



Australian Government
**Department of Industry, Science,
 Energy and Resources**

PDR no.

MS21-000646

Adviser

Ministerial Submission Coversheet

| | |
|------------------------|--|
| Subject | Suspension, Extension and Variation Application – Petroleum Exploration Permit PEP-11 (Asset Energy) |
| Client (if applicable) | Asset Energy Pty Ltd |

| | | |
|------------------|--|-----------------|
| Division | | |
| Contact officer | Norelle Laucher A/General Manager – Offshore Resources Branch | Telephone s 47F |
| Cleared by (SES) | Sean Sullivan Deputy Secretary | Telephone |

| FOR MO/AMO USE ONLY: | Scheduled date | Actual date |
|------------------------------|----------------|-------------|
| Date registered | | |
| Dept to Minister's Office | | |
| DLO to Adviser(s) | | |
| Adviser(s) to Chief of Staff | | |
| Chief of Staff to Minister | | |

| FOR ADVISERS/CHIEF OF STAFF USE ONLY: | Yes / No | Comments |
|---------------------------------------|--|----------|
| Relevant | <input type="checkbox"/> Yes / <input type="checkbox"/> No | |
| Timely | <input type="checkbox"/> Yes / <input type="checkbox"/> No | |
| Quality/Accuracy | <input type="checkbox"/> Yes / <input type="checkbox"/> No | |



The Prime Minister
For Action

MS21-000646

Subject: SUSPENSION, EXTENSION AND VARIATION APPLICATION -
PETROLEUM EXPLORATION PERMIT PEP-11 (ASSET ENERGY)

Timing: Routine

Recommendations: That you

- | | |
|---|---|
| 1. Note there are three options to resolve the suspension, extension and variation applications for the Petroleum Exploration Permit PEP-11 (PEP-11) | Noted/Please discuss |
| 2. Indicate your preferred option and sign the corresponding letter: | |
| a. Option A: refuse the title and sign the letter to the NSW Joint Authority Minister at <u>Attachment M</u> notifying your intent to refuse. | Agreed/Signed OR Not agreed/not signed |
| b. Option B: approve the application with a condition on the title, and sign the letter to the NSW Minister at <u>Attachment L</u> notifying of your decision. | Agreed/Signed OR Not agreed/not signed |
| c. Option C: approve the application and sign the letter to the NSW Minister at <u>Attachment L</u> notifying of your decision. | Agreed/Signed OR Not agreed/not signed |

Scott Morrison.....

Date: / /2021

Comments:

Key Points:

- On 17 February 2021, Former Minister Barilaro, as the responsible State Minister in the Commonwealth-New South Wales Offshore Petroleum Joint Authority (the Joint Authority), wrote to Minister Pitt with his recommendation that the Joint Authority should *refuse* the applications dated 23 January 2020 in relation to PEP-11 (see Attachment A). The applications are for:
 - a 24 month suspension of Permit Year 4;
 - a 24 month extension to the permit term; and
 - a work program variation to replace the Permit Year 5 seismic survey commitment with post-well studies.
- Former Minister Barilaro cited his reason to refuse arose from concerns about the difference between state and Commonwealth legislation and that he agreed with a previous refusal decision from his predecessor in June 2016.

3. The National Offshore Petroleum Titles Administrator's (NOPTA) advice to the Joint Authority was a recommendation to *approve* the suspension, extension and variation applications (see Attachment B). NOPTA provided further information on 8 December 2021 which included copies of media releases and Asset Energy's monthly reports to NOPTA (see Attachment I).
4. You have previously been appointed to administer the Department of Industry, Science, Energy and Resources. This appointment allows you to be the responsible Minister for matters within that Portfolio, if and when required. The *Offshore Petroleum and Greenhouse Gas Storage Act 2006* (the Act) is administered in that Portfolio.
5. In this situation, if you intend to make a decision on the application as the responsible Commonwealth Minister, you have the following options to settle the matter:
 - a. Option A: Refuse the applications. This should, for good administrative practice, trigger a procedural fairness step, where you write to the National Offshore Petroleum Titles Administrator (NOPTA) notifying of the Joint Authority's intention to refuse and afford the applicants 30 days to respond.

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- ii. Community opposition and environmental concerns are matters you may have regard to, and you can determine the weight to give them. However, public interest grounds cannot be the sole reason for refusing this request.
 - iii. The commercial circumstances cited by Asset Energy as reasons for delays are another relevant consideration, as it does not constitute force majeure as defined in the *Offshore Petroleum Exploration Guideline: Work-bid*. The applicant has had adequate time to progress their work program, with three suspension and extension requests approved since the renewal of its permit in 2012. Asset Energy is also still in the process of raising capital to fund its work program commitments.
 - b. Option B: Approve the applications granting an additional 24 months, with the addition of a condition on the title. Section 59(2) of the Act allows the responsible Commonwealth Minister to decide the matter where there is disagreement between the State and Commonwealth Ministers. This option would only provide Asset Energy until 12 February 2022, which is not sufficient time to complete its Year 4 work program (which includes drilling a well).
 - c. Option C: Approve the applications for 24 months and exercise your discretion to grant an additional 12 months (bringing the total time to a 36 month period). This option provides additional time in recognition that the Joint Authority decision making process has consumed 22 months of the 24 months sought, thereby making it certain that further applications for additional time will be required.
6. Analysis of the risks associated with these options, and proposed reasoning is in Attachment E.
7. Asset Energy has proceeded with tendering and confirming contracts to carry out work in the area, such as appointing a consultant to prepare an environment plan and letter of intents to award contracts for work in preparation of drilling an exploration well (see Attachment I). Asset Energy has also approached NOPSEMA to engage in discussions on their approach to the development and submission of an environment plan.

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SENSITIVE: SUBJECT TO LEGAL PROFESSIONAL PRIVILEGE

LEX 71731 - Document 1

8. Asset Energy wrote to NOPTA on 2 December 2021 asking for advice on the partial surrender of some blocks within PEP-11 to the South and closest to the coast. No formal application for a surrender has been received by NOPTA to date (see Attachment J).
9. We will work with your office on any announcements going forward to manage sensitivities.

Data referenced: Nil.

Consultation: Australian Government Solicitor, Department of the Prime Minister and Cabinet, Legal (DISER), Audit and Assurance Branch (DISER), NOPTA, Department of Regional NSW.

Clearance Officer:

Sean Sullivan
Deputy Secretary

s 47F

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Contact Officer:

Norelle Laucher
A/g General Manager
Offshore Resources Branch

s 47F

MLO Version:

ATTACHMENTS

- A: Letter from the Hon John Barilaro MP, regarding PEP-11 decision.
 - B: NOPTA's advice of 29 April 2020.
 - C: Suspension, extension and variation application from Asset Energy of 23 January 2020.
 - D: Response of 6 August 2020 by Asset Energy to the Joint Authority's RFI dated 2 July 2020.
 - E: Risks and relevant matters for each decision option.
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- G: Indicative timeline for potential decision making scenarios.
 - H: History of Petroleum Exploration Permit PEP-11.
 - I: Further information from NOPTA 8 December 2021
 - J: Asset Energy's request for advice on partial surrender of blocks within PEP-11
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- L: Commonwealth JA Letter DRAFT approval letter 24 months (Option B) OR 36 months (Option C)- initial application
 - M: Commonwealth JA Letter DRAFT refusal letter – Initial application

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Australian Government

National Offshore Petroleum Titles Administrator

Delegates of the Commonwealth-New South Wales Offshore Petroleum Joint Authority for Decision
29 April 2020

**APPLICATION FOR A VARIATION AND SUSPENSION OF WORK PROGRAM COMMITMENTS AND
EXTENSION OF PERMIT TERM – PETROLEUM EXPLORATION PERMIT NSW/PEP-11**

Purpose: To inform the decision of the Commonwealth-New South Wales Offshore Petroleum Joint Authority (**the Joint Authority**) in relation to an application made under section 264 and 265 of the *Offshore Petroleum and Greenhouse Gas Storage Act 2006* (**the Act**) and the *Offshore Petroleum Exploration Guideline: Work-bid* (**the Guideline**).

| | |
|------------------------------|--|
| TITLE | Petroleum Exploration Permit NSW/PEP-11 (PEP-11) Title location map: Figure 1 . Current work program: Table 1 . |
| TITLEHOLDERS | Asset Energy Pty Ltd (Asset) Bounty Oil & Gas NL (Bounty) |
| TIMING OF APPLICATION | Validly submitted 23 January 2020 – prior to the end of Permit Year 4 (12 February 2020). |
| APPLICATION DETAIL | <ul style="list-style-type: none"> • NEATS Ref Z4NMT2 • 24 month suspension of Permit Year 4 work program • 24 month extension of the permit term. • secondary term variation of Permit Year 5 <p>The suspension and extension have been applied for on <i>force majeure</i> grounds. NOPTA has assessed it on its merits.</p> <p>Proposed work program: Table 2.</p> |
| SECTIONS OF THE ACT | Sections 264 and 265 of the Act . |
| RELEVANT GUIDELINE | Paragraphs 2.6 - 2.8, 2.13 - 2.15, 2.28 and 2.29 of the Guideline . |
| NOPTA ADVICE | <ol style="list-style-type: none"> 1. Approve 24 months suspension to Permit Year 4 and a corresponding 24 months extension of the permit term in accordance with the Act and on merit. 2. Approve a secondary variation to Permit Year 5 in accordance with the Act and Guideline. 3. Convey the following to the applicant, via NOPTA: <ol style="list-style-type: none"> i) Condition 1 of the title remains in force, as such monthly reporting is still required; and that ii) The Joint Authority expects that the titleholders will meet with NOPTA within 12 months of this letter to discuss progress on approvals and contracting. <p>A draft letter to the titleholder (Attachment 1) and a draft instrument (Attachment 2) reflecting the recommendations are provided with this assessment for your review.</p> |
| DECISION DUE | State Delegate: 12 May 2020 Commonwealth Delegate: 14 May 2020 |
| APPLICATION OVERVIEW | Asset has made an application for a 24 month suspension of Permit Year 4 with a corresponding extension to the permit term and a secondary term variation to Permit Year 5 to replace the |

acquisition of 500 km² of 3D seismic data with post well studies. Asset states that during 2019 it went through a change in its board with a corresponding change to its exploration strategy – to prioritise exploration drilling over the acquisition of new 3D seismic data prior to drilling. Asset states that it has previously drilled in the permit using 2D data, resulting in the New Seaclem-1 exploration well (2010).

Asset is claiming *force majeure* circumstances around the activities of MEC Resources Ltd (MEC), the parent company of Asset, and that the legal matters relating to this has caused significant delays to progress on the work program commitments in PEP-11. It considers that a 3D seismic data acquisition in the area near Newcastle is not acceptable to the local community. It also states that there is a significant need for gas on the east coast of Australia, and that it considers that drilling an exploration well has substantial community benefit.

The changes in the board and control of the company over recent years has impacted on the direction and progress of the work program. In early 2019, before entering Permit Year 4, the previous board of Asset applied to vary the work program commitments in Permit Years 4 and 5 in order to conduct the 3D seismic survey (planned for Permit Year 5) prior to drilling an exploration well. NOPTA's advice on that application was sent to the Joint Authority on 25 March 2019.

On 23 October 2019, Asset's new board withdrew the application before the Joint Authority had made its decision, as drilling was now preferred to seismic acquisition. In its application Asset states that the internal conflicts have now resolved to a point where the work program can progress, and the new strategy is to drill an exploration in PEP-11.

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Asset has

also provided a schedule for the suspended Permit Year 4 activities (**Figure 2**).

| | |
|-----------------------------|---|
| PRIOR USAGE RIGHT | No |
| OTHER CONSIDERATIONS | <p>Acquisition report and data – Baleen 2D HR Seismic Survey 2018</p> <p>The titleholder failed to submit the complete survey acquisition report and data by the negotiated due date under regulation 7.16. As of the date of this advice the Titleholder has complied with all data submission requirements, noting –</p> <ul style="list-style-type: none"> the initial submission was completed four months after the extended due date once followed up, the Titleholder was extremely responsive and worked quickly to remove any grounds for cancellation NOPTA will be writing to the Titleholder to emphasise the importance of meeting regulatory timeframes and expectations in relation to their next regulatory submission. |

| | |
|---|--|
| | <p>The completion of this submission removed any grounds for cancellation under section 274 of the Act.</p> <p>Monthly reporting Asset has been submitting the monthly progress reports as expected by the Joint Authority. These reports have been briefly outlining the discussions Asset has been having with various providers regarding accessing a rig for drilling in PEP-11.</p> <p>Financial Capacity A review of the financial capacity of the titleholders to undertake the work program activities and based on publicly available information has been completed at the request of the Joint Authority (Attachment 5).</p> <p>Detailed information with respect to the titleholders is also provided. (Attachment 6).</p> |
| <p>ASSESSMENT OF APPLICATION</p> <p>Permit Year 4 Suspension and Extension of the permit term NOPTA does not consider Asset's internal board issues and dispute with parent entity MEC as <i>force majeure</i> circumstances as outlined by paragraph 2.13 of the Guideline. Nevertheless, these issues have impacted on the direction of the exploration strategy and the timing to plan and drill an exploration well.</p> <p>The decision to withdraw the previous application in late 2019 resulted in PEP-11 entering Permit Year 4 and the titleholders committing to drill less than four months from the end of that permit year. This decision left insufficient time in Permit Year 4 to deliver an exploration well, and there is merit in provision of additional time to enable drilling.</p> <p>NOPTA has assessed this application on its merits taking into account the usual timeframes that are required to successfully carry out the planning and drilling of an exploration well. The schedule provided by Asset (Figure 2) appears to present a reasonable estimation of the key activities required to deliver an exploration well in normal circumstances. NOPTA acknowledges that Asset has allowed for a generous amount of time relating to the Joint Authority decision making process for this application and advises that any extension of this aspect of the timeframe will adversely impact the remainder of the schedule. The current inability of operators to undertake offshore petroleum operations due to the COVID-19 pandemic has also been considered.</p> <p>NOPTA considers that Asset has provided reasonable supporting evidence that it has been progressing plans to drill in PEP-11, s 22 , and the descriptions of activity in its monthly reports to NOPTA.</p> <p>Since the application was submitted, there has been a significant increase in uncertainty relating to future rig availability and contract opportunities due to the restrictions associated with the COVID-19 pandemic. s 22</p> | |

NOPTA considers that it is reasonable for the titleholder to not financially commit to contracts at the current time with respect to drilling and preparation of an environment plan prior to receiving a decision on this application. The duration of the requested period of suspension and extension is lengthy and NOPTA advises that it would be reasonable to expect Asset to meet with NOPTA to discuss the progress towards obtaining relevant approvals and contracting within 12 months from the approval of this application.

Permit Year 5 Secondary Work Program Variation

NOPTA considers that the proposed variation to replace the acquisition of 3D seismic data with post well studies in Permit Year 5 is logical and warranted given that there is a guaranteed well commitment in Permit Year 4. From the proposed schedule it appears that only two months are likely to be available to evaluate the well results before entering Permit Year 5. NOPTA expects that a full year of evaluation will generally be required to incorporate drilling results into the interpretation of the prospectivity of the permit.

NOPTA advises that Asset's variation request is reasonable and is in accordance with the Act and the Guideline that relates to secondary work program variations.

| | | | |
|-----------------------|---------------------------------------|-----------------|--|
| NOPTA CONTACT: | s 47F Assistant Manager Titles | s 47F | Email: titles@nopta.gov.au |
| ENDORSED BY | Graeme Waters Titles Administrator | Signature s 47F | |

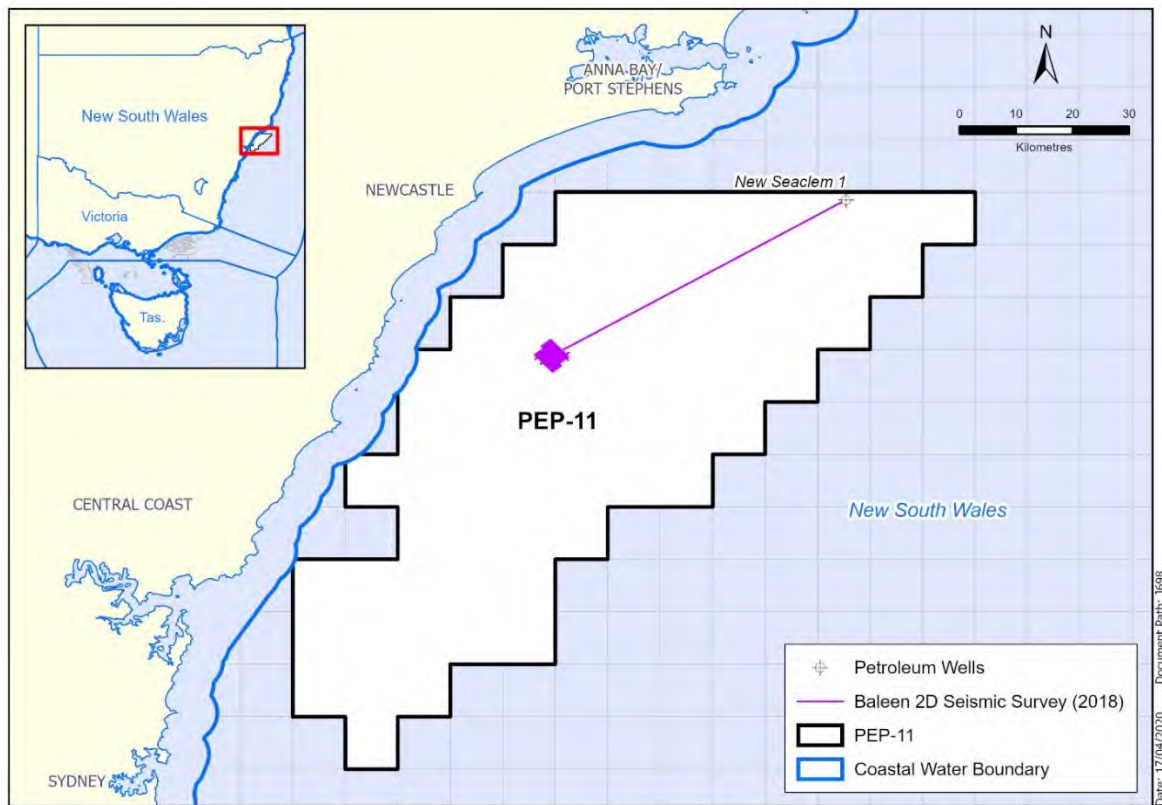


Figure 1: PEP-11 location map (source: NOPTA)

| RESOURCE PLAN FOR ASSET ENERGY LIMITED | | | | 2020 | | | | | | | | | | | | 2021 | | | | | | | | | | | | 2022 | | | |
|---|-------------|-------------|------|------|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|------|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|------|-----|-----|--|
| | Start | Finish | Days | Feb | Mar | Apr | May | Jun | Jul | Aug | Sep | Oct | Nov | Dec | Jan | Feb | Mar | Apr | May | Jun | Jul | Aug | Sep | Oct | Nov | Dec | Jan | Feb | Mar | Apr | |
| TASK NAME | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| NOPTA decision timeframe | 25-Mar-2020 | 25-Sep-2020 | 184 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| PEP 11 Drilling program - Baleen | 26-Sep-2020 | 16-Nov-2021 | 416 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Procure long lead items | 24-Jan-2021 | 5-Jun-2021 | 132 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Casing - source evaluate and RFA | 24-Jan-2021 | 6-May-2021 | 102 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Wellheads and conductor – source evaluate and RFA | 14-Mar-2021 | 20-Jun-2021 | 98 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Bits | 31-Mar-2021 | 24-Jul-2021 | 115 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rig contracting | 15-Feb-2021 | 4-May-2021 | 78 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rig special requirements | 7-Mar-2021 | 23-May-2021 | 77 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Services contracting | 28-Feb-2021 | 30-Jul-2021 | 152 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Drilling logistics support | 23-Feb-2021 | 2-Aug-2021 | 160 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Marine | 3-Mar-2021 | 30-Jul-2021 | 149 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Helicopters | 23-Feb-2021 | 30-Jul-2021 | 157 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Fuel requirements | 13-Jul-2021 | 23-Jul-2021 | 10 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Shore based logistics | 4-Apr-2021 | 2-Aug-2021 | 120 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Well design programmes and preparation | 1-Feb-2021 | 30-Jul-2021 | 179 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rig move preparation (other requirements) | 28-Jul-2021 | 23-Aug-2021 | 26 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rig on contract | 11-Sep-2021 | 16-Sep-2021 | 5 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Spud well | 16-Sep-2021 | 17-Sep-2021 | 1 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Drilling and testing | 17-Sep-2021 | 16-Nov-2021 | 60 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rig release | 16-Nov-2021 | 17-Nov-2021 | 1 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Regulatory approvals | 4-Oct-2020 | 15-Mar-2021 | 162 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Drilling NOPSEMA approval | 4-Oct-2020 | 7-Mar-2021 | 154 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Drilling environmental plan | 4-Oct-2020 | 28-Nov-2020 | 55 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Oilspill contingency plan (OSCP) | 1-Feb-2021 | 1-Jun-2021 | 120 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Safety case (SC) / Safety case revision (SCR) | 25-May-2021 | 26-Jul-2021 | 62 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Emergency response plan (ERP) | 1-Feb-2021 | 12-Jul-2021 | 161 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Post well studies | 17-Nov-2021 | 24-Feb-2022 | 99 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Permit Year 4 currently ends | | 12-Feb-2020 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Permit Year 4 with a 24 month S&E | | 12-Feb-2022 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

Figure 2: Proposed schedule for the requested 24 month suspension of Permit Year 4 (source: Application, modified by NOPTA)

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Table 1: Current work program and work completed

| Year | Permit Year Starts | Permit Year Ends | Activity Description | Actual Work Completed |
|------|--------------------|------------------|--|---|
| 1 | 13/08/2012 | 12/08/2013 | 2,000 km seismic reprocessing Geotechnical studies | <ul style="list-style-type: none"> Reprocessed 61.5 km 2D Vintage Data (Dayboro Geo) Prior to renewal of the permit reprocessed 1,308 line km 2D Vintage Data (CSIRO, 2009), 75 line km 2D Vintage Data (Co-sail, 2009), and 1,463 km Baleen 2D Survey (Fugro, 2010). This work was claimed against the Year 1 commitment Review of data for Fish Prospect |
| 2 | 13/08/2013 | 12/02/2019 | 200 km 2D seismic survey Geotechnical studies <u>9/2/2015</u> - 12 month suspension approved on <i>force majeure</i> grounds <u>18/1/2016</u> - Variation of Additional Condition 2 and 12 month suspension and extension of Permit Years 2&3 approved <u>8/01/2018</u> – 30 months suspension and extension of Permit Years 2&3 | <ul style="list-style-type: none"> Baleen 2D HR Seismic Survey completed in 2018. A total of 205.4 line km acquired Petroleum play elements and risk factor study Prospects and leads analysis |
| 3 | 13/08/2015 | 12/02/2019 | Geotechnical studies | <ul style="list-style-type: none"> Permit Year 3 ran in conjunction with Permit Year 2. Work as described above |
| 4 | 13/02/2019 | 12/02/2020 | One exploration well | <ul style="list-style-type: none"> Commenced preparation for drilling ATAR due 12 September 2020 |
| 5 | 13/02/2020 | 12/02/2021 | 500 km ² 3D seismic survey | |

Table 2: Proposed revised work program

| Year | Permit Year Starts | Permit Year Ends | Activity Description | Indicative Expenditure (\$ AUD) |
|------|--------------------|-------------------|---|---------------------------------|
| 1 | 13/08/2012 | 12/08/2013 | 2,000 km seismic reprocessing Geotechnical studies | 250,000 |
| 2 | 13/08/2013 | 12/02/2019 | 200 km 2D seismic survey Geotechnical studies | 2,000,000 |
| 3 | 13/08/2015 | 12/02/2019 | Geotechnical studies | 350,000 |
| 4 | 13/02/2019 | 12/02/2022 | One exploration well | 15,000,000 |
| 5 | 13/02/2022 | 12/02/2023 | Post well studies | 250,000 |



Australian Government
National Offshore Petroleum
Titles Administrator

[insert date]

Mr David Breeze
Director, Asset Energy Pty Ltd
PO Box 317
NORTH PERTH WA 6906

Alluvion Building
Level 8, 58 Mounts Bay Road Perth WA 6000
GPO Box 7871, Perth WA 6850
www.nopta.gov.au

ABN 74 599 608 295

By email to: david@grandbridge.com.au
geo@bountyoil.com

NEATS Ref: Z4NMT2

Dear Mr Breeze

**APPLICATION FOR VARIATION AND SUSPENSION OF WORK PROGRAM
COMMITMENT(S) AND EXTENSION OF PERMIT TERM: PETROLEUM
EXPLORATION PERMIT NSW/PEP-11**

I refer to the application validly submitted on 23 January 2020 for a secondary work program variation and a suspension of the Permit Year 4 work program commitments, with a corresponding extension of the permit term, relating to Petroleum Exploration Permit NSW/PEP-11 (**PEP-11**) under the *Offshore Petroleum and Greenhouse Gas Storage Act 2006* (the **Act**).

The Commonwealth-New South Wales Offshore Petroleum Joint Authority (the **Joint Authority**) in accordance with sections 264 and 265 of the Act has approved a secondary work program variation, and a 24 month suspension of the Permit Year 4 work program commitment with a corresponding 24 month extension of the permit term. As a result, Permit Year 4 will end on 12 February 2022 and the permit term will end on 12 February 2023.

Please find enclosed a copy of the instrument for your records.

In approving the application, the Joint Authority requested that I convey the following:

- Condition 1 of the title remains in force, as such monthly reporting is still required; and
- It is the Joint Authority's expectation that the titleholders meet with NOPTA within 12 months of this letter to discuss progress on approvals and contracting.

If you have any queries, please contact **Js 47F**
titles@nopta.gov.au.

or

Yours sincerely

Graeme Waters
Titles Administrator

Enc: Instrument
Cc: geo@bountyoil.com

COMMONWEALTH OF AUSTRALIA

Section 264 and Section 265
Offshore Petroleum and Greenhouse Gas Storage Act 2006

**VARIATION, SUSPENSION AND EXTENSION
 OF PETROLEUM EXPLORATION PERMIT NSW/PEP-11**

I, **GRAEME ALBERT WATERS**, the National Offshore Petroleum Titles Administrator, on behalf of the Commonwealth-New South Wales Offshore Petroleum Joint Authority hereby

1. suspend the Permit Year 4 work program conditions of Petroleum Exploration Permit NSW/PEP-11 for 24 months to 12 February 2022; and
2. extend the term of Petroleum Exploration Permit NSW/PEP-11 by 24 months to 12 February 2023
3. vary the Permit Year 5 minimum work requirements of Petroleum Exploration Permit NSW/PEP-11

by deleting the table in the permit title instrument and replacing it with the following table.

| Year of Permit Term | Permit Year Starts | Permit Year Ends | Minimum Work Requirements | Estimated Expenditure Constant dollars (indicative only) \$A |
|----------------------------|---------------------------|-------------------------|---|---|
| 1 | 13/08/2012 | 12/08/2013 | 2,000 km Seismic Reprocessing Geotechnical Studies | 250,000 |
| 2 | 13/08/2013 | 12/02/2019 | 200 km 2D seismic survey Geotechnical Studies | 2,000,000 |
| 3 | 13/08/2015 | 12/02/2019 | Geotechnical Studies | 350,000 |
| 4 | 13/02/2019 | 12/02/2022 | One exploration well | 15,000,000 |
| 5 | 13/02/2022 | 12/08/2023 | Post well studies | 250,000 |

Dated this **X** day of [month] 2020.

Made under the *Offshore Petroleum and Greenhouse Gas Storage Act 2006*
 of the Commonwealth of Australia

GRAEME ALBERT WATERS
 TITLES ADMINISTRATOR
 ON BEHALF OF THE COMMONWEALTH-NEW SOUTH WALES
 OFFSHORE PETROLEUM JOINT AUTHORITY

s 22 - Pages 15 to 153 removed under section 22 as irrelevant material (business information on third parties)

Titleholder History

PEP-11 granted 24/06/1999 to Flare Petroleum NL (ACN 079 243 977) who became a wholly owned subsidiary of Daytona Energy Corporation (registered in Canada) from December 1999.

Change of title ownership history

| Date | Description |
|----------------------------|--|
| 19 October 2001 | Farm-in Agreement NSW/PEP-11 Offshore Sydney btn <ul style="list-style-type: none"> Bounty Oil & Gas NL (ACN 090 625 353) Flare Petroleum NL |
| 19 October 2001 | Transfer of title <ul style="list-style-type: none"> Bounty Oil & Gas NL 25% Flare Petroleum NL 75% |
| 26 August 2002 | Transfer of title <ul style="list-style-type: none"> Bounty Oil & Gas NL 100% |
| 02 October 2003 | Farm-in Agreement btn <ul style="list-style-type: none"> Bounty Oil & Gas NL Electro Silico PLC (registered in England) (earn-in up to 75% interest) |
| 27 October 2006 | Farm-in Agreement btn <ul style="list-style-type: none"> Bounty Oil & Gas NL Asset Energy Pty Ltd (ACN 120 013 390) (earn-in up to 85%) |
| 27 October 2006 | Transfer of title <ul style="list-style-type: none"> Bounty Oil & Gas NL 75% Asset Energy Pty Ltd 25% |
| 19 April 2012 (current) | Deed of Assignment and Assumption <ul style="list-style-type: none"> Bounty Oil & Gas NL 15% Asset Energy Pty Ltd 85% |



14 January 2020

s 47F

Assistant Manager, Titles
National Offshore Petroleum Titles Administrator
GPO Box 4634
MELBOURNE VIC 3001

Dear s 47F

Re: PEP 11 Offshore Sydney Basin
Application for Extension and Variation of Work Commitment

This letter is provided further to the application of 24 December 2019. Asset Energy Pty Ltd as Operator of the PEP11 JV hereby applies for Variation and Suspension of the conditions of the PEP11 permit and applies for a corresponding extension to the PEP11 term. The amended application is attached.

The registered holders also respectfully request that NOPTA grant an extension of the end date period for the well commitment until 12 August 2021 to allow the joint venture headroom to complete the well. In the interim this year the JV will continue its confirmation for rig availability (and regulatory approvals) in the east coast market, noting that the joint venture previously drilled in 2010/2011 after considerable search for a rig. The amended application reflects both the 18-month suspension and extension and the sequential impact of this on the year 5 program now taking this to 12/08/2022

The Joint Venture partners request that the 3D Seismic program be varied out and replaced with post well studies. The application has been varied to reflect this.

Asset Energy has demonstrated its commitment to the ongoing exploration of the permit, through the 2018 acquisition of the 205 km Baleen 2D HR Seismic Survey. The data has been processed and interpreted during the second half of 2018.

Control of the Operator was under MEC Resources Ltd for some years and funding for the RL Energy Pty Ltd 3D Seismic Survey did not eventuate. Now control has reverted to our companies we have by mutual consent terminated the 3D Seismic option which was an encumbrance on the title.

Asset Energy Pty Ltd
ABN 16 120 013 390
PO Box 882, West Perth WA 6872
Suite 2, Level 3, 1111 Hay Street, West Perth 6005, Western Australia
T: +61 8 9200 6190 F: +61 8 9200 6193



This reversal is designed to move on to a drill test and also noting the potential objections to conducting a large 3D Seismic Survey in the area SE of the Port of Newcastle.

Misconduct and legal matters - Force Majeure

There have been ongoing legal and regulatory issues in relation to the conduct of Advents parent entity MEC Resources Ltd. The Takeovers Panel has, on 16 12 2019, recommended to ASIC matters for further investigation. Each of the MEC matters has directly impacted Advent and in turn Asset Energy Pty Ltd. These matters are being resolved and will not prevent Asset from its compliance but have affected timing. If required, further information can be provided to the Minister for the Force Majeure justification and to do so under the protection of the Whistleblower legislative provisions.

Merits of proposed Variation.

The drilling program is one of substantial community benefit

- The east coast gas market issues have not been resolved
- Advent now has the opportunity to drill this area in the PEP 11 offshore Sydney Basin next year
- The legal issues that have delayed this project for over three years have now been settled
- The Sydney Basin is a proven hydrocarbon basin with excellent potential for further discovery of natural gas. The offshore Sydney Basin contains all the elements seen in other producing world class petroleum basins, including Prospective Resources of 5.7 TCF (P50) in structural targets.
- Success in the drilling of this well offers a solution to the East Coast gas supply limitations.
- Advent has support in this project from substantial industrial gas consumers

We recognise the anticipated time the Joint Authority may require to consider this application, Therefore, we have included a request for suspension and extension of the permit terms and conditions to enable this time to be taken into account by the Joint Authority.

Yours sincerely

s 47F

David Breeze

Director For and on behalf of the Joint Venture

Asset Energy Pty Ltd

Operator PEP11 JV

Asset Energy Pty Ltd
 ABN 16 120 013 390
 PO Box 882, West Perth WA 6872
 Suite 2, Level 3, 1111 Hay Street, West Perth 6005, Western Australia
 T: +61 8 9200 6190 F: +61 8 9200 6193



Application Form

Request for variation and suspension or suspension and extension—petroleum exploration permit

Under Section 264 of the *Offshore Petroleum and Greenhouse Gas Storage Act 2006* (the Act).

In making an application please refer to the title instrument, Part 2.11 of the Act and the [Offshore Petroleum Exploration Guideline: Work-Bid](#) (the Guideline).

Title and titleholder details

| | | |
|---|-------------------------------------|--|
| Title number (A separate application is required for each title) | PEP11 | |
| Type of application | Variation, suspension and extension | |
| Variation type | Secondary work program | |

| Titleholder(s) (Company or individual name(s)) | ASIC ACN/ABN No: (if applicable) | Interest (%) (Must total 100%) |
|---|-------------------------------------|-----------------------------------|
| Asset Energy Pty Ltd | Click here to enter text. | 85 % |
| Bounty Oil and Gas NL | Click here to enter text. | 15 % |
| Click here to enter text. | Click here to enter text. | % |
| Click here to enter text. | Click here to enter text. | % |
| Click here to enter text. | Click here to enter text. | % |
| Click here to enter text. | Click here to enter text. | % |
| Click here to enter text. | Click here to enter text. | % |
| Click here to enter text. | Click here to enter text. | % |
| Click here to enter text. | Click here to enter text. | % |
| Click here to enter text. | Click here to enter text. | % |
| Click here to enter text. | Click here to enter text. | % |

Eligible voluntary action (EVA)

| | |
|---|-----|
| Application made under a valid EVA Nomination (under subsection 775B(2) of the Act) | Yes |
|---|-----|

Note: All titleholders must sign the application form if not made under a valid Nomination (Form 6).

Refer to <http://www.nopta.gov.au/factsheets/eligible-voluntary-action-two-or-more-registered-holders.html>



Details of the proposed work program variation and suspension or suspension and extension

The titleholder(s) should outline only the permit year(s) to which the variation and suspension or suspension and extension applies and any effect on any subsequent years.

The primary term work program can be entered as individual years (e.g. 1, 2, 3) for permits granted prior to 1 June 2015 or as a block of years (e.g. 1–3) for permits granted after 1 June 2015 (or where the original primary term of a permit granted prior to 1 June 2015 has been changed to a block of years as a result of a variation application)—refer to the title instrument. For work program items proposed to be varied in, provide the indicative value of each proposed activity.

Additional rows may be added for multiple activities within a permit year(s).

| Year | Start date | End date | Activity quantity and unit | Activity description | Indicative value A\$ |
|------|------------|------------|----------------------------|---|----------------------|
| 4 | 13/02/2020 | 12/08/2021 | 1 | Exploration Well -Previously \$15,000,000 | \$20,000,000 |
| 5 | 13/08/2021 | 12/08/2022 | 1 | Post Well Studies | \$250,000 |
| | | | | Click here to enter text. | |
| | | | | Click here to enter text. | |
| | | | | Click here to enter text. | |
| | | | | Click here to enter text. | |
| | | | | Click here to enter text. | |
| | | | | Click here to enter text. | |

Length of suspension 2 Years

Length of extension (if applicable) 2 Years

Consent of the Commonwealth Environment Minister

Titles that constitute a 'prior usage right' for the purposes of section 359 of the *Environment Protection and Biodiversity Protection Act 1999* (EPBC Act) will require consent from the Minister for the Environment before an extension can be granted by the Joint Authority—refer to the [Offshore Petroleum Guideline: Prior Usage Rights](#).

In these circumstances, a separate request form must be submitted electronically to Parks Australia, within the Commonwealth Department of the Environment and Energy, at: MarineParks@environment.gov.au.

| | |
|--|-----------------|
| If applicable, has the request form seeking consent to extend the duration of the permit been submitted to the Department of the Environment and Energy? (Leave blank if the title does not constitute a prior usage right) (Attach a copy of the consent request form submitted to the Department of Environment and Energy) | Choose an item. |
|--|-----------------|



Application Form

Applicant contact details

| | |
|---|--|
| Company name | Asset Energy Pty Ltd |
| Company address | 14 View St North Perth |
| Postal address (if not the same as above) | P O Box 317 North Perth WA 6906 |
| Primary contact name | David Breeze |
| Position held | Director |
| Phone | 08 93288711 |
| Email | david@grandbridge.com.au |
| Alternative contact name (if required) | Click here to enter text. |
| Position held | Click here to enter text. |
| Phone | Click here to enter text. |
| Email | Click here to enter text. |

Additional information requested

| Checklist | Description | Attached |
|-----------|---|-------------------------------------|
| 1 | Description of the variation and suspension or suspension and extension of conditions requested | <input checked="" type="checkbox"/> |
| 2 | Reason(s) for the application, a Gantt chart and supporting documentary evidence. Please refer to the Guideline for further information on documentary evidence in support of the application (e.g. Evidence of technical basis). | <input checked="" type="checkbox"/> |
| 3 | For prior use titles - if an extension has been requested - a copy of the consent request form submitted to the Department of the Environment and Energy. | <input type="checkbox"/> |
| 4 | Proof of payment of application fee (\$ 695L). | <input type="checkbox"/> |
| 5 | A statement of any other matters that the applicant wishes to be considered. | <input checked="" type="checkbox"/> |
| 6 | Figures in the text should be legible and should also be provided as separate files in an attached appendix at a resolution of at least 300 dpi. If applicable, seismic sections should be included with and without interpretation. | <input type="checkbox"/> |



Submission details

For an application to be considered validly made, and processing to begin, NOPTA requires the application to be submitted using this application form, signed by the appropriate applicant(s), and the fee to be paid.

One electronic copy in text search format of the application should be submitted to NOPTA by email to: titles@nopta.gov.au. Email attachments must not exceed 10MB in size. NOPTA uses a single service platform for its secure file transfer to allow clients to send large files securely to NOPTA. Please email titles@nopta.gov.au for assistance with this activity.

Applicants will receive a receipt letter from NOPTA informing them of the date that all the application requirements were met, which will be the date that the application is validly made.

For more details on the methods of payment, refer to <http://www.nopta.gov.au/cost-recovery-and-fees.html>.

For further details on how to submit your application please refer to <http://www.nopta.gov.au/forms/index.html>



Australian Government
National Offshore Petroleum
Titles Administrator

LEX 71731 - Document 1

Application Form

Signatures

Note: If multiple titleholders are signing please attach additional pages.

1. I am/ We are signing this form as either: *

- ☒ The Directors/Director and Secretary of an Australian registered company applicant.
☐ The Attorney appointed under a Power of Attorney of an Australian registered company applicant.
☐ The person/s authorised to sign to legally bind a Foreign registered company applicant (including foreign companies registered with ASIC). ∞
☐ The Attorney appointed under a Power of Attorney of a Foreign registered company applicant. ∞

* Mark the applicable box.

∞ See the [NOPTA signature fact sheet](#) for information on required evidence of signing authority/powers of attorney for foreign registered companies.

2. I / We confirm that the information provided in this form is true and correct. Please note that giving false or misleading information is an offence under Part 7.4 of the Criminal Code Act 1995 (see in particular sections 136.1 and 137.1 of the Criminal Code).

A. If the applicant is an Australian registered company (copy for multiple applicants)

Executed by (insert full name of company including the ACN)

ASSET ENERGY PTY LTD.
ACN 120013390

As a Director/ Sole Director/ Secretary, in accordance with section 127 of the Corporations Act 2001 (Cth), by:

| | |
|--|--|
| Signature s 47F | Signature s 47F |
| Full name (block letters) DAVID LESLIE BREEZE | Full name (block letters) DAVID LESLIE BREEZE |
| Office held (Director/ Sole Director/ SECRETARY) DIRECTOR | Office held (Director/ Secretary) * |
| Date 24/12/19 | Date |

* Record the applicable position held by the signatory. Section 127 of the Corporations Act 2001 provides that a company may validly execute a document with or without a common seal if the document is signed by: (i) two directors of the company; (ii) a director and the secretary of the company; or (iii) where the company is a proprietary company and has a sole director who is also the sole company secretary, that director.

OR As the holder of a Power of Attorney for an Australian Registered Company

I declare that I have a Power of Attorney authorising me to execute this Application on behalf of the Company named above, which has not been revoked as at the date of this Application.*

| | |
|--|--|
| Signature of holder of Power of Attorney | Signed in the presence of: signature of Witness |
| Full name of Attorney (block letters) | Full name and address of Witness (block letters) |
| Position | |
| Date | Date |



Australian Government
National Offshore Petroleum
Titles Administrator

Application Form

* A person signing as attorney for an Australian registered company must provide NOPTA with a copy of the Power of Attorney document for our records.





Australian Government
National Offshore Petroleum
Titles Administrator

LEX 71731 - Document 1

Application Form

OR B. If the applicant is a Foreign registered company (copy for multiple applicants)

EXECUTED BY

Full name of company:

Country of registration:

Registration number in country of registration:

Australian Registered Body Number (ARBN):

As person/s who can legally bind the Foreign Company, in accordance with the laws of the company's country of incorporation, by:

| | |
|---|---|
| Signature | Signature |
| Full name (block letters) | Full name (block letters) |
| Office held (Director/Other) * | Office held (Director/Secretary/Other) * |
| Date | Date |
| (If required) Signed in the presence of: Signature of Witness | (If required) Signed In the presence of: Signature of Witness |
| Full name and address of Witness (block letters) | Full name and address of Witness (block letters) |

* See the [NOPTA signature fact sheet](#) for information on the evidence required to be provided to NOPTA of the signing authority for foreign registered companies.

OR As the holder of a Power of Attorney for a Foreign Registered Company

I declare that I have a Power of Attorney authorising me to execute this Application on behalf of the Foreign registered Company named above, which has not been revoked as at the date of this Application.*[∞]

| | |
|--|--|
| Signature of holder of Power of Attorney | Signed in the presence of: signature of Witness |
| Full name of Attorney (block letters) | Full name and address of Witness (block letters) |
| Position | |
| Date | Date |

* A person signing as attorney for a foreign registered company must provide NOPTA with a copy of the Power of Attorney document for our records.
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Application Form

Request for variation and suspension or suspension and extension—petroleum exploration permit

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In making an application please refer to the title instrument, Part 2.11 of the Act and the *Offshore Petroleum Exploration Guideline: Work-Bid* (the Guideline).

Title and titleholder details

| | | |
|---|-------------------------------------|-----------------------------------|
| Title number (A separate application is required for each title) | PEP11 | |
| Type of application | Variation, suspension and extension | |
| Variation type | Secondary work program | |
| Titleholder(s) (Company or individual name(s)) | ASIC ACN/ABN No: (if applicable) | Interest (%) (Must total 100%) |
| Asset Energy Pty Ltd | Click here to enter text. | 85 % |
| Bounty Oil and Gas NL | Click here to enter text. | 15 % |
| Click here to enter text. | Click here to enter text. | % |
| Click here to enter text. | Click here to enter text. | % |
| Click here to enter text. | Click here to enter text. | % |
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| Click here to enter text. | Click here to enter text. | % |
| Click here to enter text. | Click here to enter text. | % |
| Click here to enter text. | Click here to enter text. | % |

Eligible voluntary action (EVA)

| | |
|---|-----|
| Application made under a valid EVA Nomination (under subsection 775B(2) of the Act) | Yes |
|---|-----|

Note: All titleholders must sign the application form if not made under a valid Nomination (Form 6).

Refer to <http://www.nopta.gov.au/factsheets/eligible-voluntary-action-two-or-more-registered-holders.html>



Australian Government
National Offshore Petroleum
Titles Administrator

Application Form

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| 5 | 13/08/2021 | 12/08/2022 | 1 | Post Well Studies | \$250,000 |
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| | | | | Click here to enter text. | |
| | | | | Click here to enter text. | |
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In these circumstances, a separate request form must be submitted electronically to Parks Australia, within the Commonwealth Department of the Environment and Energy, at: MarineParks@environment.gov.au

If applicable, has the request form seeking consent to extend the duration of the permit been submitted to the Department of the Environment and Energy? (Leave blank if the title does not constitute a prior usage right) (Attach a copy of the external request form submitted to the Department of Environment and Energy)

Choose an item

Applicant contact details

Company name Asset Energy Pty Ltd

Company address 14 View St North Perth



Australian Government
National Offshore Petroleum
Titles Administrator

LEX 71731 - Document 1

Application Form

| | |
|---|--|
| Postal address (if not the same as above) | P O Box 337 North Perth WA 6906 |
| Primary contact name | David Breeze |
| Position held | Director |
| Phone | 08 93268713 |
| Email | david@grandbridge.com.au |
| Alternative contact name (if required) | Click here to enter text. |
| Position held | Click here to enter text. |
| Phone | Click here to enter text. |
| Email | Click here to enter text. |

Additional information requested

| Checklist | Description | Attached |
|-----------|---|-------------------------------------|
| 1 | Description of the variation and suspension or suspension and extension of conditions requested | <input checked="" type="checkbox"/> |
| 2 | Reason(s) for the application, a Gantt chart and supporting documentary evidence. Please refer to the Guideline for further information on documentary evidence in support of the application (e.g. Evidence of technical basis). | <input checked="" type="checkbox"/> |
| 3 | For prior use titles - If an extension has been requested - a copy of the consent request form submitted to the Department of the Environment and Energy. | <input type="checkbox"/> |
| 4 | Proof of payment of application fee (\$ 895L) | <input type="checkbox"/> |
| 5 | A statement of any other matters that the applicant wishes to be considered | <input checked="" type="checkbox"/> |
| 6 | Figures in the text should be legible and should also be provided as separate files in an attached appendix at a resolution of at least 300 dpi. If applicable, seismic sections should be included with and without interpretation. | <input type="checkbox"/> |



Australian Government
National Offshore Petroleum
Titles Administrator

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For further details on how to submit your application please refer to <http://www.nopta.gov.au/forms/index.html>



Australian Government
National Offshore Petroleum
Titles Administrator

LEX 71731 - Document 1

Application Form

Signatures

Note: If multiple titleholders are signing please attach additional pages.

1. I am/ We are signing this form as either: *

- ☐ The Directors/Director and Secretary of an Australian registered company applicant.
☒ The Attorney appointed under a Power of Attorney of an Australian registered company applicant.
☐ The person/s authorised to sign to legally bind a Foreign registered company applicant (including foreign companies registered with ASIC). **
☐ The Attorney appointed under a Power of Attorney of a Foreign registered company applicant. **

* Mark the appropriate box.

** See the [NOPTA signature form sheet](#) for information on required evidence of signing authority/powers of attorney for foreign registered companies.

2. We confirm that the information provided in this form is true and correct. Please note that giving false or misleading information is an offence under Part 7.4 of the Criminal Code Act 1995 (see in particular sections 136.1 and 137.1 of the Criminal Code).

A. If the applicant is an Australian registered company (copy for multiple applicants)

Executed by (Insert full name of company including the ACN)

BOUNTY OIL & GAS NL

As a Director/ Sole Director/ Secretary, in accordance with section 127 of the Corporations Act 2001 (Cth), by:

Signature

s 47F

s 47F

Office held (Director/Sole Director) **Director**

Date **6 January 2020**

Office held (Director/Secretary) * **Company Secretary**

Date **6 January 2020**

* Record the applicable position held by the signatory. Section 127 of the Corporations Act 2001 provides that a company may validly execute a document with or without a common seal if the document is signed by (i) two directors of the company; (ii) a director and the secretary of the company; or (iii) where the company is a proprietary company and has a sole director who is also the sole company secretary, that director.

OR As the holder of a Power of Attorney for an Australian Registered Company

I declare that I have a Power of Attorney authorising me to execute this Application on behalf of the Company named above, which has not been revoked as at the date of this Application."

Signature of holder of Power of Attorney

Signed in the presence of: signature of Witness

Full name of Attorney (block letters)

Full name and address of Witness (block letters)

Position

Date

Date

* A person signing as attorney for an Australian registered company must provide NOPTA with a copy of the Power of Attorney document for our records.



Australian Government
National Offshore Petroleum
Titles Administrator

Application Form

OR B. If the applicant is a Foreign registered company (copy for multiple applicants)

EXECUTED BY

Full name of company:

Country of registration:

Registration number in country of registration:

Australian Registered Body Number (ARBN):

As person/s who can legally bind the Foreign Company, in accordance with the laws of the company's country of incorporation, by:

Signature

Full name (block letters)

Office held (Director/Other) *

Date

(If required) Signed in the presence of: Signature of Witness

Full name and address of Witness (block letters)

Signature

Full name (block letters)

Office held (Director/Secretary/Other) *

Date

(If required) Signed in the presence of: Signature of Witness

Full name and address of Witness (block letters)

* See the [NOPTA signature fact sheet](#) for information on the evidence required to be provided to NOPTA of the signing authority for foreign registered companies.

OR As the holder of a Power of Attorney for a Foreign Registered Company

I declare that I have a Power of Attorney authorising me to execute this Application on behalf of the Foreign registered Company named above, which has not been revoked as at the date of this Application. *==

Signature of holder of Power of Attorney

Full name of Attorney (block letters)

Position

Date

Signed in the presence of: signature of Witness

Full name and address of Witness (block letters)

Date

* A person signing as attorney for a foreign registered company must provide NOPTA with a copy of the Power of Attorney document for our records.
— See the [NOPTA signature fact sheet](#) for information on required form/additional information to be provided for powers of attorney for foreign registered companies.



Australian Government
National Offshore Petroleum
Titles Administrator

7 August 2020

Ms Marie Illman
 General Manager
 Offshore Resources Branch, Resources Division,
 Department of Industry, Science, Energy and Resources
 GPO Box 2013
 CANBERRA ACT 2601

Alluvion Building
 Level 8, 58 Mounts Bay Road Perth WA 6000
 GPO Box 7871, Perth WA 6850
www.nopta.gov.au

ABN 74 599 608 295

Via email to Petroleum.Exploration@industry.gov.au

Mr Michael Wright
 Deputy Secretary
 Mining, Exploration and Geoscience
 Department of Regional New South Wales
 PO Box 344
 Hunter Region Mail Centre NSW 2310

Via email to titles.services@planning.nsw.gov.au

NEATS Ref: Z4NMT2

Dear Ms Illman and Mr Wright

**ADDITIONAL INFORMATION RELATING TO A VARIATION, SUSPENSION &
 EXTENSION APPLICATION FOR PETROLEUM EXPLORATION PERMIT
 NSW/PEP-11**

I refer to the application validly received on 23 January 2020 for a secondary work program variation and a 24 month suspension of the Permit Year 4 work program commitments, with a corresponding 24 month extension of the permit term, in relation to Petroleum Exploration Permit NSW/PEP-11 (**PEP-11**) under the *Offshore Petroleum and Greenhouse Gas Storage Act 2006 (the Act)*.

My advice with regards the application was provided to the Joint Authority on 29 April 2020 recommending approval of the application. On 2 July 2020 the Joint Authority via NOPTA requested further information (**RFI**) from the titleholders of PEP-11 in order to inform its decision (**Attachment A**).

On 6 August 2020, the titleholders responded by submitting ten documents including a covering letter. All submitted documents are attached herewith.

Please advise if you require NOPTA to provide any additional advice to the Joint Authority.

If you have any queries regarding this matter, please contact **s 47F**
s 47F or titles@nopta.gov.au.

Yours Sincerely

s 47F

Graeme Waters
 Titles Administrator



Australian Government
National Offshore Petroleum
Titles Administrator

2 July 2020

Mr David Breeze
 Director, Asset Energy Pty Ltd
 PO Box 317
 NORTH PERTH WA 6906

Alluvion Building
 Level 8, 58 Mounts Bay Road Perth WA 6000
 GPO Box 7871, Perth WA 6850
www.nopta.gov.au

ABN 74 599 608 295

By email to: david@grandbridge.com.au

NEATS Ref: Z4NMT2

Dear Mr Breeze

**REQUEST FOR FURTHER INFORMATION: VARIATION, SUSPENSION & EXTENSION
 OF PETROLEUM EXPLORATION PERMIT PEP-11**

I refer to the application validly received on 23 January 2020 for a secondary work program variation and a 24 month suspension of the Permit Year 5 work program commitments, with a corresponding 24 month extension of the permit term, in relation to Petroleum Exploration Permit PEP-11 under the *Offshore Petroleum and Greenhouse Gas Storage Act 2006* (the Act).

In your 14 January 2020 letter, you addressed control of the operator (and the associated financial issues) and misconduct and legal matters – force majeure. Following a review of publically available information on these matters, we have not been able to confirm that Asset has a viable future funding strategy to meet its upcoming work program commitments for the period of suspension and extension sought.

The Commonwealth – New South Wales Offshore Petroleum Joint Authority has therefore requested further information to assist in making a final decision on the application to ensure that the proposed work within the permit can be funded.

Please provide details of Asset Energy's specific funding strategies (including key milestones and evidence of ability to raise funds through proposed methods) intended to fund the work program to be completed within the requested suspension and extension period.

If Asset Energy is reliant on the financial support of another party to complete the work commitments for the application, please also provide evidence of their written commitment to this venture, their most recent financial statements and evidence of their ability to raise the capital.

The requested information should be provided by **16 July 2020**.

If you have any queries regarding this letter, please contact s47F@titles@nopta.gov.au.

or

Yours sincerely

s 47F

Graeme Waters
 Titles Administrator

Cc: geo@bountyoil.com



6th August 2020

Mr Graeme Waters
Titles Administrator
National Offshore Petroleum Titles Administrator
GPO Box 7871
PERTH WA 6850
via email: [s 47F @nopta.gov.au](mailto:s47F@nopta.gov.au)

RE: REQUEST FOR ADDITIONAL INFORMATION: VARIATION, SUSPENSION & EXTENSION OF PETROLEUM EXPLORATION PERMIT PEP-11

Dear Mr Waters,

I refer to your letter of 2 July 2020 and am pleased to provide further information as requested below and attached

Funding Strategies.

Capital Raising program –This will occur through a multistage process. Capital will be raised through both ASX listed and unlisted securities offerings with the primary source to be BPH Energy Ltd. Bounty Oil and Gas NL holds a 15% interest in PEP 11 and the JV. Bounty confirms they will participate and fund the drilling for their 15% Joint Venture interest. It is also intended that independent funding will be sourced for the Geosequestration component .The ATO R and D rebate will underpin this source.

This funding process will follow our very successful capital raising strategy utilized at the time of Drilling New Seaclem well in PEP11 in 2010 when our group entities successfully raised over \$55,000,000 in a four phase stepped process the majority of which (\$34,000,000) was funded by BPH Energy Ltd.

As Managing Director I was directly responsible for the success of these capital raising program and have been in involved in successful capital raising of over \$300,000,000 for 70 plus companies in my public company and corporate career.

The PEP11 Baleen well funding will occur in sequential raisings linked to the well program through the following entities and sources

1. BPH Energy Ltd (ASX :BPH)

BPH as a listed public company is the controlling entity for Advent Energy Ltd (The 100 % owner of Asset Energy Pty Ltd.) The investment in Advent is the key focus of



BPH Energy and BPH has successfully raised and invested over \$34,000,000 in Advent Energy.

An initial \$2,868,000 capital raising is currently underway. BPH has just raised through a placement \$449,000 (confirmed ASX 23 07 2020) and has issued a prospectus (confirmed ASX 29 07 2020), to raise a further \$2,419,346,000. The prospectus confirms that an amount of \$2,000,000 from the BPH raising will be committed to the underwriting and funding of its investment in Advent Energy thereby increasing the BPH interest in Advent to 36 %.

A further \$12,000,000 will be raised for the drilling after approvals have been received from NOPSEMA. BPH has the capacity to raise a further rights issue pre drilling (and underwrite Advent) to fund a total investment of \$22,000,000.

2. Advent Energy Ltd

Raising in Advent will occur through a process of Pre IPO and IPO capital .Advent Energy has prepared an OIS Disclosure Document (Offer Information Statement) for registration with ASIC to raise up to \$4,000,000 prior to end 2020.This OIS will be issued immediately after completion and lodgement of the current 2019/2020 year end audited financial report. This audit process has commenced. BPH has as above confirmed it intention to invest \$2,000,000 in Advent towards funding of well planning, engineering, design, NOPSEMA permitting and drilling equipment procurement.

Two further funding rounds are planned for Advent. There will be a further pre-IPO funding round of \$12,000,000 and a final round at the time of IPO of a minimum \$22,000,000. The IPO is planned to occur in 2021 prior to drilling at Baleen.

3. Joint Venture Participation

Bounty Oil and Gas NL (ASX: BUY) as the 15 % Joint Venture Partner in the PEP11 project has confirmed it will commit to its share of drilling costs . Bounty is an oil producer committed to Australian operations with oil revenue of \$3,000,000 PA and an active onshore Australia drill program. Bounty is currently preparing a capital raising offer for release to the ASX directed to inter alia this drill test in PEP11.

Advent is also in discussions with several major corporates on JV participation. These discussion have been ongoing for the last nine months. There is strong interest in participation.

4. Gas Market Participants

Advent has held discussion with every significant gas market industrial customer on the eastern seaboard including s 22

These



major gas market participants have indicated strong support for the PEP11 project as an alternative gas supply source. Contributory funding of the drilling has been discussed with these participants based on gas pre purchase contract based on industry precedents. Proposals for conditional supply of over 25 PJ per year have been provided to four of these groups based on the Strike precedent.

s 22

Capital raising capacity

At the time of Drilling New Seaclem well in PEP11 in 2010 our group entities successfully raised over \$55,000,000 to fund the drilling including: -

- Capital raised in BPH in 2009/2010 was \$15,890,231
- Capital raised in MEC in 2009/2010 was \$13,227,625
- Capital Raised in BPH in 2010/2011 was \$19,752,422
- Capital raised directly in Advent Energy in 2010 \$7,500,000

Evidence of our ability to raise the required capital is set out in the attached ASX announcements confirming these fund raisings.

- 7th April 2010 - Advent Energy Investment Update. (~\$14M)
- 12th April 2010 - Advent Energy Funding Update(\$7m)
- 3rd September 2010 - BPH Corp Ltd Non-Renounceable Rights Issue (~\$2.6 M)
- 20th December 2010 - BPH Energy Ltd – Increase Investment in Advent Energy Ltd. (~\$11.5 m)
- 20th December 2010 - Underwriting Details. (~\$14.4m)
- 12th October 2011 Annual Report BPH (Issued Capital \$50m)
- 24th July 2020 - Appendix 2A Application for quotation of Securities.
- 23rd July 2020 - Placement and Non-Renounceable Rights Issue. (~\$2.86M)



The market circumstances which existed at that time have been clearly evidenced again in current market activity of the ASX listed companies BPH and BUY. The current ASX price and volume trends are reflecting the same characteristics that occurred when PEP11 was drilled last time in 2010.

At the time of drilling the NewSeaclem well in PEP11 when we raised over \$55,000,000

- The combined market capitalisation of the ASX listed companies involved in the drilling including BPH and BUY rose from just over \$15m to over \$300m
- Liquidity, as evidenced by total shares traded as a proportion of issued capital, was amongst the highest of all companies on the ASX

The current market circumstances

- There has been a significant rerating of the listed entities involved in the PEP11 JV (BPH and BUY)
- Bounty share price is up over 400% in the last year
- The BPH share price is up over 140 % in the last year
- BPH shares traded in the last two months were over 60 % of the companies issued capital

As requested, I have attached a letter from BPH Energy Ltd committing to raise the amount of \$22,000,000 to fund the drilling program through Advent Energy (The 100% owner of Asset Energy).

Yours sincerely,

s 47F

David Breeze
 Director
 Asset Energy Pty Ltd
 Operator PEP11 JV
 For and on behalf of the Joint Venture

Appendix 2A

Application for quotation of +securities

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

If you are an entity incorporated outside Australia and you are seeking quotation of a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

Part 1 – Entity and announcement details

| Question no | Question | Answer |
|-------------|--|---|
| 1.1 | *Name of entity We (the entity here named) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules. ¹ | BPH Energy Limited |
| 1.2 | *Registration type and number <i>Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).</i> | ACN 095 912 002 |
| 1.3 | *ASX issuer code | BPH |
| 1.4 | *This announcement is <i>Tick whichever is applicable.</i> | <input checked="" type="checkbox"/> A new announcement <input type="checkbox"/> An update/amendment to a previous announcement <input type="checkbox"/> A cancellation of a previous announcement |
| 1.4a | *Reason for update <i>Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.</i> | |
| 1.4b | *Date of previous announcement to this update <i>Mandatory only if "Update" ticked in Q1.4 above.</i> | |
| 1.4c | *Reason for cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i> | |
| 1.4d | *Date of previous announcement to this cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i> | |

¹ Appendix 2A of the Listing Rules includes a warranty that an offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or 1012C(6) of the Corporations Act. If the securities to be quoted have been issued by way of a pro rata offer, to give this warranty, you will generally need to have lodged a cleansing notice with ASX under section 708AA(2)(f) or 1012DAA(2)(f) of the Corporations Act within 24 hours before the securities are offered (see ASIC Regulatory Guide 189 *Disclosure relief for rights issues*). If in doubt, please consult your legal adviser.

| | | |
|-----|----------------------------|--------------|
| 1.5 | *Date of this announcement | 24 July 2020 |
|-----|----------------------------|--------------|

Part 2 – Type of issue

| Question No. | Question | Answer |
|--------------|---|---|
| 2.1 | <p>*The +securities to be quoted are:</p> <p><i>Select whichever item is applicable.</i></p> <p><i>If you wish to apply for quotation of different types of issues of securities, please complete a separate Appendix 2A for each type of issue.</i></p> | <p><input checked="" type="checkbox"/> Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B</p> <p><input type="checkbox"/> Being issued under a +dividend or distribution plan</p> <p><input type="checkbox"/> Being issued as a result of options being exercised or other +convertible securities being converted</p> <p><input type="checkbox"/> Unquoted partly paid +securities that have been paid up and are now quoted fully paid +securities</p> <p><input type="checkbox"/> +Restricted securities where the escrow period has expired or is about to expire</p> <p><input type="checkbox"/> +Securities previously issued under an +employee incentive scheme where the restrictions on transfer have ceased or are about to cease</p> <p><input type="checkbox"/> +Securities issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer</p> <p><input type="checkbox"/> Other</p> |
| 2.2a.1 | <p>*Date of Appendix 3B notifying the market of the proposed issue of +securities for which quotation is now being sought</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B"</i></p> | 23 July 2020 |
| 2.2a.2 | <p>*Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B?</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".</i></p> | Yes |

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Appendix 2A
Application for quotation of +securities

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| 2.2a.2.1 | <p>*Please provide details of the further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.2a.2 is "Yes".</i></p> <p><i>Please provide details of the proposed dates and number of securities for the further issues. This may be the case, for example, if the Appendix 3B related to an accelerated pro rata offer with an institutional component being quoted on one date and a retail component being quoted on a later date.</i></p> | 14,993,750 share options with an exercise price of \$0.05 and a term of 2 years, to be issued subject to shareholder approval at a meeting to be held on or around 31 August 2020. |
| 2.2b.1 | <p>*Date of Appendix 3A.1 lodged with ASX in relation to the underlying +dividend or distribution</p> <p><i>Answer this question if your response to Q2.1 is "Being issued under a dividend or distribution plan".</i></p> | |
| 2.2b.2 | <p>*Does the +dividend or distribution plan meet the requirement of listing rule 7.2 exception 4 that it does not impose a limit on participation?</p> <p><i>Answer this question if your response to Q2.1 is "Being issued under a dividend or distribution plan".</i></p> <p><i>Note: Exception 4 only applies where security holders are able to elect to receive all of their dividend or distribution as securities. For example, Exception 4 would not apply in the following circumstances: 1) The entity has specified a dollar limit on the level of participation e.g. security holders can only participate to a maximum value of \$x in respect of their entitlement, or 2) The entity has specified a maximum number of securities that can participate in the plan e.g. security holders can only receive securities in lieu of dividend payable for x number of securities.</i></p> | |
| 2.2c.1 | <p>Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code)</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as a result of options being exercised or other convertible securities being converted".</i></p> | |
| 2.2c.2 | <p>And the date the options were exercised or other +convertible securities were converted</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as a result of options being exercised or other convertible securities being converted".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the options was exercised or convertible securities was converted.</i></p> | |
| 2.2d.1 | <p>Please state the number and type of partly paid +securities (including their ASX security code) that were fully paid up</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been paid up and are now quoted fully paid securities".</i></p> | |

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Appendix 2A
Application for quotation of +securities

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| 2.2d.2 | <p>And the date the +securities were fully paid up</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been paid up and are now quoted fully paid securities".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.</i></p> | |
| 2.2e.1 | <p>Please state the number and type of +restricted securities (including their ASX security code) where the escrow period has expired or is about to expire</p> <p><i>Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".</i></p> | |
| 2.2e.2 | <p>And the date the escrow restrictions have ceased or will cease</p> <p><i>Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the escrow restrictions has ceased or will cease.</i></p> | |
| 2.2f.1 | <p>Please state the number and type of +securities (including their ASX security code) previously issued under the +employee incentive scheme where the restrictions on transfer have ceased or are about to cease</p> <p><i>Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease".</i></p> | |
| 2.2f.2 | <p>And the date the restrictions on transfer have ceased or will cease:</p> <p><i>Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the restrictions on transfer has ceased or will cease.</i></p> | |
| 2.2g.1 | <p>Please state the number and type of +securities (including their ASX security code) issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p> | |

| 2.2g.2 | <p>*Please attach a document or provide details of a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms.</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p> | | | | | | | |
|-------------|---|---|---------------------------|-----------------------|--|--|--|--|
| 2.2g.3 | <p>*Are any of these +securities being issued to +key management personnel (KMP) or an +associate</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p> | | | | | | | |
| 2.2g.3.a | <p>*Provide details of the recipients and the number of +securities issued to each of them.</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer" and your response to Q2.2g.3 is "Yes". Repeat the detail in the table below for each KMP involved in the issue. If the securities are being issued to the KMP, repeat the name of the KMP or insert "Same" in "Name of registered holder". If the securities are being issued to an associate of a KMP, insert the name of the associate in "Name of registered holder".</i></p> <table border="1"> <thead> <tr> <th>Name of KMP</th><th>Name of registered holder</th><th>Number of +securities</th></tr> </thead> <tbody> <tr> <td></td><td></td><td></td></tr> </tbody> </table> | Name of KMP | Name of registered holder | Number of +securities | | | | |
| Name of KMP | Name of registered holder | Number of +securities | | | | | | |
| | | | | | | | | |
| 2.2h.1 | <p>*The purpose(s) for which the entity is issuing the +securities is:</p> <p><i>Answer this question if your response to Q2.1 is "Other".</i></p> <p><i>You may select one or more of the items in the list.</i></p> | <p><input type="checkbox"/> To raise additional working capital</p> <p><input type="checkbox"/> To fund the retirement of debt</p> <p><input type="checkbox"/> To pay for the acquisition of an asset [provide details below] (i) and (ii) below</p> <p><input type="checkbox"/> To pay for services rendered [provide details below] (iii) below</p> <p><input type="checkbox"/> Other [provide details below]</p> <p><i>Additional details:</i></p> | | | | | | |
| 2.2h.2 | <p>*Please provide any further information needed to understand the circumstances in which you are applying to have these +securities quoted on ASX, including (if applicable) why the issue of the +securities has not been previously announced to the market in an Appendix 3B</p> <p><i>You must answer this question if your response to Q2.1 is "Other". If there is no other information to provide, please answer "Not applicable" or "N/A".</i></p> | | | | | | | |
| 2.2i | <p>*Are these +securities being offered under a +disclosure document or +PDS?</p> <p><i>Answer this question if your response to Q2.1 is any option other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".</i></p> | No | | | | | | |

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Appendix 2A
Application for quotation of +securities

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| 2.2i.1 | <p>*Date of +disclosure document or +PDS?</p> <p><i>Answer this question if your response to Q2.1 is any option other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.2i is "Yes".</i></p> <p><i>Under the Corporations Act, the entity must apply for quotation of the securities within 7 days of the date of the disclosure document or PDS.</i></p> | |
| 2.3 | <p>*The +securities to be quoted are:</p> <p><i>Tick whichever is applicable</i></p> | <p><input checked="" type="checkbox"/> Additional +securities in a class that is already quoted on ASX ("existing class")</p> <p><input type="checkbox"/> New +securities in a class that is not yet quoted on ASX ("new class")</p> |

Part 3A – number and type of +securities to be quoted (existing class or new class) where issue has previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "existing class" or "new class".

| Question No. | Question | Answer |
|--------------|-------------------------------------|------------|
| 3A.1 | *ASX security code & description | BPH |
| 3A.2 | *Number of +securities to be quoted | 29,987,500 |

Part 3B – number and type of +securities to be quoted (existing class) where issue has not previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is anything other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "existing class".

| Question No. | Question | Answer |
|--------------|--|--------|
| 3B.1 | *ASX security code & description | |
| 3B.2 | *Number of +securities to be quoted | |
| 3B.3a | *Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class? | |
| 3B.3b | <p>*Is the actual date from which the +securities will rank equally (non-ranking end date) known?</p> <p><i>Answer this question if your response to Q3B.3a is "No".</i></p> | |
| 3B.3c | <p>*Provide the actual non-ranking end date</p> <p><i>Answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "Yes".</i></p> | |
| 3B.3d | <p>*Provide the estimated non-ranking end period</p> <p><i>Answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "No".</i></p> | |

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Appendix 2A
Application for quotation of +securities

| | | |
|-------|--|--|
| 3B.3e | <p>*Please state the extent to which the +securities do not rank equally:</p> <ul style="list-style-type: none"> • in relation to the next dividend, distribution or interest payment; or • for any other reason <p><i>Answer this question if your response to Q3B.3a is "No".</i></p> <p><i>For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.</i></p> | |
|-------|--|--|

Part 3C – number and type of +securities to be quoted (new class) where issue has not previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is anything other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "new class".

| Question No. | Question | Answer |
|--------------|--|--|
| 3C.1 | *Security description | |
| 3C.2 | <p>*Security type</p> <p><i>Select one item from the list that best describes the securities the subject of this form. This will determine more detailed questions to be asked about the security later in this section. Select "ordinary fully or partly paid shares/units" for stapled securities or CDIs. For interest rate securities, please select the appropriate choice from either "Convertible debt securities" or "Non-convertible debt securities". Select "Other" for performance shares/units and performance options/rights or if the selections available in the list do not appropriately describe the security being issued.</i></p> | <input type="checkbox"/> Ordinary fully or partly paid shares/units <input type="checkbox"/> Options <input type="checkbox"/> +Convertible debt securities <input type="checkbox"/> Non-convertible +debt securities <input type="checkbox"/> Redeemable preference shares/units <input type="checkbox"/> Other |
| 3C.3 | <p>ISIN code</p> <p><i>Answer this question if you are an entity incorporated outside Australia and you are seeking quotation of a new class of securities other than CDIs. See also the note at the top of this form.</i></p> | |
| 3C.4 | *Number of +securities to be quoted | |
| 3C.5a | *Will all the +securities issued in this class rank equally in all respects from the issue date? | |
| 3C.5b | <p>*Is the actual date from which the +securities will rank equally (non-ranking end date) known?</p> <p><i>Answer this question if your response to Q3C.5a is "No".</i></p> | |
| 3C.5c | <p>*Provide the actual non-ranking end date</p> <p><i>Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "Yes".</i></p> | |
| 3C.5d | <p>*Provide the estimated non-ranking end period</p> <p><i>Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "No".</i></p> | |

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Appendix 2A
Application for quotation of +securities

| 3C.5e | <p>*Please state the extent to which the +securities do not rank equally:</p> <ul style="list-style-type: none"> • in relation to the next dividend, distribution or interest payment; or • for any other reason <p><i>Answer this question if your response to Q3C.5a is "No".</i></p> <p><i>For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.</i></p> | | | | | | | | | | | | | | | | | | | |
|----------------------------|---|--------------------------------------|-------------------|--------------------------------------|-----------|--|--|---------------|--|--|----------------|--|--|------------------|--|--|------------------|--|--|--|
| 3C.6 | <p>Please attach a document or provide a URL link for a document lodged with ASX setting out the material terms of the +securities to be quoted</p> <p><i>You may cross-reference a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released to the ASX Market Announcements Platform.</i></p> | | | | | | | | | | | | | | | | | | | |
| 3C.7 | <p>*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?</p> <p><i>Answer this question only if you are an ASX Listing. (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question).</i></p> <p><i>If your response is "No" and the securities have any unusual terms, you should approach ASX as soon as possible for confirmation under listing rule 6.1 that the terms are appropriate and equitable.</i></p> | | | | | | | | | | | | | | | | | | | |
| 3C.8 | <p>*Provide a distribution schedule for the new +securities according to the categories set out in the left hand column – including the number of recipients and the total percentage of the new +securities held by the recipients in each category.</p> <table border="1" data-bbox="339 1294 1410 1615"> <thead> <tr> <th>Number of +securities held</th><th>Number of holders</th><th>Total percentage of +securities held</th></tr> </thead> <tbody> <tr> <td>1 – 1,000</td><td></td><td></td></tr> <tr> <td>1,001 – 5,000</td><td></td><td></td></tr> <tr> <td>5,001 – 10,000</td><td></td><td></td></tr> <tr> <td>10,001 – 100,000</td><td></td><td></td></tr> <tr> <td>100,001 and over</td><td></td><td></td></tr> </tbody> </table> <p><i>Answer this question only if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question) and the securities to be quoted have already been issued.</i></p> <p><i>Note: if the securities to be quoted have not yet been issued, under listing rule 3.10.5, you will need to provide to ASX a list of the 20 largest recipients of the new +securities, and the number and percentage of the new +securities received by each of those recipients, and a distribution schedule for the securities when they are issued.</i></p> | Number of +securities held | Number of holders | Total percentage of +securities held | 1 – 1,000 | | | 1,001 – 5,000 | | | 5,001 – 10,000 | | | 10,001 – 100,000 | | | 100,001 and over | | | |
| Number of +securities held | Number of holders | Total percentage of +securities held | | | | | | | | | | | | | | | | | | |
| 1 – 1,000 | | | | | | | | | | | | | | | | | | | | |
| 1,001 – 5,000 | | | | | | | | | | | | | | | | | | | | |
| 5,001 – 10,000 | | | | | | | | | | | | | | | | | | | | |
| 10,001 – 100,000 | | | | | | | | | | | | | | | | | | | | |
| 100,001 and over | | | | | | | | | | | | | | | | | | | | |
| 3C.9a | <p>Ordinary fully or partly paid shares/units details</p> <p><i>Answer the questions in this section if you selected this security type in your response to Question 3C.2.</i></p> | | | | | | | | | | | | | | | | | | | |
| | <p>*+Security currency</p> <p><i>This is the currency in which the face amount of an issue is denominated. It will also typically be the currency in which distributions are declared.</i></p> | | | | | | | | | | | | | | | | | | | |
| | <p>*Will there be CDIs issued over the +securities?</p> | | | | | | | | | | | | | | | | | | | |

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Appendix 2A
Application for quotation of +securities

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| | <p>*CDI ratio</p> <p><i>Answer this question if you answered "Yes" to the previous question. This is the ratio at which CDIs can be transmuted into the underlying security (e.g. 4:1 means 4 CDIs represent 1 underlying security whereas 1:4 means 1 CDI represents 4 underlying securities).</i></p> | |
| | <p>*Is it a partly paid class of +security?</p> | |
| | <p>*Paid up amount: unpaid amount</p> <p><i>Answer this question if answered "Yes" to the previous question.</i></p> <p><i>The paid up amount represents the amount of application money and/or calls which have been paid on any security considered 'partly paid'</i></p> <p><i>The unpaid amount represents the unpaid or yet to be called amount on any security considered 'partly paid'.</i></p> <p><i>The amounts should be provided per the security currency (e.g. if the security currency is AUD, then the paid up and unpaid amount per security in AUD).</i></p> | |
| | <p>*Is it a stapled +security?</p> <p><i>This is a security class that comprises a number of ordinary shares and/or ordinary units issued by separate entities that are stapled together for the purposes of trading.</i></p> | |
| 3C.9b | <p>Option details</p> <p><i>Answer the questions in this section if you selected this security type in your response to Question 3C.2.</i></p> | |
| | <p>*+Security currency</p> <p><i>This is the currency in which the exercise price is payable.</i></p> | |
| | <p>*Exercise price</p> <p><i>The price at which each option can be exercised and convert into the underlying security.</i></p> <p><i>The exercise price should be provided per the security currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).</i></p> | |
| | <p>*Expiry date</p> <p><i>The date on which the options expire or terminate.</i></p> | |
| | <p>*Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if an option is exercised</p> <p><i>For example, if the option can be exercised to receive one fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".</i></p> | |

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Appendix 2A
Application for quotation of +securities

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|-------|---|
| 3C.9c | <p>Details of non-convertible +debt securities, +convertible debt securities, or redeemable preference shares/units</p> <p><i>Answer the questions in this section if you selected one of these security types in your response to Question 3C.2.</i></p> <p><i>Refer to Guidance Note 34 and the “Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities” for further information on certain terms used in this section</i></p> |
| | <p>*Type of +security <i>Select one item from the list</i></p> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"></div> <div style="width: 50%;"> <input type="checkbox"/> Simple corporate bond <input type="checkbox"/> Non-convertible note or bond <input type="checkbox"/> Convertible note or bond <input type="checkbox"/> Preference share/unit <input type="checkbox"/> Capital note <input type="checkbox"/> Hybrid security <input type="checkbox"/> Other </div> </div> |
| | <p>*+Security currency <i>This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.</i></p> |
| | <p>Face value <i>This is the principal amount of each security. The face value should be provided per the security currency (i.e. if security currency is AUD, then the face value per security in AUD).</i></p> |
| | <p>*Interest rate type <i>Select one item from the list Select the appropriate interest rate type per the terms of the security. Definitions for each type are provided in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities</i></p> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"></div> <div style="width: 50%;"> <input type="checkbox"/> Fixed rate <input type="checkbox"/> Floating rate <input type="checkbox"/> Indexed rate <input type="checkbox"/> Variable rate <input type="checkbox"/> Zero coupon/no interest <input type="checkbox"/> Other </div> </div> |
| | <p>Frequency of coupon/interest payments per year <i>Select one item from the list.</i></p> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"></div> <div style="width: 50%;"> <input type="checkbox"/> Monthly <input type="checkbox"/> Quarterly <input type="checkbox"/> Semi-annual <input type="checkbox"/> Annual <input type="checkbox"/> No coupon/interest payments <input type="checkbox"/> Other </div> </div> |
| | <p>First interest payment date <i>A response is not required if you have selected “No coupon/interest payments” in response to the question above on the frequency of coupon/interest payments</i></p> |
| | <p>Interest rate per annum <i>Answer this question if the interest rate type is fixed.</i></p> |
| | <p>*Is the interest rate per annum estimated at this time? <i>Answer this question if the interest rate type is fixed.</i></p> |
| | <p>If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known) <i>Answer this question if the interest rate type is fixed and your response to the previous question is “Yes”. Answer “Unknown” if the date is not known at this time.</i></p> |

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Appendix 2A
Application for quotation of +securities

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| | <p>*Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)?</p> <p><i>Answer this question if the interest rate type is floating or indexed.</i></p> | |
| | <p>*What is the reference rate, base rate or market rate?</p> <p><i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i></p> | |
| | <p>*Does the interest rate include a margin above the reference rate, base rate or market rate?</p> <p><i>Answer this question if the interest rate type is floating or indexed.</i></p> | |
| | <p>*What is the margin above the reference rate, base rate or market rate (expressed as a percent per annum)</p> <p><i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i></p> | |
| | <p>*S128F of the Income Tax Assessment Act status applicable to the +security</p> <p><i>Select one item from the list</i></p> <p><i>For financial products which are likely to give rise to a payment to which s128F of the Income Tax Assessment Act applies, ASX requests issuers to confirm the s128F status of the security:</i></p> <ul style="list-style-type: none"> • "s128F exempt" means interest payments are not taxable to non-residents; • "Not s128F exempt" means interest payments are taxable to non-residents; • "s128F exemption status unknown" means the issuer is unable to advise the status; • "Not applicable" means s128F is not applicable to this security | <p><input type="checkbox"/> s128F exempt</p> <p><input type="checkbox"/> Not s128F exempt</p> <p><input type="checkbox"/> s128F exemption status unknown</p> <p><input type="checkbox"/> Not applicable</p> |
| | <p>*Is the +security perpetual (i.e. no maturity date)?</p> | |
| | <p>*Maturity date</p> <p><i>Answer this question if the security is not perpetual</i></p> | |

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Appendix 2A
Application for quotation of +securities

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| | <p>*Select other features applicable to the +security</p> <p><i>Up to 4 features can be selected. Further information is available in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities.</i></p> | <input type="checkbox"/> Simple <input type="checkbox"/> Subordinated <input type="checkbox"/> Secured <input type="checkbox"/> Converting <input type="checkbox"/> Convertible <input type="checkbox"/> Transformable <input type="checkbox"/> Exchangeable <input type="checkbox"/> Cumulative <input type="checkbox"/> Non-Cumulative <input type="checkbox"/> Redeemable <input type="checkbox"/> Extendable <input type="checkbox"/> Reset <input type="checkbox"/> Step-Down <input type="checkbox"/> Step-Up <input type="checkbox"/> Stapled <input type="checkbox"/> None of the above |
| | <p>*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?</p> | |
| | <p>*If yes, what is the first trigger date</p> <p><i>Answer this question if your response to the previous question is "Yes".</i></p> | |
| | <p>Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if the +securities to be quoted are converted, transformed or exchanged</p> <p><i>Answer this question if the security features include "converting", "convertible", "transformable" or "exchangeable".</i></p> <p><i>For example, if the security can be converted into 1,000 fully paid ordinary shares with ASX security code ABC, please insert "1,000 fully paid ordinary shares (ASX:ABC)".</i></p> | |

Part 4 – Issue details

| Question No. | Question | Answer |
|--------------|---|--------------|
| 4.1 | *Have the +securities to be quoted been issued yet? | Yes |
| 4.1a | <p>*What was their date of issue?</p> <p><i>Answer this question if your response to Q4.1 is "Yes".</i></p> | 23 July 2020 |
| 4.1b | <p>*What is their proposed date of issue?</p> <p><i>Answer this question if your response to Q4.1 is "No".</i></p> | |
| 4.2 | <p>*Are the +securities to be quoted being issued for a cash consideration?</p> <p><i>If the securities are being issued for nil cash consideration, answer this question "No".</i></p> | Yes |

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Appendix 2A
Application for quotation of +securities

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| 4.2a | <p>*In what currency is the cash consideration being paid</p> <p><i>For example, if the consideration is being paid in Australian Dollars, state AUD.</i></p> <p><i>Answer this question if your response to Q4.2 is "Yes".</i></p> | AUD |
| 4.2b | <p>*What is the issue price per +security</p> <p><i>Answer this question if your response to Q4.2 is "Yes" and by reference to the issue currency provided in your response to Q4.2a.</i></p> <p><i>Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q4.2 as "No" and complete Q4.2c and Q4.2d.</i></p> | \$0.015 |
| 4.2c | <p>Please describe the consideration being provided for the +securities to be quoted</p> <p><i>Answer this question if your response to Q4.2 is "No".</i></p> | |
| 4.2d | <p>Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted</p> <p><i>Answer this question if your response to Q4.2 is "No".</i></p> | |
| 4.3 | Any other information the entity wishes to provide about the issue | |

Part 5 – Issued capital following quotation

| <p>Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:</p> <p><i>Note: the figures provided in the tables in sections 5.1 and 5.2 below are used to calculate the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the relevant table each class of securities issued by the entity.</i></p> <p><i>If you have quoted CHESS Depository Interests (CDIs) issued over your securities, include them in the table in section 5.1 and include in the table in section 5.2 any securities that do not have CDIs issued over them (and therefore are not quoted on ASX).</i></p> <p><i>Restricted securities should only be included in the table in section 5.1 if you are applying to have them quoted because the escrow period for the securities has expired or is about to expire. Otherwise include them in the table in section 5.2.</i></p> | | | | | | | | | | |
|---|--|--|-----------------------------------|--------------------------------------|--------------------------------|-------------|--|--|--|--|
| 5.1 | <p>*Quoted +securities (total number of each +class of +securities quoted on ASX following the +quotation of the +securities the subject of this application)</p> <table border="1"> <thead> <tr> <th>ASX security code and description</th><th>Total number of +securities on issue</th></tr> </thead> <tbody> <tr> <td>BPH fully paid ordinary shares</td><td>403,224,318</td></tr> <tr> <td> </td><td> </td></tr> <tr> <td> </td><td> </td></tr> </tbody> </table> | | ASX security code and description | Total number of +securities on issue | BPH fully paid ordinary shares | 403,224,318 | | | | |
| ASX security code and description | Total number of +securities on issue | | | | | | | | | |
| BPH fully paid ordinary shares | 403,224,318 | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |

| | | |
|-----|---|--------------------------------------|
| 5.2 | *Unquoted +securities (total number of each +class of +securities issued but not quoted on ASX): | |
| | ASX security code and description | Total number of +securities on issue |
| | Unlisted options, exercise price \$0.20 expiring 30/11/20 | 200,000 |
| | Unlisted options, exercise price \$0.20 expiring 30/11/21 | 200,000 |
| | Unlisted options, exercise price \$0.20 expiring 30/11/22 | 400,000 |
| | Unlisted options, exercise price \$0.02 expiring 20/06/24 | 3,000,000 |
| | Unlisted options, exercise price \$0.02 expiring 09/08/24 | 2,000,000 |
| | Unlisted options, exercise price \$0.02 expiring 30/11/24 | 1,200,000 |
| | Unlisted options, exercise price \$0.02 expiring 20/06/24 | 600,000 |

Part 6 – Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and:

- your response to Q2.1 is "Being issued under a dividend/distribution plan" and the response to Q2.2b.2 is "No"; or
- your response to Q2.1 is "Other".

Note that if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B", it is assumed that you will have provided the information referred to in this Part in the Appendix 3B.

| Question No. | Question | Answer |
|--------------|--|------------|
| 6.1 | *Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1? | No |
| 6.1a | *Date of meeting or proposed meeting to approve the issue under listing rule 7.1 <i>Answer this question if the response to Q6.1 is "Yes".</i> | |
| 6.1b | *Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? <i>Answer this question if the response to Q6.1 is "No".</i> | Yes |
| 6.1b.1 | *How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? <i>Answer this question if the response to Q6.1 is "No" and the response to Q6.1b is "Yes".</i> <i>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.</i> | 29,987,500 |
| 6.1c | *Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)? <i>Answer this question if the response to Q6.1 is "No".</i> | No |

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Appendix 2A
Application for quotation of +securities

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| 6.1c.1 | <p>*How many +securities are being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?</p> <p><i>Answer this question if the response to Q6.1 is "No" and the response to Q6.1c is "Yes".</i></p> <p><i>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.</i></p> | |
|--------|--|--|

Introduced 01/12/19, amended 31/01/20



23 July 2020

The Manager
Market Announcements Platform
Australian Securities Exchange
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Placement and Non-Renounceable Rights Issue

BPH Energy Limited ACN 095 912 002 (**ASX: BPH**) (the **Company**) is pleased to announce that it has completed a placement and that it intends to undertake a non-renounceable rights issue.

The placement consists of 29,987,500 fully paid ordinary shares (**Shares**) at an issue price of \$0.015 (1.5 cents) per Share together with one (1) free attaching option for every two (2) Shares subscribed for and issued (**Options**) to sophisticated and professional investors under the Company's current placement capacity to raise \$449,813 (**Placement**).

The Placement is being managed by Sixty-Two Capital Pty Ltd.

Following the issue of the Shares under the Placement, the Company will undertake a non-renounceable rights issue of two (2) Shares for every five (5) Shares held by shareholders at an issue price of \$0.015 (1.5 cents) per Share to raise up to \$2,419,346 together with one (1) free attaching Option for every two (2) Shares subscribed for and issued (**Rights Issue**).

The Shares issued under the Placement will have a holding lock placed on them pending completion and lodgement of the disclosure document for the Rights Issue. The free attaching Options under the Placement will be granted subject to the receipt of shareholder approval at a meeting to be convened as soon as possible.

Investors who participated in the Placement will be eligible to participate in the Rights Issue.

Mr David Breeze, Managing Director, said: "the Company is pleased to receive funding from a range of investors including existing shareholders and others who participated in the Placement through Sixty-Two Capital".

PEP11 gas project – Use of funds, NOPTA update and planning

Well Planning

The proceeds of the Placement and Rights Issue will be used by BPH primarily to invest in Advent Energy Limited (**Advent**) in order to increase BPH's shareholding from 23% to 36% (subject to any required approvals or via an underwriting of an offer by BPH). The funds proposed to be invested by BPH will be used by Advent to progress well planning, engineering and environmental

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approvals for drilling at the Baleen drill target in the PEP11 offshore permit in NSW. It is planned that approximately \$2 million of the capital raised will be used for this purpose.

As previously announced, Advent has submitted to the National Offshore Petroleum Titles Administrator (**NOPTA**) an application to enable the drilling of the Baleen drill target in the PEP11 permit. Advent, through wholly owned subsidiary Asset Energy Pty Ltd, holds an 85% interest and is operator of the PEP11 permit. Bounty Oil and Gas NL (ASX: BUY) holds the remaining 15% (**JV**).

As announced previously, the JV had made an application to NOPTA to change the current PEP11 permit conditions in order for it to proceed with the drilling. The Company is pleased to advise that NOPTA has confirmed that this application is in the final decision phase and expects to have a final decision shortly.

Drilling Rigs

The JV is also currently evaluating rig availability for the drilling of the Baleen drill target.

Key information about the Rights Issue

1. The Rights Issue is non-renounceable which means that the entitlement to Shares under the Rights Issue will not be tradeable on ASX or otherwise transferable.
2. The Rights Issue is being conducted under section 713 of the *Corporations Act 2001* (Cth) as a transaction specific prospectus for an offer of continuously quoted securities. Eligible Shareholders will be sent a disclosure document relating to the Rights Issue (**Offer Document**) and a personalised entitlement and acceptance form.
3. An application for Shares under the Rights Issue may only be made by completing the entitlement and acceptance form which accompanies the Offer Document. Shareholders eligible to participate in the Rights Issue should read the Offer Document carefully and consult professional advisers as necessary.
4. A top-up facility will be available allowing eligible shareholders to apply for additional Shares over and above their entitlements (additional Shares will be allotted to the extent there is a shortfall under the Rights Issue).
5. The proceeds of the Rights Issue will be used primarily for the progression of investment in Advent and well planning for drilling in the PEP11 permit. The Directors reserve the right to vary the proposed use of funds to maximise the benefit to shareholders.
6. Shares issued under the Rights Issue will rank equally with existing Shares on issue on the record date. The Company will make application for official quotation of the Shares and Options proposed to be issued under the Rights Issue.
7. Shareholders who do not take up all or any part of their entitlement will not receive any payment or value in respect of the entitlement not taken up and their equity interest in the Company will be diluted.
8. The Rights Issue is not underwritten.

Capital Structure

As at the date of this announcement, the Company has 373,236,818 Shares on issue. A further 29,987,500 shares will be issued in the Placement.

The maximum number of Shares to be issued under the Rights Issue is approximately 161,289,727.

At the conclusion of the Rights Issue, the total number of issued Shares in the Company will be up to a maximum of 564,514,045.

Offer Document

The Company is in the process of completing the Offer Document and this will be lodged with ASX shortly. At that time, the Company will confirm the timetable for the Rights Issue, including the relevant record date. As previously announced on 18th June the company is continuing to evaluate new opportunities as part of its ordinary business.

David Breeze (Director) authorised the release of this announcement to the market.

Yours sincerely,

s 47F

David Breeze
Executive Director

Enquiries

Any enquiries regarding the Rights Issue should be directed to:

David Breeze

Chairman

+61 8 9328 8366

admin@bphenergy.com.au



12 April 2010

Companies Announcements Office
Australian Securities Exchange Limited
10th Floor, 20 Bond Street
SYDNEY NSW 2000

Dear Sir/Madam

Advent Energy Update

A funding update for BPH investee Advent Energy Ltd is attached.

Yours sincerely,

s 47F

David Breeze
Chairman

BPH Corporate Limited ACN 95 912 002
PO Box 317, North Perth, Western Australia 6906
14 View Street, North Perth, Western Australia 6006
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12 April 2010

Companies Announcement Office
 Australian Securities Exchange Limited
 10th Floor, 20 Bond Street
 SYDNEY NSW 2000

ADVENT ENERGY FUNDING UPDATE

MEC Resources (ASX:MMR) is pleased to announce that it has been advised by investee company Advent Energy Ltd that all conditions of the agreement between the Talbot Group and Advent (ASX: MMR 11 November 2008) have been satisfied. Advent has now issued Talbot Group Investments with 14,000,000 shares in consideration for the \$7,000,000 received.

The funds will be used by Advent to progress the PEP11 project off the coast of New South Wales.

Yours faithfully,

s 47F

David Breeze
 Executive Director
 MEC Resources Ltd
 PO Box 317
 North Perth WA 6906

s 47F

Media Enquiries:
 Bill Kemmery
 Fortbridge Consulting

s 47F

About MEC Resources

ASX listed MEC Resources (ASX: MMR) invests into exploration companies targeting potentially large energy and mineral resources. The Company has been registered by the Australian Federal Government as a Pooled Development Fund enabling most MEC shareholders to receive tax free capital gains on their shares and tax free dividends.

About Advent Energy

Advent Energy Ltd is an unlisted oil and gas exploration company. Advent holds a strong portfolio of exploration and near-term production assets throughout Australia. Advent's cornerstone project lies off the coast of NSW in Petroleum Exploration Permit 11 (PEP11), and has been estimated to comprise up to 16.3 Tcf (P10 or 'high' level) prospective recoverable gas resources.

Advent Energy's wholly owned subsidiary Asset Energy Pty Ltd is increasing its interest from 25% to 85% from joint venture partner Bounty Oil and Gas (ASX:BUY) who will reduce their interest from 75% to 15%.



7 April 2010

Companies Announcements Office
Australian Securities Exchange Limited
10th Floor, 20 Bond Street
SYDNEY NSW 2000

Dear Sir/Madam

Advent Energy Investment Update

BPH Corporate Ltd (ASX: BPH) is pleased to advise that it has acquired a further \$5.8 million equity in unlisted oil and gas exploration company Advent Energy Ltd. This represents a total of \$12.8 million invested by BPH to date. BPH can invest up to \$14 million under the exclusive option agreement granted to them on 29 September 2009.

Yours sincerely,

s 47F

David Breeze
Chairman

BPH Corporate Limited ACN 95 912 002
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T: +61 8 9328 8366 F: +61 8 9328 8733



3 September 2010

Companies Announcements Office
Australian Securities Exchange Limited
Exchange Centre
10th Floor, 20 Bond Street
SYDNEY NSW 2000

Dear Sir/Madam,

BPH Corporate Ltd Non Renounceable Rights Issue – Notice of Under Subscriptions

BPH Corporate Ltd (“BPH”) is pleased to advise that the Non Renounceable Rights Issue closed on 31 August 2010.

BPH wishes to advise that eligible Shareholders subscribed for 32,563,065 Shares, including shortfall shares, at an issue price of 8 cents per share. The total funds received from this issue were \$2,605,045.

The Directors are yet to make an allotment of the Shares representing the remaining Shortfall. These Shares will be dealt with under the terms of the underwriting agreement.

Allotment and issue of the Shares is expected to take place on Monday 6th of September 2010.

The Directors wish to thank all eligible shareholders for their continued support.

Yours sincerely,

s 47F

David Breeze
Chairman

For more information contact:

Ms Deborah Ambrosini
Director / Company Secretary
BPH Corporate Limited
Tel: +61 8 9328 8366



20 December 2010

Companies Announcements Office
ASX Limited
10th Floor, 20 Bond Street
SYDNEY NSW 2000

Dear Sir/Madam,

UNDERWRITING DETAILS

BPH Energy Ltd (*formerly BPH Corporate Ltd* - ASX:BPH) is pleased to advise that it has successfully completed its post consolidation capital raising receiving subscriptions in excess of \$11.5M.

A total of 50,951,205 ordinary fully paid shares and 10,190,241 free attaching options were allotted and issued into the issuer sponsored sub register on 14 December 2010.

There were no shares issued to the Underwriter Grandbridge Securities. However, a total of 11,061,947 shares were issued to MEC Resources (**MEC**) in connection with its sub-underwriting commitment.

Grandbridge Securities has been paid of \$466,290 for the services provided during the raising. MEC will receive a sub-underwriting fee equivalent to 3% of the funds raised by MEC. Payment of MEC's sub-underwriting fee is the responsibility of Grandbridge Securities.

Yours sincerely

s 47F

Deborah Ambrosini
Executive Director



20 December 2010

Companies Announcements Office
Australian Securities Exchange Limited
10th Floor, 20 Bond Street
SYDNEY NSW 2000

Dear Sir/Madam,

BPH Energy Limited – Increase Investment in Advent Energy Ltd

BPH Energy Ltd (*formerly BPH Corporate Ltd* - ASX:BPH) is pleased to advise that it has made a further investment in Advent Energy Ltd (“**Advent**”) of \$14.4M.

A total of 11,520,000 ordinary fully paid shares with an issue price of \$1.25 have been issued to BPH Energy increasing their interest in Advent 27.42%.

Yours Sincerely

s 47F

Deborah Ambrosini
Director and Company Secretary



6th August 2020

Mr. Graeme Waters
Titles Administrator
National Offshore Petroleum Titles Administrator
GPO Box 7871
PERTH WA 6850
via email: s 47F @nopta.gov.au

YOUR LETTER Re REQUEST FOR FUNDING COMMITMENT PEP-11

Dear Mr. Waters,

I refer to your letter of 2 July 2020 and specifically the request for a written commitment to the funding of the PEP11 Baleen drilling program . I am the Chairman of BPH Energy Ltd (BPH). BPH is a listed public company and has a substantial investment (23%) in Advent Energy Ltd and holds a 23 % interest.

At the time of Drilling New Seaclem well in PEP11 BPH was the largest funder of that drilling program and successfully raised and invested in Advent over \$34,000,000 in a multi-phase funding program .I was directly responsible for the success of these capital raising programs.

The investment in Advent is the key investment focus of BPH Energy. An initial \$2,868,000 capital raising is currently underway for the drilling of the Baleen well (refer ASX release attached.) BPH has just raised through a placement \$449,000 (confirmed ASX 23 07 2020) and has issued a prospectus (confirmed ASX 29 07 2020), to raise a further \$2,419,346,000.

The prospectus (registered with ASIC) confirms that the amount of \$2,000,000 from the BPH raising will be committed to the underwriting and funding of its investment in Advent Energy thereby increasing the BPH interest in Advent to 36 %.

The prospectus confirms that funds will be allocated to well planning, engineering, design, NOPSEMA permitting and drilling equipment procurement.

A further \$12,000,000 will be raised for the drilling after approvals have been received from NOPSEMA. BPH has the capacity to raise a further rights issue pre drilling (and underwrite Advent) to fund a total investment of \$22,000,000. This commitment is supported by the BPH board.

Yours sincerely

s 47F

David Breeze
Chairman

ATTACHMENT E

Relevant matters for the current suspension, extension and variation application

Suspension, extension and variation application

On 23 January 2020, Asset Energy applied for a secondary work program variation and a 24 month suspension of Permit Year 4 work program, with a corresponding extension to the permit term.

The current work program is below:

| Year | Start date | End date | Activity | Indicative expenditure (\$A) |
|------|------------|------------|--|------------------------------|
| 1 | 13/08/2012 | 12/08/2013 | 2000 km seismic reprocessing, Geotechnical studies | 250,000 |
| 2 | 13/08/2013 | 12/02/2019 | 200 km 2D seismic survey Geotechnical studies | 2,000,000 |
| 3 | 13/08/2015 | 12/02/2019 | Geotechnical studies | 350,000 |
| 4 | 13/02/2019 | 12/02/2020 | One exploration well | 15,000,000 |
| 5 | 13/08/2020 | 12/02/2021 | 500 km ² 3D seismic survey | 3,500,000 |

The secondary work program variation is to replace the acquisition of 500 km² of 3D seismic data in Permit Year 5 with post well studies.

Asset Energy have requested an additional 24 months due to a change to the executive board in 2019, which had the effect of changing the exploration strategy of the permit. The new executive board have prioritised drilling of an exploration well over acquisition of seismic data prior to drilling. Priorities were reversed for the previous executive board.

Asset Energy is claiming *force majeure* circumstances around the change in the executive board. The change resulted from a dispute with MEC Resources Ltd, who have a 48.2% non-controlling share of Advent Energy which wholly owns Asset Energy. Asset Energy claim the legal matters relating to this dispute have caused significant delays to completion of the work program. Asset Energy further claim that acquiring seismic data near Newcastle is unacceptable to the local community and therefore drilling the exploration well would be the best strategy. They also state that this strategy has the potential to address the need for east coast gas and therefore benefit the community.

Advent Energy has expressed interest in exploration opportunities in offshore NSW for carbon capture and storage for which they see as beneficial to reaching Net zero emission by 2050. NOPTA has advised Asset Energy that they can explore for greenhouse gas storage formations and injection as part of their petroleum operations as long as the work program of the title to explore for petroleum is undertaken.

On 4 February 2021, Asset Energy submitted a second 24 month suspension and extension application (in addition to the current application seeking 24 months) citing delayed decision-making on the first application and the impacts from the COVID-19 pandemic as reasoning. This application is currently under assessment by NOPTA.

NOPTA's Advice

Suspension and extension

On 29 April 2020, NOPTA assessed the application of January 2020 against the requirements of the *Offshore Petroleum and Greenhouse Gas Storage Act 2006* (the Act) and the expectations of the Joint Authority, as set out in the *Offshore Petroleum Exploration Guideline: Work-bid* (the Guideline). Following a request from the Joint Authority delegates, NOPTA also assessed the financial capacity of Asset Energy based on publicly available information.

While NOPTA does not consider Asset Energy's internal board issues and dispute with parent company MEC Resources Ltd as a *force majeure* circumstance in accordance with the Guideline, the issues have impacted on the direction of the exploration strategy and timing to plan and drill a well.

Specifically, the previous board originally applied to vary the 3D seismic survey from Year 5 to Year 4 so it occurred prior to the exploration well. This application was withdrawn once the new board was in place to prioritise the exploration well over the acquisition of the seismic data. By this time Asset Energy had entered Year 4 which becomes guaranteed with only four months to drill the exploration well. As such NOPTA is of the opinion that there is merit to allow additional time to enable drilling.

NOPTA also considers that Asset Energy has provided reasonable supporting evidence that it had been progressing plans to complete the exploration well and that the COVID-19 pandemic has affected efforts to finalise a rig contract. Asset Energy stated that it has been in communication with rig operators. To date they have not reported signing of a contract. NOPTA advised that it is reasonable that Asset Energy had not committed to a contract at the current time with respect to drilling and preparation of an environment plan prior to receiving a decision on this application.

Following the NOPTA assessment, on 13 January 2021, media reported Advent Energy Pty Ltd (for which Asset Energy is a subsidiary company) has signed a well services agreement with a global specialist to look at engaging a rig for the drilling of the exploration well.

NOPTA considers the suspension and extension time requested (initially 24 months) as lengthy. However Asset Energy allowed for six months for the Joint Authority to make a decision based on previous application considerations. NOPTA suggested that it would be reasonable to expect Asset Energy to meet with them to discuss progress towards obtaining relevant approvals and contracting within 12 months.

Variation

NOPTA considers the proposed variation to replace 500km² of seismic acquisition in Year 5 with post well studies to be reasonable and in accordance with the *Offshore Petroleum and Greenhouse Gas Storage Act 2006*.

Financial capacity

There is currently no legislative provision to specifically include assessment of financial capacity or a fit and proper person test in relation to suspension, extension and variation applications. Section 264 does not however prevent the Joint Authority taking into account all relevant considerations – including the applicant's ability to comply with the requirements of the permit.

On 6 August 2020, Asset Energy provided information in response to a Joint Authority request for further information on viable future funding options available to Asset Energy to fund upcoming

work program commitments (Attachment D), where it was proposed that the bulk of fund raising would come via share capital.

On 3 February 2021, BPH Energy announced that it had raised \$9 million from the issue of shares. In an ASX announcement it was stated that the \$6 million of this will be used by BPH to invest in Advent Energy Limited, and subsequently used to progress well planning, engineering and environmental approvals for the drilling of the Baleen target within PEP-11.

Whilst this appears to be legitimate, it is unclear as to exactly how much of the funds will be formally passed through to Asset Energy, the titleholder of PEP-11.

BPH is currently in a trading halt pending an announcement due to be made on 9 December 2021. Prior to a previous trading halt being instigated in February 2021, the market had seen rapid fluctuations to the share price.

Advent Energy Pty Ltd related companies

Asset Energy is a wholly owned subsidiary of Advent Energy Pty Ltd (Advent Energy). Several companies hold interests in Advent Energy Pty Ltd, including the ASX listed BPH Energy Ltd and MEC Resources Ltd. BPH Energy hold a controlling interest in Advent Energy, with MEC Resources holding a non-controlling interest in Advent Energy of 48.2 per cent.

Two companies that are linked to Advent Energy Pty Ltd have raised issues that you may wish to consider when making a decision on the suspension, extension and variation application.

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MEC Resources Ltd

MEC Resources has a non-controlling interest in the unlisted energy explorer Advent Energy of 38.27%. MEC Resources is currently suspended from trading on the ASX. The suspension commenced on 17 January 2020. MEC Resources most recent quarterly report (ending 31

December 2020) notes it has funding for the next 1.5 quarters and anticipates a capital raising in the form of a rights issue to fund its operations.

In February 2021, MEC Resources had its Pooled Development Fund (PDF) status revoked for allegedly breaking the relevant laws on 17 occasions. The PDF status meant shareholders were not required to pay capital gains tax on the sale of their MEC shares or pay tax on dividends had they ever received them. As a PDF, MEC only paid 15% income tax compared to the much higher full company tax rate of 30%.

The decision was reconsidered in May 2021, however there was no change. MEC wrote to the Administrative Appeals Tribunal, (AAT) in September 2021 in relation to the revocation of PDF registration. The AAT refused their request for a stay in relation to the revocation of its PDF registration. MEC continues to pursue appeal.

Currently we would expect this will have little short-term impact on MEC Resources unless it were to consider selling its interest in Advent Energy. Shareholders of MEC Resources will also incur higher taxes on any future income or gains from holding MEC Resources shares. Current MEC Resources shareholders who haven't been able to dispose of their shares in the last 12 months, as a result of the suspension on the ASX, upon disposal now will be subject to a higher tax rate. This could lead to the current shareholder's not contributing any further funds through future share placements.

What this means for the ability of MEC Resources to raise funds in the future in support of PEP-11 is primarily related to any potential impact on MEC Resources' success in raising equity funding. This is already constrained by the suspension of trading on the ASX, however it could now see a need to attract a new type of investor (shareholders) willing to accept a higher risk without any tax benefits. BPH Energy (also a shareholder of Advent Energy) was successful recently in raising equity in support of PEP-1.

For Advent Energy (and therefore Asset Energy) if MEC Resources were not able to raise funds, its other shareholders (e.g. BPH Energy) would need to increase their equity contributions to offset any short fall in contributions, leading to a reduction in MEC Resources current interest in Advent Energy. It could also result in a new shareholder of Advent Energy either partially or fully replacing MEC Resources funds.

MEC resources is a separate legal entity and these issues cannot be taken into account when considering the bona fides of Asset Energy as titleholder, however from an operational perspective it does have the potential to impact on MEC's reputation and future fund raising activities. In addition, David Breeze, holds a number of positions within the corporate structure including being the Managing Director of MEC, the Chairman of Advent Energy, the Managing Director and Executive Chairman of BPH Energy.

Asset Energy's progress with preparations to drill exploration well

Asset Energy has continued to publicly promote the potential prospectivity within the PEP-11 permit. BPH Energy Ltd (the parent company of Asset Energy Pty Ltd) has released the following ASX announcements regarding PEP-11:

- On 5 July 2021, Asset Energy announced it had issued a tender for the provision of conductor and surface casing and associated services.
- On 31 May 2021, Asset Energy issued a call for tender for the provision of subsea wellhead equipment, materials and associated services for the Baleen drilling program.

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- On 25 May 2021, Asset Energy referred to the appointment of the s 22 Group to prepare the Environment Plan for the exploration well drilling program for submission to NOPSEMA.
- On 16 May 2021, Asset Energy announced following a review of research reports published by Geoscience Australia in 2006 and 2008, their understanding of the prospectivity for the PEP-11 permit has been improved.
- On 8 April 2021, Asset Energy confirmed the receipt of a “Basis of Well Design Report” for the Baleen exploration well from Add Energy (a consultancy firm specialising in engineering services)
- On 16 September 2021, Asset Energy issued a letter of intent to award a contract to provide conductor and surface casing plus associated services for the planned exploration well.
- On 30 September 2021, BPH Energy issued to the ASX, a copy of the presentation Dr s 22 s 22 gave to the ANZ Carbon Capture, Utilization and Storage Forum on Asset Energy’s plans to use the SeaBlue-1 gas well in PEP-11 to cost-effectively appraise the carbon storage potential of the offshore Sydney Basin.

Community opposition

Significant public opposition to the existence of the PEP-11 permit continues. Two bills have been introduced in 2021 to prevent any exploration within the permit. These include:

- The ‘Offshore Petroleum and Greenhouse Gas Storage Amendment (Stopping PEP11) Bill 2021’ sponsored by Zali Steggall OAM MP, the Federal Member for Warringah and
- The ‘Offshore Petroleum and Greenhouse Gas Storage Amendment (Fight for Australia’s coastline) Bill 2021’ sponsored by Senator Peter Whish-Wilson, Senator for Tasmania

Other notable opposition includes:

- Local members including Jason Falinski (Liberal - McKellar), Lucy Wicks (Liberal – Robertson), Trent Zimmerman (Liberal – North Sydney) and Dave Sharma (Liberal – Wentworth) have spoken against the PEP-11 permit and work program and called for a ban on oil and gas exploration offshore Sydney.
- A Change.org petition was active in July - "Stop PEP11 and save our coast" with media reporting the petition had received 50,000 signatures.
- Save our Coast, a community action group opposed to seismic testing and drilling in the PEP-11 permit area has organised a number of local protests and national petitions against PEP-11.
- Independent MP Zali Steggall has backed the group’s action, and tabled a petition in Parliament on 6 February 2020, opposing seismic and drilling activities off the New South Wales coast.
- Newcastle City Council and Central Coast Council have passed motions opposing offshore exploration off the coast of New South Wales.
- The Surfrider Foundation organised ‘paddle out’ protests against PEP-11 along the Sydney and Central Coasts over three consecutive weekends from 17 April 2021. The first protest attracted around 250 surfers.

- Save our Coast and the Surfrider Foundation have organised ‘virtual Town Hall’ meetings against PEP-11 over three consecutive days from 17 August 2021. Organisers state the meetings will inform the community of “the threat of gas rigs along our coast, and how we can stop it”.

Decision options

(1) OPTION A: Refuse the application

You may decide to refuse the application in agreement with former Minister Barilaro’s decision on 17 February 2021. Minister Barilaro cited his reason to refuse arose from concerns about the difference between State and Commonwealth legislation. This, and the pace of exploration, were reasons cited by Minister Barilaro’s predecessor for a suspension and extension application submitted in June 2016.

In consideration of a decision to refuse, you may wish to take into account other relevant matters and decide what weight you will attribute to those matters, including:

- The *force majeure* circumstances cited by Asset Energy are common risks in the industry. The Guidelines clearly indicate that ‘commercial circumstances’ do not constitute *force majeure* for the purposes of a suspension and extension application and the Joint Authority may refuse on this basis. NOPTA’s assessment did not consider Asset Energy’s claim of *force majeure* in relation to board issues and disputes with the parent entity MEC to be consistent with the Guidelines. You could cite this as a reason for not approving. This would be the stronger ground relative to the next two matters.
- Concern over the ability of the titleholder to undertake the work program. Noting that Asset Energy does not currently have the financial capacity to complete the future work program, the Director of Asset Energy being involved with breaches to other Commonwealth legislation in relation to related companies, subsidiary companies having applications refused and directions made. You could decide that the titleholders have had ample opportunity to progress their work program, but their ongoing financial position, including internal board issues and disputes are hampering their ability to execute their exploration strategy, and are diminishing the overall reputation of the industry.
- High levels of community opposition and matters of public interest – local community members are citing risks to mental health, concerns over environmental impacts, negative economic consequences for local tourism which would create even further difficulties in an industry struggling to recover from the impact of the COVID pandemic. You could draw on the public interest provision in s779 to conclude, on balance, that these matters are relevant.

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If you decide to refuse this application you will need to respond to former Minister Barilaro's letter of 17 February 2021, and agree with the decision to refuse the application. This letter will be addressed to the Hon Paul Toole MP Minister for Regional New South Wales, and Minister for Regional Transport and Roads as the NSW member of the Commonwealth-New South Wales offshore petroleum Joint Authority (Joint Authority)

An indicative timeline of refusing the suspension, extension and variation application is included at Attachment G. Note that the titleholders have also submitted a further suspension and extension application on 4 February 2021, for which NOPTA will assess once a decision is made on the first application dated January 2020.

Following proper administrative process and precedence from previous refusals, you must indicate in your letter that you **intend** to refuse the suspension, extension and variation application and will afford 30 days procedural fairness to the titleholder. Any submissions made in this period by the applicant must be taken into account by the Joint Authority prior to making a final decision on the suspension, extension and variation application.

Once the procedural fairness period ends, a final decision can be made on the matter. Minister Toole is required to **send** a decision letter, indicating his decision on the suspension, extension and variation application after the affording of procedural fairness. If Minister Toole is unwilling to send his decision, then you are required to notify NSW of your **intended** decision on the application **after the affording of procedural fairness**, in accordance with section 59 of the Act. Once this period of 30 days expires, it is only at that point in which you can communicate your **final** decision on the suspension, extension and variation application of 23 January 2020.

At this point, the permit will remain active due to the suspension and extension application submitted by the titleholder on 4 February 2021. As shown in Attachment G, the entire process in reaching a decision for this application will need to be repeated. To expedite the decision making on the second application, you may consider sending your decision under s 59 of the Act in your first letter to Minister Toole, once 30 days has passed, you can communicate your final decision.

The titleholder is able to submit further applications for suspensions and extension up until the point as such that the application submitted on 4 February 2021 is finally refused.

In the case that the titleholder maintains their two existing applications that have been submitted to NOPTA (of 23 January 2020 and 4 February 2021), and both applications are refused (after the appropriate period of affording procedural fairness), the permit will be valid for a further 2 months from the date of the final refusal, in accordance with section 265A(2)(a) of the Act. In this 2 month period, the applicant cannot submit a subsequent suspension and extension application. They can however, submit applications for variations, exemptions, renewals or surrenders. Only these applications can be considered by the Joint Authority. Following the end of the two month period the permit would expire in default.

Risk

Asset Energy's current exploration program includes one exploration well and a 500km² 3D seismic acquisition, both due by 12 February 2021. If the suspension and extension application is not approved, the permit will have expired. This situation has arisen as a consequence of the passage of time between their original application (January 2020) and the conclusion of the decision making process (anticipated to be February 2022).

If the Joint Authority were to make an adverse decision 21 months after NOPTA's advice was received, this would mean the PEP-11 permit term has ended (12 February 2021) and section 265A of the Act would be triggered to allow the permit to run for two months from the notice of

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refusal, or a longer period if the Joint Authority allows, however the titleholder cannot apply for any further suspensions during this time. The applicant may regard this as an unreasonable position to be placed in noting that the all work to date has been completed, and the titleholder is progressing with capital raising to fund the future work program without certainty of title.

The applicant has the right to file an application to the Federal Court for judicial review under the *Administrative Decisions (Judicial Review) Act* (ADJR Act) and section 39B of the *Judiciary Act 1903*. It is not a merits review. Judicial review requires the court to determine whether an administrative decision was made according to law. It does not involve a re-hearing of the original matter, and the court will not consider the merits of the arguments put to the original decision maker. The delay in decision making for this application may expose the Commonwealth to challenge.

The Commonwealth has been challenged on a suspension and extension application previously which took nearly one year to settle and at significant cost. On 12 July 2019, Pathfinder Energy Pty Ltd filed an application in the Federal Court of Australia for judicial review of decisions by the delegates of the Commonwealth-Western Australia Offshore Petroleum Joint Authority (Joint Authority) to refuse suspension and extension applications concerning two exploration permits (WA-487-P and WA-479-P) which had subsequently expired. This case went to mediation and was settled out of court, however, the Commonwealth was ordered by the court to remake the decisions. Pathfinder's basis for the legal claim was that the decision makers had applied the Guideline inflexibly as to matters relating to commercial risks and force majeure – with the presiding Judge noting that “it is established practice that any decision maker must not apply any policy inflexibly without regard to whether the particular circumstances may justify a departure from policy”.

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(2) *OPTION B: Approval – 24 months*

As requested by the titleholder and as recommended by NOPTA, you could approve a 24 month suspension of permit year 4 and a corresponding extension to the permit term and variation. The delay in the decision making process (21 months since receiving NOPTA's advice and a further one month to finalise a decision) will result in Asset Energy having only approximately 2 months to have an environment plan accepted and drill an exploration well - which is unrealistic. The decision is under section 264 and 265 of the Act, however your decision is to have effect as the Joint Authority's decision pursuant to section 59(2) of the Act, since there is disagreement between the two responsible Ministers.

Reasons you may consider in making this decision include:

- The titleholders have met the conditions of the permit to date in relation to work program commitments;
- The permit term was due to expire on 12 February 2021 and as such means the current work program cannot be completed within the permit term. Further time to allow for the decision-making process would provide a realistic timeframe for the company to complete their work;

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- While the titleholders do not currently have the funds to carry out the work program, they have raised \$9 million (through a parent company) to date which has been stated in an ASX announcement (3 February 2021) as being for the purposes of drilling the Baleen prospect within PEP-11. This is not a unique situation to exploration companies and it is anticipated that the titleholders would be able to raise the capital required once an approval has been granted;
- Whilst there is a high level of community opposition, current government policy is centred around a gas led recovery from the COVID pandemic. Approval of this application would align with current priorities and exploration activities need to be undertaken to ensure relevant opportunities are explored to enable the growth and stability of the gas market and industry, particularly on the east coast of Australia.
- While company legal disputes is not considered in the current guideline to be considered as a *force majeure* event, unclear company structure and significant change in exploration strategy has clearly affected timelines and is a valid consideration when deciding on the current application.

To address concerns of pace of exploration, the department recommends if you make this decision you re-state (in the attached letter) the condition that the titleholders continue to provide monthly reports to NOPTA. It is recommended that if the Joint Authority approves this application the following condition applies:

1. That the titleholders are to:

- provide NOPTA with monthly reports, due from the date of this approval,
- meet with NOPTA every six weeks, from the date of this approval,

to provide an update to outline the titleholders progress in meeting their work program commitments and their steps taken to fund their work program.

In addition, it is recommended that the Joint Authority convey the following expectations to Asset Energy via NOPTA;

- That the titleholders meet with the National Offshore Petroleum Safety and Environmental Management Authority one month after the approval of this application and discuss the titleholders approach to the development of an Environment Plan, noting the important role that stakeholder engagement plays in this process.
- That the titleholders have submitted their Environment Plan for the exploration well commitment to the National Offshore Petroleum Safety and Environmental Management Authority at least six months prior to the end of the suspended Permit Year 4.
- The registered titleholders must demonstrate that they possess the financial means to undertake the guaranteed work program commitments for any further suspension and extension applications to be considered, in accordance with subsections 571(2) and 571(3) of the Act.

Risk

There will be backlash from politicians and community groups that oppose any activity within PEP-11. Details of opposition to date is noted above. A decision to offer the suspension and extension may frustrate relationships with NSW Minister Toole. However, the Joint Authority has given the titleholder a right to explore by granting of the title and is bound to uphold the integrity of the regulatory regime, including allowing the titleholder extensions where required, in line with the published guidelines. Noting of course all applications are considered on a case by case basis, on their own merits.

On 4 February 2021, Asset Energy made another application for an additional 24 month suspension of permit year 4 and corresponding extension of the permit term. Asset Energy state that the delay in decision making (12 months) has impacted their work going forward. They are also claiming that the COVID-19 pandemic has impacted the company, in particular the oil price crash and ability to capital raise. This application was submitted under the flexibility for exploration companies announced by yourself in April 2020.

If additional time is not provided now, the second suspension and extension application will need to be carefully considered given the delays to the decision on the first application. Should a secondary application be approved so soon after the current application, it is likely to cause significant backlash from the community. If however further time was provided now (as proposed under Option C below), then it would allow for a stronger argument to refuse the second application, or Asset Energy may consider withdrawing their application.

(3) OPTION C: Approval - 30 months

A further option available to you, as the responsible Commonwealth Minister of the Commonwealth-New South Wales Offshore Petroleum Joint Authority, is to use your powers under section 59(2) to make the decision to approve a **36 month** suspension (24 months as requested, with an additional 12 months granted at the discretion of the Joint Authority) of Permit Year 4 and corresponding extension of the permit term and vary permit Year 5 to replace 500km² of seismic acquisition for post well studies.

Asset Energy requested a 24 month suspension and extension period, in the anticipation that 18 months would be sufficient to meet its needs (as Asset Energy accounted for a six month period for the Joint Authority to make a decision). This would mean permit year 4 would end on 12 February 2023 and the permit term would end 12 February 2023. This should provide time (approximately 12 months) to gain an accepted Environment plan and complete their exploration well. On average it takes approximately 4 months to obtain an approved environment plan once submitted to NOPSEMA, however, noting the high levels of opposition, any consultation with stakeholders in preparation of the environment plan will be significant and likely to take further time.

Whilst all applications are considered on as case by case basis on their merits, by approving an additional twelve months at this time may be regarded as a consideration in the decision making process for the second suspension and extension application as was submitted on 4 February 2021.

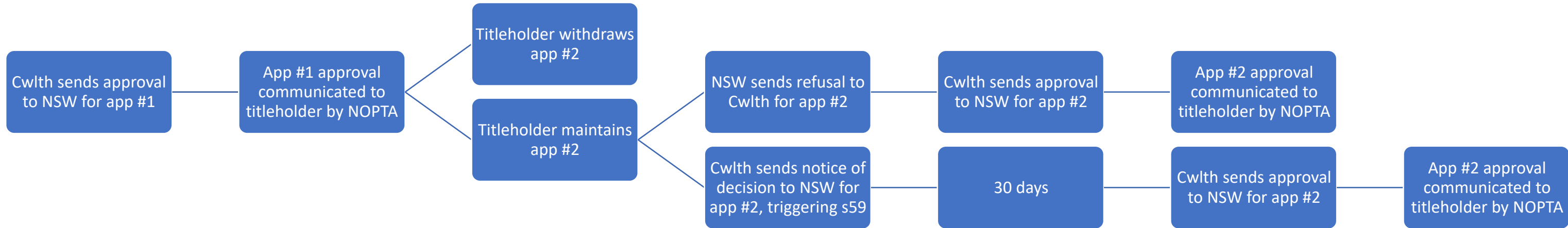
The same reasons apply as set out in Option B. Similarly, it is also recommended that the proposed condition and expectations also apply to this option too.

Risk

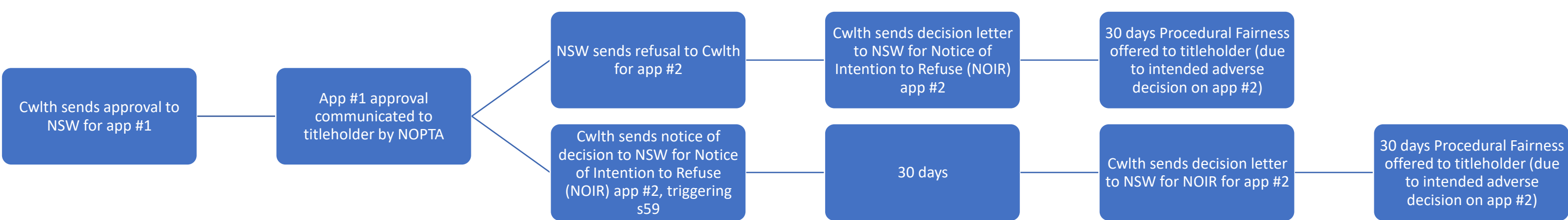
The same risks as set out in Option B are also applicable here.

The flow charts below outline the indicative timelines for the suspension, extension and variation application submitted on 23 January 2020 (app #1) and the suspension and extension application submitted on 29 January 2021 (app #2) for PEP-11.

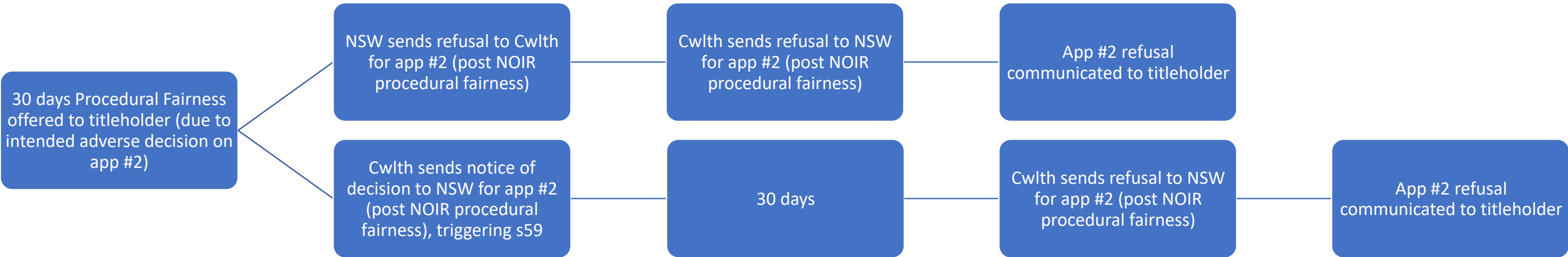
Both applications are approved



Approve first application, refuse second application

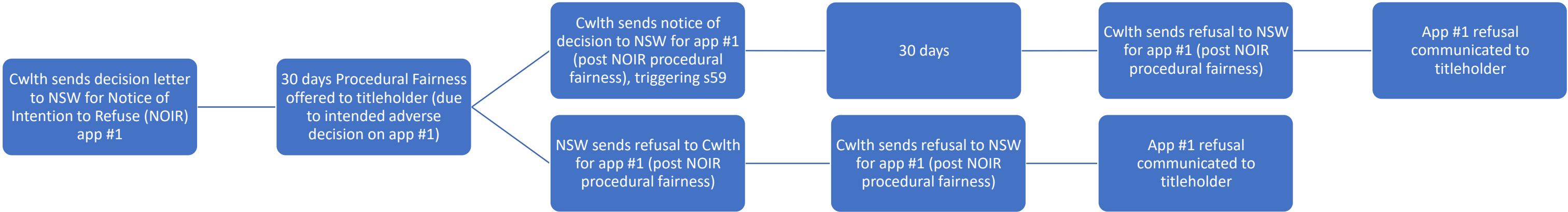


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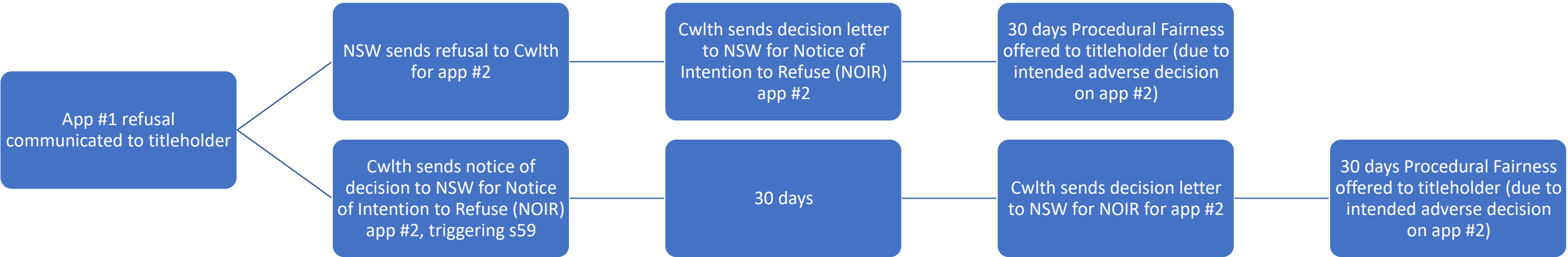


Refuse all applications

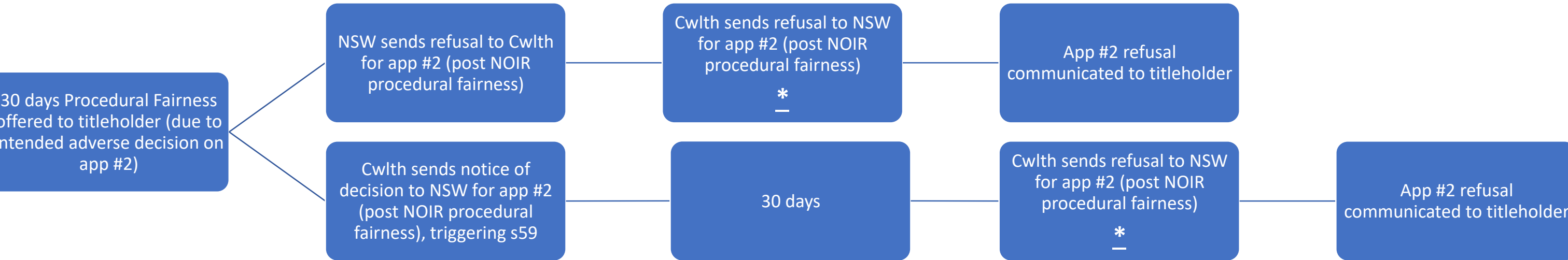
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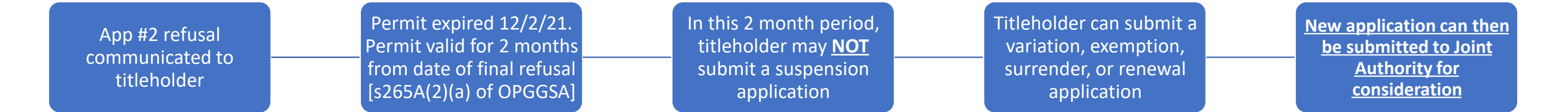
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*** NOTE: If an application for a suspension and extension is submitted by the titleholder before this event (i.e. prior to the Cwlth sending the refusal letter for app #2 to NSW), then the new suspension and extension application MUST be considered by the Joint Authority.**

ATTACHMENT H

History of Petroleum Exploration Permit PEP-11 (PEP-11)

Permit history

Asset Energy Pty Ltd is the operator and holds an 85 per cent interest in PEP-11. The permit is located offshore NSW adjacent to Newcastle and Sydney. Bounty Oil and Gas NL hold the remaining 15 per cent interest. The following table outlines significant events for PEP-11.

| Date | Activity | Details |
|----------------------|------------------|--|
| June 1999 | Permit Award | PEP-11 exploration permit awarded |
| January 2004 | Seismic Survey | Baleen 2D MSS acquired over PEP-11 |
| December 2010 | Exploration Well | New Seaclem-1 drilled by Advent Energy Ltd. Plugged and abandoned in January 2011. |
| August 2012 | Permit Renewal | PEP-11 renewed for the first time |
| April 2018 | Seismic Survey | Baleen 2D HR acquired over PEP-11. At its closest point it was 20km offshore NSW. |

Applications since 2012 permit renewal

Suspension and Extension application – submitted on 12/05/2014

Asset Energy requested additional time due to litigation between Asset Energy and its contractor in connection with pre-drilling site survey works conducted which impacted on the seismic survey design and siting. Both ministers agreed to approve suspension and extension applications and placed additional conditions on the permit. The NSW Minister provided their decision on 17/12/2014, with the Commonwealth minister providing their decision on 21/01/2015.

Suspension and Extension application – submitted on 26/05/2015

Asset Energy applied for extra time to allow finalisation of a seismic contract. NSW Minister recommended refusal of the applications. The Commonwealth Minister used their powers under section 59(2) of the OPGGSA to overrule the NSW Minister and approve a 12 month suspension of Permit Year 2 and 3 and a corresponding extension to the permit term. They advised the NSW Minister that making an adverse decision after a delay in the administrative decision making process placed Asset Energy in an unreasonable position of being noncompliant with permit conditions. The NSW Minister provided their decision on 17/11/2015, with the Commonwealth minister providing their decision on 15/01/2016.

Suspension and Extension application – submitted on 10/06/2016

Asset requested additional time to allow the seismic survey in year 2 to proceed as they had a signed contract to undertake the seismic survey. They also needed more time to avoid peak east coast whale migration. After delays in the Joint Authority decision making process, the Commonwealth Minister used their powers under section 59(3) of the OPGGSA to request a

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decision from the NSW minister on the applications within a 30 day timeframe. The NSW Minister recommended refusal of the application. Subsequently, the Commonwealth Minister overruled the NSW Minister and approved a 30 month suspension of permit Years 2 and 3 and a corresponding extension to the permit term. The Commonwealth Minister requested a decision from the NSW Minister under section 59(3) on 3/05/2017. The NSW Minister provided their decision on 2/06/2017, with the Commonwealth minister providing their final decision on 22/02/2018.

MEDIA RELEASES

22 October 2020

COMPANY DEVELOPMENT & BOARD CHANGES

Overview

The Directors of MEC Resources Limited (**MEC** or the **Company**) (ASX: MMR) are pleased to announce a number of significant developments which are now in progress to facilitate paving the way forward for the Company, the aim of which is to create long term value for MEC and its shareholders.

The new board of directors recently conducted a detailed review of the major issues present in the Company which was aimed at working up multiple solution scenarios. Some of the major issues identified include, achieving a successful in-specie or partial in-specie distribution of the shares held in Advent Energy Ltd by MEC, the resolution of writs and demands issued against the Company by Advent Energy Pty Ltd (**Advent**) and Asset Energy Pty Ltd (**Asset**), addressing the future capital requirements of the Company, focusing on its short term strategy of the in-specie distribution and bringing the Company back to trading status on the ASX.

On 1 October 2020 the Company announced its first step forward by bringing the Advent and Asset writs to a standstill by mutual agreement such that all parties can work towards negotiating a resolution of the pending claims.

The other material item is the in-specie or partial in-specie distribution of the shares held in Advent by MEC. The Directors have now reached out to Advent and this initial meeting proved fruitful in that there is an expressed desire by both MEC and Advent to work toward a mutually acceptable framework for the in-specie distribution and once agreed to present the in-specie distribution to the Company's shareholders at a general meeting of shareholders following consultation with and approval of the ASX.

MEC holds a non-controlling 49.3% interest in Advent. Advent, through wholly owned subsidiary Asset holds 85% of Petroleum Exploration Permit 11 (**PEP11**) an exploration permit prospective for natural gas located in the Offshore Sydney Basin. A full description of the PEP 11 Oil and Gas Permit can be found in the Advent Energy Ltd 2020 Annual Report released to market by BPH Energy Ltd (ASX:BPH) which in turn holds a 22.7% interest in Advent.

MEC has no representation on the board of Advent nor does it have any operational role or capacity within Advent. Notwithstanding this, Advent represents the key investment asset held by MEC. The Board is of the view it is in the interest of both MEC and Advent to work closely together with the aim of presenting an in-specie or partial in-specie distribution of the shares held in Advent by MEC to MEC shareholders.

Board Changes

With this in mind MEC is pleased to advise that it has confirmed the appointment of 3 additional directors, two of whom are Advent directors. Apart from being able to provide for a more seamless working environment to complete the in-specie distribution, it also gives MEC the ability to be better informed as to developments in Advent and therefore will be able to manage its continuous disclosure obligations in a far more effective manner, and significantly boost the board's collective skills and experience, positioning MEC very strongly into the future.

MEC Resources Ltd

ACN 113 900 020

Level 1, 9 Bowman Street, South Perth
WA 6151

P: +61 08 9217 2400

E: info@mecresourcespdf.com.au

W: www.mecresourcespdf.com.au

The newly confirmed directors are as follows;

Mr Anthony (Tony) Huston

Mr Huston has been involved for over 40 years in engineering and hydrocarbon industries for both on and offshore exploration/development. His early career experience commenced with Fitzroy Engineering Ltd, primarily working on development of onshore oil fields. During the 1990's Mr Huston managed JFP NZ International, a Texas based exploration company that included a Jack Up rig operating in NZ waters. In 1994, Mr Huston oversaw the environmental consent process required to drill a near inshore well that was drilled from "land" into the offshore basin during 1995. In 1996, Mr Huston formed his own E&P Company to focus on re-entry of onshore wells, primarily targeting shallow pay that had been passed or ignored from previous operations. This was successful and the two plays opened 20 years ago are still in operation. Recent focus (12 years) has been to utilise new technology for enhanced resource recovery and has been demonstrated in various fields, including US, Mexico, Oman, Italy and Turkmenistan.

During the last 3 years Mr Huston has been a director of listed company BPH Energy Limited from June 2017 to present and is a non-executive Director of Advent Energy Ltd.

Mr Geoffrey (Geoff) Murray

Mr Murray trained in mechanical and plastics engineering and technology management and is a product development specialist. He also has expertise in extended reach drilling technology and oil, gas and geothermal well optimization. He has been the founder or co-founder of eight tech start-ups. Mr Murray was the Engineering Manager of Fitzroy Engineering Ltd, Technical Manager of Austoil Group, Global Product-line Manager (extended reach technologies) at Weatherford International and Business Development Manager (NZ and PNG) for Weatherford International. Mr Murray was engaged in assessing oil and gas properties and making recommendations as the investment Vice President of Stealth Oil & Gas, Houston a wholly owned subsidiary of Weatherford International.

He is currently the Managing Director of Avant-Garde Developments Ltd. Noting that Mr Murray is not a director of Advent Energy Ltd.

Mr David Breeze

The Company has also ratified the continued director appointment of Mr David Breeze on the MEC board. In doing so the current Board acknowledges and makes special mention of the circumstances on and around 23 November 2016 at which time the record shows that Mr Breeze was removed in contravention to the Corporations Act from the ASIC register by the MEC directors at the time noting that he had neither resigned from the MEC board nor was removed at a meeting of shareholders. The Board is aware that under the Corporations Act a public company can only remove a director from office by passing a resolution of its shareholders. That is that a director of a public company cannot be removed by other directors. The Board understanding has been confirmed by legal counsel.

The MEC board believes that this issue alone has presented as a major source of agitation against the Company which has impeded its ability to move forward in a meaningful way. The Board believes that ratifying the continued appointment of Mr Breeze on the MEC board will allow the Company to positively focus on its short-term strategy and build shareholder value into the future.

Mr Breeze will be appointed as managing director. The Company noted that Mr Breeze acts as director of Advent and full-time managing director of BPH Energy Ltd which is an ASX listed company and also has an

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interest in Advent as noted above. In this regard whilst the position in MEC is not full time some of the activities that relate to Advent are common hence this is reflected in the remuneration structure outlined as follows;

- Managing Director fee - \$65,000 plus GST
- Term of contract – One (1) year fixed
- Reasonable general expenses
- Issue of 10,000,000 options with an exercise price of \$0.005 cents and expiry 3 years from issue date

Mr Breeze is a Corporate Finance Specialist with extensive experience in the stock broking industry and capital markets. He has been a corporate consultant to Daiwa Securities; and held executive and director positions in the stock broking industry. Mr Breeze has a Bachelor of Economics and a Master of Business Administration and is a Fellow of the Institute of Company Directors of Australia. He has published in the Journal of Securities Institute of Australia and has also acted as an Independent Expert under the Corporations Act. He has worked on the structuring, capital raising and public listing of over 70 companies involving in excess of \$300m. These capital raisings covered a diverse range of areas including oil and gas, gold, food, manufacturing and technology. Mr Breeze was a founding Director of MEC Resources. He has just successfully raised \$2.5m to enable Advents drilling of the Baleen well project in PEP11 for Advent Energy Ltd.

In the past three years Mr Breeze has also held the following listed company directorships:

Grandbridge Limited (from December 1999 to present as managing director) – note that Grandbridge was delisted from the ASX 2 February 2020

BPH Energy Limited (from February 2001 to present as managing director)

MEC Resources Limited (from April 2005 – see note above)

MEC director Doug Verley commented; “We welcome the confirmation of David, Geoff and Tony to the Board of MEC which will bring with their appointments a combination of extensive technical skills, project management expertise and commercial experience that will be highly valuable to MEC in its short term endeavours of management of the proposed in-specie distribution along with building shareholder value into the future. This represents a very positive step for all shareholders bring together a strong, cohesive and focused team of experience people.”

Resigning Director

The Company also advises that Mr Robert Marusco has resigned as director and will continue to act as company secretary.

This announcement has been approved by the Board of Directors of MEC.

Doug Verley
Director
MEC Resources Ltd

Appendix 3X
Initial Director's Interest Notice

Rule 3.19A.1

Appendix 3X

Initial Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

| | |
|-----------------------|------------------------------|
| Name of entity | MEC Resources Limited |
| ACN | 44 113 900 020 |

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|-----------------------|
| Name of Director | Anthony HUSTON |
| Date of appointment | 22 October 2020 |

Part 1 - Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| |
|---|
| Number & class of securities |
| Nil |

+ See chapter 19 for defined terms.

Appendix 3X

Initial Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

| Name of holder & nature of interest | Number & class of Securities |
|--|------------------------------|
| <p>Note: Provide details of the circumstances giving rise to the relevant interest.</p> <p>Nil</p> | |

Part 3 – Director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|---|-----|
| Detail of contract | N/A |
| Nature of interest | N/A |
| Name of registered holder (if issued securities) | N/A |
| No. and class of securities to which interest relates | N/A |

+ See chapter 19 for defined terms.

Appendix 3X
Initial Director's Interest Notice

Rule 3.19A.1

Appendix 3X

Initial Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

| | |
|-----------------------|------------------------------|
| Name of entity | MEC Resources Limited |
| ACN | 44 113 900 020 |

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|-----------------------------|
| Name of Director | Geoffrey Neil MURRAY |
| Date of appointment | 22 October 2020 |

Part 1 - Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| |
|---|
| Number & class of securities |
| Nil |

+ See chapter 19 for defined terms.

Appendix 3X

Initial Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

| Name of holder & nature of interest | Number & class of Securities |
|---|------------------------------|
| Note: Provide details of the circumstances giving rise to the relevant interest. Nil | |

Part 3 – Director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|---|-----|
| Detail of contract | N/A |
| Nature of interest | N/A |
| Name of registered holder (if issued securities) | N/A |
| No. and class of securities to which interest relates | N/A |

+ See chapter 19 for defined terms.

Appendix 3X
Initial Director's Interest Notice

Rule 3.19A.1

Appendix 3X

Initial Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

| | |
|-----------------------|------------------------------|
| Name of entity | MEC Resources Limited |
| ACN | 44 113 900 020 |

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|----------------------------|
| Name of Director | David Leslie BREEZE |
| Date of appointment | 22 October 2020 |

Part 1 - Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| |
|---|
| Number & class of securities |
| 7,172,540 Ordinary Shares |

+ See chapter 19 for defined terms.

Appendix 3X

Initial Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

| Name of holder & nature of interest | Number & class of Securities |
|--|---|
| Note: Provide details of the circumstances giving rise to the relevant interest. | |
| Grandbridge Ltd of which David Breeze is a director and shareholder | 7,497,362 Ordinary Shares |
| Trandcorp Pty Ltd of which David Breeze is a director and shareholder | 2,648,669 Ordinary Shares |
| Trandcorp Pty Ltd <Trandcorp Super Fund A/c> of which David Breeze is a director and shareholder | 6,227,238 Ordinary Shares |

Part 3 – Director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|-----|
| Detail of contract | N/A |
| Nature of interest | N/A |
| Name of registered holder (if issued securities) | N/A |
| No. and class of securities to which interest relates | N/A |

+ See chapter 19 for defined terms.

Appendix 3Z

Final Director's Interest Notice

Rule 3.19A.3

Appendix 3Z

Final Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

| | |
|-----------------------|------------------------------|
| Name of entity | MEC Resources Limited |
| ACN | 44 113 900 020 |

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|---|-----------------------|
| Name of director | Robert MARUSCO |
| Date of last notice | 23 September 2020 |
| Date that director ceased to be director | 22 October 2020 |

Part 1 – Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| |
|---|
| Number & class of securities |
| Nil |

+ See chapter 19 for defined terms.

Appendix 3Z

Final Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

| Name of holder & nature of interest | Number & class of securities |
|---|------------------------------|
| Note: Provide details of the circumstances giving rise to the relevant interest | |
| Marusco Investments Pty Ltd <Marusco Superfund A/C> | 15,000,000 Ordinary Shares |
| Here Capital Pty Ltd of which Mr Marusco is a director and holds a non-controlling indirect interest therein of 45% | 20,792,200 Ordinary Shares |

Part 3 – Director's interests in contracts

| | |
|---|---|
| Detail of contract | Here Capital – administration, accounting, taxation and company secretarial services. |
| Nature of interest | As a related party of Here Capital Pty Ltd |
| Name of registered holder (if issued securities) | As a related party of Here Capital Pty Ltd |
| No. and class of securities to which interest relates | N/A |

+ See chapter 19 for defined terms.

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14 December 2020

Companies Announcements Office
ASX Limited
10th Floor, 20 Bridge Street
SYDNEY NSW 2000

Advent Energy appoints eminent Scientist

Professor s 22

CBE FTSE

BPH Energy Ltd investee Advent Energy Ltd is pleased announce the appointment of Professor s 22 as an advisor on geosequestration (the geological storage of carbon dioxide) for its project in the Offshore Sydney Basin.

Professor s 22 is an eminent Australian and international earth scientist. He is a leader in the development and application of carbon capture and storage (CCS) technologies and has published more than 30 papers and articles on greenhouse gas technologies, including the books “*Clean Energy Climate and Carbon*” and “*Geologically Storing Carbon*” and was an IPCC Co-ordinating Lead Author. He first drew attention to Australia’s CCS opportunity more than 20 years ago, then going on to establish national CCS programs and research facilities through the Petroleum CRC and the Cooperative Research Centre for Greenhouse Gas Technologies (CO2CRC). In 2011, the University of Melbourne established the s 22 Centre for CCS Research.

Professor s 22 has received a number of Australian and international awards and honours in recognition of his contribution to science and is a Fellow of the Academy of Technological Sciences and Engineering. He has held academic and research positions in the UK, Australia, France and the USA and senior executive and CEO positions at the Bureau of Mineral Resources (now GA), the British Geological Survey, and two Cooperative Research Centres. He has provided advice to industry and Governments on CCS and chaired major reviews of unconventional gas. Currently he is a Professorial Fellow at the University of Melbourne, CO2CRC Distinguished Scientist, a member of Advisory Boards, and a Consultant to Companies and Governments.

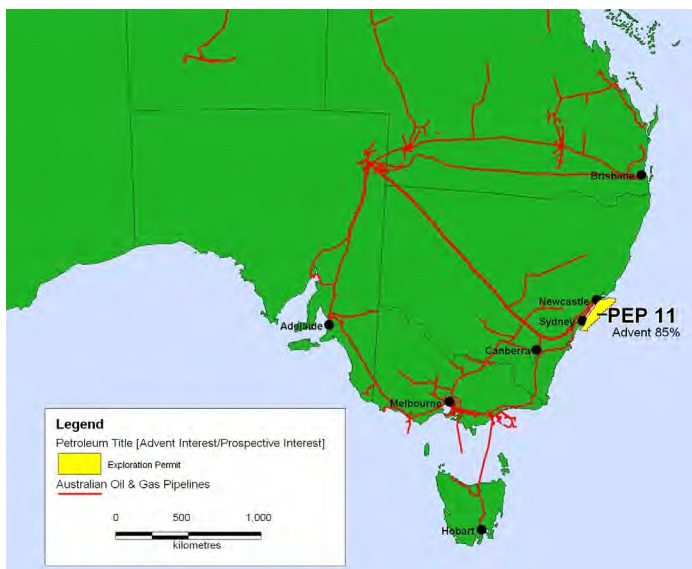
The Baleen well program in PEP11 (Offshore Sydney Basin) offers potential environmental benefits in carbon capture and storage (carbon reduction) for the greater Sydney/Newcastle area.

Key points

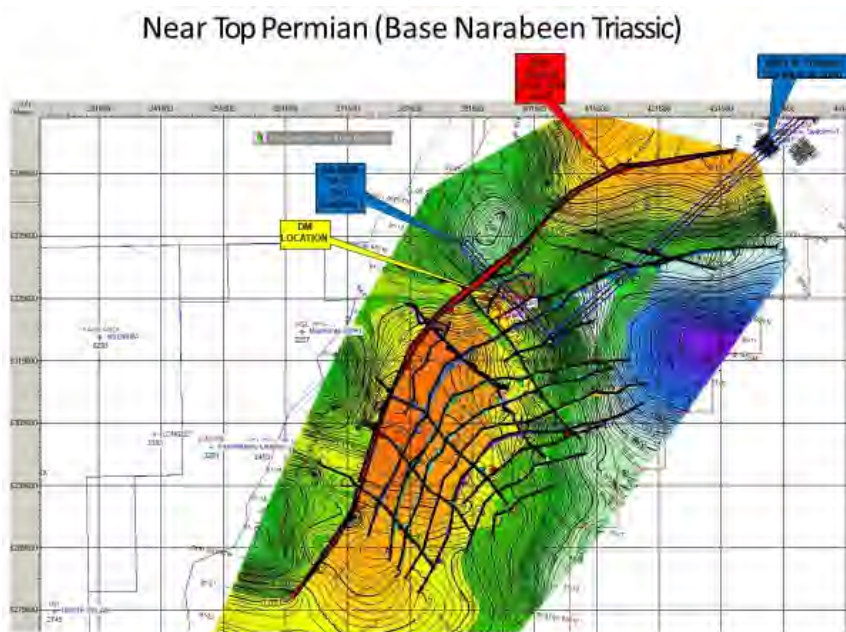
The Offshore Sydney Basin offers the potential opportunity for NSW to make deep cuts in its CO₂ emissions through CCS -Carbon Capture and Storage (geosequestration of CO₂ emissions)

- CCS is part of a suit of solutions with the potential to mitigate greenhouse gas emissions and help address climate change
- The International Energy Agency and the Intergovernmental Panel on Climate Change believe that CCS will play an essential role in helping to meet global emission reduction targets¹

- NSW is a major source of CO₂ emissions, but to date a suitable site has not been identified in the State for large scale geological storage of CO₂
- Independent published research suggests large scale CO₂ storage may be feasible in parts of the offshore Sydney Basin²
- The Sydney Basin is a major contributor to Australia's greenhouse gas emissions² and contains the largest number of stationary CO₂ emission sources in Australia including oil refineries, coke ovens and power stations. Previously published research has informed that eleven major stationary sources of anthropogenic CO₂ within the Sydney Basin alone contribute 34% of the total national emissions³
- Research by CO2CRC and Geoscience Australia has confirmed emissions projections solely from stationary sources will be in the order of 705 Billion cubic metres or 24.9 TCF of CO₂ over the next twenty-years unless major steps are taken to mitigate those emissions.²
- In Victoria, the Carbonnet Project aims to inject and geologically store CO₂ from multiple onshore sources, into offshore storage sites in Bass Strait
- Advent Energy will investigate the potential for a similar large scale geological storage project for New South Wales through offshore Sydney Basin drilling, which will provide real data on the available storage capacity
- The offshore Sydney Basin Baleen drill test will investigate the potential future storage capacity for CO₂ emissions
- Implementation of CO₂ capture and geological storage (CCGS) technology at the scale needed to achieve a significant and meaningful reduction in CO₂ emissions requires knowledge of the available CO₂ storage capacity⁴
- BPH Energy investee Advent Energy is proposing with its Joint Venture Partner Bounty Oil and Gas NL (ASX:BUY) to use the gas exploration drilling program at Baleen to investigate as a secondary objective the potential for geosequestration of CO₂ emissions)
- Rising concerns over climate change and the commitment by the NSW Government to achieving net zero by 2050 will place increasing emphasis on CCS as a mitigation option for large scale industrial sources of CO₂ which in turn will benefit the CCS market over the forecast period⁴



Location of Block PEP 11 offshore Australia (above) and location of Baleen well site (DM below)



David Breeze (Director) authorised the release of this announcement to the market.

About Advent Energy Advent Energy Ltd is an unlisted oil and gas exploration company held by major shareholders), BPH Energy (ASX: BPH), Grandbridge and MEC Resources (ASX: MMR) BPH has an interest of 22.7 % in Advent Energy Ltd. Bounty Oil and Gas NL holds an interest in PEP11 (ASX: BUY). Advent holds an 85% interest in the PEP11 permit

References

- (1) <https://earthresources.vic.gov.au/projects/carbonnet-project>
- (2) New South Wales-Deep Saline Aquifer Storage Potential /Geoscience Australia.Co2CRC Research Report Patchett. A. and Langford .R. 2005
- (3) The potential for geological sequestration of CO2 in Australia: Preliminary findings and implications for new gas field development Bradshaw.J;Bradshaw.B;AllinsonG;Rigg.A;Nguyen; 2002 (In 2)
- (4) Science Direct_CO2 storage capacity estimation:
Bachu.S;Bonijoly.D;;Barruss.R;Holloway.S;Bradshaw.J Mathiassen o
- (5) <https://www.marketwatch.com /carbon-capture-and-sequestration-ccs-market-size -industry-news-2020-09-02>

ASX ANNOUNCEMENT

13 January 2021

ADVENT ENERGY LTD – PRELIMINARY WELL SERVICES AGREEMENT SIGNED

MEC Resources Limited (**MEC** or the **Company**) (**ASX: MMR**) refers to the announcement made by BPH Energy Ltd (**BPH**) (**ASX:BPH**) and released on the ASX platform on 13 January 2021 (**Announcement**) entitled *"Preliminary Well Services Agreement signed"*.

The ASX release by BPH can be viewed on the ASX platform at;

https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02330168-6A1015360?access_token=83ff96335c2d45a094df02a206a39ff4

MEC is the largest shareholder in Advent Energy Ltd, holding 48.2% of the issued share capital of Advent Energy.

This announcement has been approved by the Board of Directors of MEC.

David Breeze
Managing Director

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12 January 2021

ASX Limited
10th Floor, 20 Bridge Street
Sydney NSW 2000

Preliminary Well Services Agreement signed

BPH Energy Ltd (ASX: BPH) (**BPH** or the **Company**) wishes to advise its investee company, Advent Energy Ltd (**Advent**) through its wholly owned subsidiary Asset Energy Pty Ltd (**Asset**), has signed a Preliminary Well Services Agreement (Agreement) with Add Energy (<https://addenergy.no>).

Under the Agreement Add Energy will initiate a review of rig availability and engagement terms for the Baleen well program. Add Energy will also develop a scope of supply for regulatory and environmental compliance and review the drilling campaign schedule including a review of the program for geosequestration drilling research as part of the Baleen drill project.

Add Energy provides drilling and well engineering specialized consultancy services and solutions to the energy industry on a global scale, including well design and environmental services. Add Energy is headquartered in Stavanger, Norway and operates in every region of the world from 15 locations including Europe, the Middle East, the Americas and Australia.

PEP11 gas project – NOPTA

BPH Investee Advent, has submitted to the National Offshore Petroleum Titles Administrator (**NOPTA**) an application to enable the drilling of the Baleen drill target in the PEP11 permit offshore NSW.

Advent, through wholly owned subsidiary Asset, holds an 85% interest and is operator of the permit. Bounty Oil and Gas NL (ASX: BUY) holds the remaining 15%. As advised, the Joint Venture made application to NOPTA to change the current Permit conditions to proceed with the drilling.

The Company confirms that this application is in the final decision phase. The Joint Venture will further update the market on the timing of these approvals when detail is available.

Sub Underwriting - Advent

As previously announced¹, BPH has entered into an agreement in relation to Advents Offer Information Statement, to sub underwrite the Advent raising for an amount of \$1,000,000.

Geosequestration

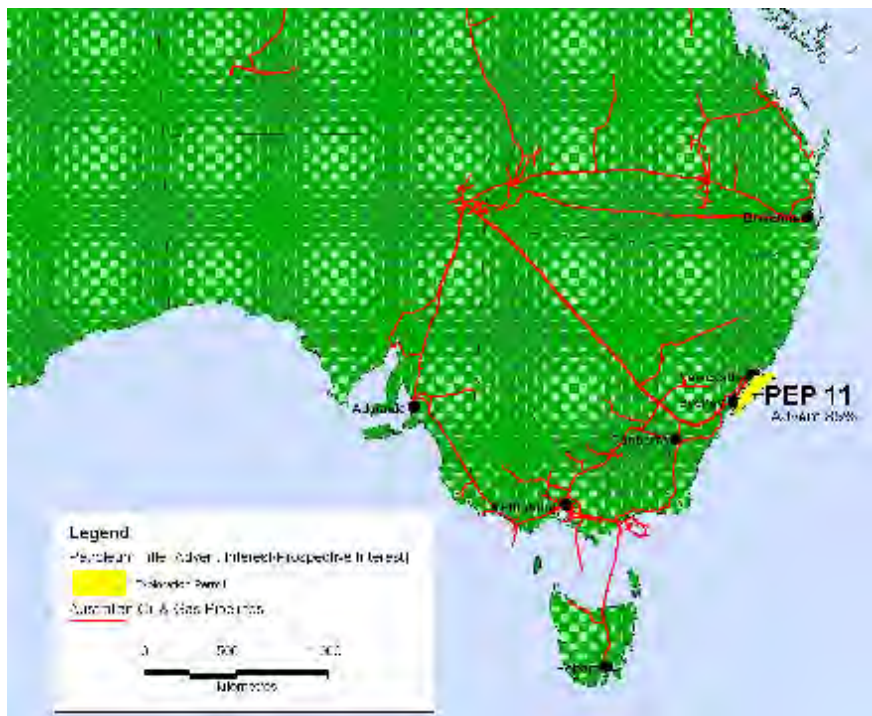
BPH recently confirmed the appointment of Professor **s 22** as an advisor on geosequestration (the geological storage of carbon dioxide) for its project in the Offshore Sydney Basin. The Offshore Sydney Basin offers the potential opportunity for NSW to make deep cuts in its CO₂ emissions through CCS -Carbon Capture and Storage (geosequestration of CO₂ emissions).

¹ ASX release 4 Jan 2021 – Lifting of Trading Halt

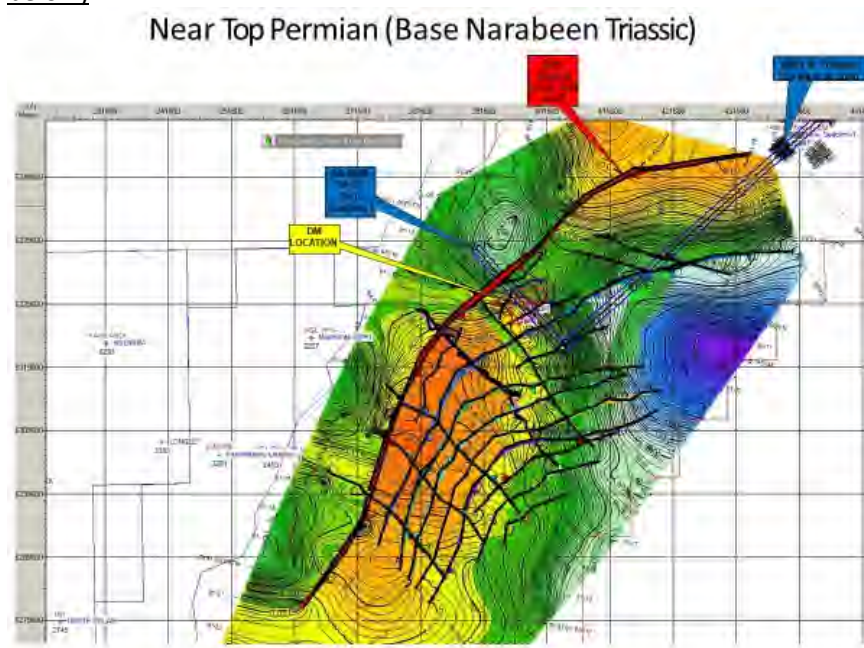
CCS is part of a suite of solutions with the potential to mitigate greenhouse gas emissions and help address climate change.

David Breeze (Director) authorised the release of this announcement to the market.

PEP11 LOCATION



Location of Block PEP 11 offshore Australia (above) and location of Baleen well site (Location marked DM below)



About Advent Energy Ltd

Advent Energy Ltd is an unlisted oil and gas exploration company held by major shareholders), BPH Energy (ASX: BPH), Grandbridge (ASX: GBA) and MEC Resources (ASX: MMR) Advent holds a strong portfolio of near-term development and exploration assets spanning highly prospective acreage onshore and offshore Australia in proven petroleum basins. Advent Energy's asset base also incorporates both conventional and unconventional petroleum targets.

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9 February 2021

ASX Limited
10th Floor, 20 Bridge Street
Sydney NSW 2000

BPH Energy Limited (ASX: BPH)” ADVENT ENERGY- CONTRIBUTING TO NET ZERO-BALEEN WELL OBJECTIVES

BPH Energy Ltd (ASX: BPH) (**BPH** or the **Company**) has released commentary by its investee company, Advent Energy Ltd (**Advent**) on recent press coverage.

In commenting on the recent press commentary on plans to explore for gas on the NSW continental shelf David Breeze, Chairman of Advent Energy, affirmed Advent’s position on Net Zero and provided detail on the Baleen well drilling objectives saying:-

“Advent Energy is a strong supporter of plans for Net Zero by 2050 and sees the company playing a direct role in achieving that target, especially in New South Wales. It aims to do this in two ways: First, by finding gas closest to Australia’s biggest domestic energy market; gas which can be used to provide reliable back-up for increased uptake of renewable energy in NSW. Second, through its plans to explore for opportunities in offshore NSW for carbon capture and storage (CCS), a key clean energy technology.”

Mr Breeze pointed out that the UK, one of the few countries with specific plans for achieving net zero by 2050, sees CCS as an absolutely essential technology in its net zero strategy. *“Our plan for NSW is to use the results from our offshore drilling for gas, to also enable us to assess the offshore Sydney Basin for carbon storage”* said Mr Breeze. *“At this stage, we do not know if our drilling will encounter suitable carbon storage rocks. But based on the offshore seismic results we have obtained so far, we are optimistic. Independent published research by Geoscience Australia and the CO2CRC suggests large scale CO₂ storage may be feasible in parts of the offshore Sydney Basin”*. “

The Federal Government has increasingly acknowledged the importance of CCS in decreasing emissions, in line with its clean energy technology roadmap. The US Government, under President Biden, has identified CCS as a key clean energy technology in its plans for Net Zero by 2050.

At the present time, NSW has not located any suitable onshore sites for large scale carbon storage, but in commenting on Advent’s plan for the offshore Sydney Basin, Mr Breeze said *“If our gas and carbon storage exploration program is successful, and I am optimistic that it will be, it could be a real game changer for NSW and Australia in transitioning to a clean energy and net zero future. I look forward to discussing our plans with the State and Federal governments, and with the Opposition”*.

Advent Energy recently (December 2020) appointed Professor s 22 as its Adviser on CCS. Professor s 22 is one of the world's leading experts on CCS, with an extensive record of research and publication on the topic. He has been an IPCC Coordinating Lead Author and received the Greenman Award from the IEA Greenhouse Gas Programme for his work on CCS.

CCS Background

A number of overseas companies have recently announced plans for CCS.

The Norwegian company Equinor has outlined its Northern Lights Project with construction starting this year. The Project will involve permanent storage of many millions of tonnes of carbon dioxide from various onshore sources, in a reservoir 2600 meters under the seabed.

The US company Exxon Mobil has just announced a new company, Low Carbon Solutions, which will spend \$3 billion to 2025 on clean energy technologies, with CCS a particular focus.

In Australia, the WA Gorgon LNG Project is geologically storing 3-4 million tonnes of CO₂ a year at its Barrow Island facility.

The Norwegian Sleipner Project commenced offshore CO₂ storage in 1996 and since that time has safely and securely stored approximately 20 million tonnes of CO₂ in reservoir rocks 1000m under the seafloor.

David Breeze (Director) authorised the release of this announcement to the market.

Yours sincerely

s 47F

David Breeze
Executive Director

(1) New South Wales-Deep Saline Aquifer Storage Potential / Geoscience Australia. CO2CRC Research Report Patchett. A. and Langford .R. 2005

About Advent Energy Ltd

Advent Energy Ltd is an unlisted oil and gas exploration company held by major shareholders BPH Energy (ASX: BPH), Grandbridge and MEC Resources (ASX: MMR) Advent holds a strong portfolio of near-term development and exploration assets spanning highly prospective acreage onshore and offshore Australia in proven petroleum basins. Advent Energy's asset base also incorporates both conventional and unconventional petroleum targets.

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8 March 2021

Advisor, Listings Compliance (Perth)
 ASX Limited
 GPO Box H224
 AUSTRALIA SQUARE NSW 1215

Dear Daniel

Re: (“BPH”) – ASX Price/Volume Query 4th March 2021.

We refer to your letter of 4th March 2021.

We provide answers by reference to the paragraph numbers in your letter.

1. Other than as set out in response 3, no information to our knowledge.
2. Not applicable.
3. BPH has noted a range of press and other commentary in respect of PEP 11 which is summarised below.

BPH has become aware of comments which were attributed to the Prime Minister Hon Scott Morrison on Thursday, 4th March 2021, as set out in the ASX query.

BPH confirms in his role as the Federal Minister of Resources Hon. Keith Pitt MP is the Federal Government Minister responsible for PEP 11 and other permits in Federal waters. On Thursday, 4th March 2021 Minister Pitt released a statement set out below and confirmed that a decision on PEP 11 had not yet been made:

“While I appreciate the issue has generated a lot of public discussion and differing opinions, as the decision maker I will carefully consider the proposal taking into account advice from [the National Offshore Petroleum Titles Administrator NOPTA] and the legislation under which the application has been made before making an announcement” Mr. Pitt said.

BPH investee Advent Energy, also confirmed in a release, made today 8th March 2021, the appointment of a Drilling Manager with Add Energy as an initial step in well planning for Baleen.

In the first stage of a phased approach, Add Energy will provide technical support in the following areas:

- Review of current well design documentation.
- Develop a suitable well design and cost estimates.

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- Develop drilling schedule and define a ready to drill tentative window.

4. We confirm that the Company is in compliance with the listing rules and, in particular, listing rule 3.1.

BPH confirms the responses in this letter are made by the Chairman, an officer with delegated authority to respond to disclosure matters and queries.

David Breeze (Director) authorised the release of this announcement to the market.

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s 22

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8 March 2021

ASX Limited
10th Floor, 20 Bridge Street
Sydney NSW 2000

INVESTEE ADVENT ENERGY GROUP APPOINTS DRILLING MANAGER

Further to the announcement on 12 January 2021 by BPH Energy Limited's (ASX: BPH) (**BPH** or the **Company**) whereby investee Advent Energy has signed a Preliminary Well Services Agreement with Add Energy relating to the preparation for drilling of the Baleen well in offshore licence PEP11, Add Energy will deliver phased approach services to Advent Energy for the preparation and drilling of the Baleen Well PEP11.

In the first stage of the phased approach, Add Energy will provide technical support in the following areas:

- Review of current well design documentation.
- Develop a suitable well design and cost estimates.
- Develop drilling schedule and define a ready to drill tentative window.

As part of the initial phase, a scope review gap analysis will be performed to determine how much work / time will be required to deliver the scope. That being the case, given that Advent Energy are still in the pre-approval stage of the license suspension and extension, the scope will be up to 20 days.

David Breeze (Director) authorised the release of this announcement to the market.

Yours sincerely

s 47F

David Breeze
Chairman

About Advent Energy Ltd

Advent Energy Ltd is an unlisted oil and gas exploration company held by major shareholders BPH Energy (ASX: BPH), Grandbridge and MEC Resources (ASX: MMR) Advent holds a strong portfolio of near-term development and exploration assets spanning highly prospective acreage onshore and offshore Australia in proven petroleum basins. Advent Energy's asset base also incorporates both conventional and unconventional petroleum targets.

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16 April 2021

ASX Limited
10th Floor, 20 Bridge Street
Sydney NSW 2000

INVESTEE ADVENT ENERGY PEP11 -Baleen-Environmental Review Report Received

BPH Energy Limited's (ASX: BPH) (**BPH** or the **Company**) wishes to advise it has now received the Environmental Review Report for the Baleen gas exploration well in offshore license PEP11. Advent Energy Ltd (Advent) is the operator of the permit through its wholly owned subsidiary, Asset Energy Pty Ltd, in Joint Venture (85%) with Bounty Oil & Gas NL (15%) (ASX: BUY)

On 26th February 2021 BPH advised that its investee Advent Energy had confirmed the engagement with Add Energy for the **s 22** Group to undertake a preliminary environmental screening assessment of the proposed Baleen well in preparation for drilling of the Baleen well in offshore licence PEP11,

s 22 Group are a leading global energy environmental consultancy with a strong track record in the Australian offshore sector where they are subject matter experts in environmental impact assessment and regulatory approvals.

The report was facilitated by the pre-existing environmental information from the prior technical work in the licence including the Environmental Plan which was accepted by the authorities for a 2D Seismic survey which was commissioned by Advent and carried out in 2018.

The report has confirmed the program required to undertake an environmental impact assessment to support the required approvals for the Baleen well .

The aims of the preliminary environmental impact assessment were to:

1. Produce a detailed summary of required technical inputs.
2. Produce a detailed summary of required environmental inputs.
3. Outline a proposed approach for stakeholder consultation; and
4. Identify key controls potentially required to manage the activity

The report addresses the drill target on the Baleen prospect initially announced with total depth of 2150 metres on seismic data line B4-18.

As advised Advent now intends, subject to approvals and funding, to undertake deeper drilling to also undertake evaluation of the Offshore Sydney Basin for carbon sequestration (carbon capture and storage).

This has resulted in a revised specification of a well to target early Permian sandstones for both hydrocarbon and carbon sequestration potential with a revised total depth being set at 3150 m.

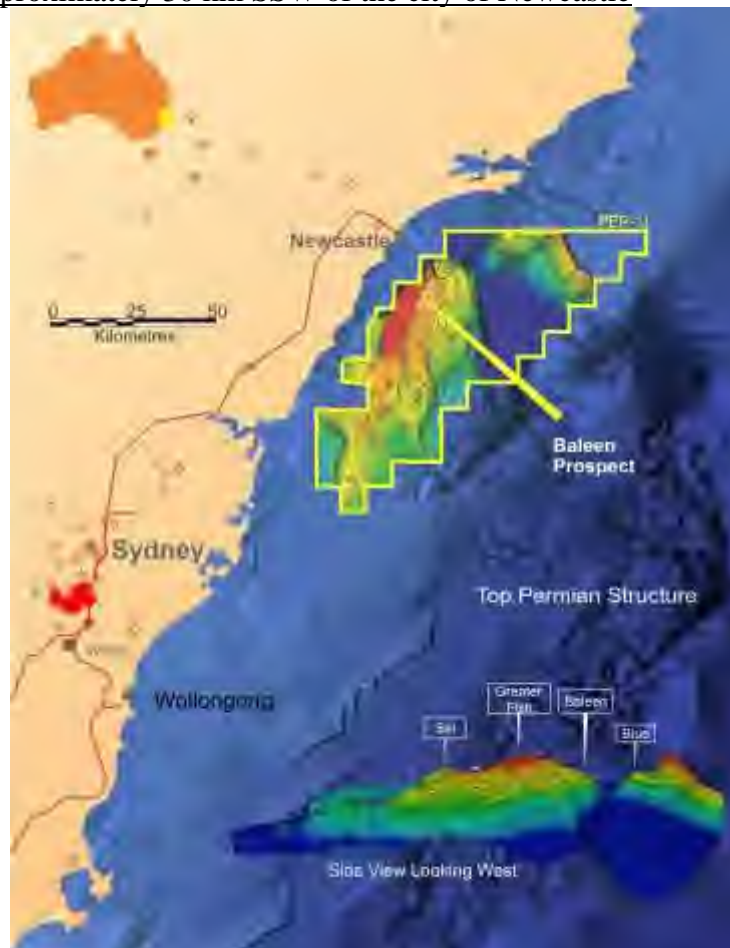
The Environmental Review Design report is now being assessed and further announcements will follow.

David Breeze (Director) authorised the release of this announcement to the market.

PEP11 LOCATION



Location of PEP 11 offshore Australia (above) and location of Baleen well site approximately 24 km offshore and approximately 30 km SSW of the city of Newcastle



About Advent Energy Ltd

Advent Energy Ltd is an unlisted oil and gas exploration company held by major shareholders BPH Energy (ASX: BPH), Grandbridge and MEC Resources (ASX: MMR) Advent holds a strong portfolio of near-term development and exploration assets spanning highly prospective acreage onshore and offshore Australia in proven petroleum basins. Advent Energy's asset base also incorporates both conventional and unconventional petroleum targets.

Geosequestration – The Offshore Sydney Basin offers the potential opportunity for NSW to make deep cuts in its CO₂ emissions through CCS – Carbon Capture and Storage (geosequestration of CO₂ emissions). CCS is part of a suite of solutions with the potential to mitigate greenhouse gas emissions and help address climate change.

About s 22 Group

s 22 are a leading global energy consultancy and provide a range of services including data-enabled engineering and environmental services across:

- Performance monitoring and improvement
- Integrity monitoring
- Fitness for service and life extension
- Asset integrity management
- Safety, Environment & Risk management
- Regulatory compliance

s 22 Group also have expertise in landmark Carbon Capture Utilisation and Storage (CCUS) and have recently advised the Dutch government on a CCUS project and delivered a review into tariffs for a (CCUS) project in the Netherlands.

The review for the Dutch Ministry of Economic Affairs and Climate Policy analysed proposed fees for the transport and storage requirements of the Porthos project, a joint venture between the Port of Rotterdam Authority, Gasunie and EBN, which seeks to transport CO₂ from industry in the Port of Rotterdam to empty gas fields beneath the North Sea.

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16 May 2021

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INVESTEE ADVENT ENERGY PEP11 -BALEEN WELL

Geophysical Indications of Gas in Offshore Sydney Basin confirmed in Geoscience Australia Report

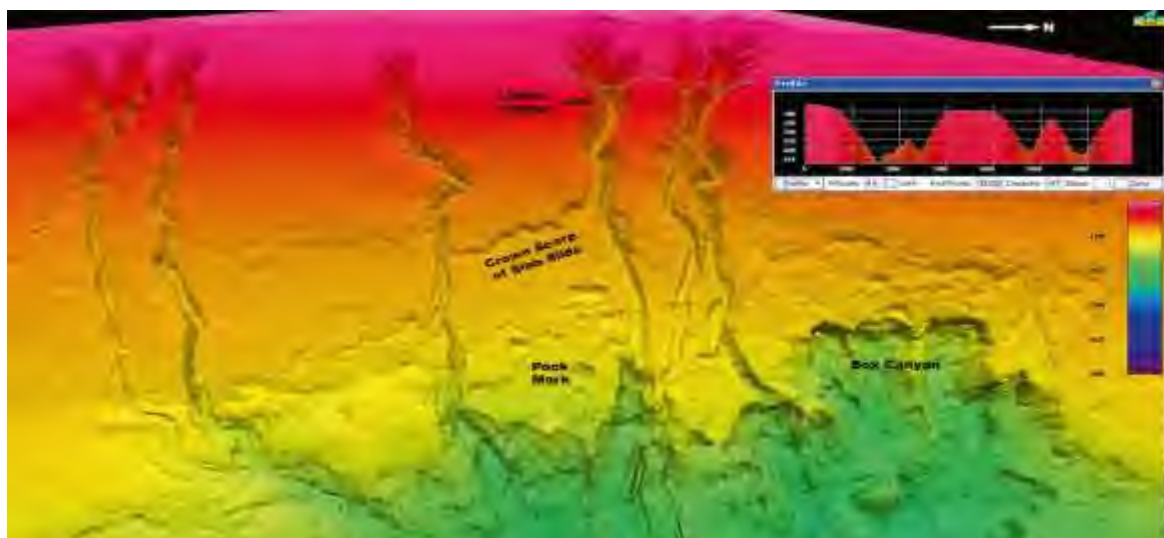
BPH Energy Ltd (“BPH” or the “Company”)(ASX:BPH) highlights the following information provided by its investee company , Advent Energy Ltd .

Advent Energy has further reviewed research reports by the Australian Government Agency Geoscience Australia (*1). The report extracts below are from the NSW Continental Slope Survey Post Voyage | report (*2). The report confirmed natural gas features in the Offshore Sydney Basin and identified a series of large pockmarks.

- “It is significant that the sediment directly above the largest fault is disturbed and distinctive circular depressions occur in the sea floor. These depressions are likely to be caused **by methane gas and fluid from the Permian coal measures** escaping along the fault plane.”
- “On the mid slope between the Newcastle Canyons are a number of depressions on the seafloor. These are large features and for example, extend 750 m across slope, with side scarps showing slopes over 20° and floors 70 m below the rims. These features resemble those found on sidescan records from the Mississippi Delta known as “collapse depressions” and result from gas and fluid expulsion from subsurface Units (e.g., Prior and Coleman, 1980). “.... “It is considered likely that the **features found off Newcastle are also depressions formed from gas and/or fluid escape...**”

[The concept that hydrocarbons migrate from subsurface accumulations and mature source rocks to near surface sediments is well documented. Similar features with pockmarks and active hydrocarbon seeps are noted in the North Sea, Offshore Norway, and in the Gulf of Mexico. These generally occur where generation and migration of hydrocarbons from source rocks are ongoing today (*3)].

These remarkable gas features were illustrated in a further post voyage publication from the Research Voyage (*4). See pockmarks below.



Off Newcastle and the Hunter River in central NSW, upper slope deltas are incised by linear canyons (*top center*), and box canyons are retrogressing up the middle slope (*lower right*). A large pockmark is seen in the lower centre.

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Active seeps and migrated hydrocarbons are a key indicator of ongoing hydrocarbon generation (*3)

Michael Abrams (in D Schumacher and M.A. Abrams, eds., Hydrocarbon migration and its near surface expression: AAPG Memoir 66, p. 1-14) (*3) states

“Active seeps occur where gas bubbles, pockmarks, or bright spots are visible on seismic profiles and where chemosynthetic communities are present in conjunction with large concentrations of migrated hydrocarbons (microseeps). These generally occur where generation and migration of hydrocarbons from source rocks are ongoing today”.

It is noted of potential importance to the probability of success of hydrocarbon exploration in PEP11, “A recent review of more than 850 wildcat wells – all drilled after completion of surface geochemical surveys – finds that 79% of wells drilled in positive geochemical anomalies resulted in commercial (hydrocarbon) discoveries; in contrast, 87% of wells drilled in the absence of an associated geochemical anomaly resulted in dry holes.” (Schumacher, D., 2000, Surface geochemical exploration for oil and gas: New life for an old technology, The Leading Edge)

Advent notes the PEP11 project is also the closest potential new source of gas to the NSW gas market. The PEP11 Joint Venture partners have confirmed that all gas sourced from the permit will be supplied in to the east coast gas market.

Developing Australian energy resources including natural gas for industries, job creation and power generation in regions like Newcastle is critical .The Joint Venturers note that any gas discovery in PEP 11 would be for the benefit of NSW Industry and jobs and consistent with the Federal Government’s policy emphasis on gas supplies for the Hunter Region as a transition fuel for electric power generation and for normal domestic uses in NSW.

On 16th February 2021, the ACCC released its report on the gas supply market. In a release commenting on that report the Federal Treasurer Hon. Josh Frydenberg MP said the Government will continue to take strong action to ensure domestic gas users get the best deal. “Affordable and reliable gas is crucial to our economic recovery from the COVID-19 pandemic and is a key plank of the Government’s JobMaker plan,” the Treasurer said. The ACCC report release confirmed...gas prices were still higher than export parity, ..and the risk of a supply shortfall remains.

Geosequestration (CCS)

BPH also has noted the Federal Government funding incentives for carbon capture and storage (CCS) technology announced in the Federal Government Budget .

This focus on CCUS has highlighted the additional objective of the Baleen Well drilling. BPH has previously announced the Baleen well program offers environmental benefits in carbon capture and storage (carbon reduction) for the greater Sydney/Newcastle area (Reference ASX announcement of 14th December 2020).

The Baleen project is the closest potential offering of storage capacity for CCUS to Sydney/Newcastle which produces approximately one third of Australia’s CO2 emissions.

BPH advises that over 7,000 investors have joined the BPH shareholder register since last year and the company now has over 9,600 shareholders .There are nearly 17,000 shareholders across the public companies involved in PEP 11 and there has been an estimated \$43,000,000 spent on the Offshore Basin Permit areas .

David Breeze (Director) authorised the release of this announcement to the market.

References

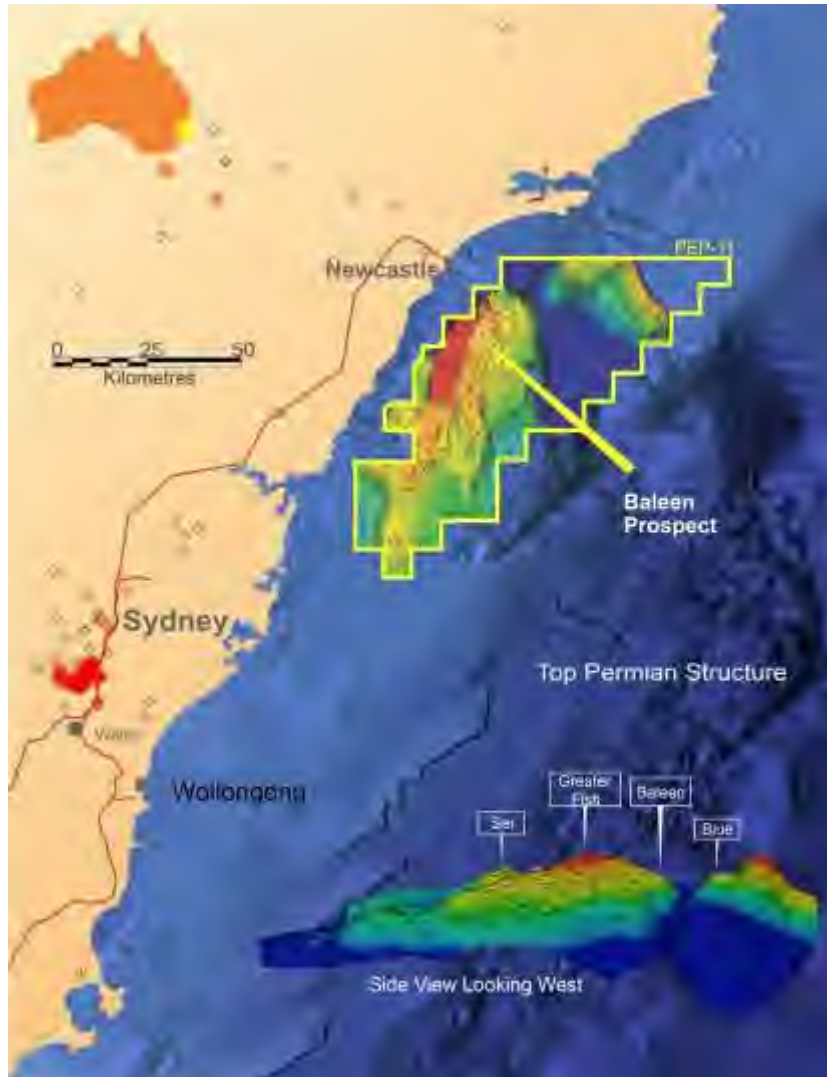
Geoscience Australia is an agency of the Australian Government. It carries out geoscientific research and is the government's technical adviser on all aspects of geoscience, and custodian of the geographic and geological data and knowledge of the nation.(*1)

Geoscience Australia” NSW Continental Slope Survey. RV Southern Surveyor 10/2006 October 2006 Kriton Glenn, Alix Post, Jock Keene, Ron Boyd et al.(*2)

“Southeast Australia: A Cenozoic Continental Margin Dominated by Mass Transport, Boyd, Keen, Hubble, Gardner, Glenn, Ruming, Exon and the crews of Southern Surveyor 10/2006 and 12/2008 (4*)

PEP11 and Baleen Location

Location of PEP 11 offshore Australia (above) and location of Baleen well site approximately 26 km offshore and approximately 30 km SSW of the city of Newcastle



About Advent Energy Ltd

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Geosequestration – The Offshore Sydney Basin offers the potential opportunity for NSW to make deep cuts in its CO₂ emissions through CCS – Carbon Capture and Storage (geosequestration of CO₂ emissions). CCS is part of a suite of solutions with the potential to mitigate greenhouse gas emissions and help address climate change.

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25 May 2021

ASX Limited
10th Floor, 20 Bridge Street
Sydney NSW 2000

INVESTEE ADVENT ENERGY

PEP11 -BALEEN- AWARD OF CONTRACT TO PREPARE ENVIRONMENTAL PLAN

BPH Energy Limited (ASX: BPH) (**BPH** or the **Company**) is pleased to advise that after assessing proposals for Environmental Approvals for Baleen-1 its investee entity, Advent Energy Ltd, has appointed **s 22**) under a lump sum contract to prepare the Environmental Plan for first submission to NOPSEMA.

s 22 Group are a leading global energy environmental consultancy with a strong track record in the Australian offshore sector where they are subject matter experts in environmental impact assessment and regulatory approvals.

s 22 appointment was based on their high quality of engagement, willingness to provide a staged lump sum proposal, and recent experience by their Principal Consultant in working for NOPSEMA.

PEP11 interests are:

| | |
|----------------------------------|------|
| Advent Energy Ltd | 85 % |
| Bounty Oil and Gas NL (ASX: BUY) | 15% |

David Breeze (Director) authorised the release of this announcement to the market.

About Advent Energy Ltd

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Geosequestration_The Offshore Sydney Basin offers the potential opportunity for NSW to make deep cuts in its CO₂ emissions through CCS -Carbon Capture and Storage (geosequestration of CO₂ emissions).CCS is part of a suit of solutions with the potential to mitigate greenhouse gas emissions and help address climate change.

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BPH Energy Ltd ACN 095 912 002

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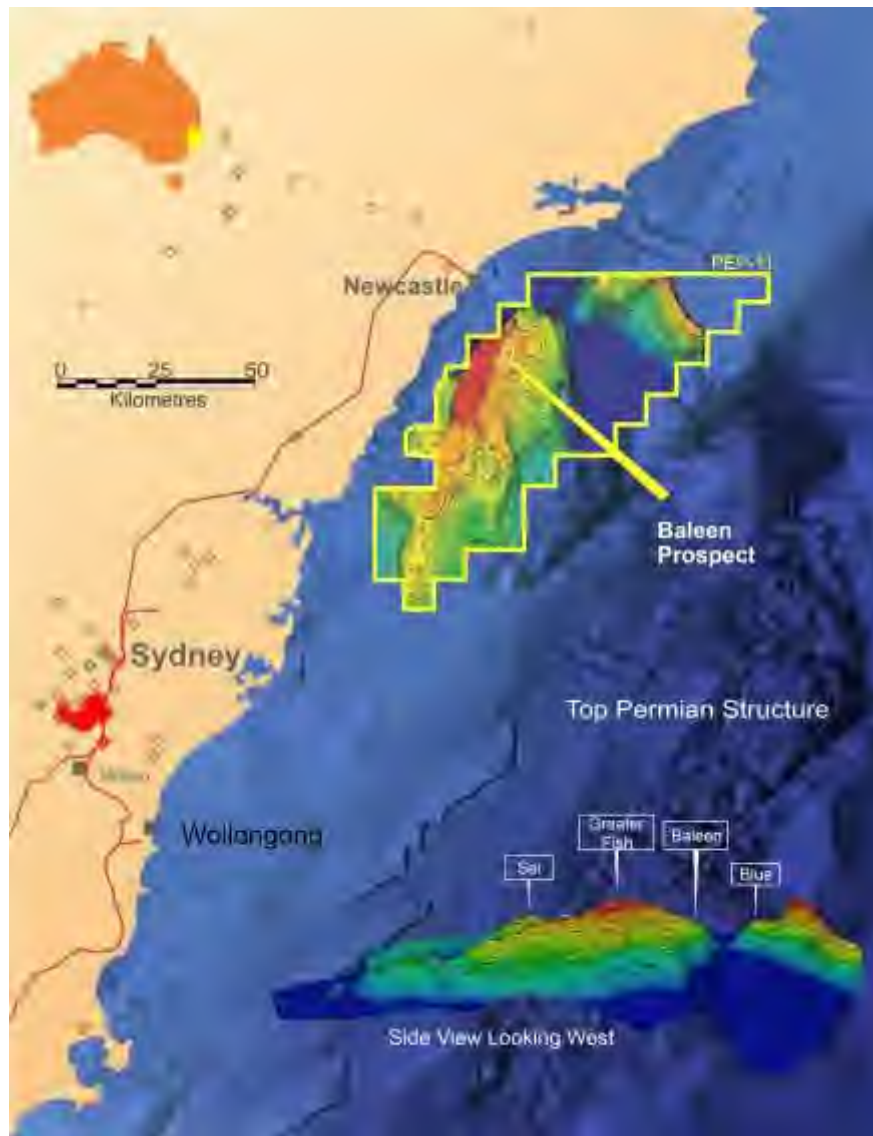
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PEP11 LOCATION

Location of PEP 11 offshore Australia (above) and location of Baleen well site approximately 26 km offshore and approximately 30 km SSW of the city of Newcastle



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31 May 2021

ASX Limited
10th Floor, 20 Bridge Street
Sydney NSW 2000

BALEEN TENDER PROGRAM COMMENCES

PEP11 -ADVENT ENERGY SUBSIDIARY ISSUES CALL FOR TENDER FOR LONG LEAD ITEMS FOR BALEEN WELL

BPH Energy Limited (ASX: BPH) (**BPH** or the **Company**) is pleased to announce investee Advent Energy Ltd's wholly owned subsidiary, Asset Energy, has issued a Call For Tender for the provision of subsea wellhead equipment, materials and associated services for the Baleen drilling program.

This equipment provides the 'foundation' for the Baleen well and is the first stage of well construction.

This is an important step in the preparation and planning for the Baleen-1 well ensures that Asset will be ready to commence drilling after relevant approvals have been received.

When the well has reached total depth and been fully evaluated, the well will be plugged and abandoned in line with pre-drill planning as an exploration well, and the well head and associated equipment well be removed from the seabed.

PEP11 interests are:

| | |
|----------------------------------|------|
| Advent Energy Ltd | 85 % |
| Bounty Oil and Gas NL (ASX: BUY) | 15% |

David Breeze (Director) authorised the release of this announcement to the market.

About Advent Energy Ltd

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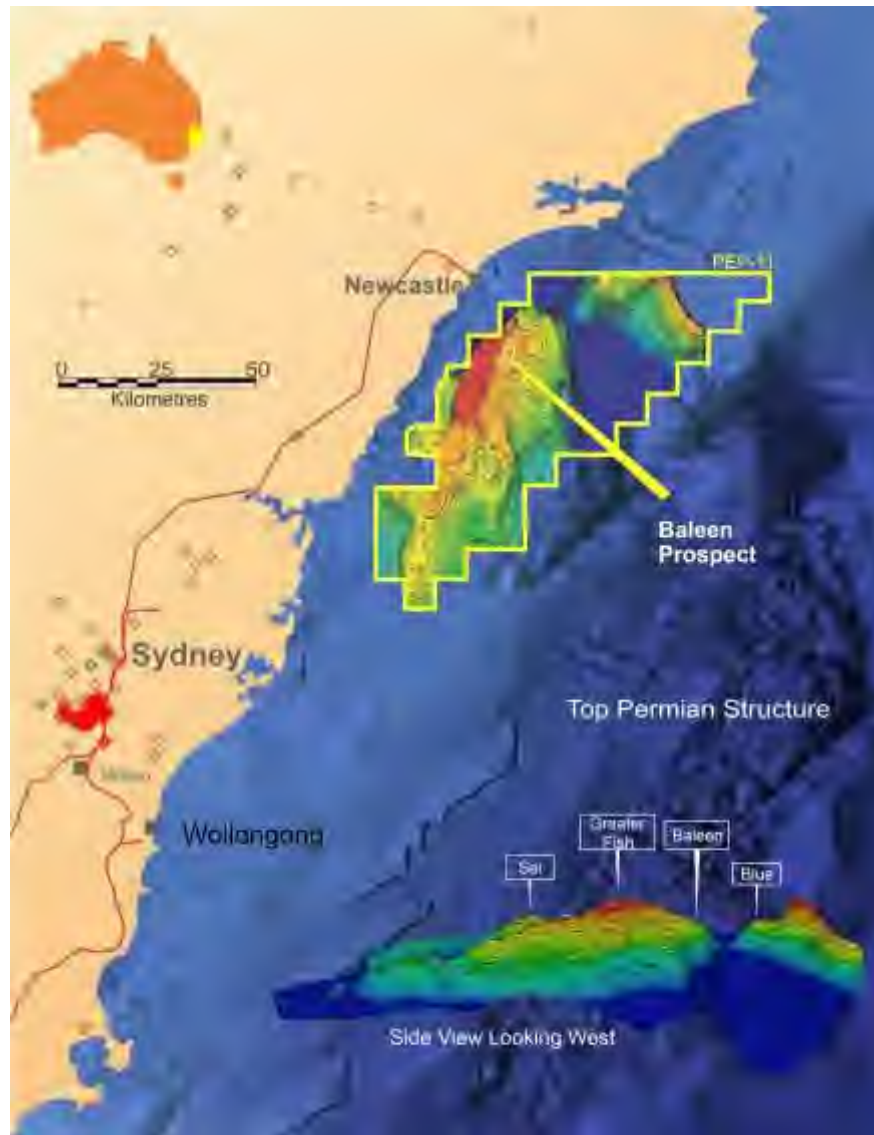
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PEP11 LOCATION

Location of PEP 11 offshore Australia (above) and location of Baleen well site approximately 26 km offshore and approximately 30 km SSW of the city of Newcastle





Australian Government
National Offshore Petroleum
Titles Administrator

7 August 2020

Ms Marie Illman
 General Manager
 Offshore Resources Branch, Resources Division,
 Department of Industry, Science, Energy and Resources
 GPO Box 2013
 CANBERRA ACT 2601

Alluvion Building
 Level 8, 58 Mounts Bay Road Perth WA 6000
 GPO Box 7871, Perth WA 6850
www.nopta.gov.au

ABN 74 599 608 295

Via email to Petroleum.Exploration@industry.gov.au

Mr Michael Wright
 Deputy Secretary
 Mining, Exploration and Geoscience
 Department of Regional New South Wales
 PO Box 344
 Hunter Region Mail Centre NSW 2310

Via email to titles.services@planning.nsw.gov.au

NEATS Ref: Z4NMT2

Dear Ms Illman and Mr Wright

**ADDITIONAL INFORMATION RELATING TO A VARIATION, SUSPENSION &
 EXTENSION APPLICATION FOR PETROLEUM EXPLORATION PERMIT
 NSW/PEP-11**

I refer to the application validly received on 23 January 2020 for a secondary work program variation and a 24 month suspension of the Permit Year 4 work program commitments, with a corresponding 24 month extension of the permit term, in relation to Petroleum Exploration Permit NSW/PEP-11 (**PEP-11**) under the *Offshore Petroleum and Greenhouse Gas Storage Act 2006 (the Act)*.

My advice with regards the application was provided to the Joint Authority on 29 April 2020 recommending approval of the application. On 2 July 2020 the Joint Authority via NOPTA requested further information (**RFI**) from the titleholders of PEP-11 in order to inform its decision (**Attachment A**).

On 6 August 2020, the titleholders responded by submitting ten documents including a covering letter. All submitted documents are attached herewith.

Please advise if you require NOPTA to provide any additional advice to the Joint Authority.

If you have any queries regarding this matter, please contact s 47F on
 s 47F or titles@nopta.gov.au.

s 47F

Graeme Waters
 Titles Administrator



Australian Government
National Offshore Petroleum
Titles Administrator

2 July 2020

Mr David Breeze
 Director, Asset Energy Pty Ltd
 PO Box 317
 NORTH PERTH WA 6906

Alluvion Building
 Level 8, 58 Mounts Bay Road Perth WA 6000
 GPO Box 7871, Perth WA 6850
www.nopta.gov.au

ABN 74 599 608 295

By email to: david@grandbridge.com.au

NEATS Ref: Z4NMT2

Dear Mr Breeze

REQUEST FOR FURTHER INFORMATION: VARIATION, SUSPENSION & EXTENSION OF PETROLEUM EXPLORATION PERMIT PEP-11

I refer to the application validly received on 23 January 2020 for a secondary work program variation and a 24 month suspension of the Permit Year 5 work program commitments, with a corresponding 24 month extension of the permit term, in relation to Petroleum Exploration Permit PEP-11 under the *Offshore Petroleum and Greenhouse Gas Storage Act 2006* (the Act).

In your 14 January 2020 letter, you addressed control of the operator (and the associated financial issues) and misconduct and legal matters – force majeure. Following a review of publically available information on these matters, we have not been able to confirm that Asset has a viable future funding strategy to meet its upcoming work program commitments for the period of suspension and extension sought.

The Commonwealth – New South Wales Offshore Petroleum Joint Authority has therefore requested further information to assist in making a final decision on the application to ensure that the proposed work within the permit can be funded.

Please provide details of Asset Energy's specific funding strategies (including key milestones and evidence of ability to raise funds through proposed methods) intended to fund the work program to be completed within the requested suspension and extension period.

If Asset Energy is reliant on the financial support of another party to complete the work commitments for the application, please also provide evidence of their written commitment to this venture, their most recent financial statements and evidence of their ability to raise the capital.

The requested information should be provided by **16 July 2020**.

If you have any queries regarding this letter, please contact s 47F titles@nopta.gov.au.

or

Yours sincerely

s 47F

Graeme Waters
 Titles Administrator

Cc: geo@bountyoil.com



6th August 2020

Mr Graeme Waters
Titles Administrator
National Offshore Petroleum Titles Administrator
GPO Box 7871
PERTH WA 6850
via email: s47F@nopta.gov.au

**RE: REQUEST FOR ADDITIONAL INFORMATION: VARIATION, SUSPENSION
& EXTENSION OF PETROLEUM EXPLORATION PERMIT PEP-11**

Dear Mr Waters,

I refer to your letter of 2 July 2020 and am pleased to provide further information as requested below and attached

Funding Strategies.

Capital Raising program –This will occur through a multistage process. Capital will be raised through both ASX listed and unlisted securities offerings with the primary source to be BPH Energy Ltd. Bounty Oil and Gas NL holds a 15% interest in PEP 11 and the JV. Bounty confirms they will participate and fund the drilling for their 15% Joint Venture interest. It is also intended that independent funding will be sourced for the Geosequestration component .The ATO R and D rebate will underpin this source.

This funding process will follow our very successful capital raising strategy utilized at the time of Drilling New Seaclem well in PEP11 in 2010 when our group entities successfully raised over \$55,000,000 in a four phase stepped process the majority of which (\$34,000,000) was funded by BPH Energy Ltd.

As Managing Director I was directly responsible for the success of these capital raising program and have been in involved in successful capital raising of over \$300,000,000 for 70 plus companies in my public company and corporate career.

The PEP11 Baleen well funding will occur in sequential raisings linked to the well program through the following entities and sources

1. BPH Energy Ltd (ASX :BPH)

BPH as a listed public company is the controlling entity for Advent Energy Ltd (The 100 % owner of Asset Energy Pty Ltd.) The investment in Advent is the key focus of



BPH Energy and BPH has successfully raised and invested over \$34,000,000 in Advent Energy.

An initial \$2,868,000 capital raising is currently underway. BPH has just raised through a placement \$449,000 (confirmed ASX 23 07 2020) and has issued a prospectus (confirmed ASX 29 07 2020), to raise a further \$2,419,346,000. The prospectus confirms that an amount of \$2,000,000 from the BPH raising will be committed to the underwriting and funding of its investment in Advent Energy thereby increasing the BPH interest in Advent to 36 %.

A further \$12,000,000 will be raised for the drilling after approvals have been received from NOPSEMA. BPH has the capacity to raise a further rights issue pre drilling (and underwrite Advent) to fund a total investment of \$22,000,000.

2. Advent Energy Ltd

Raising in Advent will occur through a process of Pre IPO and IPO capital .Advent Energy has prepared an OIS Disclosure Document (Offer Information Statement) for registration with ASIC to raise up to \$4,000,000 prior to end 2020.This OIS will be issued immediately after completion and lodgement of the current 2019/2020 year end audited financial report. This audit process has commenced. BPH has as above confirmed it intention to invest \$2,000,000 in Advent towards funding of well planning, engineering, design, NOPSEMA permitting and drilling equipment procurement.

Two further funding rounds are planned for Advent. There will be a further pre-IPO funding round of \$12,000,000 and a final round at the time of IPO of a minimum \$22,000,000. The IPO is planned to occur in 2021 prior to drilling at Baleen.

3. Joint Venture Participation

Bounty Oil and Gas NL (ASX: BUY) as the 15 % Joint Venture Partner in the PEP11 project has confirmed it will commit to its share of drilling costs . Bounty is an oil producer committed to Australian operations with oil revenue of \$3,000,000 PA and an active onshore Australia drill program. Bounty is currently preparing a capital raising offer for release to the ASX directed to inter alia this drill test in PEP11.

Advent is also in discussions with several major corporates on JV participation. These discussion have been ongoing for the last nine months. There is strong interest in participation.

4. Gas Market Participants

Advent has held discussion with every significant gas market industrial customer on the eastern seaboard including s 22

. These



major gas market participants have indicated strong support for the PEP11 project as an alternative gas supply source. Contributory funding of the drilling has been discussed with these participants based on gas pre purchase contract based on industry precedents. Proposals for conditional supply of over 25 PJ per year have been provided to four of these groups based on the Strike precedent.

s 22

Capital raising capacity

At the time of Drilling New Seaclem well in PEP11 in 2010 our group entities successfully raised over \$55,000,000 to fund the drilling including: -

- Capital raised in BPH in 2009/2010 was \$15,890,231
- Capital raised in MEC in 2009/2010 was \$13,227,625
- Capital Raised in BPH in 2010/2011 was \$19,752,422
- Capital raised directly in Advent Energy in 2010 \$7,500,000

Evidence of our ability to raise the required capital is set out in the attached ASX announcements confirming these fund raisings.

- 7th April 2010 - Advent Energy Investment Update. (~\$14M)
- 12th April 2010 - Advent Energy Funding Update(\$7m)
- 3rd September 2010 - BPH Corp Ltd Non-Renounceable Rights Issue (~\$2.6 M)
- 20th December 2010 - BPH Energy Ltd – Increase Investment in Advent Energy Ltd. (~\$11.5 m)
- 20th December 2010 - Underwriting Details. (~\$14.4m)
- 12th October 2011 Annual Report BPH (Issued Capital \$50m)
- 24th July 2020 - Appendix 2A Application for quotation of Securities.
- 23rd July 2020 - Placement and Non-Renounceable Rights Issue. (~\$2.86M)



The market circumstances which existed at that time have been clearly evidenced again in current market activity of the ASX listed companies BPH and BUY. The current ASX price and volume trends are reflecting the same characteristics that occurred when PEP11 was drilled last time in 2010.

At the time of drilling the NewSeaclem well in PEP11 when we raised over \$55,000,000

- The combined market capitalisation of the ASX listed companies involved in the drilling including BPH and BUY rose from just over \$15m to over \$300m
- Liquidity, as evidenced by total shares traded as a proportion of issued capital, was amongst the highest of all companies on the ASX

The current market circumstances

- There has been a significant rerating of the listed entities involved in the PEP11 JV (BPH and BUY)
- Bounty share price is up over 400% in the last year
- The BPH share price is up over 140 % in the last year
- BPH shares traded in the last two months were over 60 % of the companies issued capital

As requested, I have attached a letter from BPH Energy Ltd committing to raise the amount of \$22,000,000 to fund the drilling program through Advent Energy (The 100% owner of Asset Energy).

Yours sincerely,

s 47F

David Breeze
 Director
 Asset Energy Pty Ltd
 Operator PEP11 JV
 For and on behalf of the Joint Venture

Appendix 2A

Application for quotation of +securities

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

If you are an entity incorporated outside Australia and you are seeking quotation of a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

Part 1 – Entity and announcement details

| Question no | Question | Answer |
|-------------|--|---|
| 1.1 | *Name of entity We (the entity here named) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules. ¹ | BPH Energy Limited |
| 1.2 | *Registration type and number <i>Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).</i> | ACN 095 912 002 |
| 1.3 | *ASX issuer code | BPH |
| 1.4 | *This announcement is <i>Tick whichever is applicable.</i> | <input checked="" type="checkbox"/> A new announcement <input type="checkbox"/> An update/amendment to a previous announcement <input type="checkbox"/> A cancellation of a previous announcement |
| 1.4a | *Reason for update <i>Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.</i> | |
| 1.4b | *Date of previous announcement to this update <i>Mandatory only if "Update" ticked in Q1.4 above.</i> | |
| 1.4c | *Reason for cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i> | |
| 1.4d | *Date of previous announcement to this cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i> | |

¹ Appendix 2A of the Listing Rules includes a warranty that an offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or 1012C(6) of the Corporations Act. If the securities to be quoted have been issued by way of a pro rata offer, to give this warranty, you will generally need to have lodged a cleansing notice with ASX under section 708AA(2)(f) or 1012DAA(2)(f) of the Corporations Act within 24 hours before the securities are offered (see ASIC Regulatory Guide 189 *Disclosure relief for rights issues*). If in doubt, please consult your legal adviser.

| | | |
|-----|----------------------------|--------------|
| 1.5 | *Date of this announcement | 24 July 2020 |
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Part 2 – Type of issue

| Question No. | Question | Answer |
|--------------|---|---|
| 2.1 | <p>*The +securities to be quoted are:</p> <p><i>Select whichever item is applicable.</i></p> <p><i>If you wish to apply for quotation of different types of issues of securities, please complete a separate Appendix 2A for each type of issue.</i></p> | <p><input checked="" type="checkbox"/> Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B</p> <p><input type="checkbox"/> Being issued under a +dividend or distribution plan</p> <p><input type="checkbox"/> Being issued as a result of options being exercised or other +convertible securities being converted</p> <p><input type="checkbox"/> Unquoted partly paid +securities that have been paid up and are now quoted fully paid +securities</p> <p><input type="checkbox"/> +Restricted securities where the escrow period has expired or is about to expire</p> <p><input type="checkbox"/> +Securities previously issued under an +employee incentive scheme where the restrictions on transfer have ceased or are about to cease</p> <p><input type="checkbox"/> +Securities issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer</p> <p><input type="checkbox"/> Other</p> |
| 2.2a.1 | <p>*Date of Appendix 3B notifying the market of the proposed issue of +securities for which quotation is now being sought</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B"</i></p> | 23 July 2020 |
| 2.2a.2 | <p>*Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B?</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".</i></p> | Yes |

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Appendix 2A
Application for quotation of +securities

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| 2.2a.2.1 | <p>*Please provide details of the further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.2a.2 is "Yes".</i></p> <p><i>Please provide details of the proposed dates and number of securities for the further issues. This may be the case, for example, if the Appendix 3B related to an accelerated pro rata offer with an institutional component being quoted on one date and a retail component being quoted on a later date.</i></p> | 14,993,750 share options with an exercise price of \$0.05 and a term of 2 years, to be issued subject to shareholder approval at a meeting to be held on or around 31 August 2020. |
| 2.2b.1 | <p>*Date of Appendix 3A.1 lodged with ASX in relation to the underlying +dividend or distribution</p> <p><i>Answer this question if your response to Q2.1 is "Being issued under a dividend or distribution plan".</i></p> | |
| 2.2b.2 | <p>*Does the +dividend or distribution plan meet the requirement of listing rule 7.2 exception 4 that it does not impose a limit on participation?</p> <p><i>Answer this question if your response to Q2.1 is "Being issued under a dividend or distribution plan".</i></p> <p><i>Note: Exception 4 only applies where security holders are able to elect to receive all of their dividend or distribution as securities. For example, Exception 4 would not apply in the following circumstances: 1) The entity has specified a dollar limit on the level of participation e.g. security holders can only participate to a maximum value of \$x in respect of their entitlement, or 2) The entity has specified a maximum number of securities that can participate in the plan e.g. security holders can only receive securities in lieu of dividend payable for x number of securities.</i></p> | |
| 2.2c.1 | <p>Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code)</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as a result of options being exercised or other convertible securities being converted".</i></p> | |
| 2.2c.2 | <p>And the date the options were exercised or other +convertible securities were converted</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as a result of options being exercised or other convertible securities being converted".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the options was exercised or convertible securities was converted.</i></p> | |
| 2.2d.1 | <p>Please state the number and type of partly paid +securities (including their ASX security code) that were fully paid up</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been paid up and are now quoted fully paid securities".</i></p> | |

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Appendix 2A
Application for quotation of +securities

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| 2.2d.2 | <p>And the date the +securities were fully paid up</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been paid up and are now quoted fully paid securities".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.</i></p> | |
| 2.2e.1 | <p>Please state the number and type of +restricted securities (including their ASX security code) where the escrow period has expired or is about to expire</p> <p><i>Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".</i></p> | |
| 2.2e.2 | <p>And the date the escrow restrictions have ceased or will cease</p> <p><i>Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the escrow restrictions has ceased or will cease.</i></p> | |
| 2.2f.1 | <p>Please state the number and type of +securities (including their ASX security code) previously issued under the +employee incentive scheme where the restrictions on transfer have ceased or are about to cease</p> <p><i>Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease".</i></p> | |
| 2.2f.2 | <p>And the date the restrictions on transfer have ceased or will cease:</p> <p><i>Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the restrictions on transfer has ceased or will cease.</i></p> | |
| 2.2g.1 | <p>Please state the number and type of +securities (including their ASX security code) issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p> | |

| 2.2g.2 | <p>*Please attach a document or provide details of a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms.</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p> | | | | | | | |
|-------------|---|---|-------------|---------------------------|-----------------------|--|--|--|
| 2.2g.3 | <p>*Are any of these +securities being issued to +key management personnel (KMP) or an +associate</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p> | | | | | | | |
| 2.2g.3.a | <p>*Provide details of the recipients and the number of +securities issued to each of them.</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer" and your response to Q2.2g.3 is "Yes". Repeat the detail in the table below for each KMP involved in the issue. If the securities are being issued to the KMP, repeat the name of the KMP or insert "Same" in "Name of registered holder". If the securities are being issued to an associate of a KMP, insert the name of the associate in "Name of registered holder".</i></p> <table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 33%;">Name of KMP</th><th style="width: 33%;">Name of registered holder</th><th style="width: 33%;">Number of +securities</th></tr> </thead> <tbody> <tr> <td> </td><td> </td><td> </td></tr> </tbody> </table> | | Name of KMP | Name of registered holder | Number of +securities | | | |
| Name of KMP | Name of registered holder | Number of +securities | | | | | | |
| | | | | | | | | |
| 2.2h.1 | <p>*The purpose(s) for which the entity is issuing the +securities is:</p> <p><i>Answer this question if your response to Q2.1 is "Other".</i></p> <p><i>You may select one or more of the items in the list.</i></p> | <p><input type="checkbox"/> To raise additional working capital</p> <p><input type="checkbox"/> To fund the retirement of debt</p> <p><input type="checkbox"/> To pay for the acquisition of an asset [provide details below] (i) and (ii) below</p> <p><input type="checkbox"/> To pay for services rendered [provide details below] (iii) below</p> <p><input type="checkbox"/> Other [provide details below]</p> <p><i>Additional details:</i></p> | | | | | | |
| 2.2h.2 | <p>*Please provide any further information needed to understand the circumstances in which you are applying to have these +securities quoted on ASX, including (if applicable) why the issue of the +securities has not been previously announced to the market in an Appendix 3B</p> <p><i>You must answer this question if your response to Q2.1 is "Other". If there is no other information to provide, please answer "Not applicable" or "N/A".</i></p> | | | | | | | |
| 2.2i | <p>*Are these +securities being offered under a +disclosure document or +PDS?</p> <p><i>Answer this question if your response to Q2.1 is any option other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".</i></p> | No | | | | | | |

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Appendix 2A
Application for quotation of +securities

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| 2.2i.1 | <p>*Date of +disclosure document or +PDS?</p> <p><i>Answer this question if your response to Q2.1 is any option other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.2i is "Yes".</i></p> <p><i>Under the Corporations Act, the entity must apply for quotation of the securities within 7 days of the date of the disclosure document or PDS.</i></p> | |
| 2.3 | <p>*The +securities to be quoted are:</p> <p><i>Tick whichever is applicable</i></p> | <p><input checked="" type="checkbox"/> Additional +securities in a class that is already quoted on ASX ("existing class")</p> <p><input type="checkbox"/> New +securities in a class that is not yet quoted on ASX ("new class")</p> |

Part 3A – number and type of +securities to be quoted (existing class or new class) where issue has previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "existing class" or "new class".

| Question No. | Question | Answer |
|--------------|-------------------------------------|------------|
| 3A.1 | *ASX security code & description | BPH |
| 3A.2 | *Number of +securities to be quoted | 29,987,500 |

Part 3B – number and type of +securities to be quoted (existing class) where issue has not previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is anything other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "existing class".

| Question No. | Question | Answer |
|--------------|--|--------|
| 3B.1 | *ASX security code & description | |
| 3B.2 | *Number of +securities to be quoted | |
| 3B.3a | *Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class? | |
| 3B.3b | <p>*Is the actual date from which the +securities will rank equally (non-ranking end date) known?</p> <p><i>Answer this question if your response to Q3B.3a is "No".</i></p> | |
| 3B.3c | <p>*Provide the actual non-ranking end date</p> <p><i>Answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "Yes".</i></p> | |
| 3B.3d | <p>*Provide the estimated non-ranking end period</p> <p><i>Answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "No".</i></p> | |

| | | |
|-------|--|--|
| 3B.3e | <p>*Please state the extent to which the +securities do not rank equally:</p> <ul style="list-style-type: none"> • in relation to the next dividend, distribution or interest payment; or • for any other reason <p><i>Answer this question if your response to Q3B.3a is "No".</i></p> <p><i>For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.</i></p> | |
|-------|--|--|

Part 3C – number and type of +securities to be quoted (new class) where issue has not previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is anything other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "new class".

| Question No. | Question | Answer |
|--------------|--|--|
| 3C.1 | *Security description | |
| 3C.2 | <p>*Security type</p> <p><i>Select one item from the list that best describes the securities the subject of this form. This will determine more detailed questions to be asked about the security later in this section. Select "ordinary fully or partly paid shares/units" for stapled securities or CDIs. For interest rate securities, please select the appropriate choice from either "Convertible debt securities" or "Non-convertible debt securities". Select "Other" for performance shares/units and performance options/rights or if the selections available in the list do not appropriately describe the security being issued.</i></p> | <input type="checkbox"/> Ordinary fully or partly paid shares/units <input type="checkbox"/> Options <input type="checkbox"/> +Convertible debt securities <input type="checkbox"/> Non-convertible +debt securities <input type="checkbox"/> Redeemable preference shares/units <input type="checkbox"/> Other |
| 3C.3 | <p>ISIN code</p> <p><i>Answer this question if you are an entity incorporated outside Australia and you are seeking quotation of a new class of securities other than CDIs. See also the note at the top of this form.</i></p> | |
| 3C.4 | *Number of +securities to be quoted | |
| 3C.5a | *Will all the +securities issued in this class rank equally in all respects from the issue date? | |
| 3C.5b | <p>*Is the actual date from which the +securities will rank equally (non-ranking end date) known?</p> <p><i>Answer this question if your response to Q3C.5a is "No".</i></p> | |
| 3C.5c | <p>*Provide the actual non-ranking end date</p> <p><i>Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "Yes".</i></p> | |
| 3C.5d | <p>*Provide the estimated non-ranking end period</p> <p><i>Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "No".</i></p> | |

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| 3C.5e | <p>*Please state the extent to which the +securities do not rank equally:</p> <ul style="list-style-type: none"> • in relation to the next dividend, distribution or interest payment; or • for any other reason <p><i>Answer this question if your response to Q3C.5a is "No".</i></p> <p><i>For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.</i></p> | | | | | | | | | | | | | | | | | | | |
|----------------------------|---|--------------------------------------|----------------------------|-------------------|--------------------------------------|-----------|--|--|---------------|--|--|----------------|--|--|------------------|--|--|------------------|--|--|
| 3C.6 | <p>Please attach a document or provide a URL link for a document lodged with ASX setting out the material terms of the +securities to be quoted</p> <p><i>You may cross-reference a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released to the ASX Market Announcements Platform.</i></p> | | | | | | | | | | | | | | | | | | | |
| 3C.7 | <p>*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?</p> <p><i>Answer this question only if you are an ASX Listing. (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question).</i></p> <p><i>If your response is "No" and the securities have any unusual terms, you should approach ASX as soon as possible for confirmation under listing rule 6.1 that the terms are appropriate and equitable.</i></p> | | | | | | | | | | | | | | | | | | | |
| 3C.8 | <p>*Provide a distribution schedule for the new +securities according to the categories set out in the left hand column – including the number of recipients and the total percentage of the new +securities held by the recipients in each category.</p> <table border="1" data-bbox="339 1294 1409 1615"> <thead> <tr> <th>Number of +securities held</th><th>Number of holders</th><th>Total percentage of +securities held</th></tr> </thead> <tbody> <tr> <td>1 – 1,000</td><td></td><td></td></tr> <tr> <td>1,001 – 5,000</td><td></td><td></td></tr> <tr> <td>5,001 – 10,000</td><td></td><td></td></tr> <tr> <td>10,001 – 100,000</td><td></td><td></td></tr> <tr> <td>100,001 and over</td><td></td><td></td></tr> </tbody> </table> <p><i>Answer this question only if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question) and the securities to be quoted have already been issued.</i></p> <p><i>Note: if the securities to be quoted have not yet been issued, under listing rule 3.10.5, you will need to provide to ASX a list of the 20 largest recipients of the new +securities, and the number and percentage of the new +securities received by each of those recipients, and a distribution schedule for the securities when they are issued.</i></p> | | Number of +securities held | Number of holders | Total percentage of +securities held | 1 – 1,000 | | | 1,001 – 5,000 | | | 5,001 – 10,000 | | | 10,001 – 100,000 | | | 100,001 and over | | |
| Number of +securities held | Number of holders | Total percentage of +securities held | | | | | | | | | | | | | | | | | | |
| 1 – 1,000 | | | | | | | | | | | | | | | | | | | | |
| 1,001 – 5,000 | | | | | | | | | | | | | | | | | | | | |
| 5,001 – 10,000 | | | | | | | | | | | | | | | | | | | | |
| 10,001 – 100,000 | | | | | | | | | | | | | | | | | | | | |
| 100,001 and over | | | | | | | | | | | | | | | | | | | | |
| 3C.9a | <p>Ordinary fully or partly paid shares/units details</p> <p><i>Answer the questions in this section if you selected this security type in your response to Question 3C.2.</i></p> | | | | | | | | | | | | | | | | | | | |
| | <p>*+Security currency</p> <p><i>This is the currency in which the face amount of an issue is denominated. It will also typically be the currency in which distributions are declared.</i></p> | | | | | | | | | | | | | | | | | | | |
| | <p>*Will there be CDIs issued over the +securities?</p> | | | | | | | | | | | | | | | | | | | |

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| | <p>*CDI ratio</p> <p><i>Answer this question if you answered "Yes" to the previous question. This is the ratio at which CDIs can be transmuted into the underlying security (e.g. 4:1 means 4 CDIs represent 1 underlying security whereas 1:4 means 1 CDI represents 4 underlying securities).</i></p> | |
| | <p>*Is it a partly paid class of +security?</p> | |
| | <p>*Paid up amount: unpaid amount</p> <p><i>Answer this question if answered "Yes" to the previous question.</i></p> <p><i>The paid up amount represents the amount of application money and/or calls which have been paid on any security considered 'partly paid'</i></p> <p><i>The unpaid amount represents the unpaid or yet to be called amount on any security considered 'partly paid'.</i></p> <p><i>The amounts should be provided per the security currency (e.g. if the security currency is AUD, then the paid up and unpaid amount per security in AUD).</i></p> | |
| | <p>*Is it a stapled +security?</p> <p><i>This is a security class that comprises a number of ordinary shares and/or ordinary units issued by separate entities that are stapled together for the purposes of trading.</i></p> | |
| 3C.9b | <p>Option details</p> <p><i>Answer the questions in this section if you selected this security type in your response to Question 3C.2.</i></p> | |
| | <p>*+Security currency</p> <p><i>This is the currency in which the exercise price is payable.</i></p> | |
| | <p>*Exercise price</p> <p><i>The price at which each option can be exercised and convert into the underlying security.</i></p> <p><i>The exercise price should be provided per the security currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).</i></p> | |
| | <p>*Expiry date</p> <p><i>The date on which the options expire or terminate.</i></p> | |
| | <p>*Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if an option is exercised</p> <p><i>For example, if the option can be exercised to receive one fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".</i></p> | |

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| 3C.9c | Details of non-convertible +debt securities, +convertible debt securities, or redeemable preference shares/units <i>Answer the questions in this section if you selected one of these security types in your response to Question 3C.2.</i> <i>Refer to Guidance Note 34 and the “Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities” for further information on certain terms used in this section</i> | |
| | *Type of +security <i>Select one item from the list</i> | <input type="checkbox"/> Simple corporate bond <input type="checkbox"/> Non-convertible note or bond <input type="checkbox"/> Convertible note or bond <input type="checkbox"/> Preference share/unit <input type="checkbox"/> Capital note <input type="checkbox"/> Hybrid security <input type="checkbox"/> Other |
| | *+Security currency <i>This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.</i> | |
| | Face value <i>This is the principal amount of each security.</i> <i>The face value should be provided per the security currency (i.e. if security currency is AUD, then the face value per security in AUD).</i> | |
| | *Interest rate type <i>Select one item from the list</i> <i>Select the appropriate interest rate type per the terms of the security. Definitions for each type are provided in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities</i> | <input type="checkbox"/> Fixed rate <input type="checkbox"/> Floating rate <input type="checkbox"/> Indexed rate <input type="checkbox"/> Variable rate <input type="checkbox"/> Zero coupon/no interest <input type="checkbox"/> Other |
| | Frequency of coupon/interest payments per year <i>Select one item from the list.</i> | <input type="checkbox"/> Monthly <input type="checkbox"/> Quarterly <input type="checkbox"/> Semi-annual <input type="checkbox"/> Annual <input type="checkbox"/> No coupon/interest payments <input type="checkbox"/> Other |
| | First interest payment date <i>A response is not required if you have selected “No coupon/interest payments” in response to the question above on the frequency of coupon/interest payments</i> | |
| | Interest rate per annum <i>Answer this question if the interest rate type is fixed.</i> | |
| | *Is the interest rate per annum estimated at this time? <i>Answer this question if the interest rate type is fixed.</i> | |
| | If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known) <i>Answer this question if the interest rate type is fixed and your response to the previous question is “Yes”.</i> <i>Answer “Unknown” if the date is not known at this time.</i> | |

This appendix is *not* available as an online form
Please fill in and submit as a PDF announcement

Appendix 2A
Application for quotation of +securities

| | | |
|--|---|---|
| | <p>*Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)?</p> <p><i>Answer this question if the interest rate type is floating or indexed.</i></p> | |
| | <p>*What is the reference rate, base rate or market rate?</p> <p><i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i></p> | |
| | <p>*Does the interest rate include a margin above the reference rate, base rate or market rate?</p> <p><i>Answer this question if the interest rate type is floating or indexed.</i></p> | |
| | <p>*What is the margin above the reference rate, base rate or market rate (expressed as a percent per annum)</p> <p><i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i></p> | |
| | <p>*S128F of the Income Tax Assessment Act status applicable to the +security</p> <p><i>Select one item from the list</i></p> <p><i>For financial products which are likely to give rise to a payment to which s128F of the Income Tax Assessment Act applies, ASX requests issuers to confirm the s128F status of the security:</i></p> <ul style="list-style-type: none"> • "s128F exempt" means interest payments are not taxable to non-residents; • "Not s128F exempt" means interest payments are taxable to non-residents; • "s128F exemption status unknown" means the issuer is unable to advise the status; • "Not applicable" means s128F is not applicable to this security | <p><input type="checkbox"/> s128F exempt</p> <p><input type="checkbox"/> Not s128F exempt</p> <p><input type="checkbox"/> s128F exemption status unknown</p> <p><input type="checkbox"/> Not applicable</p> |
| | <p>*Is the +security perpetual (i.e. no maturity date)?</p> | |
| | <p>*Maturity date</p> <p><i>Answer this question if the security is not perpetual</i></p> | |

This appendix is *not* available as an online form
Please fill in and submit as a PDF announcement

Appendix 2A
Application for quotation of +securities

| | | |
|--|--|--|
| | <p>*Select other features applicable to the +security</p> <p><i>Up to 4 features can be selected. Further information is available in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities.</i></p> | <input type="checkbox"/> Simple <input type="checkbox"/> Subordinated <input type="checkbox"/> Secured <input type="checkbox"/> Converting <input type="checkbox"/> Convertible <input type="checkbox"/> Transformable <input type="checkbox"/> Exchangeable <input type="checkbox"/> Cumulative <input type="checkbox"/> Non-Cumulative <input type="checkbox"/> Redeemable <input type="checkbox"/> Extendable <input type="checkbox"/> Reset <input type="checkbox"/> Step-Down <input type="checkbox"/> Step-Up <input type="checkbox"/> Stapled <input type="checkbox"/> None of the above |
| | <p>*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?</p> | |
| | <p>*If yes, what is the first trigger date</p> <p><i>Answer this question if your response to the previous question is "Yes".</i></p> | |
| | <p>Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if the +securities to be quoted are converted, transformed or exchanged</p> <p><i>Answer this question if the security features include "converting", "convertible", "transformable" or "exchangeable".</i></p> <p><i>For example, if the security can be converted into 1,000 fully paid ordinary shares with ASX security code ABC, please insert "1,000 fully paid ordinary shares (ASX:ABC)".</i></p> | |

Part 4 – Issue details

| Question No. | Question | Answer |
|--------------|--|--------------|
| 4.1 | *Have the +securities to be quoted been issued yet? | Yes |
| 4.1a | *What was their date of issue? <i>Answer this question if your response to Q4.1 is "Yes".</i> | 23 July 2020 |
| 4.1b | *What is their proposed date of issue? <i>Answer this question if your response to Q4.1 is "No".</i> | |
| 4.2 | *Are the +securities to be quoted being issued for a cash consideration? <i>If the securities are being issued for nil cash consideration, answer this question "No".</i> | Yes |

This appendix is *not* available as an online form
Please fill in and submit as a PDF announcement

Appendix 2A
Application for quotation of +securities

| | | |
|------|--|---------|
| 4.2a | <p>*In what currency is the cash consideration being paid</p> <p><i>For example, if the consideration is being paid in Australian Dollars, state AUD.</i></p> <p><i>Answer this question if your response to Q4.2 is "Yes".</i></p> | AUD |
| 4.2b | <p>*What is the issue price per +security</p> <p><i>Answer this question if your response to Q4.2 is "Yes" and by reference to the issue currency provided in your response to Q4.2a.</i></p> <p><i>Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q4.2 as "No" and complete Q4.2c and Q4.2d.</i></p> | \$0.015 |
| 4.2c | <p>Please describe the consideration being provided for the +securities to be quoted</p> <p><i>Answer this question if your response to Q4.2 is "No".</i></p> | |
| 4.2d | <p>Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted</p> <p><i>Answer this question if your response to Q4.2 is "No".</i></p> | |
| 4.3 | Any other information the entity wishes to provide about the issue | |

Part 5 – Issued capital following quotation

| <p>Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:</p> <p><i>Note: the figures provided in the tables in sections 5.1 and 5.2 below are used to calculate the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the relevant table each class of securities issued by the entity.</i></p> <p><i>If you have quoted CHESS Depository Interests (CDIs) issued over your securities, include them in the table in section 5.1 and include in the table in section 5.2 any securities that do not have CDIs issued over them (and therefore are not quoted on ASX).</i></p> <p><i>Restricted securities should only be included in the table in section 5.1 if you are applying to have them quoted because the escrow period for the securities has expired or is about to expire. Otherwise include them in the table in section 5.2.</i></p> | | | | | | | | | | |
|---|--|--|-----------------------------------|--------------------------------------|--------------------------------|-------------|--|--|--|--|
| 5.1 | <p>*Quoted +securities (total number of each +class of +securities quoted on ASX following the +quotation of the +securities the subject of this application)</p> <table border="1"> <thead> <tr> <th>ASX security code and description</th><th>Total number of +securities on issue</th></tr> </thead> <tbody> <tr> <td>BPH fully paid ordinary shares</td><td>403,224,318</td></tr> <tr> <td> </td><td> </td></tr> <tr> <td> </td><td> </td></tr> </tbody> </table> | | ASX security code and description | Total number of +securities on issue | BPH fully paid ordinary shares | 403,224,318 | | | | |
| ASX security code and description | Total number of +securities on issue | | | | | | | | | |
| BPH fully paid ordinary shares | 403,224,318 | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |

| | | |
|-----|---|--------------------------------------|
| 5.2 | *Unquoted +securities (total number of each +class of +securities issued but not quoted on ASX): | |
| | ASX security code and description | Total number of +securities on issue |
| | Unlisted options, exercise price \$0.20 expiring 30/11/20 | 200,000 |
| | Unlisted options, exercise price \$0.20 expiring 30/11/21 | 200,000 |
| | Unlisted options, exercise price \$0.20 expiring 30/11/22 | 400,000 |
| | Unlisted options, exercise price \$0.02 expiring 20/06/24 | 3,000,000 |
| | Unlisted options, exercise price \$0.02 expiring 09/08/24 | 2,000,000 |
| | Unlisted options, exercise price \$0.02 expiring 30/11/24 | 1,200,000 |
| | Unlisted options, exercise price \$0.02 expiring 20/06/24 | 600,000 |

Part 6 – Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and:

- your response to Q2.1 is "Being issued under a dividend/distribution plan" and the response to Q2.2b.2 is "No"; or
- your response to Q2.1 is "Other".

Note that if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B", it is assumed that you will have provided the information referred to in this Part in the Appendix 3B.

| Question No. | Question | Answer |
|--------------|--|------------|
| 6.1 | *Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1? | No |
| 6.1a | *Date of meeting or proposed meeting to approve the issue under listing rule 7.1 <i>Answer this question if the response to Q6.1 is "Yes".</i> | |
| 6.1b | *Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? <i>Answer this question if the response to Q6.1 is "No".</i> | Yes |
| 6.1b.1 | *How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? <i>Answer this question if the response to Q6.1 is "No" and the response to Q6.1b is "Yes".</i> <i>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.</i> | 29,987,500 |
| 6.1c | *Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)? <i>Answer this question if the response to Q6.1 is "No".</i> | No |

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**Appendix 2A
Application for quotation of +securities**

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|--------|--|--|
| 6.1c.1 | <p>*How many +securities are being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?</p> <p><i>Answer this question if the response to Q6.1 is "No" and the response to Q6.1c is "Yes".</i></p> <p><i>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.</i></p> | |
|--------|--|--|

Introduced 01/12/19, amended 31/01/20



23 July 2020

The Manager
Market Announcements Platform
Australian Securities Exchange
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Placement and Non-Renounceable Rights Issue

BPH Energy Limited ACN 095 912 002 (**ASX: BPH**) (the **Company**) is pleased to announce that it has completed a placement and that it intends to undertake a non-renounceable rights issue.

The placement consists of 29,987,500 fully paid ordinary shares (**Shares**) at an issue price of \$0.015 (1.5 cents) per Share together with one (1) free attaching option for every two (2) Shares subscribed for and issued (**Options**) to sophisticated and professional investors under the Company's current placement capacity to raise \$449,813 (**Placement**).

The Placement is being managed by Sixty-Two Capital Pty Ltd.

Following the issue of the Shares under the Placement, the Company will undertake a non-renounceable rights issue of two (2) Shares for every five (5) Shares held by shareholders at an issue price of \$0.015 (1.5 cents) per Share to raise up to \$2,419,346 together with one (1) free attaching Option for every two (2) Shares subscribed for and issued (**Rights Issue**).

The Shares issued under the Placement will have a holding lock placed on them pending completion and lodgement of the disclosure document for the Rights Issue. The free attaching Options under the Placement will be granted subject to the receipt of shareholder approval at a meeting to be convened as soon as possible.

Investors who participated in the Placement will be eligible to participate in the Rights Issue.

Mr David Breeze, Managing Director, said: "the Company is pleased to receive funding from a range of investors including existing shareholders and others who participated in the Placement through Sixty-Two Capital".

PEP11 gas project – Use of funds, NOPTA update and planning

Well Planning

The proceeds of the Placement and Rights Issue will be used by BPH primarily to invest in Advent Energy Limited (**Advent**) in order to increase BPH's shareholding from 23% to 36% (subject to any required approvals or via an underwriting of an offer by BPH). The funds proposed to be invested by BPH will be used by Advent to progress well planning, engineering and environmental

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approvals for drilling at the Baleen drill target in the PEP11 offshore permit in NSW. It is planned that approximately \$2 million of the capital raised will be used for this purpose.

As previously announced, Advent has submitted to the National Offshore Petroleum Titles Administrator (**NOPTA**) an application to enable the drilling of the Baleen drill target in the PEP11 permit. Advent, through wholly owned subsidiary Asset Energy Pty Ltd, holds an 85% interest and is operator of the PEP11 permit. Bounty Oil and Gas NL (ASX: BUY) holds the remaining 15% (**JV**).

As announced previously, the JV had made an application to NOPTA to change the current PEP11 permit conditions in order for it to proceed with the drilling. The Company is pleased to advise that NOPTA has confirmed that this application is in the final decision phase and expects to have a final decision shortly.

Drilling Rigs

The JV is also currently evaluating rig availability for the drilling of the Baleen drill target.

Key information about the Rights Issue

1. The Rights Issue is non-renounceable which means that the entitlement to Shares under the Rights Issue will not be tradeable on ASX or otherwise transferable.
2. The Rights Issue is being conducted under section 713 of the *Corporations Act 2001* (Cth) as a transaction specific prospectus for an offer of continuously quoted securities. Eligible Shareholders will be sent a disclosure document relating to the Rights Issue (**Offer Document**) and a personalised entitlement and acceptance form.
3. An application for Shares under the Rights Issue may only be made by completing the entitlement and acceptance form which accompanies the Offer Document. Shareholders eligible to participate in the Rights Issue should read the Offer Document carefully and consult professional advisers as necessary.
4. A top-up facility will be available allowing eligible shareholders to apply for additional Shares over and above their entitlements (additional Shares will be allotted to the extent there is a shortfall under the Rights Issue).
5. The proceeds of the Rights Issue will be used primarily for the progression of investment in Advent and well planning for drilling in the PEP11 permit. The Directors reserve the right to vary the proposed use of funds to maximise the benefit to shareholders.
6. Shares issued under the Rights Issue will rank equally with existing Shares on issue on the record date. The Company will make application for official quotation of the Shares and Options proposed to be issued under the Rights Issue.
7. Shareholders who do not take up all or any part of their entitlement will not receive any payment or value in respect of the entitlement not taken up and their equity interest in the Company will be diluted.
8. The Rights Issue is not underwritten.

Capital Structure

As at the date of this announcement, the Company has 373,236,818 Shares on issue. A further 29,987,500 shares will be issued in the Placement.

The maximum number of Shares to be issued under the Rights Issue is approximately 161,289,727.

At the conclusion of the Rights Issue, the total number of issued Shares in the Company will be up to a maximum of 564,514,045.

Offer Document

The Company is in the process of completing the Offer Document and this will be lodged with ASX shortly. At that time, the Company will confirm the timetable for the Rights Issue, including the relevant record date. As previously announced on 18th June the company is continuing to evaluate new opportunities as part of its ordinary business.

David Breeze (Director) authorised the release of this announcement to the market.

Yours sincerely,

s 47F

David Breeze
Executive Director

Enquiries

Any enquiries regarding the Rights Issue should be directed to:

David Breeze

Chairman

s 47F

admin@bphenergy.com.au



12 April 2010

Companies Announcements Office
Australian Securities Exchange Limited
10th Floor, 20 Bond Street
SYDNEY NSW 2000

Dear Sir/Madam

Advent Energy Update

A funding update for BPH investee Advent Energy Ltd is attached.

Yours sincerely,

s 47F

David Breeze
Chairman

BPH Corporate Limited ACN 95 912 002
PO Box 317, North Perth, Western Australia 6906
14 View Street, North Perth, Western Australia 6006
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12 April 2010

Companies Announcement Office
Australian Securities Exchange Limited
10th Floor, 20 Bond Street
SYDNEY NSW 2000

ADVENT ENERGY FUNDING UPDATE

MEC Resources (ASX:MMR) is pleased to announce that it has been advised by investee company Advent Energy Ltd that all conditions of the agreement between the Talbot Group and Advent (ASX: MMR 11 November 2008) have been satisfied. Advent has now issued Talbot Group Investments with 14,000,000 shares in consideration for the \$7,000,000 received.

The funds will be used by Advent to progress the PEP11 project off the coast of New South Wales.

Yours faithfully,

s 47F

David Breeze
Executive Director
MEC Resources Ltd
PO Box 317
North Perth WA 6906

Media Enquiries:
Bill Kemmery
Fortbridge Consulting

s 47F

s 47F

About MEC Resources

ASX listed MEC Resources (ASX: MMR) invests into exploration companies targeting potentially large energy and mineral resources. The Company has been registered by the Australian Federal Government as a Pooled Development Fund enabling most MEC shareholders to receive tax free capital gains on their shares and tax free dividends.

About Advent Energy

Advent Energy Ltd is an unlisted oil and gas exploration company. Advent holds a strong portfolio of exploration and near-term production assets throughout Australia. Advent's cornerstone project lies off the coast of NSW in Petroleum Exploration Permit 11 (PEP11), and has been estimated to comprise up to 16.3 Tcf (P10 or 'high' level) prospective recoverable gas resources.

Advent Energy's wholly owned subsidiary Asset Energy Pty Ltd is increasing its interest from 25% to 85% from joint venture partner Bounty Oil and Gas (ASX:BUY) who will reduce their interest from 75% to 15%.



7 April 2010

Companies Announcements Office
Australian Securities Exchange Limited
10th Floor, 20 Bond Street
SYDNEY NSW 2000

Dear Sir/Madam

Advent Energy Investment Update

BPH Corporate Ltd (ASX: BPH) is pleased to advise that it has acquired a further \$5.8 million equity in unlisted oil and gas exploration company Advent Energy Ltd. This represents a total of \$12.8 million invested by BPH to date. BPH can invest up to \$14 million under the exclusive option agreement granted to them on 29 September 2009.

Yours sincerely,

s 47F

David Breeze
Chairman

BPH Corporate Limited ACN 95 912 002
PO Box 317, North Perth, Western Australia 6906
14 View Street, North Perth, Western Australia 6006
admin@biopharmica.com.au www.biopharmica.com.au
T: +61 8 9328 8366 F: +61 8 9328 8733



3 September 2010

Companies Announcements Office
Australian Securities Exchange Limited
Exchange Centre
10th Floor, 20 Bond Street
SYDNEY NSW 2000

Dear Sir/Madam,

BPH Corporate Ltd Non Renounceable Rights Issue – Notice of Under Subscriptions

BPH Corporate Ltd (“BPH”) is pleased to advise that the Non Renounceable Rights Issue closed on 31 August 2010.

BPH wishes to advise that eligible Shareholders subscribed for 32,563,065 Shares, including shortfall shares, at an issue price of 8 cents per share. The total funds received from this issue were \$2,605,045.

The Directors are yet to make an allotment of the Shares representing the remaining Shortfall. These Shares will be dealt with under the terms of the underwriting agreement.

Allotment and issue of the Shares is expected to take place on Monday 6th of September 2010.

The Directors wish to thank all eligible shareholders for their continued support.

Yours sincerely,

s 47F

David Breeze
Chairman

For more information contact:

Ms Deborah Ambrosini
Director / Company Secretary
BPH Corporate Limited

s 47F



20 December 2010

Companies Announcements Office
ASX Limited
10th Floor, 20 Bond Street
SYDNEY NSW 2000

Dear Sir/Madam,

UNDERWRITING DETAILS

BPH Energy Ltd (*formerly BPH Corporate Ltd* - ASX:BPH) is pleased to advise that it has successfully completed its post consolidation capital raising receiving subscriptions in excess of \$11.5M.

A total of 50,951,205 ordinary fully paid shares and 10,190,241 free attaching options were allotted and issued into the issuer sponsored sub register on 14 December 2010.

There were no shares issued to the Underwriter Grandbridge Securities. However, a total of 11,061,947 shares were issued to MEC Resources (**MEC**) in connection with its sub-underwriting commitment.

Grandbridge Securities has been paid of \$466,290 for the services provided during the raising. MEC will receive a sub-underwriting fee equivalent to 3% of the funds raised by MEC. Payment of MEC's sub-underwriting fee is the responsibility of Grandbridge Securities.

Yours sincerely

s 47F

Deborah Ambrosini
Executive Director



20 December 2010

Companies Announcements Office
Australian Securities Exchange Limited
10th Floor, 20 Bond Street
SYDNEY NSW 2000

Dear Sir/Madam,

BPH Energy Limited – Increase Investment in Advent Energy Ltd

BPH Energy Ltd (*formerly BPH Corporate Ltd* - ASX:BPH) is pleased to advise that it has made a further investment in Advent Energy Ltd (“**Advent**”) of \$14.4M.

A total of 11,520,000 ordinary fully paid shares with an issue price of \$1.25 have been issued to BPH Energy increasing their interest in Advent 27.42%.

Yours Sincerely

s 47F

Deborah Ambrosini
Director and Company Secretary



6th August 2020

Mr. Graeme Waters
Titles Administrator
National Offshore Petroleum Titles Administrator
GPO Box 7871
PERTH WA 6850
via email: s 47F @nopta.gov.au

YOUR LETTER Re REQUEST FOR FUNDING COMMITMENT PEP-11

Dear Mr. Waters,

I refer to your letter of 2 July 2020 and specifically the request for a written commitment to the funding of the PEP11 Baleen drilling program . I am the Chairman of BPH Energy Ltd (BPH). BPH is a listed public company and has a substantial investment (23%) in Advent Energy Ltd and holds a 23 % interest.

At the time of Drilling New Seaclem well in PEP11 BPH was the largest funder of that drilling program and successfully raised and invested in Advent over \$34,000,000 in a multi-phase funding program .I was directly responsible for the success of these capital raising programs.

The investment in Advent is the key investment focus of BPH Energy. An initial \$2,868,000 capital raising is currently underway for the drilling of the Baleen well (refer ASX release attached.) BPH has just raised through a placement \$449,000 (confirmed ASX 23 07 2020) and has issued a prospectus (confirmed ASX 29 07 2020), to raise a further \$2,419,346,000.

The prospectus (registered with ASIC) confirms that the amount of \$2,000,000 from the BPH raising will be committed to the underwriting and funding of its investment in Advent Energy thereby increasing the BPH interest in Advent to 36 %.

The prospectus confirms that funds will be allocated to well planning, engineering, design, NOPSEMA permitting and drilling equipment procurement.

A further \$12,000,000 will be raised for the drilling after approvals have been received from NOPSEMA. BPH has the capacity to raise a further rights issue pre drilling (and underwrite Advent) to fund a total investment of \$22,000,000. This commitment is supported by the BPH board.

Yours sincerely

s 47F

David Breeze
Chairman

BPH Energy Ltd ACN 095 912 002
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Archived: Friday, 10 December 2021 11:34:11 AM

From: [David Breeze](#)

Sent: Monday, 15 November 2021 8:47:45 PM

To: s 47F

Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

Sensitivity: Normal

s FYI Regards David

From: David Breeze

Sent: Monday, 15 November 2021 5:46 PM

To: s 47F @nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment:-

Initiated the events provided to you in the interim reports including matters further outlined below

- Issued a tender for the provision of Drilling Fluids & Solids Control for the planned Seablue-1 exploration well.
- Preparing to issue a tender for the provision of Measurement & Logging While Drilling and Directional Drilling Services
- Continued review and engagement with parties on tenders for the provision of drill rig services for Surface Casing Conductors and for Liner Hangers
- Signed a contract for the provision of Wellheads
- Commissioned analysis on the structure of the well head to enable the optimal design to be selected
- Prepared a comprehensive application for a grant (CCUST00018) under the CCUS Hubs and Technology Programme for assessment of the location for potential future use for Carbon Capture and Storage
- Worked with s 22 on stakeholder engagement support and preparation of EP documents
- Continued to engage with s 22 and other parties for potential JV on the Baleen (Seablue1 well)
The delay in approval process has now inhibited progress in advancing certain of these elements including rig contracting

Regards
David

From: David Breeze

Sent: Friday, 15 October 2021 4:46 PM

To: s 47F @nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment:-

Initiated the events provided to you in the interim reports including matters further outlined below

- Issued a Letter of Intent to Weatherford Australia Pty Ltd (Weatherford) for the provision of Liner Hanger Expandable Equipment for the planned Seablue-1 exploration well.
- Continued review and engaged on tender for the provision of drill rig services

- Worked with ERIAS and s 22 on stakeholder engagement support and preparation of EP documents
- Continued to engage with s 22 and other parties for potential JV on the Baleen (Seablue1 well)
The delay in approval process has adversely affected progress in advancing certain of these elements

Regards
David

From: David Breeze

Sent: Wednesday, 15 September 2021 1:36 PM

To: s 47F @nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment:-

Initiated the events provided to you in the interim reports including matters further outlined below

- Issued a Letter of Intent to Oil States Industries (Asia) Pty Ltd (Oil States) for the provision of Conductor and Surface Casing & associated services for the planned Seablue-1 exploration well.
- Issued a Letter of Intent to Aztech Well Construction Services Pty Ltd for the provision of Drilling Project Management services
- Continued review and engaged on tender for the provision of drill rig services
- Worked with s 22 on stakeholder engagement support and preparation of EP documents
- Continued to engage with s 22 and now other parties for potential JV on the Baleen (Seablue1 well)
The delay in approval process continues to affect progress in advancing certain of these elements

Regards
David

From: David Breeze

Sent: Monday, 16 August 2021 7:26 PM

To: s 47F @nopta.gov.au>

Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment:-

Initiated the events provided to you in the interim reports including matters further outlined below

- Issued a letter of intent to DQ Holdings Pty Ltd (Dril-Quip) for the provision of wellhead equipment .materials and associated services for SeaBlue-1
- Issued a call for Tender of the provision of Drilling and Project Management Services
- Continued reviewed of tender for the provision of drill rig services
- Worked with s 22 on stakeholder engagement support and preparation of EP documents
- Issued contracts through s 22 for spill modelling and light and noise modelling
- Continued to engage with s 22 and now other North American parties for potential JV on the Baleen (Seablue1 well)
The delay in approval process is affecting progress in advancing certain of these elements

Regards

From: David Breeze
Sent: Thursday, 15 July 2021 7:00 PM
To: s 47F @nopta.gov.au>
Cc: geo@bountyoil.com
Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment:-

Initiated the events provided to you in the interim reports including matters further outlined below

- Issued a Call for Tender for the provision of Conductor and Surface Casing & Associated Services for their upcoming exploration well has been issued.
- Received tender documents for the provision of drill rig services
- Determined to name the Baleen well as Seablue1
- Appointed s 22 for the provision of consultancy services for stakeholder engagement support
- Continued to engage with s 22 for potential JV on the Baleen (Seablue1 well)
- Submitted an Offshore Greenhouse Gas Storage Acreage Release Nomination

Regards
David

From: David Breeze
Sent: Tuesday, 15 June 2021 8:05 PM
To: s 47F @nopta.gov.au>
Cc: geo@bountyoil.com
Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment:-

Initiated the events provided to you in the interim reports including matters further outlined below

- Issued a Call for Tender for the provision of drill rig services for the Baleen well
- Appointed s 22 under a lump sum contract to prepare the environmental plan for Baleen,
- Issued a Call for Tender for the provision of subsea wellhead equipment, materials and associated services for Baleen
- Continued discussions with s 22 for a potential JV on Baleen (Commercial in confidence disclosure) and further US entity
- Initiated briefing meetings to relevant MHR on proposed Geosequestration research component of Baleen well program as well as with relevant Govt Departments in Federal and NSW Govt.

Regards
David

From: David Breeze
Sent: Saturday, 15 May 2021 2:49 PM
To: s 47F @nopta.gov.au>
Cc: geo@bountyoil.com
Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

LEX 71731 - Document 1

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment:-

Initiated the events provided to you in the interim reports including matters further outlined below

- Now received and reviewing s 22 rig contract with s 22 for the s 22 for rig access in direct continuation
- Received and evaluated quotes for EP planning and submission and agreed to award EP contract to s 22
- Reviewed and finalised Preliminary Environmental access screening report
- Prepared and reviewed Call For Tender document for subsea wellheads as required for long lead items
- Compiled clay mineralogy data for inclusion in fluids program development by vendors as required for input to EP process.
- Worked on framework for design of drilling fluids and cementing programs
- Reviewed best practice on cementing on injection wells.
- Further discussions with other rig operators on alternate MODU availability
- Offered briefing meetings to relevant MHR on proposed Geosequestration research component of Baleen well program

Regards

David

From: David Breeze

Sent: Friday, 16 April 2021 11:39 AM

To: s 47F @nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment:-

Initiated the events provided to you in the interim reports including matters further outlined below

- Received the report from the Drilling Design Engineer under the Preliminary Well Services Agreement with Add Energy covering • Review of current well design documentation. • Developed well design and cost estimates. • Developed drilling schedule with defined ready to drill tentative window.
- The scope of work conducted included review of existing data and latest geological prognoses for the well, documentation of the subsurface well design envelope and compilation of a preliminary well design, project costs and schedule to complete the Baleen – 1 Exploration well. The report received from Add Energy documents the Basis of Well Design (BOWD) and rationale for design of the well, the well cost compilation and the project schedule. The report addresses the revised drill target on the Baleen prospect initially announced with total depth of 2150 metres on seismic data line B4-18.
- Further engaged with s 22 for direct contract discussion in addition to s 22 discussions
 - Further engaged with s 22 on rig access for the s 22 in direct continuation and now receiving contract documents through s 22 from services providers (vessels, anchors etc)
 - Received from the specialist environmental consulting group for EP review a Preliminary Environmental access screening report
 - Further engaged with organizations on geosequestration
 - Submitted on behalf of the Joint Venture an application to the Carbon Capture Use and Storage Development Fund for funding to extend the well depth at Baleen from the previously planned TD of 2150 m to 3150 m for the purpose of evaluation of the potential for injection and storage of CO2.
 - Made a confidential submission under the Government Gas Fired Recovery Plan consultation process
 - Further discussions with other rig operators on alternate MODU availability

Regards

David

From: David Breeze
Sent: Tuesday, 16 March 2021 3:17 PM
To: s 47F <@nopta.gov.au>
Cc: geo@bountyoil.com
Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment:-

Initiated the events provided to you in the interim reports including matters further outlined below

- Engaged a Drilling Design Engineer and commenced design review on Baleen well
- Now also engaged with s 22 for direct contract discussion in addition to s 22 discussions
- Further engaged with s 22 on rig access for the s 22
- Engaged a specialist environmental consulting group for EP review
- Further engaged with organizations on geosequestration -Including meeting (via Prof s 22 with both NSW Govt Geoscience and Geoscience Australia
- Further discussions with other rig operators on alternate MODU availability

Regards
 David

From: David Breeze
Sent: Tuesday, 16 February 2021 4:40 PM
To: s 47F <@nopta.gov.au>
Cc: geo@bountyoil.com
Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment .

Initiated the events provided to you in the interim reports including matters below

- Raised \$9m of funding meeting the process steps previously advised
- Engaged a Contracts Manager with significant international drilling contract experience
- Further engaged with s 22 on rig access for the s 22
- Sourced a drilling design engineer
- Continued engagement on offtake discussions
- Initiated contract proposal for environmental submissions
- Further engaged with organization on CCS

Regards
 David

From: David Breeze
Sent: Thursday, 4 February 2021 2:47 PM
To: s 47F <@nopta.gov.au>
Cc: geo@bountyoil.com
Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Please see further update on Rig Procurement for the upcoming well in PEP 11.

Add Energy (AE) our project manager have as agent for Asset Energy PL as operator conducted the following activities:

- AE met with s 22 in Adelaide on 27th January 2021 on our behalf to source rig ,
- AE discussed taking an option on a drilling slot either during or bookending s 22 program
- s 22 have full program (estimated 15 months) but Asset have asked for a possible suitable drill vacancy with all services
- AE have engaged with environmental team s 22 for scope of work requirements and timeline
- AE have spoken to s 22 manager to discuss options directly with them (optional)
We are waiting for the outcome of those discussions
Regards David

From: David Breeze

Sent: Saturday, 16 January 2021 2:30 PM

To: s 47F @nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment

- Signed a Preliminary Well Services Agreement (Agreement) with Add Energy (<https://addenergy.no>). Under the Agreement Add Energy will initiate a review of rig availability and engagement terms for the Balreen well program. Add Energy will also develop a scope of supply for regulatory and environmental compliance and review the drilling campaign schedule including a review of the program for geosequestration drilling research as part of the Balreen drill project. Add Energy provide drilling and well operations specialized consultancy services and solutions to the energy industry on a global scale, including well design and environmental services. Add Energy is headquartered in Stavanger, Norway and operates in every region of the world from 15 locations including Europe, the Middle East, the Americas and Australia.
- s 22 has now confirmed it is engaging specialized technical consultants for the 21 PJ gas pre purchase transaction
- Continued engagement with other large industrial gas users on potential offtake transactions.

Regards

David

From: David Breeze

Sent: Wednesday, 16 December 2020 9:30 AM

To: s 47F @nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Further to email below I have just found out that a well planned for New Zealand for the s 22 31 - Document 1 has now been cancelled and this frees up a slot estimated between 60 to 100 days in the forthcoming schedule for this rig.
Regards David

From: David Breeze

Sent: Tuesday, 15 December 2020 7:31 PM

To: s 47F @nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment

- appointed one of Australia's foremost Scientists and technology leaders in the area of greenhouse technology and CCS as an advisor to Advent for the Baleen drilling on CCS research .Professor s 22 was the founding CEO of the CO2CRC from its inception till 2011.Prof s 22 was responsible for the concept of PEP11 project becoming a CCS project.
- re-engaged with large industrial gas users on potential offtake transactions.
- Now provided a proposal to s 22 for 21 PJ gas pre purchase transaction
- Further engaged with s 22 and further customer on 10 PJ requirement confirming continuing industrial gas requirement
- Continued Joint Venture discussions.

Regards

David

From: David Breeze

Sent: Monday, 16 November 2020 8:29 PM

To: s 47F @nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: PEP11 Monthly Progress Report

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment :-

- Sourced all prior versions of well planning and environmental submissions/reports/ ancillary reports in soft copy versions in preparation for provision to Add Energy for the purpose of updating and revision once contract is awarded to AddEnergy and pending notification of approvals on Permit Variation and S and E.
- Continued planning /evaluation of CCS to be conducted at time of drilling Baleen .
- Continued Joint Venture discussions.

Regards David

From: David Breeze

Sent: Saturday, 17 October 2020 3:28 PM

To: s 47F @nopta.gov.au>

Subject: FW: PEP11 Monthly Progress Report

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment :-

- Confirmed funding of \$2m (from BPH Energy) to meet pre drill planning ,rig contracting process and regulatory applications and other costs as set out in its NOPTA application

- Re-Confirmed the current status of operations of the s 22 and its potential availability from further discussions with Add Energy
- Now confirmed that the s 22 campaign is an 8 well two year program .
- Reconfirmed that s 22 is also seeking alternate rig arrangements and therefore further rig access is possible .
- Identified other possible rig alternatives
- Also now In discussions with s 22 on JV

Regards

David

From: David Breeze

Sent: Tuesday, 15 September 2020 3:16 PM

To: s 47F <@nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: PEP11 Monthly Progress Report

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment :-

Confirmed the current status of operations of the s 22 and its potential availability from further discussions with Add Energy .Determined that the likely campaign is an 8 well two year program .Determined that s 22 is also seeking alternate rig arrangements and therefore further rig access is possible .

Regards

David

From: David Breeze

Sent: Monday, 17 August 2020 6:43 PM

To: s 47F <@nopta.gov.au>

Cc: geo@bountyoil.com

Subject: RE: PEP11 Monthly Progress Report

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment :-

Confirmed the current status of operations of the s 22 and its potential availability .Rig is cold stacked in Westernport Bay but will now be under contract to s 22 which offers the opportunity to fit with this contract with an assignment between wells .

Regards

David

From: David Breeze

Sent: Saturday, 18 July 2020 5:28 PM

To: 's 47F <@nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: PEP11 Monthly Progress Report

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment .

1. Met with the current s 22 representative In Australia to discuss potential availability of the s 22 Prospector.This rig is now being considered for South East Australia and New Zealand projects again starting in December.Its owners are

now evaluating a move back from China as this rig not on contract .Rig rate likely to be at significant price reduction .

2. Confirmed the current status of operations of the s 22 and its potential availability .Rig is currently cold stacked in Westernport Bay .

Regards

David

From: David Breeze

Sent: Monday, 15 June 2020 12:56 PM

To: s 47F @nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: PEP11 Monthly Progress Report

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well in compliance with its current year 4 permit commitment .

Confirmed the current status of operations of the s 22 and its potential availability through AddEnergy .

Regards

David

From: David Breeze

Sent: Saturday, 16 May 2020 3:08 PM

To: s 47F @nopta.gov.au>

Cc: geo@bountyoil.com

Subject: RE: PEP11 Monthly Progress Report

s 47F

We have now been advised that s 22 NZ terminated the contract with the s 22 Prospector last month and following that the decision was taken by s 22 to move the rig to China .

s 22 we have now contacted AddEnergy regarding

availability and timing of the s 22 .

Regards

David

From: David Breeze

Sent: Friday, 17 April 2020 5:42 PM

To: s 47F @nopta.gov.au>

Subject: RE: PEP11 Monthly Progress Report

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well in compliance with its current year 4 permit commitment .

Confirmed the current status of operations and planning for the s 22 has now extended its offer to May 2021.

Regards

David

From: David Breeze
Sent: Saturday, 14 March 2020 2:27 PM
To: s 47F <@nopta.gov.au>
Subject: FW: PEP11 Monthly Progress Report

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well in compliance with its current year 4 permit commitment .

1. Confirmed the current status of operations and planning for the s s 22 not yet able to confirm timing and Australian conformity.
 Spoken with AddEnergy regarding timing of s 22 Bass start operations .Heavy lift now being implemented .
 Regards David

From: David Breeze
Sent: Saturday, 15 February 2020 3:44 PM
To: s 47F <@nopta.gov.au>
Subject: FW: PEP11 Monthly Progress Report

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well in compliance with its current year 4 permit commitment .

1. Received a proposal from Add Energy for technical and services provision for Baleen Well
2. Initiated discussions with Federal Government for Geosequestration co-funding for Baleen well following proposal received previously from CO2CRC.
3. Met with Add Energy to review availability and terms of rig s 22 as alternative to s 22 rig
4. Received a proposal from s 22 on NOPSEMA process and determined revisions to likely schedule
 Regards
 David

From: David Breeze
Sent: Tuesday, 21 January 2020 1:44 PM
To: 's 47F <@nopta.gov.au>
Subject: RE: PEP11 Monthly Progress Report

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well in compliance with its current year 4 permit commitment .

1. Submitted the Variation S and E application for PEP11
2. Received from s 22 a further revision of the proposal for the use of the s 22 Prospector
3. Met with Add Energy to review the terms of engagement and a funding structure for the drill program and confirmed the potential availability of the s 22 to use as the alternative to the s 22 Prospector

Regards
 David

From: David Breeze
Sent: Tuesday, 17 December 2019 3:53 PM

To: 's 47F @nopta.gov.au>

LEX 71731 - Document 1

Subject: RE: PEP11 Monthly Progress Report

Dear s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well in compliance with its current year 4 permit commitment .

1 .Communicated with s 22 to confirm possible revised dates and scheduling for the s 22 Prospector to drill PEP11 relative to current program in New Zealand

2. Prepared for submission Variation S and E application to reflect this position .This is shortly to be submitted.

Regards David

From: David Breeze

Sent: Monday, 18 November 2019 6:31 PM

To: s 47F @nopta.gov.au>

Subject: FW: PEP11 Monthly Progress Report

Dear s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well in compliance with its current year 4 permit commitment

1-Met again with s 22 review possible dates and scheduling for the s 22 Prospector to drill PEP11

2-Received from s 22 a revised proposal for the use of the s 22 Prospector

3-Met with Add Energy to discuss the terms of engagement and a funding structure for the drill program and determined the potential availability of a further rig to use in the alternative to the s 22 Prospector

Regards David

From: David Breeze

Sent: Tuesday, 15 October 2019 7:28 PM

To: s 47F @nopta.gov.au>

Subject: FW: PEP11 Monthly Progress Report

Dear s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well in compliance with its current year 4 permit commitment

1-Met with s 22 to review possible dates and scheduling for the s 22 Prospector to drill PEP11

2-Received from s 22 a proposal for the use of the s 22 Prospector

3-Met with Add Energy to review engagement for the Baleen well.

Regards David

From: David Breeze

Sent: Saturday, 14 September 2019 4:19 PM

To: s 47F @nopta.gov.au>

Subject: FW: PEP11 Monthly Progress Report

Dear s 47F

Since the last monthly report sent on 10 July 2019 , Asset Energy has, in progress towards drilling a well in compliance with its current year 4 permit commitment entered into a deed of settlement and termination with RL Energy on 13th

Sept 2019 with the effect that the RL Energy Farmin has now been terminated by mutual agreement . There will be further advice and process to follow with NOPTA as a consequence .

Regards David

From: David Breeze

Sent: Thursday, 22 August 2019 3:04 PM

To: s 47F <s47f@nopta.gov.au>

Subject: PEP11 Monthly Progress Report

Dear s 47F

The board of Advent Energy and its wholly owned subsidiary Asset Energy Pty Ltd have now changed and as now advised I have been confirmed as the contact for the titleholder.

Since the last monthly report sent on 10 July 2019 , Asset Energy has, in progress towards drilling a well in compliance with its current year 4 permit commitment, communicated with Rig Operator s 22 .

s 22 currently have the s 22 L Prospector under contract to s 22 in New Zealand .s 22 have confirmed the conditional availability of this rig to drill in 2020 following on from its current program in New Zealand .

s 22 plan to submit a revised safety case to enable operation of the s 22 Prospector in Australian waters .The s 22 Prospector is a harsh environment semi -submersible rig was designed for working in the North Sea .

I would be pleased to discuss further .

Regards

David

David Breeze

Director

.

Archived: Friday, 10 December 2021 11:32:14 AM

From: s 47F

Sent: Wednesday, 8 December 2021 4:09:58 PM

To: [Petroleum Exploration](#)

Cc: s 47F

Subject: [SEC=OFFICIAL:Sensitive] - FW: Partial surrender consideration

Sensitivity: Normal

OFFICIAL:Sensitive

Dear ORB,

Please find NOPTA's response to a question from a titleholder of PEP-11.

It seems that the titleholders are exploring various avenues to progress with the permit. We will keep you in the loop should a meeting be requested.

Cheers!

s

Kind Regards,

s 47F

Assistant Titles Manager

National Offshore Petroleum Titles Administrator

Department of Industry, Science, Energy and Resources

Wurundjeri Country, Level 25, 140 William Street Melbourne 3000

GPO Box 4634, Melbourne Victoria 3001

Ph: s 47F

@nopta.gov.au



Acknowledgement of Country

Our department recognises the First Peoples of this nation and their ongoing connection to culture and country. We acknowledge First Nations Peoples as the Traditional Owners, Custodians and Lore Keepers of the world's oldest living culture and pay respects to their Elders past, present and emerging.



Stakeholder Notice: NOPTA Forms Guidance and revised forms

The [NOPTA Forms Guidance – Petroleum](#) and new forms came into effect on **1 September 2021**. Applicants and titleholders should note that from **1 September 2021**, the new version of forms must be used.

OFFICIAL:Sensitive

From: s 47F

Sent: Wednesday, 8 December 2021 4:04 PM

To: David Breeze <david@grandbridge.com.au>; Titles (Shared Mailbox) <titles@nopta.gov.au>

Subject: RE: Partial surrender consideration

OFFICIAL:Sensitive

Dear David,

Apologies for the late response as this email had gone into my junk email. As previously mentioned, please copy titles@nopta.gov.au in all correspondences.

As for your question on partial surrender of a permit, the OPGGS Act allows some or all of the blocks of an exploration permit to be surrendered under section 269 [please refer to Item 1 in the table in subsection 269(1)]. Further information on surrendering permits/blocks can also be found in the [Offshore Petroleum Exploration Guideline: Work-bid](#) (please refer items 2.33 to 2.38). The criteria for assessment of surrender are outlined in section 270 of the OPGGS Act.

The blocks that may be surrendered via a partial surrender is a commercial decision for the titleholders of a permit and NOPTA is unable to comment on it.

An application for consent to surrender a title may be downloaded from the NOPTA website ([link to NOPTA forms](#)). Please feel free to request a meeting with NOPTA should you wish to discuss this matter further.

Thank you.

Kind Regards,

s 47F

Assistant Titles Manager
National Offshore Petroleum Titles Administrator
Department of Industry, Science, Energy and Resources
Wurundjeri Country, Level 25, 140 William Street Melbourne 3000
GPO Box 4634, Melbourne Victoria 3001

s 47F

@nopta.gov.au



Acknowledgement of Country

Our department recognises the First Peoples of this nation and their ongoing connection to culture and country. We acknowledge First Nations Peoples as the Traditional Owners, Custodians and Lore Keepers of the world's oldest living culture and pay respects to their Elders past, present and emerging.



Stakeholder Notice: NOPTA Forms Guidance and revised forms

The [NOPTA Forms Guidance – Petroleum](#) and new forms came into effect on **1 September 2021**. Applicants and titleholders should note that from **1 September 2021**, the new version of forms must be used.

OFFICIAL:Sensitive

From: David Breeze <david@grandbridge.com.au>

Sent: Thursday, 2 December 2021 2:12 PM

To: s 47F <@nopta.gov.au>

Subject: Partial surrender consideration

s

It has been suggested that a partial surrender of a number of blocks that are closest to the coast line in PEP11 may be constructive. We have reviewed the blocks to the south and certain blocks closest to the coast that could be considered for surrender and which were unlikely to impact the current work program. Your consideration of this suggested course of action would be appreciated.

Regards David

OFFICIAL: Sensitive Legal Privilege

s 42

OFFICIAL: Sensitive Legal Privilege

OFFICIAL: Sensitive Legal Privilege

s 42

OFFICIAL: Sensitive Legal Privilege

The Hon Paul Toole, MP
 Deputy Premier
 Minister for Regional New South Wales, Regional Transport and Roads
 Responsible State Minister of the Commonwealth-New South Wales Offshore Petroleum
 Joint Authority
 GPO Box 5341
 SYDNEY NSW 2001

Dear Minister

I write in response to a letter from former Minister Barilaro dated 17 February 2021 in regards to an application lodged under section 264 of the *Offshore Petroleum and Greenhouse Gas Act 2006* (the Act) on 23 January 2020 by Asset Energy Pty Ltd (Asset Energy), on behalf of the registered titleholders, for a secondary work program variation and 24 month suspension of the Permit Year 4 work program, with a corresponding extension to the permit term for Petroleum Exploration Permit PEP-11 (PEP-11). I note Minister Barilaro's view was to refuse the application.

On 29 April 2020, the National Offshore Petroleum Titles Administrator (NOPTA) provided its advice to the Commonwealth-New South Wales Offshore Petroleum Joint Authority (Joint Authority), with a decision sought by 12 May 2020.

I have considered Minister Barilaro's view, the application and technical advice from NOPTA. I agree with NOPTA that while company legal disputes are not considered *force majeure* circumstances, unclear company structure and complete change in exploration strategy has affected timelines to complete the work program. The titleholders have met the conditions of their permit to date. The permit term was due to expire on 12 February 2021 and as such means the current work program was unable to be completed in the permit term.

Given the time elapsed since receipt of NOPTA's advice, I am of the view that administrative delays in the decision-making process may adversely impact Asset Energy's forward work plans. As such, I am of the opinion that a [24 month] [36 month] suspension and extension should be granted to Asset Energy to allow sufficient time to meet their work program commitments.

Therefore, as the Commonwealth member of the Commonwealth-New South Wales Joint Authority, under subsection 59(2) of the Act, I have decided that the Joint Authority should approve a secondary work program variation and a [24 month] [36 month] suspension of the Permit Year 4 work program commitments, with a corresponding [24 month] [36 month] extension to the permit term for PEP-11.

As a consequence of the titleholder's slow exploration progress to date, PEP-11 remains subject to additional reporting conditions.

To ensure that the titleholders progress their work program in the suspended and extended permit term I will ask NOPTA to communicate the following condition of title and Joint Authority expectations to Asset Energy:

Title Conditions

That the titleholders are to:

- provide NOPTA with monthly reports, due from the date of this approval,
- meet with NOPTA every six weeks, from the date of this approval,

to provide an update to outline the titleholders progress in meeting their work program commitments.

Joint Authority Expectations

- That the titleholders meet with the National Offshore Petroleum Safety and Environmental Management Authority one month after the approval of this application and discuss the titleholders approach to the development of an Environment Plan, noting the important role that stakeholder engagement plays in this process.
- That the titleholders have submitted their Environment Plan for the exploration well commitment to the National Offshore Petroleum Safety and Environmental Management Authority at least six months prior to the end of the suspended Permit Year 4.
- The registered titleholders must demonstrate that they possess the financial means to undertake the guaranteed work program commitments for any further suspension and extension applications to be considered, in accordance with subsections 571(2) and 571(3) of the Act.

The Applicant has publicly expressed interest in opportunities within the PEP-11 exploration permit for carbon capture and storage. In the circumstances, I will ask NOPTA to reiterate to the Applicant the following Joint Authority expectations:

- the Act provides opportunities for a petroleum exploration permit holder to also explore for greenhouse gas (GHG) storage formations. Such work can be undertaken as a secondary activity but will not be recognised as a work program commitment for PEP-11.
- there is no pathway from the current petroleum exploration permit to a GHG assessment permit, and a GHG assessment permit can only be granted following application as part of a competitive bidding process on release of GHG acreage. The Joint Authority expects that the titleholders and related companies, accurately portray permissible activities in the title area to shareholders and the ASX.

I consider that the draft letter to the applicant and draft instrument as provided by NOPTA in their advice is not consistent with the Joint Authority's decision. I request that NOPTA update its draft letter to the Applicant accordingly.

Yours sincerely

Scott Morrison / / 2021

Cc: Mr Graeme Waters, Title Administrator, NOPTA

The Hon Paul Toole, MP
Deputy Premier
Minister for Regional New South Wales, Regional Transport and Roads
Responsible State Minister of the Commonwealth-New South Wales Offshore Petroleum Joint Authority
GPO Box 5341
SYDNEY NSW 2001

Dear Minister

I write in response to a letter from former Minister Barilaro dated 17 February 2021 in regards to an application lodged on 23 January 2020 by Asset Energy Pty Ltd (Asset Energy) for a secondary work program variation and 24 month suspension of the Permit Year 4 work program, with a corresponding extension to the permit term for Petroleum Exploration Permit PEP-11 (PEP-11).

I note Minister Barilaro recommended that the Joint Authority refuse the applications.

As the responsible Commonwealth Minister of the Commonwealth-New South Wales Offshore Petroleum Joint Authority (Joint Authority), I am also of the opinion to refuse the application, for the following reasons:

1. I do not agree with NOPTA's advice that the circumstances listed in the application support the approval of the application. The Guidelines describe circumstances which usually constitute *force majeure*; the application by Asset has not provided sufficient information to meet those criteria and therefore should not be treated as such. The internal company issues quoted by Asset in its application are common risks in the industry and do not support reasons for a suspension and extension of the conditions on the title. Corporate restructuring is also not grounds for failing to carry out activities under a petroleum exploration permit within the approved period.
2. I am not satisfied the applicant has, or will have, access to adequate financial resources to allow it to fulfil obligations under the title conditions. Through the response dated 6 August 2020 to a Request for Further Information, the applicant indicated that its intention is to undertake capital raising activities by entities within its corporate structure, and then rely on these funds. Through the RFI, the Applicant also indicated it also intends to rely on tax credits. I do not consider there is sufficient certainty that the capital raising activities will provide the funding required to progress the work program in a timely manner and in the timeframe of the permit conditions.
3. I have also considered your views on this matter and noted your concerns about the public interest in this permit, including taking into account the high levels of community opposition to the application.

Before a final decision is made, the Joint Authority is required to afford the applicant procedural fairness by notifying them of the Joint Authority's intention not to vary or suspend the conditions to which PEP-11 is subject, and to not extend the permit term. The applicant may then make a further submission in response, which the Joint Authority must take into account when making its final decision.

I recommend Asset Energy be granted 30 days to respond to a notice of intent to refuse, to be issued by NOPTA.

I ask that NOPTA provide the Joint Authority with notice when the 30 day notice period has lapsed and whether Asset Energy has made a submission.

Yours sincerely

Scott Morrison / / 2021

Cc: Mr Graeme Waters, Title Administrator, NOPTA



The Prime Minister

MS22-000113

For Action

Subject: NSW/PEP-11: SUSPENSION, EXTENSION AND VARIATION APPLICATION

Timing: Routine

Recommendations: That you:

1. **Note** the applicant responded to the notice of intention to refuse the suspension, extension and variation application.
2. **Consider** the information provided in this brief and attachments.
3. **Indicate** your preferred option and sign the corresponding letter:

Noted/Please discuss

Considered/Please discuss

Option A:

- a. Propose to refuse the application
- b. Sign the letter to the NSW Joint Authority Minister (NSW Minister) at Attachment A notifying the NSW Minister of the decision you think should be made on the application.
- c. Indicate whether you accept the reasoning in this brief at 9 as the reasons for your decision

**Agreed/Signed OR
Not agreed/not signed**

Option B:

- a. Propose to approve the application
- b. Propose to impose the condition on the title at 14 plus additional expectations set out at 15
- c. Sign the letter to the NSW Minister at Attachment B notifying the NSW Minister of the decision you think should be made on the application.
- d. Indicate whether you accept the reasoning in this brief at 13 as the reasons for your decision

**Agreed/Signed OR
Not agreed/not signed**

Option C:

- a. Propose to approve the application
- b. Propose to impose the condition on the title at 14 plus additional expectations set out at 15
- c. Propose to extend the term of the petroleum exploration permit for an additional 12-months of time (making the total 36 months)
- d. Sign the letter to the NSW Minister at Attachment B notifying the NSW Minister of the decision you think should be made on the application.
- e. Indicate whether you accept the reasoning in this brief at 13 as the reasons for your decision

**Agreed/Signed OR
Not agreed/not signed**

Scott Morrison.....

Date: / /2022

Comments:

Key Points:

1. On 16 December 2021, the Commonwealth-New South Wales Offshore Petroleum Joint Authority (via NOPTA) issued the registered titleholders of Petroleum Exploration Permit NSW/PEP11 a Notice of Intention to Refuse (NOIR) (Attachment C) its application. The registered titleholders had applied for a 24 month suspension and corresponding extension of the permit term and a variation of the work program conditions (**MS21-000646** refers).
2. The reasons stated in the NOIR for the intended refusal were:
 - a) The Offshore Petroleum Exploration Guideline: Work-bid (the Guideline) (see Attachment P) describes circumstances which usually constitute *force majeure*; the Application by Asset (the Applicant) has not provided sufficient information to meet those criteria and therefore no *force majeure* has occurred. The internal company issues quoted by the Applicant in the application are common risks in the industry and do not support reasons for a suspension and extension of the conditions on the title. Corporate restructuring is also not grounds for failing to carry out activities under a petroleum exploration permit within the approved period.
 - b) The Joint Authority is not satisfied the Applicant has, or will have, access to adequate financial resources to allow it to fulfil obligations under the title conditions. Through the response dated 6 August 2020 to a Request for Further Information (the RFI), the Applicant indicated that its intention is to undertake capital raising activities by entities within its corporate structure, and then rely on these funds. Through the RFI, the Applicant also indicated it intends to rely on tax credits. The Joint Authority does not consider there is sufficient certainty that the capital raising activities will provide the funding required to progress the work program in a timely manner and in the timeframe of the permit conditions.
 - c) The Joint Authority also considered the public interest in this permit, including taking into account the high levels of community opposition to the application.
3. The applicant was provided 30 days (to 15 January 2022) to make a submission in respect of the matters set out in the NOIR, or any other matter relevant to the applications. On 11 January 2022, the applicant requested a 21 day extension to provide its submission citing reasoning that the titleholders had been unable to receive appropriate legal advice over the Christmas period.
4. On 13 January 2022, as the Commonwealth member of the Joint Authority, you wrote to the state member, conveying your decision to grant the applicant an additional seven days in which to response to the NOIR (Attachment D).
5. On 22 January 2022, the Applicant responded to the NOIR (see Attachment E) and on 31 January 2022, NOPTA provided additional advice for the Joint Authority's consideration. NOPTA advised the information provided by the applicant in response to the NOIR had not

fully addressed the reasons provided by the Joint Authority for intending to refuse the application. Specifically, the response did not include any:

- a) new information or documentary evidence to demonstrate *force majeure* grounds in accordance with section 2.13 and 2.14 of the guideline.
 - b) evidence that the titleholders currently have the financial resources available to fulfil the work program obligations, as required by the title conditions.
 - c) new information in relation to the merit of the application for the Joint Authority to consider ahead of making its decision.
6. As the Commonwealth member of Commonwealth-New south Wales Offshore Petroleum Joint Authority, you can now notify the NSW Minister of the decision you think should be made on the application, to either refuse or approve the application.

Option A: Refusing the application

7. You can decide under section 59(3) of the *Offshore Petroleum and Greenhouse Gas Storage Act 2006* (the OPGGS Act) to propose to refuse the application and write to the state member of the Joint Authority advising of your proposed decision. The state member has 30-days to respond, after which, you may decide the matter and your decision has effect as the Joint Authority's decision in the event the state member hasn't responded. If the state member responds and there is disagreement, in accordance with section 59(2) of the Act, you may decide this matter and your decision has effect as the Joint Authority's decision.

s 42

9. The department considers that it would be open to you, taking into account the information outlined in this decision brief and attachments, to refuse the application taking into account the following matters:
- a) The Guideline described circumstances which usually constitute *force majeure*; the application has not provided sufficient information to meet those criteria and therefore no *force majeure* has occurred. While company legal disputes are not considered a *force majeure* event, you may still take into account that unclear company structure and significant change in exploration strategy has affected the Applicant's timelines. Nevertheless, you may determine that these matters do not justify approval of the application, taking into account that:
 - i. The internal company issues quoted by the Applicant in its application are common risks in the industry and do not support reasons for a suspension and extension of the conditions on the title.
 - ii. The commercial circumstances cited by the Applicant as reasons for delays are another relevant consideration, but it does not constitute *force majeure* as defined in the Guideline. The Applicant has had adequate time to progress its work program, with a total of 54 months suspension and 42 months extension approved since the renewal of the permit in 2012.
 - iii. Corporate restructuring is also not grounds for failing to carry out activities under a petroleum exploration permit within the approved period. The requirement to comply with obligations under the OPGGS Act continues to apply at all times, including if there are issues or changes occurring at Board and/or parent company level. The occurrence of corporate transactions or internal corporate restructuring

- does not supersede the titleholder's statutory obligations under the OPGGS Act, and should not interfere with the titleholder's ability to meet those obligations.
- b) There is uncertainty as to whether the Applicant has, or will have, access to adequate financial resources to allow it to fulfil obligations under the title conditions.
- i. Through the response to the RFI, the Applicant indicated its intention to undertake capital raising activities by entities within its corporate structure, and then rely on these funds. Whilst the Applicant has raised some funds, there is a considerable shortfall in what is required to fund the proposed exploration activities.
 - ii. Via its response to the NOIR dated 22 January 2022, the Applicant notes that capital is often sourced in offshore exploration from farm in partners. However, the Applicant has not provided any evidence to suggest that there is interest in or agreement to enter a farm in arrangement by a third party.
 - iii. Through its response to the RFI, the Applicant indicated it also intends to rely on tax credits. This cannot be considered as a suitable funding source for operations as any tax credits would be rebated after the monies have been expended by a company.
 - iv. While the titleholders have met the conditions of the permit to date in relation to work program commitments, there is insufficient certainty that the Applicant will acquire sufficient funding required to progress the work program in a timely manner and in the timeframe of the permit conditions.
- c) There are high levels of community opposition to this application. Local community members have cited risks to mental health, concerns over environmental impacts and negative economic consequences for local tourism which would create even further difficulties in an industry struggling to recover from the impact of the COVID pandemic. Noting that the Applicant has disputed the community opposition to the application and stated that community opposition to PEP-11 could weaken Australia's energy independence, it would be open to you to find that the application should nevertheless be refused.
- i. You have previously stated in a media release dated 16 December 2021: "Gas is an important part of Australia's current and future energy mix, but this is not the right project for these communities and pristine beaches and waters".
 - ii. Australia's energy independence is supported by a focus on other key locations including through a \$220 million commitment to the Beetaloo Strategic Basin and \$15.7 million in support for the North Bowen and Galilee Basins. Similarly the Government's Future Strategic Basin Plans will also accelerate gas development in other strategically important gas basins around the country, helping to support the gas-fired recovery that is crucial to Australia's post-COVID economy.
- d) Although the Applicant has not committed environmental or safety breaches, this is not the only reason why an application may be refused.
- e) While the Applicant claims that the drilling program will be of substantial community benefit, including because the project could offer a solution to East Coast gas supply limitations, weighing the merits of the application with the other matters referred to in this brief and attachments, it would be open to you to find the application should be refused.
- i. It is noted that the Australian Energy Market Operator's 2021 Gas Statement of Opportunities projects that there is now sufficient supply to address previous near-term shortfall forecasts. Similarly the Australian Competition and Consumer Commission's Gas Inquiry 2017-2025 Interim Report has found that whilst the supply outlook is finely balanced, there should be sufficient gas to meet domestic and contracted LNG export demand.
- f) You may also have regard to the public interest in deciding whether to refuse the application, as permitted by s 779.

Option B or C: Approving the application

10. You may also use your powers under section 59(3) of the Act as outlined in 7 above, to propose to approve a 24 month suspension and corresponding extension to the permit term and the variation of the work program (Option B). Given the applicants lodged a second application for a 12-month suspension and extension on 4 February 2021, you could exercise your discretion and grant an additional 12-months of time to the applicants (bringing the total to 36-months) (Option C).
11. In considering Option B or C, you may decide to give more weight to the passage of time between when the applicant lodged its valid application and the Joint Authority's decision, that the Applicant is in compliance with their current work program conditions, and that some progress has been made in preparation for the exploration well within the permit.
12. The Applicant has proceeded with tendering and confirming contracts to carry out the required work, such as appointing a consultant to prepare an environment plan and letter of intent to award contracts for work in preparation of drilling an exploration well. The Applicant has also approached NOPSEMA to engage in discussions on its approach to the development and submission of an environment plan.
13. Analysis of the risks associated with refusing or approving the application, including proposed reasoning is at Attachment J. The Department considers that it would be open to you, taking into account the information outlined in this decision brief and attachments, to approve the application, taking into account the following matters:
 - a) The titleholders have met the conditions of the permit to date in relation to work program commitments;
 - b) The permit term was due to expire on 12 February 2021 and, as such, means that the current work program cannot be completed within the permit term. Further time to allow for the decision-making process would provide a realistic timeframe for the company to complete their work;
 - c) While the titleholders do not currently have the funds to carry out the work program, they have raised \$5.75 million (through a parent company) to date which has been stated in an ASX announcement (3 February 2021) as being for the purposes of drilling the Baleen prospect within PEP-11. This is not a unique situation to exploration companies and it is anticipated that the titleholders would be able to raise the capital required once an approval has been granted;
 - d) Whilst there is a high level of community opposition, current government policy is centred around a gas-led recovery from the COVID pandemic. Approval of this application would align with current priorities and exploration activities need to be undertaken to ensure relevant opportunities are explored to enable the growth and stability of the gas market and industry, particularly on the east coast of Australia.
 - e) While company legal disputes are not considered in the current Guideline to be considered as a *force majeure* event, unclear company structure and significant change in exploration strategy has clearly affected timelines and is a valid consideration when deciding on the current application.
 - f) You may also have regard to the public interest in deciding whether to approve the application, as permitted by s 779.
14. To address concerns regarding pace of exploration, if you make this decision you can chose to re-state (in the attached letter) the condition that the titleholders continue to provide monthly reports to NOPTA as per the following:

That the titleholders are to:

- provide NOPTA with monthly reports, due from the date of this approval,

- meet with NOPTA every six weeks, from the date of this approval, to provide an update to outline the titleholders progress in meeting their work program commitments and their steps taken to fund their work program.

15. In addition, you may also wish to convey the following expectations to the Applicant via NOPTA;

- a) That the titleholders meet with the National Offshore Petroleum Safety and Environmental Management Authority one month after the approval of this application and discuss the titleholders approach to the development of an Environment Plan, noting the important role that stakeholder engagement plays in this process.
- b) That the titleholders have submitted their Environment Plan for the exploration well commitment to the National Offshore Petroleum Safety and Environmental Management Authority at least six months prior to the end of the suspended Permit Year 4.
- c) The registered titleholders must demonstrate that they possess the financial means to undertake the guaranteed work program commitments for any further suspension and extension applications to be considered, in accordance with subsections 571(2) and 571(3) of the Act.

16. We will work with your office on any announcements going forward to manage sensitivities.

Data referenced: Nil.

Consultation: Australian Government Solicitor, Department of the Prime Minister and Cabinet, Legal Branch (DISER), NOPTA, NSW Department of Regional NSW.

Clearance Officer:

Sean Sullivan
Deputy Secretary

s 47F

Contact Officer:

Marie Illman
A/g Head of Division, Resources

s 47F

MLO Version:

ATTACHMENTS

- A: Draft Refusal letter to Minister Toole.
 - B: Draft approval letter to Minister Toole.
 - C: Notice of Intent to Refuse (NOIR)
 - D: Letter to Minister Toole approving extension of time for Asset to respond to NOIR.
 - E: Asset's response to NOIR.
 - F: NOPTA's advice of 29 April 2020.
 - G: NOPTA's advice of 31 January 2022.
- s 42
- J: Risks and relevant matters for each decision option.
 - K: Letter from the Hon John Barilaro MP
 - L: Suspension, extension and variation application from Asset Energy of 23 January 2020.
 - M: Response of 6 August 2020 by Asset Energy to the Joint Authority's RFI dated 2 July 2020.
 - N: History of Petroleum Exploration Permit NSW/PEP-11.
 - O: Further information from NOPTA 8 December 2021.
 - P: Offshore Petroleum Exploration Guideline: Work-bid

The Hon Paul Toole, MP
Deputy Premier
Minister for Regional New South Wales, Regional Transport and Roads
Responsible State Minister of the Commonwealth-New South Wales Offshore Petroleum Joint Authority
GPO Box 5341
SYDNEY NSW 2001

Dear Minister

I write further to the Joint Authority's proposal to refuse the application lodged on 23 January 2020 by Asset Energy Pty Ltd (Asset Energy) for a secondary work program variation and 24 month suspension of the Permit Year 4 work program, with a corresponding extension to the permit term for Petroleum Exploration Permit NSW/PEP-11.

Asset Energy was issued a Notice of Intention to Refuse (NOIR) the application on 16 December 2021 and provided 30 days, plus an additional seven days, to provide a submission in response to the NOIR.

Asset Energy provided a submission on 22 January 2022. The National Offshore Petroleum Titles Administrator (NOPTA) provided advice in relation to the submission on 31 January 2022.

I consider that the response did not include:

- o Any further information to support the request for a suspension and extension on the grounds of force majeure
- o Documentary evidence to support statements made in relation to the financial resources available to the company
- o Additional financial information for the purposes of demonstrating that Asset can raise the finances required to complete the work required within PEP-11

As the responsible Commonwealth Minister of the Commonwealth-New South Wales Offshore Petroleum Joint Authority, I propose to refuse the application, for the following reasons:

- a. The Guideline describes circumstances which usually constitute *force majeure*; the application has not provided sufficient information to meet those criteria and therefore no *force majeure* has occurred. While company legal disputes are not considered a force majeure event, I have taken into account that unclear company structure and significant change in exploration strategy has affected Asset Energy's timelines. Nevertheless, I have determined that these matters do not justify approval of the application, taking into account that:
 - i. The internal company issues quoted by Asset Energy in its application are common risks in the industry and do not support reasons for a suspension and extension of the conditions on the title.
 - ii. The commercial circumstances cited by Asset Energy as reasons for delays are another relevant consideration, but it does not constitute *force majeure* as defined in the Guideline. Asset Energy has had adequate time to progress its work

- program, with a total of 54 months suspension and 42 months extension approved since the renewal of the permit in 2012.
- iii. Corporate restructuring is also not grounds for failing to carry out activities under a petroleum exploration permit within the approved period. The requirement to comply with obligations under the OPGGS Act continues to apply at all times, including if there are issues or changes occurring at Board and/or parent company level. The occurrence of corporate transactions or internal corporate restructuring does not supersede the titleholder's statutory obligations under the OPGGS Act, and should not interfere with the titleholder's ability to meet those obligations.
 - b. There is uncertainty as to whether Asset Energy has, or will have, access to adequate financial resources to allow it to fulfil its obligations under the title conditions.
 - i. Through the response to the 6 August 2020 Request for Further Information (RFI), Asset Energy indicated its intention to undertake capital raising activities by entities within its corporate structure, and then rely on these funds. Whilst Asset Energy has raised some funds, there is a considerable shortfall in what is required to fund the proposed exploration activities.
 - ii. Via its response to the NOIR dated 22 January 2022, Asset Energy notes that capital is often sourced in offshore exploration from farm in partners. However, Asset Energy has not provided any evidence to suggest that there is interest in or agreement to enter a farm in arrangement by a third party.
 - iii. Through its response to the RFI, Asset Energy indicated it also intends to rely on tax credits. This cannot be considered as a suitable funding source for operations as any tax credits would be rebated after the monies have been expended by a company.
 - iv. While Asset Energy has met the conditions of the permit to date in relation to work program commitments, there is insufficient certainty that Asset Energy will acquire sufficient funding required to progress the work program in a timely manner and in the timeframe of the permit conditions.
 - c. There are high levels of community opposition to this application. Local community members have cited risks to mental health, concerns over environmental impacts and negative economic consequences for local tourism which would create even further difficulties in an industry struggling to recover from the impact of the COVID pandemic. Noting that Asset Energy has disputed the community opposition to the application and stated that community opposition to PEP-11 could weaken Australia's energy independence, I am of the opinion that the application should be refused because.
 - i. Gas is an important part of Australia's current and future energy mix, but this is not the right project for these communities and pristine beaches and waters.
 - ii. Australia's energy independence is supported by a focus on other key locations including through a \$220 million commitment to the Beetaloo Strategic Basin and \$15.7 million in support for the North Bowen and Galilee Basins. Similarly the Government's Future Strategic Basin Plans will also accelerate gas development in other strategically important gas basins around the country, helping to support the gas-fired recovery that is crucial to Australia's post-COVID economy.

- d. Although Asset Energy has not committed environmental or safety breaches, this is not the only reason why an application may be refused.
- e. While Asset Energy claims that the drilling program will be of substantial community benefit, including because the project could offer a solution to East Coast gas supply limitations, after weighing the merits of the application with the other relevant matters, I am of the opinion that the application should be refused.
 - i. It is noted that the Australian Energy Market Operator's 2021 Gas Statement of Opportunities projects that there is now sufficient supply to address previous near-term shortfall forecasts. Similarly the Australian Competition and Consumer Commission's Gas Inquiry 2017-2025 Interim Report has found that whilst the supply outlook is finely balanced, there should be sufficient gas to meet domestic and contracted LNG export demand.
- f. I have also had regard to the public interest in deciding whether to refuse the application, as permitted by s 779.

Therefore, as the Commonwealth member of the Commonwealth-New South Wales Offshore Petroleum Joint Authority, and in accordance with sections 264 and 265 of the OPGGS Act, the decision I think should be made on the application is to refuse the variation and 24-month suspension of the Year 4 work program and the 24 month extension of the permit term of NSW/PEP-11.

If you respond prior to 30 days from the date of this letter with the same reasoning and view, the decision will be finalised, however if no response is received within that time, I may decide the matter and, in accordance with section 59(3)(b) of the Act, my decision will have effect as the Joint Authority's decision. Should you not agree with my decision, under section 59(2) I may decide the matter and my decision will have effect as the Joint Authority's decision.

Yours sincerely

Scott Morrison / / 2022

Cc: Mr Graeme Waters, Title Administrator

The Hon Paul Toole, MP
Deputy Premier
Minister for Regional New South Wales, Regional Transport and Roads
Responsible State Minister of the Commonwealth-New South Wales Offshore Petroleum
Joint Authority
GPO Box 5341
SYDNEY NSW 2001

Dear Minister

I write further to the Joint Authority's intent to refuse the application lodged on 23 January 2020 by Asset Energy Pty Ltd (Asset Energy) for a secondary work program variation and 24 month suspension of the Permit Year 4 work program, with a corresponding extension to the permit term for Petroleum Exploration Permit PEP-11 (PEP-11).

Asset Energy was provided with a Notice of Intention to Refuse (NOIR) the applications on 16 December 2021 and afforded 30 days, plus an additional seven days (approved by the Joint Authority) to provide a submission in response.

Asset Energy provided a submission on 22 January 2022. The National Offshore Petroleum Titles Administrator (NOPTA) provided advice in relation to the submission on 31 January 2022.

I have considered Asset Energy's submission and am of the view that the application should be approved. I consider that, while company legal disputes are not considered *force majeure* circumstances, unclear company structure and complete change in exploration strategy has affected Asset Energy's timelines to complete the work program. The titleholders have met the conditions of their permit to date. The permit term was due to expire on 12 February 2021 and, as such, means the current work program was unable to be completed in the permit term.

Given the time elapsed since receipt of NOPTA's advice, I am of the view that administrative delays in the decision-making process may adversely impact Asset Energy's forward work plans. As such, I am of the opinion that a [24/36] month suspension and extension should be granted to Asset Energy to allow sufficient time to meet their work program commitments.

Therefore, as the Commonwealth member of the Commonwealth-New South Wales Joint Authority, the decision that I think should be made on the application is to approve a secondary work program variation and a [24/36] month suspension of the Permit Year 4 work program commitments, with a corresponding [24/36] month extension to the permit term for PEP-11.

PEP-11 remains subject to additional reporting conditions and expectations. To ensure that the titleholders progress their work program in the suspended and extended permit term, I would also ask NOPTA to communicate the following condition of title and Joint Authority expectations to Asset Energy:

Title Conditions

That the titleholders are to:

- provide NOPTA with monthly reports, due from the date of this approval,
- meet with NOPTA every six weeks, from the date of this approval,

to provide an update to outline the titleholders progress in meeting their work program commitments.

Joint Authority Expectations

- That the titleholders meet with the National Offshore Petroleum Safety and Environmental Management Authority one month after the approval of this application and discuss the titleholders approach to the development of an Environment Plan, noting the important role that stakeholder engagement plays in this process.
- That the titleholders have submitted their Environment Plan for the exploration well commitment to the National Offshore Petroleum Safety and Environmental Management Authority at least six months prior to the end of the suspended Permit Year 4.
- The registered titleholders must demonstrate that they possess the financial means to undertake the guaranteed work program commitments for any further suspension and extension applications to be considered, in accordance with subsections 571(2) and 571(3) of the Act.

Therefore, as the Commonwealth member of the Commonwealth-New South Wales Offshore Petroleum Joint Authority, and in accordance with section 59(3) of the OPGGS Act, the decision I think should be made on the application is to approve the variation and 36-month suspension of the Year 4 work program and the 36 month extension of the permit term of PEP-11.

If you respond prior to 30 days from the date of this letter with the same view, the decision will be finalised, however if no response is received within that time, I may decide the matter and, in accordance with section 59(3)(b) of the Act, my decision will have effect as the Joint Authority's decision.

Yours sincerely

Scott Morrison / / 2022
Cc: Mr Graeme Waters, Title Administrator, NOPTA



Australian Government
National Offshore Petroleum
Titles Administrator

16 December 2021

Alluvion Building
Level 8, 58 Mounts Bay Road Perth WA 6000
GPO Box 7871, Perth WA 6850
www.nopta.gov.au

ABN 74 599 608 295

Mr. David Breeze
Director, Asset Energy Pty Ltd
PO Box 317
NORTH PERTH WA 6906

By email to: david@grandbridge.com.au
geo@bountyoil.com

NEATS Ref: Z4NMT2

Dear Mr Breeze

**NOTICE OF INTENTION TO REFUSE APPLICATION FOR VARIATION AND
SUSPENSION OF WORK PROGRAM AND EXTENSION OF PERMIT TERM:
PETROLEUM EXPLORATION PERMIT PEP-11**

I refer to the application validly submitted on 23 January 2020 for a secondary work program variation and a suspension of the Permit Year 4 work program commitments, with a corresponding extension of the permit term (**the Application**), submitted by Asset Energy Pty Ltd on behalf of the registered titleholders (**the Applicant**) relating to Petroleum Exploration Permit PEP-11 (**PEP-11**) under the *Offshore Petroleum and Greenhouse Gas Storage Act 2006* (**the Act**).

The Commonwealth-New South Wales Offshore Petroleum Joint Authority (**the Joint Authority**) has considered the Application, including the additional material provided on 18 February 2020, 12 March 2020 and 6 August 2020, and intends to refuse the Application.

The Joint Authority has taken into account the following matters in forming this intention:

1. The *Offshore Petroleum Exploration Guideline: Work-bid* (**the Guideline**) describes circumstances which usually constitute *force majeure*; the Applicant has not provided sufficient information to meet those criteria and therefore should not be treated as such. The internal company issues quoted by the Applicant are common risks in the industry and do not support reasons for a suspension and extension of the conditions on the title. Corporate restructuring is also not grounds for failing to carry out activities under a petroleum exploration permit within the approved period.
2. The Joint Authority is not satisfied the Applicant has, or will have, access to adequate financial resources to allow it to fulfil obligations under the title conditions. Through the response dated 6 August 2020 to a Request for Further Information (**the RFI**), the Applicant indicated that its intention is to undertake capital raising activities by entities within its corporate structure, and then rely on these funds. Through the RFI, the Applicant also indicated it also intends to rely on tax credits. The Joint Authority does not consider there is sufficient certainty that the capital

raising activities will provide the funding required to progress the work program in a timely manner and in the timeframe of the permit conditions.

3. The Joint Authority also considered the public interest in this permit, including taking into account the high levels of community opposition to the application.

If you wish to make a submission in respect of the matters set out above, or any other matter relevant to the Application, please do so in writing within **30 days** from receipt of this letter.

If a submission is provided within that time, the Joint Authority will take that submission into account in deciding whether to accept or refuse the Application.

If you have any queries regarding this matter, please contact **s 47F** on **s 47F** or titles@nopta.gov.au.

Yours sincerely
s 47F

Steven Taylor
Acting General Manager - NOPTA
Delegate of the Titles Administrator



PRIME MINISTER

Reference: MS22-000019

13 JAN 2022

The Hon Paul Toole, MP
Deputy Premier
Minister for Regional New South Wales, Regional Transport and Roads
Responsible State Minister of the Commonwealth-New South Wales Offshore Petroleum
Joint Authority
GPO Box 5341
SYDNEY NSW 2001

Dear Minister

I seek your decision on providing Asset Energy Pty Ltd (Asset) additional time to provide their submission to the Notice of Intent to Refuse (NOIR) its application in relation to offshore exploration permit PEP-11.

As a result of the Commonwealth – New South Wales Offshore Petroleum Joint Authority's (Joint Authority) decision, NOPTA sent a NOIR to Asset on 16 December 2021. This letter provided 30 days for Asset to make a submission in respect to the decision. This makes the submission due by 15 January 2022.

On 12 January 2022, Asset requested a 21 day extension on top of the 30 days initially given stating difficulty in seeking legal advice on the NOIR over the Christmas period when law firms are not available.

I, as the Commonwealth member of the Joint Authority, agree that an extension of time to respond to the NOIR is reasonable to provide sufficient procedural fairness to Asset. As such, I have provided a 7 day extension of time for Asset to make a submission in response to the NOIR.

Yours sincerely

s 47F

SCOTT MORRISON



Mr Steven Taylor
Acting General Manager
NOPTA
Delegate of Titles Administrator

22 01 2022

Dear Mr Taylor

We refer to NOPTA's Notice of 16 December 2021 and the Notice of Intention to Refuse the Application made by the registered holders on 23rd January 2020. We also refer to the Joint Media Release issued by inter alia the Right Honourable Scott Morrison; Prime Minister on 16 December 2021.

We submit the following:

1. The application was validly submitted, and the applicants provided additional information on request.
2. The applicants submit that the decision is in conflict with the recommendations made to the JOA in or about April 2020 by NOPTA. (Reference FOI disclosure.)
3. The applicants submitted all other monthly technical assessment reports and other reports in a timely manner.
4. The applicants continued to pay all annual levy fees as invoiced and including the sum of \$ 10,000 for the year 2021/2022.
5. Accordingly, which was at all times, the applicants had a binding contract with the Commonwealth of Australia (C of A) where the C of A was not entitled to and had not issued any notice of breach of the terms and conditions of PEP 11 and where the applicants had a legitimate expectation that they could proceed with such matters as sourcing a rig to test drill the Baleen area for natural gas.
6. NOPTA and the C of A had in their possession the applicants monthly and other ATAR reports and the applicants have provided clear evidence that they have funded bona fide work to obtain relevant environmental and safety case approvals while sourcing a rig centred on the Diamond Offshore rig operating in the Otway Basin while NOPTA failed to give a decision in a reasonably timely manner in the period from the date of the application until 16 December 2021 a period of approximately 24 months from the date of the application.
7. Statements by the relevant Minister in that period namely the Hon Keith Pitt MHR gave the applicant no reason to expect the extension would not be granted.
8. The applicants submit that the extension refusal is unprecedented absent serious breaches of the environmental and safety regulations which has not occurred.



Relevantly the PEP 11 applicants completed the New Seaclem 1 gas exploration well in PEP 11 in late 2010 in full compliance with environmental safety and reporting obligations and have demonstrated that they are able to conduct such operations in consultation with community and other stakeholders.

9. The applicants conducted a 206 line km 2D survey at the Baleen Prospect/Lead in 2018 again in full compliance with environmental safety and reporting obligations and again demonstrated that they are able to conduct such operations in consultation with community and other stakeholders such as the local fishing industry.
10. As to the specific grounds referred to in your notice since NOPTA and the Joint Authority have not given the applicants the documents upon which it based its decision the applicants are not able to address the grounds except in a preliminary way and ask that all documents relied upon by the Joint Authority; NOPTA and the C of A be provided to the applicants so that further submissions may be made after such provision.
 - 10.1. As to paragraph 2:
 - 10.1.1. the MEC/Advent Group and the joint venture including Bounty Oil & Gas NL have invested in excess of \$30 million in PEP11 exploration
 - 10.1.2. The BPH/Advent group raised \$9m million before issue expenses in January 2021 towards a drill test in PEP11.MEC and BPH are listed on ASX.
 - 10.1.3. Bounty Oil & Gas NL raised \$ 4.15 million before issue expenses in the period September 2020 to October 2021 towards its 15% direct share of expenses for a drill test in PEP 11. Bounty is an ASX listed company.
 - 10.1.4. This initial funding was readily available from equity investors where the Joint Authority was still considering the application (prior to the Prime Ministers press conference of March 2021), where the Federal Government was pursuing an enhanced gas and cogeneration strategy for the Hunter Region and planning gas fired electricity generation. The Joint Authority would obviously be aware of this strategy and market interest in sourcing gas reserves for such project.
 - 10.2. NOPTA and the Joint Authority should also be aware that the vast bulk of offshore exploration is conducted by joint venture and that much capital is sourced from farm in partners. An example in the last 8 years is the Carnarvon Petroleum/Santos Limited joint venture resulting in the 150,000 to potential 300,000 bopd Dorado development offshore WA. Such farm in capital method depends on secure tenure and the decision here is destructive not only of the shareholders funds but renders farm ins impossible. (In this regard Advent has been engaged with substantial international hydrocarbon companies including from North America). The Metgasco decision where validly issued CSG drilling permits were cancelled in the onshore Clarence Moreton Basin has effectively destroyed hydrocarbon exploration in onshore NSW.
 - 10.3. Accordingly the applicants have been blocked from advancing funding while the Joint Authority considered this matter and where its motivations are neatly summarised in



the Federal Government Media Release of 16 December 2021 on the same date as your notice. The applicants reject this ground.

11. As to ground 3; the applicants have seen no evidence on this point and submit that much of the "high levels of community opposition" revolve around the misleading statements of groups such as the Surfrider Alliance Group based in Sydney and the political interests of the members of the House of Representatives listed and quoted in the Prime Ministers statement of 16th December 2021 annexed hereto. Aspects of that Statement are factually incorrect suggesting the PEP 11 permit covers 8,200 m² (sic) whereas it covers approximately 4,200 km². Further the Permit does not extend to Wollongong. (These and other factual inaccuracies have continued to be made by Government members despite the errors being corrected) The purported 60,000 signature petition has been rejected by the Parliament as not meeting the required Parliamentary standard and a Parliamentary Enquiry raised serious issues about the nature of the information on which the petition was based).
12. The reference in the Statement to the "pristine beaches and waters" omits the fact that Newcastle is one of the main coal export ports in the world and at times 30 – 40 coal carriers steam through or are anchored in the PEP 11 areas of interest.
13. Since the Joint Authority's decision relies on community opposition such grounds could be used to defeat any PEP in C of A jurisdiction waters, and would further weaken Australia's energy independence, In any event properly conducted community research has shown there is in fact community support for such projects.

NOPTA has not provided any copy of the evidence or materials upon which it relied to make the decisions in paras 1-3 or distinguished the relevant matters it took into consideration and has not afforded the applicants a hearing or appropriate opportunity to examine that evidence or challenge the process and linkage between that evidence and the decision. The Joint Authority has therefore not provided the applicants with procedural fairness and the decision is void due to failure to comply with natural justice.

The applicants have jointly invested approximately \$30 million in drilling and exploration in PEP11 and respectfully submit that the decision be reversed. If the Joint Authority does not reverse the decision the applicants require a copy of ALL documents and communications created or transmitted in connection with the Joint Authority decision and the Federal Government Joint Media Release of 16 December 2021.

We await your advice.
Yours Sincerely

s 47F

David Breeze
Director

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MEDIA RELEASE

16 Dec 2021

Prime Minister, Member for Robertson, Member for Mackellar, Member for North Sydney, Member for Wentworth

The Petroleum Exploration Permit PEP-11 will not go ahead under steps taken by the Morrison Government to reject the project.

The Morrison Government has advised NSW Deputy Premier Paul Toole as the joint authority partner, as well as the National Offshore Petroleum Titles Administrator (NOPATA), of the Commonwealth's intention to refuse the application.

Prime Minister Scott Morrison said the Government was taking steps to protect local communities and the environment by putting a stop to PEP-11.

"This project will not proceed on our watch," the Prime Minister said.

"Gas is an important part of Australia's current and future energy mix but this is not the right project for these communities and pristine beaches and waters.

"From Newcastle through to Wollongong my Government has listened to the concerns of local Liberal Members and candidates and their communities and we're putting our foot down."

PEP-11 is located primarily in Commonwealth waters off the NSW coast between Newcastle and Wollongong and covers approximately 8,200 m2.

Liberal Member for Robertson Lucy Wicks said: "The Morrison Government and the Central Coast community has been consistent in its opposition to PEP-11. Refusing the PEP-11 permit is an important decision for our region and reflects the values and care our community has towards our environment and oceans.

"The Prime Minister has listened to the Central Coast and knows that the oceans we all love to swim in, fish in and go boating in are worth protecting so that we can enjoy them now and into the future."

Liberal Member for Mackellar Jason Falinski said: "We said this would happen and now it has. This is a welcome first step to ending this project once and for all. The beaches and habitats on the northern beaches are too important to put at any risk and I have been pushing hard in Canberra to see PEP-11 stopped."

Liberal Member for North Sydney Trent Zimmerman said: "This strong action shows exactly why you need members of the government like my colleagues and me who can walk into ministers' offices and put our case on behalf of our communities. Hollow motions in Parliament don't get things done, direct action by governments does."

Liberal Member for Wentworth Dave Sharma said: "This decision puts protection of our precious and iconic shoreline, with all its biodiversity, beyond doubt. It will safeguard this natural asset for future generations. Working with my Liberal colleagues, we've achieved an important win for the environment."

Liberal candidate for Paterson Brooke Vitnell said: "The Prime Minister first expressed his opposition to the PEP11 project during a visit to Paterson. This shows how crucial our region was to the PM's decision and I'm pleased that in making this decision he has again put the people of the Hunter first. This is a decision I not only strongly support but it's one that reflects the broader view of the Port Stephens community."

Liberal candidate for Shortland Nell McGill said: "I am so very grateful to Prime Minister Scott Morrison for this decision. It's wonderful to think our PM cares as much as we do, when it comes to the glorious beaches of the Lake Macquarie Region, and beyond. I'm sure my delight is shared by everyone in Shortland and the

The Government's refusal of the application is based on the following reasons:

LEX 71731 - Document 2

- The Government has given consideration to high levels of community opposition to the application.
- The Government is not satisfied that the applicant is able to raise sufficient funding required to progress the work program in a timely manner and in the timeframe of the permit conditions.
- The Government does not agree with the reasons listed by the applicant for the extension – there is insufficient evidence to meet the criteria of force majeure.

NOPTA, as the regulator, will grant the applicant 30 days to respond to the notice of intention to refuse the application.

The Morrison Government is working to unlock investment in Australian gas including through a \$220 million commitment to the Beetaloo Strategic Basin and \$15.7 million in support for the North Bowen and Galilee Basins.

The Government's Future Strategic Basin Plans will also accelerate gas development in other strategically important gas basins around the country, helping to support the gas-fired recovery that is crucial to Australia's post-COVID economy.

PRIME MINISTER OF AUSTRALIA

The Hon Scott Morrison MP



Australian Government

National Offshore Petroleum Titles Administrator

Delegates of the Commonwealth-New South Wales Offshore Petroleum Joint Authority for Decision
29 April 2020

**APPLICATION FOR A VARIATION AND SUSPENSION OF WORK PROGRAM COMMITMENTS AND
EXTENSION OF PERMIT TERM – PETROLEUM EXPLORATION PERMIT NSW/PEP-11**

Purpose: To inform the decision of the Commonwealth-New South Wales Offshore Petroleum Joint Authority (**the Joint Authority**) in relation to an application made under section 264 and 265 of the *Offshore Petroleum and Greenhouse Gas Storage Act 2006* (**the Act**) and the *Offshore Petroleum Exploration Guideline: Work-bid* (**the Guideline**).

| | |
|------------------------------|--|
| TITLE | Petroleum Exploration Permit NSW/PEP-11 (PEP-11) Title location map: Figure 1 . Current work program: Table 1 . |
| TITLEHOLDERS | Asset Energy Pty Ltd (Asset) Bounty Oil & Gas NL (Bounty) |
| TIMING OF APPLICATION | Validly submitted 23 January 2020 – prior to the end of Permit Year 4 (12 February 2020). |
| APPLICATION DETAIL | <ul style="list-style-type: none"> • NEATS Ref Z4NMT2 • 24 month suspension of Permit Year 4 work program • 24 month extension of the permit term. • secondary term variation of Permit Year 5 <p>The suspension and extension have been applied for on <i>force majeure</i> grounds. NOPTA has assessed it on its merits.</p> <p>Proposed work program: Table 2.</p> |
| SECTIONS OF THE ACT | Sections 264 and 265 of the Act . |
| RELEVANT GUIDELINE | Paragraphs 2.6 - 2.8, 2.13 - 2.15, 2.28 and 2.29 of the Guideline . |
| NOPTA ADVICE | <ol style="list-style-type: none"> 1. Approve 24 months suspension to Permit Year 4 and a corresponding 24 months extension of the permit term in accordance with the Act and on merit. 2. Approve a secondary variation to Permit Year 5 in accordance with the Act and Guideline. 3. Convey the following to the applicant, via NOPTA: <ol style="list-style-type: none"> i) Condition 1 of the title remains in force, as such monthly reporting is still required; and that ii) The Joint Authority expects that the titleholders will meet with NOPTA within 12 months of this letter to discuss progress on approvals and contracting. <p>A draft letter to the titleholder (Attachment 1) and a draft instrument (Attachment 2) reflecting the recommendations are provided with this assessment for your review.</p> |
| DECISION DUE | State Delegate: 12 May 2020 Commonwealth Delegate: 14 May 2020 |
| APPLICATION OVERVIEW | Asset has made an application for a 24 month suspension of Permit Year 4 with a corresponding extension to the permit term and a secondary term variation to Permit Year 5 to replace the |

acquisition of 500 km² of 3D seismic data with post well studies. Asset states that during 2019 it went through a change in its board with a corresponding change to its exploration strategy – to prioritise exploration drilling over the acquisition of new 3D seismic data prior to drilling. Asset states that it has previously drilled in the permit using 2D data, resulting in the New Seaclem-1 exploration well (2010).

Asset is claiming *force majeure* circumstances around the activities of MEC Resources Ltd (MEC), the parent company of Asset, and that the legal matters relating to this has caused significant delays to progress on the work program commitments in PEP-11. It considers that a 3D seismic data acquisition in the area near Newcastle is not acceptable to the local community. It also states that there is a significant need for gas on the east coast of Australia, and that it considers that drilling an exploration well has substantial community benefit.

The changes in the board and control of the company over recent years has impacted on the direction and progress of the work program. In early 2019, before entering Permit Year 4, the previous board of Asset applied to vary the work program commitments in Permit Years 4 and 5 in order to conduct the 3D seismic survey (planned for Permit Year 5) prior to drilling an exploration well. NOPTA's advice on that application was sent to the Joint Authority on 25 March 2019.

On 23 October 2019, Asset's new board withdrew the application before the Joint Authority had made its decision, as drilling was now preferred to seismic acquisition. In its application Asset states that the internal conflicts have now resolved to a point where the work program can progress, and the new strategy is to drill an exploration in PEP-11.

s 22

Asset has

also provided a schedule for the suspended Permit Year 4 activities (**Figure 2**).

| | |
|-----------------------------|--|
| PRIOR USAGE RIGHT | No |
| OTHER CONSIDERATIONS | <p><u>Acquisition report and data – Baleen 2D HR Seismic Survey 2018</u></p> <p>The titleholder failed to submit the complete survey acquisition report and data by the negotiated due date under regulation 7.16. As of the date of this advice the Titleholder has complied with all data submission requirements, noting –</p> <ul style="list-style-type: none"> the initial submission was completed four months after the extended due date once followed up, the Titleholder was extremely responsive and worked quickly to remove any grounds for cancellation NOPTA will be writing to the Titleholder to emphasise the importance of meeting regulatory timeframes and expectations in relation to their next regulatory submission. |

| | |
|---|--|
| | <p>The completion of this submission removed any grounds for cancellation under section 274 of the Act.</p> <p>Monthly reporting Asset has been submitting the monthly progress reports as expected by the Joint Authority. These reports have been briefly outlining the discussions Asset has been having with various providers regarding accessing a rig for drilling in PEP-11.</p> <p>Financial Capacity A review of the financial capacity of the titleholders to undertake the work program activities and based on publicly available information has been completed at the request of the Joint Authority (Attachment 5).</p> <p>Detailed information with respect to the titleholders is also provided. (Attachment 6).</p> |
| <p>ASSESSMENT OF APPLICATION</p> <p>Permit Year 4 Suspension and Extension of the permit term NOPTA does not consider Asset's internal board issues and dispute with parent entity MEC as <i>force majeure</i> circumstances as outlined by paragraph 2.13 of the Guideline. Nevertheless, these issues have impacted on the direction of the exploration strategy and the timing to plan and drill an exploration well.</p> <p>The decision to withdraw the previous application in late 2019 resulted in PEP-11 entering Permit Year 4 and the titleholders committing to drill less than four months from the end of that permit year. This decision left insufficient time in Permit Year 4 to deliver an exploration well, and there is merit in provision of additional time to enable drilling.</p> <p>NOPTA has assessed this application on its merits taking into account the usual timeframes that are required to successfully carry out the planning and drilling of an exploration well. The schedule provided by Asset (Figure 2) appears to present a reasonable estimation of the key activities required to deliver an exploration well in normal circumstances. NOPTA acknowledges that Asset has allowed for a generous amount of time relating to the Joint Authority decision making process for this application and advises that any extension of this aspect of the timeframe will adversely impact the remainder of the schedule. The current inability of operators to undertake offshore petroleum operations due to the COVID-19 pandemic has also been considered.</p> <p>NOPTA considers that Asset has provided reasonable supporting evidence that it has been progressing plans to drill in PEP-11, s 22 and the descriptions of activity in its monthly reports to NOPTA.</p> <p>Since the application was submitted, there has been a significant increase in uncertainty relating to future rig availability and contract opportunities due to the restrictions associated with the COVID-19 pandemic. s 22</p> | |

NOPTA considers that it is reasonable for the titleholder to not financially commit to contracts at the current time with respect to drilling and preparation of an environment plan prior to receiving a decision on this application. The duration of the requested period of suspension and extension is lengthy and NOPTA advises that it would be reasonable to expect Asset to meet with NOPTA to discuss the progress towards obtaining relevant approvals and contracting within 12 months from the approval of this application.

Permit Year 5 Secondary Work Program Variation

NOPTA considers that the proposed variation to replace the acquisition of 3D seismic data with post well studies in Permit Year 5 is logical and warranted given that there is a guaranteed well commitment in Permit Year 4. From the proposed schedule it appears that only two months are likely to be available to evaluate the well results before entering Permit Year 5. NOPTA expects that a full year of evaluation will generally be required to incorporate drilling results into the interpretation of the prospectivity of the permit.

NOPTA advises that Asset's variation request is reasonable and is in accordance with the Act and the Guideline that relates to secondary work program variations.

| | | | |
|-----------------------|---------------------------------------|-------------|--|
| NOPTA CONTACT: | s 47F Assistant Manager Titles | s 47F | Email: titles@nopta.gov.au |
| ENDORSED BY | Graeme Waters Titles Administrator | Signa s 47F | |

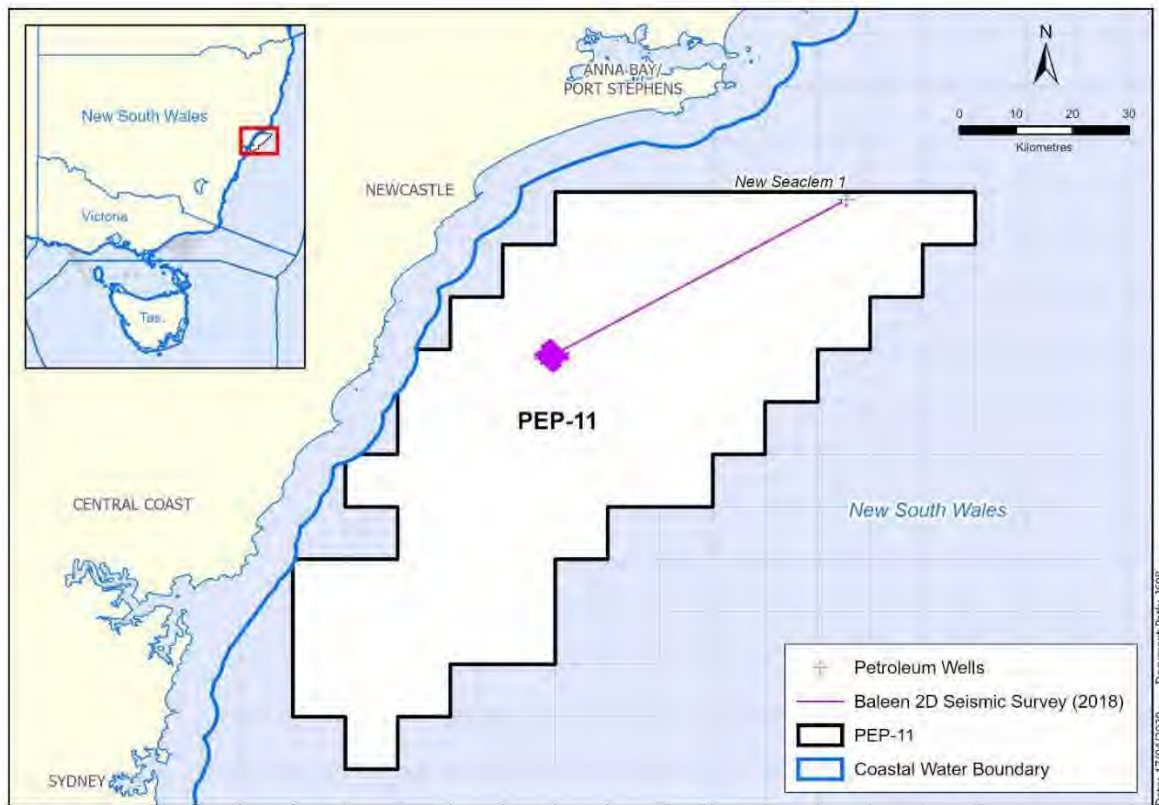


Figure 1: PEP-11 location map (source: NOPTA)

| RESOURCE PLAN FOR ASSET ENERGY LIMITED | | | | 2020 | | | | | | | | | | | | 2021 | | | | | | | | | | | | 2022 | | | |
|---|-------------|-------------|------|------|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|------|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|------|-----|-----|--|
| | Start | Finish | Days | Feb | Mar | Apr | May | Jun | Jul | Aug | Sep | Oct | Nov | Dec | Jan | Feb | Mar | Apr | May | Jun | Jul | Aug | Sep | Oct | Nov | Dec | Jan | Feb | Mar | Apr | |
| TASK NAME | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| NOPTA decision timeframe | 25-Mar-2020 | 25-Sep-2020 | 104 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| PBP 13 Drilling program - Saleen | 28-Sep-2020 | 18-Nov-2021 | 416 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Procure long lead items | 24-Jan-2021 | 5-Jun-2021 | 132 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Casing - source evaluate and RFA | 24-Jan-2021 | 6-May-2021 | 102 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Wellheads and conductor - source evaluate and RFA | 14-Mar-2021 | 20-Jun-2021 | 98 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Bits | 31-Mar-2021 | 24-Jul-2021 | 115 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rig contracting | 15-Feb-2021 | 4-May-2021 | 78 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rig special requirements | 7-Mar-2021 | 23-May-2021 | 77 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Services contracting | 28-Feb-2021 | 20-Jul-2021 | 152 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Drilling logistics support | 23-Feb-2021 | 2-Aug-2021 | 160 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Marine | 3-Mar-2021 | 30-Jul-2021 | 149 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Helicopters | 23-Feb-2021 | 30-Jul-2021 | 157 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Fuel requirements | 13-Jul-2021 | 23-Jul-2021 | 10 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Shore based logistics | 4-Apr-2021 | 2-Aug-2021 | 120 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Well design programmes and preparation | 1-Feb-2021 | 30-Jul-2021 | 179 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rig make preparation (other requirements) | 28-Jul-2021 | 23-Aug-2021 | 26 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rig on contract | 11-Sep-2021 | 16-Sep-2021 | 5 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Spud well | 16-Sep-2021 | 17-Sep-2021 | 1 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Drilling and testing | 17-Sep-2021 | 16-Nov-2021 | 60 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rig release | 16-Nov-2021 | 17-Nov-2021 | 1 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Regulatory approvals | 4-Oct-2020 | 15-Mar-2021 | 162 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Drilling NOPSEMA approval | 4-Oct-2020 | 7-Mar-2021 | 154 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Drilling environmental plan | 4-Oct-2020 | 28-Nov-2020 | 55 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Oilspill contingency plan (OSCP) | 1-Feb-2021 | 1-Jun-2021 | 120 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Safety case (SC) / Safety case revision (SCR) | 25-May-2021 | 28-Jul-2021 | 62 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Emergency response plan (ERP) | 1-Feb-2021 | 12-Jul-2021 | 161 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Post well studies | 17-Nov-2021 | 24-Feb-2022 | 99 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Permit Year 4 currently ends | | 12-Feb-2020 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Permit Year 4 with a 24 month S&E | | 12-Feb-2022 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

Figure 2: Proposed schedule for the requested 24 month suspension of Permit Year 4 (source: Application, modified by NOPTA)

FOR-OFFICIAL-USE-ONLY

Table 1: Current work program and work completed

| Year | Permit Year Starts | Permit Year Ends | Activity Description | Actual Work Completed |
|------|--------------------|------------------|--|---|
| 1 | 13/08/2012 | 12/08/2013 | 2,000 km seismic reprocessing Geotechnical studies | <ul style="list-style-type: none"> Reprocessed 61.5 km 2D Vintage Data (Dayboro Geo) Prior to renewal of the permit reprocessed 1,308 line km 2D Vintage Data (CSIRO, 2009), 75 line km 2D Vintage Data (Co-sail, 2009), and 1,463 km Baleen 2D Survey (Fugro, 2010). This work was claimed against the Year 1 commitment Review of data for Fish Prospect |
| 2 | 13/08/2013 | 12/02/2019 | 200 km 2D seismic survey Geotechnical studies <u>9/2/2015</u> - 12 month suspension approved on <i>force majeure</i> grounds <u>18/1/2016</u> - Variation of Additional Condition 2 and 12 month suspension and extension of Permit Years 2&3 approved <u>8/01/2018</u> – 30 months suspension and extension of Permit Years 2&3 | <ul style="list-style-type: none"> Baleen 2D HR Seismic Survey completed in 2018. A total of 205.4 line km acquired Petroleum play elements and risk factor study Prospects and leads analysis |
| 3 | 13/08/2015 | 12/02/2019 | Geotechnical studies | <ul style="list-style-type: none"> Permit Year 3 ran in conjunction with Permit Year 2. Work as described above |
| 4 | 13/02/2019 | 12/02/2020 | One exploration well | <ul style="list-style-type: none"> Commenced preparation for drilling ATAR due 12 September 2020 |
| 5 | 13/02/2020 | 12/02/2021 | 500 km ² 3D seismic survey | |

Table 2: Proposed revised work program

| Year | Permit Year Starts | Permit Year Ends | Activity Description | Indicative Expenditure (\$ AUD) |
|------|--------------------|-------------------|---|---------------------------------|
| 1 | 13/08/2012 | 12/08/2013 | 2,000 km seismic reprocessing Geotechnical studies | 250,000 |
| 2 | 13/08/2013 | 12/02/2019 | 200 km 2D seismic survey Geotechnical studies | 2,000,000 |
| 3 | 13/08/2015 | 12/02/2019 | Geotechnical studies | 350,000 |
| 4 | 13/02/2019 | 12/02/2022 | One exploration well | 15,000,000 |
| 5 | 13/02/2022 | 12/02/2023 | Post well studies | 250,000 |



[insert date]

Mr David Breeze
Director, Asset Energy Pty Ltd
PO Box 317
NORTH PERTH WA 6906

Alluvion Building
Level 8, 58 Mounts Bay Road Perth WA 6000
GPO Box 7871, Perth WA 6850
www.nopta.gov.au
ABN 74 599 608 295

By email to: david@grandbridge.com.au
geo@bountyoil.com

NEATS Ref: Z4NMT2

Dear Mr Breeze

**APPLICATION FOR VARIATION AND SUSPENSION OF WORK PROGRAM
COMMITMENT(S) AND EXTENSION OF PERMIT TERM: PETROLEUM
EXPLORATION PERMIT NSW/PEP-11**

I refer to the application validly submitted on 23 January 2020 for a secondary work program variation and a suspension of the Permit Year 4 work program commitments, with a corresponding extension of the permit term, relating to Petroleum Exploration Permit NSW/PEP-11 (**PEP-11**) under the *Offshore Petroleum and Greenhouse Gas Storage Act 2006* (the **Act**).

The Commonwealth-New South Wales Offshore Petroleum Joint Authority (the **Joint Authority**) in accordance with sections 264 and 265 of the Act has approved a secondary work program variation, and a 24 month suspension of the Permit Year 4 work program commitment with a corresponding 24 month extension of the permit term. As a result, Permit Year 4 will end on 12 February 2022 and the permit term will end on 12 February 2023.

Please find enclosed a copy of the instrument for your records.

In approving the application, the Joint Authority requested that I convey the following:

- Condition 1 of the title remains in force, as such monthly reporting is still required; and
- It is the Joint Authority's expectation that the titleholders meet with NOPTA within 12 months of this letter to discuss progress on approvals and contracting.

If you have any queries, please contact [s 47F titles@nopta.gov.au](mailto:s47f@nopta.gov.au).

or

Yours sincerely

Graeme Waters
Titles Administrator

Enc: Instrument
Cc: geo@bountyoil.com

COMMONWEALTH OF AUSTRALIA

Section 264 and Section 265
Offshore Petroleum and Greenhouse Gas Storage Act 2006

**VARIATION, SUSPENSION AND EXTENSION
 OF PETROLEUM EXPLORATION PERMIT NSW/PEP-11**

I, **GRAEME ALBERT WATERS**, the National Offshore Petroleum Titles Administrator, on behalf of the Commonwealth-New South Wales Offshore Petroleum Joint Authority hereby

1. suspend the Permit Year 4 work program conditions of Petroleum Exploration Permit NSW/PEP-11 for 24 months to 12 February 2022; and
2. extend the term of Petroleum Exploration Permit NSW/PEP-11 by 24 months to 12 February 2023
3. vary the Permit Year 5 minimum work requirements of Petroleum Exploration Permit NSW/PEP-11

by deleting the table in the permit title instrument and replacing it with the following table.

| Year of Permit Term | Permit Year Starts | Permit Year Ends | Minimum Work Requirements | Estimated Expenditure Constant dollars (indicative only) \$A |
|----------------------------|---------------------------|-------------------------|---|---|
| 1 | 13/08/2012 | 12/08/2013 | 2,000 km Seismic Reprocessing Geotechnical Studies | 250,000 |
| 2 | 13/08/2013 | 12/02/2019 | 200 km 2D seismic survey Geotechnical Studies | 2,000,000 |
| 3 | 13/08/2015 | 12/02/2019 | Geotechnical Studies | 350,000 |
| 4 | 13/02/2019 | 12/02/2022 | One exploration well | 15,000,000 |
| 5 | 13/02/2022 | 12/08/2023 | Post well studies | 250,000 |

Dated this **X** day of [month] 2020.

Made under the *Offshore Petroleum and Greenhouse Gas Storage Act 2006*
 of the Commonwealth of Australia

GRAEME ALBERT WATERS
 TITLES ADMINISTRATOR
 ON BEHALF OF THE COMMONWEALTH-NEW SOUTH WALES
 OFFSHORE PETROLEUM JOINT AUTHORITY

s 22 - pages 29 to 167 removed in full under section 22 as irrelevant material (business information on third parties)

Titleholder History

PEP-11 granted 24/06/1999 to Flare Petroleum NL (ACN 079 243 977) who became a wholly owned subsidiary of Daytona Energy Corporation (registered in Canada) from December 1999.

Change of title ownership history

| Date | Description |
|----------------------------|--|
| 19 October 2001 | Farm-in Agreement NSW/PEP-11 Offshore Sydney btn <ul style="list-style-type: none"> Bounty Oil & Gas NL (ACN 090 625 353) Flare Petroleum NL |
| 19 October 2001 | Transfer of title <ul style="list-style-type: none"> Bounty Oil & Gas NL 25% Flare Petroleum NL 75% |
| 26 August 2002 | Transfer of title <ul style="list-style-type: none"> Bounty Oil & Gas NL 100% |
| 02 October 2003 | Farm-in Agreement btn <ul style="list-style-type: none"> Bounty Oil & Gas NL Electro Silico PLC (registered in England) (earn-in up to 75% interest) |
| 27 October 2006 | Farm-in Agreement btn <ul style="list-style-type: none"> Bounty Oil & Gas NL Asset Energy Pty Ltd (ACN 120 013 390) (earn-in up to 85%) |
| 27 October 2006 | Transfer of title <ul style="list-style-type: none"> Bounty Oil & Gas NL 75% Asset Energy Pty Ltd 25% |
| 19 April 2012 (current) | Deed of Assignment and Assumption <ul style="list-style-type: none"> Bounty Oil & Gas NL 15% Asset Energy Pty Ltd 85% |



Australian Government

National Offshore Petroleum Titles Administrator

Ministers of the Commonwealth-New South Wales Offshore Petroleum Joint Authority for Decision

31 January 2021

APPLICATION FOR A VARIATION AND SUSPENSION OF WORK PROGRAM COMMITMENTS AND EXTENSION OF PERMIT TERM OF PETROLEUM EXPLORATION PERMIT NSW/PEP-11. ADDITIONAL ADVICE FOLLOWING NOTICE OF INTENTION TO REFUSE

Purpose: To inform the decision of the Commonwealth-New South Wales Offshore Petroleum Joint Authority (**the Joint Authority**) in relation to an application made under sections 264 and 265 of the *Offshore Petroleum and Greenhouse Gas Storage Act 2006* (**the Act**) and the Offshore Petroleum Exploration Guideline: Work-bid (**the Guideline**).

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| TITLE | Petroleum Exploration Permit NSW/PEP-11 (PEP-11) | | |
| TITLEHOLDERS | Asset Energy Pty Ltd (Asset) Bounty Oil & Gas NL (Bounty) | | |
| APPLICATION DETAILS | <ul style="list-style-type: none"> 24 months suspension of the Permit Year 4 work program. 24 months extension of the permit term. Secondary term work program variation of Permit Year 5. Validly submitted on 23 January 2020 NEATS REFERENCE: Z4NMT2 | | |
| RELEVANT SECTIONS OF THE ACT AND GUIDELINE | Section 264 and 265 of the Act . Items 2.6-2.8, 2.13-2.15, 2.28 and 2.29 of the Offshore Petroleum Exploration Guideline: Work-bid (the Guideline) | | |
| DATE OF NOTICE OF INTENTION TO REFUSE (NOIR) | 16 December 2021 | DATE OF TITLEHOLDER RESPONSE | 22 January 2022. Note: The titleholders were given an extension of 7 days to make a submission by the Joint Authority. |
| REASONS GIVEN IN NOIR | The Joint Authority informed the titleholders of PEP-11 (the Applicant) that it has taken into account the following matters in forming its intention to refuse the application. <ol style="list-style-type: none"> The Guideline describes circumstances which usually constitute <i>force majeure</i>; the Applicant has not provided sufficient information to meet those criteria and therefore should not be treated as such. The internal company issues quoted by the Applicant are common risks in the industry and do not support reasons for a suspension and extension of the conditions on the title. Corporate restructuring is also not grounds for failing to carry out activities under a petroleum exploration permit within the approved period. The Joint Authority is not satisfied the Applicant has, or will have, access to adequate financial resources to allow it to fulfil obligations under the title conditions. Through the response dated 6 August 2020 to a Request for Further Information (the RFI), the Applicant indicated | | |

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| | <p>that its intention is to undertake capital raising activities by entities within its corporate structure, and then rely on these funds. Through the RFI, the Applicant also indicated it also intends to rely of (<i>sic</i>) tax credits. The Joint Authority does not consider there is sufficient certainty that the capital raising activities will provide the funding required to progress the work program in a timely manner and in the timeframe of the permit conditions.</p> <p>3. The Joint Authority also considered the public interest in this permit, including taking into account the high levels of community opposition to the application.</p> <p>Please refer to the NOIR (Attachment A) for the full notice of the intended decision.</p> |
| <p>SUMMARY OF TITLEHOLDER'S SUBMISSION</p> | <p>On 22 January 2022, Asset made a submission in relation to the NOIR. The full submission can be found at Attachment B.</p> <p>Asset's submission raises the following matters:</p> <ol style="list-style-type: none"> 1. The application was validly submitted, and the applicants provided additional information on request. 2. The applicants submit that the decision is in conflict with the recommendations made to the JOA on or about April 2020 by NOPTA. (Reference FOI disclosure.) 3. The applicants submitted all other monthly technical assessment reports and other reports in a timely manner. 4. The applicants continued to pay all annual levy fees as invoiced and including the sum of \$ 10,000 for the year 2021/2022. 5. Accordingly, which was at all times, the applicants had a binding contract with the Commonwealth of Australia (C of A) where the C of A was not entitled to and had not issued any notice of breach of the terms and conditions of PEP-11 and where the applicants had a legitimate expectation that they could proceed with such matters as sourcing a rig to test drill the Baleen area for natural gas. 6. NOPTA and the C of A had in their possession the applicants monthly and other ATAR reports and the applicants have provided clear evidence that they have funded bona fide work to obtain relevant environmental and safety case approvals while sourcing a rig centred on the s 22 Offshore rig operating in the Otway Basin while NOPTA failed to give a decision in a reasonably timely manner in the period from the date of the application until 16 December 2021 a period of approximately 24 months from the date of the application. 7. Statements by the relevant Minister in that period namely the Hon Keith Pitt MHR gave the applicant no reason to expect the extension would not be granted. 8. The applicants submit that the extension refusal is unprecedented absent serious breaches (<i>sic</i>) of the environmental and safety regulations which has not occurred. Relevantly the PEP 11 applicants completed the New Seaclem-1 gas exploration well in PEP 11 in late 2010 in full compliance with environmental safety and reporting |

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| | <p>obligations and have demonstrated that they are able to conduct such operations in consultation with community and other stakeholders.</p> <p>9. The applicants conducted a 206 line km 2D survey at the Baleen Prospect/Lead in 2018 again in full compliance with environmental safety and reporting obligations and again demonstrated that they are able to conduct such operations in consultation with community and other stakeholders such as the local fishing industry.</p> <p>10. As to the specific grounds referred to in your notice since NOPTA and the Joint Authority have not given the applicants the documents upon which it based its decision the applicants are not able to address the grounds except in a preliminary way and ask that all documents relied upon by the Joint Authority; NOPTA and the C of A be provided to the applicants so that further submissions may be made after such provision.</p> <p>10.1. As to paragraph 2:</p> <p><u>10.1.1.</u> the MEC/Advent Group and the joint venture including Bounty Oil & Gas NL have invested in excess of \$30 million in PEP-11 exploration</p> <p><u>10.1.2.</u> The BPH/Advent group raised \$9m million before issue expenses in January 2021 towards a drill test in PEP-11. MEC and BPH are listed on ASX.</p> <p><u>10.1.3.</u> Bounty Oil & Gas NL raised\$ 4.15 million before issue expenses in the period September 2020 to October 2021 towards its 15% direct share of expenses for a drill test in PEP-11. Bounty is an ASX listed company.</p> <p><u>10.1.4.</u> This initial funding was readily available from equity investors where the Joint Authority was still considering the application (prior to the Prime Ministers press conference of March 2021), where the Federal Government was pursuing bn enhanced gas and cogeneration strategy for the Hunter Region and planning gas fired electricity generation. The Joint Authority would obviously be aware of this strategy and market interest in sourcing gas reserves for such project.</p> <p>10.2. NOPTA and the Joint Authority should also be aware that the vast bulk of offshore exploration is conducted by joint venture and that much capital is sourced from farm in partners. An example in the last 8 years is the Carnarvon Petroleum/Santos Limited joint venture resulting in the 150,000 to potential 300,000 bopd Dorado development offshore WA. Such farm in capital method depends on secure tenure and the decision here is destructive not only of the shareholder's funds but renders farm ins impossible. (In this regard Advent has been engaged with substantial international hydrocarbon companies including from North America). The Metgasco decision where validly issued CSG drilling permits were cancelled in the onshore Clarence Moreton Basin has effectively destroyed hydrocarbon exploration in onshore NSW.</p> |
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| | <p>10.3. Accordingly, the applicants have been blocked from advancing funding while the Joint Authority considered this matter and where its motivations are neatly summarised in the Federal Government Media Release of 16 December 2021 on the same date as your notice. The applicant rejects this ground.</p> <p>11. As to ground 3; the applicants have seen no evidence on this point and submit that much of the "high levels of community opposition" revolve around the misleading statements of groups such as the Surfrider Alliance Group based in Sydney and the political interests of the members of the House of Representatives listed and quoted in the Prime Ministers statement of 15th December 2021 annexed hereto. Aspects of that Statement are factually incorrect suggesting the PEP-11 permit covers 8,200 m² (sic) whereas it covers approximately 4,200 km². Further the Permit does not extend to Wollongong. (These and other factual inaccuracies have continued to be made by Government members despite the errors being corrected) The purported 60,000 signature petition has been rejected by the Parliament as not meeting the required Parliamentary standard and a Parliamentary Enquiry raised serious issues about the nature of the information on which the petition was based).</p> <p>12. The reference in the Statement to the "pristine beaches and waters" omits the fact that Newcastle is one of the main coal export ports in the world and at times 30-40 coal carriers steam through or are anchored in the PEP-11 areas of interest.</p> <p>13. Since the Joint Authority's decision relies on community opposition such grounds could be used to defeat any PEP in C of A jurisdiction waters, and would further weaken Australia's energy independence, in any event properly conducted community research has shown there is in fact community support for such projects.</p> <p>The Applicant states that NOPTA has not provided any copy of the evidence or materials upon which it relied to make the decisions: in paras 1-3 or distinguished the relevant matters it took into consideration and has not afforded the applicants a hearing or appropriate opportunity to examine that evidence or challenge the process and linkage between that evidence and the decision. In the Applicant's view, the Joint Authority has therefore not provided the applicants with procedural fairness and the decision is void due to failure to comply with natural justice.</p> <p>It further states that the titleholders have jointly invested approximately \$30 million in drilling and exploration in PEP-11 and respectfully submit that the decision be reversed. If the Joint Authority does not reverse the decision the Applicant requires a copy of all documents and communications created or transmitted in connection with the Joint Authority decision and the Federal Government Joint Media Release of 16 December 2021.</p> |
| NOPTA ADVICE | <p>The information provided in the submission made by Asset in response to the NOIR (Attachment B) has not fully addressed the reasons provided by the Joint Authority for intending to refuse the application.</p> |

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| | <p>NOPTA's advice in relation to the reasons for intending to refuse is provided below:</p> <p><u>Force majeure</u> No new information or documentary evidence has been submitted by the Applicant to demonstrate <i>force majeure</i> grounds in accordance with sections 2.13 and 2.14 of the Guideline.</p> <p><u>Financial resources</u> The titleholders have raised in excess of \$13.15 million (before issue expenses) since September 2020 demonstrating an ability to raise capital to progress well planning and environmental approvals.</p> <p>No evidence has been provided that the titleholders currently have the financial resources available to fulfil the work program obligations required by the title conditions.</p> <p>The Applicant's submission claims that its ability to access funding alternatives (such as attracting farm in partners) has been adversely impacted during the period that the Joint Authority has considered the current application but have not provided evidence to support this.</p> <p><u>Other Matters</u> The Applicant has not submitted any new information in relation to the merit of the application for the Joint Authority to consider ahead of making a decision.</p> <p>If the Joint Authority is not satisfied that the information provided in the response to the NOIR has adequately addressed the reasons for intending to refuse the application and decide to refuse the application, the Joint Authority must, by written notice given to the applicant, notify the applicant of the refusal.</p> <p>Draft letters to the applicant are attached to this advice (Attachments C and D).</p> |
| DECISION DUE | <p>State Member: 14 February 2022 Commonwealth Member: 16 February 2022</p> |
| <p>NOPTA'S REVIEW OF THE APPLICANT'S SUBMISSION AGAINST THE NOIR</p> <p><u>1 - Force majeure</u> Asset has not provided any further information to support its request for a suspension and extension on the ground of <i>force majeure</i>. NOPTA maintains its assessment outlined in the advice to the Joint Authority of 29 April 2020, that the application does not meet the grounds for <i>force majeure</i> as outlined in the Guideline.</p> <p><u>2- Financial position of the titleholders</u> Paragraphs 10 – 10.3 of the Asset submission relate to the financial resources available and the ability to raise capital. No documentary evidence was provided to support these statements. NOPTA has been able to validate a number of the references to funds raised through publicly available information as detailed below.</p> | |

The submission refers to capital raising activities undertaken by a range of companies associated with the titleholders and in particular Asset. Asset is a wholly owned subsidiary of Advent Energy Limited (**Advent**) an unlisted public entity. Advent's shareholders include BPH Energy Limited (**BPH**) and MEC Resources Limited (**MEC**).

NOPTA confirms that BPH raised \$9 million through a placement of 69,230,769 fully paid ordinary shares at an issue price of \$0.13 (13 cents) per share (section 10.1.2 of Asset submission). The use of funds identified by BPH included approximately \$5.75 million to invest in Advent to be used to progress well planning, engineering and environmental approvals for drilling at the Baleen drill target in PEP-11.

NOPTA notes that

- BPH securities (ASX: BPH) are currently voluntarily suspended on the ASX to 31 January 2022 and have been since 9 December 2021, pending the release of an announcement with respect to the participation of its investee Advent Energy Limited in a Farm out Agreement.
- MEC securities (ASX: MMR) are currently voluntarily suspended on the ASX to 31 January 2022 and have been since January 2020. MEC is in current discussions with the ASX to be readmitted to trading status.

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NOPTA notes that Bounty's (ASX: BUY) securities status on the ASX is listed as currently trading.

3 - Public interest

In Asset's submission it provides that it does not agree with the Joint Authority's assessment about public opposition towards hydrocarbon exploration offshore New South Wales, they claim that misleading statements and inaccuracies have contributed to public opposition. The submission references the content of the Prime Ministers statement of 16 December 2021.

The submission provides no documents or further information of how the proposed activities contribute to the public interest.

Other matters raised by the submission

Permit administration

Asset has raised several matters relating to the administration of the permit. NOPTA is satisfied that at the time of this review that the titleholders have complied with the conditions of the permit, submitted the required Annual Titles Assessment Reports (ATARs) and data and paid the required fees and annual levies relating to PEP-11.

NOPTA has not sought or received any advice from NOPSEMA in relation to the decommissioning status of the New Seaclem-1 exploration well (2010), noting that should this application be

refused, the permit will continue in force on the basis of a suspension and extension application submitted on 4 February 2021 and the provision of subsection 265A (1) of the Act.

Procedural fairness

The submission states that the Joint Authority has not provided the Applicant with procedural fairness as it has not provided evidence which its intended decision was based on. The Applicant claims that the decision is void due to failure to comply with natural justice. The NOIR stated the Joint Authority has considered the Application, including the additional material provided on 18 February 2020, 12 March 2020 and 6 August 2020.

In the event of a decision by the Joint Authority to refuse the application the Applicant requests a copy of all documents and communications created or transmitted in connection with the Joint Authority decision and the Federal Government Joint Media Release of 16 December 2021.

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| RELATED MATTERS | <p>A second suspension and extension application relating to PEP-11 was validly submitted on 4 February 2021. Assessment of that application was put on hold by NOPTA until a decision was made on the current application.</p> <p>Under sub-section 265A (1) of the Act, if a petroleum exploration permittee applies for a suspension of any of the conditions to which the permit is subject, and the permit would, apart from that provision, expire before the Joint Authority decides on the application, the permit continues in force until the Joint Authority makes a decision on the application.</p> |
| NOPTA CONTACT | <p>s 47F A/g Titles Manager</p> <p>Email: titles@nopta.gov.au</p> |
| ENDORSED BY | <p>Graeme Waters</p> <p>Titles Administrator</p> <p>Signature: s 47F</p> |

Attachments

- Attachment A: Notice of Intension to Refuse
- Attachment B: Titleholder Response to the NOIR
- Attachment C: Draft Refusal Letter
- Attachment D: Draft Approval Letter



Australian Government
National Offshore Petroleum
Titles Administrator

16 December 2021

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Level 8, 58 Mounts Bay Road Perth WA 6000
GPO Box 7871, Perth WA 6850
www.nopta.gov.au

ABN 74 599 608 295

Mr. David Breeze
Director, Asset Energy Pty Ltd
PO Box 317
NORTH PERTH WA 6906

By email to: david@grandbridge.com.au
geo@bountyoil.com

NEATS Ref: Z4NMT2

Dear Mr Breeze

**NOTICE OF INTENTION TO REFUSE APPLICATION FOR VARIATION AND
SUSPENSION OF WORK PROGRAM AND EXTENSION OF PERMIT TERM:
PETROLEUM EXPLORATION PERMIT PEP-11**

I refer to the application validly submitted on 23 January 2020 for a secondary work program variation and a suspension of the Permit Year 4 work program commitments, with a corresponding extension of the permit term (**the Application**), submitted by Asset Energy Pty Ltd on behalf of the registered titleholders (**the Applicant**) relating to Petroleum Exploration Permit PEP-11 (**PEP-11**) under the *Offshore Petroleum and Greenhouse Gas Storage Act 2006* (**the Act**).

The Commonwealth-New South Wales Offshore Petroleum Joint Authority (**the Joint Authority**) has considered the Application, including the additional material provided on 18 February 2020, 12 March 2020 and 6 August 2020, and intends to refuse the Application.

The Joint Authority has taken into account the following matters in forming this intention:

1. The *Offshore Petroleum Exploration Guideline: Work-bid* (**the Guideline**) describes circumstances which usually constitute *force majeure*; the Applicant has not provided sufficient information to meet those criteria and therefore should not be treated as such. The internal company issues quoted by the Applicant are common risks in the industry and do not support reasons for a suspension and extension of the conditions on the title. Corporate restructuring is also not grounds for failing to carry out activities under a petroleum exploration permit within the approved period.
2. The Joint Authority is not satisfied the Applicant has, or will have, access to adequate financial resources to allow it to fulfil obligations under the title conditions. Through the response dated 6 August 2020 to a Request for Further Information (**the RFI**), the Applicant indicated that its intention is to undertake capital raising activities by entities within its corporate structure, and then rely on these funds. Through the RFI, the Applicant also indicated it also intends to rely of tax credits. The Joint Authority does not consider there is sufficient certainty that the capital

raising activities will provide the funding required to progress the work program in a timely manner and in the timeframe of the permit conditions.

3. The Joint Authority also considered the public interest in this permit, including taking into account the high levels of community opposition to the application.

If you wish to make a submission in respect of the matters set out above, or any other matter relevant to the Application, please do so in writing within **30 days** from receipt of this letter.

If a submission is provided within that time, the Joint Authority will take that submission into account in deciding whether to accept or refuse the Application.

If you have any queries regarding this matter, please contact **s 47F** on **s 47F** or titles@nopta.gov.au.

Yours sincerely

s 47F

Steven Taylor
Acting General Manager - NOPTA
Delegate of the Titles Administrator



Mr Steven Taylor
Acting General Manager
NOPTA
Delegate of Titles Administrator

22 01 2022

Dear Mr Taylor

We refer to NOPTA's Notice of 16 December 2021 and the Notice of Intention to Refuse the Application made by the registered holders on 23rd January 2020. We also refer to the Joint Media Release issued by inter alia the Right Honourable Scott Morrison; Prime Minister on 16 December 2021.

We submit the following:

1. The application was validly submitted, and the applicants provided additional information on request.
2. The applicants submit that the decision is in conflict with the recommendations made to the JOA in or about April 2020 by NOPTA. (Reference FOI disclosure.)
3. The applicants submitted all other monthly technical assessment reports and other reports in a timely manner.
4. The applicants continued to pay all annual levy fees as invoiced and including the sum of \$ 10,000 for the year 2021/2022.
5. Accordingly, which was at all times, the applicants had a binding contract with the Commonwealth of Australia (C of A) where the C of A was not entitled to and had not issued any notice of breach of the terms and conditions of PEP 11 and where the applicants had a legitimate expectation that they could proceed with such matters as sourcing a rig to test drill the Baleen area for natural gas.
6. NOPTA and the C of A had in their possession the applicants monthly and other ATAR reports and the applicants have provided clear evidence that they have funded bona fide work to obtain relevant environmental and safety case approvals while sourcing a rig centred on the Diamond Offshore rig operating in the Otway Basin while NOPTA failed to give a decision in a reasonably timely manner in the period from the date of the application until 16 December 2021 a period of approximately 24 months from the date of the application.
7. Statements by the relevant Minister in that period namely the Hon Keith Pitt MHR gave the applicant no reason to expect the extension would not be granted.
8. The applicants submit that the extension refusal is unprecedented absent serious breaches of the environmental and safety regulations which has not occurred.



Relevantly the PEP 11 applicants completed the New Seaclem 1 gas exploration well in PEP 11 in late 2010 in full compliance with environmental safety and reporting obligations and have demonstrated that they are able to conduct such operations in consultation with community and other stakeholders.

9. The applicants conducted a 206 line km 2D survey at the Baleen Prospect/Lead in 2018 again in full compliance with environmental safety and reporting obligations and again demonstrated that they are able to conduct such operations in consultation with community and other stakeholders such as the local fishing industry.
10. As to the specific grounds referred to in your notice since NOPTA and the Joint Authority have not given the applicants the documents upon which it based its decision the applicants are not able to address the grounds except in a preliminary way and ask that all documents relied upon by the Joint Authority; NOPTA and the C of A be provided to the applicants so that further submissions may be made after such provision.
 - 10.1. As to paragraph 2:
 - 10.1.1. the MEC/Advent Group and the joint venture including Bounty Oil & Gas NL have invested in excess of \$30 million in PEP11 exploration
 - 10.1.2. The BPH/Advent group raised \$9m million before issue expenses in January 2021 towards a drill test in PEP11.MEC and BPH are listed on ASX.
 - 10.1.3. Bounty Oil & Gas NL raised \$ 4.15 million before issue expenses in the period September 2020 to October 2021 towards its 15% direct share of expenses for a drill test in PEP 11. Bounty is an ASX listed company.
 - 10.1.4. This initial funding was readily available from equity investors where the Joint Authority was still considering the application (prior to the Prime Ministers press conference of March 2021), where the Federal Government was pursuing an enhanced gas and cogeneration strategy for the Hunter Region and planning gas fired electricity generation. The Joint Authority would obviously be aware of this strategy and market interest in sourcing gas reserves for such project.
 - 10.2. NOPTA and the Joint Authority should also be aware that the vast bulk of offshore exploration is conducted by joint venture and that much capital is sourced from farm in partners. An example in the last 8 years is the Carnarvon Petroleum/Santos Limited joint venture resulting in the 150,000 to potential 300,000 bopd Dorado development offshore WA. Such farm in capital method depends on secure tenure and the decision here is destructive not only of the shareholders funds but renders farm ins impossible. (In this regard Advent has been engaged with substantial international hydrocarbon companies including from North America). The Metgasco decision where validly issued CSG drilling permits were cancelled in the onshore Clarence Moreton Basin has effectively destroyed hydrocarbon exploration in onshore NSW.
 - 10.3. Accordingly the applicants have been blocked from advancing funding while the Joint Authority considered this matter and where its motivations are neatly summarised in



the Federal Government Media Release of 16 December 2021 on the same date as your notice. The applicants reject this ground.

11. As to ground 3; the applicants have seen no evidence on this point and submit that much of the "high levels of community opposition" revolve around the misleading statements of groups such as the Surfrider Alliance Group based in Sydney and the political interests of the members of the House of Representatives listed and quoted in the Prime Ministers statement of 16th December 2021 annexed hereto. Aspects of that Statement are factually incorrect suggesting the PEP 11 permit covers 8,200 m² (sic) whereas it covers approximately 4,200 km². Further the Permit does not extend to Wollongong. (These and other factual inaccuracies have continued to be made by Government members despite the errors being corrected) The purported 60,000 signature petition has been rejected by the Parliament as not meeting the required Parliamentary standard and a Parliamentary Enquiry raised serious issues about the nature of the information on which the petition was based).
12. The reference in the Statement to the "pristine beaches and waters" omits the fact that Newcastle is one of the main coal export ports in the world and at times 30 – 40 coal carriers steam through or are anchored in the PEP 11 areas of interest.
13. Since the Joint Authority's decision relies on community opposition such grounds could be used to defeat any PEP in C of A jurisdiction waters, and would further weaken Australia's energy independence, In any event properly conducted community research has shown there is in fact community support for such projects.

NOPTA has not provided any copy of the evidence or materials upon which it relied to make the decisions in paras 1-3 or distinguished the relevant matters it took into consideration and has not afforded the applicants a hearing or appropriate opportunity to examine that evidence or challenge the process and linkage between that evidence and the decision. The Joint Authority has therefore not provided the applicants with procedural fairness and the decision is void due to failure to comply with natural justice.

The applicants have jointly invested approximately \$30 million in drilling and exploration in PEP11 and respectfully submit that the decision be reversed. If the Joint Authority does not reverse the decision the applicants require a copy of ALL documents and communications created or transmitted in connection with the Joint Authority decision and the Federal Government Joint Media Release of 16 December 2021.

We await your advice.
Yours Sincerely

s 47F

David Breeze
Director

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Asset Energy Pty Ltd
ABN 16 120 013 390
PO Box 317, North Perth WA 6906

MEDIA RELEASE

16 Dec 2021

Prime Minister, Member for Robertson, Member for Mackellar, Member for North Sydney, Member for Wentworth

The Petroleum Exploration Permit PEP-11 will not go ahead under steps taken by the Morrison Government to reject the project.

The Morrison Government has advised NSW Deputy Premier Paul Toole as the joint authority partner, as well as the National Offshore Petroleum Titles Administrator (NOPTA), of the Commonwealth's intention to refuse the application.

Prime Minister Scott Morrison said the Government was taking steps to protect local communities and the environment by putting a stop to PEP-11.

"This project will not proceed on our watch," the Prime Minister said.

"Gas is an important part of Australia's current and future energy mix but this is not the right project for these communities and pristine beaches and waters.

"From Newcastle through to Wollongong my Government has listened to the concerns of local Liberal Members and candidates and their communities and we're putting our foot down."

PEP-11 is located primarily in Commonwealth waters off the NSW coast between Newcastle and Wollongong and covers approximately 8,200 m².

Liberal Member for Robertson Lucy Wicks said: "The Morrison Government and the Central Coast community has been consistent in its opposition to PEP-11. Refusing the PEP-11 permit is an important decision for our region and reflects the values and care our community has towards our environment and oceans.

"The Prime Minister has listened to the Central Coast and knows that the oceans we all love to swim in, fish in and go boating in are worth protecting so that we can enjoy them now and into the future."

Liberal Member for Mackellar Jason Falinski said: "We said this would happen and now it has. This is a welcome first step to ending this project once and for all. The beaches and habitats on the northern beaches are too important to put at any risk and I have been pushing hard in Canberra to see PEP-11 stopped."

Liberal Member for North Sydney Trent Zimmerman said: "This strong action shows exactly why you need members of the government like my colleagues and me who can walk into ministers' offices and put our case on behalf of our communities. Hollow motions in Parliament don't get things done, direct action by governments does."

Liberal Member for Wentworth Dave Sharma said: "This decision puts protection of our precious and iconic shoreline, with all its biodiversity, beyond doubt. It will safeguard this natural asset for future generations. Working with my Liberal colleagues, we've achieved an important win for the environment."

Liberal candidate for Paterson Brooke Vitnell said: "The Prime Minister first expressed his opposition to the PEP11 project during a visit to Paterson. This shows how crucial our region was to the PM's decision and I'm pleased that in making this decision he has again put the people of the Hunter first. This is a decision I not only strongly support but it's one that reflects the broader view of the Port Stephens community."

Liberal candidate for Shortland Nell McGill said: "I am so very grateful to Prime Minister Scott Morrison for this decision. It's wonderful to think our PM cares as much as we do, when it comes to the glorious beaches of the Lake Macquarie Region, and beyond. I'm sure my delight is shared by everyone in Shortland and the

The Government's refusal of the application is based on the following reasons:

- The Government has given consideration to high levels of community opposition to the application.
- The Government is not satisfied that the applicant is able to raise sufficient funding required to progress the work program in a timely manner and in the timeframe of the permit conditions.
- The Government does not agree with the reasons listed by the applicant for the extension – there is insufficient evidence to meet the criteria of force majeure.

NOPTA, as the regulator, will grant the applicant 30 days to respond to the notice of intention to refuse the application.

The Morrison Government is working to unlock investment in Australian gas including through a \$220 million commitment to the Beetaloo Strategic Basin and \$15.7 million in support for the North Bowen and Galilee Basins.

The Government's Future Strategic Basin Plans will also accelerate gas development in other strategically important gas basins around the country, helping to support the gas-fired recovery that is crucial to Australia's post-COVID economy.

PRIME MINISTER OF AUSTRALIA

The Hon Scott Morrison MP



Australian Government
National Offshore Petroleum
Titles Administrator

[insert date]

Mr David Breeze
Director, Asset Energy Pty Ltd
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www.nopta.gov.au
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By email to: david@grandbridge.com.au
geo@bountyoil.com

NEATS Ref: Z4NMT2

Dear Mr Breeze

**APPLICATION FOR VARIATION AND SUSPENSION OF WORK PROGRAM
COMMITMENT(S) AND EXTENSION OF PERMIT TERM: PETROLEUM
EXPLORATION PERMIT NSW/PEP-11**

I refer to the application validly submitted on 23 January 2020 for a secondary work program variation and a suspension of the Permit Year 4 work program commitments, with a corresponding extension of the permit term, relating to Petroleum Exploration Permit NSW/PEP-11 (**PEP-11**) under the *Offshore Petroleum and Greenhouse Gas Storage Act 2006* (the **Act**).

The Commonwealth-New South Wales Offshore Petroleum Joint Authority (the **Joint Authority**) in accordance with subsection 264 (3A) of the Act has refused the application for a secondary work program variation, and a 24 month suspension of the Permit Year 4 work program commitment with a corresponding 24 month extension of the permit term.

The Joint Authority's decision is based on the following:

1. The Applicant has not sufficiently demonstrated *force majeure* circumstances in line with the *Offshore Petroleum Exploration Guideline: Work-bid* (**the Guideline**).
2. The Joint Authority is not satisfied the Applicant has, or will have, access to adequate financial resources to allow it to fulfil obligations under the title conditions.

Decisions of the Joint Authority or their Delegates under sections 264 and 265 of the Act are not eligible for internal merits review or merits review by the Administrative Appeals Tribunal. Decisions of the Joint Authority or their Delegates under sections 264 and 265 of the Act may be eligible for judicial review by the Federal Court or the Federal Circuit Court in accordance with the grounds outlined in section 5 of the *Administrative Decisions (Judicial Review) Act 1977*.

A Statement of Reasons provides reasons for a decision made under sections 264 and 265 of the Act by the Joint Authority or their Delegates to refuse to vary or suspend any of the conditions to which a petroleum exploration permit is subject. A Statement of Reasons may be requested from the Joint Authority in writing via NOPTA, within 28 days of the date of this letter.

If you have any queries, please contact [s 47F
titles@nopta.gov.au](mailto:s47ftitles@nopta.gov.au).

or

Yours sincerely

Graeme Waters
Titles Administrator



Australian Government
National Offshore Petroleum
Titles Administrator

[insert date]

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I refer to the application validly submitted on 23 January 2020 for a secondary work program variation and a suspension of the Permit Year 4 work program commitments, with a corresponding extension of the permit term, relating to Petroleum Exploration Permit NSW/PEP-11 (**PEP-11**) under the *Offshore Petroleum and Greenhouse Gas Storage Act 2006* (the **Act**).

The Commonwealth-New South Wales Offshore Petroleum Joint Authority (the **Joint Authority**) in accordance with sections 264 and 265 of the Act has approved a secondary work program variation, and a 24 month suspension of the Permit Year 4 work program commitment with a corresponding 24 month extension of the permit term. As a result, Permit Year 4 will end on 12 February 2022 and the permit term will end on 12 February 2023.

Please find enclosed a copy of the instrument for your records.

In approving the application, the Joint Authority requested that I convey the following:

- Condition 1 of the title remains in force, as such monthly reporting is still required; and
- It is the Joint Authority's expectation that the titleholders meet with NOPTA within 12 months of this letter to discuss progress on approvals and contracting.

If you have any queries, please contact [s 47F](mailto:s47F@nopta.gov.au)
titles@nopta.gov.au.

or

Yours sincerely

Graeme Waters
Titles Administrator

Enc: Instrument

Cc: geo@bountyoil.com

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ATTACHMENT J

Relevant matters for the current suspension, extension and variation application

Background

The permit

1. Asset Energy (the Applicant) holds an 85% interest in the Petroleum Exploration Permit NSW/PEP-11 (the Permit), with Bounty Oil and Gas NL holding the remaining 15% interest.
2. On 24 June 1999, the Permit was initially granted to Flare Petroleum NL under the *Petroleum (Submerged Lands) Act 1967*, as superseded by the *Offshore Petroleum and Greenhouse Gas Storage Act 2006* (OPGGS Act).
3. The Permit is located in the Sydney Basin, in the offshore area of New South Wales, and comprises 64 graticular blocks. The permit was renewed on 13 August 2012, with an expiry date of 12 February 2021.
4. The Permit instrument included minimum work requirements to be completed by the Applicant and was subject to the following conditions:
 - Subject to clause 2 below, during the term of the permit, set out in the first column of the following table, and in relation to the work requirements in the fourth column of the table, the permittee:
 - (a) must carry out the work specified in the minimum work requirements set out for each year, in the year so specified;
 - (b) may carry out all or part of the work specified in the minimum work requirements of a subsequent year or years; and
 - (c) may carry out work in addition to the work specified in the minimum work requirements,to a standard acceptable to the Titles Administrator.
 - For the purposes of this clause, any work to be carried out, or carried out in accordance with clause 1(b) shall, if the Titles Administrator at their discretion, by instrument in writing so approves, be credited for work against a subsequent year or years.
 - During the first three (3) year period of the term of the permit, the permittee must complete each component of the work program specified in the minimum work requirements, in the designated year.
 - On commencement of the fourth permit year, the minimum required work program becomes guaranteed on a year by year basis. Once a year has commenced the permittee must complete all the work specified for that year.

Previous suspensions and extensions under sections 264 and 265 of the OPGGS Act

5. Permit Year 1, which commenced on 13 August 2012, required the Applicant to complete geotechnical studies and 2,000 km of seismic reprocessing. This work was completed.
6. Permit Year 2, which commenced on 13 August 2013, required the Applicant to complete geotechnical studies and a 200 km 2D seismic survey.
7. Permit Year 2 (and permit year 3) has been subject to the following applications and subsequent decisions:
 - On 12 May 2014, the Applicant submitted an application for a 12 month suspension of Permit Year 2, with a corresponding 12 month extension. The application was made on the grounds that litigation between Asset Energy and its contractor (Fugro Survey Pty Ltd) had impacted on the survey design and siting.
 - On 9 February 2015, the Joint Authority approved a 12 month suspension of the Permit Year 2 on *force majeure* grounds. The Joint Authority imposed the following additional conditions on the title:
 - i. The titleholders are to provide NOPTA with:
 1. Monthly reports, due from the date of this approval, outlining the titleholders progress in contracting a seismic survey vessel, completing the survey, and processing and interpreting the data; and
 2. A copy of a signed contract for a seismic vessel which establishes a firm schedule for undertaking the Permit Year 2 seismic survey, no later than four months from the date of this approval.
 - On 25 May 2015, the Applicant submitted an application for a variation of Additional condition two and an application for a 12 month suspension of Permit Year 2 (only), with a corresponding extension of the permit term. On 5 June 2015, the applicant amended this application to include a 12-month suspension of Permit Year 3.
 - On 18 January 2016, the Joint Authority approved a variation of Additional condition two, and a 12 month suspension of Permit Years 2 and 3 and corresponding extension of the permit term. The application was approved to allow the Applicant to finalise its seismic contract. The conditions were varied to be:
 1. Monthly reports, due from the date of this approval, outlining the titleholders progress in contracting a seismic survey vessel, completing the survey, and processing and interpreting the data; and

2. A copy of a signed contract for a seismic vessel which establishes a firm schedule for undertaking the Permit Year 2 seismic survey, no later than 12 August 2016.
- The Joint Authority also conveyed to the Applicant that future applications were likely to be viewed unfavourably without significant operational activities having occurred and that there will be strict compliance with additional permit conditions, without which a cancellation process may commence.
- On 10 June 2016, the Applicant submitted an application for a 12 month suspension of the Permit Years 2 and 3 work program conditions, and a corresponding extension of the permit term. On 21 June 2016, the Applicant re-submitted the application to include additional information about its request to Geoscience Australia for the use of ocean-bottom seismographs.
- On 8 January 2018, a 30 month suspension and extension was approved for the Permit Years 2 and 3 work program conditions to enable the Applicant to obtain acceptance of its Environment Plan from the National Offshore Petroleum Safety and Environmental Management Authority to undertake a 2D seismic survey and interpret results.
1. The Joint Authority reminded the Applicant that condition 1 of the permit remains in force and as such, monthly reporting are still required, and that any future suspension and extension applications will only be considered by the Joint Authority if supported by the results of Permit Year 2 seismic survey following its completion.
- Permit Year 2 ran in conjunction with Permit Year 3 and ended on 12 February 2019. The work program commitments for Permit Years 2 and 3 have been completed.
8. On 11 February 2019, an application was submitted for a variation of Permit year 4 and an application for a 24-month suspension of the Permit Year 4 work program conditions and corresponding extension of the permit term. On 23 October 2019, the Applicant withdrew the applications before the Joint Authority made its decision.

Procedural history

9. On 23 January 2020, the Applicant submitted an application under sections 264 and 265 of the OPGGS Act for a variation of the Year 4 work program conditions and an application for a 24-month suspension of the permit year 4 work program conditions and a corresponding extension of the permit term. The application is described further below.

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10. On 29 April 2020, NOPTA provided advice in relation to the application, recommending the approval of the application.
11. On 2 July 2020, the Joint Authority requested further information from the Applicant to assist in making its decision. The Joint Authority requested that the Applicant provide details of the Applicant specific funding strategies intended to fund the work program to be completed within the requested suspension and extension period.
12. On 6 August 2020, the Applicant responded with additional information in relation to funding strategies.
13. On 17 February 2021, Former Minister Barilaro, as the then responsible State Member of the Commonwealth-New South Wales Offshore Petroleum Joint Authority (the Joint Authority), wrote to the Commonwealth member, the Hon, Keith Pitt, MP, Minister for Resources with his recommendation that the Joint Authority should refuse the application dated 23 January 2020.
14. On 16 December 2021, the Joint Authority issued a Notice of Intention to Refuse (NOIR) the application. The reasons given for the intended refusal were:
 - The *Offshore Petroleum Exploration Guideline: Work-bid* (the Guideline) describes circumstances which usually constitute *force majeure*; the Applicant has not provided sufficient information to meet the *force majeure* criteria and therefore it should not be treated as such. The internal company issues quoted by the Applicant are common risks in the industry and do not support reasons for a suspension and extension of the conditions on the title. Corporate restructuring is also not grounds for failing to carry out activities under a petroleum exploration permit within the approved period.
 - The Joint Authority is not satisfied the Applicant has, or will have, access to adequate financial resources to allow it to fulfil obligations under the title conditions. Through the response dated 6 August 2020 to a Request for Further Information (the RFI), the Applicant indicated that its intention is to undertake capital raising activities by entities within its corporate structure, and then rely on these funds. Through the RFI, the Applicant also indicated that it also intends to rely on tax credits. The Joint Authority does not consider that there is sufficient certainty that the capital raising activities will provide the funding required to progress the work program in a timely manner and in the timeframe of the permit conditions.
 - The Joint Authority also considered the public interest in this permit, including taking into account the high levels of community opposition to the

application.

15. On 11 January 2022, the Applicant requested a 21 day extension to respond to the NOIR, citing difficulty in seeking legal advice over the Christmas period when law firms are not available.
16. On 13 January 2022, the Commonwealth member of the Joint Authority wrote to the responsible State Minister conveying the decision to grant the Applicant a 7 day extension to provide sufficient procedural fairness.
17. On 13 January 2022, this decision was conveyed to the Applicant via NOPTA.
18. On 22 January 2022, the Applicant responded to the NOIR. The response did not include any:
 - Further information to support the request for a suspension and extension on the grounds of *force majeure*
 - Documentary evidence to support statements made in relation to the financial resources available to the company
 - Additional financial information for the purposes of demonstrating that Asset can raise the finances required to complete the work required within PEP-11.
19. The Applicant's 22 January 2022 response is discussed further below.
20. On 31 January 2022, NOPTA provided further advice to the Joint Authority addressing the information provided by the Applicant in response to the NOIR.

Suspension, extension and variation application

21. On 23 January 2020, the Applicant applied for a secondary work program variation and a 24 month suspension of Permit Year 4 work program, with a corresponding extension to the permit term.
22. The current work program is below:

| Year | Start date | End date | Activity | Indicative expenditure (\$A) |
|-------------|-------------------|-----------------|--|-------------------------------------|
| 1 | 13/08/2012 | 12/08/2013 | 2000 km seismic reprocessing, Geotechnical studies | 250,000 |
| 2 | 13/08/2013 | 12/02/2019 | 200 km 2D seismic survey Geotechnical studies | 2,000,000 |
| 3 | 13/08/2015 | 12/02/2019 | Geotechnical studies | 350,000 |
| 4 | 13/02/2019 | 12/02/2020 | One exploration well | 15,000,000 |
| 5 | 13/08/2020 | 12/02/2021 | 500 km ² 3D seismic survey | 3,500,000 |

23. The secondary work program variation is to replace the acquisition of 500 km² of 3D seismic data in Permit Year 5 with post well studies.

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24. The Applicant requested an additional 24 months due to a change to the executive board in 2019, which had the effect of changing the exploration strategy of the permit. The new executive board have prioritised drilling of an exploration well over acquisition of seismic data prior to drilling. Priorities were reversed for the previous executive board. The Applicant also claimed that ongoing legal and regulatory issues in relation to the conduct of companies in the group structure have impacted the Applicant.
25. The Applicant describes these as *force majeure* circumstances. The change in the executive board resulted from a dispute with MEC Resources Ltd, who have a 48.2% non-controlling share of Advent Energy which wholly owns Asset Energy. Asset Energy claims that the legal matters relating to this dispute have caused significant delays to completion of the work program.
26. In the Applicant's letter attaching the application, dated 14 January 2020, the Applicant outlines the merits of the proposed variation as follows:

“The drilling program is one of substantial community benefit

- The east coast gas market issues have not been resolved
- Advent now has the opportunity to drill this area in the PEP 11 offshore Sydney Basin next year
- The legal issues that have delayed this project for over three years have now been settled
- The Sydney Basin is a proven hydrocarbon basin with excellent potential for further discovery of natural gas. The offshore Sydney Basin contains all of the elements seen in other producing world class petroleum basins, including Prospective Resources of 5.7 TCF (PS0) in structural targets.
- Success in the drilling of this well offers a solution to the East Coast gas supply limitations.
- Advent has support in this project from substantial industrial gas consumers”

27. Advent Energy has expressed interest in exploration opportunities in offshore NSW for carbon capture and storage for which they see as beneficial to reaching Net zero emission by 2050. NOPTA has advised Asset Energy that they could explore for greenhouse gas storage formations and injection as part of their petroleum operations as long as the work program of the title to explore for petroleum is undertaken.
28. On 4 February 2021, Asset Energy submitted a second 24 month suspension and extension application (in addition to the current application seeking 24 months) citing delayed decision-making on the first application and the impacts from the

COVID-19 pandemic as reasons. NOPTA will provide advice on this application following a decision on the application of 23 January 2020.

NOPTA's Advice

Suspension and extension

29. On 29 April 2020, NOPTA assessed the application of January 2020 against the requirements of the OPGGS Act and the policy of the Joint Authority, as set out in the *Offshore Petroleum Exploration Guideline: Work-bid* (the Guideline). Following a request from the Joint Authority delegates, NOPTA also assessed the financial capacity of Asset Energy based on publicly available information.
30. While NOPTA did not consider the Applicant's internal board issues and dispute with parent company MEC Resources Ltd as a *force majeure* circumstance in accordance with the Guideline, NOPTA accepted that these issues have impacted on the direction of the exploration strategy and timing to plan and drill a well.
31. Specifically, the previous board originally applied to vary the 3D seismic survey from Year 5 to Year 4 so that it occurred prior to the exploration well. This application was withdrawn once the new board was in place to prioritise the exploration well over the acquisition of the seismic data. By this time, Asset Energy had entered Year 4 in which work program commitments for that year become guaranteed, with only four months to drill the exploration well. As such NOPTA was of the opinion that there was merit in allowing additional time to enable drilling.
32. NOPTA also considered that the Applicant had provided reasonable supporting evidence that it had been progressing plans to complete the exploration well and that the COVID-19 pandemic had affected efforts to finalise a rig contract. The Applicant stated that it had been in communication with rig operators, but had not reported signing of a contract. NOPTA advised that it was reasonable that the Applicant had not committed to a contract at the current time with respect to drilling and preparation of an environment plan prior to receiving a decision on this application.
33. Following the NOPTA assessment, on 13 January 2021, media reported Advent Energy Pty Ltd (for which the Applicant is a subsidiary company) had signed a well services agreement with a global specialist to look at engaging a rig for the drilling of the exploration well.
34. NOPTA considered the suspension and extension of time requested (initially 24 months) as lengthy. However the Applicant had allowed for six months for the Joint Authority to make a decision based on previous application considerations. NOPTA suggested that it would be reasonable to expect the Applicant to meet

with them to discuss progress towards obtaining relevant approvals and contracting within 12 months.

Variation

35. NOPTA considered the proposed variation to replace 500km² of seismic acquisition in Year 5 with post well studies to be reasonable and in accordance with the OPGGS Act.

Financial capacity

36. There is currently no legislative provision which requires an assessment of financial capacity or a fit and proper person test in relation to suspension, extension and variation applications. However, neither section 264 nor section 265 prescribe the particular matters that the Joint Authority must take into account in making a decision to refuse or approve an application. The Department considers that it is open to you to take into account the Applicant's financial capacity to meet the work program commitments and comply with the requirements of the permit.
37. On 6 August 2020, the Applicant provided information in response to a Joint Authority request for further information on viable future funding options available to the Applicant to fund upcoming work program commitments (Attachment M), where it was proposed that the bulk of fund raising would come via share capital. The Applicant outlined the entities and sources of the proposed capital raising.
38. As outlined above, the Joint Authority notified the Applicant that it intended to refuse the Application on 16 December 2021, for reasons including that the Joint Authority was not satisfied the Applicant has or will have access to adequate financial resources. The Applicant rejected this as a reason for refusal in its response, stating that capital-raising by multiple related corporate entities had been successful.
39. On 3 February 2021, BPH Energy, the controlling entity of Advent Energy (the 100% owner of the Applicant), announced that it had raised \$9 million from the issue of shares. In an ASX announcement it was stated that the \$5.75 million of this will be used by BPH to invest in Advent Energy Limited, and subsequently used to progress well-planning, engineering and environmental approvals for the drilling of the Baleen target within PEP-11.
40. It is unclear exactly how much of the funds will be formally passed through to the Applicant, the titleholder of PEP-11.
41. On 31 January 2021, NOPTA provided further advice to the Joint Authority addressing the Applicant's response to the NOIR. NOPTA noted that the titleholders have raised in excess of \$13.5 million since September 2020,

demonstrating an ability to raise capital. However, NOPTA stated that no evidence was provided demonstrating that the Applicant currently had financial resources available to fulfil the work program obligations required by the title conditions.

42. In particular, NOPTA noted that BPH is currently in a trading halt pending an announcement in relation to a farm-in partner. Prior to a previous trading halt being instigated in February 2021, the market had seen rapid fluctuations to the share price. The Applicant, through its monthly reporting, has advised that they are seeking farm-in partners, however have not advised they have been successful to date.

Advent Energy Pty Ltd related companies

43. The Applicant is a wholly owned subsidiary of Advent Energy Pty Ltd (Advent Energy). Several companies hold interests in Advent Energy Pty Ltd, including the ASX listed BPH Energy Ltd and MEC Resources Ltd. BPH Energy hold a controlling interest in Advent Energy, with MEC Resources holding a non-controlling interest in Advent Energy of 48.2 per cent.

The Applicant's progress with preparations to drill exploration well

44. The Applicant has continued to publicly promote the potential prospectivity within the PEP-11 permit. BPH Energy Ltd (the parent company of Asset Energy Pty Ltd) has released the following ASX announcements regarding PEP-11:
- On 5 July 2021, the Applicant announced it had issued a tender for the provision of conductor and surface casing and associated services.
 - On 31 May 2021, the Applicant issued a call for tender for the provision of subsea wellhead equipment, materials and associated services for the Baleen drilling program.
 - On 25 May 2021, the Applicant referred to the appointment of the s 22 Group to prepare the Environment Plan for the exploration well drilling program for submission to NOPSEMA.
 - On 16 May 2021, the Applicant announced following a review of research reports published by Geoscience Australia in 2006 and 2008, their understanding of the prospectivity for the PEP-11 permit has been improved.
 - On 8 April 2021, the Applicant confirmed the receipt of a "Basis of Well Design Report" for the Baleen exploration well from Add Energy (a consultancy firm specialising in engineering services)

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- On 16 September 2021, the Applicant issued a letter of intent to award a contract to provide conductor and surface casing plus associated services for the planned exploration well.
- On 30 September 2021, BPH Energy issued to the ASX, a copy of the presentation Dr Peter Cook gave to the ANZ Carbon Capture, Utilization and Storage Forum on the Applicant's plans to use the SeaBlue-1 gas well in PEP-11 to cost-effectively appraise the carbon storage potential of the offshore Sydney Basin.

Community opposition

45. Significant public opposition to the existence of the PEP-11 permit continues. Two bills were introduced into Parliament in 2021 to prevent any exploration within the permit. These include:
 - The 'Offshore Petroleum and Greenhouse Gas Storage Amendment (Stopping PEP11) Bill 2021' sponsored by Zali Steggall OAM MP, the Federal Member for Warringah and
 - The 'Offshore Petroleum and Greenhouse Gas Storage Amendment (Fight for Australia's coastline) Bill 2021' sponsored by Senator Peter Whish-Wilson, Senator for Tasmania
46. Other notable opposition includes:
 - Local members have spoken against the PEP-11 permit and work program and called for a ban on oil and gas exploration offshore Sydney.
 - A Change.org petition was active in July - "Stop PEP11 and save our coast" with media reporting the petition had received 50,000 signatures.
 - Save our Coast, a community action group opposed to seismic testing and drilling in the PEP-11 permit area has organised a number of local protests and national petitions against PEP-11.
 - Independent MP Zali Steggall has backed the group's action, and tabled a petition in Parliament on 6 February 2020, opposing seismic and drilling activities off the New South Wales coast.
 - Newcastle City Council and Central Coast Council have passed motions opposing offshore exploration off the coast of New South Wales.
 - The Surfrider Foundation organised 'paddle out' protests against PEP-11 along the Sydney and Central Coasts over three consecutive weekends from 17 April 2021. The first protest attracted around 250 surfers.
 - Save our Coast and the Surfrider Foundation have organised 'virtual Town Hall' meetings against PEP-11 over three consecutive days from 17 August

2021. Organisers state the meetings will inform the community of “the threat of gas rigs along our coast, and how we can stop it”.

47. In response to the NOIR, the Applicant claimed that high levels of community opposition revolve around ‘misleading statements’ of groups such as the Surfrider Alliance and various Ministers. The Applicant noted that a purported 60,000 signature petition was rejected by Federal Parliament as not meeting the required Parliamentary standard. The Applicant also refers to the joint media release of 16 December 2021, stating that this media release omits certain information such as how Newcastle is one of the main coal export ports in the world.
48. The Applicant states that community opposition to PEP 11 could weaken Australia’s energy independence. The Applicant also states that there is community support for such projects.

Applicant’s response to NOIR

49. In its response to the NOIR dated 22 January 2022, in addition to refuting the three matters raised in the NOIR, the Applicant submitted that:
- The application was validly submitted and the Applicant provided additional information when required
 - Refusal of the application would be contrary to the 2020 NOPTA recommendations
 - The Applicant has submitted their monthly technical assessment reports and other reports in a timely manner
 - The Applicant has paid all annual levy fees
 - The Applicant has a legitimate expectation that they could proceed with such matters as sourcing a rig to test drill for natural gas, in circumstances where the Commonwealth had not issued any notice of breach of any conditions of PEP 11
 - The Applicant has demonstrated that they have funded bona fide work to obtain relevant environmental and safety case approvals
 - A refusal of the application is unprecedented absent serious breaches of environmental and safety regulations, which have not occurred
 - The Applicant has demonstrated its ability to comply with environmental safety and reporting obligations.

Decision options

(1) *OPTION A: Refuse the application*

50. You may propose to refuse the application and notify the NSW Minister of the decision you think should be made on the matter.
51. The Department considers that it would be open to you, taking into account the information outlined in the decision brief and attachments, to refuse the application for the following reasons:
 - a) The Guidelines describe circumstances which usually constitute *force majeure*; the application by the Applicant has not provided sufficient information to meet those criteria and therefore no *force majeure* has occurred. While company legal disputes are not considered a *force majeure* event, you may still take into account that unclear company structure and a significant change in exploration strategy has affected the Applicant's timelines. Nevertheless, you may determine that this does not justify approval of the application, taking into account that:
 - i. The internal company issues quoted by the Applicant in its application are common risks in the industry and do not support reasons for a suspension and extension of the conditions on the title.
 - ii. The commercial circumstances cited by the Applicant as reasons for delays are another relevant consideration, but it does not constitute *force majeure* as defined in the Guideline. The Applicant has had adequate time to progress its work program, with a total of 54 months of suspension and 42 months of extension approved since the renewal of the permit in 2012.
 - iii. Corporate restructuring is also not grounds for failing to carry out activities under a petroleum exploration permit within the approved period. The requirement to comply with obligations under the OPGGS Act continues to apply at all times, including if there are issues or changes occurring at Board and/or parent company level. The occurrence of corporate transactions or internal corporate restructuring does not override the titleholder's statutory obligations under the OPGGS Act, and should not interfere with the titleholder's ability to meet those obligations.
 - b) There is uncertainty as to whether the Applicant has, or will have, access to adequate financial resources to allow it to fulfil obligations under the title conditions.
 - i. Through the response dated 6 August 2020 to a Request for Further Information, the Applicant indicated that its intention is to undertake capital raising activities by entities within its corporate structure, and then rely on these funds. Whilst the Applicant has raised some funds, there is a considerable shortfall in what is required to fund the proposed activities.

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- ii. Via the response to the Notice of Intention to Refuse dated 22 January 2022, the Applicant notes that capital is often sourced in offshore exploration from farm in partners. However, the Applicant has not provided any evidence to suggest that there is interest in or agreement to enter a farm in arrangement by a third party.
 - iii. Through its response to the RFI, the Applicant indicated it also intends to rely on tax credits. This is not considered to be a suitable funding source for operations as any tax credits would be rebated after the monies have been expended by a company.
 - iv. While the Applicant has met the conditions of the permit to date in relation to work program commitments, there is insufficient certainty that the Applicant will acquire sufficient funding required to progress the work program in a timely manner and in the timeframe of the permit conditions.
- c) There are high levels of community opposition to this application. Local community members have cited risks to mental health, concerns over environmental impacts and negative economic consequences for local tourism which would create even further difficulties in an industry struggling to recover from the impact of the COVID pandemic. Noting that the Applicant has disputed the community opposition to the application and stated that community opposition to PEPs could weaken Australia's energy independence, it would be open to you to find that the application should nevertheless be refused.
- i. You have previously stated in a media release dated 16 December 2021: "Gas is an important part of Australia's current and future energy mix, but this is not the right project for these communities and pristine beaches and waters".
 - ii. Australia's energy independence is supported by a focus on other key locations including through a \$220 million commitment to the Beetaloo Strategic Basin and \$15.7 million in support for the North Bowen and Galilee Basins. Similarly the Government's Future Strategic Basin Plans will also accelerate gas development in other strategically important gas basins around the country, helping to support the gas-fired recovery that is crucial to Australia's post-COVID economy.
- d) Although the Applicant has not committed environmental or safety breaches, this is not the only reason why an application may be refused.
- e) While the Applicant claims that the drilling program will be of substantial community benefit, including because the project could offer a solution to East Coast gas supply limitations, on balance, the application should be refused for the reasons above. It is noted that the Australian Energy Market Operator's 2021 Gas Statement of Opportunities projects that there is now sufficient supply to address previous near-term shortfall forecasts. Similarly

the Australian Competition and Consumer Commission's Gas Inquiry 2017-2025 Interim Report has found that the supply outlook is finely balanced, there should be sufficient gas to meet domestic and contracted LNG export demand.

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54. If you decide to refuse this application, you will need to send a letter to the Hon Paul Toole MP, Minister for Regional New South Wales, and Minister for Regional Transport and Roads as the NSW member of the Joint Authority advising him that, under section 59 (3) of the OPGGSA, that you propose to refuse the application under sections 264 and 265, and that Minister Toole has 30 days in which to respond. After 30 days, if Minister Toole does not respond, you can proceed to make a decision on the matter. If Minister Toole responds within the 30 day time period with a decision to refuse the applications, then the decision is final at that time. DISER will liaise with the NSW Department to ensure Minister Toole is aware of these next steps.
55. Note that the titleholders have also submitted a further suspension and extension application on 4 February 2021, which NOPTA will assess once a decision is made on the first application dated January 2020.
56. To ensure that a decision is made in a timely manner, it is recommended that you notify NSW of your **proposed** decision on the application in accordance with section 59(3) of the Act. Once the period of 30 days expires, it is only at that point in which you can make and communicate your **final** decision on the suspension, extension and variation application of 23 January 2020.
57. At this point, the permit will remain active due to the suspension and extension application submitted by the titleholder on 4 February 2021. The entire process in reaching a decision for this application will need to be repeated.
58. The titleholder is able to submit further applications for suspensions and extension up until the point that the application submitted on 4 February 2021 is finally refused.

SENSITIVE: SUBJECT TO LEGAL PROFESSIONAL PRIVILEGE

59. In the case that the titleholder maintains their two existing applications that have been submitted to NOPTA (of 23 January 2020 and 4 February 2021), and both applications are refused (after the appropriate period of affording procedural fairness), the permit will be valid for a further 2 months from the date of the final refusal, in accordance with section 265A(2)(a) of the Act. In this 2 month period, the applicant cannot submit a subsequent suspension and extension application. They can, however, submit applications for variations, exemptions, renewals or surrenders. Only these applications can be considered by the Joint Authority. Following the end of the two month period, the permit would expire.

Risk

60. The Applicant's current exploration program includes one exploration well and a 500km² 3D seismic acquisition, both due by 12 February 2021. If the suspension and extension application is not approved, the permit will have expired. This situation has arisen as a consequence of the passage of time between their original application (January 2020) and the conclusion of the decision making process (anticipated to be February 2022).
61. If the Joint Authority were to make an adverse decision 22 months after NOPTA's original advice was received on the first application, and an adverse decision on the second application, this would mean the PEP-11 permit term has ended (12 February 2021) and section 265A of the Act would be triggered to allow the permit to run for two months from the notice of refusal, or a longer period if the Joint Authority allows, however the titleholder cannot apply for any further suspensions during this time. The Applicant may regard this as an unreasonable position to be placed in noting that all work to date has been completed, and the titleholder is progressing with capital-raising to fund the future work program without certainty of title.
62. The Applicant has the right to file an application to the Federal Court for judicial review under the *Administrative Decisions (Judicial Review) Act* (ADJR Act) and/or section 39B of the *Judiciary Act 1903*. Judicial review is quite different to a merits review. Judicial review requires a court to determine whether an administrative decision was made according to law. It does not involve a re-hearing of the original matter, and the court will not consider the merits of the arguments put to the original decision maker. However, the court will consider the lawfulness of the process by which the decision was made, including whether relevant matters have been taken into account and whether procedural fairness has been given to the Applicant. The delay in decision making for this application may make it more likely that the Applicant will bring such a challenge.

SENSITIVE: SUBJECT TO LEGAL PROFESSIONAL PRIVILEGE

63. The Commonwealth has been challenged on a suspension and extension application previously which took nearly one year to settle and at significant cost. On 12 July 2019, Pathfinder Energy Pty Ltd filed an application in the Federal Court of Australia for judicial review of decisions by the delegates of the Commonwealth-Western Australia Offshore Petroleum Joint Authority to refuse suspension and extension applications concerning two exploration permits (WA-487-P and WA-479-P) which had subsequently expired. This case went to mediation and was settled out of court, however, the Commonwealth was ordered by the court to remake the decisions. Pathfinder's basis for the legal claim was that the decision makers had applied the Guideline inflexibly as to matters relating to commercial risks and *force majeure* – with the presiding Judge noting that “it is established practice that any decision maker must not apply any policy inflexibly without regard to whether the particular circumstances may justify a departure from policy”.

s 42

(2) *OPTIONS B and C: Approval*

65. As the responsible Commonwealth Minister of the Joint Authority, you can use your powers under section 59(3) to propose to make a decision to approve either a **24 month** suspension (option B) or a **36 month** suspension (24 months as requested, with an additional 12 months granted at the discretion of the Joint Authority) (Option C) of Permit Year 4 and corresponding extension of the permit term and vary permit Year 5 to replace 500km² of seismic acquisition for post well studies.
66. The Applicant requested a 24 month suspension and extension period, in the anticipation that 18 months would be sufficient to meet its needs (as Asset Energy accounted for a six month period for the Joint Authority to make a decision). A 36 month suspension and extension would mean permit year 4 would end on 12 February 2023 and the permit term would end 12 February 2024. This should provide time (approximately 12 months) to gain an accepted Environment plan and complete their exploration well. On average, it takes approximately 4 months to obtain an approved environment plan once submitted

SENSITIVE: SUBJECT TO LEGAL PROFESSIONAL PRIVILEGE

to NOPSEMA, however, noting the high levels of opposition, any consultation with stakeholders in preparation of the environment plan will be significant and likely to take further time.

67. The Department considers that it would be open to you, taking into account the information outlined in this decision brief and attachments, to approve the application for the following reasons:

- The titleholders have met the conditions of the permit to date in relation to work program commitments;
- The permit term was due to expire on 12 February 2021 and as such, means the current work program cannot be completed within the permit term. Further time to allow for the decision-making process would provide a realistic timeframe for the company to complete their work;
- While the titleholders do not currently have the funds to carry out the work program, they have raised \$5.75 million (through a parent company) to date which has been stated in an ASX announcement (3 February 2021) as being for the purposes of drilling the Baleen prospect within PEP-11. This is not a unique situation to exploration companies and it is anticipated that the titleholders would be able to raise the capital required once an approval has been granted;
- Whilst there is a high level of community opposition, current government policy is centred around a gas-led recovery from the COVID pandemic. Approval of this application would align with current priorities and exploration activities need to be undertaken to ensure relevant opportunities are explored to enable the growth and stability of the gas market and industry, particularly on the east coast of Australia.
- While company legal disputes are not considered in the current Guideline to be considered as a *force majeure* event, unclear company structure and significant change in exploration strategy has clearly affected timelines and these are valid considerations when deciding on the current application.
- To address concerns of pace of exploration, the department recommends that, if you make this decision you re-state (in the attached letter) the condition that the titleholders continue to provide monthly reports to NOPTA. It is recommended that if the Joint Authority approves this application the following condition applies:

1. That the titleholders are to:

- provide NOPTA with monthly reports, due from the date of this approval,
- meet with NOPTA every six weeks, from the date of this approval,

to provide an update to outline the titleholders progress in meeting their work program commitments and their steps taken to fund their work program.

68. In addition, it is recommended that the Joint Authority convey the following expectations to the Applicant via NOPTA;
- That the titleholders meet with the National Offshore Petroleum Safety and Environmental Management Authority one month after the approval of this application and discuss the titleholders approach to the development of an Environment Plan, noting the important role that stakeholder engagement plays in this process.
 - That the titleholders have submitted their Environment Plan for the exploration well commitment to the National Offshore Petroleum Safety and Environmental Management Authority at least six months prior to the end of the suspended Permit Year 4.
 - The registered titleholders must demonstrate that they possess the financial means to undertake the guaranteed work program commitments for any further suspension and extension applications to be considered, in accordance with subsections 571(2) and 571(3) of the Act.

Risk

69. There will likely be significant public concern about and opposition to any decision to approve from politicians and community groups that oppose any activity within PEP-11 particularly given that it was made public that the Joint Authority has communicated their intention to refuse the application. Details of opposition to date is noted above. A decision to offer the suspension and extension may also frustrate relationships with NSW Minister Toole. However, the Joint Authority has given the titleholder a right to explore by granting of the title and must consider the application on its merits.
70. On 4 February 2021, the Applicant made another application for an additional 24 month suspension of permit year 4 and corresponding extension of the permit term. The Applicant states that the delay in decision making (12 months) has impacted their work going forward. They are also claiming that the COVID-19 pandemic has impacted the company, in particular the oil price crash and ability to capital raise. This application was submitted under the flexibility for exploration companies announced by you in April 2020.
71. If additional time is not provided now, the second suspension and extension application will need to be carefully considered, given the delays to the decision on the first application. Should a secondary application be approved so soon after the current application, it is likely to generate significant opposition from and concern in the community. If, however, further time was provided now,

then it would allow for a stronger argument to refuse the second application, or the Applicant may consider withdrawing their application.



14 January 2020

s 47F

Assistant Manager, Titles
National Offshore Petroleum Titles Administrator
GPO Box 4634
MELBOURNE VIC 3001

Dear Nadine

Re: PEP 11 Offshore Sydney Basin
Application for Extension and Variation of Work Commitment

This letter is provided further to the application of 24 December 2019. Asset Energy Pty Ltd as Operator of the PEP11 JV hereby applies for Variation and Suspension of the conditions of the PEP11 permit and applies for a corresponding extension to the PEP11 term. The amended application is attached.

The registered holders also respectfully request that NOPTA grant an extension of the end date period for the well commitment until 12 August 2021 to allow the joint venture headroom to complete the well. In the interim this year the JV will continue its confirmation for rig availability (and regulatory approvals) in the east coast market, noting that the joint venture previously drilled in 2010/2011 after considerable search for a rig. The amended application reflects both the 18-month suspension and extension and the sequential impact of this on the year 5 program now taking this to 12/08/2022

The Joint Venture partners request that the 3D Seismic program be varied out and replaced with post well studies. The application has been varied to reflect this.

Asset Energy has demonstrated its commitment to the ongoing exploration of the permit, through the 2018 acquisition of the 205 km Baleen 2D HR Seismic Survey. The data has been processed and interpreted during the second half of 2018.

Control of the Operator was under MEC Resources Ltd for some years and funding for the RL Energy Pty Ltd 3D Seismic Survey did not eventuate. Now control has reverted to our companies we have by mutual consent terminated the 3D Seismic option which was an encumbrance on the title.

Asset Energy Pty Ltd
ABN 16 120 013 390
PO Box 882, West Perth WA 6872
Suite 2, Level 3, 1111 Hay Street, West Perth 6005, Western Australia
T: +61 8 9200 6190 F: +61 8 9200 6193



This reversal is designed to move on to a drill test and also noting the potential objections to conducting a large 3D Seismic Survey in the area SE of the Port of Newcastle.

Misconduct and legal matters - Force Majeure

There have been ongoing legal and regulatory issues in relation to the conduct of Advents parent entity MEC Resources Ltd. The Takeovers Panel has, on 16 12 2019, recommended to ASIC matters for further investigation. Each of the MEC matters has directly impacted Advent and in turn Asset Energy Pty Ltd. These matters are being resolved and will not prevent Asset from its compliance but have affected timing. If required, further information can be provided to the Minister for the Force Majeure justification and to do so under the protection of the Whistleblower legislative provisions.

Merits of proposed Variation.

The drilling program is one of substantial community benefit

- The east coast gas market issues have not been resolved
- Advent now has the opportunity to drill this area in the PEP 11 offshore Sydney Basin next year
- The legal issues that have delayed this project for over three years have now been settled
- The Sydney Basin is a proven hydrocarbon basin with excellent potential for further discovery of natural gas. The offshore Sydney Basin contains all the elements seen in other producing world class petroleum basins, including Prospective Resources of 5.7 TCF (P50) in structural targets.
- Success in the drilling of this well offers a solution to the East Coast gas supply limitations.
- Advent has support in this project from substantial industrial gas consumers

We recognise the anticipated time the Joint Authority may require to consider this application, Therefore, we have included a request for suspension and extension of the permit terms and conditions to enable this time to be taken into account by the Joint Authority.

Yours sincerely,

s 47F

David Breeze

Director For and on behalf of the Joint Venture

Asset Energy Pty Ltd

Operator PEP11 JV

Asset Energy Pty Ltd
ABN 16 120 013 390
PO Box 882, West Perth WA 6872
Suite 2, Level 3, 1111 Hay Street, West Perth 6005, Western Australia
T: +61 8 9200 6190 F: +61 8 9200 6193

Request for variation and suspension or suspension and extension—petroleum exploration permit

Under Section 264 of the *Offshore Petroleum and Greenhouse Gas Storage Act 2006* (the Act).

In making an application please refer to the title instrument, Part 2.11 of the Act and the [Offshore Petroleum Exploration Guideline: Work-Bid](#) (the Guideline).

Title and titleholder details

| | | |
|--|-------------------------------------|--|
| Title number (A separate application is required for each title) | PEP11 | |
| Type of application | Variation, suspension and extension | |
| Variation type | Secondary work program | |

| Titleholder(s) (Company or individual name(s)) | ASIC ACN/ABN No: (if applicable) | Interest (%) (Must total 100%) |
|--|--|--|
| Asset Energy Pty Ltd | Click here to enter text. | 85 % |
| Bounty Oil and Gas NL | Click here to enter text. | 15 % |
| Click here to enter text. | Click here to enter text. | % |
| Click here to enter text. | Click here to enter text. | % |
| Click here to enter text. | Click here to enter text. | % |
| Click here to enter text. | Click here to enter text. | % |
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| Click here to enter text. | Click here to enter text. | % |
| Click here to enter text. | Click here to enter text. | % |
| Click here to enter text. | Click here to enter text. | % |

Eligible voluntary action (EVA)

| | |
|--|-----|
| Application made under a valid EVA Nomination (under subsection 775B(2) of the Act) | Yes |
|--|-----|

Note: All titleholders must sign the application form if not made under a valid Nomination (Form 6).

Refer to <http://www.nopta.gov.au/factsheets/eligible-voluntary-action-two-or-more-registered-holders.html>



Details of the proposed work program variation and suspension or suspension and extension

The titleholder(s) should outline only the permit year(s) to which the variation and suspension or suspension and extension applies and any effect on any subsequent years.

The primary term work program can be entered as individual years (e.g. 1, 2, 3) for permits granted prior to 1 June 2015 or as a block of years (e.g. 1–3) for permits granted after 1 June 2015 (or where the original primary term of a permit granted prior to 1 June 2015 has been changed to a block of years as a result of a variation application)—refer to the title instrument. For work program items proposed to be varied in, provide the indicative value of each proposed activity.

Additional rows may be added for multiple activities within a permit year(s).

| Year | Start date | End date | Activity quantity and unit | Activity description | Indicative value A\$ |
|------|------------|------------|----------------------------|---|----------------------|
| 4 | 13/02/2020 | 12/08/2021 | 1 | Exploration Well -Previously \$15,000,000 | \$20,000,000 |
| 5 | 13/08/2021 | 12/08/2022 | 1 | Post Well Studies | \$250,000 |
| | | | | Click here to enter text. | |
| | | | | Click here to enter text. | |
| | | | | Click here to enter text. | |
| | | | | Click here to enter text. | |
| | | | | Click here to enter text. | |
| | | | | Click here to enter text. | |

| | |
|-------------------------------------|---------|
| Length of suspension | 2 Years |
| Length of extension (if applicable) | 2 Years |

Consent of the Commonwealth Environment Minister

Titles that constitute a 'prior usage right' for the purposes of section 359 of the *Environment Protection and Biodiversity Protection Act 1999* (EPBC Act) will require consent from the Minister for the Environment before an extension can be granted by the Joint Authority—refer to the [Offshore Petroleum Guideline: Prior Usage Rights](#).

In these circumstances, a separate request form must be submitted electronically to Parks Australia, within the Commonwealth Department of the Environment and Energy, at: MarineParks@environment.gov.au.

| | |
|--|-----------------|
| If applicable, has the request form seeking consent to extend the duration of the permit been submitted to the Department of the Environment and Energy? (Leave blank if the title does not constitute a prior usage right) (Attach a copy of the consent request form submitted to the Department of Environment and Energy) | Choose an item. |
|--|-----------------|



Application Form

Applicant contact details

| | |
|---|--|
| Company name | Asset Energy Pty Ltd |
| Company address | 14 View St North Perth |
| Postal address (if not the same as above) | P O Box 317 North Perth WA 6906 |
| Primary contact name | David Breeze |
| Position held | Director |
| Phone | 08 93288711 |
| Email | david@grandbridge.com.au |
| Alternative contact name (if required) | Click here to enter text. |
| Position held | Click here to enter text. |
| Phone | Click here to enter text. |
| Email | Click here to enter text. |

Additional information requested

| Checklist | Description | Attached |
|-----------|---|-------------------------------------|
| 1 | Description of the variation and suspension or suspension and extension of conditions requested | <input checked="" type="checkbox"/> |
| 2 | Reason(s) for the application, a Gantt chart and supporting documentary evidence. Please refer to the Guideline for further information on documentary evidence in support of the application (e.g. Evidence of technical basis). | <input checked="" type="checkbox"/> |
| 3 | For prior use titles - if an extension has been requested - a copy of the consent request form submitted to the Department of the Environment and Energy. | <input type="checkbox"/> |
| 4 | Proof of payment of application fee (\$ 695L). | <input type="checkbox"/> |
| 5 | A statement of any other matters that the applicant wishes to be considered. | <input checked="" type="checkbox"/> |
| 6 | Figures in the text should be legible and should also be provided as separate files in an attached appendix at a resolution of at least 300 dpi. If applicable, seismic sections should be included with and without interpretation. | <input type="checkbox"/> |



Submission details

For an application to be considered validly made, and processing to begin, NOPTA requires the application to be submitted using this application form, signed by the appropriate applicant(s), and the fee to be paid.

One electronic copy in text search format of the application should be submitted to NOPTA by email to: titles@nopta.gov.au. Email attachments must not exceed 10MB in size. NOPTA uses a single service platform for its secure file transfer to allow clients to send large files securely to NOPTA. Please email titles@nopta.gov.au for assistance with this activity.

Applicants will receive a receipt letter from NOPTA informing them of the date that all the application requirements were met, which will be the date that the application is validly made.

For more details on the methods of payment, refer to <http://www.nopta.gov.au/cost-recovery-and-fees.html>.

For further details on how to submit your application please refer to <http://www.nopta.gov.au/forms/index.html>



Australian Government
National Offshore Petroleum
Titles Administrator

LEX 71731 - Document 2

Application Form

Signatures

Note: If multiple titleholders are signing please attach additional pages.

1. I am/ We are signing this form as either: *

- ☒ The Directors/Director and Secretary of an Australian registered company applicant.
- ☐ The Attorney appointed under a Power of Attorney of an Australian registered company applicant.
- ☐ The person/s authorised to sign to legally bind a Foreign registered company applicant (Including foreign companies registered with ASIC). ∞
- ☐ The Attorney appointed under a Power of Attorney of a Foreign registered company applicant. ∞

* Mark the applicable box.

∞ See the [NOPTA signature fact sheet](#) for information on required evidence of signing authority/powers of attorney for foreign registered companies.

2. I / We confirm that the information provided in this form is true and correct. Please note that giving false or misleading information is an offence under Part 7.4 of the Criminal Code Act 1995 (see in particular sections 136.1 and 137.1 of the Criminal Code).

A. If the applicant is an Australian registered company (copy for multiple applicants)

Executed by (insert full name of company including the ACN)

ASSET ENERGY PTY LTD.
ACN 120013390

As a Director/ Sole Director/ Secretary, in accordance with section 127 of the Corporations Act 2001 (Cth), by:

| | |
|--|--|
| Signature s 47F | Signature s 47F |
| Full name (block letters) DAVID LESLIE BREEZE | Full name (block letters) DAVID LESLIE BREEZE |
| Office held (Director/Sole Director/Secretary) DIRECTOR | Office held (Director/Secretary) * |
| Date 24/12/19 | Date |

* Record the applicable position held by the signatory. Section 127 of the Corporations Act 2001 provides that a company may validly execute a document with or without a common seal if the document is signed by: (i) two directors of the company; (ii) a director and the secretary of the company; or (iii) where the company is a proprietary company and has a sole director who is also the sole company secretary, that director.

OR As the holder of a Power of Attorney for an Australian Registered Company

I declare that I have a Power of Attorney authorising me to execute this Application on behalf of the Company named above, which has not been revoked as at the date of this Application.*

| | |
|--|--|
| Signature of holder of Power of Attorney | Signed in the presence of: signature of Witness |
| Full name of Attorney (block letters) | Full name and address of Witness (block letters) |
| Position | |
| Date | Date |



Australian Government
National Offshore Petroleum
Titles Administrator

Application Form

* A person signing as attorney for an Australian registered company must provide NOPTA with a copy of the Power of Attorney document for our records.





Australian Government
National Offshore Petroleum
Titles Administrator

LEX 71731 - Document 2

Application Form

OR B. If the applicant is a Foreign registered company (copy for multiple applicants)

EXECUTED BY

Full name of company:

Country of registration:

Registration number in country of registration:

Australian Registered Body Number (ARBN):

As person/s who can legally bind the Foreign Company, in accordance with the laws of the company's country of incorporation, by:

| | |
|--|--|
| <i>Signature</i> | <i>Signature</i> |
| <i>Full name (block letters)</i> | <i>Full name (block letters)</i> |
| <i>Office held (Director/Other) *</i> | <i>Office held (Director/Secretary/Other) *</i> |
| <i>Date</i> | <i>Date</i> |
| <i>(If required) Signed in the presence of: Signature of Witness</i> | <i>(If required) Signed In the presence of: Signature of Witness</i> |
| <i>Full name and address of Witness (block letters)</i> | <i>Full name and address of Witness (block letters)</i> |

* See the [NOPTA signature fact sheet](#) for information on the evidence required to be provided to NOPTA of the signing authority for foreign registered companies.

OR As the holder of a Power of Attorney for a Foreign Registered Company

I declare that I have a Power of Attorney authorising me to execute this Application on behalf of the Foreign registered Company named above, which has not been revoked as at the date of this Application.*[∞]

| | |
|---|---|
| <i>Signature of holder of Power of Attorney</i> | <i>Signed in the presence of: signature of Witness</i> |
| <i>Full name of Attorney (block letters)</i> | <i>Full name and address of Witness (block letters)</i> |
| <i>Position</i> | |
| <i>Date</i> | <i>Date</i> |

* A person signing as attorney for a foreign registered company must provide NOPTA with a copy of the Power of Attorney document for our records.
[∞] See the [NOPTA signature fact sheet](#) for information on required form/additional information to be provided for powers of attorney for foreign registered companies.



Australian Government
National Offshore Petroleum
Titles Administrator

Application Form

Request for variation and suspension or suspension and extension—petroleum exploration permit

Under Section 264 of the *Offshore Petroleum and Greenhouse Gas Storage Act 2006* (the Act).

In making an application please refer to the title instrument, Part 2.11 of the Act and the *Offshore Petroleum Exploration Guideline: Work-Bid* (the Guideline).

Title and titleholder details

| | | |
|---|-------------------------------------|--|
| Title number (A separate application is required for each title) | PEP11 | |
| Type of application | Variation, suspension and extension | |
| Variation type | Secondary work program | |

| Titleholder(s) (Company or individual name(s)) | ASIC ACN/ABN No: (if applicable) | Interest (%) (Must total 100%) |
|---|-------------------------------------|-----------------------------------|
| Asset Energy Pty Ltd | Click here to enter text. | 85 % |
| Bounty Oil and Gas NL | Click here to enter text. | 15 % |
| Click here to enter text. | Click here to enter text. | % |
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| Click here to enter text. | Click here to enter text. | % |

Eligible voluntary action (EVA)

| | |
|---|-----|
| Application made under a valid EVA Nomination (under subsection 775B(2) of the Act) | Yes |
|---|-----|

Note: All titleholders must sign the application form if not made under a valid Nomination (Form 6).

Refer to <http://www.nopta.gov.au/factsheets/eligible-voluntary-action-two-or-more-registered-holders.html>



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National Offshore Petroleum
Titles Administrator

Application Form

Details of the proposed work program variation and suspension or suspension and extension

The titleholder(s) should outline only the permit year(s) to which the variation and suspension or suspension and extension applies and any effect on any subsequent years.

The primary term work program can be entered as individual years (e.g. 1, 2, 3) for permits granted prior to 1 June 2015 or as a block of years (e.g. 1–3) for permits granted after 1 June 2015 (or where the original primary term of a permit granted prior to 1 June 2015 has been changed to a block of years as a result of a variation application)—refer to the title instrument. For work program items proposed to be varied in, provide the indicative value of each proposed activity.

Additional rows may be added for multiple activities within a permit year(s).

| Year | Start date | End date | Activity quantity and unit | Activity description | Indicative value A\$ |
|------|------------|------------|----------------------------|---|----------------------|
| 4 | 13/02/2020 | 12/08/2021 | 1 | Exploration Well -Previously \$15,000,000 | \$20,000,000 |
| 5 | 13/08/2021 | 12/08/2022 | 1 | Post Well Studies | \$250,000 |
| | | | | Click here to enter text. | |
| | | | | Click here to enter text. | |
| | | | | Click here to enter text. | |
| | | | | Click here to enter text. | |
| | | | | Click here to enter text. | |
| | | | | Click here to enter text. | |

Length of suspension 2 Years

Length of extension (if applicable) 2 Years

Consent of the Commonwealth Environment Minister

Titles that constitute a 'prior usage right' for the purposes of section 359 of the *Environment Protection and Biodiversity Protection Act 1999* (EPBC Act) will require consent from the Minister for the Environment before an extension can be granted by the Joint Authority—refer to the [Offshore Petroleum Guideline: Prior Usage Rights](#).

In these circumstances, a separate request form must be submitted electronically to Parks Australia, within the Commonwealth Department of the Environment and Energy, at: MarineParks@environment.gov.au.

If applicable, has the request form seeking consent to extend the duration of the permit been submitted to the Department of the Environment and Energy? (Leave blank if the title does not constitute a prior usage right)
(Attach a copy of the consent/request form submitted to the Department of Environment and Energy)

Choose an item.

Applicant contact details

Company name Asset Energy Pty Ltd
Company address 14 View St North Perth



Australian Government
National Offshore Petroleum
Titles Administrator

LEX 71731 - Document 2

Application Form

| | |
|---|--|
| Postal address (if not the same as above) | P O Box 317 North Perth WA 6906 |
| Primary contact name | David Breeze |
| Position held | Director |
| Phone | 08 93288711 |
| Email | david@grandbridge.com.au |
| Alternative contact name (if required) | Click here to enter text. |
| Position held | Click here to enter text. |
| Phone | Click here to enter text. |
| Email | Click here to enter text. |

Additional information requested

| Checklist | Description | Attached |
|-----------|---|-------------------------------------|
| 1 | Description of the variation and suspension or suspension and extension of conditions requested | <input checked="" type="checkbox"/> |
| 2 | Reason(s) for the application, a Gantt chart and supporting documentary evidence. Please refer to the Guideline for further information on documentary evidence in support of the application (e.g. Evidence of technical basis). | <input checked="" type="checkbox"/> |
| 3 | For prior use titles - If an extension has been requested - a copy of the consent request form submitted to the Department of the Environment and Energy. | <input type="checkbox"/> |
| 4 | Proof of payment of application fee (\$ 6951). | <input type="checkbox"/> |
| 5 | A statement of any other matters that the applicant wishes to be considered. | <input checked="" type="checkbox"/> |
| 6 | Figures in the text should be legible and should also be provided as separate files in an attached appendix at a resolution of at least 300 dpi. If applicable, seismic sections should be included with and without interpretation. | <input type="checkbox"/> |



Australian Government
National Offshore Petroleum
Titles Administrator

Application Form

Submission details

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One electronic copy in text search format of the application should be submitted to NOPTA by email to: titles@nopta.gov.au. Email attachments must not exceed 10MB in size. NOPTA uses a single service platform for its secure file transfer to allow clients to send large files securely to NOPTA. Please email titles@nopta.gov.au for assistance with this activity.

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For further details on how to submit your application please refer to <http://www.nopta.gov.au/forms/index.html>



Australian Government
National Offshore Petroleum
Titles Administrator

LEX 71731 - Document 2

Application Form

Signatures

Note: If multiple titleholders are signing please attach additional pages.

1. I am/ We are signing this form as either: *

- ☐ The Directors/Director and Secretary of an Australian registered company applicant.
☒ The Attorney appointed under a Power of Attorney of an Australian registered company applicant.
☐ The person/s authorised to sign to legally bind a Foreign registered company applicant (including foreign companies registered with ASIC).
☐ The Attorney appointed under a Power of Attorney of a Foreign registered company applicant.

* Mark the applicable box.

See the [NOPTA signature fact sheet](#) for information on required evidence of signing authority/powers of attorney for foreign registered companies.

2. We confirm that the information provided in this form is true and correct. Please note that giving false or misleading information is an offence under Part 7.4 of the Criminal Code Act 1995 (see in particular sections 136.1 and 137.1 of the Criminal Code)

A. If the applicant is an Australian registered company (copy for multiple applicants)

Executed by (Insert full name of company including the ACN)

BOUNTY OIL & GAS NL

As a Director/ Sole Director/ Secretary, in accordance with section 127 of the Corporations Act 2001 (Cth), by:

| | |
|---|---|
| Signature  s 47F | Signature  s 47F |
| Full Full | Full Full |
| Office held (Director/Sole Director) Director | Office held (Director/Secretary) * Company Secretary |
| Date 6 January 2020 | Date 6 January 2020 |

* Record the applicable position held by the signatory. Section 127 of the Corporations Act 2001 provides that a company may validly execute a document with or without a common seal if the document is signed by: (i) two directors of the company; (ii) a director and the secretary of the company; or (iii) where the company is a proprietary company and has a sole director who is also the sole company secretary, that director.

OR As the holder of a Power of Attorney for an Australian Registered Company

I declare that I have a Power of Attorney authorising me to execute this Application on behalf of the Company named above, which has not been revoked as at the date of this Application.*

| | |
|---|--|
| Signature of holder of Power of Attorney  | Signed in the presence of: signature of Witness  |
| Full name of Attorney (block letters) | Full name and address of Witness (block letters) |
| Position | |
| Date | Date |

* A person signing as attorney for an Australian registered company must provide NOPTA with a copy of the Power of Attorney document for our records.



Australian Government
National Offshore Petroleum
Titles Administrator

Application Form

OR B. If the applicant is a Foreign registered company (copy for multiple applicants)

EXECUTED BY

Full name of company:

Country of registration:

Registration number in country of registration:

Australian Registered Body Number (ARBN):

As person/s who can legally bind the Foreign Company, in accordance with the laws of the company's country of incorporation, by:

Signature

Full name (block letters)

Office held (Director/Other) *

Date

(If required) Signed in the presence of: Signature of Witness

Full name and address of Witness (block letters)

Signature

Full name (block letters)

Office held (Director/Secretary/Other) *

Date

(If required) Signed in the presence of: Signature of Witness

Full name and address of Witness (block letters)

* See the [NOPTA signature fact sheet](#) for information on the evidence required to be provided to NOPTA of the signing authority for foreign registered companies.

OR As the holder of a Power of Attorney for a Foreign Registered Company

I declare that I have a Power of Attorney authorising me to execute this Application on behalf of the Foreign registered Company named above, which has not been revoked as at the date of this Application. *¹⁰⁰

Signature of holder of Power of Attorney

Full name of Attorney (block letters)

Position

Date

Signed in the presence of: signature of Witness

Full name and address of Witness (block letters)

Date

* A person signing as attorney for a foreign registered company must provide NOPTA with a copy of the Power of Attorney document for our records.
— See the [NOPTA signature fact sheet](#) for information on required form/additional information to be provided for powers of attorney for foreign registered companies.



Australian Government
National Offshore Petroleum
Titles Administrator

7 August 2020

Ms Marie Illman
General Manager
Offshore Resources Branch, Resources Division,
Department of Industry, Science, Energy and Resources
GPO Box 2013
CANBERRA ACT 2601

Alluvion Building
Level 8, 58 Mounts Bay Road Perth WA 6000
GPO Box 7871, Perth WA 6850
www.nopta.gov.au

ABN 74 599 608 295

Via email to Petroleum.Exploration@industry.gov.au

Mr Michael Wright
Deputy Secretary
Mining, Exploration and Geoscience
Department of Regional New South Wales
PO Box 344
Hunter Region Mail Centre NSW 2310

Via email to titles.services@planning.nsw.gov.au

NEATS Ref: Z4NMT2

Dear Ms Illman and Mr Wright

**ADDITIONAL INFORMATION RELATING TO A VARIATION, SUSPENSION &
EXTENSION APPLICATION FOR PETROLEUM EXPLORATION PERMIT
NSW/PEP-11**

I refer to the application validly received on 23 January 2020 for a secondary work program variation and a 24 month suspension of the Permit Year 4 work program commitments, with a corresponding 24 month extension of the permit term, in relation to Petroleum Exploration Permit NSW/PEP-11 (PEP-11) under the *Offshore Petroleum and Greenhouse Gas Storage Act 2006 (the Act)*.

My advice with regards the application was provided to the Joint Authority on 29 April 2020 recommending approval of the application. On 2 July 2020 the Joint Authority via NOPTA requested further information (RFI) from the titleholders of PEP-11 in order to inform its decision (Attachment A).

On 6 August 2020, the titleholders responded by submitting ten documents including a covering letter. All submitted documents are attached herewith.

Please advise if you require NOPTA to provide any additional advice to the Joint Authority.

If you have any queries regarding this matter, please contact s 47F on
s 47F or titles@nopta.gov.au.

Yours Sincerely,

s 47F

Graeme Waters
Titles Administrator



Australian Government
National Offshore Petroleum
Titles Administrator

2 July 2020

Mr David Breeze
Director, Asset Energy Pty Ltd
PO Box 317
NORTH PERTH WA 6906

Alluvion Building
Level 8, 58 Mounts Bay Road Perth WA 6000
GPO Box 7871, Perth WA 6850
www.nopta.gov.au

ABN 74 599 608 295

By email to: david@grandbridge.com.au

NEATS Ref: Z4NMT2

Dear Mr Breeze

**REQUEST FOR FURTHER INFORMATION: VARIATION, SUSPENSION & EXTENSION
OF PETROLEUM EXPLORATION PERMIT PEP-11**

I refer to the application validly received on 23 January 2020 for a secondary work program variation and a 24 month suspension of the Permit Year 5 work program commitments, with a corresponding 24 month extension of the permit term, in relation to Petroleum Exploration Permit PEP-11 under the *Offshore Petroleum and Greenhouse Gas Storage Act 2006* (the Act).

In your 14 January 2020 letter, you addressed control of the operator (and the associated financial issues) and misconduct and legal matters – force majeure. Following a review of publically available information on these matters, we have not been able to confirm that Asset has a viable future funding strategy to meet its upcoming work program commitments for the period of suspension and extension sought.

The Commonwealth – New South Wales Offshore Petroleum Joint Authority has therefore requested further information to assist in making a final decision on the application to ensure that the proposed work within the permit can be funded.

Please provide details of Asset Energy's specific funding strategies (including key milestones and evidence of ability to raise funds through proposed methods) intended to fund the work program to be completed within the requested suspension and extension period.

If Asset Energy is reliant on the financial support of another party to complete the work commitments for the application, please also provide evidence of their written commitment to this venture, their most recent financial statements and evidence of their ability to raise the capital.

The requested information should be provided by **16 July 2020**.

If you have any queries regarding this letter, please contact **s 47F**
titles@nopta.gov.au.

or

Yours sincerely

s 47F

Graeme Waters
Titles Administrator

Cc: geo@bountyoil.com



6th August 2020

Mr Graeme Waters
Titles Administrator
National Offshore Petroleum Titles Administrator
GPO Box 7871
PERTH WA 6850
via email: s 47F @nopta.gov.au

**RE: REQUEST FOR ADDITIONAL INFORMATION: VARIATION, SUSPENSION
& EXTENSION OF PETROLEUM EXPLORATION PERMIT PEP-11**

Dear Mr Waters,

I refer to your letter of 2 July 2020 and am pleased to provide further information as requested below and attached

Funding Strategies.

Capital Raising program –This will occur through a multistage process. Capital will be raised through both ASX listed and unlisted securities offerings with the primary source to be BPH Energy Ltd. Bounty Oil and Gas NL holds a 15% interest in PEP 11 and the JV. Bounty confirms they will participate and fund the drilling for their 15% Joint Venture interest. It is also intended that independent funding will be sourced for the Geosequestration component .The ATO R and D rebate will underpin this source.

This funding process will follow our very successful capital raising strategy utilized at the time of Drilling New Seaclem well in PEP11 in 2010 when our group entities successfully raised over \$55,000,000 in a four phase stepped process the majority of which (\$34,000,000) was funded by BPH Energy Ltd.

As Managing Director I was directly responsible for the success of these capital raising program and have been in involved in successful capital raising of over \$300,000,000 for 70 plus companies in my public company and corporate career.

The PEP11 Baleen well funding will occur in sequential raisings linked to the well program through the following entities and sources

1. BPH Energy Ltd (ASX :BPH)

BPH as a listed public company is the controlling entity for Advent Energy Ltd (The 100 % owner of Asset Energy Pty Ltd.) The investment in Advent is the key focus of



BPH Energy and BPH has successfully raised and invested over \$34,000,000 in Advent Energy.

An initial \$2,868,000 capital raising is currently underway. BPH has just raised through a placement \$449,000 (confirmed ASX 23 07 2020) and has issued a prospectus (confirmed ASX 29 07 2020), to raise a further \$2,419,346,000. The prospectus confirms that an amount of \$2,000,000 from the BPH raising will be committed to the underwriting and funding of its investment in Advent Energy thereby increasing the BPH interest in Advent to 36 %.

A further \$12,000,000 will be raised for the drilling after approvals have been received from NOPSEMA. BPH has the capacity to raise a further rights issue pre drilling (and underwrite Advent) to fund a total investment of \$22,000,000.

2. Advent Energy Ltd

Raising in Advent will occur through a process of Pre IPO and IPO capital .Advent Energy has prepared an OIS Disclosure Document (Offer Information Statement) for registration with ASIC to raise up to \$4,000,000 prior to end 2020.This OIS will be issued immediately after completion and lodgement of the current 2019/2020 year end audited financial report. This audit process has commenced. BPH has as above confirmed it intention to invest \$2,000,000 in Advent towards funding of well planning, engineering, design, NOPSEMA permitting and drilling equipment procurement.

Two further funding rounds are planned for Advent. There will be a further pre-IPO funding round of \$12,000,000 and a final round at the time of IPO of a minimum \$22,000,000. The IPO is planned to occur in 2021 prior to drilling at Baleen.

3. Joint Venture Participation

Bounty Oil and Gas NL (ASX: BUY) as the 15 % Joint Venture Partner in the PEP11 project has confirmed it will commit to its share of drilling costs . Bounty is an oil producer committed to Australian operations with oil revenue of \$3,000,000 PA and an active onshore Australia drill program. Bounty is currently preparing a capital raising offer for release to the ASX directed to inter alia this drill test in PEP11.

Advent is also in discussions with several major corporates on JV participation. These discussion have been ongoing for the last nine months. There is strong interest in participation.

4. Gas Market Participants

Advent has held discussion with every significant gas market industrial customer on the eastern seaboard including s 22

. These



major gas market participants have indicated strong support for the PEP11 project as an alternative gas supply source. Contributory funding of the drilling has been discussed with these participants based on gas pre purchase contract based on industry precedents. Proposals for conditional supply of over 25 PJ per year have been provided to four of these groups based on the Strike precedent.

5. Geosequestration Funding

It is envisaged that the Baleen well will also be drilled as a Geosequestration research project. The Baleen well offers significant positive national environmental benefits evidenced by published CO2CRC research. The Offshore Sydney Basin offers a real opportunity to make a meaningful impact on the reduction of CO2 emissions through geo-sequestration. The NSW Sydney Basin region contains the largest number of stationary CO2 emission sources in Australia which contribute 34% of the total national emissions. CO2CRC research has indicated at least 2 TCF of CO2 storage may be feasible in the offshore Sydney Basin.

Funding is available for this component through multiple sources including (a) The Research and development (R&D) 43.5% refundable tax offset (b) The Coal Industry research and funding program Coal 21 Fund (c) The Federal Govt CCS funding program. It is noted that the Federal and NSW Governments have both allocated funding for Geosequestration research.

Capital raising capacity

At the time of Drilling New Seaclem well in PEP11 in 2010 our group entities successfully raised over \$55,000,000 to fund the drilling including: -

- Capital raised in BPH in 2009/2010 was \$15,890,231
- Capital raised in MEC in 2009/2010 was \$13,227,625
- Capital Raised in BPH in 2010/2011 was \$19,752,422
- Capital raised directly in Advent Energy in 2010 \$7,500,000

Evidence of our ability to raise the required capital is set out in the attached ASX announcements confirming these fund raisings.

- 7th April 2010 - Advent Energy Investment Update. (~\$14M)
- 12th April 2010 - Advent Energy Funding Update(\$7m)
- 3rd September 2010 - BPH Corp Ltd Non-Renounceable Rights Issue (~\$2.6 M)
- 20th December 2010 - BPH Energy Ltd – Increase Investment in Advent Energy Ltd. (~\$11.5 m)
- 20th December 2010 - Underwriting Details. (~\$14.4m)
- 12th October 2011 Annual Report BPH (Issued Capital \$50m)
- 24th July 2020 - Appendix 2A Application for quotation of Securities.
- 23rd July 2020 - Placement and Non-Renounceable Rights Issue. (~\$2.86M)



The market circumstances which existed at that time have been clearly evidenced again in current market activity of the ASX listed companies BPH and BUY. The current ASX price and volume trends are reflecting the same characteristics that occurred when PEP11 was drilled last time in 2010.

At the time of drilling the NewSeaclem well in PEP11 when we raised over \$55,000,000

- The combined market capitalisation of the ASX listed companies involved in the drilling including BPH and BUY rose from just over \$15m to over \$300m
- Liquidity, as evidenced by total shares traded as a proportion of issued capital, was amongst the highest of all companies on the ASX

The current market circumstances

- There has been a significant rerating of the listed entities involved in the PEP11 JV (BPH and BUY)
- Bounty share price is up over 400% in the last year
- The BPH share price is up over 140 % in the last year
- BPH shares traded in the last two months were over 60 % of the companies issued capital

As requested, I have attached a letter from BPH Energy Ltd committing to raise the amount of \$22,000,000 to fund the drilling program through Advent Energy (The 100% owner of Asset Energy).

Yours sincerely,

s 47F

David Breeze
 Director
 Asset Energy Pty Ltd
 Operator PEP11 JV
 For and on behalf of the Joint Venture

Appendix 2A

Application for quotation of +securities

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

If you are an entity incorporated outside Australia and you are seeking quotation of a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

Part 1 – Entity and announcement details

| Question no | Question | Answer |
|-------------|--|---|
| 1.1 | *Name of entity We (the entity here named) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules. ¹ | BPH Energy Limited |
| 1.2 | *Registration type and number <i>Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).</i> | ACN 095 912 002 |
| 1.3 | *ASX issuer code | BPH |
| 1.4 | *This announcement is <i>Tick whichever is applicable.</i> | <input checked="" type="checkbox"/> A new announcement <input type="checkbox"/> An update/amendment to a previous announcement <input type="checkbox"/> A cancellation of a previous announcement |
| 1.4a | *Reason for update <i>Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.</i> | |
| 1.4b | *Date of previous announcement to this update <i>Mandatory only if "Update" ticked in Q1.4 above.</i> | |
| 1.4c | *Reason for cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i> | |
| 1.4d | *Date of previous announcement to this cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i> | |

¹ Appendix 2A of the Listing Rules includes a warranty that an offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or 1012C(6) of the Corporations Act. If the securities to be quoted have been issued by way of a pro rata offer, to give this warranty, you will generally need to have lodged a cleansing notice with ASX under section 708AA(2)(f) or 1012DAA(2)(f) of the Corporations Act within 24 hours before the securities are offered (see ASIC Regulatory Guide 189 *Disclosure relief for rights issues*). If in doubt, please consult your legal adviser.

| | | |
|-----|----------------------------|--------------|
| 1.5 | *Date of this announcement | 24 July 2020 |
|-----|----------------------------|--------------|

Part 2 – Type of issue

| Question No. | Question | Answer |
|--------------|---|---|
| 2.1 | <p>*The +securities to be quoted are:</p> <p><i>Select whichever item is applicable.</i></p> <p><i>If you wish to apply for quotation of different types of issues of securities, please complete a separate Appendix 2A for each type of issue.</i></p> | <p><input checked="" type="checkbox"/> Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B</p> <p><input type="checkbox"/> Being issued under a +dividend or distribution plan</p> <p><input type="checkbox"/> Being issued as a result of options being exercised or other +convertible securities being converted</p> <p><input type="checkbox"/> Unquoted partly paid +securities that have been paid up and are now quoted fully paid +securities</p> <p><input type="checkbox"/> +Restricted securities where the escrow period has expired or is about to expire</p> <p><input type="checkbox"/> +Securities previously issued under an +employee incentive scheme where the restrictions on transfer have ceased or are about to cease</p> <p><input type="checkbox"/> +Securities issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer</p> <p><input type="checkbox"/> Other</p> |
| 2.2a.1 | <p>*Date of Appendix 3B notifying the market of the proposed issue of +securities for which quotation is now being sought</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B"</i></p> | 23 July 2020 |
| 2.2a.2 | <p>*Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B?</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".</i></p> | Yes |

| | | |
|----------|--|--|
| 2.2a.2.1 | <p>*Please provide details of the further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.2a.2 is "Yes".</i></p> <p><i>Please provide details of the proposed dates and number of securities for the further issues. This may be the case, for example, if the Appendix 3B related to an accelerated pro rata offer with an institutional component being quoted on one date and a retail component being quoted on a later date.</i></p> | 14,993,750 share options with an exercise price of \$0.05 and a term of 2 years, to be issued subject to shareholder approval at a meeting to be held on or around 31 August 2020. |
| 2.2b.1 | <p>*Date of Appendix 3A.1 lodged with ASX in relation to the underlying +dividend or distribution</p> <p><i>Answer this question if your response to Q2.1 is "Being issued under a dividend or distribution plan".</i></p> | |
| 2.2b.2 | <p>*Does the +dividend or distribution plan meet the requirement of listing rule 7.2 exception 4 that it does not impose a limit on participation?</p> <p><i>Answer this question if your response to Q2.1 is "Being issued under a dividend or distribution plan".</i></p> <p><i>Note: Exception 4 only applies where security holders are able to elect to receive all of their dividend or distribution as securities. For example, Exception 4 would not apply in the following circumstances: 1) The entity has specified a dollar limit on the level of participation e.g. security holders can only participate to a maximum value of \$x in respect of their entitlement, or 2) The entity has specified a maximum number of securities that can participate in the plan e.g. security holders can only receive securities in lieu of dividend payable for x number of securities.</i></p> | |
| 2.2c.1 | <p>Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code)</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as a result of options being exercised or other convertible securities being converted".</i></p> | |
| 2.2c.2 | <p>And the date the options were exercised or other +convertible securities were converted</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as a result of options being exercised or other convertible securities being converted".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the options was exercised or convertible securities was converted.</i></p> | |
| 2.2d.1 | <p>Please state the number and type of partly paid +securities (including their ASX security code) that were fully paid up</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been paid up and are now quoted fully paid securities".</i></p> | |

| | | |
|--------|--|--|
| 2.2d.2 | <p>And the date the +securities were fully paid up</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been paid up and are now quoted fully paid securities".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.</i></p> | |
| 2.2e.1 | <p>Please state the number and type of +restricted securities (including their ASX security code) where the escrow period has expired or is about to expire</p> <p><i>Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".</i></p> | |
| 2.2e.2 | <p>And the date the escrow restrictions have ceased or will cease</p> <p><i>Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the escrow restrictions has ceased or will cease.</i></p> | |
| 2.2f.1 | <p>Please state the number and type of +securities (including their ASX security code) previously issued under the +employee incentive scheme where the restrictions on transfer have ceased or are about to cease</p> <p><i>Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease".</i></p> | |
| 2.2f.2 | <p>And the date the restrictions on transfer have ceased or will cease:</p> <p><i>Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the restrictions on transfer has ceased or will cease.</i></p> | |
| 2.2g.1 | <p>Please state the number and type of +securities (including their ASX security code) issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p> | |

| 2.2g.2 | <p>*Please attach a document or provide details of a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms.</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p> | | | | | | | |
|-------------|---|---|---------------------------|-----------------------|--|--|--|--|
| 2.2g.3 | <p>*Are any of these +securities being issued to +key management personnel (KMP) or an +associate</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p> | | | | | | | |
| 2.2g.3.a | <p>*Provide details of the recipients and the number of +securities issued to each of them.</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer" and your response to Q2.2g.3 is "Yes". Repeat the detail in the table below for each KMP involved in the issue. If the securities are being issued to the KMP, repeat the name of the KMP or insert "Same" in "Name of registered holder". If the securities are being issued to an associate of a KMP, insert the name of the associate in "Name of registered holder".</i></p> <table border="1"> <thead> <tr> <th>Name of KMP</th><th>Name of registered holder</th><th>Number of +securities</th></tr> </thead> <tbody> <tr> <td></td><td></td><td></td></tr> </tbody> </table> | Name of KMP | Name of registered holder | Number of +securities | | | | |
| Name of KMP | Name of registered holder | Number of +securities | | | | | | |
| | | | | | | | | |
| 2.2h.1 | <p>*The purpose(s) for which the entity is issuing the +securities is:</p> <p><i>Answer this question if your response to Q2.1 is "Other".</i></p> <p><i>You may select one or more of the items in the list.</i></p> | <p><input type="checkbox"/> To raise additional working capital</p> <p><input type="checkbox"/> To fund the retirement of debt</p> <p><input type="checkbox"/> To pay for the acquisition of an asset [provide details below] (i) and (ii) below</p> <p><input type="checkbox"/> To pay for services rendered [provide details below] (iii) below</p> <p><input type="checkbox"/> Other [provide details below]</p> <p><i>Additional details:</i></p> | | | | | | |
| 2.2h.2 | <p>*Please provide any further information needed to understand the circumstances in which you are applying to have these +securities quoted on ASX, including (if applicable) why the issue of the +securities has not been previously announced to the market in an Appendix 3B</p> <p><i>You must answer this question if your response to Q2.1 is "Other". If there is no other information to provide, please answer "Not applicable" or "N/A".</i></p> | | | | | | | |
| 2.2i | <p>*Are these +securities being offered under a +disclosure document or +PDS?</p> <p><i>Answer this question if your response to Q2.1 is any option other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".</i></p> | No | | | | | | |

| | | |
|--------|---|--|
| 2.2i.1 | <p>*Date of +disclosure document or +PDS?</p> <p><i>Answer this question if your response to Q2.1 is any option other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.2i is "Yes".</i></p> <p><i>Under the Corporations Act, the entity must apply for quotation of the securities within 7 days of the date of the disclosure document or PDS.</i></p> | |
| 2.3 | <p>*The +securities to be quoted are:</p> <p><i>Tick whichever is applicable</i></p> | <p><input checked="" type="checkbox"/> Additional +securities in a class that is already quoted on ASX ("existing class")</p> <p><input type="checkbox"/> New +securities in a class that is not yet quoted on ASX ("new class")</p> |

Part 3A – number and type of +securities to be quoted (existing class or new class) where issue has previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "existing class" or "new class".

| Question No. | Question | Answer |
|--------------|-------------------------------------|------------|
| 3A.1 | *ASX security code & description | BPH |
| 3A.2 | *Number of +securities to be quoted | 29,987,500 |

Part 3B – number and type of +securities to be quoted (existing class) where issue has not previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is anything other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "existing class".

| Question No. | Question | Answer |
|--------------|--|--------|
| 3B.1 | *ASX security code & description | |
| 3B.2 | *Number of +securities to be quoted | |
| 3B.3a | *Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class? | |
| 3B.3b | <p>*Is the actual date from which the +securities will rank equally (non-ranking end date) known?</p> <p><i>Answer this question if your response to Q3B.3a is "No".</i></p> | |
| 3B.3c | <p>*Provide the actual non-ranking end date</p> <p><i>Answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "Yes".</i></p> | |
| 3B.3d | <p>*Provide the estimated non-ranking end period</p> <p><i>Answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "No".</i></p> | |

| | | |
|-------|--|--|
| 3B.3e | <p>*Please state the extent to which the +securities do not rank equally:</p> <ul style="list-style-type: none"> • in relation to the next dividend, distribution or interest payment; or • for any other reason <p><i>Answer this question if your response to Q3B.3a is "No".</i></p> <p><i>For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.</i></p> | |
|-------|--|--|

Part 3C – number and type of +securities to be quoted (new class) where issue has not previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is anything other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "new class".

| Question No. | Question | Answer |
|--------------|--|--|
| 3C.1 | *Security description | |
| 3C.2 | <p>*Security type</p> <p><i>Select one item from the list that best describes the securities the subject of this form. This will determine more detailed questions to be asked about the security later in this section. Select "ordinary fully or partly paid shares/units" for stapled securities or CDIs. For interest rate securities, please select the appropriate choice from either "Convertible debt securities" or "Non-convertible debt securities". Select "Other" for performance shares/units and performance options/rights or if the selections available in the list do not appropriately describe the security being issued.</i></p> | <input type="checkbox"/> Ordinary fully or partly paid shares/units <input type="checkbox"/> Options <input type="checkbox"/> +Convertible debt securities <input type="checkbox"/> Non-convertible +debt securities <input type="checkbox"/> Redeemable preference shares/units <input type="checkbox"/> Other |
| 3C.3 | <p>ISIN code</p> <p><i>Answer this question if you are an entity incorporated outside Australia and you are seeking quotation of a new class of securities other than CDIs. See also the note at the top of this form.</i></p> | |
| 3C.4 | *Number of +securities to be quoted | |
| 3C.5a | *Will all the +securities issued in this class rank equally in all respects from the issue date? | |
| 3C.5b | <p>*Is the actual date from which the +securities will rank equally (non-ranking end date) known?</p> <p><i>Answer this question if your response to Q3C.5a is "No".</i></p> | |
| 3C.5c | <p>*Provide the actual non-ranking end date</p> <p><i>Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "Yes".</i></p> | |
| 3C.5d | <p>*Provide the estimated non-ranking end period</p> <p><i>Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "No".</i></p> | |

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Appendix 2A
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| 3C.5e | <p>*Please state the extent to which the +securities do not rank equally:</p> <ul style="list-style-type: none"> • in relation to the next dividend, distribution or interest payment; or • for any other reason <p><i>Answer this question if your response to Q3C.5a is "No".</i></p> <p><i>For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.</i></p> | | | | | | | | | | | | | | | | | | | |
|----------------------------|---|--------------------------------------|-------------------|--------------------------------------|-----------|--|--|---------------|--|--|----------------|--|--|------------------|--|--|------------------|--|--|--|
| 3C.6 | <p>Please attach a document or provide a URL link for a document lodged with ASX setting out the material terms of the +securities to be quoted</p> <p><i>You may cross-reference a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released to the ASX Market Announcements Platform.</i></p> | | | | | | | | | | | | | | | | | | | |
| 3C.7 | <p>*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?</p> <p><i>Answer this question only if you are an ASX Listing. (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question).</i></p> <p><i>If your response is "No" and the securities have any unusual terms, you should approach ASX as soon as possible for confirmation under listing rule 6.1 that the terms are appropriate and equitable.</i></p> | | | | | | | | | | | | | | | | | | | |
| 3C.8 | <p>*Provide a distribution schedule for the new +securities according to the categories set out in the left hand column – including the number of recipients and the total percentage of the new +securities held by the recipients in each category.</p> <table border="1" data-bbox="339 1294 1409 1615"> <thead> <tr> <th>Number of +securities held</th><th>Number of holders</th><th>Total percentage of +securities held</th></tr> </thead> <tbody> <tr> <td>1 – 1,000</td><td></td><td></td></tr> <tr> <td>1,001 – 5,000</td><td></td><td></td></tr> <tr> <td>5,001 – 10,000</td><td></td><td></td></tr> <tr> <td>10,001 – 100,000</td><td></td><td></td></tr> <tr> <td>100,001 and over</td><td></td><td></td></tr> </tbody> </table> <p><i>Answer this question only if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question) and the securities to be quoted have already been issued.</i></p> <p><i>Note: if the securities to be quoted have not yet been issued, under listing rule 3.10.5, you will need to provide to ASX a list of the 20 largest recipients of the new +securities, and the number and percentage of the new +securities received by each of those recipients, and a distribution schedule for the securities when they are issued.</i></p> | Number of +securities held | Number of holders | Total percentage of +securities held | 1 – 1,000 | | | 1,001 – 5,000 | | | 5,001 – 10,000 | | | 10,001 – 100,000 | | | 100,001 and over | | | |
| Number of +securities held | Number of holders | Total percentage of +securities held | | | | | | | | | | | | | | | | | | |
| 1 – 1,000 | | | | | | | | | | | | | | | | | | | | |
| 1,001 – 5,000 | | | | | | | | | | | | | | | | | | | | |
| 5,001 – 10,000 | | | | | | | | | | | | | | | | | | | | |
| 10,001 – 100,000 | | | | | | | | | | | | | | | | | | | | |
| 100,001 and over | | | | | | | | | | | | | | | | | | | | |
| 3C.9a | <p>Ordinary fully or partly paid shares/units details</p> <p><i>Answer the questions in this section if you selected this security type in your response to Question 3C.2.</i></p> | | | | | | | | | | | | | | | | | | | |
| | <p>*+Security currency</p> <p><i>This is the currency in which the face amount of an issue is denominated. It will also typically be the currency in which distributions are declared.</i></p> | | | | | | | | | | | | | | | | | | | |
| | <p>*Will there be CDIs issued over the +securities?</p> | | | | | | | | | | | | | | | | | | | |

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Appendix 2A
Application for quotation of +securities

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| | <p>*CDI ratio</p> <p><i>Answer this question if you answered "Yes" to the previous question. This is the ratio at which CDIs can be transmuted into the underlying security (e.g. 4:1 means 4 CDIs represent 1 underlying security whereas 1:4 means 1 CDI represents 4 underlying securities).</i></p> | |
| | <p>*Is it a partly paid class of +security?</p> | |
| | <p>*Paid up amount: unpaid amount</p> <p><i>Answer this question if answered "Yes" to the previous question.</i></p> <p><i>The paid up amount represents the amount of application money and/or calls which have been paid on any security considered 'partly paid'</i></p> <p><i>The unpaid amount represents the unpaid or yet to be called amount on any security considered 'partly paid'.</i></p> <p><i>The amounts should be provided per the security currency (e.g. if the security currency is AUD, then the paid up and unpaid amount per security in AUD).</i></p> | |
| | <p>*Is it a stapled +security?</p> <p><i>This is a security class that comprises a number of ordinary shares and/or ordinary units issued by separate entities that are stapled together for the purposes of trading.</i></p> | |
| 3C.9b | <p>Option details</p> <p><i>Answer the questions in this section if you selected this security type in your response to Question 3C.2.</i></p> | |
| | <p>*+Security currency</p> <p><i>This is the currency in which the exercise price is payable.</i></p> | |
| | <p>*Exercise price</p> <p><i>The price at which each option can be exercised and convert into the underlying security.</i></p> <p><i>The exercise price should be provided per the security currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).</i></p> | |
| | <p>*Expiry date</p> <p><i>The date on which the options expire or terminate.</i></p> | |
| | <p>*Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if an option is exercised</p> <p><i>For example, if the option can be exercised to receive one fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".</i></p> | |

| | | |
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| 3C.9c | Details of non-convertible +debt securities, +convertible debt securities, or redeemable preference shares/units <i>Answer the questions in this section if you selected one of these security types in your response to Question 3C.2.</i> <i>Refer to Guidance Note 34 and the “Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities” for further information on certain terms used in this section</i> | |
| | *Type of +security <i>Select one item from the list</i> | <input type="checkbox"/> Simple corporate bond <input type="checkbox"/> Non-convertible note or bond <input type="checkbox"/> Convertible note or bond <input type="checkbox"/> Preference share/unit <input type="checkbox"/> Capital note <input type="checkbox"/> Hybrid security <input type="checkbox"/> Other |
| | *+Security currency <i>This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.</i> | |
| | Face value <i>This is the principal amount of each security.</i> <i>The face value should be provided per the security currency (i.e. if security currency is AUD, then the face value per security in AUD).</i> | |
| | *Interest rate type <i>Select one item from the list</i> <i>Select the appropriate interest rate type per the terms of the security. Definitions for each type are provided in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities</i> | <input type="checkbox"/> Fixed rate <input type="checkbox"/> Floating rate <input type="checkbox"/> Indexed rate <input type="checkbox"/> Variable rate <input type="checkbox"/> Zero coupon/no interest <input type="checkbox"/> Other |
| | Frequency of coupon/interest payments per year <i>Select one item from the list.</i> | <input type="checkbox"/> Monthly <input type="checkbox"/> Quarterly <input type="checkbox"/> Semi-annual <input type="checkbox"/> Annual <input type="checkbox"/> No coupon/interest payments <input type="checkbox"/> Other |
| | First interest payment date <i>A response is not required if you have selected “No coupon/interest payments” in response to the question above on the frequency of coupon/interest payments</i> | |
| | Interest rate per annum <i>Answer this question if the interest rate type is fixed.</i> | |
| | *Is the interest rate per annum estimated at this time? <i>Answer this question if the interest rate type is fixed.</i> | |
| | If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known) <i>Answer this question if the interest rate type is fixed and your response to the previous question is “Yes”.</i> <i>Answer “Unknown” if the date is not known at this time.</i> | |

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Appendix 2A
Application for quotation of +securities

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| | <p>*Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)?</p> <p><i>Answer this question if the interest rate type is floating or indexed.</i></p> | |
| | <p>*What is the reference rate, base rate or market rate?</p> <p><i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i></p> | |
| | <p>*Does the interest rate include a margin above the reference rate, base rate or market rate?</p> <p><i>Answer this question if the interest rate type is floating or indexed.</i></p> | |
| | <p>*What is the margin above the reference rate, base rate or market rate (expressed as a percent per annum)</p> <p><i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i></p> | |
| | <p>*S128F of the Income Tax Assessment Act status applicable to the +security</p> <p><i>Select one item from the list</i></p> <p><i>For financial products which are likely to give rise to a payment to which s128F of the Income Tax Assessment Act applies, ASX requests issuers to confirm the s128F status of the security:</i></p> <ul style="list-style-type: none"> • "s128F exempt" means interest payments are not taxable to non-residents; • "Not s128F exempt" means interest payments are taxable to non-residents; • "s128F exemption status unknown" means the issuer is unable to advise the status; • "Not applicable" means s128F is not applicable to this security | <p><input type="checkbox"/> s128F exempt</p> <p><input type="checkbox"/> Not s128F exempt</p> <p><input type="checkbox"/> s128F exemption status unknown</p> <p><input type="checkbox"/> Not applicable</p> |
| | <p>*Is the +security perpetual (i.e. no maturity date)?</p> | |
| | <p>*Maturity date</p> <p><i>Answer this question if the security is not perpetual</i></p> | |

| | | |
|--|--|--|
| | <p>*Select other features applicable to the +security</p> <p><i>Up to 4 features can be selected. Further information is available in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities.</i></p> | <input type="checkbox"/> Simple <input type="checkbox"/> Subordinated <input type="checkbox"/> Secured <input type="checkbox"/> Converting <input type="checkbox"/> Convertible <input type="checkbox"/> Transformable <input type="checkbox"/> Exchangeable <input type="checkbox"/> Cumulative <input type="checkbox"/> Non-Cumulative <input type="checkbox"/> Redeemable <input type="checkbox"/> Extendable <input type="checkbox"/> Reset <input type="checkbox"/> Step-Down <input type="checkbox"/> Step-Up <input type="checkbox"/> Stapled <input type="checkbox"/> None of the above |
| | <p>*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?</p> | |
| | <p>*If yes, what is the first trigger date</p> <p><i>Answer this question if your response to the previous question is "Yes".</i></p> | |
| | <p>Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if the +securities to be quoted are converted, transformed or exchanged</p> <p><i>Answer this question if the security features include "converting", "convertible", "transformable" or "exchangeable".</i></p> <p><i>For example, if the security can be converted into 1,000 fully paid ordinary shares with ASX security code ABC, please insert "1,000 fully paid ordinary shares (ASX:ABC)".</i></p> | |

Part 4 – Issue details

| Question No. | Question | Answer |
|--------------|--|--------------|
| 4.1 | *Have the +securities to be quoted been issued yet? | Yes |
| 4.1a | *What was their date of issue? <i>Answer this question if your response to Q4.1 is "Yes".</i> | 23 July 2020 |
| 4.1b | *What is their proposed date of issue? <i>Answer this question if your response to Q4.1 is "No".</i> | |
| 4.2 | *Are the +securities to be quoted being issued for a cash consideration? <i>If the securities are being issued for nil cash consideration, answer this question "No".</i> | Yes |

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Application for quotation of +securities

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| 4.2a | <p>*In what currency is the cash consideration being paid</p> <p><i>For example, if the consideration is being paid in Australian Dollars, state AUD.</i></p> <p><i>Answer this question if your response to Q4.2 is "Yes".</i></p> | AUD |
| 4.2b | <p>*What is the issue price per +security</p> <p><i>Answer this question if your response to Q4.2 is "Yes" and by reference to the issue currency provided in your response to Q4.2a.</i></p> <p><i>Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q4.2 as "No" and complete Q4.2c and Q4.2d.</i></p> | \$0.015 |
| 4.2c | <p>Please describe the consideration being provided for the +securities to be quoted</p> <p><i>Answer this question if your response to Q4.2 is "No".</i></p> | |
| 4.2d | <p>Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted</p> <p><i>Answer this question if your response to Q4.2 is "No".</i></p> | |
| 4.3 | Any other information the entity wishes to provide about the issue | |

Part 5 – Issued capital following quotation

| <p>Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:</p> <p><i>Note: the figures provided in the tables in sections 5.1 and 5.2 below are used to calculate the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the relevant table each class of securities issued by the entity.</i></p> <p><i>If you have quoted CHESS Depository Interests (CDIs) issued over your securities, include them in the table in section 5.1 and include in the table in section 5.2 any securities that do not have CDIs issued over them (and therefore are not quoted on ASX).</i></p> <p><i>Restricted securities should only be included in the table in section 5.1 if you are applying to have them quoted because the escrow period for the securities has expired or is about to expire. Otherwise include them in the table in section 5.2.</i></p> | | | | | | | | | | |
|---|--|--|-----------------------------------|--------------------------------------|--------------------------------|-------------|--|--|--|--|
| 5.1 | <p>*Quoted +securities (total number of each +class of +securities quoted on ASX following the +quotation of the +securities the subject of this application)</p> <table border="1"> <thead> <tr> <th>ASX security code and description</th><th>Total number of +securities on issue</th></tr> </thead> <tbody> <tr> <td>BPH fully paid ordinary shares</td><td>403,224,318</td></tr> <tr> <td> </td><td> </td></tr> <tr> <td> </td><td> </td></tr> </tbody> </table> | | ASX security code and description | Total number of +securities on issue | BPH fully paid ordinary shares | 403,224,318 | | | | |
| ASX security code and description | Total number of +securities on issue | | | | | | | | | |
| BPH fully paid ordinary shares | 403,224,318 | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |

| | | |
|-----|---|--------------------------------------|
| 5.2 | *Unquoted +securities (total number of each +class of +securities issued but not quoted on ASX): | |
| | ASX security code and description | Total number of +securities on issue |
| | Unlisted options, exercise price \$0.20 expiring 30/11/20 | 200,000 |
| | Unlisted options, exercise price \$0.20 expiring 30/11/21 | 200,000 |
| | Unlisted options, exercise price \$0.20 expiring 30/11/22 | 400,000 |
| | Unlisted options, exercise price \$0.02 expiring 20/06/24 | 3,000,000 |
| | Unlisted options, exercise price \$0.02 expiring 09/08/24 | 2,000,000 |
| | Unlisted options, exercise price \$0.02 expiring 30/11/24 | 1,200,000 |
| | Unlisted options, exercise price \$0.02 expiring 20/06/24 | 600,000 |

Part 6 – Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and:

- your response to Q2.1 is "Being issued under a dividend/distribution plan" and the response to Q2.2b.2 is "No"; or
- your response to Q2.1 is "Other".

Note that if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B", it is assumed that you will have provided the information referred to in this Part in the Appendix 3B.

| Question No. | Question | Answer |
|--------------|--|------------|
| 6.1 | *Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1? | No |
| 6.1a | *Date of meeting or proposed meeting to approve the issue under listing rule 7.1 <i>Answer this question if the response to Q6.1 is "Yes".</i> | |
| 6.1b | *Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? <i>Answer this question if the response to Q6.1 is "No".</i> | Yes |
| 6.1b.1 | *How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? <i>Answer this question if the response to Q6.1 is "No" and the response to Q6.1b is "Yes".</i> <i>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.</i> | 29,987,500 |
| 6.1c | *Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)? <i>Answer this question if the response to Q6.1 is "No".</i> | No |

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| 6.1c.1 | <p>*How many +securities are being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?</p> <p><i>Answer this question if the response to Q6.1 is "No" and the response to Q6.1c is "Yes".</i></p> <p><i>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.</i></p> | |
|--------|--|--|

Introduced 01/12/19, amended 31/01/20



23 July 2020

The Manager
Market Announcements Platform
Australian Securities Exchange
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Placement and Non-Renounceable Rights Issue

BPH Energy Limited ACN 095 912 002 (**ASX: BPH**) (the **Company**) is pleased to announce that it has completed a placement and that it intends to undertake a non-renounceable rights issue.

The placement consists of 29,987,500 fully paid ordinary shares (**Shares**) at an issue price of \$0.015 (1.5 cents) per Share together with one (1) free attaching option for every two (2) Shares subscribed for and issued (**Options**) to sophisticated and professional investors under the Company's current placement capacity to raise \$449,813 (**Placement**).

The Placement is being managed by Sixty-Two Capital Pty Ltd.

Following the issue of the Shares under the Placement, the Company will undertake a non-renounceable rights issue of two (2) Shares for every five (5) Shares held by shareholders at an issue price of \$0.015 (1.5 cents) per Share to raise up to \$2,419,346 together with one (1) free attaching Option for every two (2) Shares subscribed for and issued (**Rights Issue**).

The Shares issued under the Placement will have a holding lock placed on them pending completion and lodgement of the disclosure document for the Rights Issue. The free attaching Options under the Placement will be granted subject to the receipt of shareholder approval at a meeting to be convened as soon as possible.

Investors who participated in the Placement will be eligible to participate in the Rights Issue.

Mr David Breeze, Managing Director, said: "the Company is pleased to receive funding from a range of investors including existing shareholders and others who participated in the Placement through Sixty-Two Capital".

PEP11 gas project – Use of funds, NOPTA update and planning

Well Planning

The proceeds of the Placement and Rights Issue will be used by BPH primarily to invest in Advent Energy Limited (**Advent**) in order to increase BPH's shareholding from 23% to 36% (subject to any required approvals or via an underwriting of an offer by BPH). The funds proposed to be invested by BPH will be used by Advent to progress well planning, engineering and environmental

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approvals for drilling at the Baleen drill target in the PEP11 offshore permit in NSW. It is planned that approximately \$2 million of the capital raised will be used for this purpose.

As previously announced, Advent has submitted to the National Offshore Petroleum Titles Administrator (**NOPTA**) an application to enable the drilling of the Baleen drill target in the PEP11 permit. Advent, through wholly owned subsidiary Asset Energy Pty Ltd, holds an 85% interest and is operator of the PEP11 permit. Bounty Oil and Gas NL (ASX: BUY) holds the remaining 15% (**JV**).

As announced previously, the JV had made an application to NOPTA to change the current PEP11 permit conditions in order for it to proceed with the drilling. The Company is pleased to advise that NOPTA has confirmed that this application is in the final decision phase and expects to have a final decision shortly.

Drilling Rigs

The JV is also currently evaluating rig availability for the drilling of the Baleen drill target.

Key information about the Rights Issue

1. The Rights Issue is non-renounceable which means that the entitlement to Shares under the Rights Issue will not be tradeable on ASX or otherwise transferable.
2. The Rights Issue is being conducted under section 713 of the *Corporations Act 2001* (Cth) as a transaction specific prospectus for an offer of continuously quoted securities. Eligible Shareholders will be sent a disclosure document relating to the Rights Issue (**Offer Document**) and a personalised entitlement and acceptance form.
3. An application for Shares under the Rights Issue may only be made by completing the entitlement and acceptance form which accompanies the Offer Document. Shareholders eligible to participate in the Rights Issue should read the Offer Document carefully and consult professional advisers as necessary.
4. A top-up facility will be available allowing eligible shareholders to apply for additional Shares over and above their entitlements (additional Shares will be allotted to the extent there is a shortfall under the Rights Issue).
5. The proceeds of the Rights Issue will be used primarily for the progression of investment in Advent and well planning for drilling in the PEP11 permit. The Directors reserve the right to vary the proposed use of funds to maximise the benefit to shareholders.
6. Shares issued under the Rights Issue will rank equally with existing Shares on issue on the record date. The Company will make application for official quotation of the Shares and Options proposed to be issued under the Rights Issue.
7. Shareholders who do not take up all or any part of their entitlement will not receive any payment or value in respect of the entitlement not taken up and their equity interest in the Company will be diluted.
8. The Rights Issue is not underwritten.

Capital Structure

As at the date of this announcement, the Company has 373,236,818 Shares on issue. A further 29,987,500 shares will be issued in the Placement.

The maximum number of Shares to be issued under the Rights Issue is approximately 161,289,727.

At the conclusion of the Rights Issue, the total number of issued Shares in the Company will be up to a maximum of 564,514,045.

Offer Document

The Company is in the process of completing the Offer Document and this will be lodged with ASX shortly. At that time, the Company will confirm the timetable for the Rights Issue, including the relevant record date. As previously announced on 18th June the company is continuing to evaluate new opportunities as part of its ordinary business.

David Breeze (Director) authorised the release of this announcement to the market.

s 47F

David Breeze
Executive Director

Enquiries

Any enquiries regarding the Rights Issue should be directed to:

David Breeze

Chairman

+61 8 9328 8366

admin@bphenergy.com.au



12 April 2010

Companies Announcements Office
Australian Securities Exchange Limited
10th Floor, 20 Bond Street
SYDNEY NSW 2000

Dear Sir/Madam

Advent Energy Update

A funding update for BPH investee Advent Energy Ltd is attached.

Yours sincerely,

s 47F

David Breeze
Chairman

BPH Corporate Limited ACN 95 912 002
PO Box 317, North Perth, Western Australia 6906
14 View Street, North Perth, Western Australia 6006
admin@biopharmica.com.au www.biopharmica.com.au
T: +61 8 9328 8366 F: +61 8 9328 8733



12 April 2010

Companies Announcement Office
 Australian Securities Exchange Limited
 10th Floor, 20 Bond Street
 SYDNEY NSW 2000

ADVENT ENERGY FUNDING UPDATE

MEC Resources (ASX:MMR) is pleased to announce that it has been advised by investee company Advent Energy Ltd that all conditions of the agreement between the Talbot Group and Advent (ASX: MMR 11 November 2008) have been satisfied. Advent has now issued Talbot Group Investments with 14,000,000 shares in consideration for the \$7,000,000 received.

The funds will be used by Advent to progress the PEP11 project off the coast of New South Wales.

Yours faithfully,

s 47F

David Breeze
 Executive Director
 MEC Resources Ltd
 PO Box 317
 North Perth WA 6906
 Tel: +61 8 9328 8477

Media Enquiries:
 Bill Kemmery
 Fortbridge Consulting

s 47F

About MEC Resources

ASX listed MEC Resources (ASX: MMR) invests into exploration companies targeting potentially large energy and mineral resources. The Company has been registered by the Australian Federal Government as a Pooled Development Fund enabling most MEC shareholders to receive tax free capital gains on their shares and tax free dividends.

About Advent Energy

Advent Energy Ltd is an unlisted oil and gas exploration company. Advent holds a strong portfolio of exploration and near-term production assets throughout Australia. Advent's cornerstone project lies off the coast of NSW in Petroleum Exploration Permit 11 (PEP11), and has been estimated to comprise up to 16.3 Tcf (P10 or 'high' level) prospective recoverable gas resources.

Advent Energy's wholly owned subsidiary Asset Energy Pty Ltd is increasing its interest from 25% to 85% from joint venture partner Bounty Oil and Gas (ASX:BUY) who will reduce their interest from 75% to 15%.



7 April 2010

Companies Announcements Office
Australian Securities Exchange Limited
10th Floor, 20 Bond Street
SYDNEY NSW 2000

Dear Sir/Madam

Advent Energy Investment Update

BPH Corporate Ltd (ASX: BPH) is pleased to advise that it has acquired a further \$5.8 million equity in unlisted oil and gas exploration company Advent Energy Ltd. This represents a total of \$12.8 million invested by BPH to date. BPH can invest up to \$14 million under the exclusive option agreement granted to them on 29 September 2009.

Yours sincerely,

s 47F

David Breeze
Chairman

BPH Corporate Limited ACN 95 912 002
PO Box 317, North Perth, Western Australia 6906
14 View Street, North Perth, Western Australia 6006
admin@biopharmica.com.au www.biopharmica.com.au
T: +61 8 9328 8366 F: +61 8 9328 8733



3 September 2010

Companies Announcements Office
Australian Securities Exchange Limited
Exchange Centre
10th Floor, 20 Bond Street
SYDNEY NSW 2000

Dear Sir/Madam,

BPH Corporate Ltd Non Renounceable Rights Issue – Notice of Under Subscriptions

BPH Corporate Ltd (“BPH”) is pleased to advise that the Non Renounceable Rights Issue closed on 31 August 2010.

BPH wishes to advise that eligible Shareholders subscribed for 32,563,065 Shares, including shortfall shares, at an issue price of 8 cents per share. The total funds received from this issue were \$2,605,045.

The Directors are yet to make an allotment of the Shares representing the remaining Shortfall. These Shares will be dealt with under the terms of the underwriting agreement.

Allotment and issue of the Shares is expected to take place on Monday 6th of September 2010.

The Directors wish to thank all eligible shareholders for their continued support.

Yours sincerely,

s 47F

David Breeze
Chairman

For more information contact:

Ms Deborah Ambrosini
Director / Company Secretary
BPH Corporate Limited
Tel: +61 8 9328 8366



20 December 2010

Companies Announcements Office
ASX Limited
10th Floor, 20 Bond Street
SYDNEY NSW 2000

Dear Sir/Madam,

UNDERWRITING DETAILS

BPH Energy Ltd (*formerly BPH Corporate Ltd* - ASX:BPH) is pleased to advise that it has successfully completed its post consolidation capital raising receiving subscriptions in excess of \$11.5M.

A total of 50,951,205 ordinary fully paid shares and 10,190,241 free attaching options were allotted and issued into the issuer sponsored sub register on 14 December 2010.

There were no shares issued to the Underwriter Grandbridge Securities. However, a total of 11,061,947 shares were issued to MEC Resources (**MEC**) in connection with its sub-underwriting commitment.

Grandbridge Securities has been paid of \$466,290 for the services provided during the raising. MEC will receive a sub-underwriting fee equivalent to 3% of the funds raised by MEC. Payment of MEC's sub-underwriting fee is the responsibility of Grandbridge Securities.

Yours sincerely

s 47F

Deborah Ambrosini
Executive Director



20 December 2010

Companies Announcements Office
Australian Securities Exchange Limited
10th Floor, 20 Bond Street
SYDNEY NSW 2000

Dear Sir/Madam,

BPH Energy Limited – Increase Investment in Advent Energy Ltd

BPH Energy Ltd (*formerly BPH Corporate Ltd* - ASX:BPH) is pleased to advise that it has made a further investment in Advent Energy Ltd (“**Advent**”) of \$14.4M.

A total of 11,520,000 ordinary fully paid shares with an issue price of \$1.25 have been issued to BPH Energy increasing their interest in Advent 27.42%.

Yours Sincerely

s 47F

Deborah Ambrosini
Director and Company Secretary



6th August 2020

Mr. Graeme Waters
Titles Administrator
National Offshore Petroleum Titles Administrator
GPO Box 7871
PERTH WA 6850
via email: s 47F @nopta.gov.au

YOUR LETTER Re REQUEST FOR FUNDING COMMITMENT PEP-11

Dear Mr. Waters,

I refer to your letter of 2 July 2020 and specifically the request for a written commitment to the funding of the PEP11 Baleen drilling program . I am the Chairman of BPH Energy Ltd (BPH). BPH is a listed public company and has a substantial investment (23%) in Advent Energy Ltd and holds a 23 % interest.

At the time of Drilling New Seaclem well in PEP11 BPH was the largest funder of that drilling program and successfully raised and invested in Advent over \$34,000,000 in a multi-phase funding program .I was directly responsible for the success of these capital raising programs.

The investment in Advent is the key investment focus of BPH Energy. An initial \$2,868,000 capital raising is currently underway for the drilling of the Baleen well (refer ASX release attached.) BPH has just raised through a placement \$449,000 (confirmed ASX 23 07 2020) and has issued a prospectus (confirmed ASX 29 07 2020), to raise a further \$2,419,346,000.

The prospectus (registered with ASIC) confirms that the amount of \$2,000,000 from the BPH raising will be committed to the underwriting and funding of its investment in Advent Energy thereby increasing the BPH interest in Advent to 36 %.

The prospectus confirms that funds will be allocated to well planning, engineering, design, NOPSEMA permitting and drilling equipment procurement.

A further \$12,000,000 will be raised for the drilling after approvals have been received from NOPSEMA. BPH has the capacity to raise a further rights issue pre drilling (and underwrite Advent) to fund a total investment of \$22,000,000. This commitment is supported by the BPH board.

Yours sincerely

s 47F

David Breeze
Chairman

History of Petroleum Exploration Permit NSW/PEP11 (PEP-11)

Permit history

Asset Energy Pty Ltd is the operator and holds an 85 per cent interest in PEP-11. The permit is located offshore NSW adjacent to Newcastle and Sydney. Bounty Oil and Gas NL hold the remaining 15 per cent interest. The following table outlines significant events for NSW/PEP-11.

| Date | Activity | Details |
|----------------------|------------------|--|
| June 1999 | Permit Award | PEP-11 exploration permit awarded |
| January 2004 | Seismic Survey | Baleen 2D MSS acquired over PEP-11 |
| December 2010 | Exploration Well | New Seaclem-1 drilled by Advent Energy Ltd. Plugged and abandoned in January 2011. |
| August 2012 | Permit Renewal | PEP-11 renewed for the first time |
| April 2018 | Seismic Survey | Baleen 2D HR acquired over PEP-11. At its closest point it was 20km offshore NSW. |

Applications since 2012 permit renewal

Suspension and Extension application – submitted on 12/05/2014

Asset Energy requested additional time due to litigation between Asset Energy and its contractor in connection with pre-drilling site survey works conducted which impacted on the seismic survey design and siting. Both ministers agreed to approve suspension and extension applications and placed additional conditions on the permit. The NSW Minister provided their decision on 17/12/2014, with the Commonwealth minister providing their decision on 21/01/2015.

Suspension and Extension application – submitted on 26/05/2015

Asset Energy applied for extra time to allow finalisation of a seismic contract. NSW Minister recommended refusal of the applications. The Commonwealth Minister used their powers under section 59(2) of the OPGGSA to overrule the NSW Minister and approve a 12 month suspension of Permit Year 2 and 3 and a corresponding extension to the permit term. They advised the NSW Minister that making an adverse decision after a delay in the administrative decision making process placed Asset Energy in an unreasonable position of being noncompliant with permit conditions. The NSW Minister provided their decision on 17/11/2015, with the Commonwealth minister providing their decision on 15/01/2016.

Suspension and Extension application – submitted on 10/06/2016

Asset requested additional time to allow the seismic survey in year 2 to proceed as they had a signed contract to undertake the seismic survey. They also needed more time to avoid peak east coast whale migration. After delays in the Joint Authority decision making process, the Commonwealth Minister used their powers under section 59(3) of the OPGGSA to request a

SENSITIVE: SUBJECT TO LEGAL PROFESSIONAL PRIVILEGE

decision from the NSW minister on the applications within a 30 day timeframe. The NSW Minister recommended refusal of the application. Subsequently, the Commonwealth Minister overruled the NSW Minister and approved a 30 month suspension of permit Years 2 and 3 and a corresponding extension to the permit term. The Commonwealth Minister requested a decision from the NSW Minister under section 59(3) on 3/05/2017. The NSW Minister provided their decision on 2/06/2017, with the Commonwealth minister providing their final decision on 22/02/2018.

MEDIA RELEASES

22 October 2020

COMPANY DEVELOPMENT & BOARD CHANGES

Overview

The Directors of MEC Resources Limited (**MEC** or the **Company**) (ASX: MMR) are pleased to announce a number of significant developments which are now in progress to facilitate paving the way forward for the Company, the aim of which is to create long term value for MEC and its shareholders.

The new board of directors recently conducted a detailed review of the major issues present in the Company which was aimed at working up multiple solution scenarios. Some of the major issues identified include, achieving a successful in-specie or partial in-specie distribution of the shares held in Advent Energy Ltd by MEC, the resolution of writs and demands issued against the Company by Advent Energy Pty Ltd (**Advent**) and Asset Energy Pty Ltd (**Asset**), addressing the future capital requirements of the Company, focusing on its short term strategy of the in-specie distribution and bringing the Company back to trading status on the ASX.

On 1 October 2020 the Company announced its first step forward by bringing the Advent and Asset writs to a standstill by mutual agreement such that all parties can work towards negotiating a resolution of the pending claims.

The other material item is the in-specie or partial in-specie distribution of the shares held in Advent by MEC. The Directors have now reached out to Advent and this initial meeting proved fruitful in that there is an expressed desire by both MEC and Advent to work toward a mutually acceptable framework for the in-specie distribution and once agreed to present the in-specie distribution to the Company's shareholders at a general meeting of shareholders following consultation with and approval of the ASX.

MEC holds a non-controlling 49.3% interest in Advent. Advent, through wholly owned subsidiary Asset holds 85% of Petroleum Exploration Permit 11 (**PEP11**) an exploration permit prospective for natural gas located in the Offshore Sydney Basin. A full description of the PEP 11 Oil and Gas Permit can be found in the Advent Energy Ltd 2020 Annual Report released to market by BPH Energy Ltd (ASX:BPH) which in turn holds a 22.7% interest in Advent.

MEC has no representation on the board of Advent nor does it have any operational role or capacity within Advent. Notwithstanding this, Advent represents the key investment asset held by MEC. The Board is of the view it is in the interest of both MEC and Advent to work closely together with the aim of presenting an in-specie or partial in-specie distribution of the shares held in Advent by MEC to MEC shareholders.

Board Changes

With this in mind MEC is pleased to advise that it has confirmed the appointment of 3 additional directors, two of whom are Advent directors. Apart from being able to provide for a more seamless working environment to complete the in-specie distribution, it also gives MEC the ability to be better informed as to developments in Advent and therefore will be able to manage its continuous disclosure obligations in a far more effective manner, and significantly boost the board's collective skills and experience, positioning MEC very strongly into the future.

MEC Resources Ltd

ACN 113 900 020

Level 1, 9 Bowman Street, South Perth
WA 6151

P: +61 08 9217 2400

E: info@mecresourcespdf.com.au

W: www.mecresourcespdf.com.au

The newly confirmed directors are as follows;

Mr Anthony (Tony) Huston

Mr Huston has been involved for over 40 years in engineering and hydrocarbon industries for both on and offshore exploration/development. His early career experience commenced with Fitzroy Engineering Ltd, primarily working on development of onshore oil fields. During the 1990's Mr Huston managed JFP NZ International, a Texas based exploration company that included a Jack Up rig operating in NZ waters. In 1994, Mr Huston oversaw the environmental consent process required to drill a near inshore well that was drilled from "land" into the offshore basin during 1995. In 1996, Mr Huston formed his own E&P Company to focus on re-entry of onshore wells, primarily targeting shallow pay that had been passed or ignored from previous operations. This was successful and the two plays opened 20 years ago are still in operation. Recent focus (12 years) has been to utilise new technology for enhanced resource recovery and has been demonstrated in various fields, including US, Mexico, Oman, Italy and Turkmenistan.

During the last 3 years Mr Huston has been a director of listed company BPH Energy Limited from June 2017 to present and is a non-executive Director of Advent Energy Ltd.

Mr Geoffrey (Geoff) Murray

Mr Murray trained in mechanical and plastics engineering and technology management and is a product development specialist. He also has expertise in extended reach drilling technology and oil, gas and geothermal well optimization. He has been the founder or co-founder of eight tech start-ups. Mr Murray was the Engineering Manager of Fitzroy Engineering Ltd, Technical Manager of Austoil Group, Global Product-line Manager (extended reach technologies) at Weatherford International and Business Development Manager (NZ and PNG) for Weatherford International. Mr Murray was engaged in assessing oil and gas properties and making recommendations as the investment Vice President of Stealth Oil & Gas, Houston a wholly owned subsidiary of Weatherford International.

He is currently the Managing Director of Avant-Garde Developments Ltd. Noting that Mr Murray is not a director of Advent Energy Ltd.

Mr David Breeze

The Company has also ratified the continued director appointment of Mr David Breeze on the MEC board .In doing so the current Board acknowledges and makes special mention of the circumstances on and around 23 November 2016 at which time the record shows that Mr Breeze was removed in contravention to the Corporations Act from the ASIC register by the MEC directors at the time noting that he had neither resigned from the MEC board nor was removed at a meeting of shareholders. The Board is aware that under the Corporations Act a public company can only remove a director from office by passing a resolution of its shareholders. That is that a director of a public company cannot be removed by other directors. The Board understanding has been confirmed by legal counsel.

The MEC board believes that this issue alone has presented as a major source of agitation against the Company which has impeded its ability to move forward in a meaningful way. The Board believes that ratifying the continued appointment of Mr Breeze on the MEC board will allow the Company to positively focus on its short-term strategy and build shareholder value into the future.

Mr Breeze will be appointed as managing director. The Company noted that Mr Breeze acts as director of Advent and full-time managing director of BPH Energy Ltd which is an ASX listed company and also has an

interest in Advent as noted above. In this regard whilst the position in MEC is not full time some of the activities that relate to Advent are common hence this is reflected in the remuneration structure outlined as follows;

- Managing Director fee - \$65,000 plus GST
- Term of contract – One (1) year fixed
- Reasonable general expenses
- Issue of 10,000,000 options with an exercise price of \$0.005 cents and expiry 3 years from issue date

Mr Breeze is a Corporate Finance Specialist with extensive experience in the stock broking industry and capital markets. He has been a corporate consultant to Daiwa Securities; and held executive and director positions in the stock broking industry. Mr Breeze has a Bachelor of Economics and a Master of Business Administration and is a Fellow of the Institute of Company Directors of Australia. He has published in the Journal of Securities Institute of Australia and has also acted as an Independent Expert under the Corporations Act. He has worked on the structuring, capital raising and public listing of over 70 companies involving in excess of \$300m. These capital raisings covered a diverse range of areas including oil and gas, gold, food, manufacturing and technology. Mr Breeze was a founding Director of MEC Resources. He has just successfully raised \$2.5m to enable Advents drilling of the Baleen well project in PEP11 for Advent Energy Ltd.

In the past three years Mr Breeze has also held the following listed company directorships:

Grandbridge Limited (from December 1999 to present as managing director) – note that Grandbridge was delisted from the ASX 2 February 2020

BPH Energy Limited (from February 2001 to present as managing director)

MEC Resources Limited (from April 2005 – see note above)

MEC director Doug Verley commented; “We welcome the confirmation of David, Geoff and Tony to the Board of MEC which will bring with their appointments a combination of extensive technical skills, project management expertise and commercial experience that will be highly valuable to MEC in its short term endeavours of management of the proposed in-specie distribution along with building shareholder value into the future. This represents a very positive step for all shareholders bring together a strong, cohesive and focused team of experience people.”

Resigning Director

The Company also advises that Mr Robert Marusco has resigned as director and will continue to act as company secretary.

This announcement has been approved by the Board of Directors of MEC.

Doug Verley
Director
MEC Resources Ltd

Appendix 3X
Initial Director's Interest Notice

Rule 3.19A.1

Appendix 3X

Initial Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

| | |
|-----------------------|------------------------------|
| Name of entity | MEC Resources Limited |
| ACN | 44 113 900 020 |

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|-----------------------|
| Name of Director | Anthony HUSTON |
| Date of appointment | 22 October 2020 |

Part 1 - Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| |
|---|
| Number & class of securities |
| Nil |

+ See chapter 19 for defined terms.

Appendix 3X

Initial Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

| Name of holder & nature of interest | Number & class of Securities |
|---|------------------------------|
| Note: Provide details of the circumstances giving rise to the relevant interest. Nil | |

Part 3 – Director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|---|-----|
| Detail of contract | N/A |
| Nature of interest | N/A |
| Name of registered holder (if issued securities) | N/A |
| No. and class of securities to which interest relates | N/A |

+ See chapter 19 for defined terms.

Appendix 3X
Initial Director's Interest Notice*Rule 3.19A.1*

Appendix 3X

Initial Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

| | |
|-----------------------|------------------------------|
| Name of entity | MEC Resources Limited |
| ACN | 44 113 900 020 |

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|-----------------------------|
| Name of Director | Geoffrey Neil MURRAY |
| Date of appointment | 22 October 2020 |

Part 1 - Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| |
|---|
| Number & class of securities |
| Nil |

+ See chapter 19 for defined terms.

Appendix 3X

Initial Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

| Name of holder & nature of interest | Number & class of Securities |
|---|------------------------------|
| Note: Provide details of the circumstances giving rise to the relevant interest. Nil | |

Part 3 – Director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|---|-----|
| Detail of contract | N/A |
| Nature of interest | N/A |
| Name of registered holder (if issued securities) | N/A |
| No. and class of securities to which interest relates | N/A |

+ See chapter 19 for defined terms.

Appendix 3X
Initial Director's Interest Notice

Rule 3.19A.1

Appendix 3X

Initial Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

| | |
|-----------------------|------------------------------|
| Name of entity | MEC Resources Limited |
| ACN | 44 113 900 020 |

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|----------------------------|
| Name of Director | David Leslie BREEZE |
| Date of appointment | 22 October 2020 |

Part 1 - Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| |
|---|
| Number & class of securities |
| 7,172,540 Ordinary Shares |

+ See chapter 19 for defined terms.

Appendix 3X

Initial Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

| Name of holder & nature of interest | Number & class of Securities |
|--|---|
| Note: Provide details of the circumstances giving rise to the relevant interest. | |
| Grandbridge Ltd of which David Breeze is a director and shareholder | 7,497,362 Ordinary Shares |
| Trandcorp Pty Ltd of which David Breeze is a director and shareholder | 2,648,669 Ordinary Shares |
| Trandcorp Pty Ltd <Trandcorp Super Fund A/c> of which David Breeze is a director and shareholder | 6,227,238 Ordinary Shares |

Part 3 – Director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|-----|
| Detail of contract | N/A |
| Nature of interest | N/A |
| Name of registered holder (if issued securities) | N/A |
| No. and class of securities to which interest relates | N/A |

+ See chapter 19 for defined terms.

Rule 3.19A.3

Appendix 3Z

Final Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

| | |
|-----------------------|------------------------------|
| Name of entity | MEC Resources Limited |
| ACN | 44 113 900 020 |

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|---|-----------------------|
| Name of director | Robert MARUSCO |
| Date of last notice | 23 September 2020 |
| Date that director ceased to be director | 22 October 2020 |

Part 1 – Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| |
|---|
| Number & class of securities |
| Nil |

+ See chapter 19 for defined terms.

Appendix 3Z

Final Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

| Name of holder & nature of interest | Number & class of securities |
|---|------------------------------|
| Note: Provide details of the circumstances giving rise to the relevant interest | |
| Marusco Investments Pty Ltd <Marusco Superfund A/C> | 15,000,000 Ordinary Shares |
| Here Capital Pty Ltd of which Mr Marusco is a director and holds a non-controlling indirect interest therein of 45% | 20,792,200 Ordinary Shares |

Part 3 – Director's interests in contracts

| | |
|---|---|
| Detail of contract | Here Capital – administration, accounting, taxation and company secretarial services. |
| Nature of interest | As a related party of Here Capital Pty Ltd |
| Name of registered holder (if issued securities) | As a related party of Here Capital Pty Ltd |
| No. and class of securities to which interest relates | N/A |

+ See chapter 19 for defined terms.

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14 December 2020

Companies Announcements Office
ASX Limited
10th Floor, 20 Bridge Street
SYDNEY NSW 2000

Advent Energy appoints eminent Scientist

Professor Peter J Cook CBE FTSE

BPH Energy Ltd investee Advent Energy Ltd is pleased to announce the appointment of Professor **s 22** as an advisor on geosequestration (the geological storage of carbon dioxide) for its project in the Offshore Sydney Basin.

Professor **s 22** is an eminent Australian and international earth scientist. He is a leader in the development and application of carbon capture and storage (CCS) technologies and has published more than 30 papers and articles on greenhouse gas technologies, including the books “*Clean Energy Climate and Carbon*” and “*Geologically Storing Carbon*” and was an IPCC Co-ordinating Lead Author. He first drew attention to Australia’s CCS opportunity more than 20 years ago, then going on to establish national CCS programs and research facilities through the Petroleum CRC and the Cooperative Research Centre for Greenhouse Gas Technologies (CO2CRC). In 2011, the University of Melbourne established the Peter Cook Centre for CCS Research.

Professor Cook has received a number of Australian and international awards and honours in recognition of his contribution to science and is a Fellow of the Academy of Technological Sciences and Engineering. He has held academic and research positions in the UK, Australia, France and the USA and senior executive and CEO positions at the Bureau of Mineral Resources (now GA), the British Geological Survey, and two Cooperative Research Centres. He has provided advice to industry and Governments on CCS and chaired major reviews of unconventional gas. Currently he is a Professorial Fellow at the University of Melbourne, CO2CRC Distinguished Scientist, a member of Advisory Boards, and a Consultant to Companies and Governments.

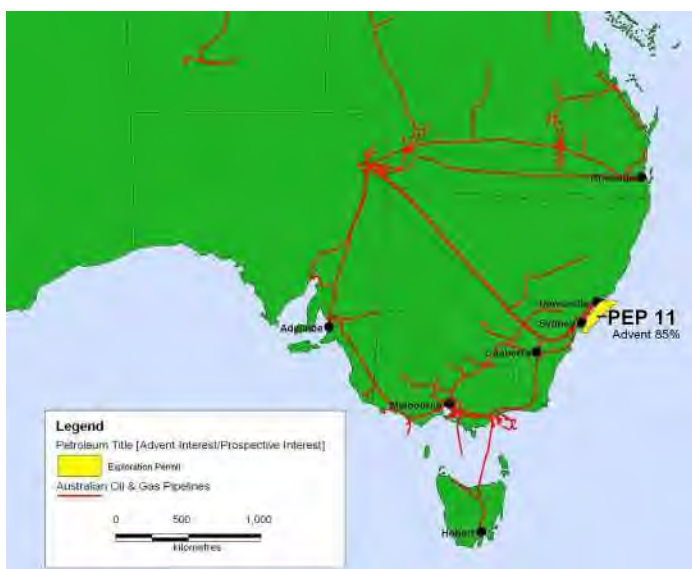
The Baleen well program in PEP11 (Offshore Sydney Basin) offers potential environmental benefits in carbon capture and storage (carbon reduction) for the greater Sydney/Newcastle area.

Key points

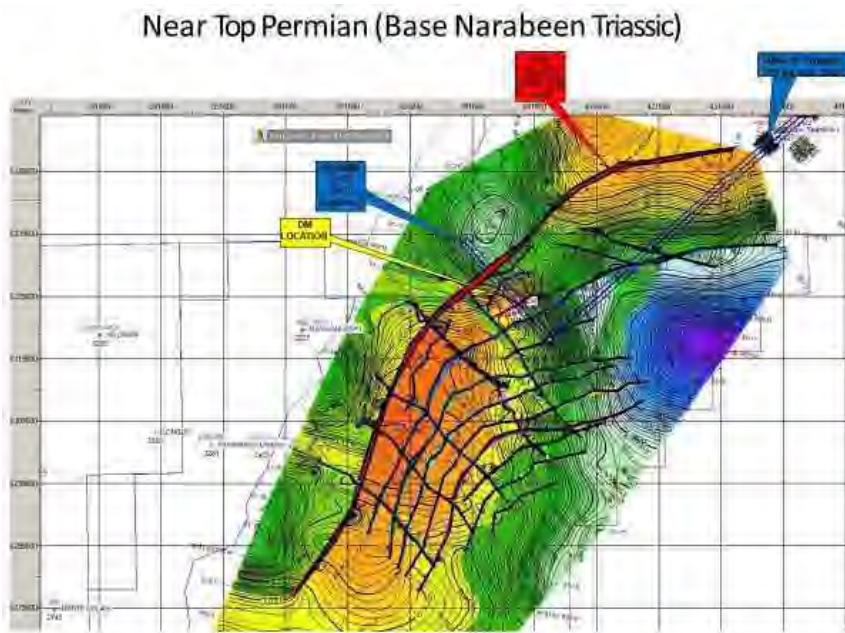
The Offshore Sydney Basin offers the potential opportunity for NSW to make deep cuts in its CO₂ emissions through CCS -Carbon Capture and Storage (geosequestration of CO₂ emissions)

- CCS is part of a suite of solutions with the potential to mitigate greenhouse gas emissions and help address climate change
- The International Energy Agency and the Intergovernmental Panel on Climate Change believe that CCS will play an essential role in helping to meet global emission reduction targets¹

- NSW is a major source of CO₂ emissions, but to date a suitable site has not been identified in the State for large scale geological storage of CO₂
- Independent published research suggests large scale CO₂ storage may be feasible in parts of the offshore Sydney Basin²
- The Sydney Basin is a major contributor to Australia's greenhouse gas emissions² and contains the largest number of stationary CO₂ emission sources in Australia including oil refineries, coke ovens and power stations. Previously published research has informed that eleven major stationary sources of anthropogenic CO₂ within the Sydney Basin alone contribute 34% of the total national emissions³
- Research by CO2CRC and Geoscience Australia has confirmed emissions projections solely from stationary sources will be in the order of 705 Billion cubic metres or 24.9 TCF of CO₂ over the next twenty-years unless major steps are taken to mitigate those emissions.²
- In Victoria, the Carbonnet Project aims to inject and geologically store CO₂ from multiple onshore sources, into offshore storage sites in Bass Strait
- Advent Energy will investigate the potential for a similar large scale geological storage project for New South Wales through offshore Sydney Basin drilling, which will provide real data on the available storage capacity
- The offshore Sydney Basin Baleen drill test will investigate the potential future storage capacity for CO₂ emissions
- Implementation of CO₂ capture and geological storage (CCGS) technology at the scale needed to achieve a significant and meaningful reduction in CO₂ emissions requires knowledge of the available CO₂ storage capacity⁴
- BPH Energy investee Advent Energy is proposing with its Joint Venture Partner Bounty Oil and Gas NL (ASX:BUY) to use the gas exploration drilling program at Baleen to investigate as a secondary objective the potential for geosequestration of CO₂ emissions)
- Rising concerns over climate change and the commitment by the NSW Government to achieving net zero by 2050 will place increasing emphasis on CCS as a mitigation option for large scale industrial sources of CO₂ which in turn will benefit the CCS market over the forecast period⁴



Location of Block PEP 11 offshore Australia (above) and location of Baleen well site (DM below)



David Breeze (Director) authorised the release of this announcement to the market.

About Advent Energy Advent Energy Ltd is an unlisted oil and gas exploration company held by major shareholders), BPH Energy (ASX: BPH), Grandbridge and MEC Resources (ASX: MMR) BPH has an interest of 22.7 % in Advent Energy Ltd. Bounty Oil and Gas NL holds an interest in PEP11 (ASX: BUY). Advent holds an 85% interest in the PEP11 permit

References

- (1) <https://earthresources.vic.gov.au/projects/carbonnet-project>
- (2) New South Wales-Deep Saline Aquifer Storage Potential /Geoscience Australia.Co2CRC Research Report Patchett. A. and Langford .R. 2005
- (3) The potential for geological sequestration of CO₂ in Australia: Preliminary findings and implications for new gas field development Bradshaw.J;Bradshaw.B;AllinsonG;Rigg.A;Nguyen; 2002 (In 2)
- (4) Science Direct_CO₂ storage capacity estimation:
Bachu.S;Bonijoly.D;;Barruss.R;Holloway.S;Bradshaw.J Mathiassen o
- (5) <https://www.marketwatch.com /carbon-capture-and-sequestration-ccs-market-size -industry-news-2020-09-02>



ASX ANNOUNCEMENT

13 January 2021

ADVENT ENERGY LTD – PRELIMINARY WELL SERVICES AGREEMENT SIGNED

MEC Resources Limited (**MEC** or the **Company**) (**ASX: MMR**) refers to the announcement made by BPH Energy Ltd (**BPH**) (**ASX:BPH**) and released on the ASX platform on 13 January 2021 (**Announcement**) entitled *"Preliminary Well Services Agreement signed"*.

The ASX release by BPH can be viewed on the ASX platform at;

https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02330168-6A1015360?access_token=83ff96335c2d45a094df02a206a39ff4

MEC is the largest shareholder in Advent Energy Ltd, holding 48.2% of the issued share capital of Advent Energy.

This announcement has been approved by the Board of Directors of MEC.

David Breeze
Managing Director

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12 January 2021

ASX Limited
10th Floor, 20 Bridge Street
Sydney NSW 2000

Preliminary Well Services Agreement signed

BPH Energy Ltd (ASX: BPH) (**BPH** or the **Company**) wishes to advise its investee company, Advent Energy Ltd (**Advent**) through its wholly owned subsidiary Asset Energy Pty Ltd (**Asset**), has signed a Preliminary Well Services Agreement (Agreement) with Add Energy (<https://addenergy.no>).

Under the Agreement Add Energy will initiate a review of rig availability and engagement terms for the Baleen well program. Add Energy will also develop a scope of supply for regulatory and environmental compliance and review the drilling campaign schedule including a review of the program for geosequestration drilling research as part of the Baleen drill project.

Add Energy provides drilling and well engineering specialized consultancy services and solutions to the energy industry on a global scale, including well design and environmental services. Add Energy is headquartered in Stavanger, Norway and operates in every region of the world from 15 locations including Europe, the Middle East, the Americas and Australia.

PEP11 gas project – NOPTA

BPH Investee Advent, has submitted to the National Offshore Petroleum Titles Administrator (**NOPTA**) an application to enable the drilling of the Baleen drill target in the PEP11 permit offshore NSW.

Advent, through wholly owned subsidiary Asset, holds an 85% interest and is operator of the permit. Bounty Oil and Gas NL (ASX: BUY) holds the remaining 15%. As advised, the Joint Venture made application to NOPTA to change the current Permit conditions to proceed with the drilling.

The Company confirms that this application is in the final decision phase. The Joint Venture will further update the market on the timing of these approvals when detail is available.

Sub Underwriting - Advent

As previously announced¹, BPH has entered into an agreement in relation to Advents Offer Information Statement, to sub underwrite the Advent raising for an amount of \$1,000,000.

Geosequestration

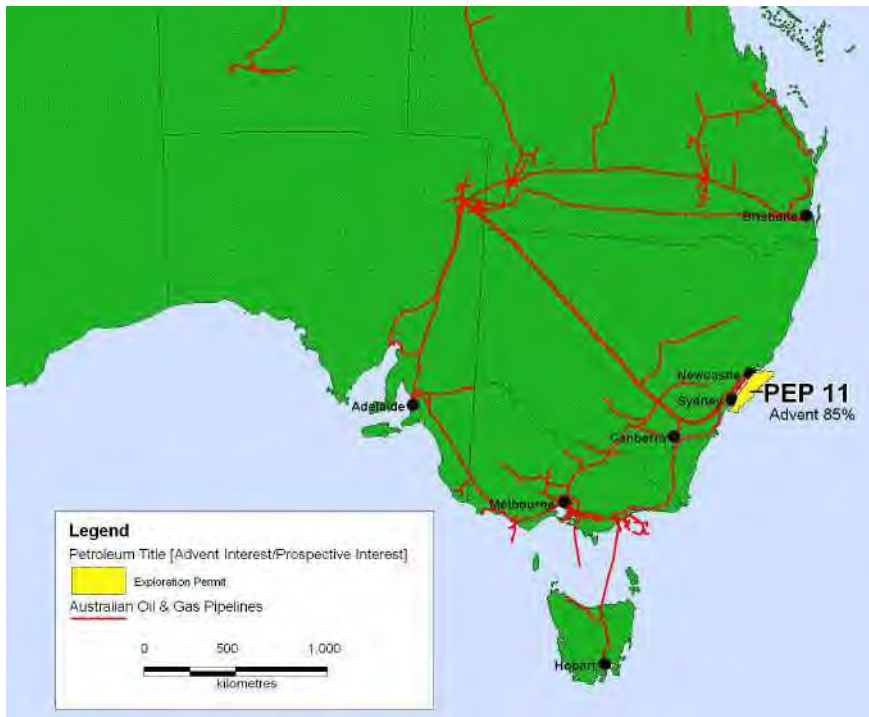
BPH recently confirmed the appointment of Professor **s 22** as an advisor on geosequestration (the geological storage of carbon dioxide) for its project in the Offshore Sydney Basin. The Offshore Sydney Basin offers the potential opportunity for NSW to make deep cuts in its CO₂ emissions through CCS -Carbon Capture and Storage (geosequestration of CO₂ emissions).

¹ ASX release 4 Jan 2021 – Lifting of Trading Halt

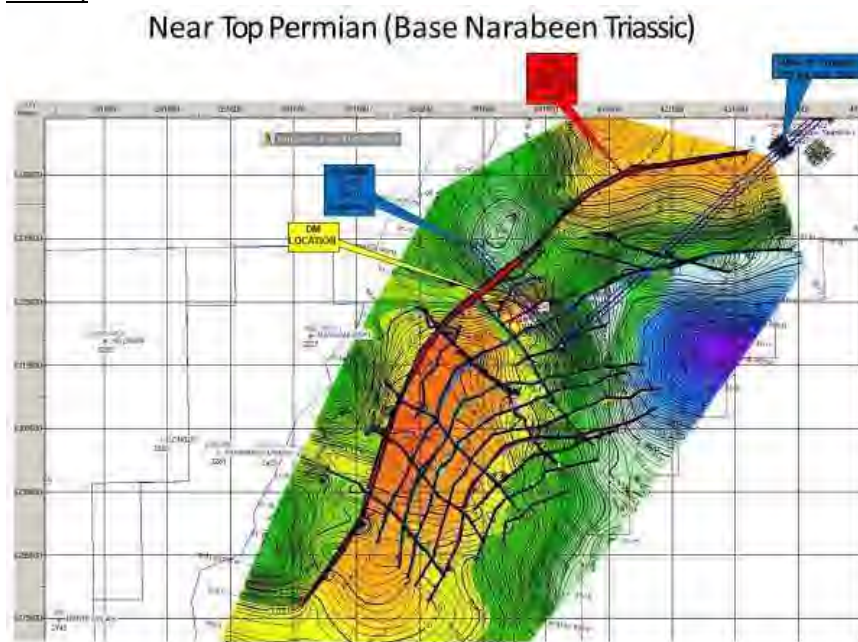
CCS is part of a suite of solutions with the potential to mitigate greenhouse gas emissions and help address climate change.

David Breeze (Director) authorised the release of this announcement to the market.

PEP11 LOCATION



Location of Block PEP 11 offshore Australia (above) and location of Baleen well site (Location marked DM below)



About Advent Energy Ltd

Advent Energy Ltd is an unlisted oil and gas exploration company held by major shareholders), BPH Energy (ASX: BPH), Grandbridge (ASX: GBA) and MEC Resources (ASX: MMR). Advent holds a strong portfolio of near-term development and exploration assets spanning highly prospective acreage onshore and offshore Australia in proven petroleum basins. Advent Energy's asset base also incorporates both conventional and unconventional petroleum targets.

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9 February 2021

ASX Limited
10th Floor, 20 Bridge Street
Sydney NSW 2000

**BPH Energy Limited (ASX: BPH) ADVENT ENERGY-
CONTRIBUTING TO NET ZERO-BALEEN WELL OBJECTIVES**

BPH Energy Ltd (ASX: BPH) (**BPH** or the **Company**) has released commentary by its investee company, Advent Energy Ltd (**Advent**) on recent press coverage.

In commenting on the recent press commentary on plans to explore for gas on the NSW continental shelf David Breeze, Chairman of Advent Energy, affirmed Advent's position on Net Zero and provided detail on the Baleen well drilling objectives saying:-

“Advent Energy is a strong supporter of plans for Net Zero by 2050 and sees the company playing a direct role in achieving that target, especially in New South Wales. It aims to do this in two ways: First, by finding gas closest to Australia's biggest domestic energy market; gas which can be used to provide reliable back-up for increased uptake of renewable energy in NSW. Second, through its plans to explore for opportunities in offshore NSW for carbon capture and storage (CCS), a key clean energy technology.”

Mr Breeze pointed out that the UK, one of the few countries with specific plans for achieving net zero by 2050, sees CCS as an absolutely essential technology in its net zero strategy. *“Our plan for NSW is to use the results from our offshore drilling for gas, to also enable us to assess the offshore Sydney Basin for carbon storage”* said Mr Breeze. *“At this stage, we do not know if our drilling will encounter suitable carbon storage rocks. But based on the offshore seismic results we have obtained so far, we are optimistic. Independent published research by Geoscience Australia and the CO2CRC suggests large scale CO₂ storage may be feasible in parts of the offshore Sydney Basin”*. “

The Federal Government has increasingly acknowledged the importance of CCS in decreasing emissions, in line with its clean energy technology roadmap. The US Government, under President Biden, has identified CCS as a key clean energy technology in its plans for Net Zero by 2050.

At the present time, NSW has not located any suitable onshore sites for large scale carbon storage, but in commenting on Advent's plan for the offshore Sydney Basin, Mr Breeze said *“If our gas and carbon storage exploration program is successful, and I am optimistic that it will be, it could be a real game changer for NSW and Australia in transitioning to a clean energy and net zero future. I look forward to discussing our plans with the State and Federal governments, and with the Opposition”*.

Advent Energy recently (December 2020) appointed Professor s 22 as its Adviser on CCS. Professor Cook is one of the world's leading experts on CCS, with an extensive record of research and publication on the topic. He has been an IPCC Coordinating Lead Author and received the Greenman Award from the IEA Greenhouse Gas Programme for his work on CCS.

CCS Background

A number of overseas companies have recently announced plans for CCS.

The Norwegian company Equinor has outlined its Northern Lights Project with construction starting this year. The Project will involve permanent storage of many millions of tonnes of carbon dioxide from various onshore sources, in a reservoir 2600 meters under the seabed.

The US company Exxon Mobil has just announced a new company, Low Carbon Solutions, which will spend \$3 billion to 2025 on clean energy technologies, with CCS a particular focus.

In Australia, the WA Gorgon LNG Project is geologically storing 3-4 million tonnes of CO₂ a year at its Barrow Island facility.

The Norwegian Sleipner Project commenced offshore CO₂ storage in 1996 and since that time has safely and securely stored approximately 20 million tonnes of CO₂ in reservoir rocks 1000m under the seafloor.

David Breeze (Director) authorised the release of this announcement to the market.

Yours sincerely

s 47F

David Breeze
Executive Director

(1) New South Wales-Deep Saline Aquifer Storage Potential / Geoscience Australia. CO2CRC Research Report Patchett. A. and Langford .R. 2005

About Advent Energy Ltd

Advent Energy Ltd is an unlisted oil and gas exploration company held by major shareholders BPH Energy (ASX: BPH), Grandbridge and MEC Resources (ASX: MMR) Advent holds a strong portfolio of near-term development and exploration assets spanning highly prospective acreage onshore and offshore Australia in proven petroleum basins. Advent Energy's asset base also incorporates both conventional and unconventional petroleum targets.

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8 March 2021

Advisor, Listings Compliance (Perth)
 ASX Limited
 GPO Box H224
 AUSTRALIA SQUARE NSW 1215

Dear Daniel

Re: (“BPH”) – ASX Price/Volume Query 4th March 2021.

We refer to your letter of 4th March 2021.

We provide answers by reference to the paragraph numbers in your letter.

1. Other than as set out in response 3, no information to our knowledge.
2. Not applicable.
3. BPH has noted a range of press and other commentary in respect of PEP 11 which is summarised below.

BPH has become aware of comments which were attributed to the Prime Minister Hon Scott Morrison on Thursday, 4th March 2021, as set out in the ASX query.

BPH confirms in his role as the Federal Minister of Resources Hon. Keith Pitt MP is the Federal Government Minister responsible for PEP 11 and other permits in Federal waters. On Thursday, 4th March 2021 Minister Pitt released a statement set out below and confirmed that a decision on PEP 11 had not yet been made:

“While I appreciate the issue has generated a lot of public discussion and differing opinions, as the decision maker I will carefully consider the proposal taking into account advice from [the National Offshore Petroleum Titles Administrator NOPTA] and the legislation under which the application has been made before making an announcement” Mr. Pitt said.

BPH investee Advent Energy, also confirmed in a release, made today 8th March 2021, the appointment of a Drilling Manager with Add Energy as an initial step in well planning for Baleen.

In the first stage of a phased approach, Add Energy will provide technical support in the following areas:

- Review of current well design documentation.
- Develop a suitable well design and cost estimates.

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- Develop drilling schedule and define a ready to drill tentative window.

4. We confirm that the Company is in compliance with the listing rules and, in particular, listing rule 3.1.

BPH confirms the responses in this letter are made by the Chairman, an officer with delegated authority to respond to disclosure matters and queries.

David Breeze (Director) authorised the release of this announcement to the market.

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8 March 2021

ASX Limited
10th Floor, 20 Bridge Street
Sydney NSW 2000

INVESTEE ADVENT ENERGY GROUP APPOINTS DRILLING MANAGER

Further to the announcement on 12 January 2021 by BPH Energy Limited's (ASX: BPH) (**BPH** or the **Company**) whereby investee Advent Energy has signed a Preliminary Well Services Agreement with Add Energy relating to the preparation for drilling of the Baleen well in offshore licence PEP11, Add Energy will deliver phased approach services to Advent Energy for the preparation and drilling of the Baleen Well PEP11.

In the first stage of the phased approach, Add Energy will provide technical support in the following areas:

- Review of current well design documentation.
- Develop a suitable well design and cost estimates.
- Develop drilling schedule and define a ready to drill tentative window.

As part of the initial phase, a scope review gap analysis will be performed to determine how much work / time will be required to deliver the scope. That being the case, given that Advent Energy are still in the pre-approval stage of the license suspension and extension, the scope will be up to 20 days.

David Breeze (Director) authorised the release of this announcement to the market.

Yours sincerely

s 47F

David Breeze
Chairman

About Advent Energy Ltd

Advent Energy Ltd is an unlisted oil and gas exploration company held by major shareholders BPH Energy (ASX: BPH), Grandbridge and MEC Resources (ASX: MMR) Advent holds a strong portfolio of near-term development and exploration assets spanning highly prospective acreage onshore and offshore Australia in proven petroleum basins. Advent Energy's asset base also incorporates both conventional and unconventional petroleum targets.

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16 April 2021

ASX Limited
10th Floor, 20 Bridge Street
Sydney NSW 2000

INVESTEE ADVENT ENERGY PEP11 -Baleen-Environmental Review Report Received

BPH Energy Limited's (ASX: BPH) (**BPH** or the **Company**) wishes to advise it has now received the Environmental Review Report for the Baleen gas exploration well in offshore license PEP11. Advent Energy Ltd (Advent) is the operator of the permit through its wholly owned subsidiary, Asset Energy Pty Ltd, in Joint Venture (85%) with Bounty Oil & Gas NL (15%) (ASX: BUY)

On 26th February 2021 BPH advised that its investee Advent Energy had confirmed the engagement with Add Energy for the **s 22** Group to undertake a preliminary environmental screening assessment of the proposed Baleen well in preparation for drilling of the Baleen well in offshore licence PEP11,

s 22 Group are a leading global energy environmental consultancy with a strong track record in the Australian offshore sector where they are subject matter experts in environmental impact assessment and regulatory approvals.

The report was facilitated by the pre-existing environmental information from the prior technical work in the licence including the Environmental Plan which was accepted by the authorities for a 2D Seismic survey which was commissioned by Advent and carried out in 2018.

The report has confirmed the program required to undertake an environmental impact assessment to support the required approvals for the Baleen well .

The aims of the preliminary environmental impact assessment were to:

1. Produce a detailed summary of required technical inputs.
2. Produce a detailed summary of required environmental inputs.
3. Outline a proposed approach for stakeholder consultation; and
4. Identify key controls potentially required to manage the activity

The report addresses the drill target on the Baleen prospect initially announced with total depth of 2150 metres on seismic data line B4-18.

As advised Advent now intends, subject to approvals and funding, to undertake deeper drilling to also undertake evaluation of the Offshore Sydney Basin for carbon sequestration (carbon capture and storage).

This has resulted in a revised specification of a well to target early Permian sandstones for both hydrocarbon and carbon sequestration potential with a revised total depth being set at 3150 m.

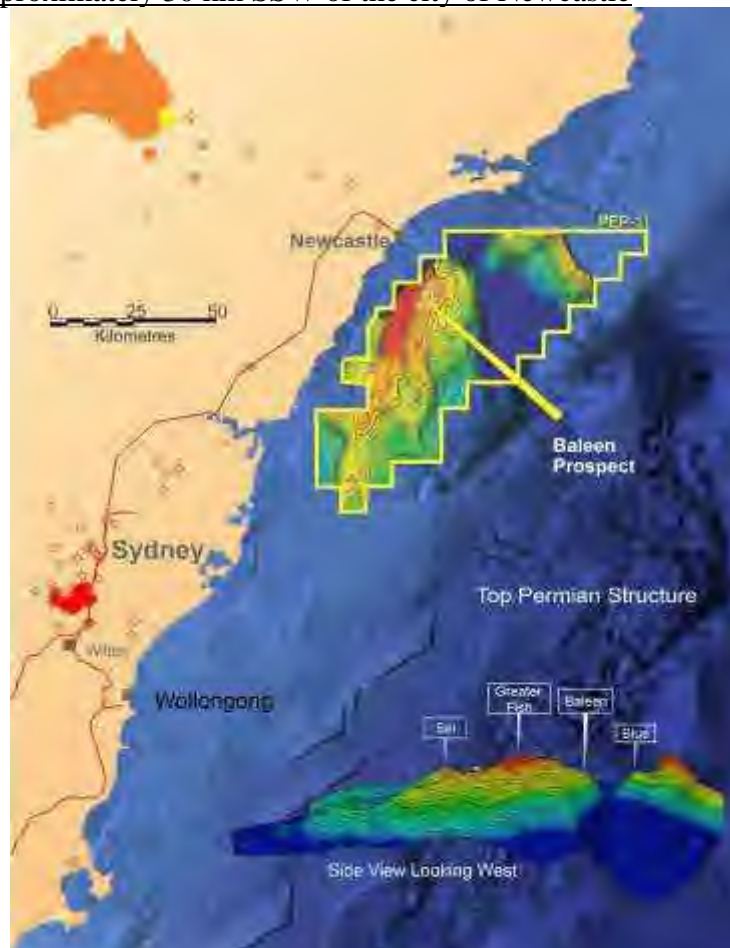
The Environmental Review Design report is now being assessed and further announcements will follow.

David Breeze (Director) authorised the release of this announcement to the market.

PEP11 LOCATION



Location of PEP 11 offshore Australia (above) and location of Baleen well site approximately 24 km offshore and approximately 30 km SSW of the city of Newcastle



About Advent Energy Ltd

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Geosequestration –The Offshore Sydney Basin offers the potential opportunity for NSW to make deep cuts in its CO₂ emissions through CCS -Carbon Capture and Storage (geosequestration of CO₂ emissions). CCS is part of a suit of solutions with the potential to mitigate greenhouse gas emissions and help address climate change.

About s 22 Group

s 22 are a leading global energy consultancy and provide a range of services including data-enabled engineering and environmental services across:

- Performance monitoring and improvement
- Integrity monitoring
- Fitness for service and life extension
- Asset integrity management
- Safety, Environment & Risk management
- Regulatory compliance

s 22 Group also have expertise in landmark Carbon Capture Utilisation and Storage (CCUS) and have recently advised the Dutch government on a CCUS project and delivered a review into tariffs for a (CCUS) project in the Netherlands.

The review for the Dutch Ministry of Economic Affairs and Climate Policy analysed proposed fees for the transport and storage requirements of the Porthos project, a joint venture between the Port of Rotterdam Authority, Gasunie and EBN, which seeks to transport CO₂ from industry in the Port of Rotterdam to empty gas fields beneath the North Sea.

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16 May 2021

ASX Limited
10th Floor, 20 Bridge Street
Sydney NSW 2000

INVESTEE ADVENT ENERGY PEP11 -BALEEN WELL

Geophysical Indications of Gas in Offshore Sydney Basin confirmed in Geoscience Australia Report

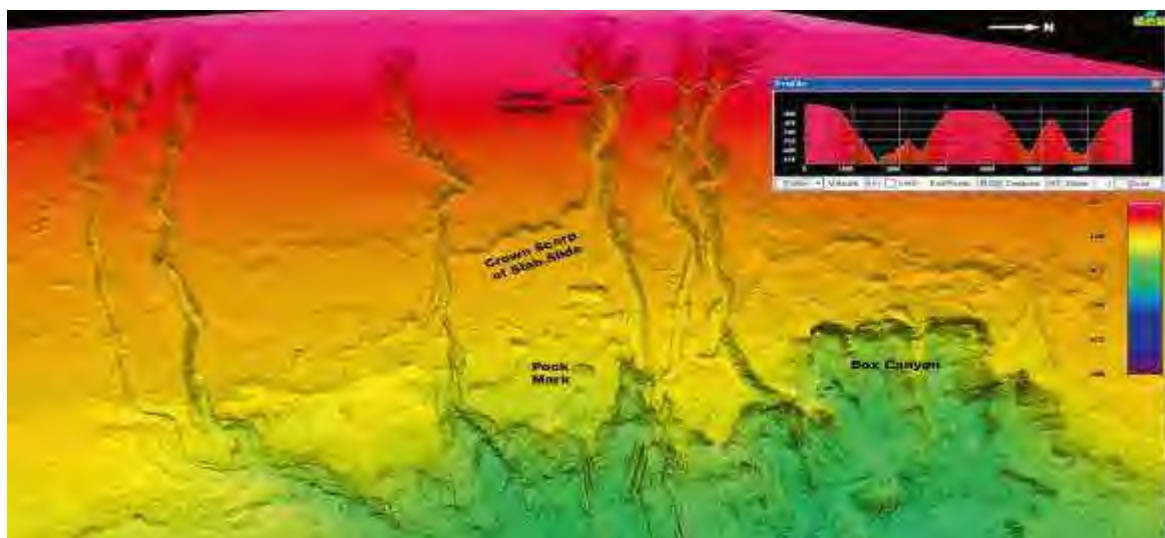
BPH Energy Ltd (“BPH” or the “Company”)(ASX:BPH) highlights the following information provided by its investee company , Advent Energy Ltd .

Advent Energy has further reviewed research reports by the Australian Government Agency Geoscience Australia (*1). The report extracts below are from the NSW Continental Slope Survey Post Voyage | report (*2). The report confirmed natural gas features in the Offshore Sydney Basin and identified a series of large pockmarks.

- “It is significant that the sediment directly above the largest fault is disturbed and distinctive circular depressions occur in the sea floor. These depressions are likely to be caused **by methane gas and fluid from the Permian coal measures** escaping along the fault plane.”
- “On the mid slope between the Newcastle Canyons are a number of depressions on the seafloor. These are large features and for example, extend 750 m across slope, with side scarps showing slopes over 20° and floors 70 m below the rims. These features resemble those found on sidescan records from the Mississippi Delta known as “collapse depressions” and result from gas and fluid expulsion from subsurface Units (e.g., Prior and Coleman, 1980). “.... “It is considered likely that the **features found off Newcastle are also depressions formed from gas and/or fluid escape...**”

[The concept that hydrocarbons migrate from subsurface accumulations and mature source rocks to near surface sediments is well documented. Similar features with pockmarks and active hydrocarbon seeps are noted in the North Sea, Offshore Norway, and in the Gulf of Mexico. These generally occur where generation and migration of hydrocarbons from source rocks are ongoing today (*3)].

These remarkable gas features were illustrated in a further post voyage publication from the Research Voyage (*4). See pockmarks below.



Off Newcastle and the Hunter River in central NSW, upper slope deltas are incised by linear canyons (*top center*), and box canyons are retrogressing up the middle slope (*lower right*). A large pockmark is seen in the lower centre.

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Active seeps and migrated hydrocarbons are a key indicator of ongoing hydrocarbon generation (*3)

Michael Abrams (in D Schumacher and M.A. Abrams, eds., Hydrocarbon migration and its near surface expression: AAPG Memoir 66, p. 1-14) (*3) states

“Active seeps occur where gas bubbles, pockmarks, or bright spots are visible on seismic profiles and where chemosynthetic communities are present in conjunction with large concentrations of migrated hydrocarbons (microseeps). These generally occur where generation and migration of hydrocarbons from source rocks are ongoing today”.

It is noted of potential importance to the probability of success of hydrocarbon exploration in PEP11, “A recent review of more than 850 wildcat wells – all drilled after completion of surface geochemical surveys – finds that 79% of wells drilled in positive geochemical anomalies resulted in commercial (hydrocarbon) discoveries; in contrast, 87% of wells drilled in the absence of an associated geochemical anomaly resulted in dry holes.” (Schumacher, D., 2000, Surface geochemical exploration for oil and gas: New life for an old technology, The Leading Edge)

Advent notes the PEP11 project is also the closest potential new source of gas to the NSW gas market. The PEP11 Joint Venture partners have confirmed that all gas sourced from the permit will be supplied in to the east coast gas market.

Developing Australian energy resources including natural gas for industries, job creation and power generation in regions like Newcastle is critical .The Joint Venturers note that any gas discovery in PEP 11 would be for the benefit of NSW Industry and jobs and consistent with the Federal Government’s policy emphasis on gas supplies for the Hunter Region as a transition fuel for electric power generation and for normal domestic uses in NSW.

On 16th February 2021, the ACCC released its report on the gas supply market. In a release commenting on that report the Federal Treasurer Hon. Josh Frydenberg MP said the Government will continue to take strong action to ensure domestic gas users get the best deal. “Affordable and reliable gas is crucial to our economic recovery from the COVID-19 pandemic and is a key plank of the Government’s JobMaker plan,” the Treasurer said. The ACCC report release confirmed...gas prices were still higher than export parity, ..and the risk of a supply shortfall remains.

Geosequestration (CCS)

BPH also has noted the Federal Government funding incentives for carbon capture and storage (CCS) technology announced in the Federal Government Budget .

This focus on CCUS has highlighted the additional objective of the Baleen Well drilling. BPH has previously announced the Baleen well program offers environmental benefits in carbon capture and storage (carbon reduction) for the greater Sydney/Newcastle area (Reference ASX announcement of 14th December 2020).

The Baleen project is the closest potential offering of storage capacity for CCUS to Sydney/Newcastle which produces approximately one third of Australia’s CO2 emissions.

BPH advises that over 7,000 investors have joined the BPH shareholder register since last year and the company now has over 9,600 shareholders .There are nearly 17,000 shareholders across the public companies involved in PEP 11 and there has been an estimated \$43,000,000 spent on the Offshore Basin Permit areas .

David Breeze (Director) authorised the release of this announcement to the market.

References

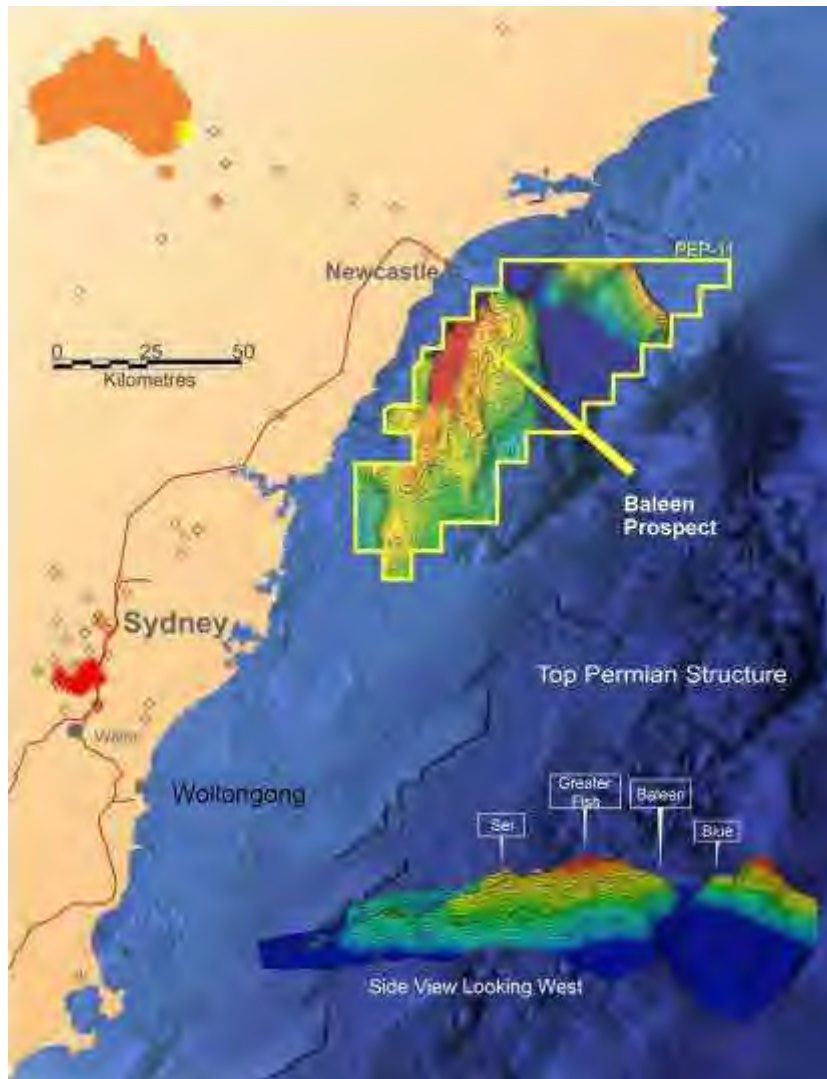
Geoscience Australia is an agency of the Australian Government. It carries out geoscientific research and is the government's technical adviser on all aspects of geoscience, and custodian of the geographic and geological data and knowledge of the nation.(*1)

Geoscience Australia” NSW Continental Slope Survey. RV Southern Surveyor 10/2006 October 2006
Kriton Glenn, Alix Post, Jock Keene, Ron Boyd et al.(*2)

“Southeast Australia: A Cenozoic Continental Margin Dominated by Mass Transport, Boyd, Keen, Hubble, Gardner, Glenn, Ruming, Exxon and the crews of Southern Surveyor 10/2006 and 12/2008 (4*)

PEP11 and Baleen Location

Location of PEP 11 offshore Australia (above) and location of Baleen well site approximately 26 km offshore and approximately 30 km SSW of the city of Newcastle



About Advent Energy Ltd

Advent Energy Ltd is an unlisted oil and gas exploration company held by major shareholders BPH Energy (ASX: BPH), Grandbridge and MEC Resources (ASX: MMR). Advent holds a strong portfolio of near-term development and exploration assets spanning highly prospective acreage onshore and offshore Australia in proven petroleum basins. Advent Energy's asset base also incorporates both conventional and unconventional petroleum targets. Advent is in Joint Venture in PEP11 with Bounty (ASX: BUY)

Geosequestration - The Offshore Sydney Basin offers the potential opportunity for NSW to make deep cuts in its CO₂ emissions through CCS - Carbon Capture and Storage (geosequestration of CO₂ emissions). CCS is part of a suite of solutions with the potential to mitigate greenhouse gas emissions and help address climate change.

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25 May 2021

ASX Limited
10th Floor, 20 Bridge Street
Sydney NSW 2000

INVESTEE ADVENT ENERGY

PEP11 -BALEEN- AWARD OF CONTRACT TO PREPARE ENVIRONMENTAL PLAN

BPH Energy Limited (ASX: BPH) (**BPH** or the **Company**) is pleased to advise that after assessing proposals for Environmental Approvals for Baleen-1 its investee entity, Advent Energy Ltd, has appointed s 22 Group s 22) under a lump sum contract to prepare the Environmental Plan for first submission to NOPSEMA.

s 22 Group are a leading global energy environmental consultancy with a strong track record in the Australian offshore sector where they are subject matter experts in environmental impact assessment and regulatory approvals.

s 22 appointment was based on their high quality of engagement, willingness to provide a staged lump sum proposal, and recent experience by their Principal Consultant in working for NOPSEMA.

PEP11 interests are:

| | |
|----------------------------------|------|
| Advent Energy Ltd | 85 % |
| Bounty Oil and Gas NL (ASX: BUY) | 15% |

David Breeze (Director) authorised the release of this announcement to the market.

About Advent Energy Ltd

Advent Energy Ltd is an unlisted oil and gas exploration company held by major shareholders BPH Energy (ASX: BPH), Grandbridge and MEC Resources (ASX: MMR) Advent holds a strong portfolio of near-term development and exploration assets spanning highly prospective acreage onshore and offshore Australia in proven petroleum basins. Advent Energy's asset base also incorporates both conventional and unconventional petroleum targets.

Geosequestration_The Offshore Sydney Basin offers the potential opportunity for NSW to make deep cuts in its CO₂ emissions through CCS -Carbon Capture and Storage (geosequestration of CO₂ emissions).CCS is part of a suit of solutions with the potential to mitigate greenhouse gas emissions and help address climate change.

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s 22 Group also have expertise in landmark Carbon Capture Utilisation and Storage (CCUS) and have recently advised the Dutch government on a CCUS project and delivered a review into tariffs for a (CCUS) project in the Netherlands. The review for the Dutch Ministry of Economic Affairs and Climate Policy analysed proposed fees for the transport and storage requirements of the Porthos project, a joint venture between the Port of Rotterdam Authority, Gasunie and EBN, which seeks to transport CO₂ from industry in the Port of Rotterdam to empty gas fields beneath the North Sea.

BPH Energy Ltd ACN 095 912 002

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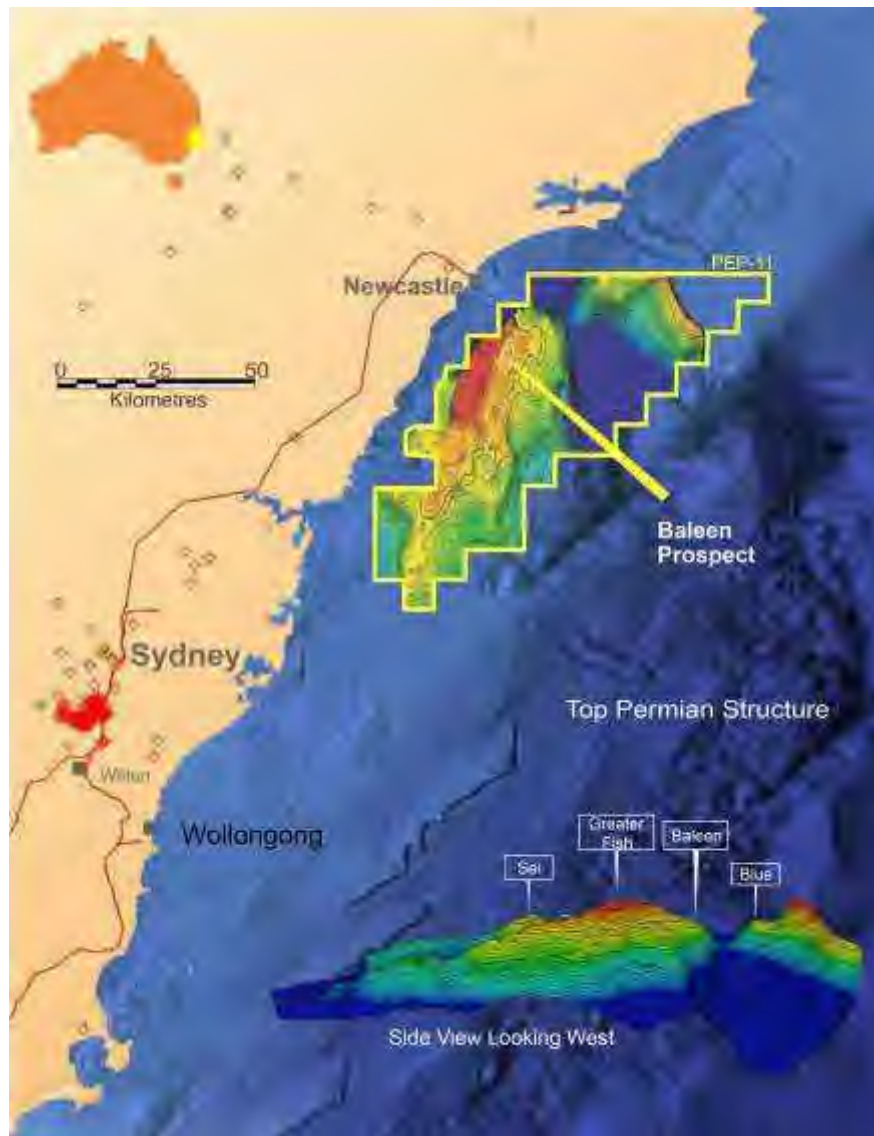
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PEP11 LOCATION

Location of PEP 11 offshore Australia (above) and location of Baleen well site approximately 26 km offshore and approximately 30 km SSW of the city of Newcastle



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31 May 2021

ASX Limited
10th Floor, 20 Bridge Street
Sydney NSW 2000

BALEEN TENDER PROGRAM COMMENCES

PEP11 -ADVENT ENERGY SUBSIDIARY ISSUES CALL FOR TENDER FOR LONG LEAD ITEMS FOR BALEEN WELL

BPH Energy Limited (ASX: BPH) (**BPH** or the **Company**) is pleased to announce investee Advent Energy Ltd's wholly owned subsidiary, Asset Energy, has issued a Call For Tender for the provision of subsea wellhead equipment, materials and associated services for the Baleen drilling program.

This equipment provides the 'foundation' for the Baleen well and is the first stage of well construction.

This is an important step in the preparation and planning for the Baleen-1 well ensures that Asset will be ready to commence drilling after relevant approvals have been received.

When the well has reached total depth and been fully evaluated, the well will be plugged and abandoned in line with pre-drill planning as an exploration well, and the well head and associated equipment well be removed from the seabed.

PEP11 interests are:

| | |
|----------------------------------|------|
| Advent Energy Ltd | 85 % |
| Bounty Oil and Gas NL (ASX: BUY) | 15% |

David Breeze (Director) authorised the release of this announcement to the market.

About Advent Energy Ltd

Advent Energy Ltd is an unlisted oil and gas exploration company held by major shareholders BPH Energy (ASX: BPH), Grandbridge and MEC Resources (ASX: MMR) Advent holds a strong portfolio of near-term development and exploration assets spanning highly prospective acreage onshore and offshore Australia in proven petroleum basins. Advent Energy's asset base also incorporates both conventional and unconventional petroleum targets.

Geosequestration-The Offshore Sydney Basin offers the potential opportunity for NSW to make deep cuts in its CO₂ emissions through CCS -Carbon Capture and Storage (geosequestration of CO₂ emissions).CCS is part of a suit of solutions with the potential to mitigate greenhouse gas emissions and help address climate change.

BPH Energy Ltd ACN 095 912 002

PO Box 317, North Perth, Western Australia 6906

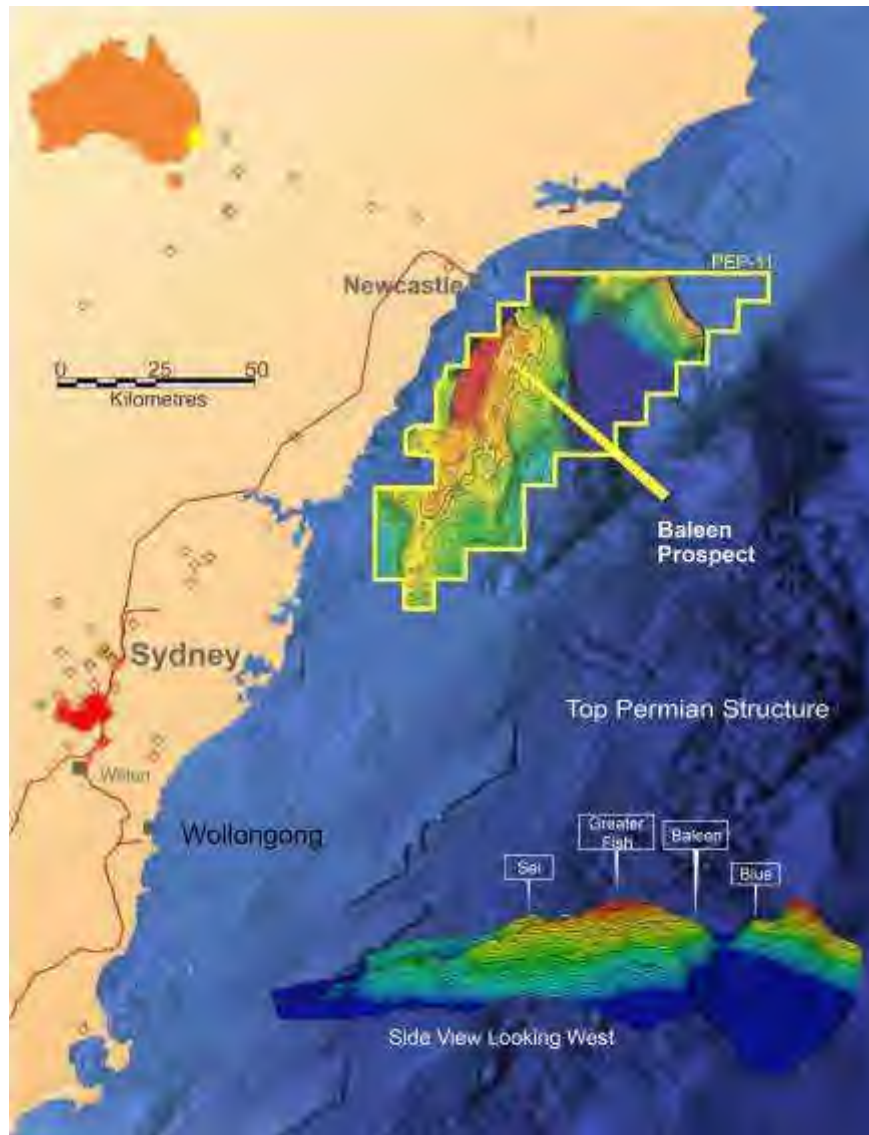
14 View Street, North Perth, Western Australia 6006

admin@bphenergy.com.au www.bphenergy.com.au

T: +61 8 9328 8366 F: +61 8 9328 8733

PEP11 LOCATION

Location of PEP 11 offshore Australia (above) and location of Baleen well site approximately 26 km offshore and approximately 30 km SSW of the city of Newcastle





Australian Government
National Offshore Petroleum
Titles Administrator

7 August 2020

Ms Marie Illman
 General Manager
 Offshore Resources Branch, Resources Division,
 Department of Industry, Science, Energy and Resources
 GPO Box 2013
 CANBERRA ACT 2601

Alluvion Building
 Level 8, 58 Mounts Bay Road Perth WA 6000
 GPO Box 7871, Perth WA 6850
www.nopta.gov.au

ABN 74 599 608 295

Via email to Petroleum.Exploration@industry.gov.au

Mr Michael Wright
 Deputy Secretary
 Mining, Exploration and Geoscience
 Department of Regional New South Wales
 PO Box 344
 Hunter Region Mail Centre NSW 2310

Via email to titles.services@planning.nsw.gov.au

NEATS Ref: Z4NMT2

Dear Ms Illman and Mr Wright

**ADDITIONAL INFORMATION RELATING TO A VARIATION, SUSPENSION &
 EXTENSION APPLICATION FOR PETROLEUM EXPLORATION PERMIT
 NSW/PEP-11**

I refer to the application validly received on 23 January 2020 for a secondary work program variation and a 24 month suspension of the Permit Year 4 work program commitments, with a corresponding 24 month extension of the permit term, in relation to Petroleum Exploration Permit NSW/PEP-11 (**PEP-11**) under the *Offshore Petroleum and Greenhouse Gas Storage Act 2006 (the Act)*.

My advice with regards the application was provided to the Joint Authority on 29 April 2020 recommending approval of the application. On 2 July 2020 the Joint Authority via NOPTA requested further information (**RFI**) from the titleholders of PEP-11 in order to inform its decision (**Attachment A**).

On 6 August 2020, the titleholders responded by submitting ten documents including a covering letter. All submitted documents are attached herewith.

Please advise if you require NOPTA to provide any additional advice to the Joint Authority.

If you have any queries regarding this matter, please contact s 47F on
 s 47F or titles@nopta.gov.au.

s 47F

Graeme Waters
 Titles Administrator



Australian Government
National Offshore Petroleum
Titles Administrator

2 July 2020

Mr David Breeze
Director, Asset Energy Pty Ltd
PO Box 317
NORTH PERTH WA 6906

Alluvion Building
Level 8, 58 Mounts Bay Road Perth WA 6000
GPO Box 7871, Perth WA 6850
www.nopta.gov.au

ABN 74 599 608 295

By email to: david@grandbridge.com.au

NEATS Ref: Z4NMT2

Dear Mr Breeze

REQUEST FOR FURTHER INFORMATION: VARIATION, SUSPENSION & EXTENSION OF PETROLEUM EXPLORATION PERMIT PEP-11

I refer to the application validly received on 23 January 2020 for a secondary work program variation and a 24 month suspension of the Permit Year 5 work program commitments, with a corresponding 24 month extension of the permit term, in relation to Petroleum Exploration Permit PEP-11 under the *Offshore Petroleum and Greenhouse Gas Storage Act 2006* (the Act).

In your 14 January 2020 letter, you addressed control of the operator (and the associated financial issues) and misconduct and legal matters – force majeure. Following a review of publically available information on these matters, we have not been able to confirm that Asset has a viable future funding strategy to meet its upcoming work program commitments for the period of suspension and extension sought.

The Commonwealth – New South Wales Offshore Petroleum Joint Authority has therefore requested further information to assist in making a final decision on the application to ensure that the proposed work within the permit can be funded.

Please provide details of Asset Energy's specific funding strategies (including key milestones and evidence of ability to raise funds through proposed methods) intended to fund the work program to be completed within the requested suspension and extension period.

If Asset Energy is reliant on the financial support of another party to complete the work commitments for the application, please also provide evidence of their written commitment to this venture, their most recent financial statements and evidence of their ability to raise the capital.

The requested information should be provided by **16 July 2020**.

If you have any queries regarding this letter, please contact s 47F titles@nopta.gov.au.

or

Yours sincerely,

s 47F

Graeme Waters
Titles Administrator

Cc: geo@bountyoil.com



6th August 2020

Mr Graeme Waters
Titles Administrator
National Offshore Petroleum Titles Administrator
GPO Box 7871
PERTH WA 6850
via email: s47F@nopta.gov.au

**RE: REQUEST FOR ADDITIONAL INFORMATION: VARIATION, SUSPENSION
& EXTENSION OF PETROLEUM EXPLORATION PERMIT PEP-11**

Dear Mr Waters,

I refer to your letter of 2 July 2020 and am pleased to provide further information as requested below and attached

Funding Strategies.

Capital Raising program –This will occur through a multistage process. Capital will be raised through both ASX listed and unlisted securities offerings with the primary source to be BPH Energy Ltd. Bounty Oil and Gas NL holds a 15% interest in PEP 11 and the JV. Bounty confirms they will participate and fund the drilling for their 15% Joint Venture interest. It is also intended that independent funding will be sourced for the Geosequestration component .The ATO R and D rebate will underpin this source.

This funding process will follow our very successful capital raising strategy utilized at the time of Drilling New Seaclem well in PEP11 in 2010 when our group entities successfully raised over \$55,000,000 in a four phase stepped process the majority of which (\$34,000,000) was funded by BPH Energy Ltd.

As Managing Director I was directly responsible for the success of these capital raising program and have been in involved in successful capital raising of over \$300,000,000 for 70 plus companies in my public company and corporate career.

The PEP11 Baleen well funding will occur in sequential raisings linked to the well program through the following entities and sources

1. BPH Energy Ltd (ASX :BPH)

BPH as a listed public company is the controlling entity for Advent Energy Ltd (The 100 % owner of Asset Energy Pty Ltd.) The investment in Advent is the key focus of



BPH Energy and BPH has successfully raised and invested over \$34,000,000 in Advent Energy.

An initial \$2,868,000 capital raising is currently underway. BPH has just raised through a placement \$449,000 (confirmed ASX 23 07 2020) and has issued a prospectus (confirmed ASX 29 07 2020), to raise a further \$2,419,346,000. The prospectus confirms that an amount of \$2,000,000 from the BPH raising will be committed to the underwriting and funding of its investment in Advent Energy thereby increasing the BPH interest in Advent to 36 %.

A further \$12,000,000 will be raised for the drilling after approvals have been received from NOPSEMA. BPH has the capacity to raise a further rights issue pre drilling (and underwrite Advent) to fund a total investment of \$22,000,000.

2. Advent Energy Ltd

Raising in Advent will occur through a process of Pre IPO and IPO capital .Advent Energy has prepared an OIS Disclosure Document (Offer Information Statement) for registration with ASIC to raise up to \$4,000,000 prior to end 2020.This OIS will be issued immediately after completion and lodgement of the current 2019/2020 year end audited financial report. This audit process has commenced. BPH has as above confirmed it intention to invest \$2,000,000 in Advent towards funding of well planning, engineering, design, NOPSEMA permitting and drilling equipment procurement.

Two further funding rounds are planned for Advent. There will be a further pre-IPO funding round of \$12,000,000 and a final round at the time of IPO of a minimum \$22,000,000. The IPO is planned to occur in 2021 prior to drilling at Baleen.

3. Joint Venture Participation

Bounty Oil and Gas NL (ASX: BUY) as the 15 % Joint Venture Partner in the PEP11 project has confirmed it will commit to its share of drilling costs . Bounty is an oil producer committed to Australian operations with oil revenue of \$3,000,000 PA and an active onshore Australia drill program. Bounty is currently preparing a capital raising offer for release to the ASX directed to inter alia this drill test in PEP11.

Advent is also in discussions with several major corporates on JV participation. These discussion have been ongoing for the last nine months. There is strong interest in participation.

4. Gas Market Participants

Advent has held discussion with every significant gas market industrial customer on the eastern seaboard including s 22

. These



major gas market participants have indicated strong support for the PEP11 project as an alternative gas supply source. Contributory funding of the drilling has been discussed with these participants based on gas pre purchase contract based on industry precedents. Proposals for conditional supply of over 25 PJ per year have been provided to four of these groups based on the Strike precedent.

5. Geosequestration Funding

It is envisaged that the Baleen well will also be drilled as a Geosequestration research project. The Baleen well offers significant positive national environmental benefits evidenced by published CO2CRC research. The Offshore Sydney Basin offers a real opportunity to make a meaningful impact on the reduction of CO2 emissions through geo-sequestration. The NSW Sydney Basin region contains the largest number of stationary CO2 emission sources in Australia which contribute 34% of the total national emissions. CO2CRC research has indicated at least 2 TCF of CO2 storage may be feasible in the offshore Sydney Basin.

Funding is available for this component through multiple sources including (a) The Research and development (R&D) 43.5% refundable tax offset (b) The Coal Industry research and funding program Coal 21 Fund (c) The Federal Govt CCS funding program. It is noted that the Federal and NSW Governments have both allocated funding for Geosequestration research.

Capital raising capacity

At the time of Drilling New Seaclem well in PEP11 in 2010 our group entities successfully raised over \$55,000,000 to fund the drilling including: -

- Capital raised in BPH in 2009/2010 was \$15,890,231
- Capital raised in MEC in 2009/2010 was \$13,227,625
- Capital Raised in BPH in 2010/2011 was \$19,752,422
- Capital raised directly in Advent Energy in 2010 \$7,500,000

Evidence of our ability to raise the required capital is set out in the attached ASX announcements confirming these fund raisings.

- 7th April 2010 - Advent Energy Investment Update. (~\$14M)
- 12th April 2010 - Advent Energy Funding Update(\$7m)
- 3rd September 2010 - BPH Corp Ltd Non-Renounceable Rights Issue (~\$2.6 M)
- 20th December 2010 - BPH Energy Ltd – Increase Investment in Advent Energy Ltd. (~\$11.5 m)
- 20th December 2010 - Underwriting Details. (~\$14.4m)
- 12th October 2011 Annual Report BPH (Issued Capital \$50m)
- 24th July 2020 - Appendix 2A Application for quotation of Securities.
- 23rd July 2020 - Placement and Non-Renounceable Rights Issue. (~\$2.86M)



The market circumstances which existed at that time have been clearly evidenced again in current market activity of the ASX listed companies BPH and BUY. The current ASX price and volume trends are reflecting the same characteristics that occurred when PEP11 was drilled last time in 2010.

At the time of drilling the NewSeaclem well in PEP11 when we raised over \$55,000,000

- The combined market capitalisation of the ASX listed companies involved in the drilling including BPH and BUY rose from just over \$15m to over \$300m
- Liquidity, as evidenced by total shares traded as a proportion of issued capital, was amongst the highest of all companies on the ASX

The current market circumstances

- There has been a significant rerating of the listed entities involved in the PEP11 JV (BPH and BUY)
- Bounty share price is up over 400% in the last year
- The BPH share price is up over 140 % in the last year
- BPH shares traded in the last two months were over 60 % of the companies issued capital

As requested, I have attached a letter from BPH Energy Ltd committing to raise the amount of \$22,000,000 to fund the drilling program through Advent Energy (The 100% owner of Asset Energy).

Yours sincerely,

s 47F

David Breeze
 Director
 Asset Energy Pty Ltd
 Operator PEP11 JV
 For and on behalf of the Joint Venture

Appendix 2A

Application for quotation of +securities

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

If you are an entity incorporated outside Australia and you are seeking quotation of a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

Part 1 – Entity and announcement details

| Question no | Question | Answer |
|-------------|--|---|
| 1.1 | *Name of entity We (the entity here named) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules. ¹ | BPH Energy Limited |
| 1.2 | *Registration type and number <i>Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).</i> | ACN 095 912 002 |
| 1.3 | *ASX issuer code | BPH |
| 1.4 | *This announcement is <i>Tick whichever is applicable.</i> | <input checked="" type="checkbox"/> A new announcement <input type="checkbox"/> An update/amendment to a previous announcement <input type="checkbox"/> A cancellation of a previous announcement |
| 1.4a | *Reason for update <i>Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.</i> | |
| 1.4b | *Date of previous announcement to this update <i>Mandatory only if "Update" ticked in Q1.4 above.</i> | |
| 1.4c | *Reason for cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i> | |
| 1.4d | *Date of previous announcement to this cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i> | |

¹ Appendix 2A of the Listing Rules includes a warranty that an offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or 1012C(6) of the Corporations Act. If the securities to be quoted have been issued by way of a pro rata offer, to give this warranty, you will generally need to have lodged a cleansing notice with ASX under section 708AA(2)(f) or 1012DAA(2)(f) of the Corporations Act within 24 hours before the securities are offered (see ASIC Regulatory Guide 189 *Disclosure relief for rights issues*). If in doubt, please consult your legal adviser.

| | | |
|-----|----------------------------|--------------|
| 1.5 | *Date of this announcement | 24 July 2020 |
|-----|----------------------------|--------------|

Part 2 – Type of issue

| Question No. | Question | Answer |
|--------------|---|---|
| 2.1 | <p>*The +securities to be quoted are:</p> <p><i>Select whichever item is applicable.</i></p> <p><i>If you wish to apply for quotation of different types of issues of securities, please complete a separate Appendix 2A for each type of issue.</i></p> | <p><input checked="" type="checkbox"/> Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B</p> <p><input type="checkbox"/> Being issued under a +dividend or distribution plan</p> <p><input type="checkbox"/> Being issued as a result of options being exercised or other +convertible securities being converted</p> <p><input type="checkbox"/> Unquoted partly paid +securities that have been paid up and are now quoted fully paid +securities</p> <p><input type="checkbox"/> +Restricted securities where the escrow period has expired or is about to expire</p> <p><input type="checkbox"/> +Securities previously issued under an +employee incentive scheme where the restrictions on transfer have ceased or are about to cease</p> <p><input type="checkbox"/> +Securities issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer</p> <p><input type="checkbox"/> Other</p> |
| 2.2a.1 | <p>*Date of Appendix 3B notifying the market of the proposed issue of +securities for which quotation is now being sought</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B"</i></p> | 23 July 2020 |
| 2.2a.2 | <p>*Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B?</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".</i></p> | Yes |

| | | |
|----------|--|--|
| 2.2a.2.1 | <p>*Please provide details of the further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.2a.2 is "Yes".</i></p> <p><i>Please provide details of the proposed dates and number of securities for the further issues. This may be the case, for example, if the Appendix 3B related to an accelerated pro rata offer with an institutional component being quoted on one date and a retail component being quoted on a later date.</i></p> | 14,993,750 share options with an exercise price of \$0.05 and a term of 2 years, to be issued subject to shareholder approval at a meeting to be held on or around 31 August 2020. |
| 2.2b.1 | <p>*Date of Appendix 3A.1 lodged with ASX in relation to the underlying +dividend or distribution</p> <p><i>Answer this question if your response to Q2.1 is "Being issued under a dividend or distribution plan".</i></p> | |
| 2.2b.2 | <p>*Does the +dividend or distribution plan meet the requirement of listing rule 7.2 exception 4 that it does not impose a limit on participation?</p> <p><i>Answer this question if your response to Q2.1 is "Being issued under a dividend or distribution plan".</i></p> <p><i>Note: Exception 4 only applies where security holders are able to elect to receive all of their dividend or distribution as securities. For example, Exception 4 would not apply in the following circumstances: 1) The entity has specified a dollar limit on the level of participation e.g. security holders can only participate to a maximum value of \$x in respect of their entitlement, or 2) The entity has specified a maximum number of securities that can participate in the plan e.g. security holders can only receive securities in lieu of dividend payable for x number of securities.</i></p> | |
| 2.2c.1 | <p>Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code)</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as a result of options being exercised or other convertible securities being converted".</i></p> | |
| 2.2c.2 | <p>And the date the options were exercised or other +convertible securities were converted</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as a result of options being exercised or other convertible securities being converted".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the options was exercised or convertible securities was converted.</i></p> | |
| 2.2d.1 | <p>Please state the number and type of partly paid +securities (including their ASX security code) that were fully paid up</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been paid up and are now quoted fully paid securities".</i></p> | |

| | | |
|--------|--|--|
| 2.2d.2 | <p>And the date the +securities were fully paid up</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been paid up and are now quoted fully paid securities".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.</i></p> | |
| 2.2e.1 | <p>Please state the number and type of +restricted securities (including their ASX security code) where the escrow period has expired or is about to expire</p> <p><i>Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".</i></p> | |
| 2.2e.2 | <p>And the date the escrow restrictions have ceased or will cease</p> <p><i>Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the escrow restrictions has ceased or will cease.</i></p> | |
| 2.2f.1 | <p>Please state the number and type of +securities (including their ASX security code) previously issued under the +employee incentive scheme where the restrictions on transfer have ceased or are about to cease</p> <p><i>Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease".</i></p> | |
| 2.2f.2 | <p>And the date the restrictions on transfer have ceased or will cease:</p> <p><i>Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the restrictions on transfer has ceased or will cease.</i></p> | |
| 2.2g.1 | <p>Please state the number and type of +securities (including their ASX security code) issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p> | |

| 2.2g.2 | <p>*Please attach a document or provide details of a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms.</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p> | | | | | | | |
|-------------|---|---|-------------|---------------------------|-----------------------|--|--|--|
| 2.2g.3 | <p>*Are any of these +securities being issued to +key management personnel (KMP) or an +associate</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p> | | | | | | | |
| 2.2g.3.a | <p>*Provide details of the recipients and the number of +securities issued to each of them.</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer" and your response to Q2.2g.3 is "Yes". Repeat the detail in the table below for each KMP involved in the issue. If the securities are being issued to the KMP, repeat the name of the KMP or insert "Same" in "Name of registered holder". If the securities are being issued to an associate of a KMP, insert the name of the associate in "Name of registered holder".</i></p> <table border="1"> <thead> <tr> <th>Name of KMP</th><th>Name of registered holder</th><th>Number of +securities</th></tr> </thead> <tbody> <tr> <td></td><td></td><td></td></tr> </tbody> </table> | | Name of KMP | Name of registered holder | Number of +securities | | | |
| Name of KMP | Name of registered holder | Number of +securities | | | | | | |
| | | | | | | | | |
| 2.2h.1 | <p>*The purpose(s) for which the entity is issuing the +securities is:</p> <p><i>Answer this question if your response to Q2.1 is "Other".</i></p> <p><i>You may select one or more of the items in the list.</i></p> | <p><input type="checkbox"/> To raise additional working capital</p> <p><input type="checkbox"/> To fund the retirement of debt</p> <p><input type="checkbox"/> To pay for the acquisition of an asset [provide details below] (i) and (ii) below</p> <p><input type="checkbox"/> To pay for services rendered [provide details below] (iii) below</p> <p><input type="checkbox"/> Other [provide details below]</p> <p><i>Additional details:</i></p> | | | | | | |
| 2.2h.2 | <p>*Please provide any further information needed to understand the circumstances in which you are applying to have these +securities quoted on ASX, including (if applicable) why the issue of the +securities has not been previously announced to the market in an Appendix 3B</p> <p><i>You must answer this question if your response to Q2.1 is "Other". If there is no other information to provide, please answer "Not applicable" or "N/A".</i></p> | | | | | | | |
| 2.2i | <p>*Are these +securities being offered under a +disclosure document or +PDS?</p> <p><i>Answer this question if your response to Q2.1 is any option other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".</i></p> | No | | | | | | |

| | | |
|--------|---|--|
| 2.2i.1 | <p>*Date of +disclosure document or +PDS?</p> <p><i>Answer this question if your response to Q2.1 is any option other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.2i is "Yes".</i></p> <p><i>Under the Corporations Act, the entity must apply for quotation of the securities within 7 days of the date of the disclosure document or PDS.</i></p> | |
| 2.3 | <p>*The +securities to be quoted are:</p> <p><i>Tick whichever is applicable</i></p> | <p><input checked="" type="checkbox"/> Additional +securities in a class that is already quoted on ASX ("existing class")</p> <p><input type="checkbox"/> New +securities in a class that is not yet quoted on ASX ("new class")</p> |

Part 3A – number and type of +securities to be quoted (existing class or new class) where issue has previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "existing class" or "new class".

| Question No. | Question | Answer |
|--------------|-------------------------------------|------------|
| 3A.1 | *ASX security code & description | BPH |
| 3A.2 | *Number of +securities to be quoted | 29,987,500 |

Part 3B – number and type of +securities to be quoted (existing class) where issue has not previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is anything other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "existing class".

| Question No. | Question | Answer |
|--------------|--|--------|
| 3B.1 | *ASX security code & description | |
| 3B.2 | *Number of +securities to be quoted | |
| 3B.3a | *Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class? | |
| 3B.3b | <p>*Is the actual date from which the +securities will rank equally (non-ranking end date) known?</p> <p><i>Answer this question if your response to Q3B.3a is "No".</i></p> | |
| 3B.3c | <p>*Provide the actual non-ranking end date</p> <p><i>Answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "Yes".</i></p> | |
| 3B.3d | <p>*Provide the estimated non-ranking end period</p> <p><i>Answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "No".</i></p> | |

| | | |
|-------|--|--|
| 3B.3e | <p>*Please state the extent to which the +securities do not rank equally:</p> <ul style="list-style-type: none"> in relation to the next dividend, distribution or interest payment; or for any other reason <p><i>Answer this question if your response to Q3B.3a is "No".</i></p> <p><i>For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.</i></p> | |
|-------|--|--|

Part 3C – number and type of +securities to be quoted (new class) where issue has not previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is anything other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "new class".

| Question No. | Question | Answer |
|--------------|--|--|
| 3C.1 | *Security description | |
| 3C.2 | <p>*Security type</p> <p><i>Select one item from the list that best describes the securities the subject of this form. This will determine more detailed questions to be asked about the security later in this section. Select "ordinary fully or partly paid shares/units" for stapled securities or CDIs. For interest rate securities, please select the appropriate choice from either "Convertible debt securities" or "Non-convertible debt securities". Select "Other" for performance shares/units and performance options/rights or if the selections available in the list do not appropriately describe the security being issued.</i></p> | <input type="checkbox"/> Ordinary fully or partly paid shares/units <input type="checkbox"/> Options <input type="checkbox"/> +Convertible debt securities <input type="checkbox"/> Non-convertible +debt securities <input type="checkbox"/> Redeemable preference shares/units <input type="checkbox"/> Other |
| 3C.3 | <p>ISIN code</p> <p><i>Answer this question if you are an entity incorporated outside Australia and you are seeking quotation of a new class of securities other than CDIs. See also the note at the top of this form.</i></p> | |
| 3C.4 | *Number of +securities to be quoted | |
| 3C.5a | *Will all the +securities issued in this class rank equally in all respects from the issue date? | |
| 3C.5b | <p>*Is the actual date from which the +securities will rank equally (non-ranking end date) known?</p> <p><i>Answer this question if your response to Q3C.5a is "No".</i></p> | |
| 3C.5c | <p>*Provide the actual non-ranking end date</p> <p><i>Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "Yes".</i></p> | |
| 3C.5d | <p>*Provide the estimated non-ranking end period</p> <p><i>Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "No".</i></p> | |

| 3C.5e | <p>*Please state the extent to which the +securities do not rank equally:</p> <ul style="list-style-type: none"> • in relation to the next dividend, distribution or interest payment; or • for any other reason <p><i>Answer this question if your response to Q3C.5a is "No".</i></p> <p><i>For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.</i></p> | | | | | | | | | | | | | | | | | | | |
|----------------------------|---|--------------------------------------|-------------------|--------------------------------------|-----------|--|--|---------------|--|--|----------------|--|--|------------------|--|--|------------------|--|--|--|
| 3C.6 | <p>Please attach a document or provide a URL link for a document lodged with ASX setting out the material terms of the +securities to be quoted</p> <p><i>You may cross-reference a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released to the ASX Market Announcements Platform.</i></p> | | | | | | | | | | | | | | | | | | | |
| 3C.7 | <p>*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?</p> <p><i>Answer this question only if you are an ASX Listing. (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question).</i></p> <p><i>If your response is "No" and the securities have any unusual terms, you should approach ASX as soon as possible for confirmation under listing rule 6.1 that the terms are appropriate and equitable.</i></p> | | | | | | | | | | | | | | | | | | | |
| 3C.8 | <p>*Provide a distribution schedule for the new +securities according to the categories set out in the left hand column – including the number of recipients and the total percentage of the new +securities held by the recipients in each category.</p> <table border="1" data-bbox="339 1294 1410 1615"> <thead> <tr> <th>Number of +securities held</th><th>Number of holders</th><th>Total percentage of +securities held</th></tr> </thead> <tbody> <tr> <td>1 – 1,000</td><td></td><td></td></tr> <tr> <td>1,001 – 5,000</td><td></td><td></td></tr> <tr> <td>5,001 – 10,000</td><td></td><td></td></tr> <tr> <td>10,001 – 100,000</td><td></td><td></td></tr> <tr> <td>100,001 and over</td><td></td><td></td></tr> </tbody> </table> <p><i>Answer this question only if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question) and the securities to be quoted have already been issued.</i></p> <p><i>Note: if the securities to be quoted have not yet been issued, under listing rule 3.10.5, you will need to provide to ASX a list of the 20 largest recipients of the new +securities, and the number and percentage of the new +securities received by each of those recipients, and a distribution schedule for the securities when they are issued.</i></p> | Number of +securities held | Number of holders | Total percentage of +securities held | 1 – 1,000 | | | 1,001 – 5,000 | | | 5,001 – 10,000 | | | 10,001 – 100,000 | | | 100,001 and over | | | |
| Number of +securities held | Number of holders | Total percentage of +securities held | | | | | | | | | | | | | | | | | | |
| 1 – 1,000 | | | | | | | | | | | | | | | | | | | | |
| 1,001 – 5,000 | | | | | | | | | | | | | | | | | | | | |
| 5,001 – 10,000 | | | | | | | | | | | | | | | | | | | | |
| 10,001 – 100,000 | | | | | | | | | | | | | | | | | | | | |
| 100,001 and over | | | | | | | | | | | | | | | | | | | | |
| 3C.9a | <p>Ordinary fully or partly paid shares/units details</p> <p><i>Answer the questions in this section if you selected this security type in your response to Question 3C.2.</i></p> | | | | | | | | | | | | | | | | | | | |
| | <p>*+Security currency</p> <p><i>This is the currency in which the face amount of an issue is denominated. It will also typically be the currency in which distributions are declared.</i></p> | | | | | | | | | | | | | | | | | | | |
| | <p>*Will there be CDIs issued over the +securities?</p> | | | | | | | | | | | | | | | | | | | |

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| | <p>*CDI ratio</p> <p><i>Answer this question if you answered "Yes" to the previous question. This is the ratio at which CDIs can be transmuted into the underlying security (e.g. 4:1 means 4 CDIs represent 1 underlying security whereas 1:4 means 1 CDI represents 4 underlying securities).</i></p> | |
| | <p>*Is it a partly paid class of +security?</p> | |
| | <p>*Paid up amount: unpaid amount</p> <p><i>Answer this question if answered "Yes" to the previous question.</i></p> <p><i>The paid up amount represents the amount of application money and/or calls which have been paid on any security considered 'partly paid'</i></p> <p><i>The unpaid amount represents the unpaid or yet to be called amount on any security considered 'partly paid'.</i></p> <p><i>The amounts should be provided per the security currency (e.g. if the security currency is AUD, then the paid up and unpaid amount per security in AUD).</i></p> | |
| | <p>*Is it a stapled +security?</p> <p><i>This is a security class that comprises a number of ordinary shares and/or ordinary units issued by separate entities that are stapled together for the purposes of trading.</i></p> | |
| 3C.9b | <p>Option details</p> <p><i>Answer the questions in this section if you selected this security type in your response to Question 3C.2.</i></p> | |
| | <p>*+Security currency</p> <p><i>This is the currency in which the exercise price is payable.</i></p> | |
| | <p>*Exercise price</p> <p><i>The price at which each option can be exercised and convert into the underlying security.</i></p> <p><i>The exercise price should be provided per the security currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).</i></p> | |
| | <p>*Expiry date</p> <p><i>The date on which the options expire or terminate.</i></p> | |
| | <p>*Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if an option is exercised</p> <p><i>For example, if the option can be exercised to receive one fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".</i></p> | |

| | |
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| 3C.9c | <p>Details of non-convertible +debt securities, +convertible debt securities, or redeemable preference shares/units</p> <p><i>Answer the questions in this section if you selected one of these security types in your response to Question 3C.2.</i></p> <p><i>Refer to Guidance Note 34 and the “Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities” for further information on certain terms used in this section</i></p> |
| | <p>*Type of +security <i>Select one item from the list</i></p> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"></div> <div style="width: 50%;"> <input type="checkbox"/> Simple corporate bond <input type="checkbox"/> Non-convertible note or bond <input type="checkbox"/> Convertible note or bond <input type="checkbox"/> Preference share/unit <input type="checkbox"/> Capital note <input type="checkbox"/> Hybrid security <input type="checkbox"/> Other </div> </div> |
| | <p>*+Security currency <i>This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.</i></p> |
| | <p>Face value <i>This is the principal amount of each security. The face value should be provided per the security currency (i.e. if security currency is AUD, then the face value per security in AUD).</i></p> |
| | <p>*Interest rate type <i>Select one item from the list Select the appropriate interest rate type per the terms of the security. Definitions for each type are provided in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities</i></p> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"></div> <div style="width: 50%;"> <input type="checkbox"/> Fixed rate <input type="checkbox"/> Floating rate <input type="checkbox"/> Indexed rate <input type="checkbox"/> Variable rate <input type="checkbox"/> Zero coupon/no interest <input type="checkbox"/> Other </div> </div> |
| | <p>Frequency of coupon/interest payments per year <i>Select one item from the list.</i></p> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"></div> <div style="width: 50%;"> <input type="checkbox"/> Monthly <input type="checkbox"/> Quarterly <input type="checkbox"/> Semi-annual <input type="checkbox"/> Annual <input type="checkbox"/> No coupon/interest payments <input type="checkbox"/> Other </div> </div> |
| | <p>First interest payment date <i>A response is not required if you have selected “No coupon/interest payments” in response to the question above on the frequency of coupon/interest payments</i></p> |
| | <p>Interest rate per annum <i>Answer this question if the interest rate type is fixed.</i></p> |
| | <p>*Is the interest rate per annum estimated at this time? <i>Answer this question if the interest rate type is fixed.</i></p> |
| | <p>If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known) <i>Answer this question if the interest rate type is fixed and your response to the previous question is “Yes”. Answer “Unknown” if the date is not known at this time.</i></p> |

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Appendix 2A
Application for quotation of +securities

| | | |
|--|---|---|
| | <p>*Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)?</p> <p><i>Answer this question if the interest rate type is floating or indexed.</i></p> | |
| | <p>*What is the reference rate, base rate or market rate?</p> <p><i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i></p> | |
| | <p>*Does the interest rate include a margin above the reference rate, base rate or market rate?</p> <p><i>Answer this question if the interest rate type is floating or indexed.</i></p> | |
| | <p>*What is the margin above the reference rate, base rate or market rate (expressed as a percent per annum)</p> <p><i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i></p> | |
| | <p>*S128F of the Income Tax Assessment Act status applicable to the +security</p> <p><i>Select one item from the list</i></p> <p><i>For financial products which are likely to give rise to a payment to which s128F of the Income Tax Assessment Act applies, ASX requests issuers to confirm the s128F status of the security:</i></p> <ul style="list-style-type: none"> • "s128F exempt" means interest payments are not taxable to non-residents; • "Not s128F exempt" means interest payments are taxable to non-residents; • "s128F exemption status unknown" means the issuer is unable to advise the status; • "Not applicable" means s128F is not applicable to this security | <p><input type="checkbox"/> s128F exempt</p> <p><input type="checkbox"/> Not s128F exempt</p> <p><input type="checkbox"/> s128F exemption status unknown</p> <p><input type="checkbox"/> Not applicable</p> |
| | <p>*Is the +security perpetual (i.e. no maturity date)?</p> | |
| | <p>*Maturity date</p> <p><i>Answer this question if the security is not perpetual</i></p> | |

| | | |
|--|--|--|
| | <p>*Select other features applicable to the +security</p> <p><i>Up to 4 features can be selected. Further information is available in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities.</i></p> | <input type="checkbox"/> Simple <input type="checkbox"/> Subordinated <input type="checkbox"/> Secured <input type="checkbox"/> Converting <input type="checkbox"/> Convertible <input type="checkbox"/> Transformable <input type="checkbox"/> Exchangeable <input type="checkbox"/> Cumulative <input type="checkbox"/> Non-Cumulative <input type="checkbox"/> Redeemable <input type="checkbox"/> Extendable <input type="checkbox"/> Reset <input type="checkbox"/> Step-Down <input type="checkbox"/> Step-Up <input type="checkbox"/> Stapled <input type="checkbox"/> None of the above |
| | <p>*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?</p> | |
| | <p>*If yes, what is the first trigger date</p> <p><i>Answer this question if your response to the previous question is "Yes".</i></p> | |
| | <p>Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if the +securities to be quoted are converted, transformed or exchanged</p> <p><i>Answer this question if the security features include "converting", "convertible", "transformable" or "exchangeable".</i></p> <p><i>For example, if the security can be converted into 1,000 fully paid ordinary shares with ASX security code ABC, please insert "1,000 fully paid ordinary shares (ASX:ABC)".</i></p> | |

Part 4 – Issue details

| Question No. | Question | Answer |
|--------------|---|--------------|
| 4.1 | *Have the +securities to be quoted been issued yet? | Yes |
| 4.1a | <p>*What was their date of issue?</p> <p><i>Answer this question if your response to Q4.1 is "Yes".</i></p> | 23 July 2020 |
| 4.1b | <p>*What is their proposed date of issue?</p> <p><i>Answer this question if your response to Q4.1 is "No".</i></p> | |
| 4.2 | <p>*Are the +securities to be quoted being issued for a cash consideration?</p> <p><i>If the securities are being issued for nil cash consideration, answer this question "No".</i></p> | Yes |

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Appendix 2A
Application for quotation of +securities

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| 4.2a | <p>*In what currency is the cash consideration being paid</p> <p><i>For example, if the consideration is being paid in Australian Dollars, state AUD.</i></p> <p><i>Answer this question if your response to Q4.2 is "Yes".</i></p> | AUD |
| 4.2b | <p>*What is the issue price per +security</p> <p><i>Answer this question if your response to Q4.2 is "Yes" and by reference to the issue currency provided in your response to Q4.2a.</i></p> <p><i>Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q4.2 as "No" and complete Q4.2c and Q4.2d.</i></p> | \$0.015 |
| 4.2c | <p>Please describe the consideration being provided for the +securities to be quoted</p> <p><i>Answer this question if your response to Q4.2 is "No".</i></p> | |
| 4.2d | <p>Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted</p> <p><i>Answer this question if your response to Q4.2 is "No".</i></p> | |
| 4.3 | Any other information the entity wishes to provide about the issue | |

Part 5 – Issued capital following quotation

| <p>Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:</p> <p><i>Note: the figures provided in the tables in sections 5.1 and 5.2 below are used to calculate the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the relevant table each class of securities issued by the entity.</i></p> <p><i>If you have quoted CHESS Depository Interests (CDIs) issued over your securities, include them in the table in section 5.1 and include in the table in section 5.2 any securities that do not have CDIs issued over them (and therefore are not quoted on ASX).</i></p> <p><i>Restricted securities should only be included in the table in section 5.1 if you are applying to have them quoted because the escrow period for the securities has expired or is about to expire. Otherwise include them in the table in section 5.2.</i></p> | | | | | | | | | | |
|---|--|--|-----------------------------------|--------------------------------------|--------------------------------|-------------|--|--|--|--|
| 5.1 | <p>*Quoted +securities (total number of each +class of +securities quoted on ASX following the +quotation of the +securities the subject of this application)</p> <table border="1"> <thead> <tr> <th>ASX security code and description</th><th>Total number of +securities on issue</th></tr> </thead> <tbody> <tr> <td>BPH fully paid ordinary shares</td><td>403,224,318</td></tr> <tr> <td> </td><td> </td></tr> <tr> <td> </td><td> </td></tr> </tbody> </table> | | ASX security code and description | Total number of +securities on issue | BPH fully paid ordinary shares | 403,224,318 | | | | |
| ASX security code and description | Total number of +securities on issue | | | | | | | | | |
| BPH fully paid ordinary shares | 403,224,318 | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |

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| 5.2 | *Unquoted +securities (total number of each +class of +securities issued but not quoted on ASX): | |
| | ASX security code and description | Total number of +securities on issue |
| | Unlisted options, exercise price \$0.20 expiring 30/11/20 | 200,000 |
| | Unlisted options, exercise price \$0.20 expiring 30/11/21 | 200,000 |
| | Unlisted options, exercise price \$0.20 expiring 30/11/22 | 400,000 |
| | Unlisted options, exercise price \$0.02 expiring 20/06/24 | 3,000,000 |
| | Unlisted options, exercise price \$0.02 expiring 09/08/24 | 2,000,000 |
| | Unlisted options, exercise price \$0.02 expiring 30/11/24 | 1,200,000 |
| | Unlisted options, exercise price \$0.02 expiring 20/06/24 | 600,000 |

Part 6 – Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and:

- your response to Q2.1 is "Being issued under a dividend/distribution plan" and the response to Q2.2b.2 is "No"; or
- your response to Q2.1 is "Other".

Note that if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B", it is assumed that you will have provided the information referred to in this Part in the Appendix 3B.

| Question No. | Question | Answer |
|--------------|--|------------|
| 6.1 | *Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1? | No |
| 6.1a | *Date of meeting or proposed meeting to approve the issue under listing rule 7.1 <i>Answer this question if the response to Q6.1 is "Yes".</i> | |
| 6.1b | *Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? <i>Answer this question if the response to Q6.1 is "No".</i> | Yes |
| 6.1b.1 | *How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? <i>Answer this question if the response to Q6.1 is "No" and the response to Q6.1b is "Yes".</i> <i>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.</i> | 29,987,500 |
| 6.1c | *Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)? <i>Answer this question if the response to Q6.1 is "No".</i> | No |

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Appendix 2A
Application for quotation of +securities

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| 6.1c.1 | <p>*How many +securities are being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?</p> <p><i>Answer this question if the response to Q6.1 is "No" and the response to Q6.1c is "Yes".</i></p> <p><i>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.</i></p> | |
|--------|--|--|

Introduced 01/12/19, amended 31/01/20



23 July 2020

The Manager
Market Announcements Platform
Australian Securities Exchange
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Placement and Non-Renounceable Rights Issue

BPH Energy Limited ACN 095 912 002 (**ASX: BPH**) (the **Company**) is pleased to announce that it has completed a placement and that it intends to undertake a non-renounceable rights issue.

The placement consists of 29,987,500 fully paid ordinary shares (**Shares**) at an issue price of \$0.015 (1.5 cents) per Share together with one (1) free attaching option for every two (2) Shares subscribed for and issued (**Options**) to sophisticated and professional investors under the Company's current placement capacity to raise \$449,813 (**Placement**).

The Placement is being managed by Sixty-Two Capital Pty Ltd.

Following the issue of the Shares under the Placement, the Company will undertake a non-renounceable rights issue of two (2) Shares for every five (5) Shares held by shareholders at an issue price of \$0.015 (1.5 cents) per Share to raise up to \$2,419,346 together with one (1) free attaching Option for every two (2) Shares subscribed for and issued (**Rights Issue**).

The Shares issued under the Placement will have a holding lock placed on them pending completion and lodgement of the disclosure document for the Rights Issue. The free attaching Options under the Placement will be granted subject to the receipt of shareholder approval at a meeting to be convened as soon as possible.

Investors who participated in the Placement will be eligible to participate in the Rights Issue.

Mr David Breeze, Managing Director, said: "the Company is pleased to receive funding from a range of investors including existing shareholders and others who participated in the Placement through Sixty-Two Capital".

PEP11 gas project – Use of funds, NOPTA update and planning

Well Planning

The proceeds of the Placement and Rights Issue will be used by BPH primarily to invest in Advent Energy Limited (**Advent**) in order to increase BPH's shareholding from 23% to 36% (subject to any required approvals or via an underwriting of an offer by BPH). The funds proposed to be invested by BPH will be used by Advent to progress well planning, engineering and environmental

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approvals for drilling at the Baleen drill target in the PEP11 offshore permit in NSW. It is planned that approximately \$2 million of the capital raised will be used for this purpose.

As previously announced, Advent has submitted to the National Offshore Petroleum Titles Administrator (**NOPTA**) an application to enable the drilling of the Baleen drill target in the PEP11 permit. Advent, through wholly owned subsidiary Asset Energy Pty Ltd, holds an 85% interest and is operator of the PEP11 permit. Bounty Oil and Gas NL (ASX: BUY) holds the remaining 15% (**JV**).

As announced previously, the JV had made an application to NOPTA to change the current PEP11 permit conditions in order for it to proceed with the drilling. The Company is pleased to advise that NOPTA has confirmed that this application is in the final decision phase and expects to have a final decision shortly.

Drilling Rigs

The JV is also currently evaluating rig availability for the drilling of the Baleen drill target.

Key information about the Rights Issue

1. The Rights Issue is non-renounceable which means that the entitlement to Shares under the Rights Issue will not be tradeable on ASX or otherwise transferable.
2. The Rights Issue is being conducted under section 713 of the *Corporations Act 2001* (Cth) as a transaction specific prospectus for an offer of continuously quoted securities. Eligible Shareholders will be sent a disclosure document relating to the Rights Issue (**Offer Document**) and a personalised entitlement and acceptance form.
3. An application for Shares under the Rights Issue may only be made by completing the entitlement and acceptance form which accompanies the Offer Document. Shareholders eligible to participate in the Rights Issue should read the Offer Document carefully and consult professional advisers as necessary.
4. A top-up facility will be available allowing eligible shareholders to apply for additional Shares over and above their entitlements (additional Shares will be allotted to the extent there is a shortfall under the Rights Issue).
5. The proceeds of the Rights Issue will be used primarily for the progression of investment in Advent and well planning for drilling in the PEP11 permit. The Directors reserve the right to vary the proposed use of funds to maximise the benefit to shareholders.
6. Shares issued under the Rights Issue will rank equally with existing Shares on issue on the record date. The Company will make application for official quotation of the Shares and Options proposed to be issued under the Rights Issue.
7. Shareholders who do not take up all or any part of their entitlement will not receive any payment or value in respect of the entitlement not taken up and their equity interest in the Company will be diluted.
8. The Rights Issue is not underwritten.

Capital Structure

As at the date of this announcement, the Company has 373,236,818 Shares on issue. A further 29,987,500 shares will be issued in the Placement.

The maximum number of Shares to be issued under the Rights Issue is approximately 161,289,727.

At the conclusion of the Rights Issue, the total number of issued Shares in the Company will be up to a maximum of 564,514,045.

Offer Document

The Company is in the process of completing the Offer Document and this will be lodged with ASX shortly. At that time, the Company will confirm the timetable for the Rights Issue, including the relevant record date. As previously announced on 18th June the company is continuing to evaluate new opportunities as part of its ordinary business.

David Breeze (Director) authorised the release of this announcement to the market.

Yours sincerely,

s 47F

David Breeze
Executive Director

Enquiries

Any enquiries regarding the Rights Issue should be directed to:

David Breeze

Chairman

+61 8 9328 8366

admin@bphenergy.com.au



12 April 2010

Companies Announcements Office
Australian Securities Exchange Limited
10th Floor, 20 Bond Street
SYDNEY NSW 2000

Dear Sir/Madam

Advent Energy Update

A funding update for BPH investee Advent Energy Ltd is attached.

Yours sincerely,

s 47F

David Breeze
Chairman

BPH Corporate Limited ACN 95 912 002
PO Box 317, North Perth, Western Australia 6906
14 View Street, North Perth, Western Australia 6006
admin@biopharmica.com.au www.biopharmica.com.au
T: +61 8 9328 8366 F: +61 8 9328 8733



12 April 2010

Companies Announcement Office
Australian Securities Exchange Limited
10th Floor, 20 Bond Street
SYDNEY NSW 2000

ADVENT ENERGY FUNDING UPDATE

MEC Resources (ASX:MMR) is pleased to announce that it has been advised by investee company Advent Energy Ltd that all conditions of the agreement between the Talbot Group and Advent (ASX: MMR 11 November 2008) have been satisfied. Advent has now issued Talbot Group Investments with 14,000,000 shares in consideration for the \$7,000,000 received.

The funds will be used by Advent to progress the PEP11 project off the coast of New South Wales.

Yours faithfully,

s 47F

David Breeze
Executive Director
MEC Resources Ltd
PO Box 317
North Perth WA 6906
Tel: +61 8 9328 8477

Media Enquiries:
Bill Kemmery
Fortbridae Consulting

s 47F

About MEC Resources

ASX listed MEC Resources (ASX: MMR) invests into exploration companies targeting potentially large energy and mineral resources. The Company has been registered by the Australian Federal Government as a Pooled Development Fund enabling most MEC shareholders to receive tax free capital gains on their shares and tax free dividends.

About Advent Energy

Advent Energy Ltd is an unlisted oil and gas exploration company. Advent holds a strong portfolio of exploration and near-term production assets throughout Australia. Advent's cornerstone project lies off the coast of NSW in Petroleum Exploration Permit 11 (PEP11), and has been estimated to comprise up to 16.3 Tcf (P10 or 'high' level) prospective recoverable gas resources.

Advent Energy's wholly owned subsidiary Asset Energy Pty Ltd is increasing its interest from 25% to 85% from joint venture partner Bounty Oil and Gas (ASX:BUY) who will reduce their interest from 75% to 15%.



7 April 2010

Companies Announcements Office
Australian Securities Exchange Limited
10th Floor, 20 Bond Street
SYDNEY NSW 2000

Dear Sir/Madam

Advent Energy Investment Update

BPH Corporate Ltd (ASX: BPH) is pleased to advise that it has acquired a further \$5.8 million equity in unlisted oil and gas exploration company Advent Energy Ltd. This represents a total of \$12.8 million invested by BPH to date. BPH can invest up to \$14 million under the exclusive option agreement granted to them on 29 September 2009.

Yours sincerely,

s 47F

David Breeze
Chairman

BPH Corporate Limited ACN 95 912 002
PO Box 317, North Perth, Western Australia 6906
14 View Street, North Perth, Western Australia 6006
admin@biopharmica.com.au www.biopharmica.com.au
T: +61 8 9328 8366 F: +61 8 9328 8733



3 September 2010

Companies Announcements Office
Australian Securities Exchange Limited
Exchange Centre
10th Floor, 20 Bond Street
SYDNEY NSW 2000

Dear Sir/Madam,

BPH Corporate Ltd Non Renounceable Rights Issue – Notice of Under Subscriptions

BPH Corporate Ltd (“BPH”) is pleased to advise that the Non Renounceable Rights Issue closed on 31 August 2010.

BPH wishes to advise that eligible Shareholders subscribed for 32,563,065 Shares, including shortfall shares, at an issue price of 8 cents per share. The total funds received from this issue were \$2,605,045.

The Directors are yet to make an allotment of the Shares representing the remaining Shortfall. These Shares will be dealt with under the terms of the underwriting agreement.

Allotment and issue of the Shares is expected to take place on Monday 6th of September 2010.

The Directors wish to thank all eligible shareholders for their continued support.

Yours sincerely,

s 47F

David Breeze
Chairman

For more information contact:

Ms Deborah Ambrosini
Director / Company Secretary
BPH Corporate Limited
Tel: +61 8 9328 8366



20 December 2010

Companies Announcements Office
ASX Limited
10th Floor, 20 Bond Street
SYDNEY NSW 2000

Dear Sir/Madam,

UNDERWRITING DETAILS

BPH Energy Ltd (*formerly BPH Corporate Ltd* - ASX:BPH) is pleased to advise that it has successfully completed its post consolidation capital raising receiving subscriptions in excess of \$11.5M.

A total of 50,951,205 ordinary fully paid shares and 10,190,241 free attaching options were allotted and issued into the issuer sponsored sub register on 14 December 2010.

There were no shares issued to the Underwriter Grandbridge Securities. However, a total of 11,061,947 shares were issued to MEC Resources (**MEC**) in connection with its sub-underwriting commitment.

Grandbridge Securities has been paid of \$466,290 for the services provided during the raising. MEC will receive a sub-underwriting fee equivalent to 3% of the funds raised by MEC. Payment of MEC's sub-underwriting fee is the responsibility of Grandbridge Securities.

Yours sincerely

s 47F

Deborah Ambrosini
Executive Director



20 December 2010

Companies Announcements Office
Australian Securities Exchange Limited
10th Floor, 20 Bond Street
SYDNEY NSW 2000

Dear Sir/Madam,

BPH Energy Limited – Increase Investment in Advent Energy Ltd

BPH Energy Ltd (*formerly BPH Corporate Ltd* - ASX:BPH) is pleased to advise that it has made a further investment in Advent Energy Ltd (“**Advent**”) of \$14.4M.

A total of 11,520,000 ordinary fully paid shares with an issue price of \$1.25 have been issued to BPH Energy increasing their interest in Advent 27.42%.

Yours Sincerely

s 47F

Deborah Ambrosini
Director and Company Secretary



6th August 2020

Mr. Graeme Waters
Titles Administrator
National Offshore Petroleum Titles Administrator
GPO Box 7871
PERTH WA 6850
via email: s 47F @nopta.gov.au

YOUR LETTER Re REQUEST FOR FUNDING COMMITMENT PEP-11

Dear Mr. Waters,

I refer to your letter of 2 July 2020 and specifically the request for a written commitment to the funding of the PEP11 Baleen drilling program . I am the Chairman of BPH Energy Ltd (BPH). BPH is a listed public company and has a substantial investment (23%) in Advent Energy Ltd and holds a 23 % interest.

At the time of Drilling New Seaclem well in PEP11 BPH was the largest funder of that drilling program and successfully raised and invested in Advent over \$34,000,000 in a multi-phase funding program .I was directly responsible for the success of these capital raising programs.

The investment in Advent is the key investment focus of BPH Energy. An initial \$2,868,000 capital raising is currently underway for the drilling of the Baleen well (refer ASX release attached.) BPH has just raised through a placement \$449,000 (confirmed ASX 23 07 2020) and has issued a prospectus (confirmed ASX 29 07 2020), to raise a further \$2,419,346,000.

The prospectus (registered with ASIC) confirms that the amount of \$2,000,000 from the BPH raising will be committed to the underwriting and funding of its investment in Advent Energy thereby increasing the BPH interest in Advent to 36 %.

The prospectus confirms that funds will be allocated to well planning, engineering, design, NOPSEMA permitting and drilling equipment procurement.

A further \$12,000,000 will be raised for the drilling after approvals have been received from NOPSEMA. BPH has the capacity to raise a further rights issue pre drilling (and underwrite Advent) to fund a total investment of \$22,000,000. This commitment is supported by the BPH board.

Yours sincerely

s 47F

David Breeze
Chairman

BPH Energy Ltd ACN 095 912 002
PO Box 317, North Perth, Western Australia 6906
14 View Street, North Perth, Western Australia 6006
admin@bphenergy.com.au www.bphenergy.com.au
T: +61 8 9328 8366 F: +61 8 9328 8733

Archived: Friday, 10 December 2021 11:34:11 AM

From: [David Breeze](#)

Sent: Monday, 15 November 2021 8:47:45 PM

To: s 47F

Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

Sensitivity: Normal

s FYI Regards David

From: David Breeze

Sent: Monday, 15 November 2021 5:46 PM

To: s 47F @nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment:-

Initiated the events provided to you in the interim reports including matters further outlined below

- Issued a tender for the provision of Drilling Fluids & Solids Control for the planned Seablue-1 exploration well.
- Preparing to issue a tender for the provision of Measurement & Logging While Drilling and Directional Drilling Services
- Continued review and engagement with parties on tenders for the provision of drill rig services for Surface Casing Conductors and for Liner Hangers
- Signed a contract for the provision of Wellheads
- Commissioned analysis on the structure of the well head to enable the optimal design to be selected
- Prepared a comprehensive application for a grant (CCUST00018) under the CCUS Hubs and Technology Programme for assessment of the location for potential future use for Carbon Capture and Storage
- Worked with s 22 on stakeholder engagement support and preparation of EP documents
- Continued to engage with s 22 and other parties for potential JV on the Baleen (Seablue1 well)
The delay in approval process has now inhibited progress in advancing certain of these elements including rig contracting

Regards
David

From: David Breeze

Sent: Friday, 15 October 2021 4:46 PM

To: s 47F @nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment:-

Initiated the events provided to you in the interim reports including matters further outlined below

- Issued a Letter of Intent to Weatherford Australia Pty Ltd (Weatherford) for the provision of Liner Hanger Expandable Equipment for the planned Seablue-1 exploration well.
- Continued review and engaged on tender for the provision of drill rig services

- Worked with s 22 on stakeholder engagement support and preparation of EP documents
- Continued to engage with s 22 and other parties for potential JV on the Baleen (Seablue1 well)
The delay in approval process has adversely affected progress in advancing certain of these elements

Regards
David

From: David Breeze

Sent: Wednesday, 15 September 2021 1:36 PM

To: s 47F @nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment:-

Initiated the events provided to you in the interim reports including matters further outlined below

- Issued a Letter of Intent to Oil States Industries (Asia) Pty Ltd (Oil States) for the provision of Conduct or and Surface Casing & associated services for the planned Seablue-1 exploration well.
- Issued a Letter of Intent to s 22 for the provision of Drilling Project Management services
- Continued review and engaged on tender for the provision of drill rig services
- Worked with s 22 on stakeholder engagement support and preparation of EP documents
- Continued to engage with s 22 and now other parties for potential JV on the Baleen (Seablue1 well)
The delay in approval process continues to affect progress in advancing certain of these elements

Regards
David

From: David Breeze

Sent: Monday, 16 August 2021 7:26 PM

To: s 47F @nopta.gov.au>

Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment:-

Initiated the events provided to you in the interim reports including matters further outlined below

- Issued a letter of intent to s 22 for the provision of wellhead equipment .materials and associated services for SeaBlue-1
- Issued a call for Tender of the provision of Drilling and Project Management Services
- Continued reviewed of tender for the provision of drill rig services
- Worked with s 22 on stakeholder engagement support and preparation of EP documents
- Issued contracts through s 22 for spill modelling and light and noise modelling
- Continued to engage with s 22 and now other North American parties for potential JV on the Baleen (Seablue1 well)
The delay in approval process is affecting progress in advancing certain of these elements

Regards

From: David Breeze
Sent: Thursday, 15 July 2021 7:00 PM
To: s 47F @nopta.gov.au>
Cc: geo@bountyoil.com
Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment:-

Initiated the events provided to you in the interim reports including matters further outlined below

- Issued a Call for Tender for the provision of Conductor and Surface Casing & Associated Services for their upcoming exploration well has been issued.
- Received tender documents for the provision of drill rig services
- Determined to name the Baleen well as Seablue1
- Appointed s 22 for the provision of consultancy services for stakeholder engagement support
- Continued to engage with s 22 for potential JV on the Baleen (Seablue1 well)
- Submitted an Offshore Greenhouse Gas Storage Acreage Release Nomination

Regards
David

From: David Breeze
Sent: Tuesday, 15 June 2021 8:05 PM
To: s 47F @nopta.gov.au>
Cc: geo@bountyoil.com
Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment:-

Initiated the events provided to you in the interim reports including matters further outlined below

- Issued a Call for Tender for the provision of drill rig services for the Baleen well
- Appointed s 22 under a lump sum contract to prepare the environmental plan for Baleen,
- Issued a Call for Tender for the provision of subsea wellhead equipment, materials and associated services for Baleen
- Continued discussions with s 22 for a potential JV on Baleen (Commercial in confidence disclosure) and further US entity
- Initiated briefing meetings to relevant MHR on proposed Geosequestration research component of Baleen well program as well as with relevant Govt Departments in Federal and NSW Govt.

Regards
David

From: David Breeze
Sent: Saturday, 15 May 2021 2:49 PM
To: s 47F @nopta.gov.au>
Cc: geo@bountyoil.com
Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment:-

Initiated the events provided to you in the interim reports including matters further outlined below

- Now received and reviewing s 22 rig contract with s 22 for the s 22 for rig access in direct continuation
- Received and evaluated quotes for EP planning and submission and agreed to award EP contract to s 22
- Reviewed and finalised Preliminary Environmental access screening report
- Prepared and reviewed Call For Tender document for subsea wellheads as required for long lead items
- Compiled clay mineralogy data for inclusion in fluids program development by vendors as required for input to EP process.
- Worked on framework for design of drilling fluids and cementing programs
- Reviewed best practice on cementing on injection wells.
- Further discussions with other rig operators on alternate MODU availability
- Offered briefing meetings to relevant MHR on proposed Geosequestration research component of Baleen well program

Regards

David

From: David Breeze

Sent: Friday, 16 April 2021 11:39 AM

To: s 47F @nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment:-

Initiated the events provided to you in the interim reports including matters further outlined below

- Received the report from the Drilling Design Engineer under the Preliminary Well Services Agreement with Add Energy covering • Review of current well design documentation. • Developed well design and cost estimates. • Developed drilling schedule with defined ready to drill tentative window.
- The scope of work conducted included review of existing data and latest geological prognoses for the well, documentation of the subsurface well design envelope and compilation of a preliminary well design, project costs and schedule to complete the Baleen – 1 Exploration well. The report received from Add Energy documents the Basis of Well Design (BOWD) and rationale for design of the well, the well cost compilation and the project schedule. The report addresses the revised drill target on the Baleen prospect initially announced with total depth of 2150 metres on seismic data line B4-18.
- Further engaged with s 22 for direct contract discussion in addition to s 22 discussions
- Further engaged with s 22 on rig access for the s 22 in direct continuation and now receiving contract documents through s 22 from services providers (vessels, anchors etc)
- Received from the specialist environmental consulting group for EP review a Preliminary Environmental access screening report
- Further engaged with organizations on geosequestration
- Submitted on behalf of the Joint Venture an application to the Carbon Capture Use and Storage Development Fund for funding to extend the well depth at Baleen from the previously planned TD of 2150 m to 3150 m for the purpose of evaluation of the potential for injection and storage of CO2.
- Made a confidential submission under the Government Gas Fired Recovery Plan consultation process
- Further discussions with other rig operators on alternate MODU availability

Regards

David

From: David Breeze

Sent: Tuesday, 16 March 2021 3:17 PM

To: s 47F <@nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment:-

Initiated the events provided to you in the interim reports including matters further outlined below

- Engaged a Drilling Design Engineer and commenced design review on Baleen well
- Now also engaged with s 22 for direct contract discussion in addition to s 22 discussions
- Further engaged with s 22 on rig access for the s 22
- Engaged a specialist environmental consulting group for EP review
- Further engaged with organizations on geosequestration -Including meeting (via s 22 with both NSW Govt Geoscience and Geoscience Australia
- Further discussions with other rig operators on alternate MODU availability

Regards

David

From: David Breeze

Sent: Tuesday, 16 February 2021 4:40 PM

To: s 47F <@nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment .

Initiated the events provided to you in the interim reports including matters below

- Raised \$9m of funding meeting the process steps previously advised
- Engaged a Contracts Manager with significant international drilling contract experience
- Further engaged with s 22 on rig access for the s 22
- Sourced a drilling design engineer
- Continued engagement on offtake discussions
- Initiated contract proposal for environmental submissions
- Further engaged with organization on CCS

Regards

David

From: David Breeze

Sent: Thursday, 4 February 2021 2:47 PM

To: s 47F <@nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Please see further update on Rig Procurement for the upcoming well in PEP 11.

Add Energy (AE) our project manager have as agent for Asset Energy PL as operator conducted the following activities:

- AE met with s 22 Energy in Adelaide on 27th January 2021 on our behalf to source rig ,
- AE discussed taking an option on a drilling slot either during or bookending s 22 s 22 Offshore Otway Basin program
- s 22 have full program (estimated 15 months) but Asset have asked for a possible suitable drill vacancy with all services
- AE have engaged with environmental team s 22 for scope of work requirements and timeline
- AE have spoken to s 22 Offshore rig manager to discuss options directly with them (optional)
We are waiting for the outcome of those discussions
Regards David

From: David Breeze

Sent: Saturday, 16 January 2021 2:30 PM

To: s 47F @nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment

- Signed a Preliminary Well Services Agreement (Agreement) with Add Energy (<https://addenergy.no>). Under the Agreement Add Energy will initiate a review of rig availability and engagement terms for the Balreen well program. Add Energy will also develop a scope of supply for regulatory and environmental compliance and review the drilling campaign schedule including a review of the program for geosequestration drilling research as part of the Balreen drill project. Add Energy provide drilling and well operations specialized consultancy services and solutions to the energy industry on a global scale, including well design and environmental services. Add Energy is headquartered in Stavanger, Norway and operates in every region of the world from 15 locations including Europe, the Middle East, the Americas and Australia.
- s 22 has now confirmed it is engaging specialized technical consultants for the 21 PJ gas pre purchase transaction
- Continued engagement with other large industrial gas users on potential offtake transactions.

Regards

David

From: David Breeze

Sent: Wednesday, 16 December 2020 9:30 AM

To: s 47F @nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Further to email below I have just found out that a well planned for New Zealand for the s 22 ^{Document 2} has now been cancelled and this frees up a slot estimated between 60 to 100 days in the forthcoming schedule for this rig.
Regards David

From: David Breeze

Sent: Tuesday, 15 December 2020 7:31 PM

To: s 47F <@nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: [SEC=OFFICIAL:Sensitive] - RE: PEP11 Monthly Progress Report- Commercial in confidence

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment

- appointed one of Australia's foremost Scientists and technology leaders in the area of greenhouse technology and CCS as an advisor to Advent for the Baleen drilling on CCS research s 22 was the founding CEO of the CO2CRC from its inception till 2011.s 22 was responsible for the concept of PEP11 project becoming a CCS project.
- re-engaged with large industrial gas users on potential offtake transactions.
- Now provided a proposal to s 22 for 21 PJ gas pre purchase transaction
- Further engaged with s 22 and further customer on 10 PJ requirement confirming continuing industrial gas requirement
- Continued Joint Venture discussions.

Regards

David

From: David Breeze

Sent: Monday, 16 November 2020 8:29 PM

To: s 47F <@nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: PEP11 Monthly Progress Report

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment :-

- Sourced all prior versions of well planning and environmental submissions/reports/ ancillary reports in soft copy versions in preparation for provision to Add Energy for the purpose of updating and revision once contract is awarded to AddEnergy and pending notification of approvals on Permit Variation and S and E.
- Continued planning /evaluation of CCS to be conducted at time of drilling Baleen .
- Continued Joint Venture discussions.

Regards David

From: David Breeze

Sent: Saturday, 17 October 2020 3:28 PM

To: s 47F <@nopta.gov.au>

Subject: FW: PEP11 Monthly Progress Report

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment :-

- Confirmed funding of \$2m (from BPH Energy) to meet pre drill planning ,rig contracting process and regulatory applications and other costs as set out in its NOPTA application

- Re-Confirmed the current status of operations of the s 22 and its potential availability from further discussions with Add Energy
- Now confirmed that the s 22 campaign is an 8 well two year program .
- Reconfirmed that s 22 is also seeking alternate rig arrangements and therefore further rig access is possible .
- Identified other possible rig alternatives
- Also now In discussions with s 22 supermajor on JV

Regards

David

From: David Breeze

Sent: Tuesday, 15 September 2020 3:16 PM

To: s 47F <@nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: PEP11 Monthly Progress Report

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment :-

Confirmed the current status of operations of the s 22 and its potential availability from further discussions with Add Energy .Determined that the likely campaign is an 8 well two year program .Determined that s 22 is also seeking alternate rig arrangements and therefore further rig access is possible .

Regards

David

From: David Breeze

Sent: Monday, 17 August 2020 6:43 PM

To: s 47F <@nopta.gov.au>

Cc: geo@bountyoil.com

Subject: RE: PEP11 Monthly Progress Report

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment :-

Confirmed the current status of operations of the s 22 and its potential availability .Rig is cold stacked in Westernport Bay but will now be under contract to s 22 which offers the opportunity to fit with this contract with an assignment between wells .

Regards

David

From: David Breeze

Sent: Saturday, 18 July 2020 5:28 PM

To: s 47F <@nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: PEP11 Monthly Progress Report

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well ,in compliance with its current year 4 permit commitment .

1. Met with the current s 22 representative In Australia to discuss potential availability of the s 22 Prospector.This rig is now being considered for South East Australia and New Zealand projects again starting in December.Its owners are

now evaluating a move back from China as this rig not on contract .Rig rate likely to be at significant price reduction .

2. Confirmed the current status of operations of the s 22 and its potential availability .Rig is currently cold stacked in Westernport Bay .

Regards

David

From: David Breeze

Sent: Monday, 15 June 2020 12:56 PM

To: s 47F @nopta.gov.au>

Cc: geo@bountyoil.com

Subject: FW: PEP11 Monthly Progress Report

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well in compliance with its current year 4 permit commitment .

Confirmed the current status of operations of the s 22 and its potential availability through AddEnergy .

Regards

David

From: David Breeze

Sent: Saturday, 16 May 2020 3:08 PM

To: s 47F @nopta.gov.au>

Cc: geo@bountyoil.com

Subject: RE: PEP11 Monthly Progress Report

s 47F

We have now been advised that s 22 terminated the contract with the s 22 Prospector last month and following that the decision was taken by s 22 to move the rig to China .

As s 22 has terminated the contract with s 22 for the s 22 we have now contacted AddEnergy regarding availability and timing of the s 22 s .

Regards

David

From: David Breeze

Sent: Friday, 17 April 2020 5:42 PM

To: s 47F @nopta.gov.au>

Subject: RE: PEP11 Monthly Progress Report

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well in compliance with its current year 4 permit commitment .

Confirmed the current status of operations and planning for the s 22 rig. s 22 has now extended its offer to May 2021.

Regards

David

From: David Breeze
Sent: Saturday, 14 March 2020 2:27 PM
To: s 47F <y@nopta.gov.au>
Subject: FW: PEP11 Monthly Progress Report

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well in compliance with its current year 4 permit commitment .

1. Confirmed the current status of operations and planning for the s 22 rigs s 22 not yet able to confirm timing and Australian conformity.
 Spoken with AddEnergy regarding timing of s 22 Bass start operations .Heavy lift now being implemented .
 Regards David

From: David Breeze
Sent: Saturday, 15 February 2020 3:44 PM
To: s 47F <y@nopta.gov.au>
Subject: FW: PEP11 Monthly Progress Report

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well in compliance with its current year 4 permit commitment .

1. Received a proposal from Add Energy for technical and services provision for Baleen Well
2. Initiated discussions with Federal Government for Geosequestration co-funding for Baleen well following proposal received previously from CO2CRC.
3. Met with Add Energy to review availability and terms of rig s 22 as alternative to s 22 rig
4. Received a proposal from s 22 on NOPSEMA process and determined revisions to likely schedule
 Regards
 David

From: David Breeze
Sent: Tuesday, 21 January 2020 1:44 PM
To: s 47F <y@nopta.gov.au>
Subject: RE: PEP11 Monthly Progress Report

s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well in compliance with its current year 4 permit commitment .

1. Submitted the Variation S and E application for PEP11
2. Received from s 22 a further revision of the proposal for the use of the s 22 Prospector
3. Met with Add Energy to review the terms of engagement and a funding structure for the drill program and confirmed the potential availability of the s 22 to use as the alternative to the s 22 Prospector

Regards
 David

From: David Breeze
Sent: Tuesday, 17 December 2019 3:53 PM

To: 's 47F @nopta.gov.au>
Subject: RE: PEP11 Monthly Progress Report

LEX 71731 - Document 2

Dear s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well in compliance with its current year 4 permit commitment .

1 .Communicated with s 22 to confirm possible revised dates and scheduling for the s 22 Prospector to drill PEP11 relative to current program in New Zealand

2. Prepared for submission Variation S and E application to reflect this position .This is shortly to be submitted.

Regards David

From: David Breeze
Sent: Monday, 18 November 2019 6:31 PM
To: s 47F @nopta.gov.au>
Subject: FW: PEP11 Monthly Progress Report

Dear s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well in compliance with its current year 4 permit commitment

1-Met again with s 22 to review possible dates and scheduling for the s 22 Prospector to drill PEP11

2-Received from s 22 a revised proposal for the use of the s 22 Prospector

3-Met with Add Energy to discuss the terms of engagement and a funding structure for the drill program and determined the potential availability of a further rig to use in the alternative to the s 22 Prospector

Regards David

From: David Breeze
Sent: Tuesday, 15 October 2019 7:28 PM
To: s 47F @nopta.gov.au>
Subject: FW: PEP11 Monthly Progress Report

Dear s 47F

Since the last monthly report Asset Energy has, in progress towards drilling a well in compliance with its current year 4 permit commitment

1-Met with s 22 to review possible dates and scheduling for the s 22 Prospector to drill PEP11

2-Received from s 22 a proposal for the use of the s 22 Prospector

3-Met with Add Energy to review engagement for the Baleen well.

Regards David

From: David Breeze
Sent: Saturday, 14 September 2019 4:19 PM
To: s 47F @nopta.gov.au>
Subject: FW: PEP11 Monthly Progress Report

Dear s 47F

Since the last monthly report sent on 10 July 2019 , Asset Energy has, in progress towards drilling a well in compliance with its current year 4 permit commitment entered into a deed of settlement and termination with RL Energy on 13th

Sept 2019 with the effect that the RL Energy Farmin has now been terminated by mutual agreement . There will be further advice and process to follow with NOPTA as a consequence .

Regards David

From: David Breeze

Sent: Thursday, 22 August 2019 3:04 PM

To: s 47F <s47f@nopta.gov.au>

Subject: PEP11 Monthly Progress Report

Dear s 47F

The board of Advent Energy and its wholly owned subsidiary Asset Energy Pty Ltd have now changed and as now advised I have been confirmed as the contact for the titleholder.

Since the last monthly report sent on 10 July 2019 , Asset Energy has, in progress towards drilling a well in compliance with its current year 4 permit commitment, communicated with Rig Operator s 22 .

s 22 currently have the s 22 Prospector under contract to s 22 . s 22 have confirmed the conditional availability of this rig to drill in 2020 following on from its current program in New Zealand .

s 22 plan to submit a revised safety case to enable operation of the s 22 Prospector in Australian waters .The s 22 Prospector is a harsh environment semi -submersible rig was designed for working in the North Sea .

I would be pleased to discuss further .

Regards

David

David Breeze

Director

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Australian Government
**Department of Industry, Science,
Energy and Resources**

Offshore Petroleum Exploration Guideline: Work-bid

In relation to the *Offshore Petroleum and Greenhouse Gas Storage Act 2006*

Effective 1 July 2019

This document has been developed as a general guide only. It is subject to, and does not replace or amend the requirements of the [Offshore Petroleum and Greenhouse Gas Storage Act 2006](#) and associated Regulations, which should be read in conjunction with this guideline.

This guideline is made available by the Australian Government for information only. Before relying on this material, users should carefully evaluate the accuracy, currency, completeness and relevance of the information and obtain independent, legal or other professional advice relevant to their particular circumstances.

This document has been prepared by the [Department of Industry, Science, Energy and Resources](#). It will be reviewed and updated as required.

This document is available online at www.nopta.gov.au.

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1. Obtaining a petroleum exploration permit

Part 2.2, Division 2 of the Offshore Petroleum and Greenhouse Gas Storage Act 2006 (OPGGGS Act)

Overview

- A. The Joint Authority awards exploration permits to the applicant who proposes an exploration strategy and work program that will significantly advance the assessment and understanding of the petroleum potential of the area and who has a satisfactory record of past performance. The applicant, in accordance with [section 104\(3\) of the OPGGS Act](#), must also demonstrate its technical and financial capacity to deliver the proposed work program.
- B. The Joint Authority recognises the essential role of wells in the discovery of petroleum. However, depending on the nature of the area, an exploration well in the primary term may not place an applicant above another applicant who proposes a work program that is logical, coherent and supportable and is considered to be commensurate with the perceived prospectivity of the area.
- C. The Joint Authority acknowledges the challenges of exploring in lightly-explored areas. This guideline clarifies the Joint Authority's expectation of bidding for these areas, specifically around the role of exploration wells.
- D. The Joint Authority awards exploration permits subject to a set of standard conditions. If deemed appropriate, the Joint Authority may also place additional conditions on the permit - [section 99 of the OPGGS Act](#).
- E. The Commonwealth will respect the confidentiality of any information provided on a 'Commercial-in-Confidence' basis.

How to apply

- 1.1. Applications must be compliant with the [OPGGGS Act](#), the requirements published in the [Australian Government Gazette](#) notice (gazette notice) inviting applications and also meet the minimum expectations of the Joint Authority, as outlined in this guideline.
- 1.2. Applicants are expected to take into account all relevant matters, such as environmental protection, defence, navigation, native title interests, fisheries and access restrictions applying in areas.
- 1.3. An application form is available online at [NOPTA's website](#). For submission details, please refer to the gazette notice.
- 1.4. Applicants may submit any other relevant information they wish to have considered.
- 1.5. Once an application is submitted, the composition and timing of the proposed work program may not be amended through the submission of further information and other changes will not be accepted.
- 1.6. An application must be accompanied by the relevant fee prescribed in schedule 6 of the Offshore Petroleum and Greenhouse Gas Storage (Resource Management and Administration) Regulations 2011 ([RMA Regulations](#)). Detailed information of payment options is provided on [NOPTA's website](#).

Technical evaluation

- 1.7. The technical evaluation should summarise the applicant's understanding of the geology and petroleum potential of the release area. It should include the concepts underlying the proposed work program, with sufficient detail to support that program. A sound technical evaluation should include an assessment of relevant data and support the amount of seismic surveying and the number and conceptual targets of wells to be drilled, if applicable.
- 1.8. The technical evaluation should include, but is not limited to, a description of:
 - a) The applicant's assessment of the release area, including potential petroleum systems, and plays within the release area.

- b) Any prospects and leads mapped within the release area, including supporting material such as images, interpreted seismic sections and horizon maps.
- c) The data and/or studies the technical evaluation is based on.
- d) Any geotechnical studies, seismic interpretation, mapping or any other work that has been undertaken as part of the technical evaluation.
- e) How the applicant proposes to utilise any existing data over the release area, including how this data is to be utilised in the proposed work program.

Exploration strategy

- 1.9. The exploration strategy should link the technical evaluation with the proposed work program.
- 1.10. Applicants should propose an exploration strategy that has the potential to significantly advance the assessment and understanding of the petroleum potential of the release area. The exploration strategy should support the applicant's technical evaluation of the release area and the proposed work program for the six-year permit term.
- 1.11. The exploration strategy should explain how the release area will be explored over the permit term, including how the different work program elements will investigate the plays, prospects and leads identified in the technical evaluation of the area.

Work program

- 1.12. Proposed work program activities must be stated precisely to avoid ambiguity.
- 1.13. Work programs are divided into a 'primary' and 'secondary' term.
- 1.14. The first three years of a work program are referred to as the **primary term**. The first three years of the permit term are combined and the minimum work requirements must commence and be completed within that primary term.
- 1.15. Once awarded, the work program commitments for the primary term become guaranteed and cannot be reduced. Work activities that cannot be guaranteed should not be included in the primary term.
- 1.16. Permit Years 4, 5, and 6 are referred to as the **secondary term**. Each year's work program becomes guaranteed upon entry and the minimum work requirements must commence and be completed within the permit year.

An example of a six-year work program:

| Year | Start date | End date | Activity | Indicative cost \$A |
|------|------------|------------|---|---------------------|
| 1-3 | 01/01/2015 | 31/12/2017 | 2,000 km ² of 3D seismic reprocessing | X00,000 |
| | | | 2,000 km ² of new 3D seismic acquisition and processing | XX,000,000 |
| | | | Geophysical and geological studies including seismic interpretation | X00,000 |
| 4 | 01/01/2018 | 31/12/2018 | Geophysical and geological studies including prospect and lead maturation studies | X00,000 |
| 5 | 01/01/2019 | 31/12/2019 | One exploration well | XX,000,000 |
| 6 | 01/01/2020 | 31/12/2020 | Geotechnical and geological studies | X,000,000 |

- 1.17. The proposed work program for the six-year term must be consistent with the exploration strategy and underpinned by the technical evaluation of the area.

- 1.18. The proposed work program must be regarded as significantly advancing the exploration effort.
- 1.19. The early elements of the proposed work program should be sufficient to enable the later elements to proceed and be aligned with the exploration strategy. This includes the need for the number and timing of wells to be justifiable and be supported by the number and maturity of plays, prospects and/or leads identified i.e. the work program should be pursuable on a dry hole basis.
- 1.20. Proposed work program activities should only include work that will be undertaken within the permit area. Any work, studies or reprocessing proposed outside the permit area, must be clearly differentiated.
- 1.21. Work intended to appraise a known petroleum accumulation in an area may form part of the proposed work program. However, appraisal activities must be clearly differentiated from exploration activities.
- 1.22. Work associated with a known petroleum accumulation will only be considered as exploration work if the applicant provides a sufficient rationale to support an assessment that the activity includes a significant exploration component. This rationale should be consistent with the overall exploration strategy and underpinned by the technical evaluation of the area.
- 1.23. The minimum acceptable work program for an area will vary depending on the size of the area, its perceived prospectivity and its location. At a minimum, it is expected that the proposed work program will contain:
 - a) New operational activities, such as data acquisition and/or exploration well/s. For areas that are lightly-explored or frontier in nature, operational activities may be other activities, not necessarily exploration wells.
 - b) Reprocessing and/or geophysical and geological studies to enable a play, lead or prospect to be identified and progressed toward maturing a drillable target.
- 1.24. Where an area is fully covered by 3D seismic data, reprocessing a majority of this data may form part of the proposed work program and can be undertaken instead of acquiring new seismic data. The reprocessing would normally be expected to be from raw data or the quality controlled traces and to utilise techniques not previously undertaken on seismic data within the permit area.
- 1.25. It is expected that at least one exploration well will be proposed during the initial six-year permit term for well-explored areas with good data coverage.
- 1.26. The description of the proposed work program should include:
 - a) Indicative expenditure in Australian dollars for each activity at current market value.
 - i. Operational activities: calculations detailing how the cost of the activities has been estimated should be provided.
 - b) The number of line kilometres of 2D and proposed line spacing and/or square kilometres of 3D seismic data that will be acquired and processed within the permit area, including:
 - ii. Full fold numbers within the permit area.
 - iii. A map showing the indicative location of the 2D lines or 3D survey outline. All existing seismic surveys should be identified on this map.
 - iv. If known, the parameters and methodology of the seismic acquisition and processing that will be undertaken.
 - c) The amount, type and details of the applicable dataset of any new reprocessing the applicant proposes to undertake, including:
 - v. The number of line kilometres of 2D and/or square kilometres of 3D seismic data that will be reprocessed within the permit area clearly stated.

- vi. A map showing the indicative location of the 2D lines or 3D survey outline. All existing seismic surveys should be identified on this map.
- vii. If known, the parameters and methodology of the reprocessing that will be undertaken.
- d) The number of exploration wells proposed, including indicative plays and target play levels.
- e) The nature, scope and objectives of all proposed studies.
- f) The licensing or use of any existing exclusive or non-exclusive datasets and, if applicable, how these are proposed to be used in conjunction with any reprocessing or geophysical studies proposed in the work program.
- g) Descriptions and the conceptual locations/targets/purpose of other operational activity or surveying proposed.

Important notes on treatment of new vs existing seismic data

- 1.27. The reprocessing and interpretation of existing data undertaken during the applicant's pre-bid evaluation will be taken into account in assessing the relative merits of the proposed work program.
- 1.28. An applicant who pre-licences multi-client data or undertakes reprocessing of pre-licensed multi-client data as part of its pre-bid evaluation and who therefore does not propose the work as part of its work program, will not be disadvantaged. As such, applicants should provide details of pre-bid evaluation work, including the extent of the work undertaken, the outcomes and how this has informed the exploration strategy and proposed work program.

Non-exclusive seismic data: Multi-client surveys and reprocessing products

- 1.29. If an applicant proposes to licence non-exclusive seismic data, new or reprocessed, as part of a work program, it should:
 - a) state whether the data is part of:
 - An existing non-exclusive seismic survey or reprocessed data volume, or
 - A planned or not-yet-completed non-exclusive seismic survey or reprocessed data project.
 - b) state when the initial final processed or reprocessed data will become available for licencing
 - c) ensure that:
 - the data is in an industry standard format that is fit for purpose in meeting the objective of the work program,
 - the applicant would be able to provide information to NOPTA that demonstrates the work program obligation has been met, and
 - the data submission and release requirements can be met.
- 1.30. If the final processed dataset will not become available until after the closing date of bids, this will be assessed as new seismic acquisition for the purposes of the bid assessment.

Technical qualifications

- 1.31. An applicant must satisfy the Joint Authority of its technical capacity and competence to undertake the proposed work program. This will include, but not be limited to, the technical capacity and experience of key personnel and/or sub-contractors, and particulars of other current and previous involvement in petroleum exploration.
- 1.32. An applicant should provide details of:

- a) The technical qualifications of the applicant and those of its key employees.
- b) The technical advice that is or will be available to the applicant by way of consultants or other providers.

Financial capacity

- 1.33. An applicant must satisfy the Joint Authority that it and/or its consolidated parent entity group has the financial capacity to:
 - a) continue as a going concern,
 - b) meet its existing (other) title-related commitments including work programs, development and decommissioning obligations, and
 - c) undertake the proposed work program.
- 1.34. The assessment of financial capacity will test the applicant(s) ability to meet the commitments associated with the proposed work program in addition to its existing Commonwealth offshore title-related commitments.
- 1.35. When assessing an applicant(s) financial capacity, consideration will be given to the current and future funds available to the applicant and the magnitude and timing of obligations associated with the application, and all other Australian offshore petroleum titles it holds.

Information required to support financial assessment

- 1.36. To undertake an assessment of the financial capacity of an applicant, details of the current financial resources available and the future financial commitments of the applicant should be provided as follows:
 - a) The most recent audited consolidated financial statements including:
 - i. Balance Sheet (dated not more than twelve months from the date the application is submitted)
 - ii. Income Statement
 - iii. Cash Flow Statement
 - iv. Notes to the accounts in sufficient detail and in a format consistent with generally accepted accounting principles, and
 - v. Prior year comparable financial statements

OR

- b) If audited consolidated financial statements are not available, unaudited consolidated financial statements (as per i to v above) can be provided. These must be accompanied by a declaration by the directors stating that the financial statements have been prepared in accordance with International Financial Reporting Standards and that the applicant can continue as a going concern as at the balance sheet date.

Note: if an applicant relies on a parent entity's accounts to demonstrate financial capacity details of funding methods and any guarantees between the entities should also be provided. The assessment that would have applied to the applicant will apply to the parent entity to determine financial capability.

- 1.37. Evidence of financial capacity may include:
 - a) Bank deposits held.
 - b) Loan facilities – e.g. loan agreements signed by all parties or loan agreements conditional on the award of a title are acceptable, not letters of intent from a loan institution.
 - c) Other guarantees – e.g. a bank guarantee, or certified statement of an individual's capacity to fund (high net worth individuals) from an accountant.

- d) Forecast cash flows – if an applicant has existing assets and those assets have proven reserves and are in production or production is imminent. (Speculative cash flows, if the assets are not in production and production is not imminent are not acceptable).
- e) Track record of successful funding of exploration projects.
- f) Proven ability to attract farm in partners.
- g) Proven ability to raise capital by public or private means.
- h) Letter of guarantee from capital raising entity (although arrangements with financial institutions or brokerage firms that undertake to raise equity on a best effort basis are not adequate evidence of funding).
- i) Evidence that a satisfactory Joint Venture Operating Agreement has been or can be reached.

Past performance

- 1.38. Past performance of the applicant, parent company or subsidiary company where applicable, and its directors is a factor the Joint Authority will consider during the decision making process unless the company and directors have a current Good Standing Agreement – refer to section 4 of this guideline.
- 1.39. Past performance refers to compliance matters under the OPGGS Act over the previous five years, such as cancellations or expiries in default.
- 1.40. Past performance may also refer to any health, safety and/or environmental incidents within Australia or internationally. The applicant may choose to detail proposed mitigation in relation to these matters within their bid documents. Entering into a Good Standing Agreement does not offset a health, safety and/or environmental past performance record.
- 1.41. The Joint Authority may not offer an exploration permit to an applicant if the applicant's past performance indicates a history of non-compliance with permit conditions or if the applicant does not demonstrate a proven ability to significantly advance the assessment and understanding of the petroleum potential of permit areas.
- 1.42. The Joint Authority may also consider past performance when ranking multiple applicants in accordance with [section 106\(3\) of the OPGGS Act](#), to determine a most deserving applicant.

Bid assessment

- 1.43. Bids are assessed by NOPTA and advice is provided to the relevant Joint Authority.
- 1.44. In deciding whether to exercise its discretion to make an offer, the Joint Authority may take into consideration a broad range of factors. These factors may include which bid is likely to progress the most comprehensive understanding of the petroleum prospectivity of the area.
- 1.45. Where there are multiple applicants for the grant of an exploration permit, in determining the applicant who is most deserving, the Joint Authority must have regard to the criteria in section 1.47 of this guideline, in relation to the proposed primary work program.
- 1.46. Where there is a single applicant, the Joint Authority may also have regard to the criteria on section 1.47 of this guideline.
- 1.47. These criteria are, in no particular order:
 - a) The relevance of the proposed work program to the technical evaluation and exploration strategy.
 - b) The amount, type and timing of seismic acquisition and processing to be carried out, including parameters and methodology.
 - c) The amount, type and timing of other surveying and data acquisition to be carried out.
 - d) The amount, type and timing of seismic data to be purchased or licenced.

- e) The amount, type and timing of seismic data reprocessing to be carried out, including parameters and methodology.
 - f) The type, scope and objectives of the geophysical and geological studies, proposed within the area and how these studies align with other work program activities and the exploration strategy.
 - g) The number and timing of exploration wells proposed and their alignment with the perceived prospectivity of the area, supporting program of geological and geophysical work and the number of proposed plays and/or mapped prospects/leads identified.
 - h) The past performance of the applicant.
 - i) Significant appraisal work over previous petroleum discoveries within the area, if any.
- 1.48. The Joint Authority must be satisfied the applicant has the technical and financial capacity to undertake the proposed work program.
- 1.49. If an applicant cannot be chosen on the basis of the primary work program, using the criteria above, the secondary work program will be assessed and ranked.
- 1.50. After assessing the secondary work programs, if two or more applicants are still considered to be equally deserving of the grant of an exploration permit, in accordance with [section 106\(6\) of the OPGGS Act](#) the Joint Authority may invite the applicants to make a written proposal for additional work and expenditure.
- 1.51. If an applicant is made an offer for the grant of an exploration permit and declines the offer, the Joint Authority may make an offer to the second ranked applicant, where applicable.
- 1.52. There is no penalty or disadvantage should an applicant not accept an offer by the Joint Authority.

Further information

Section 258 of the OPGGS Act

- 1.53. The Titles Administrator may clarify any aspect of the bid through a written request for further information.
- 1.54. If further information is requested and not submitted within the specified time, the Joint Authority may by written notice given to the applicant, refuse to consider or take any further action in relation to the application.

Refusal to grant an exploration permit

- 1.55. The grounds the Joint Authority may take into account for refusing to grant an exploration permit, include, but are not limited to, circumstances where the:
- a) Proposed work program is assessed to be inferior to that of a competing bid.
 - b) Proposed work program is assessed to be inadequate to significantly advance the exploration status of the area.
 - c) Proposed work program does not support the technical evaluation.
 - d) Joint Authority is not satisfied the applicant possesses the financial capacity to facilitate the proposed work program, in addition to other guaranteed work program commitments in other titles under the OPGGS Act the applicant and/or parent company has an interest in.
 - e) Joint Authority is not satisfied the applicant possesses the technical capacity to facilitate the proposed work program.
 - f) Joint Authority is not satisfied the past performance of the applicant in Australia or internationally.

2. Petroleum exploration permit conditions and administration

Overview

- A. Titleholders are expected to ensure that all obligations under the OPGGS Act, [Offshore Petroleum and Greenhouse Gas \(Regulatory Levies\) Act 2003](#) (OPGGS Levies), the associated regulations, any directions and title conditions are met at all times.
- B. Titleholders must comply with the data management and reporting requirements of the [Offshore Petroleum and Greenhouse Gas Storage \(Resource Management and Administration\) Regulations 2011](#) (RMA regulations).
- C. The OPGGS Act allows for a variation, suspension and/or exemption from compliance with work program condition(s). Where warranted, the Joint Authority may also grant an extension to the permit term where a condition has been suspended.
- D. The Joint Authority acknowledges elements of an exploration work program or its timing may need to change as:
 - g) Geological or technical knowledge is gained, requiring additional work i.e. technical grounds; or
 - h) If the timing of an activity is impacted by *force majeure* circumstances.
- E. All applications are considered by the Joint Authority on a permit-by-permit basis. Therefore, a separate application must be lodged for each permit. Application forms are available on [NOPTA's website](#).
- F. Applications made under [section 264 of the OPGGS Act](#) may be submitted at any time but should not be made later than 60 days before the end of the primary term or the permit year. It is the responsibility of the titleholder to ensure there is sufficient time for a decision to be made before entering the next permit year.
- G. There is a fee for applications made under [sections 264 and 269 of the OPGGS Act](#). The fee is prescribed in schedule 6 of the RMA Regulations. Detailed information on payment options is provided on NOPTA's website.
- H. Titles that have a 'prior usage right' for the purposes of section 359 of [the Environment Protection and Biodiversity Protection Act 1999](#) (EPBC Act) will require consent from the Minister for the Environment before an extension to the permit term can be granted by the Joint Authority – refer to the 'Offshore Petroleum Guideline: Prior Usage Rights' on [NOPTA's website](#).

Important notes on work program commitment – seismic data and reprocessing

- 2.1. A titleholder may meet a seismic surveying commitment by licencing an equivalent amount of non-exclusive seismic data, if the final processed data becomes available after the date the permit was granted.
- 2.2. A titleholder may purchase and/or licence reprocessed seismic data to meet a seismic reprocessing work program commitment subject to the following conditions:
 - a) The reprocessed data will only be accepted to the extent it meets, in part or in full, the original work program commitment.
 - b) The data must have been reprocessed after the date the permit was granted.
 - c) The reprocessing will be from raw data or the quality controlled traces.
 - d) The reprocessing must utilise techniques not previously undertaken on seismic data acquired within the permit.

- 2.3. If an applicant proposes to licence data to use in its current form, or to reprocess as part of a work program commitment, it must ensure that:
- The data is in an industry standard form that is for purpose in meeting the objectives of the work program.
 - It is able to provide information to NOPTA that demonstrates the work program commitment has been met.
 - The data submission and release requirements can be met.

Work program credit

- 2.4. The Joint Authority places a standard condition on title instruments that enables the Titles Administrator, at its discretion and by written instrument, to credit activities undertaken within an earlier permit year as meeting the work program commitments of a later permit year.
- 2.5. It is the responsibility of titleholders to obtain the Titles Administrator's agreement to credit an activity to a later permit year.

Suspension or a suspension and extension

Section 264 and 265 of the OPGGS Act

- 2.6. Titleholders may apply to suspend any of the conditions to which the permit is subject **or** apply to suspend any of the conditions to which the permit is subject together with an extension of the permit term – a 'suspension and extension'.
- 2.7. The Joint Authority considers the work program as a whole when reviewing a suspension or suspension and extension application.
- 2.8. The Joint Authority will generally only consider a suspension with an extension of the permit term if the proposed work program for the subsequent year/s is reliant on the work to be undertaken in the suspended year i.e. the subsequent year consists of an exploration well or other operational activities.
- 2.9. If a suspension application is lodged in the final year of the permit term, the permit will remain in force until a decision is made by the Joint Authority. If the Joint Authority refuses the application, the permit will continue in force for at least two months, effective from the date the titleholder was notified of the refusal. This will ensure the titleholder has time to apply for a renewal of the permit or for the grant of a successor title prior to the expiry of the permit ([section 265A of the OPGGS Act](#)).
- 2.10. A suspension or a suspension and extension will not change the reporting date for the Annual Titles Assessment Report – refer [3.03 of the RMA regulations](#).
- 2.11. A suspension of a permit year suspends the deadline to complete a work program commitment activity or activities. A suspension only will defer the end date of the current permit year but will not alter the end date of subsequent permit years (e.g. in the example below Permit Years 4 and 5 will now run concurrently.)

An example of a 12-month suspension of Permit Year 4:

| Year | Start date | End date | Activity | Indicative cost \$A |
|------|------------|-----------------------|---|---------------------|
| 4 | 10/01/2015 | 09/01/2016 | 2,000km ² 3D seismic acquisition and processing | X,000,000 |
| | | 09/01/2017 | Geophysical and geological studies Including interpretation | X00,000 |
| 5 | 10/01/2016 | 09/01/2017 | Geophysical and geological studies including prospect maturation studies | X00,000 |
| 6 | 10/01/2017 | 09/01/2018 | One exploration well | XX,000,000 |

- 2.12. A suspension and extension will defer the end date of the current permit year and all subsequent permit years.

An example of a 12-month suspension of Permit Year 4 and extension of the permit term:

| Year | Start date | End date | Activity | Indicative cost \$A |
|------|-------------------------------------|-------------------------------------|---|--------------------------|
| 4 | 10/01/2015 | 09/01/2016 09/01/2017 | 2,000km ² 3D seismic acquisition and processing Geophysical and geological studies including interpretation | X,000,000 X00,000 |
| 5 | 10/01/2016 10/01/2017 | 09/01/2017 09/01/2018 | Geophysical and geological studies including prospect maturation studies | X00,000 |
| 6 | 10/01/2017 10/01/2018 | 09/01/2018 09/01/2019 | One exploration well | XX,000,000 |

Force majeure circumstances

- 2.13. If the ability of a titleholder to meet a work program commitment is adversely impacted by an event that cannot be reasonably anticipated or controlled during the course of the exploration work program via experience or care (*force majeure*) the Joint Authority may approve a suspension or a suspension and extension.
- 2.14. An application for a suspension or suspension and extension on *force majeure* grounds must include substantial and compelling documentary evidence to demonstrate how the *force majeure* circumstance has adversely impacted the ability to complete the work program, and a Gantt chart showing the proposed schedule for the forward work program.
- 2.15. Commercial circumstances and common risks in the industry are **not considered** to constitute *force majeure*. These may influence the perceived commercial viability of an activity but would not normally prevent an explorer from adhering to its commitment. Such circumstances and risks may include, but are not limited to:
- avoidable delays in receiving processed/reprocessed data from contractors
 - failure to mature a drillable prospect
 - changes in oil price
 - difficulty attracting a farm-in partner
 - avoidable delays in contracting a drilling rig/seismic vessel
 - difficulty in raising capital
 - disappointing exploration results
 - the need to wait for the results of exploration work undertaken outside the permit area
 - rescheduling of appraisal/development wells ahead of exploration wells.

Technical grounds

- 2.16. If the ability of a titleholder to meet an existing work program commitment is affected by new geological knowledge or unexpected technical challenges, the Joint Authority may approve a suspension or a suspension and extension on technical grounds.

Note: if a titleholder proposes additional work activities to address new geological knowledge or unexpected technical challenges, the Joint Authority would generally expect this work to be varied into the work program through an above-commitment work variation (see section 2.24-2.27).

- 2.17. An application for a suspension and extension on technical grounds must include compelling documentary evidence to demonstrate how these technical grounds have adversely

impacted the ability to complete the work program, and a Gantt chart showing the proposed schedule for the forward work program.

Variations

Section 264 of the OPGGS Act

- 2.18. Titleholders may apply to vary any of the conditions to which the permit is subject. In submitting variation applications titleholders should note that:
- Proposed work program activities to be varied into the permit should only include work that will be undertaken within the permit area. Any work, studies or reprocessing proposed outside the permit area must be clearly differentiated.
 - If a titleholder lodges an application in the last 60 days of the primary term or the relevant permit year, the titleholder may wish to consider lodging a suspension and extension application in the event an adverse decision is made by the Joint Authority.
 - If a titleholder applies for a suspension and variation at the same time, this can be lodged as a single application on the appropriate application form.
- 2.19. A titleholder may apply for:
- A work equivalent variation to replace a guaranteed work activity with an equivalent work activity.
 - An above-commitment work variation to undertake above-commitment work that has critical implications for the assessment of the petroleum potential of the permit area.
 - A secondary work program variation to vary the work program conditions in Permit Years 4, 5 and 6 of an initial permit term or Permit Years 4 and 5 of a renewal term.
- 2.20. If the Joint Authority agrees to vary an exploration well out of the permit term, an exploration well is expected to be included in the primary term of the renewal program, should the titleholder elect to renew the permit.

Work equivalent variation

- 2.21. A titleholder may apply to replace a guaranteed work program activity with an equivalent work program activity.
- 2.22. The Joint Authority will generally only agree to a variation if the proposed replacement work program activity is a similar or superior technique and the activity meets or exceeds the objective of the original work program commitment.
- 2.23. It is the responsibility of the titleholder to ensure the Joint Authority has agreed to the work equivalent variation before commencement of the work.

Above-commitment work variation

- 2.24. If a titleholder proposes to undertake significant above-commitment work that will have critical implications for the exploration of the permit area, the Joint Authority may agree to an above-commitment variation, to vary the work into the current permit year so that the work becomes guaranteed.
- 2.25. An application should be supported by technical evidence as to why the work program should be varied, a detailed outline of the proposed new activities, a Gantt chart showing the proposed schedule for the forward work program, and documentary evidence (such as contracts with a relevant service provider to undertake the new activities) in support of the application.
- 2.26. When considering an application for an above-commitment work variation, the Joint Authority may also agree to either a suspension or suspension and extension to enable the titleholder sufficient time to undertake the work.
- An application for a suspension or suspension and extension should be lodged with the variation application.

- 2.27. Generally in the case of an above-commitment work variation, the Joint Authority will consider up to a 12-month suspension or a 12-month suspension and extension, if supported by the circumstances of the application. However, a longer time frame may be requested and the Joint Authority will consider this on a case-by-case basis and on its merits for circumstances such as when:
- a) A titleholder has entered a permit year with a drilling commitment and is unable to mature a drillable prospect.
 - b) The proposed work is significant and assessed to have critical implications on the titleholder's forward work plans.

Secondary work program variation

2.28. A titleholder may apply to vary:

- Individual permit years before entry into the relevant permit year.
- Permit Years 5 and 6 before entry into Permit Year 5.
- The whole secondary work program before entry into Permit Year 4.

2.29. An application should be supported by exploration results from the primary term or previous permit years and technical evidence as to why the work program should be varied.

Exemptions

Section 264 of the OPGGS Act

- 2.30. A titleholder may apply to be exempt from compliance with a work program condition. An exemption application may be made on exceptional technical or *force majeure* grounds.
- 2.31. In deciding whether to exempt a titleholder from compliance with a work program condition, the Joint Authority will consider:
- a) if the titleholder has demonstrated a significant effort to identify and assess the petroleum potential of the permit and has provided substantial and compelling documentary evidence, and
 - b) if the objective of the original work program commitment has been met.
- 2.32. The Joint Authority will not exempt a titleholder from an activity if the following permit years are reliant on that work being undertaken.

Surrenders

Part 2.12 of the OPGGS Act

- 2.33. A titleholder may apply for consent to surrender some or all of the blocks that the permit is in force over. An application form is available on NOPTA's website which provides details of the information that should be provided with the application.
- 2.34. In deciding whether to consent to the surrender, the Joint Authority will consider the provisions of section 270 of the OPGGS Act, including:
- a) The status of the work program – ordinarily consent will be refused before the completion of the guaranteed primary term work program commitments.
 - b) Whether the titleholder has completed all guaranteed work program commitments up to and including the permit year in which the application has been made.
 - c) Whether there are sufficient grounds in the Joint Authority's view to warrant the giving of consent to surrender despite non-compliance with any of the criteria outlined in subsection 270(3). In determining if sufficient grounds exist for a surrender in non-compliance (subsection 270(5)), the Joint Authority may consider:
 - i. if the titleholder has demonstrated a significant effort to identify and assess the petroleum potential of the permit and has provided substantial and compelling documentary evidence,

- ii. if the objective of the original work program commitment has been met, and
 - iii. other matters as considered relevant by the Joint Authority.
- 2.35. In undertaking its assessment, in accordance with the OPGGS Act, NOPTA consults with the [National Offshore Petroleum Safety and Environmental Management Authority](#).
- 2.36. Titleholders are expected to ensure any outstanding reports and data are lodged with the surrender application in accordance with the [RMA regulations](#).
- 2.37. If the Joint Authority gives consent to the surrender of the permit, the titleholder may, by written notice given to NOPTA, surrender the whole or part of the permit.
- 2.38. The surrender takes effect the day a notice is published in the [Australian Government Gazette](#).

Expiry

- 2.39. An expiry takes effect on the day the permit ceases to be in force.
- 2.40. Titleholders are not required to lodge an application if it is intended to let a permit expire. However, titleholders may choose to notify NOPTA of this intention before the expiration date.
- 2.41. Prior to the permit expiry, the titleholder should aim to be in a position to maintain their standing with Joint Authority by ensuring that:
- a) All conditions of the title, including any work program commitments have been met.
 - b) All relevant provisions of chapters 2, 4, 6 and part 7.1 of the OPGGS Act and the regulations have been complied with including the submission of all reports and data due and completion of any decommissioning obligations.
 - c) Any direction(s) given by the responsible Commonwealth Minister, NOPSEMA or the Joint Authority have been complied with.
 - d) All applicable fees, royalties and the annual titles administration levy have been paid, or appropriate arrangements have been made with NOPTA.
- 2.42. Where a permit expires in default of the permit conditions, the titleholders may apply for a Good Standing Agreement – refer to section 4 of this guideline.
- 2.43. If the permit expires in default of the permit conditions and a Good Standing Agreement is not entered into, the titleholders will be recorded as having a past performance issue that will be used in the decision making process, for a period of five years, effective from the day the expiry is gazetted.
- 2.44. After the expiry of the permit, NOPTA will:
- a) Undertake a compliance check of the title. If any of the matters outlined in section 2.41 are outstanding NOPTA will contact the titleholder.
 - b) Issue a formal notice of expiry (or expiry in default) in the [Australian Government Gazette](#) ([section 708 of the OPGGS Act](#)).
 - c) Make an entry on the Register of Titles regarding expiry of the title ([section 471 of the OPGGS Act](#)).
 - d) Advise the titleholders in writing that the title has expired.

Cancellation

[Part 2.13 of the OPGGS Act](#)

- 2.45. Titleholders are expected to ensure all obligations under the OPGGS Act, OPGGS Levies Act, the associated regulations, any directions and permit conditions are met at all times. Failure to comply with any of these obligations, including work program commitments, is a ground for cancellation of the permit.

- 2.46. If there is/are a ground/s for cancellation, before making a decision the Joint Authority will issue the titleholders a written notice of intention to cancel the permit, setting out the reason/s for the proposed cancellation and inviting a written submission to the Joint Authority. Titleholders will be given at least 30 days to submit matters they wish to have considered by the Joint Authority in reaching its final decision.
- 2.47. At the time of receiving a notice of intention to cancel, or earlier, titleholders may choose to submit an application to enter into a Good Standing Agreement – refer to section 4 of this guideline.
- 2.48. Before deciding to cancel a title, the Joint Authority must consider:
 - a) any submissions made by the titleholder or other relevant persons, and
 - b) take into account any action taken by the titleholder to remove the ground(s) for cancellation, or prevent its recurrence.
- 2.49. The titleholder(s) will be notified in writing if the Joint Authority cancels the title. A cancellation takes effect the day a notice is published in the [Australian Government Gazette](#).

3. Renewal

[Part 2.2, Division 5 of the OPGGS Act](#)

Overview

- A. A titleholder may apply to renew a work program exploration permit. Titleholders should refer to [sections 122 and 123 of the OPGGS Act](#) to determine the number of times a permit may be renewed and the maximum number of blocks that may be applied for.
- B. An application must be made at least 90 days before the expiry of the permit. NOPTA may accept applications later than 90 days, but no later than the expiry date. A form for requesting an extension of time to lodge an application for renewal is available on NOPTA's website.
- C. It is the Joint Authority's expectation that the proposed work program will be supported by an exploration strategy that will significantly advance the assessment and understanding of the petroleum potential of the permit area during the five-year renewal term.
- D. The Commonwealth will respect the confidentiality of any information provided on a 'Commercial-in-Confidence' basis.
- E. Titles that have a 'prior usage right' for the purposes of section 359 of the *Environment Protection and Biodiversity Protection Act 1999* (EPBC Act) will require consent from the Minister for the Environment before a renewal can be granted by the Joint Authority – refer to the 'Offshore Petroleum Guideline: Prior Usage Rights' on [NOPTA's website](#).

How to apply

- 3.1. An application form is available on [NOPTA's website](#). Refer to the application form for submission details.
- 3.2. An application must be accompanied by the relevant fee prescribed in schedule 6 of the [RMA Regulations](#). Detailed information on payment options is provided on [NOPTA's website](#).
- 3.3. A renewal application may be submitted by a titleholder in relation to the blocks specified in the application and should include:
 - a) a technical evaluation of the petroleum potential of the area
 - b) a work program and activities for the primary term
 - c) a work program and activities for the secondary term

- d) an overview of compliance with the permit conditions, chapters 2, 4, 6 and part 7.1 of the OPGGS Act and the associated regulations.

- 3.4. Applications are assessed by NOPTA and advice is provided to the relevant Joint Authority.
- 3.5. NOPTA may clarify any aspect of the renewal application through a written request for further information to the applicant.

Work program

- 3.6. The proposed work program for the five-year renewal term must be consistent with the exploration strategy and underpinned by the technical evaluation of the area incorporating results and findings of the previous permit term.
- 3.7. The early elements of the proposed work program should be sufficient to enable the later elements to proceed and be aligned with the exploration strategy. This includes the need for the number of wells to be justifiable and be supported by the number and maturity of plays, prospects and/or leads identified i.e. the work program should be pursuable on a dry hole basis.
- 3.8. Work intended to appraise a known petroleum accumulation in an area may form part of the proposed work program. However, appraisal activities must be clearly differentiated from exploration activities.
- 3.9. Work associated with a known petroleum accumulation will only be considered as exploration work if the titleholder provides a sufficient rationale to support an assessment that the activity includes a significant exploration component. This rationale should be consistent with the overall exploration strategy and underpinned by the technical evaluation of the area.
- 3.10. The first three years of a work program are referred to as the **primary term**. The first three years of the permit term are combined and the minimum work program commitments must commence and be completed within the primary term.
- 3.11. Once the permit is renewed, the primary term work program becomes guaranteed and cannot be reduced. Work program activities that cannot be guaranteed should not be included in the primary term.
- 3.12. Permit Years 4 and 5 are referred to as the **secondary term**. Each year's work program commitment becomes guaranteed upon entry and the minimum work requirements must commence and be completed within the permit year.

An example of a five-year work program:

| Year | Start date | End date | Activity | Indicative cost \$A |
|------|------------|------------|---|---------------------|
| 1-3 | 01/01/2015 | 31/12/2017 | 2,000 km ² of 3D seismic reprocessing | X00,000 |
| | | | Geophysical and geological studies including interpretation, well planning | XX,000,000 |
| | | | One exploration well | X00,000 |
| 4 | 01/01/2018 | 31/12/2018 | 1,000 km ² of new 3D seismic acquisition and processing | X00,000 |
| 5 | 01/01/2019 | 31/12/2019 | Geophysical and geological studies including post well evaluation and seismic data interpretation | XX,000,000 |

- 3.13. At a minimum, it is expected the proposed work program will contain:
- a) New operational activities, such as data acquisition and/or exploration well/s, in the primary work program.

- b) Reprocessing and/or geophysical and geological studies to enable a play, lead or prospect to be identified and progressed toward maturing a drillable target.
- 3.14. Where an area is fully covered by 3D seismic data, reprocessing a majority of this data may form part of the proposed work program and can be undertaken instead of acquiring new seismic data. The reprocessing would normally be expected to be from raw data or the quality controlled traces and to utilise techniques not previously undertaken on seismic data within the permit area.
- 3.15. It is expected that at least one exploration well will be proposed during the five-year permit renewal term. If a well is not proposed, technical justification should be provided in the application addressing why exploration drilling in the renewal term would not be feasible.
- a) If no exploration drilling was undertaken in the previous permit term, it is generally expected an exploration well will be proposed in the renewal as a work program commitment in the primary term.
- 3.16. Work program activities should only include work that is to be undertaken within the permit area. Any work, studies or reprocessing to be undertaken outside the permit area must be clearly differentiated.
- 3.17. The description of the proposed work program for the renewal term should include:
- a) Indicative expenditure in Australian dollars for each activity at current market value.
- Operational activities: calculations detailing how the cost of the activities has been estimated should be provided.
- b) The number of line kilometres of 2D and proposed line spacing and/or square kilometres of 3D seismic data that will be acquired and processed within the permit area, including:
- Full fold numbers within the permit area.
 - A map showing the indicative location of the 2D lines or 3D survey outline, including any known leads and/or prospects. All existing seismic surveys should be identified on this map.
 - If known, the parameters and methodology of the seismic acquisition and processing that will be undertaken.
- c) The amount, type and details of the applicable dataset of any new reprocessing the applicant proposes to undertake, including:
- The number of line kilometres of 2D and/or square kilometres of 3D seismic data that will be reprocessed within the permit area clearly stated.
 - A map showing the indicative location of the 2D lines or 3D survey outline, including any known leads and/or prospects. All existing seismic surveys should be identified on this map.
 - If known, the parameters and methodology of the seismic acquisition and processing that will be undertaken.
- d) Descriptions of the prospects and leads mapped within the permit area.
- Images, seismic sections and horizon maps should be included.
- e) The number of exploration wells to be drilled including indicative plays and target play levels.
- f) The nature, scope and objectives of any studies.
- g) The licensing or use of any existing exclusive or non-exclusive datasets and, if applicable, how these are proposed to be used in conjunction with any reprocessing or geophysical studies proposed in the work program.

- h) Descriptions and the conceptual locations targets and purpose of other operational activity or surveying proposed.

Refusal to renew an exploration permit

- 3.18. The OPGGS Act provides that the Joint Authority must refuse to renew a permit if there has been non-compliance with permit conditions, the provisions of chapters 2, 4 and 6 and part 7.1 of the OPGGS Act and/or the provisions of the regulations and if the Joint Authority is not satisfied that sufficient grounds exist to warrant the renewal.
- 3.19. Where the Joint Authority intends to refuse to renew an exploration permit, consultation procedures apply under [section 262 of the OPGGS Act](#).

4. Good Standing Agreement

Overview

- A. If a titleholder defaults on a guaranteed work program commitment, a Good Standing Agreement (GSA) is a policy mechanism available for the titleholder and their directors, to maintain 'good standing' with the Joint Authority.
- B. The standing of a company and its directors is a status assigned by the Joint Authority. To be in 'good standing' means that over the previous five years the company and/or its directors has not defaulted on:
 - Any guaranteed work program commitments, or where a default has occurred, has entered into a Good Standing Agreement.
 - A Good Standing Arrangement/Agreement.
- C. By entering into a GSA, the Joint Authority will not consider any default on guaranteed work program commitments in the previous five years, when determining a most deserving applicant for the award of new work-bid exploration permits. Refer to **Appendix A** for a diagram outlining the process.
- D. If a company and/or its directors has had two or more exploration permit cancellations or expiries in default in the previous five years and only entered into one GSA, the Joint Authority may consider the outstanding default (where no GSA was entered into) when determining a most deserving applicant for the award of new work-bid exploration permits.
- E. If a defaulting titleholder chooses not to access a GSA or is deemed to be ineligible, the defaulting titleholder and parent company where applicable and all associated directors will be considered to be 'not in good standing' with the Joint Authority for a period of five years. This is effective from the day the notice of permit cancellation or expiry was published in the [Australian Government Gazette](#).
- F. A GSA may only be relevant if a titleholder intends to continue petroleum exploration activities in Commonwealth waters through participation in bidding for new permits.
- G. Entering into a GSA will not delay any cancellation proceedings. Where companies have applied for a GSA prior to cancellation or expiry in default, the two processes can run in parallel.
- H. Regardless of a cancellation, surrender or GSA application, as long as a title remains active the regulatory requirements for the title must be met - including the submission of Annual Titles Assessments Reports (ATARs) and payment of annual levies.
- I. The Commonwealth, on behalf of all Joint Authorities, maintains a 'National Standing Register'. This confidential register includes details of defaulting titleholders and whether a GSA was entered into or not, key dates relevant to the defaulting title and GSA, monetary value of the GSA, how the GSA will be discharged, and company directors.
- J. The application form on NOPTA's website and the [Regional Studies Factsheet](#) provide further guidance on the information that should be submitted with a request for a GSA and the GSA process.
- K. NOPTA's role is to assess GSA requests to determine if the circumstances of the work program default meet the eligibility criteria and confirm the current market value of the default. NOPTA will provide advice to the Joint Authority to inform its decision.
- L. Following acceptance of the GSA value, the Commonwealth member of the Joint Authority acts as an agent for the Joint Authority to finalise the GSA terms.

Options for satisfying a Good Standing Agreement

4.1. Qualifying permits

- a) Qualifying permits are new exploration permits resulting from bidding within two acreage release rounds, as stipulated in the executed GSA.
- b) Bids must be uncontested – no other valid applications made for that release area.
- c) Only completed guaranteed primary term operational activities in qualifying permits will be credited against the GSA.
- d) If a bid is lodged as a joint venture, the joint venture partner subject to the GSA must demonstrate that it has expended the GSA amount in the primary term of the permit.

4.2. Regional studies

- a) Regional studies are projects of broad relevance to the Australian petroleum industry and aligned with government priorities.
- b) Projects are agreed on a case-by-case basis with the Joint Authority.
- c) Projects may be onshore or offshore.
- d) Projects are usually completed within three years from the date of the execution of the GSA, or another timeframe as agreed by the Joint Authority.
- e) Data generated from a regional study will become 'open file' in a timeframe agreed with the Joint Authority.
- f) Projects acquiring new data would usually only be considered over acreage not currently being explored for oil and gas.
- g) Where data collected under a regional study may inform future exploration in an area, the Joint Authority may elect to pause release of acreage for bidding in that area until data is made open file and accessible for all bidders.

- 4.3. An individual GSA can be satisfied by either qualifying permits, regional studies or a combination of both.

Application process

- 4.4. Once a titleholder has determined it cannot meet a guaranteed work program commitment and would like to enter into a GSA, NOPTA should be notified in writing (refer to the application form on NOPTA's website).
- Companies may apply in anticipation of a default and do not need to wait for a work program deadline to have passed.
- 4.5. Any of the titleholders may choose not to apply for a GSA. However, if any of the titleholders do apply, all titleholders are to acknowledge and accept the eligibility criteria in sections 4.10 to 4.12. Those titleholders who are party to the executed GSA are only responsible for their participating equity share.
- 4.6. A GSA request should be made on the application form on NOPTA's website. Supporting information can be provided to outline:
- a) The titleholder's reasons for defaulting.
 - b) The titleholder's costings in relation to the current market value (in Australian dollars) of the outstanding work program commitments.
 - c) Any other matter(s) the titleholder(s) wish the Joint Authority to take into consideration.
- 4.7. NOPTA may request additional information and specify a timeframe that it must be provided. Failure to provide the information in the specified timeframe may result in the GSA request being refused.

- 4.8. NOPTA will assess the request and determine if the circumstances of the work program default meet the eligibility criteria and confirm the current market value of the default.
- 4.9. NOPTA will provide advice to the relevant Joint Authority for decision.

Criteria and eligibility

- 4.10. To access a GSA, the Joint Authority must be satisfied of matters including if the titleholder has made a significant attempt to assess the petroleum potential of the permit area. This includes all of the following:
 - a) The completion of at least key seismic surveying commitment/s.
 - b) Submission to NOPTA of all documentary information, data and relevant title assessment reports, relating to the permit, in accordance with the RMA regulations or work program commitments.
 - c) Acknowledgement that all relevant seismic and well data will become 'open file' once the permit is cancelled or expires in default, in accordance with the RMA regulations.
 - d) Written agreement the titleholders will make a public announcement on the GSA within three months of its execution. It is the responsibility of the titleholders to provide a copy of the public announcement to NOPTA. Failure to do so may result in termination of the GSA.
 - Publicly listed companies: an ASX company announcement.
 - Private companies or international entities: notification in a major Australian newspaper and a media release on the company website, where applicable.
- 4.11. When assessing eligibility the Joint Authority may also take into account:
 - a) If work in excess of the next ranked bidder has been completed.
 - b) Work undertaken in the previous term (if the title has been renewed).
 - c) The past performance of the titleholders, including the existence of and compliance with GSAs.
 - d) Other matters as considered relevant by the Joint Authority.
- 4.12. In the instance a company and/or its directors have defaulted on a previous GSA, the Joint Authority may refuse access to a new GSA.

Multiple titleholders

- 4.13. The titleholders may agree for one or more of the titleholders to transfer GSA obligations to another titleholder party to the defaulted permit. The Joint Authority and NOPTA will play no role in negotiations other than being notified of the agreed percentage of monetary obligations for each party.
- 4.14. The agreed percentage will be used to divide the monetary value of the GSA among those subject to the GSA. This must total 100 per cent of the value of the monetary value.

Monetary value and non-acceptable deductions

- 4.15. NOPTA will establish the current market value of the defaulted guaranteed work program commitments.
- 4.16. The establishment of the monetary value will take into account the current market value of the outstanding guaranteed work proposed by the titleholder and any supporting information submitted by the titleholders.
- 4.17. Expenditure on completed guaranteed work program activities before the default permit year cannot be used to discount the value of the GSA. However, the value of any above-commitment work, as varied into the title, may be used to discount the value.

- 4.18. The monetary value of the GSA will be apportioned to each titleholder consistent with the agreed percentage holdings for each party to the GSA.
- 4.19. For the purposes of determining monetary value, non-acceptable deductions include:
- permit administration costs
 - costs associated with regulatory approvals, including environmental plans
 - expenditure on activities not on the work program (originally or as varied in)
 - expenditure on activities undertaken outside the permit area.

Minimum terms of a Good Standing Agreement

- 4.20. The Joint Authority determines the terms and conditions of a GSA on a case-by-case basis taking into account all relevant information provided.
- 4.21. Should the Joint Authority agree to regional studies, the studies are to be completed within three years from the date of the execution of the GSA. All information is to be submitted to the Australian Government and will be made publically available.
- 4.22. Where a GSA will be discharged, in whole or part, through qualifying permits, expenditure to be credited against the GSA must be expended on operational activities within the guaranteed primary term – refer to 4.1 of this guideline.
- Operational activities for the purposes of the GSA include acquisition, processing and interpretation of new geophysical and geochemical data and/or drilling activities.
 - Reprocessing of seismic data may be used if the original data was recorded after the date the qualifying permit was granted.
- 4.23. In accordance with the eligibility criteria (refer to 4.10 of this guideline), those subject to the GSA are to make a public announcement within three months from the date of the GSA and submit a copy of the announcement to NOPTA.
- 4.24. A GSA does not oblige bids on future acreage releases.
- 4.25. If those subject to a GSA fail to fulfil the GSA commitments, the entity, the directors and where relevant the parent company will be considered to be 'not in good standing' with the Joint Authority for a period of five years effective from the day the notice of permit cancellation or expiry was published in the [Australian Government Gazette](#).

Satisfaction of a Good Standing Agreement

- 4.26. Those subject to a GSA must notify NOPTA in writing and provide supporting evidence the GSA has been satisfied according to the terms of the GSA.
- 4.27. Companies may be required to submit audited accounts demonstrating the required expenditure commitments have been met. Once this information has been received (and accepted) and all deliverables completed and all data delivered, titleholders will receive confirmation that the requirements of the GSA have been satisfied. The GSA record will be removed from the 'National Standing Register' and the past performance issue that led to the GSA will not be taken into account by the Joint Authority.
- 4.28. A GSA will be satisfied by fulfilment of the agreement in respect of:
- a) Qualifying permit/s: the completion of the guaranteed primary work program/expenditure of the GSA amount. The guaranteed work program expenditure may include above commitment operational activities that have been formally varied into the work program. The onus is on the GSA-holder to confirm the above commitment work will satisfy the requirements of sections 2.18 to 2.27 of this guideline.
 - b) Regional studies: the completion of the studies within the agreed timeframe (nominally three years from the date of the execution of the GSA) and the submission of all data and/or other deliverables to the Australian Government.

- 4.29. For the purposes of satisfying a GSA, non-acceptable expenditure includes:
- permit administration costs
 - costs associated with regulatory approvals, including environmental plans
 - expenditure on activities not on the work program (originally or as varied in)
 - expenditure on regional studies not agreed in advance with the Joint Authority.

Extensions

- 4.30. The Joint Authority may consider granting an extension to the timeframe in which a GSA must be satisfied, but only if the GSA-holder can demonstrate it has attempted to satisfy the GSA at every opportunity.
- 4.31. An extension to the timeframe in which the GSA must be satisfied will be considered on a case-by-case basis.
- 4.32. A written request to extend can be submitted to NOPTA for Joint Authority consideration and decision.

Variation to Terms and Conditions

- 4.33. The Joint Authority may consider granting a variation of the terms and conditions of a GSA. This may include variation of the option to satisfy the GSA or to combine existing GSAs.
- 4.34. Variations will be considered on a case-by-case basis.
- 4.35. A written request to vary a GSA can be submitted to NOPTA for Joint Authority consideration and decision.
- 4.36. If the request is to vary in the regional study option, the request should include an outline of the proposed regional study.

¹ Table of revisions

| Date | Version | Purpose | Jurisdiction |
|---------------|---------|--|--------------|
| February 2020 | 8 | Update the new department name | Cth |
| July 2019 | 7 | Updated to reflect policy changes to acreage release and good standing agreements as well as process clarifications. | Cth |
| May 2016 | 6 | Updated to reference prior usage right requirements under the <i>Environment Protection and Biodiversity Conservation Act 1999</i> | Cth |
| May 2015 | 5 | Consolidating and streamlining of the Exploration Permit Guideline: <i>Requirements of Bid and Renewal Applications</i> , Exploration Permit Guideline: <i>Assessment of Bid and Renewal Applications</i> and the Exploration Permit Guideline: <i>Permit Conditions and Administration</i> into a single guideline. Wholesale re-write to improve clarity of Joint Authority expectations. Provision of additional flexibility through the primary term becoming a guaranteed three year block of time. Expanded options to satisfy a GSA. | Cth |
| November 2011 | 4 | Updated to reflect changes to OPGGSA—transfer to NOPTA. Slight Amendments to the financial requirements (paragraph 5.1.2) | Cth |
| November 2010 | 3 | Wholesale re-write to improve clarity of Joint Authority expectations | Cth |
| October 2009 | 2 | Update to reflect: <ul style="list-style-type: none"> • OPGGSA numbering | Cth |

APPENDICES

Good Standing Agreement – Flow Chart

