

**INDEX OF DOCUMENTS HELD ON THE PETROLEUM REGISTER FOR
ASSOCIATED FACILITIES LICENCE AFL 147**

1. 15 May 2009 Grant of Associated Facilities Licence AFL 147

Interests in the licence are:-

Stuart Petroleum Limited 75%
Mawson Petroleum Pty Limited 25%
2. 15 May 2009 Memorandum entering grant of licence on the public register.
3. 21 May 2009 Gazettal of grant of licence.
4. 10 August 2011 Memorandum entering notation of change of company name on the public register.

From: Stuart Petroleum Limited
To: Stuart Petroleum Pty Ltd
5. 10 August 2011 Certificate of Registration on Change of Name
6. 20 May 2013 Memorandum entering notation of the following registrable dealings on the public register.

Sale and Purchase Agreement dated 31 January 2013 between Mawson Petroleum Pty Ltd, Springfield Oil and Gas Pty Ltd, Impress (Cooper Basin) Pty Ltd, Victoria Oil exploration (1977) Pty and Stuart Petroleum Pty Ltd
Ref: SA 2013-17

Deed of Assumption PPL 203 Production Joint Operating Agreement dated 8 March 2013 between Victoria Oil Exploration (1977) Pty Ltd, Mawson Petroleum Pty Ltd and Stuart Petroleum Pty Ltd
Ref: SA 2013-19

Native Title Deed of Assumption PPL 203 dated 8 March 2013 between Victoria Oil Exploration (1977) Pty Ltd, Mawson Petroleum Pty Ltd and Stuart Petroleum Pty Ltd.
Ref: SA 2013-20

Transfer - dated 19 March 2013 between Mawson Petroleum Pty Ltd, Victoria Oil Exploration (1977) Pty Ltd, and Stuart Petroleum Pty Ltd.

Interests in AAL 147 (adjunct to PPL 203) are:

Victoria Oil Exploration (1977) Pty Ltd
Stuart Petroleum Pty Ltd
Ref: SA 2013-21

25%
75%

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCE
PPL 203

ASSOCIATED ACTIVITIES LICENCE
AAL 147

SA 2013-17 Notation of registrable dealing as evidenced by Sale and Purchase Agreement – dated 31 January 2013 between Mawson Petroleum Pty Ltd, Springfield Oil and Gas Pty Ltd, Impress (Cooper Basin) Pty Ltd, Victoria Oil Exploration (1977) Pty Ltd and Stuart Petroleum Pty Ltd is hereby entered on the public register.

SA 2013-18 Notation of registrable dealing as evidenced by Transfer dated 8 March 2013 between Mawson Petroleum Pty Ltd, Victoria Oil Exploration (1977) Pty Ltd and Stuart Petroleum Pty Ltd is hereby entered on the public register.

Interests in PPL 203 are now:

Victoria Oil Exploration (1977) Pty Ltd	25%
Stuart Petroleum Pty Ltd	75%

SA 2013-19 Notation of registrable dealing as evidenced by Deed of Assumption – PPL 203 Production Joint Operating Agreement dated 8 March 2013 between Victoria Oil Exploration (1977) Pty Ltd, Mawson Petroleum Pty Ltd and Stuart Petroleum Pty Ltd is hereby entered on the public register.

SA 2013-20 Notation of registrable dealing as evidenced by Native Title Deed of Assumption – PPL 203 dated 8 March 2013 between Victoria Oil Exploration (1977) Pty Ltd, Mawson Petroleum Pty Ltd and Stuart Petroleum Pty Ltd is hereby entered on the public register.

SA 2013-21 Notation of registrable dealing as evidenced by Transfer dated 19 March 2013 between Mawson Petroleum Pty Ltd, Victoria Oil Exploration (1977) Pty Ltd and Stuart Petroleum Pty Ltd is hereby entered on the public register.

Interests in AAL 147 (adjunct to PPL 203) are now:

Victoria Oil Exploration (1977) Pty Ltd	25%
Stuart Petroleum Pty Ltd	75%



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: 20 May 2013

Ref: 27/2/552
28/1/359

McCullough Robertson Lawyers Attn: Danielle Airton
C Dang
GPO Box 1855
Brisbane QLD 4001

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Certificate of Registration on Conversion to a Proprietary Company



This is to certify that

STUART PETROLEUM LIMITED

Australian Company Number 059 146 226

on the fourteenth day of July 2011 converted to a proprietary company.

The name of the company is now

STUART PETROLEUM PTY LTD

Australian Company Number 059 146 226

The company is registered under the Corporations Act 2001 and is taken to be registered in Western Australia and the date of commencement of registration is the fifth day of May, 1993.

Issued by the
Australian Securities and Investments Commission
on this fourteenth day of July, 2011.

A handwritten signature in black ink, appearing to read 'G. Medcraft'.

Greg Medcraft
Chairman

CERTIFICATE

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

MEMORANDUM

**PETROLEUM EXPLORATION LICENCES
PELs 90, 93, 100, 102, 113 and 516**

**PETROLEUM RETENTION LICENCE
PRL 16**

**PETROLEUM PRODUCTION LICENCES
PPLs 203, 207, 208, 209, 211, 215,
217, 218 and 221**

**ASSOCIATED ACTIVITIES LICENCE
AAL 147**

**GEOHERMAL EXPLORATION LICENCES
GELs 378, 379, 380, 381, 382, 383,
384, 385, 386, 387, 388 and 389**

1. Notation of change of company name –

From: Stuart Petroleum Ltd
To: Stuart Petroleum Pty Ltd

is hereby entered on the public registers.



**J. S. ZABROWARNY
A/Executive Director
Petroleum and Geothermal Division
Minerals and Energy Resources
Primary Industries and Resources SA
Delegate of the Minister for Mineral Resources
Development**

Date: 10 August 2011

File:	27/2/168	27/2/534	28/1/386
	27/2/171	27/2/552	28/1/405
	27/2/182	28/1/359	28/1/410
	27/2/199	28/1/379	28/1/411
	27/2/517	28/1/380	28/1/423
	27/2/524	28/1/381	F2010/000025

PETROLEUM ACT 2000

Grant of Associated Facilities Licence—AFL 147

(Adjunct to Petroleum Production Licence—PPL 203)

NOTICE is hereby given that the undermentioned Associated Facilities Licence has been granted under the provisions of the Petroleum Act 2000, pursuant to delegated powers dated 28 March 2002, *Gazetted* 11 April 2002, page 1573.

Description of Area

No of Licence	Licensee	Locality	Area in km ²	Reference
AFL 147	Stuart Petroleum Limited Mawson Petroleum Pty Limited	Cooper Basin	1.80	27/2/552

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

Commencing at a point being the intersection of latitude 27°12'50"S GDA94 and longitude 140°59'15"E GDA94, thence east to the eastern border of the State of South Australia, thence southerly along the border of the said State to latitude 27°13'35"S GDA94, west to longitude 140°59'50"E GDA94, south to latitude 27°13'40"S GDA94, west to longitude 140°59'15"E GDA94 and north to the point of commencement.

Area: 1.80 km² approximately.

Dated 15 May 2009.

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

**Petroleum Act 2000
S.115**

MEMORANDUM

**ASSOCIATED FACILITIES LICENCE
AFL 147**

1. This Licence granted on 15 May 2009 is hereby entered on the public register.
2. Interests in the licence are:-

Stuart Petroleum Limited	75%
Mawson Petroleum Pty Limited	25%



**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 May 2009

Ref: 27/2/552

Petroleum Act 2000

ASSOCIATED FACILITIES LICENCE

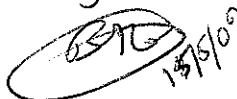
AFL 147

I, BARRY A. GOLDSTEIN, Director Petroleum and Geothermal, Minerals and Energy Resources, Primary Industries and Resources, in the State of South Australia pursuant to the provisions of the *Petroleum Act 2000* and all other enabling powers, for and on behalf of Paul Holloway, Minister for Mineral Resources Development (Minister), pursuant to delegation dated 28 March 2002, (refer Government Gazette dated 11 April 2002 page 1573), HEREBY GRANT to:

Stuart Petroleum Limited
ACN 059 146 226

Mawson Petroleum Pty Limited
ACN 009 815 632

(hereinafter referred to as the Licensees) an Associated Facilities Licence as an adjunct to Petroleum Production Licence PPL 203, in respect of the area set out below, to have effect from 15 May 2009.

Handwritten signature and date: "BAG" and "15/5/09".

DESCRIPTION OF AREA

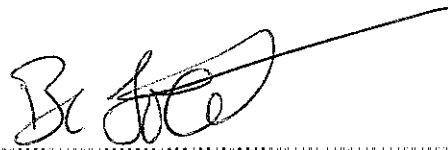
The land comprised in this licence is that part of the State of South Australia described in the Schedule hereto.

CONDITIONS

1. During the term of the licence, the Licensees may carry out or cause to be carried out the construction and operation of facilities for the disposal of clean co-produced water.
2. The Licensees 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 Licensees for a sum not less than twenty million dollars (\$20,000,000.00) or such greater sum as specified by the Minister, and make such amendments to the terms and conditions of the insurance as the Minister may from time to time require;
 - (b) upon request by the Minister, provide the Minister with a cover note or certificate of currency of the insurance policy referred to in paragraph (a).

3. 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.

Date: 15 May 2009



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

Signed by the said LICENSEE

Date: 5.5.09



Authorised Representative

Giustino Guglielmo

Name

Managing Director

Position

Stuart Petroleum Limited

Company

Signed by the said LICENSEE

Date: 11/5/09



Authorised Representative

Hector Gordon

Name

Chief Operating Officer

Position

Mawson Petroleum Pty Limited

Company

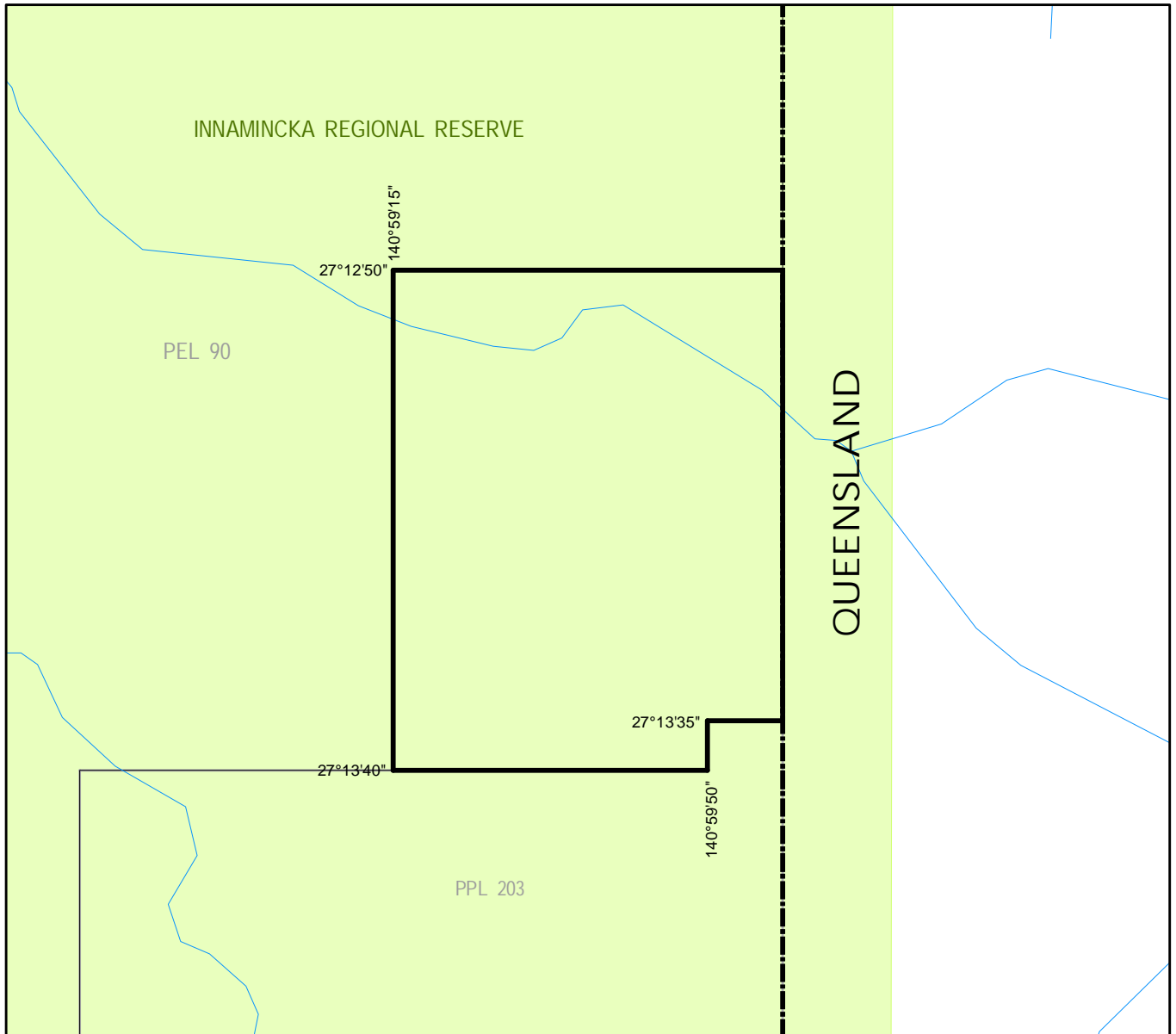
THE SCHEDULE

DESCRIPTION OF AREA

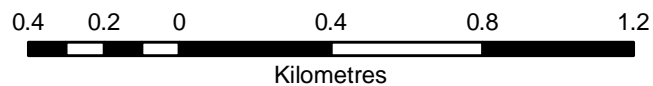
All that part of the State of South Australia, bounded as follows:-

Commencing at a point being the intersection of latitude 27°12'50"S GDA94 and longitude 140°59'15"E GDA94, thence east to the eastern border of the State of South Australia, thence southerly along the border of the said State to latitude 27°13'35"S GDA94, west to longitude 140°59'50"E GDA94, south to latitude 27°13'40"S GDA94, west to longitude 140°59'15"E GDA94, and north to point of commencement.

AREA: **1.80** square kilometres approximately.



SCALE 1:20 000



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

THE PLAN HEREINBEFORE REFERRED TO

ASSOCIATED FACILITIES LICENCE NO: 147