

**INDEX OF DOCUMENTS HELD ON THE PUBLIC REGISTER FOR
SPECIAL FACILITIES LICENCE SFL 11**

1. 15 October 2014 Grant of Special Facilities Licence SFL 11.

Expiry date of SFL 11 is 14 October 2034.

Interests in the licence are:

Beach Energy Limited 100%
2. 15 October 2014 Yandruwandha/Yawarrawarrka Petroleum Conjunctive Indigenous Land Use Agreement Acceptance Deed dated 20 June 2014.
3. 15 October 2014 Memorandum entering grant of licence on the public register.
4. 23 October 2014 Gazettal of grant of licence.
5. 1 June 2015 Memorandum entering notation of the following document on the public register.

Approval and registration of the Transfer of Habanero Operating Base Agreement dated 14 March 2014 between Geodynamics Limited and Beach Energy Limited.
6. 15 December 2016 Memorandum entering notation of the following document on the public register.

Approval and registration of the Transfer of Darby's Bore (1st Bore) Letter Agreement dated 27 September 2016 between Geodynamics Limited and Beach Energy Limited.

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

GEOHERMAL RETENTION LICENCE
GRL 3

SPECIAL FACILITIES LICENCE
SFL 11

Notation of the approval and registration of the Transfer of Darby's Bore (1st Bore) Letter Agreement dated 27 September 2016 between Geodynamics Limited and Beach Energy Limited is hereby entered in 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: 15 December 2016

Ref: F2014/000480
27/2/423

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

**GEOHERMAL RETENTION LICENCE
GRL 3**

**SPECIAL FACILITIES LICENCE
SFL 11**

Notation of the approval and registration of the Transfer of Habanero Operating Base Agreement dated 14 March 2014 between Geodynamics Limited and Beach Energy Limited is hereby entered in 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: 1 June 2015

Ref: F2014/000480
SR 27/2/423

PETROLEUM AND GEOTHERMAL ENERGY ACT 2000

Grant of Special Facilities Licence—SFL 11

NOTICE is hereby given that the abovementioned Special Facilities Licence has been granted with effect from 15 October 2014, under the provisions of the Petroleum and Geothermal Energy Act 2000, pursuant to delegated powers dated 21 March 2012.

No. of Licence	Licensee	Locality	Expiry Date	Approximate Area in km ²
SFL 11	Beach Energy Limited	Cooper Basin	14 October 2034	0.62

Description of Area

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

27°48'35.47"	140°46'00.42"
27°48'53.38"	140°46'01.77"
27°48'53.48"	140°45'42.95"
27°48'47.61"	140°45'38.58"
27°48'47.57"	140°45'30.14"
27°48'56.17"	140°45'25.46"
27°49'19.79"	140°45'22.11"
27°49'15.17"	140°45'07.39"
27°48'55.60"	140°45'13.75"
27°48'50.59"	140°45'16.00"
27°48'45.71"	140°45'20.32"
27°48'41.92"	140°45'26.82"
27°48'43.98"	140°45'28.21"
27°48'49.01"	140°45'24.30"
27°48'50.05"	140°45'25.99"
27°48'56.35"	140°45'21.20"
27°48'56.86"	140°45'18.25"
27°48'54.88"	140°45'17.78"
27°48'55.12"	140°45'16.33"
27°48'55.45"	140°45'16.40"
27°48'55.54"	140°45'15.86"
27°48'56.02"	140°45'15.58"
27°48'56.05"	140°45'14.24"
27°48'58.00"	140°45'13.24"
27°49'00.34"	140°45'14.98"
27°49'00.80"	140°45'21.68"
27°48'57.52"	140°45'23.09"
27°48'56.47"	140°45'21.33"
27°48'50.00"	140°45'26.30"
27°48'48.94"	140°45'24.64"
27°48'44.09"	140°45'28.39"
27°48'44.35"	140°45'29.31"
27°48'43.98"	140°45'37.76"
27°48'39.53"	140°45'36.87"
27°48'38.13"	140°45'45"
27°48'39"	140°45'45"
27°48'40"	140°45'44"
27°48'46"	140°45'46"
27°48'44"	140°45'52"
27°48'38"	140°45'51"
27°48'39"	140°45'46"
27°48'38"	140°45'46"
27°48'38"	140°45'45.75"
27°48'35.47"	140°46'00.42"

All co-ordinates in GDA94.

Area: 0.62 km² approximately.

Dated 15 October 2014.

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

Petroleum and Geothermal Energy Act 2000
S.115

MEMORANDUM

SPECIAL FACILITIES LICENCE
SFL 11

1. This licence granted on 15 October 2014 is hereby entered on the licence register.
2. Interests in the licence are:-

Beach Energy Limited	100%
----------------------	------
3. Notation of receipt of security is hereby entered on the public register.
4. Yandruwandha / Yawarrawarrka Petroleum Conjunctive Indigenous Land Use Agreement Acceptance Deed dated 20 June 2014 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: 15 October 2014

File: F2014/000480

DATED

20th JUNE

2014

ACCEPTANCE DEED

CROWN SOLICITOR

Level 9, 45 Pirie Street, Adelaide SA 5000

TABLE OF CONTENTS

1.	COVENANT TO BE BOUND.....	1
2.	WHEN EFFECTIVE	1
3.	BENEFIT	2
4.	TERMS.....	2
5.	TYPE OF LICENCE TO BE AUTHORISED	2

Party

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

Introduction

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

1. **Covenant to be Bound**

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

2. **When Effective**

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

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

3. **Benefit**

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

4. **Terms**

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

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

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

- PEL(s)or
 - PPL(s)
- or**
- Additional Licence(s) - (insert description of type of licence and number if known)

Beach has lodged an application for a Special Facilities Licence (SFLA 11) for an operating base within the area of Geothermal Retention Licence (GRL) No. 003 near Innamincka, which is currently being operated by Geodynamics Limited.

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

Petroleum and Geothermal Energy Act 2000

SPECIAL FACILITIES LICENCE

SFL 11

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* and all other enabling powers, for and on behalf of Tom Koutsantonis, Minister for Mineral Resources and Energy (Minister), pursuant to delegated powers dated 21 March 2012, HEREBY GRANT to:

Beach Energy Limited
ACN 007 617 969

(hereinafter referred to as the Licensee) a Licence to operate and maintain an operating base in respect of the area set out below, to have effect for a period of twenty years and to expire on *14 October 2034* and carrying the right to further renewal terms subject to the provisions of the *Petroleum and Geothermal Energy Act 2000*.

KS/10/14 BF

DESCRIPTION OF AREA

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

CONDITIONS

1. The Licensee must operate and maintain an operating base in accordance with the Act, (including the mandatory conditions stipulated by the Act), the Regulations and Statement of Environmental Objectives.
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. The Licensee must:
 - (a) on commencement of regulated activities under this Licence, maintain in force during the term of this Licence public and products liability insurance to cover regulated activities under this Licence (including sudden and accidental pollution) in the name of the Licensee for a sum not less than 20 million dollars (\$20,000,000.00), or such greater sum as specified by the Minister, and make such amendments to the terms and conditions of the insurance as the Minister may from time to time require; and
 - (b) upon request by the Minister, provide the Minister with a cover note or certificate of currency of each insurance policy referred to in paragraph (a).
4. The Minister in specifying the levels of insurance accepts no liability for the completeness of their listing, the adequacy of the sum insured, the limit of liability, the scoped coverage, or the conditions or exclusions of these insurances in respect to how they may or may not respond to any loss, damage or liability.

5. The Licensee shall during periods determined by the Minister, lodge and maintain with the Minister, for the satisfaction of obligations arising under the Act or this licence, a security of \$50,000 (fifty thousand dollars) or such greater sum as specified by the Minister from time to time ("the Security"). The Security shall be lodged in the form of either;
- (a) cash; or
 - (b) an unconditional, irrevocable bank guarantee or letter of credit in a form, and from a financial institution, approved by the Minister,
- 5.1 Interest will not be payable by the Minister to the Licensee on any cash Security.
- 5.2 All charges incurred by the Licensee in obtaining and maintaining the Security shall be met by the Licensee.
- 5.3 If upon expiry, this Licence is not renewed and the Minister is satisfied that there are no further obligations under this Licence or the Act, the Minister will return the Security to the Licensee.
- 5.4 If upon expiry of this Licence this Licence is not renewed and the Minister is satisfied that there are no further obligations under this Licence or the Act, the Minister will return the Security to the Licensee.

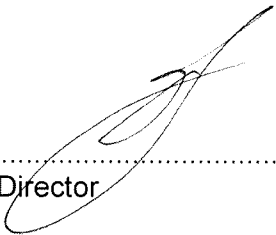
Date: 15 October 2014



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


EXECUTED BY THE LICENSEES:

EXECUTED by Beach Energy Limited (ACN 007 617 969)
in accordance with Section 127 of the
Corporations Act 2001 and its Constitution


.....
Signature of Director

Reg Nelson
Managing Director

.....
[Print Name of Director]


.....
Signature of Director/Secretary*

Cathy Oster
Company Secretary

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

10th October 2014
.....
Date

THE SCHEDULE
SPECIAL FACILITIES LICENCE

SFL 11

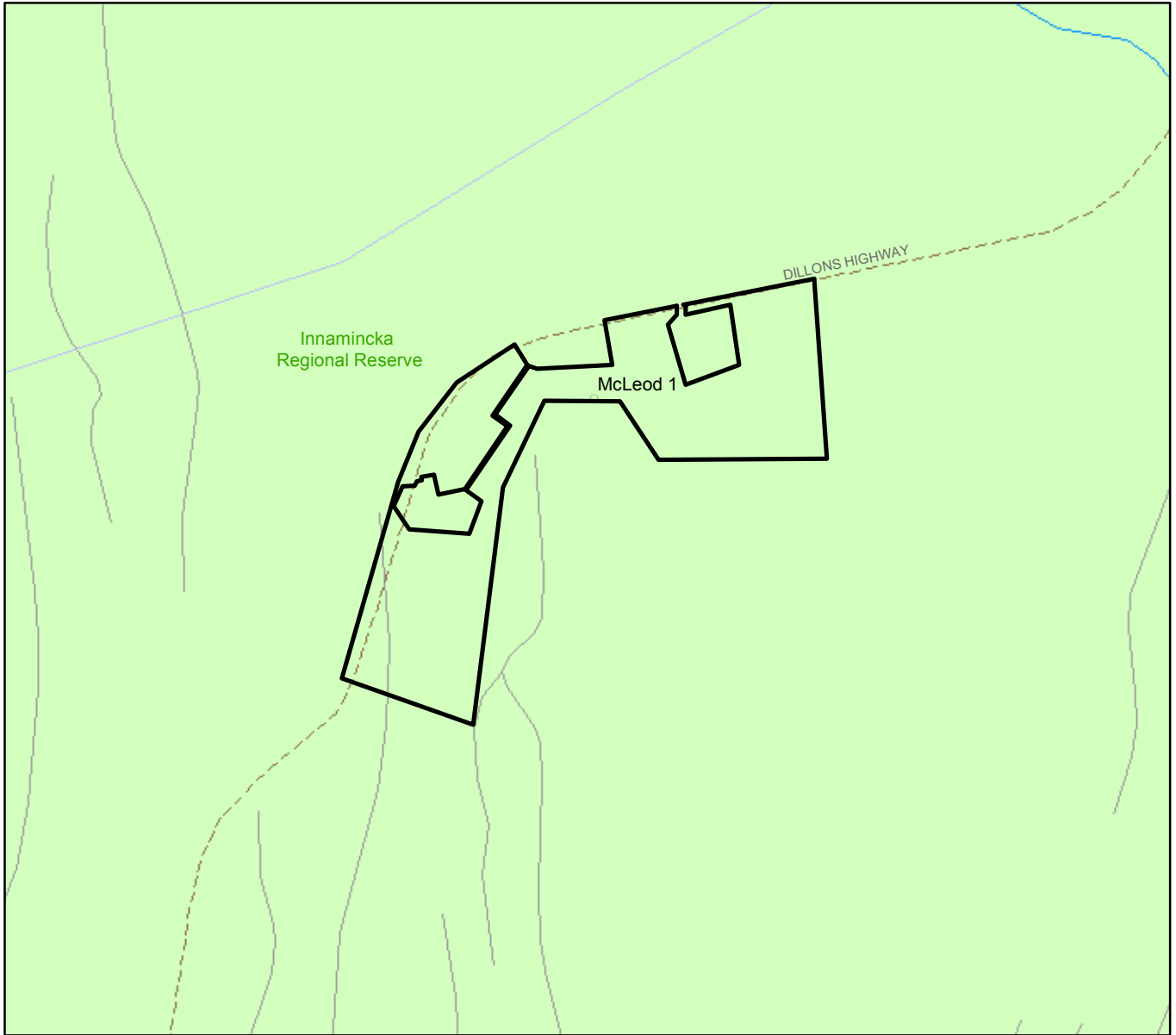
Description of Area

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

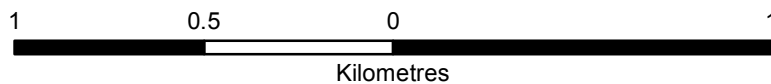
27°48'35.47"	140°46'00.42"
27°48'53.38"	140°46'01.77"
27°48'53.48"	140°45'42.95"
27°48'47.61"	140°45'38.58"
27°48'47.57"	140°45'30.14"
27°48'56.17"	140°45'25.46"
27°49'19.79"	140°45'22.11"
27°49'15.17"	140°45'07.39"
27°48'55.60"	140°45'13.75"
27°48'50.59"	140°45'16.00"
27°48'45.71"	140°45'20.32"
27°48'41.92"	140°45'26.82"
27°48'43.98"	140°45'28.21"
27°48'49.01"	140°45'24.30"
27°48'50.05"	140°45'25.99"
27°48'56.35"	140°45'21.20"
27°48'56.86"	140°45'18.25"
27°48'54.88"	140°45'17.78"
27°48'55.12"	140°45'16.33"
27°48'55.45"	140°45'16.40"
27°48'55.54"	140°45'15.86"
27°48'56.02"	140°45'15.58"
27°48'56.05"	140°45'14.24"
27°48'58.00"	140°45'13.24"
27°49'00.34"	140°45'14.98"
27°49'00.80"	140°45'21.68"
27°48'57.52"	140°45'23.09"
27°48'56.47"	140°45'21.33"
27°48'50.00"	140°45'26.30"
27°48'48.94"	140°45'24.64"
27°48'44.09"	140°45'28.39"
27°48'44.35"	140°45'29.31"
27°48'43.98"	140°45'37.76"
27°48'39.53"	140°45'36.87"
27°48'38.13"	140°45'45"
27°48'39"	140°45'45"
27°48'40"	140°45'44"
27°48'46"	140°45'46"
27°48'44"	140°45'52"
27°48'38"	140°45'51"
27°48'39"	140°45'46"
27°48'38"	140°45'46"
27°48'38"	140°45'45.75"
27°48'35.47"	140°46'00.42"

All coordinates in GDA94

AREA: **0.62** 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

SPECIAL FACILITIES LICENCE NO: 11



Government of South Australia
Department of State Development

2014/000480

AREA: **0.62** sq km (approx)