

**INDEX OF DOCUMENTS HELD ON THE PETROLEUM REGISTER FOR
ASSOCIATED ACTIVITIES LICENCE AAL 215**

1. 18 December 2014 Grant of Associated Activities Licence AAL 215.

Interests in the licence are:

Beach Energy Limited	75%
Cooper Energy Limited	25%

2. 18 December 2014 Memorandum entering grant of licence on the public register.

3. 8 January 2015 Gazettal of grant of licence.

4. 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

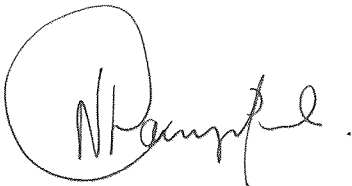
MEMORANDUM

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

Grant of Associated Activities Licences—AALs 214, 215, 216 and 217

NOTICE is hereby given that the undermentioned Associated Activities Licences have been granted with effect from 18 December 2014, under the provisions of the Petroleum and Geothermal Energy Act 2000, pursuant to delegated powers dated 21 March 2012.

No. of Licence	Licensees	Area in km ²	Adjunct to Petroleum Production Licence No.	Locality	Reference
AAL 214		0.38	PPL 245		F2014/1012
AAL 215	Beach Energy Limited	0.19	PPL 247	Cooper Basin	F2014/1013
AAL 216	Cooper Energy Limited	0.10	PPL 246		F2014/1014
AAL 217		0.19	PPL 250		F2014/1015

Further information about the licences including descriptions of the licence areas is available for viewing on the Department of State Development Petroleum website via the following link:

<http://www.pir.sa.gov.au/petroleum/licensing/register/afl>

Dated 18 December 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

ASSOCIATED ACTIVITIES LICENCE
AAL 215

1. This Licence granted on 18 December 2014 is hereby entered on the public register.
2. Interests in the licence are:-

Beach Energy Limited	75%
Cooper Energy Limited	25%



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

Date: 18 December 2014

File: F2014/001013

Petroleum and Geothermal Energy Act 2000

ASSOCIATED ACTIVITIES LICENCE

AAL 215

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

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 247 in respect of the area set out below, to have effect from 18 December 2014 subject to the provisions of the *Petroleum and Geothermal Energy Act 2000*.

18/12/14 BAW

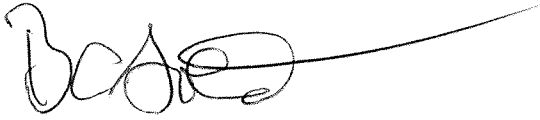
DESCRIPTION OF AREA

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 maintenance and operation of a flowline and associated facilities within the area as defined in the Schedule hereto.
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 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).
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.

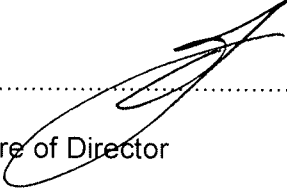
Date:.....18 December 2014.....

A handwritten signature in black ink, appearing to read 'BAG', with a long horizontal line extending to the right.

.....
BARRY A. GOLDSTEIN
Executive Director
Energy Resources Division
Department of State Development
Delegate of 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

.....

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)

EXECUTED by Cooper Energy Limited (ACN 096 170 295)
in accordance with Section 127 of the
Corporations Act 2001

.....

Signature of Director

David Maxwell
Managing Director
Cooper Energy Limited

.....
[Print Name of Director]

.....

Signature of Director/Secretary*

Alison Evans
Company Secretary & Legal Counsel
Cooper Energy Limited

.....
[Print Name of Director/Secretary*]

(*delete the inapplicable)

THE SCHEDULE
ASSOCIATED ACTIVITIES LICENCE

AAL 215

Description of Area

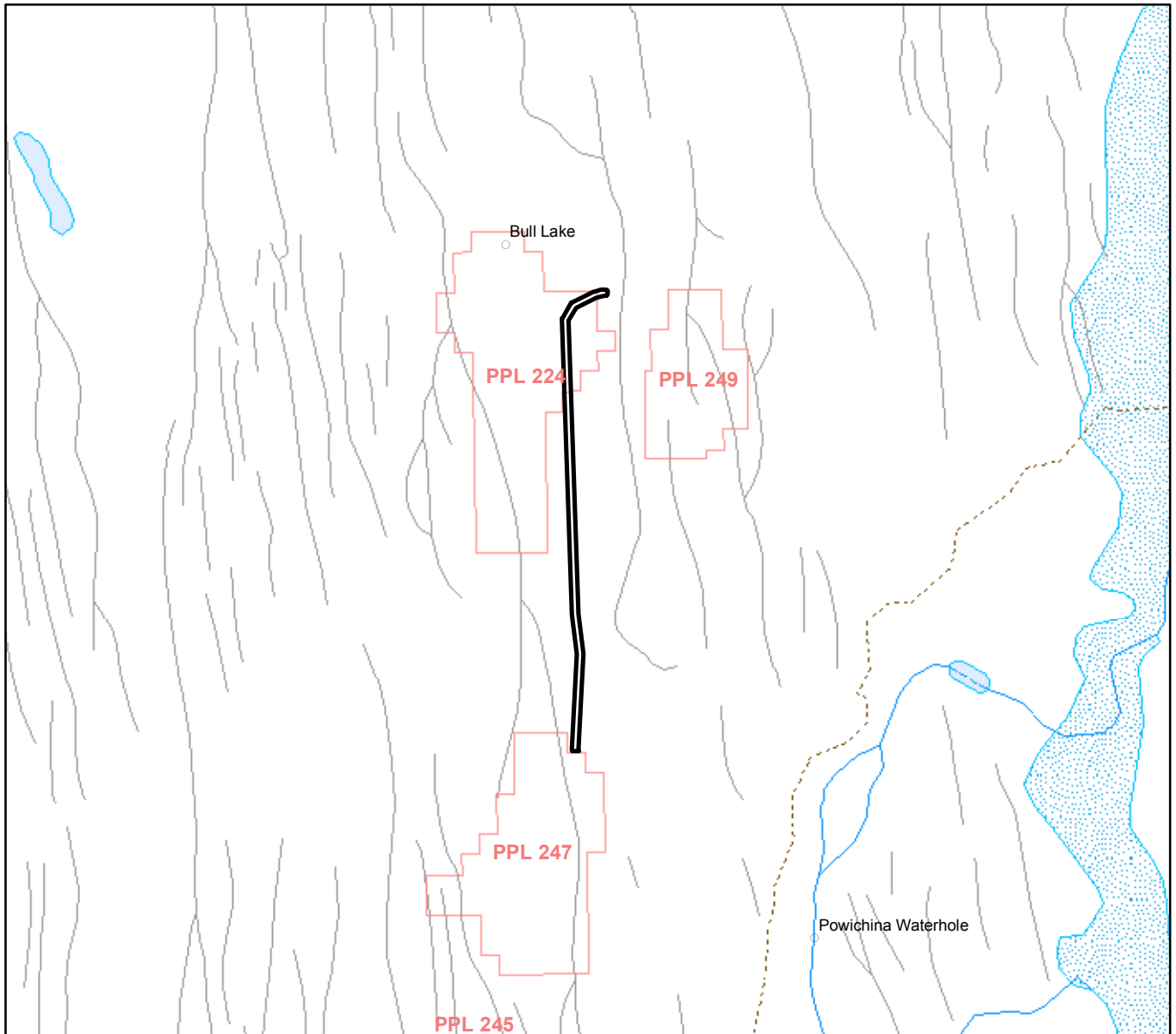
All that part of the State of South Australia, bounded as follows:

a corridor 50 metres wide centred on a line between coordinates:

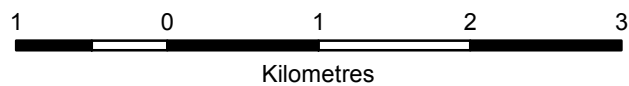
331880.70mE 6906520.20mN
331858.40mE 6906518.20mN
331806.10mE 6906503.70mN
331643.70mE 6906424.40mN
331576.40mE 6906312.40mN
331655.20mE 6904056.00mN
331692.90mE 6903748.30mN
331654.70mE 6903018.20mN
331656.65mE 6903001.96mN

All coordinates in GDA94, Zone 54

AREA: **0.19** 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 Australian Geodetic Datum (AGD66), the Geocentric Datum of Australia (GDA94) and the schedule.

THE PLAN HEREINBEFORE REFERRED TO

ASSOCIATED ACTIVITIES LICENCE NO: 215