

**INDEX OF DOCUMENTS HELD ON THE PETROLEUM REGISTER FOR
ASSOCIATED ACTIVITIES LICENCE AAL 157**

1. 16 November 2010 Grant of Associated Activities Licence AAL 157

Interests in the licence are:-

Beach Energy Limited	75%
Cooper Energy Limited	25%

2. 16 November 2010 Memorandum entering grant of licence on the public register.

3. 25 November 2010 Gazettal of grant of licence.

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 (PBG) Pty Ltd and Westpac Administration Pty Limited
Ref: SA 2015-21

Petroleum and Geothermal Energy Act 2000
S.115

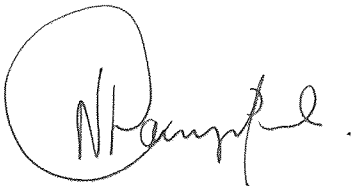
MEMORANDUM

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

*Grant of Associated Activities Licence—AAL 157**(Adjunct to Petroleum Production Licence PPL 220)*

NOTICE is hereby given that the undermentioned Associated Activities Licence has been granted under the provisions of the Petroleum and Geothermal Energy Act 2000, pursuant to delegated powers dated 1 October 2009.

No. of Licence	Licensees	Locality	Reference
AAL 157	Beach Energy Limited Cooper Energy Limited	Cooper Basin	F2010/000982

Description of Area

All that part of the State of South Australia, bounded by a line joining points of co-ordinates set out in the following tables:

MGA Zone 54

Area A

336889.986mE	6909768.802mN
336833.262mE	6909837.124mN
336658.474mE	6910184.013mN
336337.612mE	6910215.317mN
336242.861mE	6910066.113mN
336424.232mE	6909338.648mN

Area B

328239mE	6901380mN
328078mE	6903653mN
328058mE	6904285mN
328357mE	6904304mN
328545mE	6901982mN
328434mE	6901382mN

Area 1.26 km² approximately.

Dated 16 November 2010.

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 and Geothermal Energy Act 2000
S.115

MEMORANDUM

ASSOCIATED ACTIVITIES LICENCE
AAL 157

1. This Licence granted on 16 November 2010 is hereby entered on the public register.
2. Interests in the licence are:-

Beach Energy Limited	75%
Cooper Energy 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: 16 November 2010

File: F2010/000982

Petroleum and Geothermal Energy Act 2000

ASSOCIATED ACTIVITIES LICENCE AAL 157

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 and Geothermal Energy Act 2000* and all other enabling powers, for and on behalf of Paul Holloway, Minister for Mineral Resources Development (Minister), pursuant to delegation dated 1 October 2009, HEREBY GRANT to:

Beach Energy Limited
(ACN 007 617 969)

Cooper Energy Limited
(ACN 096 170 295)

(hereinafter referred to as the Licensee) an Associated Activities Licence as an adjunct to Petroleum Production Licence PPL 220, in respect of the area set out below, to have effect from *16 November 2010* subject to the provisions of the *Petroleum and Geothermal Energy Act 2000*.
BAG 16/11/10

DESCRIPTION OF AREA

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

CONDITIONS

1. During the term of the licence, the Licensee may carry out or cause to be carried out the construction, maintenance and use of a permanent aircraft landing strip and an accommodation camp within the area as defined in the Schedule hereto.
2. 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 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, or the conditions or exclusions of these insurances in respect to how they may or may not respond to any loss, damage or liability.

BB

Date: *16 November*,2010

B Goldstein

.....
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 for and on behalf of **Beach Energy Limited** by its authorised representative:

Gordon Moseby
General Manager
Business Review & Planning

.....
Name (print)

.....
Signature

.....
Date

Signed for and on behalf of **Cooper Energy Limited** by its authorised representative:

.....
Name (print)

.....
Signature

.....
Date

THE SCHEDULE

DESCRIPTION OF AREA

All that part of the State of South Australia, bounded by a line joining points of coordinates set out in the following tables:

MGA Zone 54

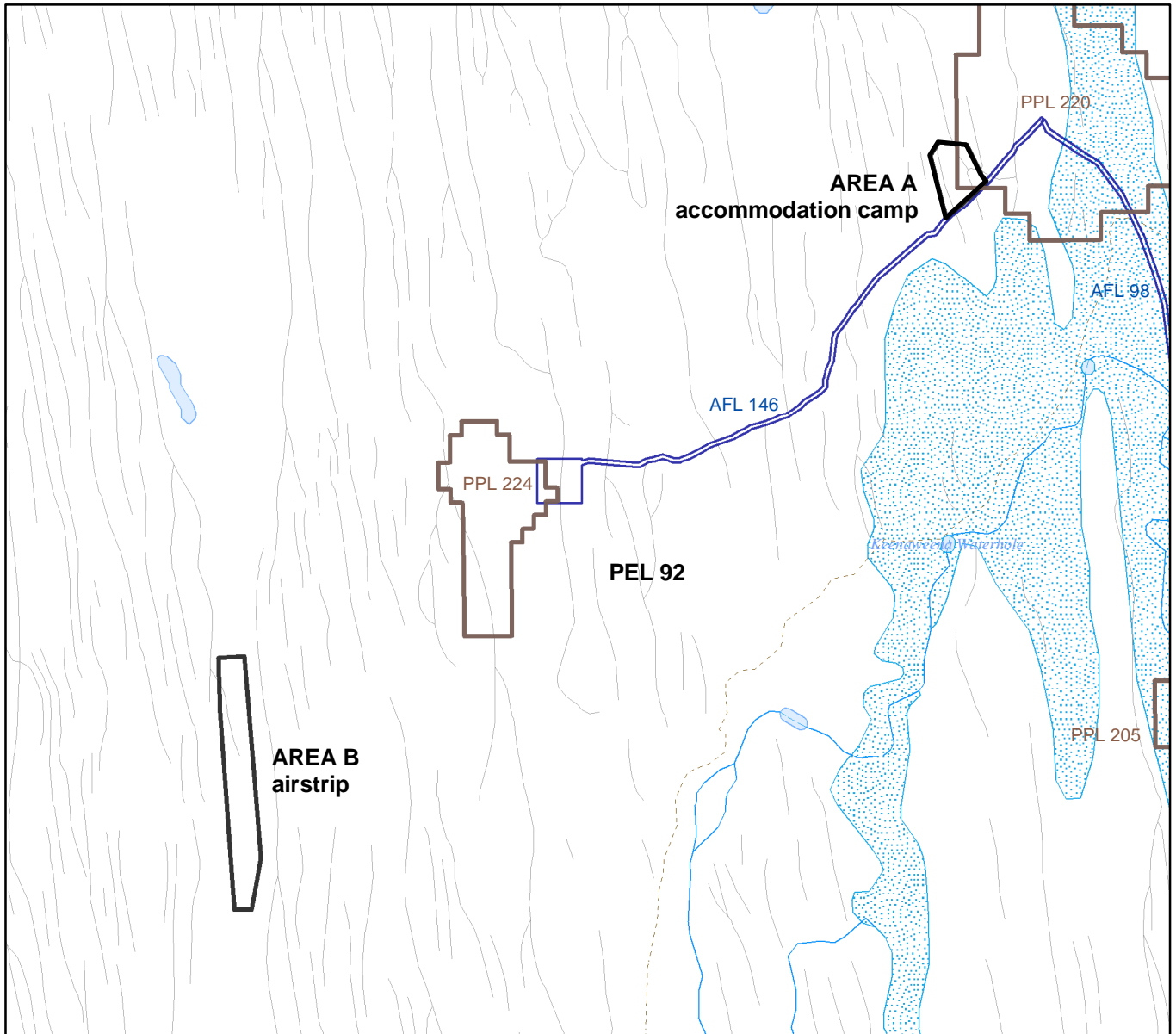
AREA A

336889.986mE 6909768.802mN
336833.262mE 6909837.124mN
336658.474mE 6910184.013mN
336337.612mE 6910215.317mN
336242.861mE 6910066.113mN
336424.232mE 6909338.648mN

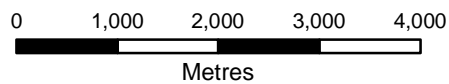
AREA B

328239mE 6901380mN
328078mE 6903653mN
328058mE 6904285mN
328357mE 6904304mN
328545mE 6901982mN
328434mE 6901382mN

AREA: **1.26** square kilometres approximately.



SCALE 1:75 000



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 ACTIVITIES LICENCE NO: 157

