

Duplicate

Ref: PEDL126

Petroleum Act 1998

DEED OF VARIATION

**THE SECRETARY OF STATE FOR BUSINESS ENTERPRISE AND
REGULATORY REFORM**

and

ENCORE OIL PLC

MAGELLAN PETROLEUM (N.T.) PTY LTD

NORTHERN PETROLEUM (GB) LIMITED

This Deed of Variation is made the twelfth day of March 2009 between the Secretary of State for Business Enterprise and Regulatory Reform (hereinafter referred to as "the Minister") of the one part, and EnCore Oil Plc, Magellan Petroleum (N.T.) Pty Ltd and Northern Petroleum (GB) Limited (hereinafter together referred to as "the Licensee") of the other part, supplemental to Licence PEDL126 (hereinafter referred to as "the Licence")

Whereas:

- 1) The Minister has agreed with the Licensee that the Licence should be varied as set out hereunder.

Now this Deed witnesseth as follows:

- 2) The Licence shall have effect subject to the following amendments:
 - a) The substitution for clause 3 of the following:

"3. This licence unless sooner determined under any of the provisions hereof shall be and continue in force for the term of seven years beginning on 1 July 2003 (hereinafter called "the initial term"); but if the terms and conditions of this licence are duly performed and observed and, in particular, if the work programme described in Schedule 3 to this licence has been duly performed, it may be continued for a further term of four years as provided by clause 4 of this licence and, if the terms and conditions of this licence continue to be duly performed and observed, thereafter as provided by clause 5 (and subject to the provisions of clause 6 of this licence) for a further maximum period of twenty years.
 - b) and the substitution for paragraph 4 of clause 4 of the following:

"(4) This licence shall, upon the option conferred by this clause being duly exercised but subject to the provisions of clause 3 of this licence, continue in respect of the continuing part for a term of four years next after the Surrender Date ("the second term")."

Execution Page

In witness whereof, these presents typewritten on this and the preceding pages are executed follows:-

THE CORPORATE SEAL OF THE SECRETARY OF STATE FOR BUSINESS ENTERPRISE AND REGULATORY REFORM



hereunto affixed is authenticated by:

MIKE MAUSKINS

an official in the Department for Business Enterprise and Regulatory Reform.

Signed for and on behalf of EnCore Oil Plc by:

EUGENE WHYMS (full name), [redacted] (signature), (Secretary/Director)

ALAN BOOTH (full name), [redacted] (signature), (Director)

Signed for and on behalf of Magellan Petroleum (NZ) Limited

BRUCE MCINNES (full name), [redacted] (signature), (Secretary/Director)

THOMAS GWYN DAVIES (full name), [redacted] (signature), (Director)



Signed for and on behalf of Northern Petroleum (NZ) Limited

CHRISTOPHER JOHN (full name), [redacted] (signature), (Secretary/Director)

GRAHAM LUTON HEARD (full name), [redacted] (signature), (Director)

Petroleum Act 1998

DEED OF VARIATION

**THE SECRETARY OF STATE FOR
ENERGY AND CLIMATE CHANGE**

and

ENCORE OIL PLC

MAGELLAN PETROLEUM (UK) LIMITED

NORTHERN PETROLEUM (GB) LIMITED

This Deed of Variation dated the 22nd day of April 2010 is made between the Secretary of State for Energy and Climate Change (referred to as "the Minister") of the one part, and **Encore Oil Plc, Magellan Petroleum (UK) Limited, Northern Petroleum (GB) Limited** referred to as "the Licensee") of the other part, supplemental to Licence PEDL126 (referred to as "the Licence").

INTRODUCTION:

- 1) On 10 September 2003 The Secretary of State for Trade and Industry granted the Licence to Northern Petroleum (GB) Limited, Magellan Petroleum (NT) Pty Limited ;
- 2) The Licensees is the current holder of the Licence.
- 3) The Minister has agreed with the Licensee that the Licence should be varied as follows.

THIS DEED WITNESSES THAT:

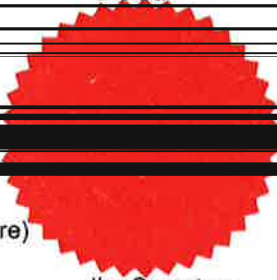
The Licence shall be construed and have effect as if—

- a) any reference to the "Initial Term" was a reference to the period of eight years beginning with 1 July 2003;
- b) any reference to the "Second Term" was a reference to the period of three years beginning immediately after the expiry of the period mentioned in a).

Execution page

In witness of which the variations to Licence PEDL126 on the preceding page are

_____ Deed



SIMON TOOLE..... (full name) _____ (signature)
the Secretary

_____ JAMES _____
_____ y/W



Joseph MORRIS..... (full name) _____
Blaise PHILLIPS..... (signature), (Director/Secretary/Witness)²

By Northern Petroleum (GB) Limited signed¹ on its behalf by:

GRAHAM LUTON HEND..... (full name) _____
CHRISTOPHER JOHN..... (full name) _____

By THE SECRETARY OF STATE FOR ENERGY AND CLIMATE CHANGE

whose Corporate Seal hereunto affixed is authenticated by:

an official in the Department of Energy and Climate Change, authorised by _____ of State.

By Encore Oil Plc signed¹ on its behalf by:

..... Luana..... (full name) _____ (signature), (Director)
..... Eugene WITMAN..... (full name) _____ (signature), (Director/Secretary/Witness)²

By Magellan Petroleum (UK) Limited¹ on its behalf by:

_____ (signature), (Director)

Petroleum Act 1998

DEED OF VARIATION

**THE SECRETARY OF STATE FOR
ENERGY AND CLIMATE CHANGE**

and

EGDON RESOURCES U.K. LIMITED

MAGELLAN PETROLEUM (UK) LIMITED

NORTHERN PETROLEUM (GB) LIMITED

This Deed of Variation dated the TWOOTI-THIRD day of JUNE 2014 is made between the Secretary of State for Energy and Climate Change (referred to as "the Minister") of the one part, and **Egdon Resources U.K. Limited, Magellan Petroleum (UK) Limited, Northern Petroleum (GB) Limited** referred to as "the Licensee") of the other part, supplemental to Licence PEDL126 (referred to as "the Licence").

INTRODUCTION:

- 1) On 10 September 2003 The Secretary of State for Trade and Industry granted the Licence to Northern Petroleum (GB) Limited, Magellan Petroleum (NT) Pty Limited ;
- 2) The Licensees is the current holder of the Licence.
- 3) The Minister has agreed with the Licensee that the Licence should be varied as follows.

THIS DEED WITNESSES THAT:

The Licence shall be construed and have effect as if—

- a) any reference to the "Initial Term" was a reference to the period of eight years beginning with 1 July 2003;
- b) any reference to the "Second Term" was a reference to the period of four years beginning immediately after the expiry of the period mentioned in a);
- c) any reference to a period of 20 years in clauses 5(4), 5(5) and 6 of the Model Clauses was a reference to 19 years.

Execution page

In witness of which the variations to Licence PEDL126 on the preceding page are **EXECUTED AS A DEED**, and delivered on the date of this Deed of Variation, as follows:-

By THE SECRETARY OF STATE FOR ENERGY AND CLIMATE CHANGE

whose Corporate Seal hereunto affixed is authenticated by:

SIMON DODD.....(full name). _____
signature) (full name) (signature)

an official in the Department of Energy and Climate Change, authorised by the Secretary of State.



By Egdon Resources U.K. Limited signed¹ on its behalf by:

SERGEY JAMES FIEV.....(full name) _____
signature), (Director)
signature), (Director/Secretary/Witness)²

By Magellan Petroleum (UK) Limited¹ on its behalf by:

MELVIN VICTOR COWIE.....(full name) _____
signature), (Director)
signature), (Director/Secretary/Witness)²

By Northern Petroleum (GB) Limited signed¹ on its behalf by:

GRAHAM LUTON HEARD.....(full name) _____
signature), (Director)
KEITH RICHARD BUSH.....(full name) _____
signature), (Director/Secretary/Witness)²

¹ If two officers of a company sign on its behalf, they may be either two directors or a director and the company secretary. If only one officer so signs, that person must be a director of the company and must sign in the presence of a witness.

² Delete as appropriate.

Petroleum Act 1998

DEED OF VARIATION

**THE SECRETARY OF STATE FOR
ENERGY AND CLIMATE CHANGE**

and

UKOG (GB) LIMITED

This Deed of Variation dated the SIXTEENTH day of MAY 2015 is made between the Secretary of State for Energy and Climate Change (referred to as "the Minister") of the one part, and **UKOG (GB) Limited** (referred to as "the Licensee") of the other part, supplemental to Licence PEDL126 (referred to as "the Licence").

INTRODUCTION:

- 1) On 10 September 2003 The Secretary of State for Trade and Industry granted the Licence to Northern Petroleum (GB) Limited, Magellan Petroleum (NT) Pty Limited ;
- 2) The Licensee is the current holder of the Licence.
- 3) The Minister has agreed with the Licensee that the Licence should be varied as follows.

THIS DEED WITNESSES THAT:

The Licence shall be construed and have effect as if—

- a) any reference to the "Initial Term" was a reference to the period of eight years beginning with 1 July 2003;
- b) any reference to the "Second Term" was a reference to the period of five years beginning immediately after the expiry of the period mentioned in a);
- c) any reference to a period of 20 years in clauses 5(4), 5(5) and 6 of the Model Clauses was a reference to eighteen years.

Execution page

In witness of which the variations to Licence PEDL126 on the preceding page are **EXECUTED AS A DEED**, and delivered on the date of this Deed of Variation, as follows:-

By THE SECRETARY OF STATE FOR ENERGY AND CLIMATE CHANGE

whose Corporate Seal hereunto affixed is authenticated by:

.....SIMON TIDDE..... (full name) (signature)

an official in the Oil and Gas Authority, authorised by the Secretary of State.



By UKOG (GB) Limited signed¹ on its behalf

STEPHAN PAUL SANDERS (full name) (signature), (Director)

(full name) (signature), (Director/Secretary/Witness)²

¹ If two officers of a company sign on its behalf, they may be either two directors or a director and the company secretary. If only one officer so signs, that person must be a director of the company and must sign in the presence of a witness.

² Delete as appropriate.

Execution page

In witness of which the variations to Licence PEDL126 on the preceding page are **EXECUTED AS A DEED**, and delivered on the date of this Deed of Variation, as follows:-

By THE SECRETARY OF STATE FOR ENERGY AND CLIMATE CHANGE

whose Corporate Seal hereunto affixed is authenticated by:

SIMON TRODE (full name) (signature)

an official in the Oil and Gas Authority, authorised by the Secretary of State.



By UKOG (GB) Limited signed¹ on its'

STEPHAN PAUL SANDERSON (full name) (signature), (Director)

(full name) (signature), (Director/Secretary/Witness)²

¹ If two officers of a company sign on its behalf, they may be either two directors or a director and the company secretary. If only one officer so signs, that person must be a director of the company and must sign in the presence of a witness.

² Delete as appropriate.

Petroleum Act 1998

DEED OF VARIATION

**THE SECRETARY OF STATE FOR
ENERGY AND CLIMATE CHANGE**

and

UKOG (GB) LIMITED

This Deed of Variation dated the 25th day of JUNE 2016 is made between the Secretary of State for Energy and Climate Change (referred to as "the Minister"), on behalf of Her Majesty, of the one part, and the companies listed in Appendix 1 (together referred to as the "Licensee") of the other part, supplemental to the licence described in Appendix 2 (referred to as "the Licence").

INTRODUCTION:

- 1) Those persons making up the Licensee are together the current holder of the Licence;
- 2) The Minister has agreed with the Licensee that the Licence should be varied as follows.

THIS DEED WITNESSES THAT:

The Licence shall be construed and have effect as if—

- a) Subject to paragraphs b) and c) below, the clauses incorporated as Part 1 of the Licence, save for clause 2, were clause 1 and clauses 3 to 44 of the model clauses for petroleum exploration and development licences set out at Schedule 2 to the Petroleum Licensing (Exploration and Production) (Landward Areas) Regulations 2014 (2014 No. 1686) (referred to as "the 2014 Model Clauses");
- b) The following paragraph is inserted into clause 19 of the Licence after paragraph (1):
 - “(1A) The Licensee may also-
 - (a) define one or more geographical locations, within which the Relevant Works take place, which are to be "Development Areas";
 - (b) if production has not yet started, state the latest date by which the Licensee will get petroleum within each Development Area; and
 - (c) where the Licensee intends to carry out source-rock production, include a Development Area Plan in respect of each Development Area, setting out the activities that the Licensee intends to carry out in the Development Area in order to get Petroleum and the timescales over which those activities are to be carried out.
 - (1B) Any matters carried out under paragraph (1A) above shall be treated, for the purposes of the remainder of this Licence, including paragraphs (2) - (7) of this clause, as if they were carried out under their equivalent provision in paragraph (1).”
- c) No matters carried out under paragraph b) more than 6 months after the date of execution of this Deed will have any effect.
- d) Schedule 2 to the Licence was replaced by the Schedule set out in Appendix 3 hereto;
- e) Schedule 1 continues to apply to the clauses as amended, subject to any surrenders of acreage that the Licensee may have performed pursuant to Clause 7 before the date of this deed;
- f) Schedules 3 and 4 continue to apply to the clauses as amended;
- g) Appendix 4 hereto was appended to the Licence as Schedule 5; and

- h) any approval or consent granted, any notice served, or any act performed, pursuant to the Licence shall be treated as though it had been granted, served or performed under the 2014 Model Clauses as incorporated herein.

Execution page

In witness of which the variation to the Licence on this and the preceding pages is **EXECUTED AS A DEED**, and delivered on the date of this Deed of Variation, as follows:—

**By THE SECRETARY OF STATE
FOR ENERGY AND CLIMATE CHANGE**

whose Corporate Seal hereunto affixed is aut

Simon Doble (full name), signature)

an official in the Oil and Gas Authority, author



By UKOG (GB) Limited signed¹ on its behalf

JASON BERRY (full name), signature), (Director)

KIRAN MARRASIA (full name), signature), (~~Director~~/Secretary/Witness)²

¹ If two officers of a company sign on its behalf, they may be either two directors or a director and the company secretary. If only one officer so signs, that person must be a director of the company and must sign in the presence of a witness.

² Delete as appropriate.

APPENDIX 1

Licensee

Name	Registered Number	Address
UKOG (GB) Limited	04050227	Suite 3b, 38 Jermyn Street, London, SW1Y 6DN

APPENDIX 2

Description of the Licence

The Licence to search and bore for and get petroleum in Blocks SU61, SU71 AND SU81 made the tenth day of September 2003 between the Secretary of State for Trade and Industry, on behalf of Her Majesty, of the one part and the companies listed below of the other part as the initial licensee.

Name	Registered number
Northern Petroleum (GB) Limited	2933545
Magellan Petroleum (NT) Pty Limited	9718183

APPENDIX 3**Schedule 2 to the Licence****CLAUSE 12****Consideration for Licence**

- Periodic minimum payments
- (1) On the date on which the Initial Term begins ("the said date") or upon the grant of this Licence, whichever is the later, and on subsequent anniversaries of the said date during the term of the Licence, the Licensee shall pay the Minister sums (in this Schedule referred to as "periodic payments") calculated as follows:
- | | |
|-----|--|
| (a) | on the said date, £25 multiplied by the area factor; |
| (b) | on the 1st anniversary of the said date, £25 multiplied by the area factor; |
| (c) | " 2nd " £25 " |
| (d) | " 3rd " £25 " |
| (e) | " 4th " £25 " |
| (f) | " 5th " £25 " |
| (g) | " 6th " £50 " |
| (h) | " 7th " £100 " |
| (i) | " 8th " £150 " |
| (j) | " 9th " £200 " |
| (k) | " 10th " £250 " |
| (l) | " 11th " £300 " |
| (m) | " 12th " £400 " |
| (n) | " 13th " £500 " |
| (o) | " 14th " £600 " |
| (p) | " 15th " £700 " |
| (q) | " 16th " £800 " |
| (r) | " 17th " £900 " |
| (s) | " 18th " £1,000 " |
| (t) | " 19th " £1,100 " |
| (u) | on the 20th and every subsequent anniversary of the said date, £1,200 multiplied by the area factor. |
- (2) During the Licence's Production Period, for that part of the Licensed Area that is comprised either within a Retention Area or a Development Area at the date when an Annual Rental falls due, the Annual Rental shall be calculated at a rate either (a) of £100 or (b) the rate specified at paragraph (1) above, whichever is the lower; multiplied by the area factor.
- (3) The periodic payments specified falling due after the sixth anniversary shall be subject to variation in accordance with the following provisions:
- (a) subject to sub-paragraph (d) below, the periodic payments shall be increased or reduced at two-yearly intervals in line with movements in the Index of the Price of Crude Oil acquired by Refineries (published in the Digest of UK Energy Statistics) if the Minister so determines. The Minister shall give notice of any such determination ("biennial determination") not less than one month preceding the date on which such payment falls due, and shall specify in the notice the increase or reduction in the amount payable. Movements in the Index shall be calculated by reference to a comparison between the arithmetic mean of the Index levels for the two latest calendar years for which figures are available at the time when the determination is made, and the arithmetic mean of the Index levels for 2001 and 2002. In the event that the Index of the Price of Crude Oil acquired by Refineries ceases to be published, the Minister may substitute arrangements for redetermination of periodic payments having substantially similar effect to those set out above based on such other comparable Index as he may determine;
- (b) The increase or reduction specified in a biennial determination shall be payable or take effect on the anniversary of the date of commencement of this Licence next following the date of the relevant determination.

- (c) No biennial determination shall have effect so as to reduce the periodic payments below the levels set out in sub-paragraph (1) above.
 - (d) The Minister shall not make a biennial determination increasing or reducing the amounts payable where that increase or reduction would be 5% or less of the levels set following the previous biennial determination.
- (4) In this Schedule "the area factor" means the number of square kilometres comprised in the Licensed Area at the date upon which the periodic payment in question becomes due.

APPENDIX 4

Schedule 5 to the Licence

Timing provisions

The **Start Date** is First July 2003.

The **Initial Term** is the period of eight years beginning with Start Date.

The **Second Term** is the period of five years beginning with the day after the Initial Term ends.

The **Production Period** is the period of eighteen years beginning with the day after the Second Term ends.



Oil & Gas
Authority

Oil & Gas Authority
21 Bloomsbury St
London WC1B 3HF
E: ogaga@oga.gov.uk
www.oga.gov.uk

29 June 2016

UK Oil and Gas Investments Plc
Suite 3B Princes House
38 Jermyn Street
London
SW1Y 6DN

Dear

LICENCE PEDL126

Thank you for your letter of 20 May in which you requested the creation of a Retention Area on PEDL 126.

The Secretary of State approves your proposed Retention Area.

PEDL126 RA1

- The geographic area of the Retention Area is the entire licenced area of PEDL126
- The expiry date of the Retention Area is 30 June 2017
- The Retention Area Plan is to submit a Field Development Plan for the Markwells Wood 1 discovery by 30 June 2017.
- The Approval date for the Retention Area is 29 June 2016

Yours sincerely

Sr Geoscientist
Cc:



Oil & Gas
Authority

Oil & Gas Authority

21 Bloomsbury St
London WC1B 3HF

E: oga.gsi.gov.uk

www.oga.gov.uk

27 July 2016

UK Oil and Gas Investments Plc
Suite 3B Princes House
38 Jermyn Street
London
SW1Y 6DN

Dear

LICENCE PEDL126

Thank you for your letter of 11 July in which you requested modifications to the Work Programme for the Retention Area on PEDL 126 which was created on 29 June 2016.

The Secretary of State approves your revised Work Programme for the Retention Area.

PEDL126 RA1

- The geographic area of the Retention Area is the entire licenced area of PEDL126.
- The expiry date of the Retention Area is 30 June 2021.
- The Retention Area Plan is to submit a planning application for an appraisal well by 31 December 2016, drill a horizontal well by 30 June 2020 and submit Markwells Wood Field Development Plan by 30 June 2021.
- The Approval date for the Retention Area is 29 June 2016.

Yours sincerely

SR Geoscientist
Cc: