASCO	10.0	10.0
		Crusader	-	4.75
Nappacoongee/ Murteree	15-16-22	Santos	35.0	60.25
	30-34-36 39	Crusader	30.0	4.75
		Delhi	21.0	21.0
		Vamgas	7.0	7.0
		SAGASCO	7.0	7.0
Merrimelia/ Innamincka	17-27-33	Alliance Petroleum Aust NL	50.0	50.0
	35-42-43	Santos	25.0	20.25
	44-52-56	Delhi	15.0	15.0
	68	Vamgas	5.0	5.0
		SAGASCO	5.0	5.0
	Crusader	-	4.75	

Patchawarra Central	18-19-20	Santos	25.0	20.25
	29-50-55	Bridge Oil Developments Pty Ltd	23.75	23.75
		Delhi	15.0	15.0
		Basin Oil NL	12.50	12.50
		Reef Oil NL	12.50	12.50
		Vamgas	5.0	5.0
		SAGASCO	5.0	5.0
		Bridge Oil Ltd	1.25	1.25
Crusader	-	4.75		
Patchawarra East	26	Vamgas	43.75	43.75
		Santos	28.571	25.6022
		Delhi	17.143	17.143
		SAGASCO	10.536	10.536
		Crusader	-	2.9688
Patchawarra South West	28-48- 49-66	SAGASCO	30.0	30.0
		Santos	35.0	30.25
		Vamgas	20.0	20.0
		Delhi	15.0	15.0
		Crusader	-	4.75
Murta	31-32-37 38-53-54 57-59-60 61-65-67 70	Santos	45.0	40.25
		Delhi	27.0	27.0
		Vamgas	14.0	14.0
		SAGASCO	14.0	14.0
		Crusader	-	4.75
Lake Hope	45-46-47 63-64	Santos	52.0	47.25
		Delhi	30.0	30.0
		SAGASCO	10.0	10.0
		Vamgas	8.0	8.0
		Crusader	-	4.75
Clifton		Santos	50.0	45.25
		Delhi	30.0	30.0
		Vamgas	10.0	10.0
		SAGASCO	10.0	10.0
		Crusader	-	4.75
Haddon		Santos	52.50	47.75
		Delhi	30.0	30.0
		Vamgas	8.75	8.75
		SAGASCO	8.75	8.75
		Crusader	-	4.75
Koonchera		Santos	50.0	45.25
		Delhi	30.0	30.00
		Vamgas	10.0	10.0
		SAGASCO	10.0	10.0
		Crusader	-	4.75



Tinga-Tingana	Santos	45.0	40.25
	Delhi	27.0	27.0
	Vamgas	14.0	14.0
	SAGASCO	14.0	14.0
	Crusader	-	4.75

This Memorandum is hereby entered on the Petroleum Register.

R A LAWS
DIRECTOR, OIL, GAS & COAL DIVISION
Delegate of the Minister for Mines and Energy

COPY

SR 28/1/45

MEMORANDUM

PEL's 5 & 6 Patchawarra Central Farmout area

Petroleum Production Licence Nos: 18, 19, 20, 29, 50 and 55

Pipeline Licence No 2

This Memorandum will confirm that on20/9/..... 1993 I approved the amendments as contained in the following document relative to a Global Revolving Underwriting Facility Agreement:

Third Amendment Agreement dated 25 June 1993 between Bridge Oil International Finance Ltd, Bridge Oil Ltd (BOL), Bridge Oil Developments Pty Ltd (BOD), Bridge Oil Exploration Pty Ltd, Westpac Banking Corporation, Bankers Trust Company, Bankers Trust GmbH, Merrill Lynch Money Markets Inc, AIDC Ltd, The Hong Kong and Shanghai Banking Corporation Ltd, State Bank of New South Wales Ltd, LTCB Australia Ltd and Indosuez Australia Ltd. The Agreement provides inter alia financing security over interests of BOL and BOD in the Cooper Basin downstream facilities.

This Memorandum is hereby entered on the Petroleum Register.



FRANK BLEVINS M P
MINISTER OF MINERAL RESOURCES

MEMORANDUM

Petroleum Exploration Licences 5 and 6 (Patchawarra Central Block)

Pipeline Licence No 2

Petroleum Production Licences 18, 19, 20, 29, 50 and 55.

Basin Oil NL
Westpac Banking Corporation

Receipt of a Deed of Charge dated 20 September 1991 entered into by Basin Oil NL and Westpac Banking Corporation is hereby entered on the Petroleum Register. My consent is insofar as it is necessary for me to do so for the purposes of Section 42 of the Petroleum Act 1940.



JOHN KLUNDER
MINISTER OF MINES AND ENERGY

28.1.91

MEMORANDUM

Petroleum Exploration Licences 5 and 6 (Patchawarra Central Block)

Pipeline Licence No 2

Petroleum Production Licences 18, 19, 20, 29, 50 and 55.

Basin Oil NL
National Mutual Life Association of Australasia Limited

Receipt of a Fixed and Floating Charge dated 20 February 1991 entered into by Basin Oil NL and National Mutual Life Association of Australasia Limited is hereby entered on the Petroleum Register. My consent is insofar as it is necessary for me to do so for the purposes of Section 42 of the Petroleum Act 1940.



JOHN KLUNDER
MINISTER OF MINES AND ENERGY

5.12.91

Charge placed in PEL 5+6

Vol. 26

BUILDING ACT, 1971

PURSUANT to Part VA of the Building Act, 1971 (hereinafter referred to as 'the Act'), I, Susan Mary Lenchan, Minister for Environment and Planning, in and over the State of South Australia, the Minister of the Crown to whom the administration of the Act, and all regulations in force thereunder have been committed, do hereby appoint the persons specified in Column 1 of the Schedule to be members of the Building Fire Safety Committee for the council specified in Column 2 of the Schedule.

Column 1	Column 2
Winston William Haby, F.I.Fire.E. (Chief Officer of the S.A. Metropolitan Fire Service)	All councils as mentioned below.
Roko Katnich, B.E., M.I.E.Aust.	District councils of: Beachport Burra Burra Carrington Coonalpyn Downs Hallett Hawker Karoonda East Murray Lacepede Lucindale Morgan Mount Gambier Mount Pleasant Onkaparinga Orroroo Paringa Penola Port Elliot and Goolwa Robe Saddleworth and Auburn Tanunda Truro Warooka Yorketown The corporation of the town of Peterborough
Berwick Carlyon Tonkin, F.I.E.Aust.	District council of Port Broughton
Colin Roy Walker, A.S.A.S.M., M.I.E.Aust., F.A.I.B.S., A.F.A.I.M.	District councils of: Blyth-Snowtown Ridley Spalding
Philip Kimble Read, F.I.E.Aust.	District council of Yankalilla
Joseph Dames, F.I.E.Aust.	District councils of: Bute Clare Coober Pedy Eudunda Franklin Harbour Kanyaka-Quorn Kimba Lameroo Le Hunte Lower Eyre Peninsula Northern Yorke Peninsula Peake Robertstown
Wayne Theodor Murphy, B.Tech., M.I.E.Aust.	District councils of: Cleve Elliston Mount Remarkable Pirie Municipal council of Roxby Downs
Armin Erwin Huefner, B.Tech., M.I.E.Aust.	District council of Millicent
Colin William Pudney, B.E., F.R.A.I.A., F.A.I.B.S.	District councils of: Peterborough Port MacDonnell

SUSAN M. LENEHAN, Minister for Environment and Planning

METROPOLITAN MILK SUPPLY ACT, 1946

UPON the recommendation of the Metropolitan Milk Board and pursuant to section 43 of the Metropolitan Milk Supply Act, 1946, I hereby declare that the percentage of milk specified in this declaration which any person on whom this declaration is binding may during the period from 1 August 1991 to 31 August 1991 (both dates inclusive), sell for consumption within the metropolitan area either on his own behalf or as agent for another person for consumption as milk shall be 37 per centum.

This declaration shall be binding on:

- (a) all holders of milk treatment licences issued under the said Act;
- (b) all persons belonging to or who are members of any company or of any association, partnership or group of two or more persons which company, association, partnership or group at any time during the period specified in this declaration sells for human consumption within the metropolitan area as milk any milk to which this declaration applies either on its own behalf or as agent for another person and whether or not such lastmentioned person is a member of such company, association, partnership or group;
- (c) the person or persons named in the schedule hereunder written.

The milk specified in this declaration shall be milk produced by persons holding milk producers' licences issued under the said Act intended for human consumption within the metropolitan area (except any milk which is sold by retail by the producer thereof and produced within the metropolitan area as defined in the said Act in the course of a business carried on by him as a retail milk vendor) and shall include all such milk which during the period specified in this declaration is:

- (a) purchased or treated by any person on whom this declaration is binding;
- (b) in the possession or control of any such person;
- (c) on the premises of any such person.

THE SCHEDULE

Dated 24 July 1991.

L. M. F. ARNOLD, Minister of Agriculture

LIBRARIES BOARD OF SOUTH AUSTRALIA

Amendment of Fees and Charges from 1 August 1991

	\$
Hardbacks	32.50
Magazines	16.00
Videos	60.00
Fines for overdue items (except videos)	No maximum

Dated 30 July 1991.

F. H. AWCOCK, Director

DEPARTMENT OF MINES AND ENERGY

Errata

IN *Government Gazette* of 27 June 1991, page 2030, Grant of Petroleum Production Licence, in Date of Expiry column, for 17 June 2012 read 31 December 2011.

In *Government Gazette* of 18 July 1991, page 353, Grant of Petroleum Production Licence, in Date of Expiry column, for 31 December 2012 read 31 December 2011.

GOVERNMENT GAZETTE NOTICES

ALL poundkeepers' and private advertisements forwarded for publication in the *South Australian Government Gazette* must be PAID FOR PRIOR TO INSERTION; and all notices, from whatever source, should be legibly written on one side of the paper only and sent to the Government Printer so as to be received by him not later than 4 p.m. Tuesday preceding the day of publication.

GRANT OF PETROLEUM PRODUCTION LICENCE

Department of Mines and Energy, Parkside, 9 July 1991

NOTICE is hereby given that the undermentioned petroleum production licence has been granted under the provisions of the Petroleum Act, 1940.

J. KLUNDER, Minister of Mines and Energy

No. of Licence	Licensees	Locality	Date of Expiry	Area in km ²	Reference
55	Santos Ltd, Bridge Oil Developments Pty Ltd, Reef Oil NL, Basin Oil NL, Delhi Petroleum Pty Ltd, SAGASCO Resources Ltd, Vamgas Limited, Bridge Oil Limited	Varanus Field of the Cooper Basin of South Australia	31.12.2012 ₁	9.71	SR 28/1/141

Description of Area

All that part of the State of South Australia bounded as follows: Commencing at a point being the intersection of latitude 27°43'15"S and longitude 140°01'00"E, thence east to longitude 140°03'00"E, south to latitude 27°45'00"S, west to longitude 140°01'10"E, north to latitude 27°44'40"S, west to longitude 140°01'00"E and north to the point of commencement. All the within latitudes and longitudes are geodetic and expressed in terms of the Australian Geodetic Datum as defined on p. 4984 of *Commonwealth Gazette* No. 84 dated 6 October 1966, except those latitudes and longitudes underlined which are expressed in terms of the Clarke 1858 Spheroid (Transverse Mercator Projection).

JUSTICES ACT, 1921

PURSUANT to section 156 of the Justices Act, 1921, as amended, I hereby publish the names of all persons committed during the month of June 1991, to the Supreme Court, Adelaide, including the offences for which they were committed.

J. A. CARR, Sheriff

Willment, Dearne Lee	Robbery with violence
Darling, Alison Jane	Robbery with violence
Andrews, Shane	Murder
Lane, Maurice John	Rape (2)
Pearce, Grant Lindsay	Arson
Zdricolei, Jan	Possess a controlled substance for sale
Johns, David Norman	Rape (4); attempted rape; cause grievous bodily harm with intent to do such harm
McDougall, Raymond Douglas	Rape
Chapman, Dudley Roy	Rape
Lockwood, Scott	Robbery with violence
Marston, Leanne Tina	Robbery with violence
Biskup, Paul	False pretences (6); forgery (6); intent to defraud uttered document (5); intent to defraud uttered document
Goni, Jose Javier	Fraudulent conversion (11); forgery (38); utter (32); uttering (4)
Lucas, Ronald Leslie	Arson (2); attempt to pervert the course of justice
Peterson, Mark Anthony	Arson (2)
Hedges, Jayson Philip	Damage property (2)
Cakebread, Jason John	Damage property (2)
C	Murder
Cross, Phillip Raymond	Armed robbery (2)
K	Murder
R	Rape (3)
Shannon, Douglas Keith	Assault with intent to rob in company; inflicting grievous bodily harm
Diblasio, Dominic	Attempt to pervert the course of justice
C	Rape (2)
Coe, Jamie Norman	Conspiracy
Shrubsole, Vicki Lynette	Conspiracy
McIntyre, Mark Andrew	Found by night in possession of housebreaking implements
Anderson, Shane John	Buildingbreak and larceny; damage property
Grigg, Rodney John	Indecent assault (3); unlawful sexual intercourse with a person under 12; unlawful sexual intercourse
Sumner, Frederick Maurice	Rape
Espic, Stuart James	Burglary
Thompson, Stephen James	Rape; indecent assault
Graetz, Stephen Edward	Burglary



SR 28/1/141
MC:LJT
24 June 1991


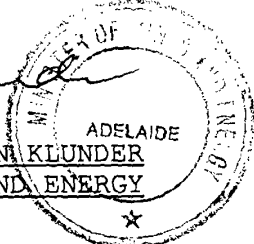
MEMORANDUM

Petroleum Production Licence No. 55 (Varanus Field)

1. This licence granted retrospectively on 9.7.91 is hereby entered on the Petroleum Register.
2. The charges as contained in the two Deeds of Fixed and Floating Charge dated 23 November 1990 between Basin Oil NL (Mortgager), Natwest Australia Bank Limited and National Westminster Bank PLC (Mortgagees) have also been registered against the interest of Basin Oil NL in this licence.
3. A security in the form of a \$4000 bank guarantee has been lodged with respect to this licence.
4. Interests in the licence area are as follows:-

	%
• SANTOS Ltd	25.00
• Bridge Oil Developments Pty Ltd	23.75
• Reef Oil NL	12.50
• Basin Oil NL	12.50
• Delhi Petroleum Pty Ltd	15.00
• SAGASCO Resources Ltd	5.00
• Vamgas Ltd	5.00
• Bridge Oil Ltd	1.25

9.7.91
SR 28/1/141



JOHN KLUNDER
MINISTER OF MINES AND ENERGY

A

SOUTH AUSTRALIA - PETROLEUM ACT, 1940

AND

COOPER BASIN (RATIFICATION) ACT 1975-1981

PETROLEUM PRODUCTION LICENCE NO. 55

01326673

COMMISSIONER OF STAMPS
S-A - STAMP DUTY
ADJUDGED
NOT CHARGEABLE
20/06/91 09:18

I, JOHN HEINZ CORNELIS KLUNDER, Minister of Mines and Energy in and for the State of South Australia pursuant to the Petroleum Act, 1940 and the Cooper Basin (Ratification) Act, 1975-1981 and all other enabling powers HEREBY GRANT JOINTLY to SANTOS LIMITED of 39 Grenfell Street, Adelaide, South Australia, DELHI PETROLEUM PTY LTD of 8th Floor, 70 Pirie Street, Adelaide, South Australia, BRIDGE OIL DEVELOPMENTS PTY LIMITED of Level 9, 255 Elizabeth Street, Sydney, New South Wales, REEF OIL NO LIABILITY of 39 Grenfell Street, Adelaide, South Australia, BASIN OIL NO LIABILITY of 11th Floor, 23 Hunter Street, Sydney, New South Wales, SAGASCO RESOURCES LIMITED of 60 Hindmarsh Square, Adelaide, South Australia, VAMGAS LTD of 39 Grenfell Street, Adelaide, South Australia, and BRIDGE OIL LIMITED of Level 9, 255 Elizabeth Street, Sydney, New South Wales, a Petroleum Production Licence in respect of the area described hereunder:-

DESCRIPTION OF AREA

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

Commencing at a point being the intersection of latitude 27°43'15"S and longitude 140°01'00"E, thence east to longitude 140°03'00"E, south to latitude 27°45'00"S, west to longitude 140°01'10"E, north to latitude 27°44'40"S, west to longitude 140°01'00"E and north to the point of commencement.

All the within latitudes and longitudes are geodetic and expressed in terms of the Australian Geodetic Datum as defined

on p. 4984 of Commonwealth Gazette number 84 dated October 6, 1966, except those latitudes and longitudes underlined which are expressed in terms of the Clarke 1858 Spheroid (Transverse Mercator Projection).

TERMS AND CONDITIONS

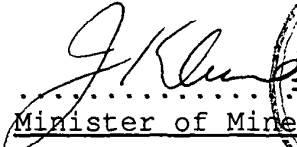
1. The term of this licence is twenty-one (21) years commencing on and inclusive of the First day of January 1991 with the right, subject to carrying out adequately the obligations of the licence, to renewal from time to time on the same terms and conditions for further terms of twenty-one (21) years.
2. The licensees hereby covenant with the Minister that they will make payment of the yearly rent provided under the Petroleum Act, 1940 and of the royalty referred to in the Cooper Basin (Ratification) Act, 1975-1981 and will subject to the provisions of the Cooper Basin (Ratification) Act, 1975-1981 comply with the provisions of the Petroleum Act, 1940 and with all Regulations for the time being in force under that Act and with any directions given by the Minister the Director-General of Mines and Energy or any other person pursuant to that Act or the said Regulations.
3. The Minister hereby gives and records his consent to the grant by the licensees of four (4) Sub-Licences pursuant to the provisions of the Cooper Basin (Ratification) Act, 1975-1981 in the form of or to the effect set out in the Schedule hereto.

4. It is hereby acknowledged and agreed that the licensees own and hold the following undivided interests respectively in and under this licence:-

<u>Santos</u>	: Twenty five per centum (25%)
<u>Bridge Oil Developments</u>	: Twenty three and three quarters per centum (23¾%)
<u>Reef</u>	: Twelve and one half per centum (12½%)
<u>Basin</u>	: Twelve and one half per centum (12½%)
<u>Delhi</u>	: Fifteen per centum (15%)
<u>SAGASCO Resources</u>	: Five per centum (5%)
<u>Vamgas</u>	: Five per centum (5%)
<u>Bridge</u>	: One and one quarter per centum (1¼%)

PROVIDED that nothing in this Clause contained shall in any way affect or derogate from the rights, duties and liabilities of the licensees (as determined pursuant to the Indenture as defined in the Cooper Basin (Ratification) Act, 1975-1981 and the Petroleum Act, 1940) to the Minister under this licence AND PROVIDED FURTHER that as between the licensees the undivided interests so owned and held by the licensees shall be subject to the provisions of a Joint Operating Agreement dated the 16th day of October, 1973 to which the licensees are parties and as the same has been amended and as may hereafter be amended from time to time.

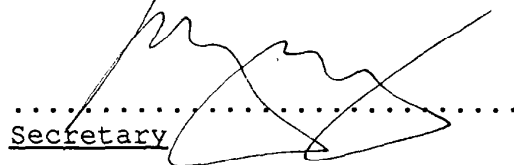
SIGNED SEALED AND DELIVERED by the said Minister of Mines and Energy at ADELAIDE this 9th day of July 1991.


..... ADELAIDE ..
Minister of Mines and Energy

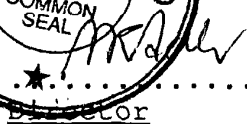


SIGNED, SEALED AND DELIVERED by the said Licensees at Adelaide 19th day of June 1991.

THE COMMON SEAL of SANTOS LIMITED was hereunto affixed in the presence of:-


.....
Secretary

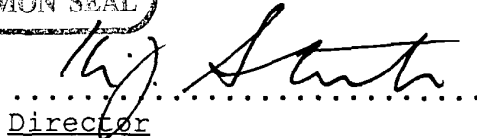



.....
Director

THE COMMON SEAL of BRIDGE OIL DEVELOPMENTS PTY LIMITED was hereunto affixed in the presence of:-


.....
Secretary




.....
Director

502 0122 034

THE COMMON SEAL of REEF OIL)
NO LIABILITY was hereunto)
affixed in the presence of:)

.....
Secretary



.....
Director

THE COMMON SEAL of BASIN)
OIL NO LIABILITY was)
hereunto affixed in the)
presence of:-)

.....
Secretary



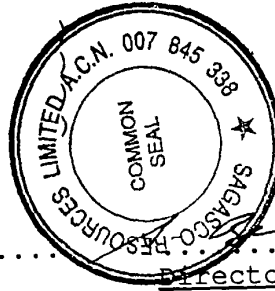
.....
Director

SIGNED, SEALED AND DELIVERED
for and on behalf of DELHI
PETROLEUM PTY LIMITED by
its duly authorised Attorney
under Power of Attorney dated
the 18th day
of October, 1990,
who hereby states that he has
no notice of revocation of
the said Power of Attorney
at the time of executing this
instrument in the presence of:

.....
Witness

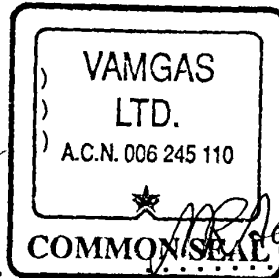
.....
Delhi Petroleum Pty Limited
by its Attorney:

THE COMMON SEAL of SAGASCO RESOURCES LIMITED was hereunto affixed in the presence of:-



.....
Secretary *[Signature]* Director *[Signature]*

THE COMMON SEAL of VAMGAS LTD was hereto affixed in the presence of:-

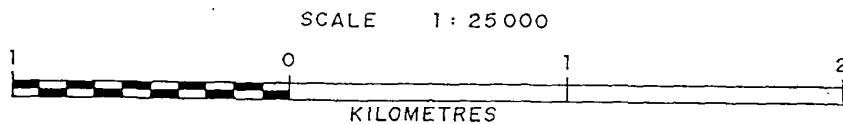
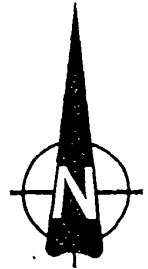
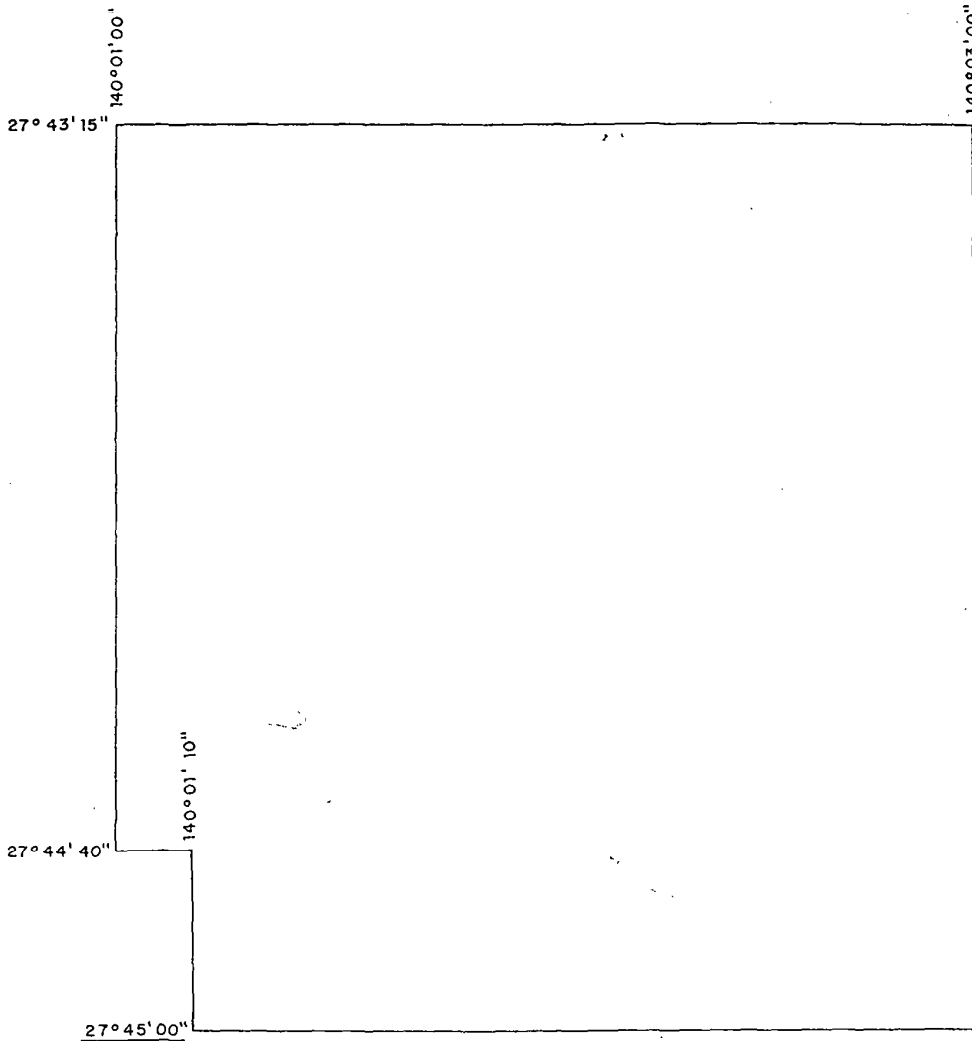


.....
Secretary *[Signature]* Director *[Signature]*

THE COMMON SEAL of BRIDGE OIL LIMITED was hereto affixed in the presence of:-



.....
Secretary *[Signature]* Directors *[Signature]*



All within latitudes and longitudes are geodetic and expressed in terms of the Australian Geodetic Datum as defined on p. 4984 of Commonwealth Gazette number 84 dated October 6, 1966, except those latitudes and longitudes underlined which are expressed in terms of the Clarke 1858 Spheroid (Transverse Mercator Projection.)

SANTOS LIMITED
 BRIDGE OIL DEVELOPMENTS PTY. LTD.
 DELHI PETROLEUM PTY. LTD.
 BASIN OIL N.L. REEF OIL N.L.
 VAMGAS LIMITED SAGASCO RESOURCES LTD.
 BRIDGE OIL LIMITED

PETROLEUM PRODUCTION LICENCE NO. 55

THIS DEED OF SUB-LICENCE made as of the day of 19 .

B E T W E E N :

SANTOS LIMITED whose registered office is situated at
39 Grenfell Street, Adelaide in the State of South Australia
(hereinafter sometimes called "Santos" which expression where
the context requires or permits shall include its successors and
assigns);

AND

BRIDGE OIL DEVELOPMENTS PTY. LTD. whose registered office is
situated at Level 9, 255 Elizabeth Street, Sydney in the State
of New South Wales (hereinafter sometimes called "BOD" which
expression where the context requires or permits shall include
its successors and assigns);

AND

REEF OIL NO LIABILITY whose registered office is situated at
39 Grenfell Street, Adelaide in the State of South Australia
(hereinafter sometimes called "Reef" which expression where the
context requires or permits shall include its successors and
assigns);

AND

BASIN OIL NO LIABILITY a company whose registered office is
situated at 11th Floor, 23 Hunter Street, Sydney in the State of
New South Wales (hereinafter sometimes called "Basin" which
expression where the context requires or permits shall include
its successors and assigns);

AND

DELHI PETROLEUM PTY. LTD. whose registered office is situated at 8th Floor, 70 Pirie Street, Adelaide in the State of South Australia (hereinafter sometimes called "Delhi" which expression where the context requires or permits shall include its successors and assigns);

AND

SAGASCO RESOURCES LIMITED whose registered office is situated at 60 Hindmarsh Square, Adelaide in the State of South Australia (hereinafter sometimes called "SAGASCO" which expression where the context requires or permits shall include its successors and assigns);

AND

VAMGAS LTD. whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Vamgas" which expression where the context requires or permits shall include its successors and assigns);

AND

BRIDGE OIL LIMITED whose registered office is situated at Level 9, 255 Elizabeth Street, Sydney in the State of New South Wales (hereinafter sometimes called "Bridge" which expression where the context requires or permits shall include its successors and assigns);

the said companies being hereinafter collectively called "the Licensors" which expression where the context requires or permits shall include their respective successors and assigns);

OF THE ONE PART

AND

SANTOS LIMITED whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Santos" which expression where the context requires or permits shall include its successors and assigns);

AND

DELHI PETROLEUM PTY. LTD. whose registered office is situated at 8th Floor, 70 Pirie Street, Adelaide in the State of South Australia (hereinafter sometimes called "Delhi" which expression where the context requires or permits shall include its successors and assigns);

AND

VAMGAS LTD. whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Vamgas" which expression where the context requires or permits shall include its successors and assigns);

AND

SAGASCO RESOURCES LIMITED whose registered office is situated at 60 Hindmarsh Square, Adelaide in the State of South Australia (hereinafter sometimes called "SAGASCO" which expression where the context requires or permits shall include its successors and assigns);

AND

CRUSADER RESOURCES NO LIABILITY whose registered office is situated at 19th Floor, 535 Bourke Street, Melbourne in the State of Victoria (hereinafter sometimes called "Crusader" which expression where the context requires or permits shall include its successors and assigns);



AND

ALLIANCE PETROLEUM AUSTRALIA NO LIABILITY whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Alliance" which expression where the context requires or permits shall include its successors and assigns);

AND

BASIN OIL NO LIABILITY whose registered office is situated at 11th Floor, 23 Hunter Street, Sydney in the State of New South Wales (hereinafter sometimes called "Basin" which expression where the context requires or permits shall include its successors and assigns);

AND

BRIDGE OIL LIMITED whose registered office is situated at Level 9, 255 Elizabeth Street, Sydney in the State of New South Wales (hereinafter sometimes called "Bridge" which expression where the context requires or permits shall include its successors and assigns);

AND

REEF OIL NO LIABILITY whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Reef" which expression where the context requires or permits shall include its successors and assigns);



AND

BRIDGE OIL DEVELOPMENTS PTY. LIMITED whose registered office is situated at Level 9, 255 Elizabeth Street, Sydney in the State of New South Wales (hereinafter sometimes called "BOD" which expression where the context requires or permits shall include its successors and assigns);

AND

SANTOS PETROLEUM PTY. LTD. whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Santos Petroleum" which expression where the context requires or permits shall include its successors and assigns);

(the said companies being hereinafter collectively called "the Licensees" which expression where the context requires or permits shall include their respective successors and assigns);

OF THE OTHER PART

W H E R E A S :-

- A. The Licensors are the holders of Petroleum Production Licence No. 55 granted by the Minister of Mines and Energy of the State of South Australia pursuant to the powers in the Petroleum Act, 1940 and the Cooper Basin (Ratification) Act, 1975-1981 over certain land in the State of South Australia as more particularly described in the said Petroleum Production Licence No. 55.
- B. The Licensees are parties to an agreement made as of the 1st day of January, 1975 known as the South Australian Cooper

Basin Unit Agreement (hereinafter and as the same has been and may hereafter be amended from time to time referred to as "the Unit Agreement") relating inter alia to the development and production of petroleum from that sub-surface portion of the area comprised in the said Petroleum Production Licence No. 55 as the same is more particularly described in the Schedule hereto.

- C. The Licensors with the consent of the Minister of Mines and Energy of the State of South Australia have agreed to grant and the Licensees have agreed to accept a sub-licence to exercise the rights specified in Clause 1 hereof upon the conditions specified in Clauses 2, 3, 4 and 5 hereof.

NOW THIS DEED WITNESSETH AS FOLLOWS :-

1. The Licensors with the consent of the Minister of Mines and Energy of the State of South Australia hereby grant to each of the Licensees severally the exclusive right for a period of twenty-one (21) years commencing and inclusive of the First day of January 1991 (with the right of renewal hereinafter contained) subject to the provisions of this Deed of Sub-Licence to :-
 - (a) conduct operations for the appraisal and production of petroleum from such sub-surface portion of the area comprised in the said Petroleum Production Licence No. 55 as is more particularly described in the Schedule hereto (hereinafter referred to as "the Unitized Zone") and subject to Clause 2 hereof to own all petroleum extracted or released therefrom; and
 - (b) construct and maintain upon the land comprised in the said Petroleum Production Licence No. 55 all such

facilities as the Licensors are entitled to construct and maintain thereon pursuant to Section 33 of the Petroleum Act, 1940 or the Cooper Basin (Ratification) Act, 1975-1981 (or both) of the State of South Australia and as are necessary from time to time for the full enjoyment of the rights granted pursuant to Clause 1(a) hereof.

2. Each of the Licensees hereby expressly acknowledges, covenants and agrees with the Licensors and with each of the other Licensees that in the exercise of exclusive rights granted pursuant to Clause 1 hereof each Licensee shall at all times act subject to and in accordance with the provisions of the Unit Agreement (and in particular to the provisions of Clause 13.01 thereof which refers to an overriding royalty in favour of Santos) and that such rights shall entitle each Licensee to extract or release from the Unitized Zone so much of the petroleum within the Unitized Zone as such Licensee is entitled to from time to time in accordance with its Gas Unit Participation, Ethane Unit Participation, Propane Unit Participation, Butane Unit Participation, Condensate Unit Participation, Crude Oil Unit Participation and its Additional Plant Products Unit Participation or Participations in accordance with the provisions of the Unit Agreement.
3. The Licensees hereby jointly and severally covenant with the Licensors that they will make payment in accordance with the Unit Agreement, as amended, of the royalty referred to in the Cooper Basin (Ratification) Act, 1975-1981 in respect to the production referred to in Clause 2 hereof and subject to the provisions of the Cooper Basin (Ratification) Act, 1975-1981 make payment in accordance with the Unit Agreement of the yearly rent provided under the said Petroleum Act,

1940 and will subject as aforesaid comply with the provisions of the said Petroleum Act, 1940 and with all Regulations for the time being in force under that Act and with any directions given by the Minister, the Director-General of Mines and Energy or any other person pursuant to that Act or the said Regulations and the Licensees hereby further jointly and severally covenant with the Licensors not to do any act or thing or make any omission which would cause the Licensors to be in breach or default of the provisions of the said Petroleum Production Licence No. 55 or of the provisions of the said Petroleum Act, 1940 or of any Regulation for the time being in force under that Act or with any direction given by the Minister, the Director-General of Mines and Energy or any other person pursuant to that Act or the said Regulations.

4. Subject to the due compliance by the Licensees with their obligations under this Deed of Sub-Licence the Licensors hereby covenant with the Licensees:-
 - (a) to perform the covenants and obligations on the part of the Licensors contained in the said Petroleum Production Licence No. 55;
 - (b) that for such period as the same is required for the purpose of the Unit Agreement, to exercise their rights of renewal pertaining to the said Petroleum Production Licence No. 55; and
 - (c) to renew the provisions of this Deed of Sub-Licence on the same terms and conditions during any renewed term of the said Petroleum Production Licence No. 55 for such period as aforesaid.



5. The rights of the Licensees or any of them granted pursuant to the foregoing provisions of this Deed of Sub-Licence shall not be sold assigned transferred leased sub-let mortgaged pledged charged encumbered or otherwise disposed of other than subject to and in accordance with the provisions of Article XV of the Unit Agreement and subject to Section 42 of the said Petroleum Act, 1940 and Clause 14.2 of the Indenture as defined in the Cooper Basin (Ratification) Act, 1975-1981.

THE SCHEDULE
(Description of Unitized Zone)

The stratigraphic unit named as the [],
Unit "A" Patchawarra Formation in the First Schedule to the Unit Agreement and being as more particularly described therein together with all lateral extensions to such stratigraphic unit as may from time to time become subject to the Unit Agreement and which underlie the area described in the said Petroleum Production Licence.



IN WITNESS WHEREOF the Parties hereto sign seal and deliver the foregoing presents and have hereunto set their respective hands and seals as of the day and year first above written.

THE COMMON SEAL of ALLIANCE)
PETROLEUM AUSTRALIA N.L. was)
hereunto affixed in the)
presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of BASIN OIL)
N.L. was hereunto affixed in)
the presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of BRIDGE)
OIL LIMITED was hereunto)
affixed in the presence of:-)

.....
Secretary

.....
Director

.....
Director

SIGNED, SEALED AND DELIVERED
for and on behalf of DELHI
PETROLEUM PTY. LIMITED by

its duly authorised Attorney
under Power of Attorney
dated the day of
19 , who hereby states that
he has no notice of revocation
of the said Power of Attorney
at the time of executing this
instrument in the presence of:

.....
Witness

.....
Delhi Petroleum Pty. Ltd.
by its Attorney:

THE COMMON SEAL of CRUSADER)
RESOURCES N.L. was hereunto)
affixed in the presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of REEF OIL)
N.L. was hereunto affixed in)
the presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of SANTOS)
LIMITED was hereunto affixed)
in the presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of SANTOS)
PETROLEUM PTY. LTD. was)
hereunto affixed in the)
presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of VAMGAS)
LTD. was hereunto affixed in)
the presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of BRIDGE)
OIL DEVELOPMENTS PTY. LTD.)
was hereunto affixed in)
the presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of SAGASCO)
RESOURCES LIMITED was)
hereunto affixed in the)
presence of:-)

.....
Secretary

.....
Director

THIS DEED OF SUB-LICENCE made as of the day of 19 .

B E T W E E N :

SANTOS LIMITED whose registered office is situated at
39 Grenfell Street, Adelaide in the State of South Australia
(hereinafter sometimes called "Santos" which expression where
the context requires or permits shall include its successors and
assigns);

AND

BRIDGE OIL DEVELOPMENTS PTY. LTD. whose registered office is
situated at Level 9, 255 Elizabeth Street, Sydney in the State
of New South Wales (hereinafter sometimes called "BOD" which
expression where the context requires or permits shall include
its successors and assigns);

AND

REEF OIL NO LIABILITY whose registered office is situated at
39 Grenfell Street, Adelaide in the State of South Australia
(hereinafter sometimes called "Reef" which expression where the
context requires or permits shall include its successors and
assigns);

AND

BASIN OIL NO LIABILITY a company whose registered office is
situated at 11th Floor, 23 Hunter Street, Sydney in the State of
New South Wales (hereinafter sometimes called "Basin" which
expression where the context requires or permits shall include
its successors and assigns);

AND

DELHI PETROLEUM PTY. LTD. whose registered office is situated at 8th Floor, 70 Pirie Street, Adelaide in the State of South Australia (hereinafter sometimes called "Delhi" which expression where the context requires or permits shall include its successors and assigns);

AND

SAGASCO RESOURCES LIMITED whose registered office is situated at 60 Hindmarsh Square, Adelaide in the State of South Australia. (hereinafter sometimes called "SAGASCO" which expression where the context requires or permits shall include its successors and assigns);

AND

VAMGAS LTD. whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Vamgas" which expression where the context requires or permits shall include its successors and assigns);

AND

BRIDGE OIL LIMITED whose registered office is situated at Level 9, 255 Elizabeth Street, Sydney in the State of New South Wales (hereinafter sometimes called "Bridge" which expression where the context requires or permits shall include its successors and assigns);

the said companies being hereinafter collectively called "the Licensors" which expression where the context requires or permits shall include their respective successors and assigns);

OF THE ONE PART

AND

SANTOS LIMITED whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Santos" which expression where the context requires or permits shall include its successors and assigns);

AND

DELHI PETROLEUM PTY. LTD. whose registered office is situated at 8th Floor, 70 Pirie Street, Adelaide in the State of South Australia (hereinafter sometimes called "Delhi" which expression where the context requires or permits shall include its successors and assigns);

AND

VAMGAS LTD. whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Vamgas" which expression where the context requires or permits shall include its successors and assigns);

AND

SAGASCO RESOURCES LIMITED whose registered office is situated at 60 Hindmarsh Square, Adelaide in the State of South Australia (hereinafter sometimes called "SAGASCO" which expression where the context requires or permits shall include its successors and assigns);

AND

CRUSADER RESOURCES NO LIABILITY whose registered office is situated at 19th Floor, 535 Bourke Street, Melbourne in the State of Victoria (hereinafter sometimes called "Crusader" which expression where the context requires or permits shall include its successors and assigns);

5262L

AND

ALLIANCE PETROLEUM AUSTRALIA NO LIABILITY whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Alliance" which expression where the context requires or permits shall include its successors and assigns);

AND

BASIN OIL NO LIABILITY whose registered office is situated at 11th Floor, 23 Hunter Street, Sydney in the State of New South Wales (hereinafter sometimes called "Basin" which expression where the context requires or permits shall include its successors and assigns);

AND

BRIDGE OIL LIMITED whose registered office is situated at Level 9, 255 Elizabeth Street, Sydney in the State of New South Wales (hereinafter sometimes called "Bridge" which expression where the context requires or permits shall include its successors and assigns);

AND

REEF OIL NO LIABILITY whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Reef" which expression where the context requires or permits shall include its successors and assigns);

AND

BRIDGE OIL DEVELOPMENTS PTY. LIMITED whose registered office is situated at Level 9, 255 Elizabeth Street, Sydney in the State of New South Wales (hereinafter sometimes called "BOD" which expression where the context requires or permits shall include its successors and assigns);

AND

SANTOS PETROLEUM PTY. LTD. whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Santos Petroleum" which expression where the context requires or permits shall include its successors and assigns);

(the said companies being hereinafter collectively called "the Licensees" which expression where the context requires or permits shall include their respective successors and assigns);

OF THE OTHER PART

W H E R E A S :-

- A. The Licensors are the holders of Petroleum Production Licence No. 55 granted by the Minister of Mines and Energy of the State of South Australia pursuant to the powers in the Petroleum Act, 1940 and the Cooper Basin (Ratification) Act, 1975-1981 over certain land in the State of South Australia as more particularly described in the said Petroleum Production Licence No. 55.
- B. The Licensees are parties to an agreement made as of the 1st day of January, 1975 known as the South Australian Cooper

Basin Unit Agreement (hereinafter and as the same has been and may hereafter be amended from time to time referred to as "the Unit Agreement") relating inter alia to the development and production of petroleum from that sub-surface portion of the area comprised in the said Petroleum Production Licence No. 55 as the same is more particularly described in the Schedule hereto.

- C. The Licensors with the consent of the Minister of Mines and Energy of the State of South Australia have agreed to grant and the Licensees have agreed to accept a sub-licence to exercise the rights specified in Clause 1 hereof upon the conditions specified in Clauses 2, 3, 4 and 5 hereof.

NOW THIS DEED WITNESSETH AS FOLLOWS :-

1. The Licensors with the consent of the Minister of Mines and Energy of the State of South Australia hereby grant to each of the Licensees severally the exclusive right for a period of twenty-one (21) years commencing and inclusive of the First day of January 1991 (with the right of renewal hereinafter contained) subject to the provisions of this Deed of Sub-Licence to :-
 - (a) conduct operations for the appraisal and production of petroleum from such sub-surface portion of the area comprised in the said Petroleum Production Licence No. 55 as is more particularly described in the Schedule hereto (hereinafter referred to as "the Unitized Zone") and subject to Clause 2 hereof to own all petroleum extracted or released therefrom; and
 - (b) construct and maintain upon the land comprised in the said Petroleum Production Licence No. 55 all such

facilities as the Licensors are entitled to construct and maintain thereon pursuant to Section 33 of the Petroleum Act, 1940 or the Cooper Basin (Ratification) Act, 1975-1981 (or both) of the State of South Australia and as are necessary from time to time for the full enjoyment of the rights granted pursuant to Clause 1(a) hereof.

2. Each of the Licensees hereby expressly acknowledges, covenants and agrees with the Licensors and with each of the other Licensees that in the exercise of exclusive rights granted pursuant to Clause 1 hereof each Licensee shall at all times act subject to and in accordance with the provisions of the Unit Agreement (and in particular to the provisions of Clause 13.01 thereof which refers to an overriding royalty in favour of Santos) and that such rights shall entitle each Licensee to extract or release from the Unitized Zone so much of the petroleum within the Unitized Zone as such Licensee is entitled to from time to time in accordance with its Gas Unit Participation, Ethane Unit Participation, Propane Unit Participation, Butane Unit Participation, Condensate Unit Participation, Crude Oil Unit Participation and its Additional Plant Products Unit Participation or Participations in accordance with the provisions of the Unit Agreement.
3. The Licensees hereby jointly and severally covenant with the Licensors that they will make payment in accordance with the Unit Agreement, as amended, of the royalty referred to in the Cooper Basin (Ratification) Act, 1975-1981 in respect to the production referred to in Clause 2 hereof and subject to the provisions of the Cooper Basin (Ratification) Act, 1975-1981 make payment in accordance with the Unit Agreement of the yearly rent provided under the said Petroleum Act,



1940 and will subject as aforesaid comply with the provisions of the said Petroleum Act, 1940 and with all Regulations for the time being in force under that Act and with any directions given by the Minister, the Director-General of Mines and Energy or any other person pursuant to that Act or the said Regulations and the Licensees hereby further jointly and severally covenant with the Licensors not to do any act or thing or make any omission which would cause the Licensors to be in breach or default of the provisions of the said Petroleum Production Licence No. 55 or of the provisions of the said Petroleum Act, 1940 or of any Regulation for the time being in force under that Act or with any direction given by the Minister, the Director-General of Mines and Energy or any other person pursuant to that Act or the said Regulations.

4. Subject to the due compliance by the Licensees with their obligations under this Deed of Sub-Licence the Licensors hereby covenant with the Licensees:-
 - (a) to perform the covenants and obligations on the part of the Licensors contained in the said Petroleum Production Licence No. 55;
 - (b) that for such period as the same is required for the purpose of the Unit Agreement, to exercise their rights of renewal pertaining to the said Petroleum Production Licence No. 55; and
 - (c) to renew the provisions of this Deed of Sub-Licence on the same terms and conditions during any renewed term of the said Petroleum Production Licence No. 55 for such period as aforesaid.

5. The rights of the Licensees or any of them granted pursuant to the foregoing provisions of this Deed of Sub-Licence shall not be sold assigned transferred leased sub-let mortgaged pledged charged encumbered or otherwise disposed of other than subject to and in accordance with the provisions of Article XV of the Unit Agreement and subject to Section 42 of the said Petroleum Act, 1940 and Clause 14.2 of the Indenture as defined in the Cooper Basin (Ratification) Act, 1975-1981.



IN WITNESS WHEREOF the Parties hereto sign seal and deliver the foregoing presents and have hereunto set their respective hands and seals as of the day and year first above written.

THE COMMON SEAL of ALLIANCE)
PETROLEUM AUSTRALIA N.L. was)
hereunto affixed in the)
presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of BASIN OIL)
N.L. was hereunto affixed in)
the presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of BRIDGE)
OIL LIMITED was hereunto)
affixed in the presence of:-)

.....
Secretary

.....
Director

.....
Director

SIGNED, SEALED AND DELIVERED
for and on behalf of DELHI
PETROLEUM PTY. LIMITED by

its duly authorised Attorney
under Power of Attorney
dated the day of
19 , who hereby states that
he has no notice of revocation
of the said Power of Attorney
at the time of executing this
instrument in the presence of:

.....
Witness

.....
Delhi Petroleum Pty. Ltd.
by its Attorney:

THE COMMON SEAL of CRUSADER)
RESOURCES N.L. was hereunto)
affixed in the presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of REEF OIL)
N.L. was hereunto affixed in)
the presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of SANTOS)
LIMITED was hereunto affixed)
in the presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of SANTOS)
PETROLEUM PTY. LTD. was)
hereunto affixed in the)
presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of VAMGAS)
LTD. was hereunto affixed in)
the presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of BRIDGE)
OIL DEVELOPMENTS PTY. LTD.)
was hereunto affixed in)
the presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of SAGASCO)
RESOURCES LIMITED was)
hereunto affixed in the)
presence of:-)

.....
Secretary

.....
Director

THIS DEED OF SUB-LICENCE made as of the day of 19 .

B E T W E E N :

SANTOS LIMITED whose registered office is situated at
39 Grenfell Street, Adelaide in the State of South Australia
(hereinafter sometimes called "Santos" which expression where
the context requires or permits shall include its successors and
assigns);

AND

BRIDGE OIL DEVELOPMENTS PTY. LTD. whose registered office is
situated at Level 9, 255 Elizabeth Street, Sydney in the State
of New South Wales (hereinafter sometimes called "BOD" which
expression where the context requires or permits shall include
its successors and assigns);

AND

REEF OIL NO LIABILITY whose registered office is situated at
39 Grenfell Street, Adelaide in the State of South Australia
(hereinafter sometimes called "Reef" which expression where the
context requires or permits shall include its successors and
assigns);

AND

BASIN OIL NO LIABILITY a company whose registered office is
situated at 11th Floor, 23 Hunter Street, Sydney in the State of
New South Wales (hereinafter sometimes called "Basin" which
expression where the context requires or permits shall include
its successors and assigns);

AND

DELHI PETROLEUM PTY. LTD. whose registered office is situated at 8th Floor, 70 Pirie Street, Adelaide in the State of South Australia (hereinafter sometimes called "Delhi" which expression where the context requires or permits shall include its successors and assigns);

AND

SAGASCO RESOURCES LIMITED whose registered office is situated at 60 Hindmarsh Square, Adelaide in the State of South Australia. (hereinafter sometimes called "SAGASCO" which expression where the context requires or permits shall include its successors and assigns);

AND

VAMGAS LTD. whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Vamgas" which expression where the context requires or permits shall include its successors and assigns);

AND

BRIDGE OIL LIMITED whose registered office is situated at Level 9, 255 Elizabeth Street, Sydney in the State of New South Wales (hereinafter sometimes called "Bridge" which expression where the context requires or permits shall include its successors and assigns);

the said companies being hereinafter collectively called "the Licensors" which expression where the context requires or permits shall include their respective successors and assigns);

OF THE ONE PART



AND

SANTOS LIMITED whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Santos" which expression where the context requires or permits shall include its successors and assigns);

AND

DELHI PETROLEUM PTY. LTD. whose registered office is situated at 8th Floor, 70 Pirie Street, Adelaide in the State of South Australia (hereinafter sometimes called "Delhi" which expression where the context requires or permits shall include its successors and assigns);

AND

VAMGAS LTD. whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Vamgas" which expression where the context requires or permits shall include its successors and assigns);

AND

SAGASCO RESOURCES LIMITED whose registered office is situated at 60 Hindmarsh Square, Adelaide in the State of South Australia (hereinafter sometimes called "SAGASCO" which expression where the context requires or permits shall include its successors and assigns);

AND

CRUSADER RESOURCES NO LIABILITY whose registered office is situated at 19th Floor, 535 Bourke Street, Melbourne in the State of Victoria (hereinafter sometimes called "Crusader" which expression where the context requires or permits shall include its successors and assigns);



AND

ALLIANCE PETROLEUM AUSTRALIA NO LIABILITY whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Alliance" which expression where the context requires or permits shall include its successors and assigns);

AND

BASIN OIL NO LIABILITY whose registered office is situated at 11th Floor, 23 Hunter Street, Sydney in the State of New South Wales (hereinafter sometimes called "Basin" which expression where the context requires or permits shall include its successors and assigns);

AND

BRIDGE OIL LIMITED whose registered office is situated at Level 9, 255 Elizabeth Street, Sydney in the State of New South Wales (hereinafter sometimes called "Bridge" which expression where the context requires or permits shall include its successors and assigns);

AND

REEF OIL NO LIABILITY whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Reef" which expression where the context requires or permits shall include its successors and assigns);

AND

BRIDGE OIL DEVELOPMENTS PTY. LIMITED whose registered office is situated at Level 9, 255 Elizabeth Street, Sydney in the State of New South Wales (hereinafter sometimes called "BOD" which expression where the context requires or permits shall include its successors and assigns);

AND

SANTOS PETROLEUM PTY. LTD. whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Santos Petroleum" which expression where the context requires or permits shall include its successors and assigns);

(the said companies being hereinafter collectively called "the Licensees" which expression where the context requires or permits shall include their respective successors and assigns);

OF THE OTHER PART

W H E R E A S :-

- A. The Licensors are the holders of Petroleum Production Licence No. 55 granted by the Minister of Mines and Energy of the State of South Australia pursuant to the powers in the Petroleum Act, 1940 and the Cooper Basin (Ratification) Act, 1975-1981 over certain land in the State of South Australia as more particularly described in the said Petroleum Production Licence No. 55.
- B. The Licensees are parties to an agreement made as of the 1st day of January, 1975 known as the South Australian Cooper



Basin Unit Agreement (hereinafter and as the same has been and may hereafter be amended from time to time referred to as "the Unit Agreement") relating inter alia to the development and production of petroleum from that sub-surface portion of the area comprised in the said Petroleum Production Licence No. 55 as the same is more particularly described in the Schedule hereto.

- C. The Licensors with the consent of the Minister of Mines and Energy of the State of South Australia have agreed to grant and the Licensees have agreed to accept a sub-licence to exercise the rights specified in Clause 1 hereof upon the conditions specified in Clauses 2, 3, 4 and 5 hereof.

NOW THIS DEED WITNESSETH AS FOLLOWS :-

1. The Licensors with the consent of the Minister of Mines and Energy of the State of South Australia hereby grant to each of the Licensees severally the exclusive right for a period of twenty-one (21) years commencing and inclusive of the First day of January 1991 (with the right of renewal hereinafter contained) subject to the provisions of this Deed of Sub-Licence to :-
 - (a) conduct operations for the appraisal and production of petroleum from such sub-surface portion of the area comprised in the said Petroleum Production Licence No. 55 as is more particularly described in the Schedule hereto (hereinafter referred to as "the Unitized Zone") and subject to Clause 2 hereof to own all petroleum extracted or released therefrom; and
 - (b) construct and maintain upon the land comprised in the said Petroleum Production Licence No. 55 all such

facilities as the Licensors are entitled to construct and maintain thereon pursuant to Section 33 of the Petroleum Act, 1940 or the Cooper Basin (Ratification) Act, 1975-1981 (or both) of the State of South Australia and as are necessary from time to time for the full enjoyment of the rights granted pursuant to Clause 1(a) hereof.

2. Each of the Licensees hereby expressly acknowledges, covenants and agrees with the Licensors and with each of the other Licensees that in the exercise of exclusive rights granted pursuant to Clause 1 hereof each Licensee shall at all times act subject to and in accordance with the provisions of the Unit Agreement (and in particular to the provisions of Clause 13.01 thereof which refers to an overriding royalty in favour of Santos) and that such rights shall entitle each Licensee to extract or release from the Unitized Zone so much of the petroleum within the Unitized Zone as such Licensee is entitled to from time to time in accordance with its Gas Unit Participation, Ethane Unit Participation, Propane Unit Participation, Butane Unit Participation, Condensate Unit Participation, Crude Oil Unit Participation and its Additional Plant Products Unit Participation or Participations in accordance with the provisions of the Unit Agreement.
3. The Licensees hereby jointly and severally covenant with the Licensors that they will make payment in accordance with the Unit Agreement, as amended, of the royalty referred to in the Cooper Basin (Ratification) Act, 1975-1981 in respect to the production referred to in Clause 2 hereof and subject to the provisions of the Cooper Basin (Ratification) Act, 1975-1981 make payment in accordance with the Unit Agreement of the yearly rent provided under the said Petroleum Act,



1940 and will subject as aforesaid comply with the provisions of the said Petroleum Act, 1940 and with all Regulations for the time being in force under that Act and with any directions given by the Minister, the Director-General of Mines and Energy or any other person pursuant to that Act or the said Regulations and the Licensees hereby further jointly and severally covenant with the Licensors not to do any act or thing or make any omission which would cause the Licensors to be in breach or default of the provisions of the said Petroleum Production Licence No. 55 or of the provisions of the said Petroleum Act, 1940 or of any Regulation for the time being in force under that Act or with any direction given by the Minister, the Director-General of Mines and Energy or any other person pursuant to that Act or the said Regulations.

4. Subject to the due compliance by the Licensees with their obligations under this Deed of Sub-Licence the Licensors hereby covenant with the Licensees:-

- (a) to perform the covenants and obligations on the part of the Licensors contained in the said Petroleum Production Licence No. 55;
- (b) that for such period as the same is required for the purpose of the Unit Agreement, to exercise their rights of renewal pertaining to the said Petroleum Production Licence No. 55; and
- (c) to renew the provisions of this Deed of Sub-Licence on the same terms and conditions during any renewed term of the said Petroleum Production Licence No. 55 for such period as aforesaid.



5. The rights of the Licensees or any of them granted pursuant to the foregoing provisions of this Deed of Sub-Licence shall not be sold assigned transferred leased sub-let mortgaged pledged charged encumbered or otherwise disposed of other than subject to and in accordance with the provisions of Article XV of the Unit Agreement and subject to Section 42 of the said Petroleum Act, 1940 and Clause 14.2 of the Indenture as defined in the Cooper Basin (Ratification) Act, 1975-1981.

THE SCHEDULE
(Description of Unitized Zone)

The stratigraphic unit named as the [Unit "C" Patchawarra Formation in the First Schedule to the Unit Agreement and being as more particularly described therein together with all lateral extensions to such stratigraphic unit as may from time to time become subject to the Unit Agreement and which underlie the area described in the said Petroleum Production Licence.],

IN WITNESS WHEREOF the Parties hereto sign seal and deliver the foregoing presents and have hereunto set their respective hands and seals as of the day and year first above written.

THE COMMON SEAL of ALLIANCE)
PETROLEUM AUSTRALIA N.L. was)
hereunto affixed in the)
presence of:-)

Secretary

Director

THE COMMON SEAL of BASIN OIL)
N.L. was hereunto affixed in)
the presence of:-)

Secretary

Director

THE COMMON SEAL of BRIDGE)
OIL LIMITED was hereunto)
affixed in the presence of:-)

Secretary

Director

Director

SIGNED, SEALED AND DELIVERED
for and on behalf of DELHI
PETROLEUM PTY. LIMITED by

its duly authorised Attorney
under Power of Attorney
dated the day of
19 , who hereby states that
he has no notice of revocation
of the said Power of Attorney
at the time of executing this
instrument in the presence of:

.....
Witness

.....
Delhi Petroleum Pty. Ltd.
by its Attorney:

THE COMMON SEAL of CRUSADER)
RESOURCES N.L. was hereunto)
affixed in the presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of REEF OIL)
N.L. was hereunto affixed in)
the presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of SANTOS)
LIMITED was hereunto affixed)
in the presence of:-)

.....
Secretary

.....
Director



THE COMMON SEAL of SANTOS)
PETROLEUM PTY. LTD. was)
hereunto affixed in the)
presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of VAMGAS)
LTD. was hereunto affixed in)
the presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of BRIDGE)
OIL DEVELOPMENTS PTY. LTD.)
was hereunto affixed in)
the presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of SAGASCO)
RESOURCES LIMITED was)
hereunto affixed in the)
presence of:-)

.....
Secretary

.....
Director

THIS DEED OF SUB-LICENCE made as of the day of 19 .

B E T W E E N :

SANTOS LIMITED whose registered office is situated at
39 Grenfell Street, Adelaide in the State of South Australia
(hereinafter sometimes called "Santos" which expression where
the context requires or permits shall include its successors and
assigns);

AND

BRIDGE OIL DEVELOPMENTS PTY. LTD. whose registered office is
situated at Level 9, 255 Elizabeth Street, Sydney in the State
of New South Wales (hereinafter sometimes called "BOD" which
expression where the context requires or permits shall include
its successors and assigns);

AND

REEF OIL NO LIABILITY whose registered office is situated at
39 Grenfell Street, Adelaide in the State of South Australia
(hereinafter sometimes called "Reef" which expression where the
context requires or permits shall include its successors and
assigns);

AND

BASIN OIL NO LIABILITY a company whose registered office is
situated at 11th Floor, 23 Hunter Street, Sydney in the State of
New South Wales (hereinafter sometimes called "Basin" which
expression where the context requires or permits shall include
its successors and assigns);



AND

DELHI PETROLEUM PTY. LTD. whose registered office is situated at 8th Floor, 70 Pirie Street, Adelaide in the State of South Australia (hereinafter sometimes called "Delhi" which expression where the context requires or permits shall include its successors and assigns);

AND

SAGASCO RESOURCES LIMITED whose registered office is situated at 60 Hindmarsh Square, Adelaide in the State of South Australia. (hereinafter sometimes called "SAGASCO" which expression where the context requires or permits shall include its successors and assigns);

AND

VAMGAS LTD. whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Vamgas" which expression where the context requires or permits shall include its successors and assigns);

AND

BRIDGE OIL LIMITED whose registered office is situated at Level 9, 255 Elizabeth Street, Sydney in the State of New South Wales (hereinafter sometimes called "Bridge" which expression where the context requires or permits shall include its successors and assigns);

the said companies being hereinafter collectively called "the Licensors" which expression where the context requires or permits shall include their respective successors and assigns);

OF THE ONE PART



AND

SANTOS LIMITED whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Santos" which expression where the context requires or permits shall include its successors and assigns);

AND

DELHI PETROLEUM PTY. LTD. whose registered office is situated at 8th Floor, 70 Pirie Street, Adelaide in the State of South Australia (hereinafter sometimes called "Delhi" which expression where the context requires or permits shall include its successors and assigns);

AND

VAMGAS LTD. whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Vamgas" which expression where the context requires or permits shall include its successors and assigns);

AND

SAGASCO RESOURCES LIMITED whose registered office is situated at 60 Hindmarsh Square, Adelaide in the State of South Australia (hereinafter sometimes called "SAGASCO" which expression where the context requires or permits shall include its successors and assigns);

AND

CRUSADER RESOURCES NO LIABILITY whose registered office is situated at 19th Floor, 535 Bourke Street, Melbourne in the State of Victoria (hereinafter sometimes called "Crusader" which expression where the context requires or permits shall include its successors and assigns);



AND

ALLIANCE PETROLEUM AUSTRALIA NO LIABILITY whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Alliance" which expression where the context requires or permits shall include its successors and assigns);

AND

BASIN OIL NO LIABILITY whose registered office is situated at 11th Floor, 23 Hunter Street, Sydney in the State of New South Wales (hereinafter sometimes called "Basin" which expression where the context requires or permits shall include its successors and assigns);

AND

BRIDGE OIL LIMITED whose registered office is situated at Level 9, 255 Elizabeth Street, Sydney in the State of New South Wales (hereinafter sometimes called "Bridge" which expression where the context requires or permits shall include its successors and assigns);

AND

REEF OIL NO LIABILITY whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Reef" which expression where the context requires or permits shall include its successors and assigns);

AND

BRIDGE OIL DEVELOPMENTS PTY. LIMITED whose registered office is situated at Level 9, 255 Elizabeth Street, Sydney in the State of New South Wales (hereinafter sometimes called "BOD" which expression where the context requires or permits shall include its successors and assigns);

AND

SANTOS PETROLEUM PTY. LTD. whose registered office is situated at 39 Grenfell Street, Adelaide in the State of South Australia (hereinafter sometimes called "Santos Petroleum" which expression where the context requires or permits shall include its successors and assigns);

(the said companies being hereinafter collectively called "the Licensees" which expression where the context requires or permits shall include their respective successors and assigns);

OF THE OTHER PART

W H E R E A S :-

- A. The Licensors are the holders of Petroleum Production Licence No. 55 granted by the Minister of Mines and Energy of the State of South Australia pursuant to the powers in the Petroleum Act, 1940 and the Cooper Basin (Ratification) Act, 1975-1981 over certain land in the State of South Australia as more particularly described in the said Petroleum Production Licence No. 55.
- B. The Licensees are parties to an agreement made as of the 1st day of January, 1975 known as the South Australian Cooper

Basin Unit Agreement (hereinafter and as the same has been and may hereafter be amended from time to time referred to as "the Unit Agreement") relating inter alia to the development and production of petroleum from that sub-surface portion of the area comprised in the said Petroleum Production Licence No. 55 as the same is more particularly described in the Schedule hereto.

- C. The Licensors with the consent of the Minister of Mines and Energy of the State of South Australia have agreed to grant and the Licensees have agreed to accept a sub-licence to exercise the rights specified in Clause 1 hereof upon the conditions specified in Clauses 2, 3, 4 and 5 hereof.

NOW THIS DEED WITNESSETH AS FOLLOWS :-

1. The Licensors with the consent of the Minister of Mines and Energy of the State of South Australia hereby grant to each of the Licensees severally the exclusive right for a period of twenty-one (21) years commencing and inclusive of the First day of January 1991 (with the right of renewal hereinafter contained) subject to the provisions of this Deed of Sub-Licence to :-
 - (a) conduct operations for the appraisal and production of petroleum from such sub-surface portion of the area comprised in the said Petroleum Production Licence No. 55 as is more particularly described in the Schedule hereto (hereinafter referred to as "the Unitized Zone") and subject to Clause 2 hereof to own all petroleum extracted or released therefrom; and
 - (b) construct and maintain upon the land comprised in the said Petroleum Production Licence No. 55 all such

facilities as the Licensors are entitled to construct and maintain thereon pursuant to Section 33 of the Petroleum Act, 1940 or the Cooper Basin (Ratification) Act, 1975-1981 (or both) of the State of South Australia and as are necessary from time to time for the full enjoyment of the rights granted pursuant to Clause 1(a) hereof.

2. Each of the Licensees hereby expressly acknowledges, covenants and agrees with the Licensors and with each of the other Licensees that in the exercise of exclusive rights granted pursuant to Clause 1 hereof each Licensee shall at all times act subject to and in accordance with the provisions of the Unit Agreement (and in particular to the provisions of Clause 13.01 thereof which refers to an overriding royalty in favour of Santos) and that such rights shall entitle each Licensee to extract or release from the Unitized Zone so much of the petroleum within the Unitized Zone as such Licensee is entitled to from time to time in accordance with its Gas Unit Participation, Ethane Unit Participation, Propane Unit Participation, Butane Unit Participation, Condensate Unit Participation, Crude Oil Unit Participation and its Additional Plant Products Unit Participation or Participations in accordance with the provisions of the Unit Agreement.
3. The Licensees hereby jointly and severally covenant with the Licensors that they will make payment in accordance with the Unit Agreement, as amended, of the royalty referred to in the Cooper Basin (Ratification) Act, 1975-1981 in respect to the production referred to in Clause 2 hereof and subject to the provisions of the Cooper Basin (Ratification) Act, 1975-1981 make payment in accordance with the Unit Agreement of the yearly rent provided under the said Petroleum Act,

1940 and will subject as aforesaid comply with the provisions of the said Petroleum Act, 1940 and with all Regulations for the time being in force under that Act and with any directions given by the Minister, the Director-General of Mines and Energy or any other person pursuant to that Act or the said Regulations and the Licensees hereby further jointly and severally covenant with the Licensors not to do any act or thing or make any omission which would cause the Licensors to be in breach or default of the provisions of the said Petroleum Production Licence No. 55 or of the provisions of the said Petroleum Act, 1940 or of any Regulation for the time being in force under that Act or with any direction given by the Minister, the Director-General of Mines and Energy or any other person pursuant to that Act or the said Regulations.

4. Subject to the due compliance by the Licensees with their obligations under this Deed of Sub-Licence the Licensors hereby covenant with the Licensees:-
 - (a) to perform the covenants and obligations on the part of the Licensors contained in the said Petroleum Production Licence No. 55;
 - (b) that for such period as the same is required for the purpose of the Unit Agreement, to exercise their rights of renewal pertaining to the said Petroleum Production Licence No. 55; and
 - (c) to renew the provisions of this Deed of Sub-Licence on the same terms and conditions during any renewed term of the said Petroleum Production Licence No. 55 for such period as aforesaid.



5. The rights of the Licensees or any of them granted pursuant to the foregoing provisions of this Deed of Sub-Licence shall not be sold assigned transferred leased sub-let mortgaged pledged charged encumbered or otherwise disposed of other than subject to and in accordance with the provisions of Article XV of the Unit Agreement and subject to Section 42 of the said Petroleum Act, 1940 and Clause 14.2 of the Indenture as defined in the Cooper Basin (Ratification) Act, 1975-1981.



THE SCHEDULE
(Description of Unitized Zone)

The stratigraphic unit named as the [],
Unit "D" Patchawarra Formation in the First Schedule to the Unit
Agreement and being as more particularly described therein
together with all lateral extensions to such stratigraphic unit
as may from time to time become subject to the Unit Agreement
and which underlie the area described in the said Petroleum
Production Licence.

IN WITNESS WHEREOF the Parties hereto sign seal and deliver the foregoing presents and have hereunto set their respective hands and seals as of the day and year first above written.

THE COMMON SEAL of ALLIANCE)
PETROLEUM AUSTRALIA N.L. was)
hereunto affixed in the)
presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of BASIN OIL)
N.L. was hereunto affixed in)
the presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of BRIDGE)
OIL LIMITED was hereunto)
affixed in the presence of:-)

.....
Secretary

.....
Director

.....
Director



SIGNED, SEALED AND DELIVERED
for and on behalf of DELHI
PETROLEUM PTY. LIMITED by

its duly authorised Attorney
under Power of Attorney
dated the day of
19 , who hereby states that
he has no notice of revocation
of the said Power of Attorney
at the time of executing this
instrument in the presence of:

.....
Witness

.....
Delhi Petroleum Pty. Ltd.
by its Attorney:

THE COMMON SEAL of CRUSADER)
RESOURCES N.L. was hereunto)
affixed in the presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of REEF OIL)
N.L. was hereunto affixed in)
the presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of SANTOS)
LIMITED was hereunto affixed)
in the presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of SANTOS)
PETROLEUM PTY. LTD. was)
hereunto affixed in the)
presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of VAMGAS)
LTD. was hereunto affixed in)
the presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of BRIDGE)
OIL DEVELOPMENTS PTY. LTD.)
was hereunto affixed in)
the presence of:-)

.....
Secretary

.....
Director

THE COMMON SEAL of SAGASCO)
RESOURCES LIMITED was)
hereunto affixed in the)
presence of:-)

.....
Secretary

.....
Director