

**INDEX OF DOCUMENTS HELD ON THE PETROLEUM REGISTER FOR
ASSOCIATED FACILITIES LICENCE AFL 128**

1. 5 February 2008 Grant of Associated Facilities Licence AFL 128

Interests in the licence are:-

Beach Petroleum Limited 75.0%
Cooper Energy Limited 25.0%
2. 5 February 2008 Memorandum dated 5 February 2008 entering AFL 128 on the public register.
3. 7 February 2008 Gazettal of Grant of AFL 128
4. 7 January 2010 Memorandum entering notation of change of company name on the public register.

From: Beach Petroleum Limited
To: Beach Energy Limited
5. 7 January 2010 Certificate of Registration on Change of Name.
6. 23 September 2015 Memorandum entering notation of the following registrable dealings on the public register:

PPL 204, 205, 220, 224, 245, 246, 247, 248, 249 & 250 Priority Deed dated 16 September 2015 between Cooper Energy Limited (Grantor), Westpac Banking Corporation (Westpac), Westpac Administration Pty. Ltd (Security Trustee), Cooper Energy Limited and Beach Energy Limited (each severally called the Venturer) and Beach Energy Limited (Operator)
Ref: SA 2015-69

General Security Deed dated 28 November 2014 between Cooper Energy Limited, Somerton Energy Pty Ltd, Essential Petroleum Exploration Pty Ltd, CE Poland Pty Ltd, Cooper Energy (Seruway) Pty Ltd and Cooper Energy (PBGP) Pty Ltd and Westpac Administration Pty Limited
Ref: SA 2015-21

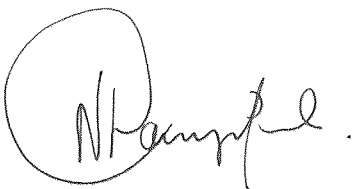
Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

PETROLEUM PRODUCTION LICENCES
PPL 204, 205, 220, 224, 245, 246, 247, 248, 249 and 250

ASSOCIATED ACTIVITIES LICENCES
AALs 18, 82, 98, 128, 146, 157, 214, 215, 216 and 217

- SA 2015-69 Notation of registrable dealing as evidenced by PPL 204, 205, 220, 224, 245, 246, 247, 248, 249 & 250 Priority Deed dated 16 September 2015 between Cooper Energy Limited (Grantor), Westpac Banking Corporation (Westpac), Westpac Administration Pty. Ltd (Security Trustee), Cooper Energy Limited and Beach Energy Limited (each severally called the Venturer) and Beach Energy Limited (Operator) is hereby entered on the public register.
- SA 2015-21 Notation of registrable dealing as evidenced by General Security Deed dated 28 November 2014 between Cooper Energy Limited, Somerton Energy Pty Ltd, Essential Petroleum Exploration Pty Ltd, CE Poland Pty Ltd, Cooper Energy (Seruway) Pty Ltd and Cooper Energy (PBG) Pty Ltd (Grantors) and Westpac Administration Pty Limited is hereby entered on the public register.



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

Date: 23 September 2015

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

MEMORANDUM

**PETROLEUM EXPLORATION LICENCES
PELs 91, 92, 94, 95, 106, 107 and 218**

**PETROLEUM RETENTION LICENCES
PRLs 13 and 25**

**PETROLEUM PRODUCTION LICENCES
PPLs 204, 205, 210, 212, 220 and 224**

**ASSOCIATED ACTIVITIES LICENCES
AALs 18, 82, 98, 128, 146 and 154**

1. Notation of change of company name:

From: Beach Petroleum Limited
To: Beach Energy Limited

is hereby entered on the public register



**ELINOR ALEXANDER
A/Director Petroleum and Geothermal
Minerals and Energy Resources
Primary Industries and Resources SA
Delegate of the Minister for Mineral Resources
Development**

Date: 7 January 2010

Ref:	27/2/169	27/2/520
	27/2/170	27/2/543
	27/2/172	28/1/360
	27/2/173	28/1/375
	27/2/186	28/1/382
	27/2/187	28/1/394
	27/2/339	28/1/419
	27/2/375	28/1/426
	27/2/438	28/1/431
	27/2/439	F2009/000739
	27/2/512	

BEACH PETROLEUM LIMITED
25 Conyngham Street
GLENSIDE SA 5065

Return to this top section if directed by FAX from us.



Certificate of Registration on Change of Name

This is to certify that

BEACH PETROLEUM LIMITED

Australian Company Number 007 617 969

did on the tenth day of December 2009 change its name to

BEACH ENERGY LIMITED

Australian Company Number 007 617 969

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 twenty-first day of December, 1961.

Issued by the
Australian Securities and Investments Commission
on this tenth day of December, 2009.

A handwritten signature in black ink, appearing to read 'AM D'Aloisio'.

Anthony Michael D'Aloisio
Chairman



CERTIFICATE

PETROLEUM ACT 2000

Grant of Associated Facilities Licence—AFL 128

(Adjunct to Petroleum Production Licence—PPL 205)

NOTICE is hereby given that the abovementioned Associated Facilities Licence has been granted to Beach Petroleum Limited and Cooper Energy Limited 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

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

The land bounded by a line joining the points of co-ordinates set out in the following table:

MGA Zone 54

363454mE	6883142mN
363517mE	6883176mN
363526mE	6883160mN
363526mE	6883154mN
363533mE	6883118mN
363502mE	6883110mN
363508mE	6883081mN
363474mE	6883073mN
363458mE	6883113mN
363454mE	6883142mN

Area: 0.49 hectares approximately.

Dated 5 February 2008.

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

**Petroleum Act 2000
S.115**

MEMORANDUM

**ASSOCIATED FACILITIES LICENCE
AFL 128**

- 1 This Licence granted to Beach Petroleum Limited and Cooper Energy Limited on 5 February 2008 is hereby entered on the public register.
- 2 Interests in the licence are:-

Beach Petroleum Limited	75.00%
Cooper Energy Limited	25.00%



**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: 5 February 2008

Ref: 27/2/520

Petroleum Act 2000

ASSOCIATED FACILITIES LICENCE

AFL 128

I, BARRY ALAN 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:

Beach Petroleum Limited (ACN 007 617 969)
Cooper Energy Limited (ACN 096 170 295)

(hereinafter referred to as the Licensees) an Associated Facilities Licence as an adjunct to Petroleum Production Licence PPL 205, in respect of the area set out below, to have effect from *5 February* 2008.

BAG
DESCRIPTION OF AREA

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

CONDITIONS

1. During the term of the licence, the Licensees may carry out or cause to be carried out the construction, and operation of an Unloading Terminal at the Tantanna oil satellite.
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: *5 February* 2008



.....
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: 30th January 2008


.....
Authorised Representative

Tony LAKE
.....

Name

CHIEF RESERVOIR ENGINEER
.....

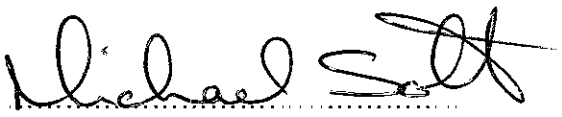
Position

BEACH PETROLEUM LIMITED
.....

Company

Signed by the said LICENSEE

Date: 30th January 2008


.....

Authorised Representative

Michael SCOTT
.....

Name

MANAGING DIRECTOR
.....

Position

ROPER ENERGY LIMITED
.....

Company

THE SCHEDULE

DESCRIPTION OF AREA

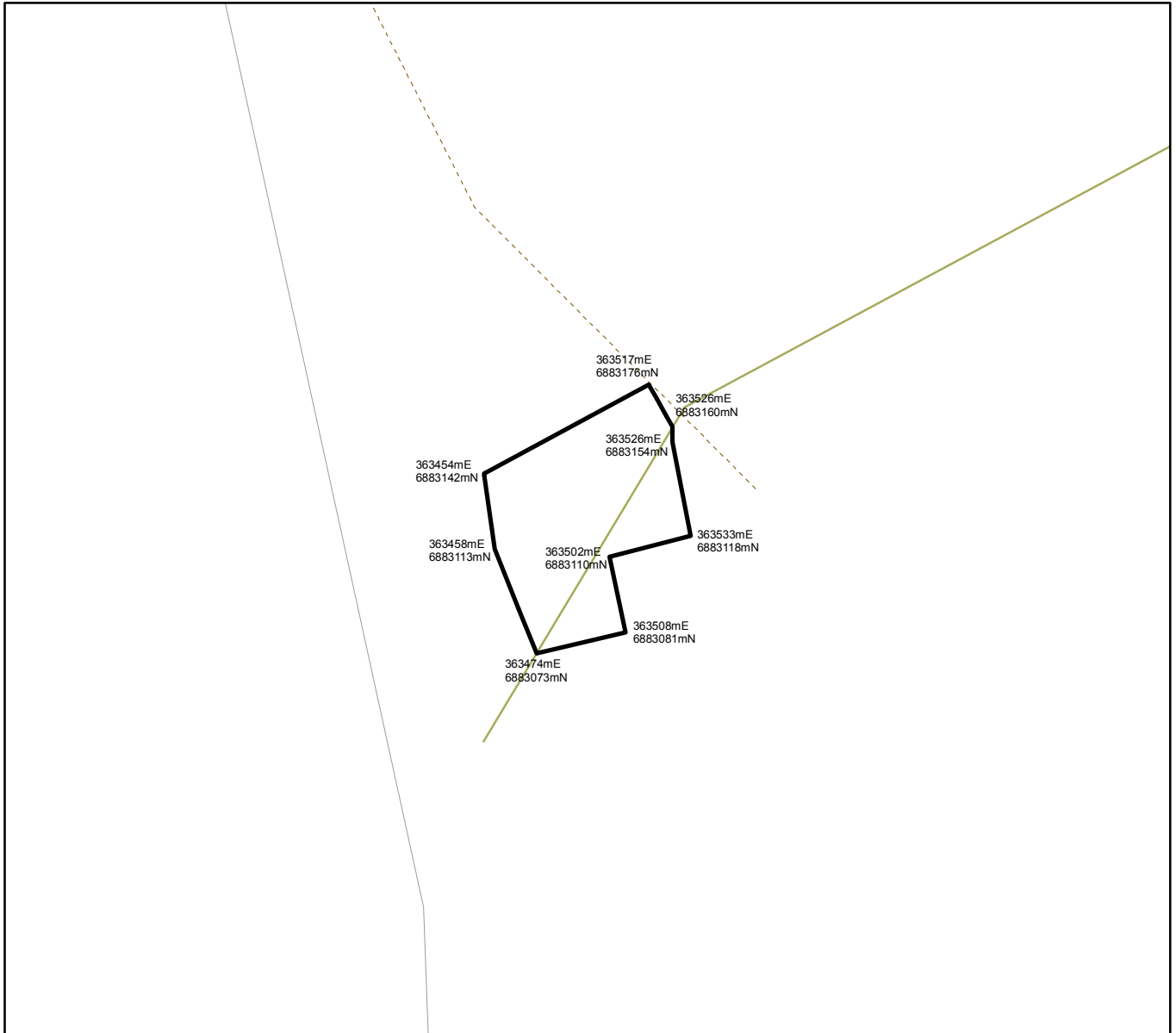
All that part of the State of South Australia, bounded as follows:-

The land bounded by a line joining the points of coordinates set out in the following table:

MGA Zone 54

363454mE 6883142mN
363517mE 6883176mN
363526mE 6883160mN
363526mE 6883154mN
363533mE 6883118mN
363502mE 6883110mN
363508mE 6883081mN
363474mE 6883073mN
363458mE 6883113mN
363454mE 6883142mN

AREA: **0.49** hectares approximately



SCALE 1:2500



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: 128