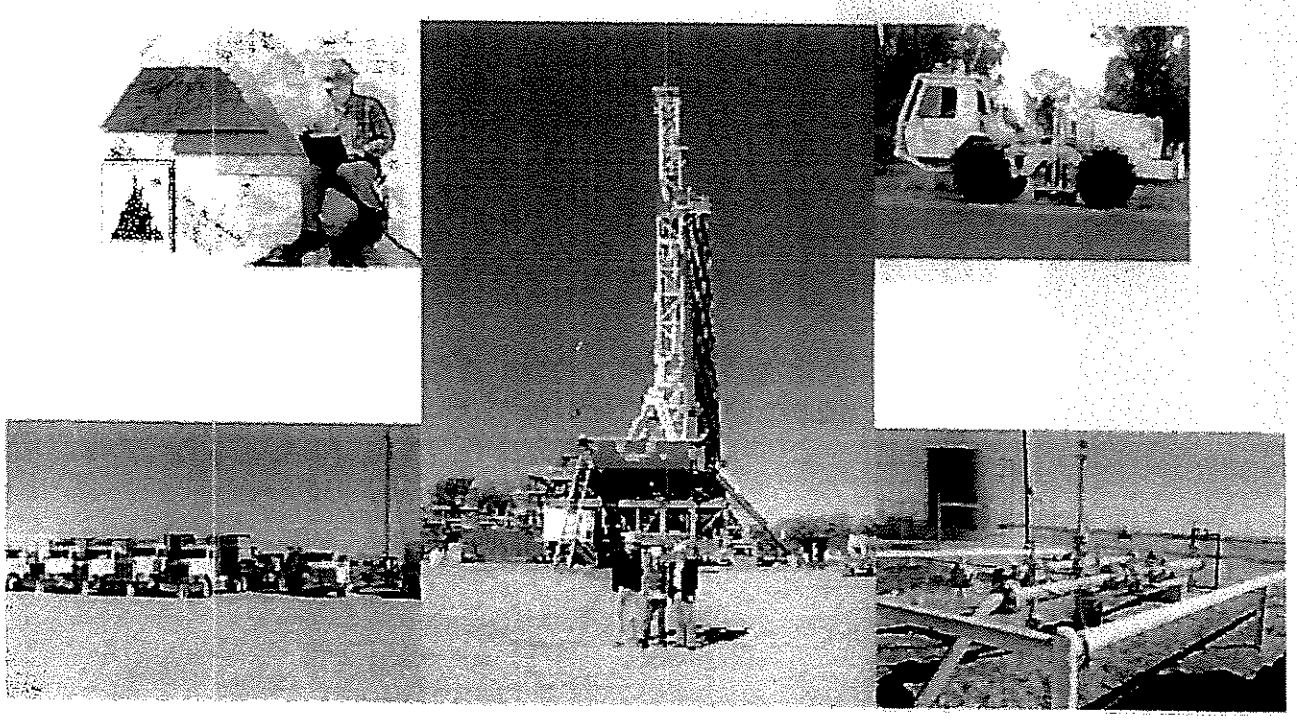
BasGas

AANVRAAG OPSPORINGSVERGUNNING KOOLWATERSTOFFEN

CAMPINE

(zuidelijk deel Noord-Brabant)



Basgas Energia Netherlands BV

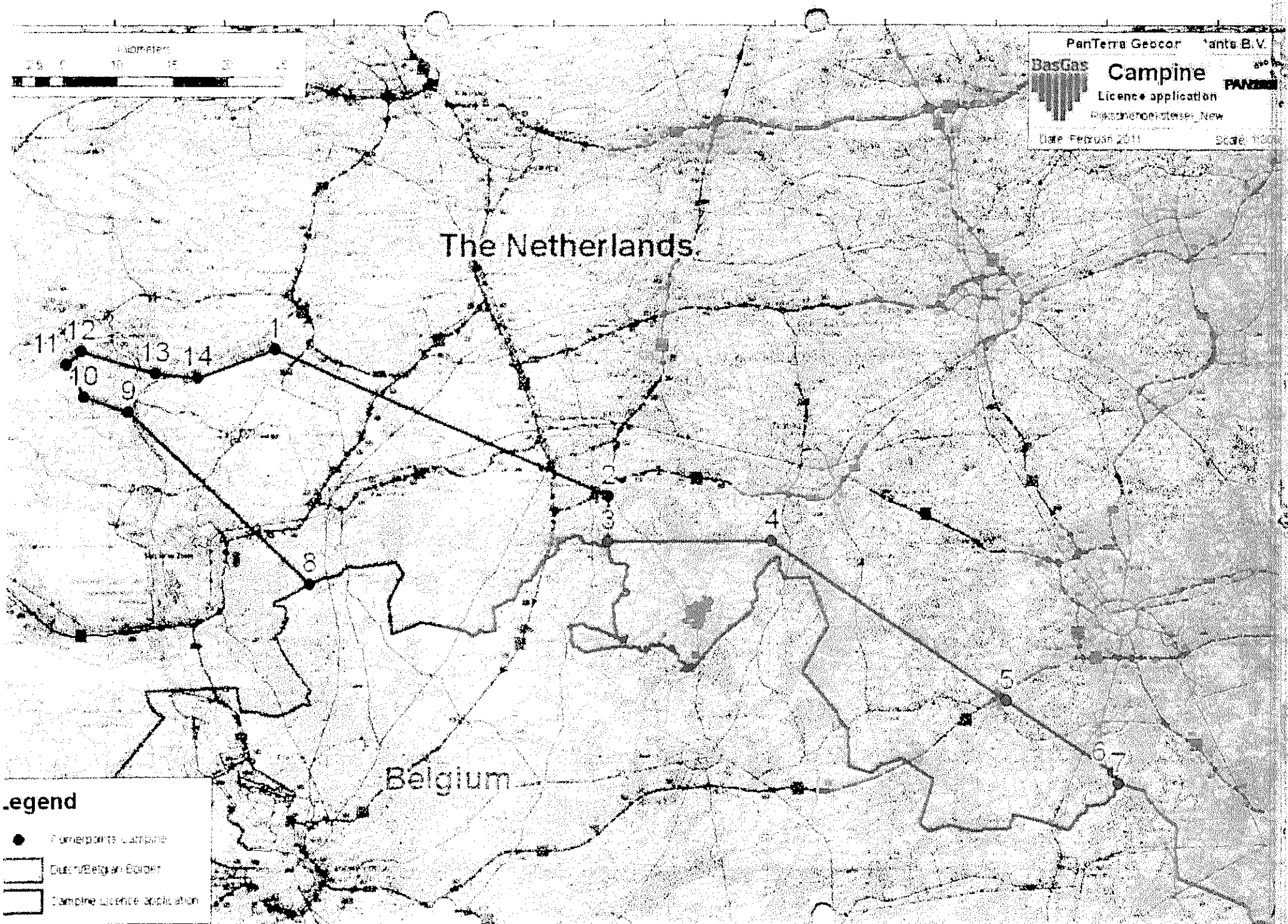
Bijlage I coördinaten en aanduiding van het aangevraagde gebied

Bijlage II de gegevens behorende bij artikel 1.3.1, tweede lid, sub a, van de Mijnbouwregeling Letter of Support van Basgas Pty Ltd

a. Letter of Support van Macquarie Bank
b. Uittreksel KvK – Basgas Energia Netherlands B.V.
c. Statuten Basgas Energia Netherlands B.V.
d. Vennootschapsrechtelijke gegevens Basgas Pty Ltd
e. Financiële gegevens Basgas Pty Ltd

Bijlage III de gegevens behorende bij artikel 1.3.1, tweede lid, sub b, van de Mijnbouwregeling (Capability Statement)

Bijlage IV Werkprogramma en geologisch rapport (Geological Report and Proposed Work Program Campine Application)


PanTerra Geocon
BasGas
Campine
Licence application
Date: February 2011
The Netherlands
Belgium
1
2
3
4
5
6
7
8
9
10
11
12
13
14
Legend

BasGas

Bijlage I - Omschrijving aangevraagde gebied

Het gebied Campine waarvoor de opsporingsvergunning wordt aangevraagd, bevindt zich in de provincies Noord-Brabant en Zeeland en wordt gedefinieerd door de volgende punten:

Hoekpunt	X	Y
1	84910.000	407960.000
2	115338.000	394385.000
3	115338.000	390264.000
4	130074.000	390264.000
5	151430.000	375600.000
6	161200.000	368960.000
7	161687.617	367888.201
8	88243.542	386478.477
9	71645.000	402275.000
10	67600.000	403630.000
11	65910.000	406575.000
12	67295.000	407795.000
13	74125.000	405795.000
14	77895.000	405370.000

Het gebied waarvoor de vergunning wordt aangevraagd wordt begrensd door de hoekpunten en de rechte lijnen daartussen. Tussen de hoekpunten 7 en 8 wordt het gebied begrensd door de rijksgrens van Nederland. De Belgische enclaves in de omgeving van Baarle-Nassau vallen buiten de aanvraag van de vergunning. De totale oppervlakte van het gebied waarvoor de vergunning wordt aangevraagd is 1043,02 km^2.

BasGas

8 March 2011

I, the undersigned, , acting in my capacity as Chairman of Basgas Pty Ltd, with its head office located at 1292 Hay Street, West Perth, WA 6005, Australia, as authorised at a meeting of the Board of Directors held on February 16, 2011, declares by those present that Basgas Pty Ltd binds itself irrevocably and unconditionally to be jointly and severally liable for the performance and payment of any and all obligations of its subsidiary Basgas Energia Netherlands B.V., registered with the Chamber of Commerce under number 5078699, under or arising from any exploration or production license for hydrocarbons granted to Basgas Energie Netherlands B.V. on the basis of article 6 of the Dutch Mining Act (Mijnbouwwet)..

The above surety guarantee is governed by Dutch law, with respect to its application as well as its interpretation.

Executed in Perth, on March 8, 2011

4-4-2011

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Futures 8232 3555 Facsimile 8232 9743
Debt Markets 8232 8569 Facsimile 8232 8341
Agricultural Commodities 8232 7672 Facsimile 8232 3533

16 March 2011

PRIVATE AND CONFIDENTIAL

MACQUARIE BANK

de Minister van Economische Zaken, Landbouw en Innovatie
Bezuidenhoutseweg 30
2594 AV Den Haag
The Netherlands

Dear Minister

LETTER OF SUPPORT TO BASGAS ENERGIA NETHERLANDS

Background

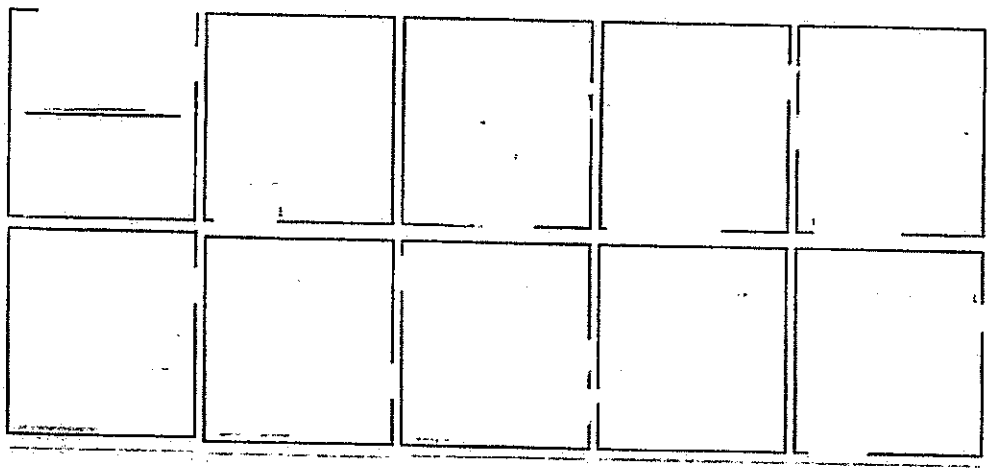
Macquarie Bank Limited ("Macquarie") has a long and successful association with the founders of Basgas and wishes to continue this support with their endeavours in the Netherlands. As a result, Macquarie is a cornerstone financial investor in Basgas through the bank's Metals and Energy Capital Division, having invested in early 2010.

Macquarie's Capability

Macquarie's Metals and Energy Capital Division has provided finance for mining and energy projects for over 20 years. We have offices in Sydney, Perth, Houston, New York, Calgary, Vancouver and London. Macquarie offers a full range of debt and equity financing solutions to the mining and energy sectors globally, both at corporate and project levels.

The Metals and Energy Capital Division has more than 75 professionals globally including professionals with mining and energy industry experience. We are recognised for our disciplined approach to the technical and commercial review of the projects that we finance.

The following are recent examples of mining and energy financing transactions which have been underwritten by Macquarie's Metals and Energy Capital Division:



Support to Basgas Energia Netherlands

is a significant shareholder of Basgas Pty Ltd and has supported the principals of Basgas through previous successful energy and mining projects. Macquarie has a strong commercial relationship with Basgas and recognises the specialist capabilities that Basgas has in the energy sector.

Indicative equity and debt facilities could be made available to support further exploration and development of Basgas' oil and gas interests, and in particular to support the execution of contracts, obligations and undertakings of Basgas Energia Netherlands with respect to mining titles which it may eventually hold in the Netherlands. Terms of the indicative facilities would be agreed at a point closer to when additional funds are required but would likely include further equity investments, convertible notes issues and first lien credit facilities. Should Basgas Energia Netherlands obtain an exploration licence in Campine, Macquarie may both participate and assist with syndication of equity and debt facilities utilising the Bank's global distribution network.

As a significant shareholder of the parent company (Basgas Pty Ltd), we note the minimum financial commitment of the Netherlands subsidiary, Basgas Energia Netherlands, of between Euro million and Euro million subject to the number of wells completed and success of the first well.

This letter confirms our willingness and capacity to support Basgas with the exploration and development of its awarded mining titles in the Netherlands.

Macquarie offers this letter of support to demonstrate our continued support to Basgas Pty Ltd and Basgas Energia Netherlands for their developments in the Netherlands.

Yours Sincerely,

Macquarie Bank Limited

Dossiernummer: 50786997 Blad 00001

Uittreksel uit het handelsregister van de Kamers van Koophandel
Deze inschrijving valt onder het beheer van de Kamer van Koophandel voor Amsterdam

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Rechtspersoon:

Rechtsvorm	:Besloten vennootschap
Naam	:Basgas Energia Netherlands B.V.
Statutaire zetel	:Amsterdam
Eerste inschrijving in het handelsregister	:09-09-2010
Akte van oprichting	:09-09-2010
Akte laatste statutenwijziging	:08-03-2011
Maatschappelijk kapitaal	:EUR 90.000,00
Geplaatst kapitaal	:EUR 18.000,00
Gestort kapitaal	:EUR 18.000,00

Onderneming:

Handelsna(a)m(en)	:Basgas Energia Netherlands B.V.
Adres	:Teleportboulevard 140, 1043EJ Amsterdam
Correspondentieadres	:Postbus 2838, 1000CV Amsterdam
Telefoonnummer(s)	:0205405800
Faxnummer	:0206447011
Datum vestiging	:09-09-2010
Bedrijfsomschrijving	:De opsporing en winning van koolwaterstoffen en holdingactiviteiten
Werkzame personen	:0

Enig aandeelhouder:

Naam	:Basgas Pty Ltd
Adres	:1292 Hay Street, West Perth WA 6005, Australië
Ingeschreven in	:Australian Securities and Investments Commission te Perth, Australië onder nummer ACN 137 937 725.
Enig aandeelhouder sedert	:09-09-2010

Bestuurder(s):

Naam	:Messina, David Duncan
Geboortedatum en -plaats	:24-12-1971, Mullewa, Australië
Infunctietreding	:09-09-2010
Titel	:Directeur A

10-03-2011 Blad 00002 volgt.

Dossiernummer: 50786997 Blad 00002

Bevoegdheid	:Gezamenlijk bevoegd (met andere bestuurder(s), zie statuten)
Naam	:Morgan, Charles Waite
Geboortedatum en -plaats	:28-05-1959, Leamington, Australië
Infunctietreding	:09-09-2010
Titel	:Directeur A
Bevoegdheid	:Gezamenlijk bevoegd (met andere bestuurder(s), zie statuten)
Naam	:Orangefield Trust (Netherlands) B.V.
Adres	:Teleportboulevard 140, 1043EJ Amsterdam
schrijving handelsregister onder dossiernummer	:33135957
Infunctietreding	:09-09-2010
Titel	:Directeur B
Bevoegdheid	:Gezamenlijk bevoegd (met andere bestuurder(s), zie statuten)

Alleen geldig indien door de kamer voorzien van een ondertekening.

Amsterdam, 10-03-2011
Uittreksel is vervaardigd om 12.38 uur

Voor uittreksel

N. Snijders
plv. directeur

4-4-2011

VAN DOORNE N.V.

VOLLEDIGE EN DOORLOPENDE TEKST VAN DE STATUTEN VAN

Basgas Energia Netherlands B.V.,
gevestigd te Amsterdam.

De ondergetekende:

notaris te Amsterdam,

verklaart:

dat hij zich naar beste weten heeft overtuigd dat de statuten van Basgas Energia Netherlands B.V., gevestigd te Amsterdam, luiden overeenkomstig de aan deze verklaring gehechte tekst. De statuten zijn laatstelijk gewijzigd bij akte verleden voor hem, notaris, op 8 maart 2011.
De ministeriële verklaring van geen bezwaar werd verleend op 8 maart 2011 onder nummer B.V. 1611115.

Getekend te Amsterdam op 8 maart 2011.

4-4-2013

VanDoorne

Advocaten • Notarissen • Fiscalisten

VAN DOORNE N.V.

STATUTEN BASGAS ENERGIA NETHERLANDS B.V.

HOOFDSTUK I.
Begripsbepalingen.
Artikel 1.
In de statuten wordt verstaan onder:

a. algemene vergadering: het orgaan dat gevormd wordt door aandeelhouders;
b. algemene vergadering van aandeelhouders: de bijeenkomst van aandeelhouders;
c. uitkeerbare deel van het eigen vermogen: het deel van het eigen vermogen, dat het geplaatste kapitaal vermeerderd met de reserves die krachtens de wet moeten worden aangehouden, te boven gaat;
d. jaarrekening: de balans en de winst- en verliesrekening met de toelichting;
e. jaarvergadering: de algemene vergadering van aandeelhouders, bestemd tot de behandeling en vaststelling van de jaarrekening;
f. accountant: een registeraccountant of een andere accountant als bedoeld in artikel 393, Boek 2 van het Burgerlijk Wetboek dan wel een organisatie waarin zodanige accountants samenwerken.
g. schriftelijk: per post, per telecopier, per telefax, per e-mail of via enig ander gangbaar communicatiemiddel, waarmee het mogelijk is tekst over te brengen.

HOOFDSTUK II.
Naam, zetel, doel.
Artikel 2. Naam en zetel.

1. De vennootschap draagt de naam:
   Basgas Energia Netherlands B.V.
2. Zij heeft haar zetel te Amsterdam.

Artikel 3. Doel.
De vennootschap heeft ten doel:

a. de opsporing en winning van koolwaterstoffen;
b. het oprichten van, het op enigerlei wijze deelnemen in, het besturen van en het toezicht houden op ondernemingen, vennootschappen en andere rechtspersonen;
c. het financieren van ondernemingen, vennootschappen en andere rechtspersonen;
d. het lenen, uitlenen en bijeenbrengen van gelden daaronder begrepen, het uitgeven van obligaties, schuldbrieven of andere waardepapieren, alsmede het aangaan van daarmee samenhangende overeenkomsten;
e. het verstrekken van adviezen en het verlenen van diensten aan ondernemingen, vennootschappen en andere rechtspersonen waarmee de vennootschap in een groep is verbonden en aan derden;

f. het verstrekken van garanties, het verbinden van de vennootschap en het bezwaren van activa van de vennootschap ten behoeve van ondernemingen, vennootschappen en andere rechtspersonen waarmee de vennootschap in een groep is verbonden en ten behoeve van derden;
g. het verkrijgen, bezwaren, beheren, (ver-)huren, exploiteren, financieren en vervreemden van (on)roerende zaken, registergoederen en vermogenswaarden alsmede het exploiteren, administreren en uitoefenen van alle aan die (on)roerende zaken, registergoederen en vermogenswaarden verbonden rechten en plichten;
h. het ontwikkelen, realiseren en coördineren van vastgoedprojecten;
i. het verhandelen van valuta, effecten en vermogenswaarden in het algemeen;
j. het exploiteren en verhandelen van patenten, merkrechten, vergunningen, know how en andere industriële eigendomsrechten;
k. het verrichten van alle soorten industriële, financiële en commerciële activiteiten,

en al hetgeen met vorenstaande verband houdt of daartoe bevorderlijk kan zijn, alles in de ruimste zin van het woord.

HOOFDSTUK III.

Kapitaal en aandelen. Register.

Artikel 4. Maatschappelijk kapitaal.

1. Het maatschappelijk kapitaal bedraagt negentigduizend euro (EUR 90.000).
2. Het is verdeeld in negentigduizend (90.000) aandelen van één euro (EUR 1) elk.
3. Alle aandelen luiden op naam en zijn doorlopend genummerd vanaf 1. Aandeelbewijzen worden niet uitgegeven.

Artikel 5. Register van aandeelhouders.

1. De directie houdt een register waarin de namen, (e-mail)adressen en overige gegevens waarop tekst kan worden ontvangen, van alle aandeelhouders zijn opgenomen, met vermelding van de datum waarop zij de aandelen hebben verkregen, de datum van de erkenning of betekening, alsmede met vermelding van het op elk aandeel gestorte bedrag.
2. In het register worden tevens opgenomen de namen, (e-mail)adressen en overige gegevens waarop tekst kan worden ontvangen van hen die een recht van vruchtgebruik of pandrecht op aandelen hebben, met vermelding van de datum waarop zij het recht hebben verkregen, alsmede de datum van erkenning of betekening.
3. Iedere aandeelhouder, iedere vruchtgebruiker en iedere pandhouder is verplicht schriftelijk aan de vennootschap de gegevens, als bedoeld in lid 1 en 2 van dit artikel, op te geven.
4. Het register wordt regelmatig bijgehouden. Alle inschrijvingen en aantekeningen in het register worden getekend door een directeur A en een directeur B.
5. De directie verstrekt desgevraagd aan een aandeelhouder, een vruchtgebruiker en een pandhouder kosteloos een uittreksel uit het register met betrekking tot zijn recht op een aandeel.

6. De directie legt het register ten kantore van de vennootschap ter inzage van de aandeelhouders.

HOOFDSTUK IV.

Uitgifte van aandelen. Eigen aandelen.

Artikel 6. Uitgifte van aandelen. Bevoegd orgaan. Notariële akte.

1. Uitgifte van aandelen kan slechts ingevolge een besluit van de algemene vergadering geschieden, voor zover door de algemene vergadering geen ander vennootschapsorgaan is aangewezen.
2. Voor de uitgifte van een aandeel is voorts vereist een daartoe bestemde ten overstaan van een in Nederland standplaats hebbende notaris verleden akte waar bij de betrokkenen partij zijn.

Artikel 7. Voorwaarden van uitgifte. Voorkeursrecht.

1. Bij het besluit tot uitgifte van aandelen worden de koers en de verdere voorwaarden van uitgifte bepaald.
2. Iedere aandeelhouder heeft bij uitgifte van aandelen een voorkeursrecht naar evenredigheid van het gezamenlijk bedrag van zijn aandelen, met inachtneming van de beperkingen volgens de wet.
3. Een gelijk voorkeursrecht hebben de aandeelhouders bij het verlenen van rechten tot het nemen van aandelen.
4. Het voorkeursrecht kan, telkens voor een enkele uitgifte, worden beperkt of uitgesloten door het tot uitgifte bevoegde orgaan.

Artikel 8. Storting op aandelen.

1. Bij uitgifte van elk aandeel moet daarop het gehele nominale bedrag worden gestort.
2. Storting op een aandeel moet in geld geschieden voor zover niet een andere inbreng is overeengekomen. Storting in vreemd geld kan slechts geschieden met toestemming van de vennootschap.

Artikel 9. Eigen aandelen.

1. De vennootschap kan bij uitgifte van aandelen geen eigen aandelen nemen.
2. De vennootschap mag met inachtneming van het dienaangaande in de wet bepaalde volgestorte eigen aandelen of certificaten daarvan verkrijgen, tot het door de wet toegestane maximum.
3. Leningen met het oog op het nemen of verkrijgen van aandelen in haar kapitaal of certificaten daarvan, mag de vennootschap verstrekken doch slechts tot ten hoogste het bedrag van de uitkeerbare reserves.
4. Vervreemding van door de vennootschap gehouden eigen aandelen of certificaten daarvan geschiedt ingevolge een besluit van de algemene vergadering met inachtneming van het bepaalde in de blokkeringsregeling.
5. Voor een aandeel dat toebehoort aan de vennootschap of aan een dochter maatschappij daarvan kan in de algemene vergadering geen stem worden uitgebracht; evenmin voor een aandeel waarvan een hunner de certificaten houdt.

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HOOFDSTUK V.
Levering van aandelen. Beperkte rechten.
Uitgifte van certificaten.
Artikel 10. Levering van aandelen. Aandeelhoudersrechten.
Vruchtgebruik. Pandrecht. Uitgifte van certificaten.

1. Voor de levering van een aandeel of de levering van een beperkt recht daarop is vereist een daartoe bestemde ten overstaan van een in Nederland standplaats hebbende notaris verleden akte waarbij de betrokkenen partij zijn.
2. Behoudens in het geval dat de vennootschap zelf bij de rechtshandeling partij is, kunnen de aan het aandeel verbonden rechten eerst worden uitgeoefend nadat de vennootschap de rechtshandeling heeft erkend of de akte aan haar is betekend overeenkomstig het in de wet daaromtrent bepaalde.
3. Bij vestiging van een vruchtgebruik of een pandrecht op een aandeel kan het stemrecht aan de vruchtgebruiker of de pandhouder worden toegekend.
4. De vennootschap kan medewerking verlenen aan de uitgifte van certificaten van haar aandelen.

HOOFDSTUK VI.
Blokkeringsregeling.
Artikel 11.

1. Een aandeelhouder die één of meer aandelen wenst te vervreemden, is verplicht die aandelen eerst overeenkomstig het hierna in dit artikel bepaalde te koop aan te bieden aan zijn mede-aandeelhouders. Deze aanbiedingsverplichting geldt niet, indien alle aandeelhouders schriftelijk hun goedkeuring aan de betreffende vervreemding hebben gegeven, welke goedkeuring slechts voor een periode van drie maanden geldig is. Evenmin geldt deze aanbiedingsverplichting in het geval de aandeelhouder krachtens de wet tot overdracht van zijn aandelen aan een eerdere aandeelhouder verplicht is.
2. De prijs waarvoor de aandelen door de andere aandeelhouders kunnen worden overgenomen, wordt vastgesteld door de aanbieder en zijn mede-aandeelhouders. Indien zij niet tot overeenstemming komen, wordt de prijs vastgesteld door een onafhankelijke deskundige, op verzoek van de meest gerede partij te benoemen door de voorzitter van de Kamer van Koophandel binnen wier ressort de vennootschap statutair is gevestigd, tenzij partijen onderling overeenstemming over de deskundige bereiken. De in de vorige volzin bedoelde deskundige is gerechtigd tot inzage van alle boeken en bescheiden van de vennootschap en tot het verkrijgen van alle inlichtingen waarvan kennisneming voor zijn prijsvast
stelling dienstig is.
3. Indien de mede-aandeelhouders tezamen op meer aandelen reflecteren dan zijn aangeboden, zullen de aangeboden aandelen tussen hen worden verdeeld zoveel mogelijk naar evenredigheid van het aandelenbezit van de gegadigden. Niemand kan ingevolge deze regeling meer aandelen verkrijgen dan waarop hij heeft gereflecteerd.

4. De aanbieder blijft bevoegd zijn aanbod in te trekken, mits dit geschiedt binnen een maand nadat hem bekend is aan welke gegadigden hij al de aandelen waarop het aanbod betrekking heeft, kan verkopen en tegen welke prijs.
5. Indien vaststaat dat de mede-aandeelhouders het aanbod niet aanvaarden of dat niet al de aandelen waarop het aanbod betrekking heeft tegen contante betaling worden gekocht, zal de aanbieder de aandelen binnen drie maanden na die vaststelling vrijelijk mogen overdragen.
6. De vennootschap zelf als houdster van aandelen in haar kapitaal, kan slechts met instemming van de aanbieder gegadigde zijn voor de aangeboden aandelen.
7. Ingeval van surséance van betaling, faillissement of ondercuratelestelling van een aandeelhouder en ingeval van instelling van een bewind door de rechter over het vermogen van een aandeelhouder dan wel diens aandelen in de vennootschap, of ingeval van overlijden van een aandeelhouder-natuurlijk persoon, moeten de aandelen van de betreffende aandeelhouder worden aangeboden met inachtneming van het hiervoor bepaalde, binnen drie maanden na het plaatsvinden van de betreffende gebeurtenis. Indien alsdan op alle aangeboden aandelen wordt gereflecteerd, kan het aanbod niet worden ingetrokken.

HOOFDSTUK VII.

Bestuur.

Artikel 12. Directie.

1. Het bestuur van de vennootschap wordt gevormd door een directie bestaande uit één of meer directeuren A en één of meer directeuren B.
2. Het aantal directeuren wordt vastgesteld door de algemene vergadering.

Artikel 13. Benoeming, schorsing en ontslag, bezoldiging.

1. De directeuren worden benoemd door de algemene vergadering.
2. Iedere directeur kan te allen tijde door de algemene vergadering worden geschorst en ontslagen.
3. De bezoldiging en de verdere arbeidsvoorwaarden van iedere directeur worden vastgesteld door de algemene vergadering.

Artikel 14. Bestuurstaak. Besluitvorming. Taakverdeling.

1. Behoudens de beperkingen volgens de statuten is de directie belast met het besturen van de vennootschap.
2. De directie kan een reglement vaststellen waarbij regels worden gegeven omtrent de besluitvorming van de directie.
3. Besluiten van de directie kunnen in plaats van in een vergadering ook bij geschrift worden genomen, mits met algemene stemmen van alle in functie zijnde directeuren. Onder geschrift wordt verstaan elk via gangbare communicatiekanalen overgebracht en op schrift ontvangen bericht.
4. De directie kan bij een taakverdeling bepalen met welke taak iedere directeur meer in het bijzonder zal zijn belast.

Artikel 15. Vertegenwoordiging.

1. De directie is bevoegd de vennootschap te vertegenwoordigen. De bevoegdheid tot vertegenwoordiging komt mede toe aan een directeur A en een directeur B, gezamenlijk handelend.
2. De directie kan functionarissen met algemene of beperkte vertegenwoordigingsbevoegdheid aanstellen. Elk hunner vertegenwoordigt de vennootschap met inachtneming van de begrenzing aan zijn bevoegdheid gesteld. Hun titulatuur wordt door de directie bepaald.
3. In geval van een tegenstrijdig belang tussen de vennootschap en een directeur A wordt de vennootschap vertegenwoordigd door een directeur B tezamen met een andere directeur A, of indien niet aanwezig een persoon die daartoe door de algemene vergadering wordt aangewezen; in geval van een tegenstrijdig belang tussen de vennootschap en een directeur B wordt de vennootschap vertegenwoordigd door een directeur A tezamen met een andere directeur B of, indien niet aanwezig, de persoon die daartoe door de algemene vergadering wordt aangewezen. De algemene vergadering is steeds bevoegd één of meer andere personen daartoe aan te wijzen.
4. Ongeacht of er sprake is van een tegenstrijdig belang worden rechtshandelingen van de vennootschap jegens de houder van alle aandelen of jegens een deelgenoot in enige huwelijksgemeenschap waartoe alle aandelen behoren, waarbij de vennootschap wordt vertegenwoordigd door deze aandeelhouder of door één van de deelgenoten, schriftelijk vastgelegd. Voor de toepassing van de vorige zin worden aandelen gehouden door de vennootschap of haar dochtermaatschappijen niet meegeteld.
5. Lid 4 is niet van toepassing op rechtshandelingen die onder de bedongen voorwaarden tot de gewone bedrijfsuitoefening van de vennootschap behoren.

Artikel 16. Goedkeuring van besluiten van de directie.

1. De algemene vergadering is bevoegd besluiten van de directie aan haar goedkeuring te onderwerpen. Deze besluiten dienen duidelijk omschreven te worden en schriftelijk aan de directie medegedeeld te worden.
2. Het ontbreken van een goedkeuring als bedoeld in lid 1 van dit artikel tast de vertegenwoordigingsbevoegdheid van de directie of directeuren niet aan.

Artikel 17. Ontstentenis of belet.

1. In geval van ontstentenis of belet van een directeur zijn de andere directeuren tijdelijk met het bestuur van de vennootschap belast, mits nog ten aanzien van ten minste één directeur A en één directeur B geen sprake is van ontstentenis of belet.
2. In geval van ontstentenis of belet van alle directeuren of van de enige directeur van een bepaalde soort, A of B, is de persoon die daartoe door de algemene vergadering wordt aangewezen, tezamen met de directeur of directeuren van de andere soort, of tezamen met de tijdelijk bestuurder van de andere soort, tijdelijk met het bestuur van de vennootschap belast.

HOOFDSTUK VIII.

Jaarrekening. Winst.

Artikel 18. Boekjaar. Opmaken jaarrekening. Accountant.

1. Het boekjaar valt samen met het kalenderjaar.
2. Jaarlijks binnen vijf maanden na afloop van het boekjaar, behoudens verlenging van deze termijn met ten hoogste zes maanden door de algemene vergadering op grond van bijzondere omstandigheden, maakt de directie een jaarrekening op.
3. De jaarrekening wordt ondertekend door de directeuren; ontbreekt de ondertekening van één of meer hunner, dan wordt daarvan onder opgave van reden melding gemaakt.
4. De vennootschap kan, en indien daartoe wettelijk verplicht zal, aan een accountant de opdracht verlenen tot onderzoek van de jaarrekening.

Artikel 19. Vaststelling jaarrekening. Décharge. Openbaarmaking.

1. De algemene vergadering stelt de jaarrekening vast. Vaststelling van de jaarrekening strekt niet tot décharge van een directeur. De algemene vergadering kan bij afzonderlijk besluit décharge verlenen aan een directeur.
2. De vennootschap is verplicht tot openbaarmaking van haar jaarrekening binnen acht dagen na de vaststelling daarvan, tenzij een wettelijke vrijstelling van toepassing is.

Artikel 20. Winst.

1. De winst staat ter beschikking van de algemene vergadering.
2. Uitkeringen kunnen slechts plaats hebben tot ten hoogste het uitkeerbare deel van het eigen vermogen.
3. Uitkering van winst geschiedt na de vaststelling van de jaarrekening waaruit blijkt dat zij geoorloofd is.
4. De directie kan, met inachtneming van het dienaangaande in lid 2 bepaalde, besluiten tot uitkering van interim-dividend.
5. De algemene vergadering kan, met inachtneming van het dienaangaande in lid 2 bepaalde, besluiten tot uitkeringen ten laste van een reserve.
6. De vordering van de aandeelhouder tot uitkering verjaart door een tijdsverloop van vijf jaren.

HOOFDSTUK IX.

Algemene vergaderingen van aandeelhouders.

Artikel 21. Jaarvergadering en andere vergaderingen.

Oproeping.

1. Jaarlijks binnen zes maanden na afloop van het boekjaar, wordt de jaarvergadering gehouden bestemd tot de behandeling en vaststelling van de jaarrekening.
2. Andere algemene vergaderingen van aandeelhouders worden gehouden zo dikwijls de directie zulks nodig acht.
3. De algemene vergaderingen van aandeelhouders worden door de directie schriftelijk bijeengeroepen.
4. De oproeping geschiedt niet later dan op de vijftiende dag voor die van de vergadering.
5. De algemene vergaderingen van aandeelhouders worden gehouden in de gemeente

waar de vennootschap volgens de statuten haar zetel heeft.

6. De algemene vergadering voorziet zelf in haar voorzitterschap. Tot dat ogenblik wordt het voorzitterschap waargenomen door een directeur of bij gebreke daarvan door de in leeftijd oudste ter vergadering aanwezige persoon.
7. De directeuren hebben als zodanig in de algemene vergadering van aandeelhouders een raadgevende stem.

Artikel 22. Het gehele geplaatste kapitaal is vertegenwoordigd. Aantekeningen.

1. Zolang in een algemene vergadering van aandeelhouders het gehele geplaatste kapitaal is vertegenwoordigd, kunnen geldige besluiten worden genomen over alle aan de orde komende onderwerpen, mits met algemene stemmen, ook al zijn de door de wet of de statuten gegeven voorschriften voor het oproepen en houden van vergaderingen niet in acht genomen.
2. De directie houdt van de genomen besluiten aantekening. Indien de directie niet ter vergadering is vertegenwoordigd wordt door of namens de voorzitter van de vergadering een afschrift van de genomen besluiten zo spoedig mogelijk na de vergadering aan de directie verstrekt. De aantekeningen liggen ten kantore van de vennootschap ter inzage van de aandeelhouders. Aan ieder van dezen wordt desgevraagd een afschrift of uittreksel van deze aantekeningen verstrekt tegen ten hoogste de kostprijs.

Artikel 23. Stemmingen.

1. Ieder aandeel geeft recht op één stem.
2. Iedere aandeelhouder is bevoegd om, in persoon of bij een schriftelijk gevolmachtigde, door middel van een elektronisch communicatiemiddel aan de algemene vergadering deel te nemen, daarin het woord te voeren en het stemrecht uit te oefenen.
3. Voor de toepassing van lid 2 is in ieder geval vereist dat de aandeelhouder via het elektronisch communicatiemiddel kan worden geïdentificeerd, rechtstreeks kan kennisnemen van de verhandelingen ter vergadering en het stemrecht kan uitoefenen. Tevens kan de vergadergerechtigde via het elektronisch communicatiemiddel deelnemen aan de beraadslaging.
4. De directie kan nadere voorwaarden stellen aan het gebruik van het elektronisch communicatiemiddel als bedoeld in dit artikel, welke voorwaarden bij de oproeping bekend dienen te worden gemaakt.
5. Stemmen die voorafgaand aan de algemene vergadering via een elektronisch communicatiemiddel worden uitgebracht, doch niet eerder dan op de dertigste dag voor die van de algemene vergadering, worden gelijk gesteld met stemmen die ten tijde van de algemene vergadering worden uitgebracht.
6. Aan de eis van schriftelijkheid van de volmacht wordt voldaan indien de volmacht elektronisch is vastgelegd.
7. Voor zover de wet geen grotere meerderheid voorschrijft worden alle besluiten genomen met volstrekte meerderheid van de uitgebrachte stemmen.

8. Staken de stemmen dan is het voorstel verworpen.

Artikel 24. Besluitvorming buiten vergadering.
Aantekeningen.

1. Besluiten van aandeelhouders kunnen in plaats van in algemene vergaderingen van aandeelhouders ook schriftelijk worden genomen, mits met algemene stemmen van alle stemgerechtigde aandeelhouders.
2. Op besluitvorming buiten vergadering als bedoeld in het vorige lid is het bepaalde in artikel 21 lid 7 van overeenkomstige toepassing.
3. De directie houdt van de aldus genomen besluiten aantekening. Ieder van de aandeelhouders is verplicht er voor zorg te dragen dat de conform lid 1 genomen besluiten zo spoedig mogelijk schriftelijk ter kennis van de directie worden gebracht. De aantekeningen liggen ten kantore van de vennootschap ter inzage van de aandeelhouders. Aan ieder van dezen wordt desgevraagd een afschrift of een uittreksel van deze aantekeningen verstrekt tegen ten hoogste de kostprijs.

HOOFDSTUK X.
Statutenwijziging en ontbinding. Vereffening.
Artikel 25. Statutenwijziging en ontbinding.

Wanneer aan de algemene vergadering een voorstel tot statutenwijziging of tot ontbinding van de vennootschap wordt gedaan, moet zulks steeds bij de oproeping tot de algemene vergadering van aandeelhouders worden vermeld, en moet, indien het een statutenwijziging betreft, tegelijkertijd een afschrift van het voorstel waarin de voorgedragen wijziging woordelijk is opgenomen, ten kantore van de vennootschap ter inzage worden gelegd voor aandeelhouders tot de afloop van de vergadering.

Artikel 26. Vereffening.

1. In geval van ontbinding van de vennootschap krachtens besluit van de algemene vergadering benoemt de algemene vergadering een of meer personen die belast zullen zijn met de vereffening van de zaken van de vennootschap.
2. Gedurende de vereffening blijven de bepalingen van de statuten voor zover mogelijk van kracht.
3. Hetgeen na voldoening van de schulden is overgebleven wordt overgedragen aan de aandeelhouders naar evenredigheid van het gezamenlijk bedrag van ieders aandelen.
4. Op de vereffening zijn voorts de bepalingen van Titel 1, Boek 2 van het Burgerlijk Wetboek van toepassing.

Certificate of Registration on Change of Name

This is to certify that

STRZELECKI ENERGY PTY LTD

Australian Company Number 137 937 725

did on the first day of March 2010 change its name to

BASGAS PTY LTD

Australian Company Number 137 937 725

The company is a proprietary company.

The company is limited by shares.

The company is registered under the Corporations Act 2001 and is taken to be registered in Western Australia and the date of commencement of registration is the twenty-sixth day of June, 2009.

Issued by the
Australian Securities and Investments Commission
on this first day of March 2010.

CERTIFICATE

4-4-2011

ASIC
Australian Securities & Investments Commission

Forms Manager
Registered Agents

Company: BASGAS PTY LTD ACN 137 937 725

Company details

Date company registered	26-06-2009
Company next review date	26-06-2011
Company type	Australian Proprietary Company
Company status	Registered
Home unit company	No
Superannuation trustee company	No
Non profit company	No

Registered office

SEASPIN PTY LTD, 1292 HAY STREET , WEST PERTH WA 6005

Principal place of business

1292 HAY STREET , WEST PERTH WA 6005

Officeholders

Office(s) held: Director, appointed 01-07-2009

Office(s) held: Director, appointed 26-06-2009
Secretary, appointed 26-06-2009

Office(s) held: Director, appointed 01-07-2009

Office(s) held: Director, appointed 01-07-2009

Company share structure

4-4-2011

Share class	Share description	Number issued	Total amount paid	Total amount unpaid
ORD	ORDINARY			

Members

MACQUARIE BANK LIMITED 'NO' , 1 MARTIN PLACE , SYDNEY NSW 2000

Share class	Total number held	Fully paid	Beneficially held

1292 HAY STREET , PERTH WA 6000

Share class	Total number held	Fully paid	Beneficially held

Share class	Total number held	Fully paid	Beneficially held

Share class	Total number held	Fully paid	Beneficially held

Share class	Total number held	Fully paid	Beneficially held

Share class	Total number held	Fully paid	Beneficially held

Share class	Total number held	Fully paid	Beneficially held

Share class	Total number held	Fully paid	Beneficially held

Document history

These are the documents most recently received by ASIC from this organisation.

Received	Number	FormDescription	Status
04-02-2011	7E3454345	484 CHANGE TO COMPANY DETAILS	Processed - awaiting imaging
25-06-2010	7E2989590	484 CHANGE TO COMPANY DETAILS	Processed and imaged
10-06-2010	1F0307507	484 CHANGE TO COMPANY DETAILS	Processed and imaged

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AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION
A COMPANY LIMITED BY SHARES
UNDER THE CORPORATIONS ACT 2001

The Constitution of

BASGAS PTY LTD ABN 38 137 937 725

Dated 8 June 2010

4-4-2011

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THE CONSTITUTION

A COMPANY LIMITED BY SHARES

UNDER THE CORPORATIONS ACT 2001

1. INTERPRETATIONS

1.1 In this Constitution -

"Alternate Director" means a person appointed as an alternate Director in accordance with clause 23.

"Business Day" means a day which is not a Saturday, Sunday or bank or public holiday in Perth, Western Australia or Sydney, New South Wales.

"Corporations Act" means the Corporations Act 2001 (Cth) and the Corporations Regulations made under it as amended from time to time.

"Director" has the meaning given by section 9 of the Corporations Act and includes an Alternate Director.

"Rule" means a provision of the Constitution.

"Member" means any person entered in the Register as the holder of a Share or Shares.

"Quorum" means any two (2) or more Members (present in person or by representative, attorney or proxy) entitled to vote who in aggregate have 40% or more of the total votes of all Members entitled to vote.

"Register" means a Register of Members kept pursuant to the Corporations Act.

"Seal" means the common seal of the Company and includes any official seal of the Company.

"Secretary" means any person (including the sole Director) appointed to perform the duties of a secretary of the Company.

"Share" or "Shares" means any issued Share or Shares in the share capital of the Company.

"Shareholders' Agreement" means the agreement entitled "Funding and Shareholders' Agreement" dated on or about 10 June 2010 between :

"Special Resolution" has the meaning given by section 9 of the Corporations Act.

1.2 The singular shall mean and include the plural and vice versa and any reference to Directors shall be deemed to mean a sole Director acting alone where the Company has only one Director.

1.3 Any gender shall mean and include all other genders.

1.4 References to any statutory enactment shall mean and be construed as references to that enactment as amended modified and re-enacted from time to time.

1.5 The Table of Contents and headings used are for ease of reference only and shall not affect the construction or interpretation of this Constitution.

1.6 Words importing persons shall include corporations.

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2. EXCLUSION OF REPLACEABLE RULES

The replaceable rules contained in the Corporations Act are excluded and do not apply to the Company (except in so far as they are repeated in this Constitution).

3. PREVIOUS CONSTITUTION

3.1 This Constitution supersedes the constitution of the Company (if any) in force immediately prior to the adoption of this Constitution.

3.2 The adoption of this Constitution does not affect the validity or effect of anything done under any previous constitution of the Company so that (and without limitation):

(a) every Director and Secretary in office immediately prior to the adoption of this Constitution is taken to have been appointed and will continue in office under this Constitution; and

(b) any Seal properly adopted by the Company prior to the adoption of this Constitution is taken to be a Seal properly adopted under this Constitution.

4. PROPRIETARY COMPANY PROVISIONS

4.1 The Company is registered as a proprietary company within the meaning of section 113 of the Corporations Act and accordingly -

(a) shall be limited by Shares;

(b) shall have no more than fifty (50) non-employee Members; and

(c) shall not engage in any activity that would require disclosure to investors under Chapter 6D of the Corporations Act or a corresponding law except that the Company may offer its Shares to:-

(i) existing Members of the Company; or
(ii) employees of the Company or a subsidiary of the Company.

4.2 The Company shall have the legal capacity and powers of an individual both in and outside Australia as well as all powers referred to in section 124 of the Corporations Act.

5. VARIATION OF SHARE RIGHTS

5.1 Subject to this Constitution, the Corporations Act and to any special rights attached to any Shares, all Shares shall be under the absolute control of the Directors who may classify, allot, grant options over or dispose of or otherwise deal with the same to any person and on any terms and with full power to give to any person the call of any Shares as the Directors may determine and any Shares may be issued with such preferential, deferred, qualified or special rights, privileges or conditions as the Directors may determine.

5.2 The Company shall have power to issue Shares whether preference or otherwise carrying the right of redemption out of profits or otherwise in accordance with section 254A of the Corporations Act or liable to be so redeemed at the option of the Company and the Directors may, subject to the provisions of section 254J-L of the Corporations Act exercise such power of redemption in any manner they may determine.

5.3 If at any time the Share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, in a winding up or otherwise, be varied with the consent in writing of the holders of three-quarters of the issued Shares of that class, or with the sanction of a Special Resolution passed at a separate meeting of the holders of the Shares of that class.

5.4 The provisions of this Constitution relating to general meetings shall apply (where applicable) to every separate meeting of a class of Shareholders except that:

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(a) a quorum is constituted by two (2) persons who between them hold or represent by proxy one-third of the issued Shares of that class; or

(b) where the Company has issued Shares of that class to only one Member, that Member shall constitute a quorum.

5.5 Unless expressly provided by the terms of issue, the rights conferred upon the holders of Shares of any class which are issued with preferred or other rights are deemed to be varied by the creation or issue of further Shares ranking equally with or in priority to the first-mentioned Shares.

6. BROKERAGE OR COMMISSION

6.1 The Company may exercise the power to make payments by way of brokerage or commission in the manner provided by the Corporations Act.

6.2 Payments by way of brokerage or commission may be satisfied by the payment of cash, by the allotment of fully or partly paid Shares or by any combination of cash or allotment.

7. SHARES HELD IN TRUST

7.1 Shares held by a Member as trustee may be recorded in the Register in such a way as to identify them as being held upon trust PROVIDED THAT no liability shall be created by any such record and the Company shall not be affected with notice of any trust so recorded.

7.2 Notwithstanding clause 7.1 the Company is not bound by or compelled in any way to recognise or to investigate (whether or not it has notice of the interest or rights concerned) any equitable, contingent, future or partial interest in any Share or the holding of any Share upon trust or any dealing by the trustee of such Share or (except as otherwise provided by this Constitution or by law) any other right in respect of a Share except an absolute right of ownership in the registered holder.

8. SHARE CERTIFICATES

8.1 The Company shall complete and deliver a Share certificate to any person allotted Shares or the transferee of any Shares (or their nominee) in accordance with the Corporations Act.

8.2 Where a Share certificate is lost or destroyed:

(a) if the holder of the Shares lodges an application for a duplicate certificate the Directors shall; and

(b) in any other circumstances the Directors may issue a duplicate certificate to replace the lost or destroyed Share certificate.

8.3 Where a Share certificate is worn out or defaced and upon production of the certificate to the Company, the Directors may order the certificate to be cancelled and issue a replacement certificate.

8.4 Delivery of a certificate for a Share or Shares to one of several joint holders is sufficient delivery to all joint holders.

9. LIEN

9.1 The Company has a first and paramount lien and charge upon every Share (other than Shares that are fully paid) for all money (whether presently payable or not) called or payable at a fixed time in respect of that Share.

9.2 The Company also has a first and paramount lien on all Shares (other than Shares that are fully paid) for all money which the Company may be called upon by law to pay in respect of those Shares together with interest and any monies so paid may be recovered from the Member or the Member's legal personal representative as a debt due by the Member or the Member's estate to the Company.

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9.3 The Company may charge and recover interest at current bank overdraft rates on any monies paid by the Company pursuant to clause 9.2 until the monies have been paid in full to the Company by the Member or the Member's legal personal representative.

9.4 The Company's lien on a Share extends to all dividends payable in respect of that Share.

9.5 Subject to clause 9.6, the Company may sell, in such manner as the Directors determine, any Shares on which the Company has a lien.

9.6 A Share on which the Company has a lien shall not be sold unless:

(a) a sum in respect of which the lien exists is presently payable; and

(b) the Company has, not less than 14 days before the date of the sale, given to the registered holder of the Share, or the person entitled to the Share by reason of the death or bankruptcy of the registered holder, a notice in writing setting out and demanding payment of such part of the amount in respect of which the lien exists as is presently payable.

9.7 For the purpose of giving effect to the sale of a Share pursuant to clause 9.5, the Directors may authorise a person to transfer the Shares sold to the buyer of the Shares.

9.8 The Company shall register the buyer as the holder of the Shares comprised in such transfer and the title of the buyer to the Shares is not affected by any irregularity or invalidity in connection with the sale.

9.9 The Company shall apply the net proceeds of any sale of Shares under clause 9.5 in or towards satisfaction of that part of the amount in respect of which the lien exists as is presently payable together with any interest on that amount and expenses paid or payable in connection with the enforcement of the lien and the sale of the Shares.

9.10 The Company shall pay any balance of the net proceeds of sale (subject to any like lien for sums not presently payable that existed upon the Shares before the sale) to the person entitled to the Shares at the date of sale.

9.11 The Directors may at any time exempt a Share wholly or in part from the provisions of this clause.

10. CALLS ON SHARES

10.1 The Directors may make calls upon the Members in respect of any money unpaid on the Shares.

10.2 The Directors may determine that a call may be payable by instalments.

10.3 Each Member shall, upon receiving at least 14 days notice specifying the time and place of payment, pay to the Company at the time and place specified in the notice the amount called on the person's Shares.

10.4 The accidental omission to give notice of any call or the non-receipt of any notice by any Member or Members does not invalidate the call.

10.5 The Directors may revoke or postpone a call.

10.6 A call shall be deemed to be made at the time when the resolution of the Directors authorising the call is passed.

10.7 The joint holders of a Share are jointly and severally liable to pay all calls in respect of the Share.

10.8 If a sum called in respect of a Share is not paid before or on the day appointed for payment of the sum, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment to the time of actual payment at such rate as the Directors may determine but not exceeding the rate charged by the Company's bankers on overdrafts of $ and the Directors may waive payment of that interest wholly or in part.

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10.9 Any sum that, by the terms of issue of a Share, becomes payable on allotment or at a fixed date, shall for the purpose of this Constitution be deemed to be a call duly made and payable on the date on which by the terms of issue the sum becomes payable and, in case of non-payment, all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise apply as if the sum had become payable by virtue of a call duly made and notified.

10.10 The Directors may, on the issue of Shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

10.11 The Directors may accept from a Member the whole or a part of the amount unpaid on a Share although no part of that amount has been called up and the Directors may authorise payment by the Company of interest upon the whole or any part of an amount so accepted until the amount becomes payable at such rate as is determined by the Directors in their absolute discretion.

11. FORFEITURE OF SHARES

11.1 If any Member fails to pay, on or before the day appointed for payment, any call or instalment of a call or any money payable under the terms of allotment of a Share, the Directors may at any time after that day and while any part of the call, instalment or other monies remains unpaid, serve a notice on the Member requiring payment of:

(a) the unpaid call, instalment or other monies;

(b) any interest that may have accrued on the unpaid call, instalment or other monies; and

(c) any costs and expenses that may have been incurred by the Company as a result of the non-payment of the call, instalment or other monies.

11.2 A notice sent to a Member pursuant to clause 11.1 shall:

(a) name a further day (not being less than 14 days from the date of the notice) on or before which the call, instalment or other monies and all interest and expenses that have accrued by reason of the non-payment are to be paid;

(b) identify the place where payment is to be made; and

(c) include a statement to the effect that in the event of non-payment of all of the monies on or before the date and at the place appointed, the Shares in respect of which the payment is due will be liable to be forfeited.

11.3 If the requirements of a notice served under clauses 11.1 and 11.2 are not complied with, any Share in respect of which the notice has been given may at any time thereafter be forfeited by a resolution of the Directors to that effect.

11.4 A forfeiture shall include all dividends declared in respect of the forfeited Shares and not actually paid before the forfeiture.

11.5 A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Directors determine in their absolute discretion and, at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Directors may determine.

11.6 A person whose Shares have been forfeited ceases to be a Member in respect of the forfeited Shares but remains liable to pay to the Company all money that, at the date of forfeiture, was payable by the person to the Company in respect of the Shares (including interest at a rate determined by the Directors which may be charged from the date of forfeiture on the money unpaid) PROVIDED THAT the person's liability ceases if and when the Company receives payment in full of all the money (including interest) payable in respect of the Shares.

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11.7 A statutory declaration in writing declaring that the person making the statement is a Director or a Secretary and that a Share in the Company has been duly forfeited on a date stated in that declaration is prima facie evidence of the facts stated in that declaration as against all persons claiming to be entitled to the Share.

11.8 The Company may receive the consideration (if any) given for a forfeited Share on any sale or disposition of the Share and may execute a transfer of the Share in favour of the transferee of the Share.

11.9 The title of the transferee to the Share is not affected by any irregularity or invalidity in connection with the forfeiture, sale or disposal of the Share.

12. SURRENDER OF SHARES

12.1 The Directors may accept the surrender of any fully paid Share by way of compromise of any question as to the holder being properly registered in respect of that Share.

12.2 The Directors may dispose of any Share so surrendered in the same manner as a forfeited Share.

13. TRANSFER OF SHARES

13.1 Subject to the Shareholders' Agreement, a Member may transfer all or any of the Member's Shares by instrument in writing in any usual form or in any other form approved by the Directors.

13.2 An instrument of transfer referred to in clause 13.1 shall be executed by or on behalf of both the transferor and the transferee or may be otherwise executed in accordance with the Corporations Act.

13.3 A transferor of a Share or Shares remains the holder of the Share or Shares transferred until the transfer is registered and the name of the transferee is entered in the Register.

13.4 The instrument of transfer must be left for registration at the registered office of the Company accompanied by any Share certificate.

13.5 Subject to any special rights conferred on the holders of any shares or class of shares in the Shareholders' Agreement, the Directors may decline to register any transfer of Shares without giving any reason for such refusal.

13.6 The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine PROVIDED THAT any period of suspension does not exceed 30 days in any calendar year.

13.6 Subject to the powers vested in the Directors under rule 13.5, where the Company receives an instrument of transfer complying with rules 13.2 and 13.4, the Company must register the transferee named in the instrument as the holder of the Shares to which it relates.

14. TRANSMISSION OF SHARES

14.1 In the case of the death of a Member, the survivor and the legal representatives of the deceased (as the case may be) shall be the only person recognised by the Company as having good title to the Shares, PROVIDED THAT this clause does not release the estate of a deceased joint holder from any liability in respect of a Share that had been jointly held by the person with other persons.

14.2 Where the registered holder of a Share dies or becomes bankrupt, the person's personal representative or the trustee of the person's estate (as the case may be) is, upon the production of such information as is properly required by the Directors, entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if the person had not died or become bankrupt.

14.3 Subject to this Constitution and to the Bankruptcy Act 1966 as amended, a person becoming entitled to a Share in consequence of the death or bankruptcy of a Member may, upon such information being produced as is properly required by the Directors, elect either to:

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(a) be registered themselves as holder of the Share; or

(b) have some other person nominated by the person registered as the holder of the Share.

14.4 If the person becoming entitled elects to be registered themselves, the person shall provide to the company a notice in writing signed by the person to that effect or if the person elects to have another person registered, the person shall execute a transfer of the Share to that other person and arrange for such transfer to be registered by the Company.

14.5 All the limitations, restrictions and provisions of this Constitution relating to the right to transfer, and a registration of transfer of a Share is applicable to any such notice or transfer as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

15. SHARE BUY BACK AND CAPITAL REDUCTION

Subject to Division 2 of Part 2J.1 of the Corporations Act, the Company may buy back its own Shares and may, by Special Resolution, reduce its Share capital, any capital redemption reserve fund or any paid up Share capital.

16. OFFERS OF SHARES

16.1 Subject to this Constitution, to any direction to the contrary that may be given by the Company in general meeting and the Shareholders' Agreement, all unissued Shares in any class shall, before issue, be offered to Members holding Shares in that class as at the date of the offer in proportion to the number of the Shares already held by them in that class as a percentage of the total Shares issued in that class.

16.2 The offer shall be made by notice to the relevant Members specifying the number of Shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined.

16.3 After the expiration of that time or on being notified by the Member to whom the offer is made that the Member declines to accept the offer, the Directors may issue those Shares to any person in such manner as they think most beneficial to the Company.

16.4 Where, by reason of the proportion that Shares proposed to be issued bear to Shares already held, some of the first-mentioned Shares cannot be offered in accordance with clause 16.1, the Directors may issue the Shares that cannot be so offered in such manner as they think most beneficial to the Company.

16.5 This clause shall not apply to offers of unissued Shares where the Company has only one Member who is also the sole Director.

17. CONVENING GENERAL MEETINGS

17.1 Any Director may at any time call a general meeting of Members or a meeting of any class of Members.

17.2 The Directors must call and arrange to hold a general meeting if called to do so in accordance with section 249D of the Corporations Act.

17.3 Members with at least 5% of the votes that may be cast at a general meeting may call and arrange to hold a general meeting in accordance with section 249F of the Corporations Act.

17.4 Except as provided by clause 17.5, a notice of a general meeting shall:

(a) subject to section 249H of the Corporations Act, be given at least 21 days prior to the date of the general meeting unless otherwise agreed in accordance with section 249H(2) of the Corporations Act;

(b) set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);

(c) state the general nature of the meeting's business;

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(d) if a Special Resolution is to be proposed at the meeting, set out an intention to propose the Special Resolution and state the resolution; and

(e) otherwise comply with section 249L of the Corporations Act.

17.5 It is not necessary for a notice of an annual general meeting to include details of:

(a) declaring of a dividend;

(b) the consideration of accounts;

(c) the reports of the Directors and auditor; or

(d) the appointment and fixing of the remuneration of the auditor.

17.6 The non-receipt of a notice of a general meeting by a Member or the accidental omission to give such a notice to a Member shall not invalidate any resolution passed at any such meeting.

17.7 If all the Members of the Company have signed a document containing a statement that they are in favour of a prescribed resolution in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a general meeting of the Company held on the day on which the document was signed by the last Member and where a document is so signed:

(a) the Company shall be deemed to have held a general meeting at that time on the day; and

(b) the document shall be deemed to constitute a minute of that meeting.

17.8 Clause 17.7 shall not apply unless the document has been signed by each person who was a Member of the Company at the time when the document was last signed.

17.9 For the purposes of clause 17.7:

(a) two or more separate documents containing statements in identical terms each of which is signed by one or more Members shall together be deemed to constitute one document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents; and

(b) an electronically transmitted facsimile copy of a document, the original of which in the opinion of the Secretary has been apparently signed by a Member, is deemed to be a document signed by that Member; and

(c) a prescribed resolution is a resolution that is required by or permitted by the Corporations Act or this Constitution to be passed at a general meeting of the Company and includes a resolution appointing a Director or auditor or approving of or agreeing to any act, matter or thing.

17.10 Where the Company has only one Member and the Member records the Member's decision to a particular effect, the recording of the decision counts as the passing by the Member of a resolution to that effect in accordance with section 249B of the Corporations Act and a record made has effect as a minute of the passing of the resolution.

18. PROCEEDINGS AT GENERAL MEETINGS

18.1 The Company may hold a meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

18.2 No business shall be transacted at any general meeting unless a Quorum is present at the time when the meeting proceeds to business.

18.3 If a Quorum is not present within two hours after the time appointed for the meeting:

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(a) the meeting will be adjourned to the next Business Day;

(b) the time and place of (or method of conducting, if applicable) the adjourned meeting will be the same as for the first meeting; and

(c) the Company will endeavour to contact the Members who were not present at the first meeting to advise them of the adjourned meeting.

18.4 If a Quorum is not present within two hours after the time appointed for any adjourned meeting under this clause, the meeting will keep being adjourned in accordance with clause 18.3 until a Quorum is present.

18.5 A Quorum does not lapse if a Member is prohibited by law, this Constitution, or any other document to which a Member is bound, from being present at all or part of a general meeting.

18.6 If the Directors have elected one of their number as chairperson of their meetings, that person shall preside as chairperson at every general meeting of the Company.

18.7 Where a general meeting is held and:

(a) a chairperson has not been elected as provided by clause 18.6; or

(b) the chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act,

the Members present shall elect one of their number to be chairperson of the meeting.

18.8 The chairperson may with the consent of any meeting at which a Quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but so that:

(a) no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place; and

(b) when a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

18.9 Except as provided by clause 18.8, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

18.10 At any general meeting a resolution put to the vote of the meeting shall be decided by a poll.

18.11 The number of votes that Members have is to be calculated as at midnight before the poll.

18.12 A poll shall be taken in such manner as the chairperson directs and the result of the poll shall be the resolution of the relevant meeting.

18.13 In the case of an equal number of votes, the chairperson of the meeting shall not have a casting vote.

18.14 Subject to any rights or restrictions for the time being attached to any class or classes of Shares:

(a) at meetings of Members or classes of Members each Member entitled to vote may vote in person or by proxy or attorney; and

(b) on a poll every person present in person or by proxy or attorney has one vote for each Share the person holds.

18.15 In the case of joint holders the vote of the Member whose name stands first in the Register shall be accepted to the exclusion of the vote of any other joint holder.

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18.16 If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with under the law relating to mental health, the person's committee or trustee or such other person as properly has the management of the person's estate may exercise any rights of the Member in relation to a general meeting as if the committee, trustee or other person were the Member.

18.17 In the case of a dispute as to the admission or rejection of a vote, the chairperson of the meeting shall decide the matter and the chairperson's decision is final and conclusive.

18.18 A Member is not entitled to vote at a general meeting unless all calls and other sums presently payable by the Member in respect of Shares in the Company have been paid.

18.19 An objection may be raised to the qualification of a vote only at the meeting or adjourned meeting at which the vote objected to is given or tendered and:

(a) any such objection shall be referred to the chairperson of the meeting whose decision is final; and

(b) a vote not disallowed pursuant to such an objection is valid for all purposes.

18.20 An instrument appointing a proxy shall be in writing under the hand or seal of the appointor or of the person's attorney duly authorised in writing.

18.21 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.

18.22 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

18.23 An instrument appointing a proxy shall be in substantially the same form as the following:

(NAME OF COMPANY)

I/We, , of , being a Member/Members of the above-named Company, hereby appoint , of or, in his/her absence , of as my/our proxy to vote for me/us on my/our behalf at the *annual general *general meeting of the Company to be held on the day of 20 and at any adjournment of that meeting.

This form is to be used *in favour of *against the resolution.

Signed this day of 20

* Strike out whichever is not desired.

To be inserted if desired.

18.24 An appointment of a proxy may be a standing one.

18.25 The appointment of a proxy may specify the proportion or number of votes that the proxy may exercise.

18.26 An instrument appointing a proxy shall not be treated as valid unless the instrument and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority is or are deposited not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote at the registered office of the Company or at such other place within Australia as is specified for that purpose in the notice convening the meeting.

18.27 Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if before the proxy votes:

(a) the appointing Member dies;

(b) the Member is mentally incapacitated;

(c) the Member revokes the proxy's appointment;

(d) the Member revokes the authority under which the proxy was appointed by a third party; or

(e) the Member transfers the Share in respect of which the proxy was given.

18.28 Notwithstanding any other provision of this clause 18, a proxy is to be deemed validly received by the Company if received in any manner authorised by section 250B of the Corporations Act.

19. APPOINTMENT AND REMOVAL OF DIRECTORS

19.1 Until otherwise determined by a general meeting the number of Directors shall not be less than ONE nor more than TWENTY.

19.2 A Director must be a natural person.

19.3 Subject to clause 19.7, the Directors and every Director appointed under this Constitution shall hold office until they are removed or until their office shall become vacant pursuant to this Constitution or pursuant to the Corporations Act.

19.4 Subject to the Shareholders' Agreement, the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, PROVIDED THAT that the total number of Directors does not at any time exceed the number determined in accordance with this Constitution.

19.5 Subject to the Shareholders' Agreement, the Company may by ordinary resolution:-

(a) remove any Director before the expiration of the Director's term of office, and may appoint another person in the removed Director's stead;

(b) appoint a person as a Director.

19.6 A Director shall not be required to hold any Share or Shares and is not subject to retirement by rotation.

19.7 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act, the office of a Director becomes vacant if the Director:

(a) becomes bankrupt;

(b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

(c) resigns the person's office by notice in writing to the Company;

(d) is absent without the consent of the Directors from meetings of the Directors held during a period of six months.

19.8 If a person is the only Director and the only Member of the Company and that person:

(a) dies or becomes incapacitated and a personal representative or trustee is appointed to administer the person's estate or property; or

(b) becomes an insolvent under administration or bankrupt,

then the personal representative or trustee (as the case may be) may appoint a person as the Director of the

Company.

20. POWERS AND DUTIES OF DIRECTORS

20.1 Subject to the Corporations Act and to any other provision of this Constitution, the business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and forming the Company and may exercise all such powers of the Company as are not, by the Corporations Act or the Constitution, required to be exercised by the Company in general meeting.

20.2 Without limiting the generality of clause 20.1, the Directors may exercise all the powers of the Company to borrow money, to charge any property or business of the Company or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

20.3 All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any Director or in such other manner as the Directors may determine.

21. CONFLICT OF INTEREST

21.1 Notwithstanding any rule of law to the contrary or the holding by a Director of any office in the Company or in any other company or any other interest, a Director may:

(a) hold any office or position of profit (except that of auditor) in the Company or in any company in which the Company is a shareholder or is otherwise interested;

(b) in any capacity enter into a contract, arrangement or understanding with the Company;

(c) retain for the Director's own benefit any profit arising from any other office or position of profit or from any contract, arrangement or understanding;

(d) help to constitute a quorum and vote at any meeting of Directors convened to deal with any contract, arrangement or understanding; or

(e) sign or witness the affixing of the Seal on any contract or other document in which the Director has an interest, whether directly or indirectly.

21.2 No contract, arrangement or understanding shall be avoided or rendered voidable by reason that the Director is or may be interested in that contract, arrangement or understanding within the meaning of section 191 of the Corporations Act or otherwise.

21.3 No Director shall be liable to account to the Company for any profit realised by the person from any contract, arrangement or understanding.

21.4 Subject to section 191(5) of the Corporations Act, a Director entering into a contract, arrangement or understanding shall disclose the person's interest in that contract, arrangement or understanding in the manner mentioned in section 191 of the Corporations Act PROVIDED THAT failure to make or record that disclosure shall not operate to avoid or render voidable that contract, arrangement or understanding.

22. MEETINGS OF DIRECTORS

22.1 The Directors may meet together either in person or by conference telephone, closed circuit television or other form of instantaneous communication for the dispatch of business and adjourn and otherwise regulate their meetings as they determine.

22.2 A Director may at any time, and a Secretary shall on the request of a Director, convene a meeting of the Directors.

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22.3 The person convening a meeting of Directors shall give notice of the meeting to each Director by delivering or posting the notice or by sending the notice by facsimile or email to the last address or number provided by the Director.

22.4 If any Director considers that a meeting of the Directors is required upon short notice for consideration of urgent business, notice of such meeting and of the general nature of the business for discussion at the meeting may be given by telephone to each Director at the Director's last telephone number provided by the Director.

22.5 Subject to this Constitution:

(a) questions arising at a meeting of Directors shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Directors;

(b) where the Company is a wholly owned subsidiary of a holding company, any Director of the Company shall be expressly authorised to act in the best interests of that holding company in accordance with section 187(a) of the Corporations Act.

22.6 The Directors shall elect one of their number as chairperson of their meetings and may determine the period for which the chairperson is to hold office.

22.7 In the case of an equal number of votes, the chairperson of the meeting shall not have a casting vote.

22.8 Two (2) Directors constitute a quorum at a meeting of Directors unless:

(a) the Directors at any time determine that a greater number of Directors must be present to constitute a quorum; or

(b) the Company has only one Director, in which case that Director alone constitutes a quorum.

22.9 Subject to the Shareholders' Agreement, in the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act PROVIDED THAT if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of:

(a) increasing the number of Directors to a number sufficient to constitute such a quorum; or

(b) convening a general meeting of the Company.

22.10 The Directors may delegate any of their powers to a committee or committees consisting of such of their number as they determine.

22.11 The members of a committee may elect one of their number as a chairperson of their meetings and in the case of an equal number of votes, the chairperson shall not have a casting vote.

22.12 A committee may meet and adjourn as it thinks proper and the committee shall exercise the powers delegated to it in accordance with the directions of the Directors.

22.13 Questions arising at a meeting of a committee shall be determined by a majority of votes of the members of the committee present and voting.

22.14 Where either a meeting of Directors or of a committee is held and:

(a) a chairperson has not been elected as provided for in clause 22.6 and 22.11 (as the case may be); or

(b) the chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors or members of the committee present may elect one of their number to be chairperson of the meeting.

22.15 The Directors may pass a resolution without holding a Directors' meeting if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

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22.16 Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. An electronically transmitted facsimile copy of a document, the original of which in the opinion of the Secretary has been apparently signed by a Director, is deemed to be a document signed by that Director for these purposes.

22.17 A statement sent electronically by a Director to an agreed electronic address that he or she is in favour of a specified resolution is deemed to be a document containing that statement and duly signed by the Director at the time when the statement is received at the agreed electronic address.

22.18 A resolution is passed pursuant to clause 22.15 when the last Director signs it.

22.19 If the Company has only one Director, the Director may pass a resolution by recording the resolution and signing the record.

22.20 All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director are valid as if the person had been duly appointed and was qualified to be a Director or to be a member of the committee notwithstanding that:

(a) it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of the committee or to act as a Director; or

(b) a person so appointed was disqualified.

23. ALTERNATE DIRECTORS

23.1 Each Director (other than an Alternate Director) may appoint a person to act as an Alternate Director.

23.2 The appointment of an Alternate Director:

(a) must be made by notice given by the appointing Director to the Company and the Members (such appointment will be effective on the later of such notice having been so given and such time as set out in such notice); and

(b) may be for a specified period, until the appointment is revoked, or until the appointing Director is removed or resigns, whichever occurs first and the appointing Director must provide notice of the termination of the office of the Alternate Director to the Company and the Members.

23.3 Each Alternate Director has all the powers and duties of a Director (to the extent the Director who appointed the Alternate Director has not exercised or performed them or they have not been limited by the instrument appointing the Alternate Director) when acting as an alternate to his or her appointing Director, including the right to attend and vote at Board meetings but excluding the power to appoint an Alternate Director. These powers and duties are in addition to any other powers and duties the Alternate Director may have and owe.

23.4 An Alternate Director is entitled to notice of meetings of the Directors and, if the appointor is not present at such a meeting, is entitled to attend and vote in the appointer's stead.

23.5 An Alternate Director is not required to have any Share qualification.

23.6 An Alternate Director appointed under the provisions of this clause whilst acting as a Director, is responsible to the Company for his or her own acts and defaults, and the appointing Director is not responsible for those acts or defaults.

24. APPOINTMENT AND TERMINATION OF MANAGING DIRECTOR

24.1 Subject to this Constitution and the Shareholders' Agreement, the Directors may from time to time appoint one or more of their number to the office of Managing Director for such period and on such terms as they determine in their absolute discretion and, subject to the terms of any agreement entered into in a particular case, may revoke any such appointment.

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24.2 The term of the appointment of any Managing Director shall terminate automatically if that person ceases to be a Director for any reason.

25. POWER OF ATTORNEY

25.1 The Directors may, by power of attorney, appoint a person or persons, jointly or severally, to be the attorney of the Company:

(a) with powers not exceeding those conferred on the Directors by this Constitution; and

(b) for the purposes and on such terms and conditions as the Directors determine when making the appointment.

25.2 An attorney may be, but need not be, a Director or a Member.

25.3 A power of attorney document may:

(a) contain provisions for the protection or convenience of persons dealing with the attorney as the Directors determine; and

(b) authorise the attorney to delegate any power for the time being vested in the attorney.

26. SECRETARY

26.1 The Company need not appoint a Secretary.

26.2 If the Company does appoint a Secretary, that person holds office on such terms and conditions, as to remuneration and otherwise, as the Directors determine.

27. MINUTES

27.1 The Directors shall ensure that minutes of all proceedings of general meetings and of meetings of Directors are entered in books kept for that purpose within 1 month after the relevant meeting is held.

27.2 A copy of the minutes of each general meeting must be given to each Member (not just those Members who attended the meeting to which the minutes relate) as soon as practicable, but no later than 14 days after the Members' meeting.

27.3 Except in the case of documents that are deemed to be minutes by virtue of the provisions of this Constitution, minutes shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

28. COMPANY SEAL AND EXECUTION OF INSTRUMENTS

28.1 The Company need not have a Seal.

28.2 If the Company has a Seal, the Directors must provide for the safe custody of the Seal.

28.3 The Seal of the company may not be affixed to any instrument except by the authority of a resolution of the Directors or a committee of the Directors duly authorised by the Directors.

28.4 Every instrument to which the Seal is affixed must be signed as a witness by at least 1 Director and signed as a counterwitness by another Director, Secretary or another person appointed by the Directors to witness that document

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PROVIDED THAT the same person is unable to sign in the dual capacities of Director or Secretary and PROVIDED

FURTHER THAT if 1 person is the only Director of the Company the Seal may be affixed in the presence of that person only and the sole Director must:

(a) witness the use of the seal; and

(b) state next to the signature that the person witnesses the sealing in the capacity of sole Director of the Company.

28.5 The company may execute instruments without the Seal by:

(a) two (2) Directors signing the instrument; or

(b) a Director and the Secretary (if applicable) signing the instrument PROVIDED THAT the same person is unable to sign in the dual capacities of Director and Secretary; or

(c) if 1 person is the only Director of the Company, the instrument may be signed by that person only and the person must state next to the person's signature that the person signs in the capacity of sole Director of the Company.

28.6 Nothing in this clause 28 shall limit the ways in which the Company may execute documents.

29. INSPECTION OF RECORDS

29.1 Subject to the Corporations Act, the Directors shall determine whether and to what extent and at what time and places and under what conditions the accounting records and other documents of the Company or any of them will be open to the inspection of Members and other persons.

29.2 A Member or other person (not being a Director):

(a) has no right to inspect any documents of the Company, except as conferred by the Corporations Act or any other law or except as authorised by the Directors; and

(b) is not entitled to require, demand or receive any information concerning the business, trading or customers of the Company or any trade secret or secret process or other intellectual property belonging to or used by the Company.

30. DIVIDENDS AND RESERVES

30.1 Subject to the Shareholders' Agreement, the Directors may determine that a dividend is payable and fix:

(a) the amount;

(b) the time of payment; and

(c) the method of payment.

30.2 If the terms of issue of any Shares include an entitlement to preferential dividends, the Directors may pay preferential dividends on those Shares in accordance with the terms of issue of those Shares.

30.3 A dividend may only be paid out of profits of the Company. A declaration by the Directors as to the amount of profits available for dividends is conclusive evidence of the amount so available.

30.4 Interest is not payable on any dividend or any other monies payable on or in respect of a Share.

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30.5 The Directors may deduct from any dividend payable to a Member all money (if any) presently payable by the Member to the Company on account of calls (where Shares have been issued partly paid) or otherwise in relation to Shares held by the Member.

30.6 A transfer of Shares does not pass the right to any dividend determined or fixed to be payable on those Shares before registration of the transfer of those Shares.

30.7 The holders of Shares on which the full amount of the issue price has been paid are entitled to participate equally in any dividends payable on the Shares, subject to any special rights attaching to any Shares.

30.8 The holders of partly paid Shares are entitled to participate in any dividends payable in proportion to the amounts paid on the Shares at the time fixed for payment of the dividend. An amount paid on a Share in advance of calls is deemed, for the purpose of this clause, not to have been paid.

30.9 Any Shares having special rights to dividends are entitled to participate in dividends payable in accordance with the terms of issue of those Shares.

30.10 The methods of payment of dividends may include payment of cash, the issue of Shares, the grant of options and the transfer of assets and the Directors may determine that any particular method of payment applies:

(a) to all or any part of any dividend payable; and/or

(b) in relation to all or some of the Shares on which the dividend is payable.

30.11 Any dividend (or part of a dividend) payable in cash may be paid by cheque, by electronic transfer or in such other manner as the Directors may determine.

30.12 If a dividend (or part dividend) is paid otherwise than in cash, the Directors may for the purpose of giving effect to the payment in a manner that is fair as between all Members:

(a) issue Shares, notes or debentures in fractions;

(b) fix the value of any specific assets;

(c) determine that cash payments will be made to any Members on the value fixed for any specific assets;

(d) vest any specific assets in trustees; or

(e) settle any difficulty which arises in relation to the payment.

30.13 The Directors may:

(a) before determining or recommending a dividend, set aside reserves out of the profits of the Company, to be applied for any purpose for which the profits of the Company may be properly applied, and use the reserves in the business of the Company or invest the reserves in such investments as the Directors determine; and

(b) carry forward so much of the profits of the Company as the Directors think ought not be distributed as dividends, without transferring these profits to a reserve.

31. CAPITALISATION OF PROFITS

31.1 The Directors may capitalise profits to:

(a) pay up any amount unpaid on issued Shares; and

(b) pay up Shares to be issued to Members as fully paid bonus Shares.

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31.2 The Directors may do anything necessary to give effect to a capitalisation and, in particular, to the extent necessary to adjust the rights of the Members among themselves may:

(a) issue Shares in fractions or make cash payments in cases where Shares become issuable in fractions; and

(b) settle any difficulty which arises in regard to the application or distribution of the capitalised sum.

32. AUDITOR

32.1 If the Company has an auditor, the auditor or the auditor's agent authorised in writing for the purpose is entitled to:

(a) attend general meetings of the Company;

(b) receive all notices of and other communications relating to general meetings which a Member is entitled to received; and

(c) speak at any general meeting which the auditor attends on any part of the business of the meeting which concerns the auditor in that capacity.

32.2 Any auditor appointed or the agent of an appointed auditor shall not have the right to vote at a general meeting of the Company.

33. NOTICE

33.1 A notice may be given by the Company to any Member either by:

(a) serving it on the person personally;

(b) sending it by post to the person at their address as shown in the Register or the address supplied by the person to the Company for the giving of notices to the person;

(c) sending it to the fax number or electronic address (if any) nominated by the Member; or

(d) any other means that this Constitution permits.

33.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice and to have been effected, in the case of a notice of a meeting, 3 days after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.

33.3 Where a notice is sent by fax or other electronic means, in the case of a notice of a meeting, it is taken to be given on the Business Day after it is sent.

33.4 A notice may be given by the Company to the joint holders of a Share by giving the notice to the joint holder first named in the Register in respect of that Share.

33.5 A notice may be given by the Company to a person entitled to a Share in consequence of the death or bankruptcy of a Member by serving it personally or by sending it to the person by post addressed to the person by name or by the title of representative of the deceased or trustee of the bankrupt or by any like description at the address (if any) within Australia supplied for the purpose by the person or, if such an address has not been supplied, at the address to which the notice might have been sent if the death or bankruptcy had not occurred.

34. WINDING UP

34.1 Subject to this Constitution and the rights or restrictions attached to any Shares or class of Shares:

(a) if the Company is wound up and the property of the Company available for distribution among the members is more than sufficient to pay:

4-4-2011

(i) all the debts and liabilities of the Company; and

(ii) the costs, charges and expenses of the winding up,

the excess must be divided among the members in proportion to the number of Shares held by them, irrespective of the amounts paid or credited as paid on the Shares;

(b) for the purpose of calculating the excess referred to in clause 34.1(a), any amount unpaid on a Share is to be treated as property of the Company;

(c) the amount of the excess that would otherwise be distributed to the holder of a partly paid Share under clause 34.1(a) must be reduced by the amount unpaid on that Share at the date of the distribution; and

(d) if the effect of the reduction under clause 34.1(c) would be to reduce the distribution to the holder of a partly paid Share to a negative amount, the holder must contribute that amount to the Company.

34.2 If the company is wound up, the liquidator may, with the sanction of a Special Resolution:

(a) divide among the members the whole or any part of the company's property; and

(b) decide how the division is to be carried out as between the Members or different classes of Members.

34.3 A division under clause 34.2(a) need not accord with the legal rights of the Members and, in particular, any class may be given preferential or special rights or may be excluded altogether or in part.

34.4 Where a division under clause 34.2(a) does not accord with the legal rights of the Members, a Member is entitled to dissent and to exercise the same rights as if the Special Resolution sanctioning that division were a Special Resolution passed under section 507 of the Corporations Act.

34.5 If any of the property to be divided under clause 34.2(a) includes securities with a liability to calls, any person entitled under the division to any of the securities may, within 10 days after the passing of the Special Resolution referred to in clause 34.2(a), by written notice direct the liquidator to sell the person's proportion of the securities and account for the net proceeds. The liquidator must, if practicable, act accordingly.

34.6 Nothing in clause 34.2 to 34.5 inclusive takes away from or affects any right to exercise any statutory or other power which would have existed if clause 34.2 to 34.5 were omitted.

35. INDEMNITY OF OFFICERS, AUDITORS OR AGENTS

35.1 Subject to the Corporations Act and clauses 35.2 and 35.3, every officer, auditor or agent of the Company shall be indemnified out of the property of the Company against any liability incurred by the person in the person's capacity as officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in the person's favour or in which the person is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Corporations Act, granted to the person by the Court.

35.2 An officer, auditor or agent of the Company is not entitled to be indemnified under clause 35.1 against any of the following liabilities incurred as an officer, auditor or agent of the Company:

(a) a liability owed to the Company or a related body corporate;

(b) a liability for a pecuniary penalty order under section 1317G or a compensation order under section 1317H of the Corporations Act; or

(c) a liability that is owed to someone other than the Company or a related body corporate and did not arise out of conduct in good faith.

4-4-2011

35.3 An officer, auditor or agent of the Company is not entitled to be indemnified out of the assets of the Company against legal costs incurred by that person if the costs are incurred:

(a) in defending or resisting proceedings in which the person is found to have liability for which they could not be indemnified under clause 35.1; or

(b) in defending or resisting criminal proceedings in which the person is found guilty; or

(c) in defending or resisting proceedings brought by the Australian Securities and Investments Commission ("ASIC") or a liquidator for a court order if the grounds for making the order are found by the court to have been established PROVIDED THAT such costs are not incurred as part of an investigation on the part of ASIC or a liquidator before commencing proceedings for a court order; or

(d) in connection with proceedings for relief to the person under the Corporations Act in which the court denies the relief.

35.4 The Directors may authorise the Company to enter into any insurance policy for the benefit of any officer, auditor or agent of the Company to the extent permitted by law and on such terms as the Directors approve.

36. SHARE RIGHTS

The rights, privileges and conditions attaching to the said ORDINARY shares shall be as set out in this Rule.

36.1 Voting Rights

The said ORDINARY shares shall entitle the holder or holders thereof to receive notice of meetings and shall confer upon any holder thereof, when present in person or by proxy or by attorney at any general meeting of the Company the right to cast one (1) vote for each share held.

36.2 Dividends

The said ORDINARY shares shall confer upon the holder or holders thereof the rights to payment of such dividends as the Directors may from time to time recommend and as the Company may pursuant to these Articles declare.

4-4-2011

Share Certificate Register

Certificate #	Shareholder	Distinctive Number of Shares	Actual Shares Issued

Updated 28/01/11

Basgas Pty Ltd
PO Box 1100
West Perth WA 6872

Balance Sheet

As of June 2010

25/03/2011
8:34:04 AM

Assets
Current Assets

Total Current Assets

Total Loans to Subsidiaries

Total Investment in Subsidiaries

Total Incoporation Costs
Total Assets

Liabilities

Total Current Liabilities
Long Term Liabilities

Total Long Term Liabilities
Total Liabilities

Net Assets

Equity

Current Year Earnings
Total Equity

Basgas Pty Ltd
PO Box 1100
West Perth WA 6872

Profit & Loss Statement

July 2009 through June 2010

14/02/2011
10:03:54 AM

Income

Total Income

Cost of Sales

Total Cost of Sales

Gross Profit

Expenses

Total Accounting Compliance
Office Costs

Total Office Costs
Travel

Total Travel
Employment Expenses

Total Expenses

Operating Profit

Other Income
Interest Income
Total Other Income

Other Expenses

Net Profit / (Loss)

Basgas Pty Ltd
PO Box 1100
West Perth WA 6872

Profit & Loss Statement

July 2010 through December 2010

16/02/2011
8:39:02 AM

Income

Total Income

Cost of Sales

Total Cost of Sales

Gross Profit

Expenses

Total Accounting/Compliance
Office Costs

Total Office Costs
Travel

Total Travel
Employment Expenses

Total Employment Expenses
Total Expenses

Operating Profit

Other Income
Interest Income
Total Other Income

Other Expenses

Net Profit / (Loss)

Basgas Pty Ltd

Profit & Loss Statement

July 2010 through December 2010

16/02/2011
8:39:03 AM

Basgas Pty Ltd
PO Box 1100
West Perth WA 6872

Balance Sheet

As of December 2010

16/02/2011
8:38:10 AM

Assets
Current Assets

Total Current Assets

Loans to Subsidiaries

Investment in Subsidiaries

Total Investment in Subsidiaries

Total Incoporation Costs
Total Assets

Liabilities

Total Current Liabilities
Long Term Liabilities

Total Long Term Liabilities
Total Liabilities

Net Assets

Equity

Basgas Pty Ltd

Balance Sheet

As of December 2010

16/02/2011
8:38:10 AM

Current Year Earnings	
Total Equity	

Van:

Verzonden: donderdag 31 maart 2011 16:40

Aan: SodM algemeen;

Onderwerp: adviesaanvraag aanvraag opsporingsvergunning koolwaterstoffen zuid Noord-Brabant

Beste collega's,

Vandaag is ontvangen van Basgas Energia Netherlands BV een aanvraag opsporingsvergunning koolwaterstoffen voor het gebied (door mij vooralsnog genoemd) zuid Noord-Brabant. Graag ontvang ik daarover uw advies. De Commissie Beoordeling Nieuwe Mijnbouwmaatschappijen zal ik eveneens bijeen roepen.
Ik heb de aanvraag geplaatst op de Y-schijf.

Met vriendelijke groet,

Ministerie van Economische Zaken, Landbouw en Innovatie
DGETM / Directie Energiemarkt
Bezuidenhoutseweg 30
Postbus 20101
2500 EC Den Haag
telefoon:
fax:
e-mail:

Ministerie van Economische Zaken,
Landbouw en Innovatie

33.

Retouradres Postbus 20101 2500 EC Den Haag

TNO, Adviesgroep EZ
t.a.v.
Postbus 80015
3508 TA Utrecht

Directoraat-generaal voor Energie, Telecom en Markten
Directie Energiemarkt

Bezoekadres
Bezuidenhoutseweg 30
2594 AV Den Haag

Postadres
Postbus 20101
2500 EC Den Haag

Factuuradres
Postbus 16180
2500 BD Den Haag

T 070 379 8911 (algemeen)
www.rijksoverheid.nl/ez

Behandeld door

Datum 01 APR 2011

Betreft adviesaanvraag aanvraag opsporingsvergunning koolwaterstoffen gebied zuid Noord Brabant

Ons kenmerk
EM/EM/ 11049478

Bijlage(n)
2 x CD

Geachte

Bas Gas Energia Netherlands BV heeft, per schrijven van 25 maart 2011, ontvangen op 31 maart 2011, een aanvraag ingediend voor een opsporingsvergunning voor koolwaterstoffen in een gebied dat ik vooralsnog heb aangeduid als zuid Noord Brabant. De 2 CD's met daarop de complete aanvraag, inclusief boorgatmetingen, heb ik bijgesloten. Wanneer prijs wordt gesteld op de uitdraai van de boorgatmetingen kan ik u die separaat per post doen toekomen.

Graag ontvang ik zo spoedig mogelijk van u, maar uiterlijk 1 week na dagtekening van deze brief, een gebiedsbeschrijving van deze aanvraag en uitsluitsel over de naamgeving van het gebied, zodat ik de publicatie van de uitnodiging voor het indienen van concurrerende aanvragen in het Publicatieblad van de EU en de Staatscourant kan verzorgen.

Indien u van mening bent dat de aanvraag onvoldoende informatie bevat om de Minister van Economische Zaken, Landbouw en Innovatie te kunnen adviseren ontvang ik graag zo spoedig mogelijk, maar uiterlijk 4 weken na dagtekening van deze brief uw reactie

Indien de aanvraag voldoende informatie bevat vraag ik u mij binnen 1 week na afloop van de publicatietermijn advies uit te brengen over de geologische onderbouwing en het werkprogramma van deze vergunningaanvraag

Een bijeenkomst van de Beoordelingscommissie Nieuwe Mijnbouwmaatschappijen zal ik organiseren

Met vriendelijke groet,

Van:
Verzonden: donderdag 7 april 2011 12:28
Aan:
CC:
Onderwerp: gebiedsbeschrijving De Kempen
Bijlagen: pre-advies_De Kempen.doc; ATT00001.txt

Hoi

Bijgaand de gebiedsbeschrijving voor de aanvraag van Basgas Energia Netherlands B.V.
Gezien de ligging van het aangevraagde gebied lijkt de naam "De Kempen" geschikt
(de door Basgas gebruikte naam "Campine" is daar ook waarschijnlijk de Australische verbastering van).

groeten,

==========

[redacted] TNO innovation for life [redacted]

Advisory Group for Economic Affairs (AGE)

Apeldoorn
room 17-166
Utrecht
room 2.069

Tel
Mail:

Aanvraag opsporingsvergunning De Kempen (koolwaterstoffen)

Het gebied ligt in de provincies Noord-Brabant en Zeeland en wordt als volgt begrensd:

a. De rechte lijnen tussen de puntenparen 1-2, 2-3, 3-4, 4-5 en 5-6;

b. Vervolgens de rechte lijn van het punt 6 over het punt 7 tot het punt waar deze lijn de rijksgrens snijdt;

c. Vervolgens vanaf het onder b genoemde snijpunt de rijksgrens tot het snijpunt met de rechte lijn van het punt 9 over het punt 8;

d. Vervolgens vanaf het onder c genoemde snijpunt de rechte lijn over het punt 8 tot het punt 9;

e. Vervolgens de rechte lijnen tussen de puntenparen 9-10, 10-11, 11-12, 12-13, 13-14 en 14-1.

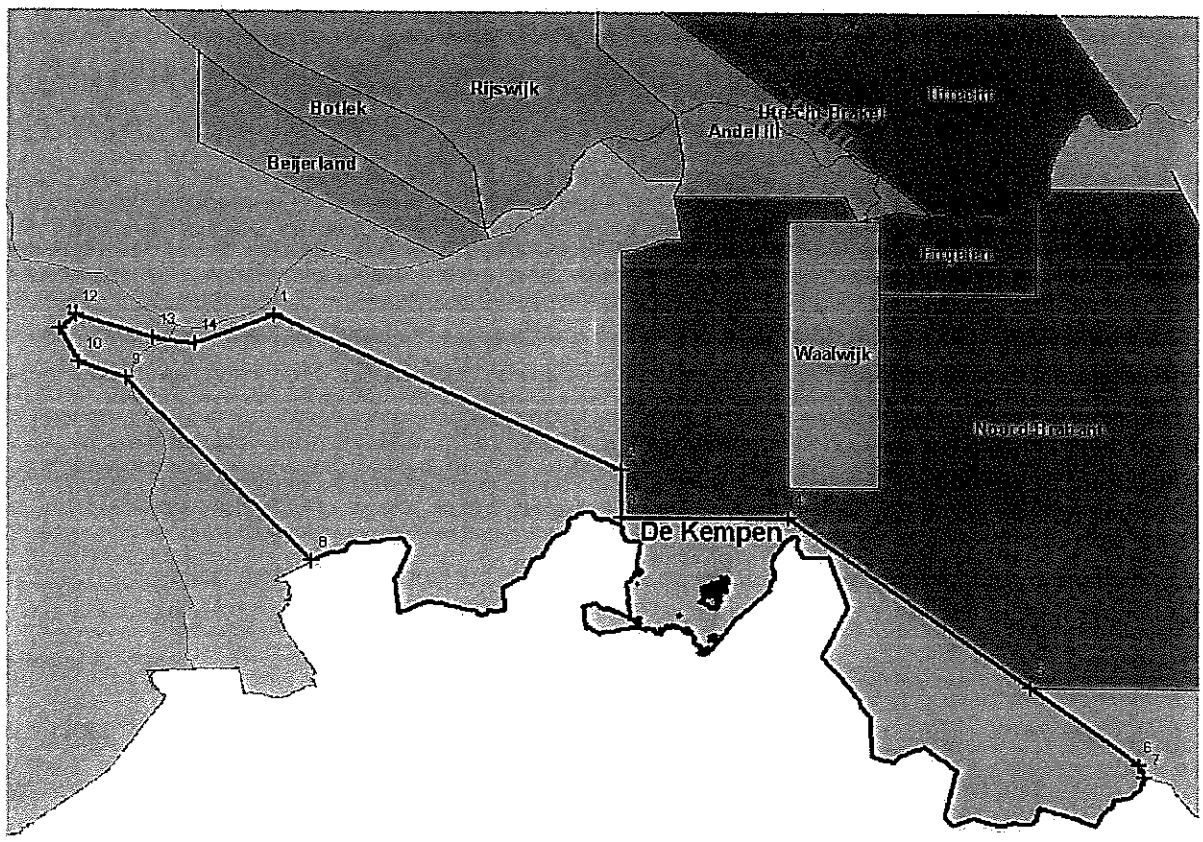
Van het hierboven omschreven gebied maken de Belgische enclaves binnen Nederlands grondgebied geen deel uit.

De coördinaten van de vermelde punten zijn:

Punt	X	Y
1	84910,00	407960,00
2	115338,00	394385,00
3	115338,00	390264,00
4	130074,00	390264,00
5	151430,00	375600.00
6	161200,00	368960,00
7	161687,62	367888,20
8	88243,54	386478,77
9	71645,00	402275,00
10	67600,00	403630,00
11	65910,00	406575,00
12	67295,00	407795,00
13	74125,00	405795,00
14	77895,00	405370,00

De coördinaten zijn vermeld volgens het stelsel van de Rijksdriehoeksmeting (RD).

Op basis van deze grensbeschrijving is de oppervlakte 1042 km^2.


Rijswijk
Botlek
Beijerland
Utrecht
Andel III
Frogtan
Waalwijk
Noord-Brabant
De Kempen
12
13
14
1
10
9
8
6
7

35

Van:
Verzonden: donderdag 7 april 2011 15:12
Aan: SodM algemeen;
Onderwerp: naamswijziging vergunningaanvraag
Urgentie: Hoog
Bijlagen: pre-advies_De Kempen.doc; ATT00001.txt

Beste adviseurs,

De naam die ik had gegeven aan de door Bas Gas aangevraagde vergunning (Zuid Noord- Brabant) is gewijzigd in "De Kempen". Ik vraag u deze naamswijziging ook in uw systeem door te voeren.

Met vriendelijke groet,

Ministerie van Economische Zaken, Landbouw en Innovatie
DGETM / Directie Energiemarkt
Bezuidenhoutseweg 30
Postbus 20101
2500 EC Den Haag
telefoon:
fax:
e-mail:

Van:
Verzonden: donderdag 7 april 2011 12:28
Aan:
CC:
Onderwerp: gebiedsbeschrijving De Kempen

Hoi

Bijgaand de gebiedsbeschrijving voor de aanvraag van Basgas Energia Netherlands B.V.
Gezien de ligging van het aangevraagde gebied lijkt de naam "De Kempen" geschikt
(de door Basgas gebruikte naam "Campine" is daar ook waarschijnlijk de Australische verbastering van).

groeten,

==========

TNO innovation for life

Advisory Group for Economic Affairs (AGE)

Apeldoorn

Utrecht

Tel
Mail:

Page 1 of 1

Van:
Verzonden: vrijdag 6 april 2012 14:53
Aan:
CC:
Onderwerp: tbv EU: uitnodiging voor het indienen van concurrerende aanvragen voor een opsporingsvergunning voor koolwaterstoffen in het gebied De Kempen
Urgentie: Hoog
Bijlagen: ATLAS-#11053723-v1-tbv_EU__uitnodiging_voor_het_indienen_van_concurrerende_aanvragen_voor_een_opsporingsvergunning_voor_koolwaterstoffen_in_het_gebied_De_Kempen.DOC

Dag

Bijgevoegde uitnodiging graag zsm laten publiceren in het Publicatieblad van de EU

Alvast hartelijk dank en een goed weekend.

Ministerie van Economische Zaken, Landbouw en Innovatie
DGETM / Directie Energiemarkt
Bezuidenhoutseweg 30
Postbus 20101
2500 EC Den Haag
tele [illegible]
fax:
e-mail:

PROCEDURES IN VERBAND MET DE UITVOERING VAN HET GEMEENSCHAPPELIJK MEDEDINGINGSBELEID

EUROPESE COMMISSIE

Mededeling van de minister van Economische Zaken, Landbouw en Innovatie van het Koninkrijk der Nederlanden op grond van artikel 3, lid 2, van Richtlijn 94/22/EG van het Europees Parlement en de Raad betreffende de voorwaarden voor het verlenen en het gebruik maken van vergunningen voor de prospectie, de exploratie en de productie van koolwaterstoffen

(2011/C 174/07)

De minister van Economische Zaken, Landbouw en Innovatie deelt mee dat een aanvraag voor een opsporingsvergunning voor koolwaterstoffen is ontvangen voor een gebied, genaamd De Kempen.

Het gebied ligt in de provincies Noord-Brabant en Zeeland en wordt als volgt begrensd:

a) de rechte lijnen tussen de puntenparen 1-2, 2-3, 3-4, 4-5 en 5-6;

b) vervolgens de rechte lijn van het punt 6 over het punt 7 tot het punt waar deze lijn de rijksgrens snijdt;

c) vervolgens vanaf het onder b) genoemde snijpunt de rijksgrens tot het snijpunt met de rechte lijn van het punt 9 over het punt 8;

d) vervolgens vanaf het onder c) genoemde snijpunt de rechte lijn over het punt 8 tot het punt 9;

e) vervolgens de rechte lijnen tussen de puntenparen 9-10, 10-11, 11-12, 12-13, 13-14 en 14-1.

Van het hierboven omschreven gebied maken de Belgische enclaves binnen Nederlands grondgebied geen deel uit.

De coördinaten van de vermelde punten zijn:

Punt	X	Y
1	84910.00	407960.00
2	115338.00	394385.00
3	115338.00	390264.00
4	130074.00	390264.00
5	151430.00	375600.00
6	161200.00	368960.00
7	161687.62	367888.20
8	88243.54	386478.77
9	71645.00	402275.00
10	67600.00	403630.00
11	65910.00	406575.00
12	67295.00	407795.00
13	74125.00	405795.00
14	77895.00	405370.00

De ligging van bovengenoemde punten is uitgedrukt in geografische coördinaten berekend volgens het stelsel van de *Rijks Driehoeksmeting* (RD).

Op basis van deze gebiedsbeschrijving is de oppervlakte 1 042 km².

De minister van Economische Zaken, Landbouw en Innovatie nodigt hierbij eenieder uit tot het indienen van een concurrerende aanvraag voor een opsporingsvergunning voor koolwaterstoffen voor het gebied dat wordt begrensd door voornoemde punten en coördinaten, onder verwijzing naar de in de aanhef genoemde Richtlijn en artikel 15 van de *Mijnbouwwet* (*Staatsblad* 2002, nr. 542).

De minister van Economische Zaken, Landbouw en Innovatie is voor de verlening van de vergunning bevoegd gezag. De criteria, voorwaarden en eisen, genoemd in de artikelen 5.1, 5.2 en 6.2 van de hierboven genoemde Richtlijn, zijn uitgewerkt in de *Mijnbouwwet* (*Staatsblad* 2002, nr. 542).

Aanvragen kunnen worden ingediend gedurende 13 weken na de publicatie van deze uitnodiging in het *Publicatieblad van de Europese Unie* en dienen gericht te zijn aan:

De minister van Economische Zaken, Landbouw en Innovatie
ter attentie van de heer P. Jongerius, directie Energiemarkt
ALP A/562
Bezuidenhoutseweg 30
Postbus 20101
2500 EC Den Haag
NEDERLAND

Aanvragen die na afloop van deze termijn zijn ontvangen, zullen niet in behandeling worden genomen.

De beslissing op de aanvragen wordt uiterlijk twaalf maanden na afloop van deze termijn genomen.

Nadere informatie is verkrijgbaar bij de heer E. J. Hoppel, onder telefoonnummer: +31 703797762.

38

Van:

Verzonden: dinsdag 12 april 2011 17:29

Aan:

Onderwerp: aanvraag opsporingsvergunning De Kempen

Beste

De informatie in de aanvraag van BasEnergy voor De Kempen (jullie kenmerk ETM/EM 11049478) is naar ons oordeel voldoende compleet om in behandeling te worden genomen.

Met vriendelijke groeten,

Projectmanager Advisory Group for Economic Affairs(AGE)

TNO

TNO innovation for life

Princetonlaan 6
PO Box 80015
3508 TA Utrecht
The Netherlands

email:
Attention: my new phone number is 088 86 64698

From:
Sent: Wednesday, April 06, 2011 4:58 PM
To: '
Cc:
Subject: Invitation at the Ministry of Economic Affairs, Agriculture and Innovation

Dear

I would like to invite you for a meeting at the Ministry of Economic Affairs, Agriculture and Innovation, because Bas Gas Energia Netherlands BV is a new company for The Netherlands.
At that meeting your company is invited to present itsself for our advisors TNO (geological aspect), State Supervision of Mines (technical and HSE aspects), EBN (financial aspects) and some of our civil servants.
That meeting is not specific about the licence application for for the south of "Noord-Brabant", but specific about your company and will take no more than 2 houres.
During that meeting you wil be able to give a presentation about the company and afterwards we will ask you some questions about the aspects mentioned above.
On which days in April it will suit you to be invited at the Ministry of Economic Affairs, Agriculture and Innnovation for that meeting?
As soon as you will let me know, I shall arrange that meeting.

Best regards,

Ministerie van Economische Zaken, Landbouw en Innovatie
DGETM / Directie Energiemarkt
Bezuidenhoutseweg 30
Postbus 20101
2500 EC Den Haag

40.

Van:

Verzonden: donderdag 23 juni 2011 16:33

Aan: DGETM_EM_SECR

Onderwerp: FW: uitnodiging tot het indienen van concurrerende aanvragen voor een opsporingsvergunning voor koolwaterstoffen voor het gebied De Kempen

Bijlagen: ATLAS-#11091115-v1-uitnodiging_tot_het_indienen_van_concurrerende_aanvragen_voor_een_opsporingsvergunning_voor_koolwaterstoffen_voor_het_gebied_De_Kempen_.DOC

Bijgevoegd publicatieverzoek heb ik nog niet teruggezien in de Staatscourant Kunnen jullie rappeleren bij de SDU?

bvd

Van:
Verzonden: woensdag 15 juni 2011 16:38
Aan: DGETM_EM_SECR
Onderwerp: uitnodiging tot het indienen van concurrerende aanvragen voor een opsporingsvergunning voor koolwaterstoffen voor het gebied De Kempen

Graag bijgevoegde uitnodiging laten publiceren in de Staatscourant

bvd.

71

STAATSCOURANT

Officiële uitgave van het Koninkrijk der Nederlanden sinds 1814.

Nr. 11021
24 juni
2011

Uitnodiging tot het indienen van concurrerende aanvragen voor een opsporingsvergunning voor koolwaterstoffen voor het gebied De Kempen nr. ETM/EM / 11091115

De Minister van Economische Zaken, Landbouw en Innovatie deelt mee dat een aanvraag voor een opsporingsvergunning voor koolwaterstoffen is ontvangen voor een gebied, genaamd De Kempen.
De Minister van Economische Zaken, Landbouw en Innovatie nodigt eenieder, onder verwijzing naar artikel 15 van de Mijnbouwwet (Stb. 2002, nr. 542), uit tot het indienen van een aanvraag voor een opsporingsvergunning voor koolwaterstoffen voor het gebied IJsselmuiden.

Het gebied ligt in de provincies Noord-Brabant en Zeeland en wordt als volgt begrensd:
a. De rechte lijnen tussen de puntenparen 1–2, 2–3, 3–4, 4–5 en 5–6;
b. Vervolgens de rechte lijn van het punt 6 over het punt 7 tot het punt waar deze lijn de rijksgrens snijdt;
c. Vervolgens vanaf het onder b genoemde snijpunt de rijksgrens tot het snijpunt met de rechte lijn van het punt 9 over het punt 8;
d. Vervolgens vanaf het onder c genoemde snijpunt de rechte lijn over het punt 8 tot het punt 9;
e. Vervolgens de rechte lijnen tussen de puntenparen 9–10, 10–11, 11–12, 12–13, 13–14 en 14–1.

Van het hierboven omschreven gebied maken de Belgische enclaves binnen Nederlands grondgebied geen deel uit.

De coördinaten van de vermelde punten zijn:

Punt	X	Y
1	84910,00	407960,00
2	115338,00	394385,00
3	115338,00	390264,00
4	130074,00	390264,00
5	151430,00	375600,00
6	161200,00	368960,00
7	161687,62	367888,20
8	88243,54	386478,77
9	71645,00	402275,00
10	67600,00	403630,00
11	65910,00	406575,00
12	67295,00	407795,00
13	74125,00	405795,00
14	77895,00	405370,00

De ligging van bovengenoemde punten is uitgedrukt in geografische coördinaten berekend volgens het stelsel van de Rijks Driehoeksmeting (RD).

Op basis van deze gebiedsbeschrijving is de oppervlakte 1042 km^2.

Aanvragen kunnen worden ingediend gedurende 13 weken na de publicatie van deze uitnodiging in het 'Publicatieblad van de Europese Unie' en dienen gericht te zijn aan de Minister van Economische Zaken, Landbouw en Innovatie, ter attentie van de heer P. Jongerius, directie Energiemarkt, ALP/562, Postbus 20101, 2500 EC Den Haag.
Deze aanvraag is gepubliceerd in het 'Publicatieblad van de Europese Unie' (2011/C 174/07) op 15 juni 2011. Aanvragen die na afloop van deze termijn (14 september 2011) zijn ontvangen, zullen niet in behandeling worden genomen.

Nadere informatie is verkrijgbaar bij de heer E.J. Hoppel, bereikbaar op telefoonnummer: (+31) 70 379 77 62.

De Minister van Economische Zaken, Landbouw en Innovatie,
namens deze:
J.C. De Groot,
directeur Energiemarkt.

Van:

Verzonden: woensdag 7 september 2011 13:39

Aan:

Onderwerp: aanvulling aanvraag: Brief over application exploration licence for hydrocarbons Southern part of Noord-Brabant (Kempen)

Bijlagen: ATLAS-#11120971-v1-aanvulling_aanvraag__Brief_over_application_exploration_licence_for_hydrocarbons_Southern_part_of_Noord-Brabant_(Kempen).PDF

Beste adviseurs,

Hierbij doe ik u toekomen een aanvulling op de aanvraag van BasGas inz. de opsporingsvergunning koolwaterstoffen voor het gebied De Kempen, ontvangen op 15 augustus 2011. Ik vraag u deze brief te betrekken bij uw advies.

Met vriendelijke groet,

Ministerie van Economische Zaken, Landbouw en Innovatie
DGETM / Directie Energiemarkt
Bezuidenhoutseweg 30
Postbus 20101
2500 EC Den Haag

43.

Van:
Verzonden: woensdag 12 oktober 2011 10:06
Aan:
CC:
Onderwerp: RE: SPOED: aanvraag kaartjes en gebiedsbeschrijvingen aangevraagde gebieden Breda Maas
Bijlagen: kaartje_NB.jpg; pre-advies_Breda-Maas.doc; pre-advies_De Kempen.doc

Hallo

De situatie voor wat betreft aangevraagde opsporingsvergunningen voor koolwaterstoffen in de provincie Noord-Brabant, is als volgt:

OPSPORINGSVERGUNNINGEN, Nederlands Territoir

Aangevraagd

Vergunning	Publicatie	Datum	Sluitingstermijn	Aanvrager(s)
De Kempen	Publicatieblad EU, C 174 Staatscourant 11 021	15-06-11	14-09-11	Basgas Energia
Breda-Maas	Publicatieblad EU, C 178 Staatscourant 11 810	18-06-11	19-09-11	Brabant Resources, Gallic

Op bijgaand kaartje zijn deze aanvragen als volgt aangegeven:

- De Kempen: dikke rode lijn
- Breda-Maas: dunne blauwe lijn; is deels concurrerend met De Kempen
  - Gepubliceerd als nieuw aangevraagd gebied "Breda-Maas": (hele gebied Breda-Maas) minus (hele gebied De Kempen) = de resterende deelgebieden 1,2 en 3
  - Deelgebied 2 van Breda-Maas is daarna tevens aangevraagd door Gallic Energy Ltd.

Hoop dat het zo weer duidelijk is!

PS De gebiedsbeschrijvingen t.b.v. de publicatie van "De Kempen" en "Breda-Maas" heb ik nogmaals bijgesloten.

From:
Sent: dinsdag 11 oktober 2011 14:25
To:
Subject: FW: SPOED: aanvraag kaartjes en gebiedsbeschrijvingen aangevraagde gebieden Breda Maas
Importance: High

Had jij hier nog op geantwoord?
Vr. gr.

From:
Sent: dinsdag 11 oktober 2011 13:47
To:
Subject: FW: SPOED: aanvraag kaartjes en gebiedsbeschrijvingen aangevraagde gebieden Breda Maas
Importance: High

Dag

Zojuist vroeg of ik het materiaal al had ontvangen waarnaar ik in onderstaande mail heb gevraagd. Hij heeft dat materiaal nodig voor een presentatie morgen, vandaar mijn rappèl.

Gegroet,

Van:
Verzonden: dinsdag 4 oktober 2011 14:50
Aan:
CC:
Onderwerp: SPOED: aanvraag kaartjes en gebiedsbeschrijvingen aangevraagde gebieden Breda Maas
Urgentie: Hoog

Dag

Op verzoek van aar aanleiding van enige comotie in de media, graag met spoed gebiedsbeschrijvingen en kaartjes van de de gehele aangevraagde gebieden Breda-Maas, zoals gedaan door Basgas en Gallic.

Alvast hartelijk dank voor de medewerking,

Ministerie van Economische Zaken, Landbouw en Innovatie
DGETM / Directie Energiemarkt
Bezuidenhoutseweg 30
Postbus 20101
2500 EC Den Haag

Aanvraag opsporingsvergunning De Kempen (koolwaterstoffen)

Het gebied ligt in de provincies Noord-Brabant en Zeeland en wordt als volgt begrensd:

a. De rechte lijnen tussen de puntenparen 1-2, 2-3, 3-4, 4-5 en 5-6;

b. Vervolgens de rechte lijn van het punt 6 over het punt 7 tot het punt waar deze lijn de rijksgrens snijdt;

c. Vervolgens vanaf het onder b genoemde snijpunt de rijksgrens tot het snijpunt met de rechte lijn van het punt 9 over het punt 8;

d. Vervolgens vanaf het onder c genoemde snijpunt de rechte lijn over het punt 8 tot het punt 9;

e. Vervolgens de rechte lijnen tussen de puntenparen 9-10, 10-11, 11-12, 12-13, 13-14 en 14-1.

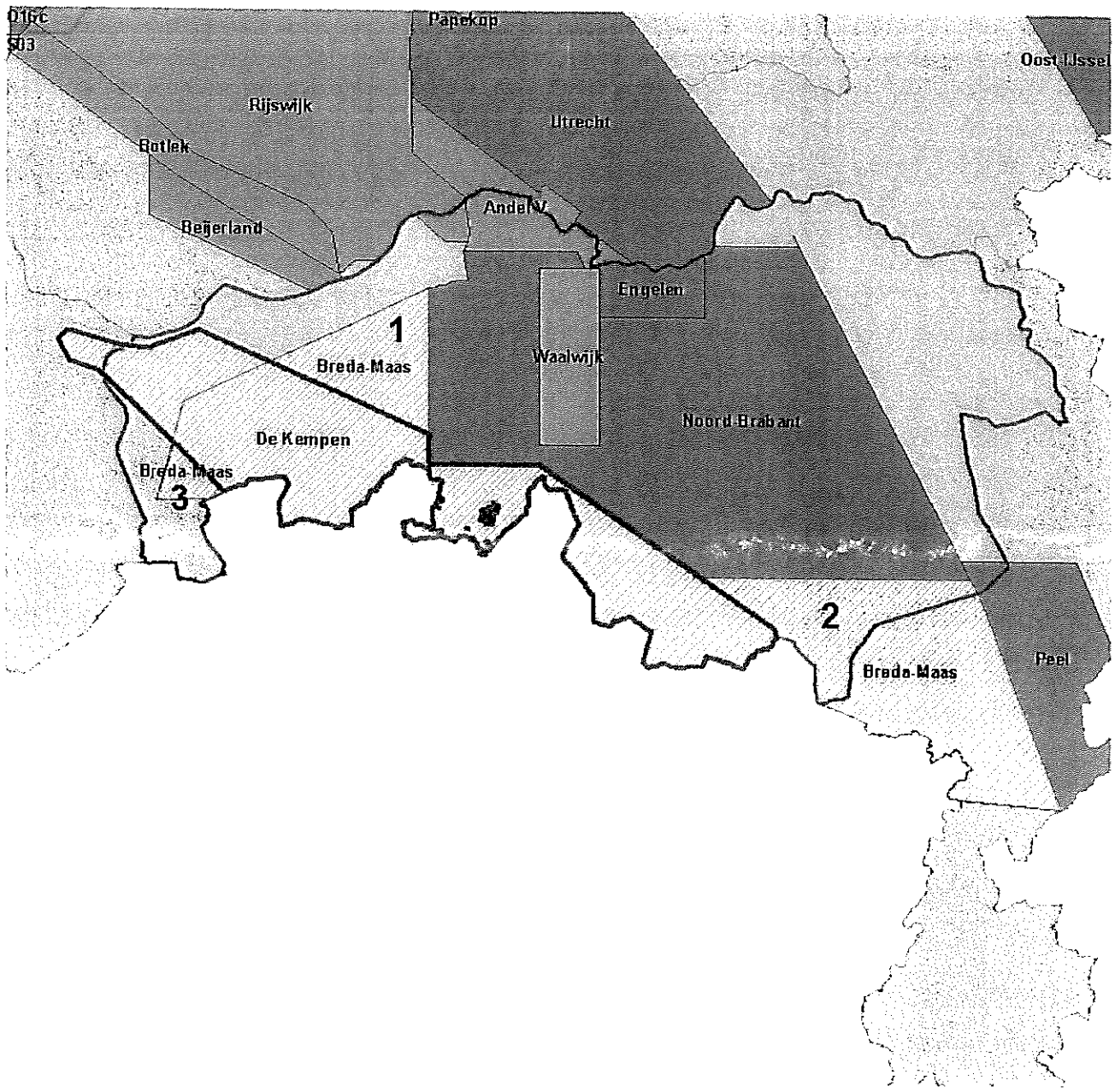
Van het hierboven omschreven gebied maken de Belgische enclaves binnen Nederlands grondgebied geen deel uit.

De coördinaten van de vermelde punten zijn:

Punt	X	Y
1	84910,00	407960,00
2	115338,00	394385,00
3	115338,00	390264,00
4	130074,00	390264,00
5	151430,00	375600,00
6	161200,00	368960,00
7	161687,62	367888,20
8	88243,54	386478,77
9	71645,00	402275,00
10	67600,00	403630,00
11	65910,00	406575,00
12	67295,00	407795,00
13	74125,00	405795,00
14	77895,00	405370,00

De coördinaten zijn vermeld volgens het stelsel van de Rijksdriehoeksmeting (RD).

Op basis van deze grensbeschrijving is de oppervlakte 1042 km^2.


Rijswijk
Papekop
Utrecht
Oost IJssel
Gotlek
Bergerland
Andel V
Engelen
1
Breda-Maas
Waalwijk
Noord-Brabant
De Kempen
Breda-Maas
3
2
Breda-Maas
Peel

44

Van:

Verzonden: maandag 18 april 2011 11:22

Aan:

CC:

Onderwerp: RE: Beoordelingscommissie Nieuwe Mijnbouwmaatschappijen/Bas Gas Energia Netherlands BV

Geachte

Maandag 30 mei schikt voor de en
Ik zal deze datum in de agenda reserveren en uw bevestiging afwachten.

Met vriendelijke groet / Kind regards,

Tel:

Van:
Verzonden: maandag 18 april 2011 9:47
Aan:
Onderwerp: Beoordelingscommissie Nieuwe Mijnbouwmaatschappijen/Bas Gas Energia Netherlands BV
Urgentie: Hoog

Beste adviseurs,

Zou het u schikken om op maandag 30 mei 2011 Bas Gas Energia Netherlands BV (nav de aanvraag opsporingsvergunning koolwaterstoffen De Kempen) te beoordelen ihkv de Beoordelingscommissie Nieuwe Mijnbouwmaatschappijen? Eerder in de maand mei lukt het Bas Gas niet.
Graag ontvang ik spoedig uw reactie.

Met vriendelijke groet,

Ministerie van Economische Zaken, Landbouw en Innovatie
DGETM / Directie Energiemarkt
Bezuidenhoutseweg 30
Postbus 20101
2500 EC Den Haag
telefoon:
fax:
e-mail:

transmission of messages.

==========

Bezoekt u het kerndepartement van het Ministerie van Economische Zaken, Landbouw en Innovatie of de Nederlandse Mededingingsautoriteit (NMa)? Houd er dan rekening mee dat u een geldig identiteitsbewijs (paspoort, ID-kaart of rijbewijs) dient te tonen. Indien u bij de receptie geen geldig identiteitsbewijs kunt tonen, wordt u geen toegang verleend. Legitimatiebewijzen en toegangspassen van andere organisaties worden niet geaccepteerd.

==========

BasGas

Bijlagen:

Bijlage I. coördinaten en aanduiding van het aangevraagde gebied

Bijlage II: de gegevens behorende bij artikel 1.3.1. tweede lid, sub a, van de Mijnbouwregeling

a Letter of Support van Basgas Pty Ltd
b Letter of Support van Macquarie Bank
c Uittreksel KvK – Basgas Energia Netherlands B.V.
d Statuten Basgas Energia Netherlands B.V.
e Vennootschapsrechtelijke gegevens Basgas Pty Ltd
f Financiële gegevens Basgas Pty Ltd

Bijlage III de gegevens behorende bij artikel 1.3.1. tweede lid, sub b, van de Mijnbouwregeling ("Capability Statement")

Bijlage IV. Werkprogramma en geologisch rapport ("Geological Report and Proposed Work Program Campine Application")

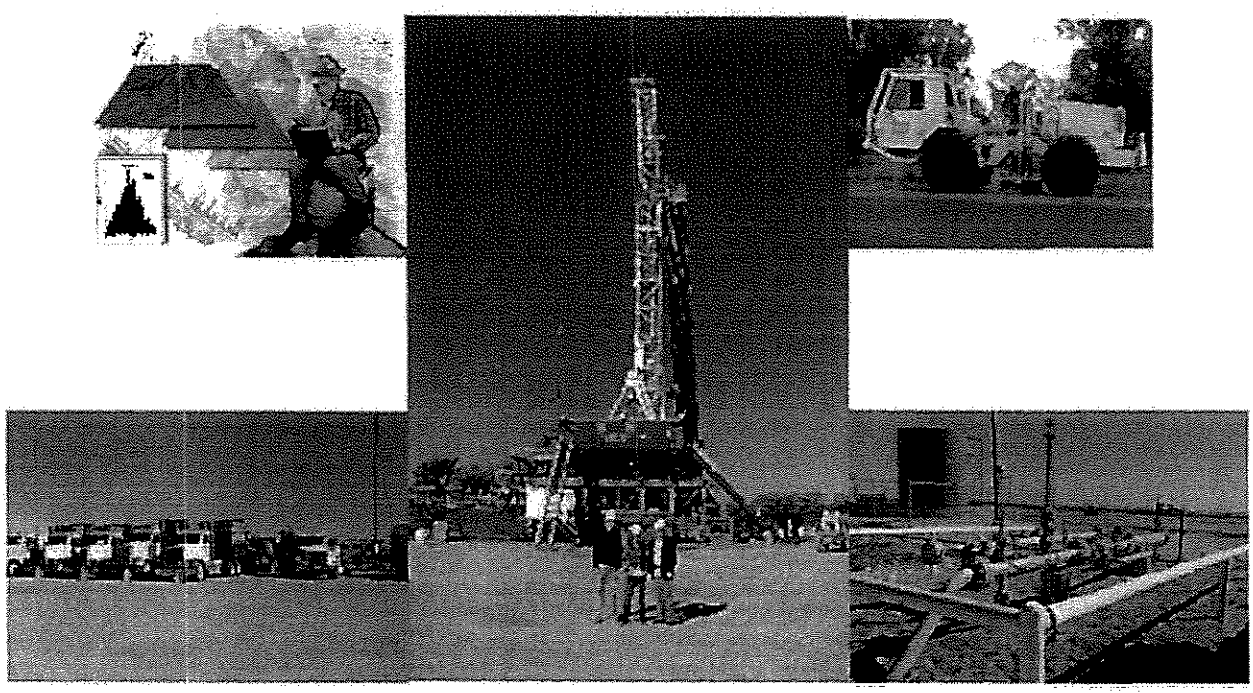
Basgas Energia Netherlands BV ; info@basgas.com ; www.basgas.com
Netherlands: Teleportboulevard 140, 1043 EJ Amsterdam
Australia: Ground Floor, 1292 Hay Street, West Perth WA, 6872
United States: 7920 Belt Line Rd. Ste 595, Dallas Texas, 75254

Basgas Pty Ltd

ACN 137 937 725

and

Basgas Energia Netherlands BV



Capability Statement

March 2011

www.Basgas.com

4-4-2011

CONTENTS

A-4-2011

1 Directory

Australia

Basgas Pty Ltd
Registered Address:
Ground Floor, 1292 Hay Street
West Perth WA 6005
Australia

Mailing address:
PO Box 1100
West Perth WA 6872
Australia

Legal Advisors

Bankers

The Netherlands

BasgasEnergia Netherlands BV
Teleportboulevard 140
1043 EJ Amsterdam

Legal Advisors
VanDoorne
Jachthavenweg 121,
1081 KM Amsterdam
PO Box 75265 1070 AG Amsterdam

Bankers
ING Bank N.V.
Branch Office Amsterdam
Bijlmerplein 888
1102 MG Amsterdam
the Netherlands

4-4-2011

Spain

BasgasEnergía Ibérica, S.L.
Plaza Pablo Ruiz Picasso
Torre Picasso
28015 Madrid
Spain

Advisors

Bankers
Banco Santander
Plaza Manuel Gómez Moreno 2
28020 Madrid
Spain

Poland

Strzelecki Energia Sp. z o.o.
ul. Chlodna 51
XVth floor 00-867 Warsaw
Poland

Advisors

Bankers
Citibank
Bank Handlowy w Warszawie S.A.
ul. Senatorska 16 00-923 Warsaw
Poland

Czech Republic

BasgasEnergia Czech s.r.o
Jugoslavaska 620/29
CZ-120 00
Prague 2
Czech Republic

Advisors

- 4 - 4 - 2011

Bankers
Citibank Europe plc
Bucharova 2641/14
158 02 Praha 5
Czech Republic

Hungary

Karpathia Energy Kft
Váci ut 33.
1134 Budapest
Hungary

Advisors

Bankers
Citibank
Vaci ut 1-3. Ybl Miklos setany 52.
1062 Budapest
Hungary

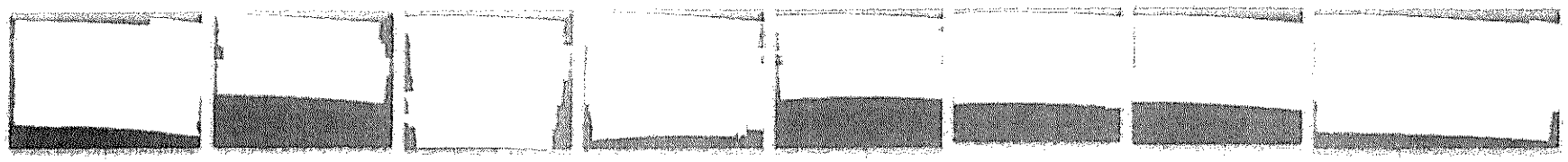
Ukraine

KarbonaEnergo LLC
East-West Methane LLC
23 A Yaroclavyv, Kiev 01034, Ukraine

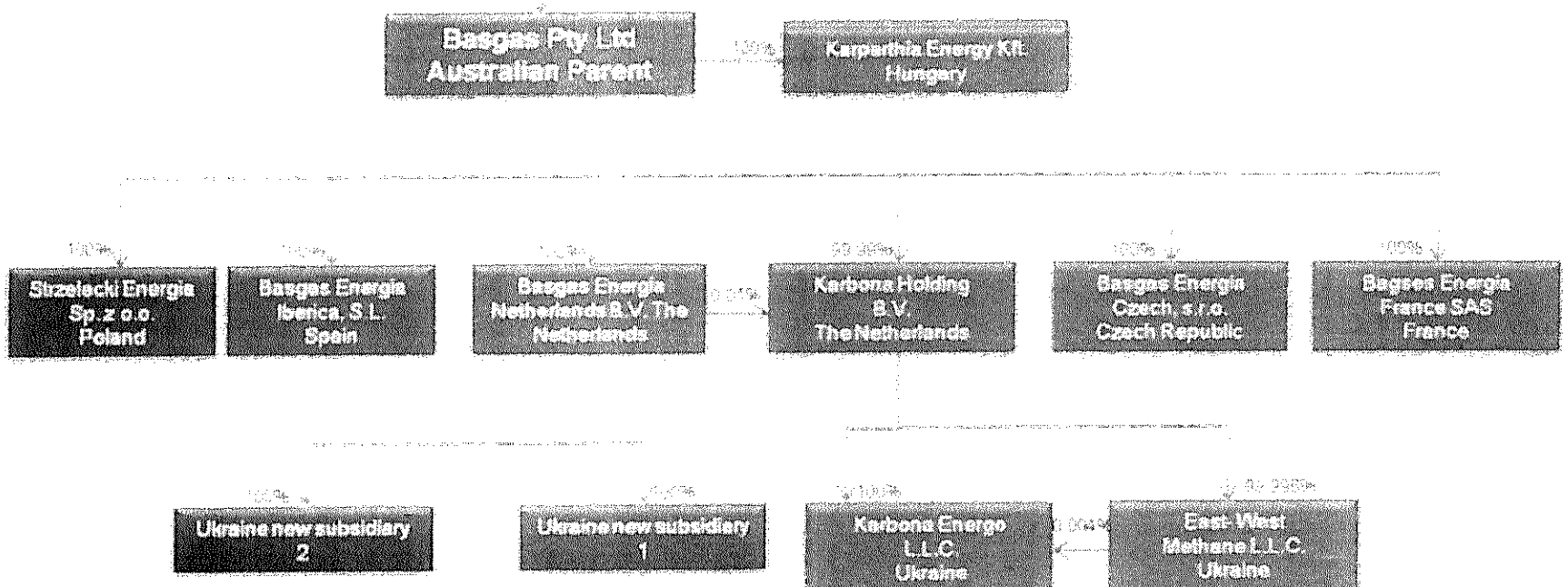
Advisers

Basgas Corporate Organisation Chart

Shareholders



Corporate Structure



Basgas Pty Ltd owns all subsidiaries 100%.
UBO = Ultimate Beneficial Owner.
Blue = Company set up and running
Purple = Company set up initiated, names pending

4-4-2011

2 Basgas General

2.1 Introduction

Basgas Pty Ltd ("Basgas") was incorporated in June, 2009 as a privately owned corporate entity to pursue oil and gas exploration and development in Europe, specifically targeting areas the shareholders believe are prospective for shale gas.

The founding shareholders in Basgas are a group comprised of experienced oil and gas explorers and producers, with experience from successful ventures across North America and Australia.

invested in the company in and has become a significant shareholder in Basgas Pty Ltd. The investment has been made by which specializes in oil and [illegible] mining investments and finance

Subsequently Basgas has incorporated a number of subsidiaries in Europe and currently has applications or auction requests for over 12 oil and gas blocks in Spain, France, Ukraine and Czech Republic, which following our preliminary investigation are believed to have shale gas potential. The geological and geophysical characteristics in the basins we have targeted in Europe are similar to the

models.

The shareholders and directors have a long history in the oil and gas and mining industries with many successful ventures brought into production. In particular the shareholders have acquired, explored and brought into production large shale gas plays in the USA with partners such as

This report will demonstrate the technical and financial capacity of Basgas to operate and fund the work program described in the "Geological Report and Proposed Work Program Campine application" (attachment IV to this application).

2.2 Basgas Founding Directors

, a , has years industry experience in a wide range of geologic provinces and play types in domestic US and international areas. was the leading in its activities in the from to , resulting in the discovery of the super-giant gas/condensate discovery. was of , a consulting company that conducted geoscience studies for clients in China, Argentina, Australia, the UK and other areas.

, which has an interest in the offshore Australia, and of . which has shale gas interests throughout the USA including the

has built up a large portfolio of interests in many shale gas plays in various basins in the USA. and joined in to acquire and develop a large position in the in

has extensive business experience in the natural resources sector and managing publicly listed companies. He has a track record of providing corporate and financial backing to successful resource projects and technical teams. Over the past years, he has co-founded and assisted in the development of numerous resource companies and remains a

4-4-2011

substantial and active investor in the resources sector.

is an experienced and active investor in start-up projects and businesses, both public listed and private. Over the last years he has co-founded numerous development companies, with a focus upon the resources, oil and gas, mining services and agribusiness sectors. Three of the companies co-founded

and have made large discoveries, achieving market values of greater than each.

is currently an executive director of and a of and

In joined and in acquiring and developing a large position in the in

is a resources and technology who has successfully identified emerging international opportunities around the globe. particular strengths include identifying early stage commercial opportunities, acquiring large and strategic assets and positions, partnering with regional and technology experts, securing teams of appropriate executives and developing assets. has extensive experience in equity capital markets and has been involved with numerous projects over a year period. The bulk of these were in the resources/oil &gas industries and in the technology sector.

- is, or previously held the position of, or in the following companies-

and . in acquiring and developing a large position in the

2.3 Basgas shareholders and their interests in unconventional reservoirs

2.3.1 Basgas shareholders

Basgas is a privately owned company. The shareholders are known and jointly run the company. The shareholders of Basgas are:

Name	Address	Number of Ordinary Shares	% of Total Shareholding
Total Shares Issued			

[1] Owned by founding director Charles Morgan
[2] Owned by founding director Frank Mato
[3] Owned by founding director Craig Burton

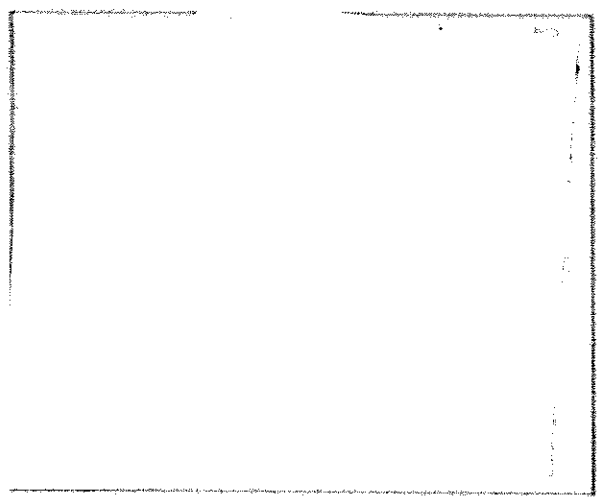
2.3.2 Basgas shareholders (ex Macquarie) Unconventional Interests

Directly or indirectly the major shareholders of Basgas (
and hold interests in a variety of unconventional reservoirs in the US and Australia

2.3.2.1 United States – Shale Gas

The shareholders have acquired interests in some km in the the Basin, the Basin, the Basin, the Basin, the Basin and the Basin

Map 1: Mississippian Basin, the Basin, the Basin, the Basin, the Basin, the Basin, and the Basin



Their partners include , a prime developer of the in and now a pioneer of the in the Basin , a US Independent gas producer and a US Oil Company.

The shareholders have interests in over km within and km position including a .

Position in a gross cubic metres per day production of natural gas in

alone has an interest in over 65 producing wells a figure that is continuing to increase with ongoing drilling programs. Apart from the interests has interest in other shale gas plays such as the with partners such as

, and Most of these plays were initiated by the from first geological

Below is a map showing the areas in which the shareholders have interests in United States shale gas plays

Map 2:

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2.3.2.2

The shareholders have participation and interests in approximately acres sq km) of minerals leases in , and , as illustrated in the map below. The shareholders participation and interests also extend to certain and should the partners and further minerals leases within the shaded areas.

The shareholders own a combined

During the period to has drilled some shale gas within the below areas.

To these wells have produced Million Cubic Metres of natural gas. production was Million Cubic Metres.

The development program for the acreage is for at least wells in and at least per annum thereafter. These wells will cost approximately million to drill and complete and will start production at approximately MMcf/day (cu metres/day) and will produce reserves of approximately Bcf million cu metres).

Map 3 (following page):

Interests

Shale

Location	
Acreage (km²)	
Play Type	Shale Gas
Product	Natural Gas
Contingent Resources	(million cubic metres)
Technology employed	
Total wells fully developed	

The shale is the largest unconventional natural gas resource play in according to an report prepared for the of (the). Spanning states in the the play covers an estimated square kilometres. Given the play's larger aerial extent of compared to the other shale gas plays, play has the estimate of original gas in place of up to cubic feet ("Tcf") and approximately of resource.

The use of horizontal drilling technology and hydraulic fracture treatments has been the key to unlocking the basins in making them economically feasible to produce. With its proximity to the large natural gas market and expanding pipeline take-away capacity, natural gas from the receives a price and has one of the breakeven prices of natural gas producing areas in

is the operator in the . an experienced shale gas producer. Its involvement in unconventional shale gas began in the shale in where it drilled and completed over wells and developed

2.3.2.3 - *Tight Gas*

Location	
Play Type	Tight sands
Product	Natural Gas
Estimate of original gas in place	
Technically recoverable resource	
Technology employed	Hydraulic fracture
Total wells fully developed	

is an
owned, unlisted company formed to develop the in the and provide much-needed gas to in and

Drilling at the project commenced in followed by a 3D seismic survey. Initial gas flows have been better than expected.

The lies in and The field is operated by and the is

Map 4

The field covers an area of approximately hectares and is about m below the surface is located approximately km and km of both the and the An independent reserve assessment carried out by established P2c contingent resources of

4-4-2011

3 Basgas Technical Experience

This section provides details of the technical experience of Basgas, its subsidiaries, affiliated companies, employees and contractors.

3.1 Basgas Technical Background

3.1.1 Group

Basgas

3.1.2 Employees and Contractors

Basgas is comprised of a group of oil and gas professionals with extensive experience in exploration and production activities across North America, Europe, South East Asia and Australia. The technical and operational team that manage the company cover the following disciplines:

- Geology
- Geophysics
- Project Management
- Field Development
- Production and Operations
- Finance and Commercial Management

Basgas also works with a number of specialist consultants that provide expertise to review, plan and manage the efficient execution of the companies work programs. These contactors cover the following areas of expertise:

- Environmental Assessment and Management
- Permitting and Approvals
- Community Consultation
- Well Engineering and Drilling Services
- Fracture Stimulation Design and Services

3.2 Specific Technical Experience

The Basgas Group has managed the following exploration programs:

Seismic

-
- . 3D seismic program onshore : undertaken in . The specialist contractor for the acquisition was : based in
- Thousands of kilometres of seismic has been undertaken over in excess of 1 million acres of shale gas licenses which are held by the shareholders of Basgas.

Drilling

- in to a total depth of metres. Drilling operations were conducted by contactor . A large eight stage fracture stimulation program was performed on the well, this contracting service was managed by . The well was a highly technical well targeting a deep, tight gas reservoir. The well successfully flowed gas at rates of over and a follow up appraisal well will be drilled in the

4-4-2011

- together and separately have interests in approximately hectares in the of . The operator, , has drilled . wells during the past months, of which have been completed and are waiting on completion crews. Within this project area has drilled an additional wells under a contract with . currently has two drilling rigs and has four rigs in constant operation in the . area, so the total number of wells being drilled continues to rise. A more complete record of this ownership is attached in a separate spreadsheet.

  In addition, owned interests on the leases. In

  In , of their leasehold to for over and

- owns interests in drilling programs in the following

  a

Production

- Total production for , in . is shown on the attached spreadsheet.

- In addition to the interests in a further wells, of which have been completed.

The table below summarises the major activities undertaken specifically on shale gas exploration by the shareholders in the

Basin	State	Project	Shale	Operator	Gross Acres (m)	Gross Hectares (m)	Wells drilled	Wells completed	Waiting on completion	Dec 2010 (or last recorded month) Production Gross mcfg	Dec 2010 (or last recorded month) Approx. Production Net mcfg
TOTAL											

Shareholder	State	Project	Shale	Operator	Gross Acres	Gross Hectares	Wells drilled	Wells completed	Waiting on completion	Dec 2010 (or last recorded month) Production Gross mcfg	Dec 2010 (or last recorded month) Approx. Production Net mcfg
TOTAL											

GRAND TOTAL

4-4-2011

3.3 Technical Experience – Dutch Territory

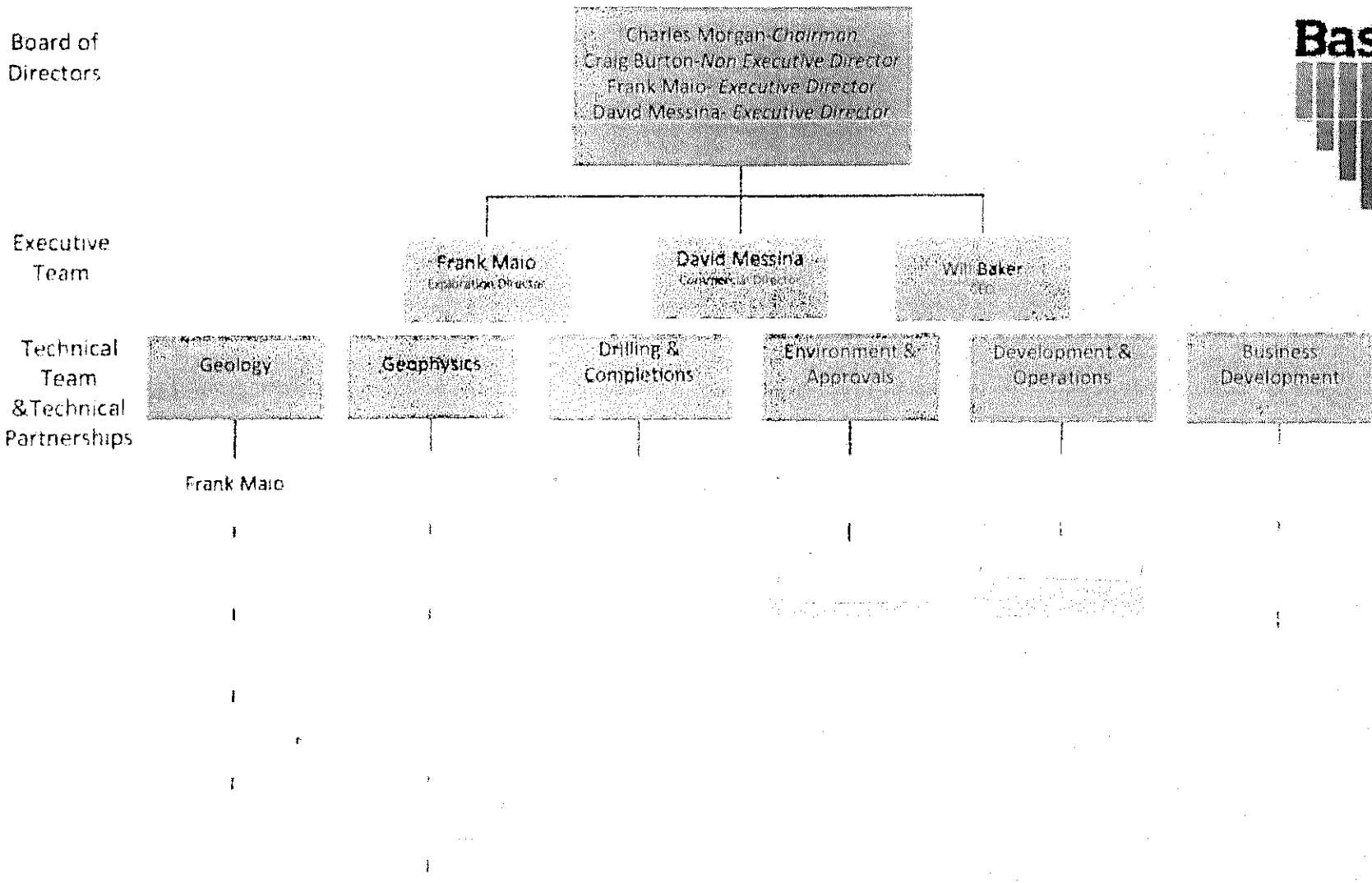
From was exploration for in and was responsible for the exploration efforts in the and conducted research into in the and in including outcrop work on and coasts. The concepts learned from this work experience have enabled to identify and quantify shale potential in the Campine application, onshore Netherlands.

was the leading in its activities in the from to , resulting in the discovery of the supergiant gas/condensate discovery. He was of a consulting company that conducted geoscience studies for clients in and other areas. The work included evaluations of onshore Carboniferous conventional plays in the and in Jurassic conventional plays in the . Both areas have shales analogous to shales in the Netherlands.

3.4 Basgas Organisational Structure

While Basgas was only incorporated in 2009, its key personnel have extensive experience in the management and execution of exploration and production programs worldwide. It was this skill set that led to the establishment of Basgas. The aim of the company is to utilise its international experience to build a European E&P company focused on the development of unconventional resources, specifically shale gas.

The following organisational chart and accompanying biographies of Basgas personnel provide details of the group's experience. Also included are details of key specialist contactors that Basgas works with to effectively execute its work programs.


Board of Directors
Charles Morgan-Chairman
Craig Burton-Non Executive Director
Frank Maio- Executive Director
David Messina- Executive Director
Executive Team
Frank Maio
David Messina
Will Baker
Technical Team &Technical Partnerships
Geology
Geophysics
Drilling & Completions
Environment & Approvals
Development & Operations
Business Development
Frank Maio

3.3.1 Basgas Personnel

- Exploration
a petroleum geologist, has years industry experience in a wide range of geologic provinces and play types in domestic US and international areas. has on various exploration trends such as in the , and on exploration plays in . was directly involved in oil discoveries in the USA including .

From was exploration geologist for in , and was responsible for the exploration efforts in the , and the conducted research into in the and in the , including outcrop work on the . The concepts learned from this work experience have enabled to identify and quantify Namurian shale potential in the Campine application, onshore Netherlands. was the senior geologist leading in its activities in the from to resulting in the discovery of the supergiant gas/condensate discovery. was a consulting company that conducted geoscience studies for clients in and other areas. The work included evaluations of onshore Carboniferous conventional plays in the in, and in Jurassic conventional plays in the Both areas have shales analogous to shales in the Netherlands. is of which has an

From to the present, as and owner of , has been concentrating on developing shale gas interests throughout the currently c in the shales. has been intimately involved in operations such as picking exploration drill sites, evaluating pre and post drill geological data, identifying zones for hydraulic frac stimulation, recommending vendors, and directing well site geological work.

Recently has been concentrating on identifying shale gas opportunities in Europe for Basgas. Currently, Basgas has an exploration licence in the Baltic Basin in North-Eastern Poland, and has made applications for additional exploration licences in Spain (Cantabrian Basin/Jurassic shale), France (Paris Basin, Jurassic, Permian and Carboniferous shales), Czech Republic (Lower Paleozoic shales), Ukraine (Lublin Basin, Silurian shales). has been instrumental in mapping the extents of these plays and identifying the areas in which Basgas has been working. has written the majority of the technical portion of all the applications.

has a BS in Geology from and a BBA from

Commercial

has extensive experience developing startup companies, particularly in Europe and Australia. has co-founded a number of companies in the resources, energy and agriculture sectors. As an experienced senior executive he brings both operational and corporate experience to Basgas and provides

4-4-2011

support in both these areas from his base in Central Europe.

As well as holding directorship positions in Basgas and its subsidiaries, previous executive positions include

has an agricultural degree and a graduate of the University of and has completed the registered representatives course at Exchange as well as a number of senior management courses.

is a Geologist with extensive experience in the exploration and development of unconventional gas projects in . He holds a Bachelor of Science majoring in Geology from the University of

most recent role was as was responsible for the overall management of the company's to export project. The project included an annual exploration budget of which saw the drilling of over exploration and pilot production wells. The maturing of to was instrumental in triggering the in .

previous roles include as for managing the company's conventional petroleum exploration activities in also spent over years working for developing Coal Bed Methane projects in . During time at , was responsible for the management of the company's field development activities included the drilling of over appraisal and production wells together with the construction of all associated gas gathering and sales pipelines and gas compression facilities.

experience covers exploration and development activities, gas compression facility and pipeline construction, government relations, business development and general management. has served as a member of and is a member of

- Geologist

is a qualified geologist who has focussed on the exploration of unconventional gas projects. He previously worked at

received Diploma and Master of Geology from of is now completing a PhD at on topics related to producing coal-bed methane in

and international competitions and was team leader for the organized by

is a Geologist with years of experience in mineral deposits geology (planning, conducting and evaluating geological projects) specializing in industrial mineral deposits.

experience also covers project management specializing in mine development - remediation and reclamation plans, documentation for mining leases (application,

changes, cancellation), mine development plans (preparation, opening, extraction) and mineral deposit exploitation plans.

holds a Master of Science in general geology, economic geology and geochemistry from in

- Seismic Manager

has over years of experience in seismic acquisition and processing, he is highly experienced in marine, land and transition zone exploration. As well as a huge amount of field experience, he brings extensive management and technical support roles for marine and land exploration projects in a diverse range of locations worldwide.

is currently the of for

has been appointed by Basgas to manage the company's seismic programs in Europe, starting the in

previous roles have include being the of responsible for market development in , financial reporting and technical support for up to staff. Prior to this he was and for and established new office in for and operations. The group managed boutique seismic operations on behalf of various clients in the region and conducted research and testing on explosive sources for seismic and VSP applications.

- Petrophysicist

has years of experience in providing petrophysical solutions to oil and gas reservoir problems. skills include integrated conventional and unconventional reservoir petrophysical evaluations, robust petrophysical parameter development for use in volumetric mapping, fractured reservoir petrophysical assessments and modelling, reservoir simulation and government submission. is also experienced at both open and cased-hole formation evaluation program design including contract design, bidding and analysis, as well as petrophysical coaching and training.

work experience includes years with and years with working at

and years co-owning and operating formally has published papers with the

and the holds a B.S. degree in at and an M.B.A. degree from is a year active member of both

- Geophysicist

is a geophysicist and experience petroleum professional with over years experience in the oil and gas industry. Previous appointments include of and on or

for

- Geologist

is a geologist and petrophysicist with over years experience in oil and gas exploration, development, and research. principal areas of expertise are petrophysics, the stratigraphy and sedimentology of carbonate and clastic reservoirs, and the integration of petrophysical data with geological data in detailed reservoir studies. He has worked and published extensively in the fields of non-conventional gas from both tight sandstones and shales, petrophysics, source

rock analysis and maturation modelling. has conducted and supervised projects in almost every sedimentary basin of plus numerous international projects.

received his BS degree in Geology from the of (high honours) and an MS in Geology from the at has taken additional graduate and undergraduate studies in geology, physics and mathematics at the of at of at and of From to was a geologist with of . worked as an independent consulting geologist from in

- Business Development Manager

is a qualified lawyer with extensive experience in international oil and gas acquisitions and business development. Most recently a company where he is responsible for government relations, project management and legal support. He is also a of that specializes in unconventional gas project management consulting.

Previously worked for as a Business Development Advisor in and later in responsibilities included advising on evaluation and acquisition of upstream assets in and ; advising on formation and structuring of a gas storage joint venture with in also held a position of a Legal Counsel for where he advised on a bauxite mine acquisition in and bauxite mining assets restructuring in

received Diploma in Law from with honours, and Master of Law degree from

- Business Development Manager

is a lawyer with experience in oil and gas projects and management. Most recently, a company specializing in coal bed methane projects in previously worked as a project manager in business development and also as Upstream Professional Advisor to the at has experience in energy related legal issues, prior to working for worked on high profile energy litigation and regulatory matters in with largest law firm.

- Corporate Communications Manager

is a communications professional with experience in marketing, PR, and events. Most recently worked as an Account Director for a leading venue group, managing a Sales and Marketing team focused on corporate events also led the successful PR campaign launching two new corporate venues in Prior to this managed the events team at a global communications agency garnered international press coverage on several key events including conferences, a for the and an awards ceremony for the At Basgas, manages both external and internal communications holds a BA Hons in Political Science and Italian from

4-4-2011

3.3.2 Nominated Consultant

is a chemical engineer by training. He graduated from and engineer schools. He has spent years in the and holding different Marketing and BU Manager positions. He has spent years in and for their Division. He then spent years with the being Chemical and pharmaceutical for their Division.

joined in as Manager to initiate and develop and business in the industrial sector. Since is also the Managing Director of a subsidiary dedicated to Studies for the Oil and Gas sector. From is also the of newly created Branch.

3.3.3 Technical Partners

is a special oil and gas consultancy based in The consultancy specialises in the assessment of unconventional oil and gas fields and is focussed on the following technical disciplines:

- Integrated Reservoir Studies
- Production Services
- Data Editing
- Petrophysics
- Well Test Design & Analysis
- Training

has become one of the leading consulting companies offering the wide range of disciplines critical to the Petroleum, Cable and Minerals Industries throughout the world.

We are dedicated to the highest standards of service and we believe our expertise in the quality control and processing of complex marine and land seismic projects is second to none.

offers the following services:

- Seismic Survey Management
- Seismic Quality Control Supervisors
- Seismic Processing
- Software Solutions
- Navigation Services

is a modern geophysical contractor based in Our focus is on helping our clients to successfully explore hydrocarbon and geothermal water deposits, as well as monitor natural resources reservoirs throughout the world. We map the world's basins using the latest technology and highest qualified staff.

We offer a wide range of geophysical services:

- seismic data acquisition
- seismic data processing
- seismic data interpretation
- well logging
- VSP services

With more than years of experience, specialised in the provision of engineering, environmental management and construction services to the oil and gas industry in the Netherlands and internationally. The company employs 3,900 people and has over 70 offices in The Netherlands, Belgium, Germany, France, Norway and USA. The company manages more than 20,000 projects per year of various size and complexity and has extensive experience in onshore exploration and production activities in The Netherlands.

Founded in New Tech Engineering – a leading -based upstream operations consulting firm – has headquarters in with 66 employees and more than

4-4-2011

) wellsite consultants under management from a total resource base of 4,400 consultants. New Tech Engineering · branch offices are located in

ias branch offices in with ongoing activity in more than 25 countries around the world.

provides services for the following activities:

- Engineering design for onshore drilling and completions and implementation
- Management of well site operations
- Engineering and management of completions
- Production operations management
- Development and management of safety services

Founded in is one of the world's largest providers of products and services to the energy industry. With more than 55,000 employees in approximately 70 countries, the company serves the upstream oil and gas industry throughout the lifecycle of the reservoir – from locating hydrocarbons and managing geological data, to drilling and formation evaluation, well construction and completion, and optimizing production through the life of the field.
consists of two divisions: Drilling and Evaluation and Completion and Production. As of .. these two divisions accounted for over dollars in Revenue.

helps governments, developers and industrial firms in over 100 countries to conduct impact assessments, providing precise information on the environmental and social consequences of planned activities and taking suitable measures to promote sustainable development. We participate in projects of widely varying scopes and types, including major energy and port infrastructure, industrial extraction or production facilities and development programmes. We handle all environmental procedures, including carrying out initial consultations, field investigations and impact assessments, preparing and implementing environmental and social plans, obtaining environmental permits from national authorities, and validating projects with funding bodies.

) is a geological consulting and petrophysical consulting firm located in . Founded in , our group of professional geoscientists including petrophysicists and petroleum geologists offers you a broad spectrum of expertise in the areas of petroleum geology, stratigraphy, carbonate and clastic sedimentology, mapping, subsurface correlation, core and outcrop characterization, reservoir description, wireline log analysis and log analysis interpretation, core analysis interpretation, petrophysical model development, formation evaluation, geoscience training, and integrated reservoir studies.

4-4-2011

4 Financial Capability

4.1 About

is a global provider of banking, financial, advisory, investment and funds management services.

main business focus is making returns by providing a diversified range of services to clients. acts on behalf of institutional, corporate and retail clients and counterparties around the world.

is listed in and is regulated by banking regulator, as the owner of , an authorised deposit taker. also owns a bank in the which is regulated by the activities are also subject to scrutiny by other regulatory agencies around the world.

As an owner and manager of significant community assets, works closely with governments around the world to deliver important services including transport, roads, airports and utilities. Funds which manage these assets contributed approximately ten per cent of total underlying operating income for the year ended

approach to risk management is long-standing. Strong risk management practices are embedded in business unit management with central oversight of credit, market, funding, compliance and operational risk. These, together with committed, quality staff are key drivers of success.

Founded in employs approximately 14,400 people in more than 70 office locations in 28 countries At had assets under management of billion. net profit after tax attributable to ordinary shareholders for the year to was million.

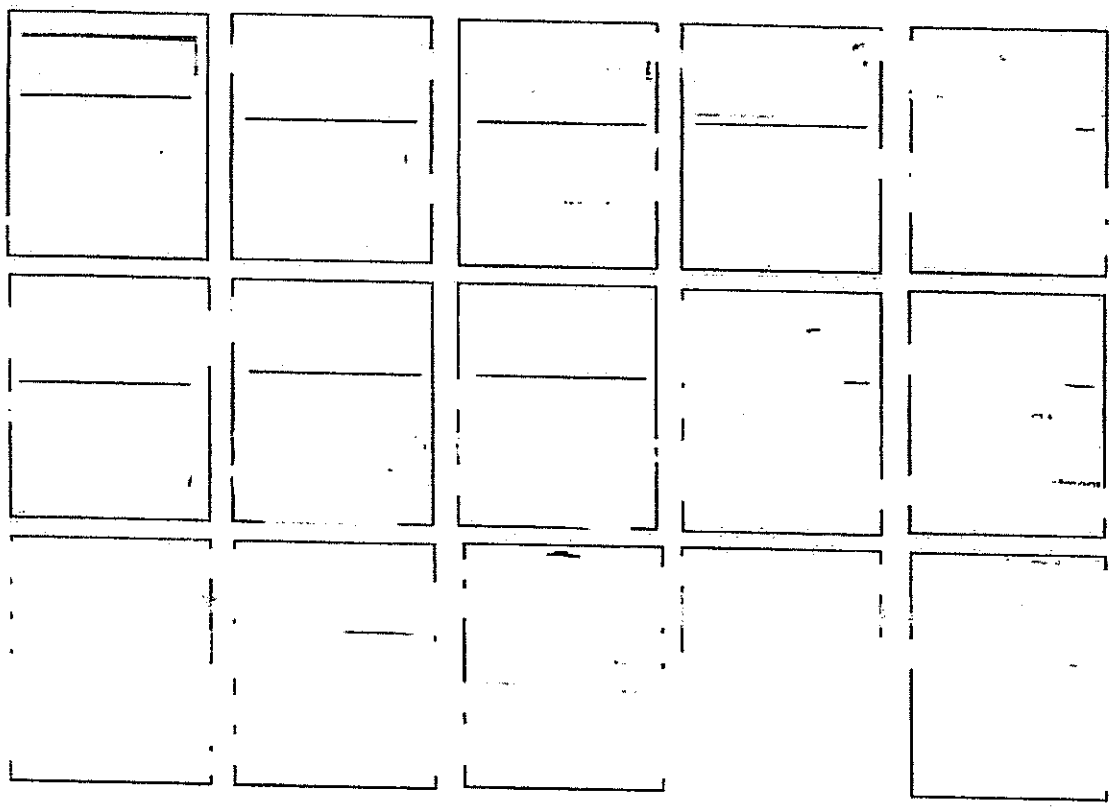
has indicated their intention to fund the work programs undertaken by Basgas through a letter of support which forms part of the formal license application documentation.

4.2

investment in Basgas is held by Division, a division of the . The Division has invested in and provided finance for mining and energy projects for over years. We have offices in a full range of debt and equity financing solutions to the mining and energy sectors globally, both at the corporate and project levels.

The Division has more than 70 professionals globally and we are recognised for our disciplined approach to technical and commercial review of the projects that we finance.

The following are some recent examples of mining and energy financing transactions which have been arranged and underwritten by



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5 Basgas Energia Netherlands B.V.

The application for Campine is filed by Basgas Energia Netherlands B.V. ("Basgas B.V."), a 100% subsidiary of Basgas. director of Basgas B.V. is who resides in

Basgas B.V. currently has limited resources, financially as well as technically, but is fully supported by its shareholder Basgas and Basgas' shareholder Macquarie Bank Limited (letters of support attached to this application).

For the time being, whilst Basgas B.V. does not operate any exploration or production licence for hydrocarbons in the Netherlands and no mining operations carried out, Basgas will not establish an operating structure in the Netherlands.

However an on the acquisition of a Hydrocarbon license Basgas will adequately staff itself to complete the obligations under the proposed work program. An example of this can be seen in the Ukraine subsidiary which employs specialist staff (business development, legal, geologists, administration, financial etc).

On the commencement of drilling operations, expectedly in 2014-2015, there will be suitably skilled and experienced Basgas personnel working from the Netherlands in addition to the preliminary staff employed on award of the contract. Depending on the results of the wells drilled Basgas will continue to build its Dutch organisation.

6 Basgas Subsidiaries - Unconventional Gas Interests

6.1 Basgas Shale Gas Interests

6.1.1 Poland

In February, 2010, a subsidiary of Basgas, Strzelecki Energia SP. z o.o., was awarded the 481 sq km "South Prabuty" exploration license in eastern Poland. The major exploration target in this license is the lower Silurian shale interval. The permit was awarded for a five year period during which new 2D seismic will be acquired and at least one borehole sufficient to drill entirely through the Silurian shales. Drilling depth for this well will be at least 3,300m.

Map 5: Poland exploration permit: South Prabuty

6.2 Basgas Applications

6.2.1 Spain

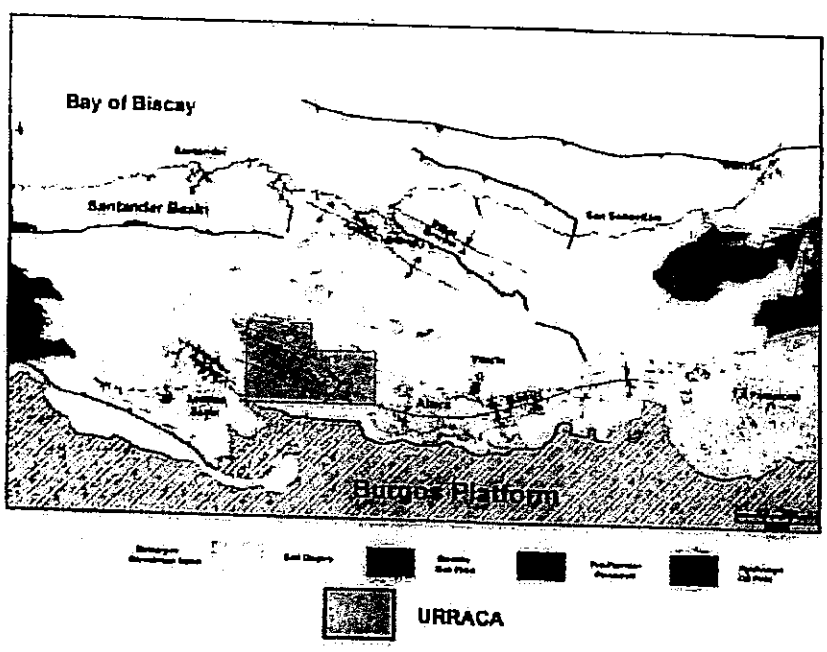
In , a subsidiary of Basgas, Basgas Energia Iberica S.L., applied for the948 sq. km. "Urraca" exploration license in Spain. Gazettal of the application occurred on 8 November 2010 and a decision on award of the licence is due

The licence was applied for

, is a private company with subsidiaries and affiliates active in upstream oil and gas operations in the United States and in Europe. The Urraca application is located within the Cantabrian Basin. The main unconventional play is present in the consists of shales and marls.

There are two unconventional models are being used for being the for the shales and marls and the other being the for the fractured carbonates.In addition, conventional structural targets exist for and

Map of Basgas applications in Spain



6.2.2 France

Since , a subsidiary of Basgas, Basgas Energia France SAS, has applied for exploration licences in France. The application are located within

Status	Submission Date	Prospect	Size (km2)	Basin / Play Summary
Application Submitted				
Application Submitted				
Application Submitted				
Application Submitted				

The major objectives in the Paris Basin are

shales of

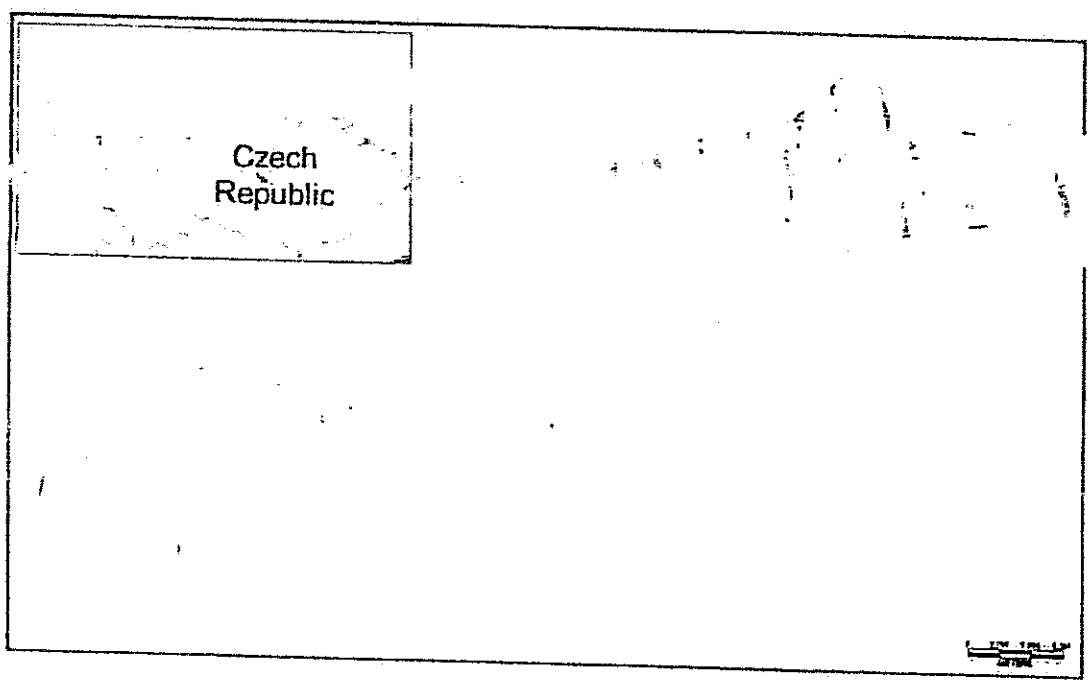
The main targets are the and the The applications are highly prospective for oil targets within the Lias section. These targets are based on the models.

Map: applications

6.2.3 *Czech Republic*

In a subsidiary of Basgas, Basgas Energia Iberica S.L., applied for the sq. km. exploration license located to the The application is located within the and is covers of the The play is targeting shale gas and oil potential within m thick. The play is based on the model.

Map 8. Basgas applications in Czech Republic

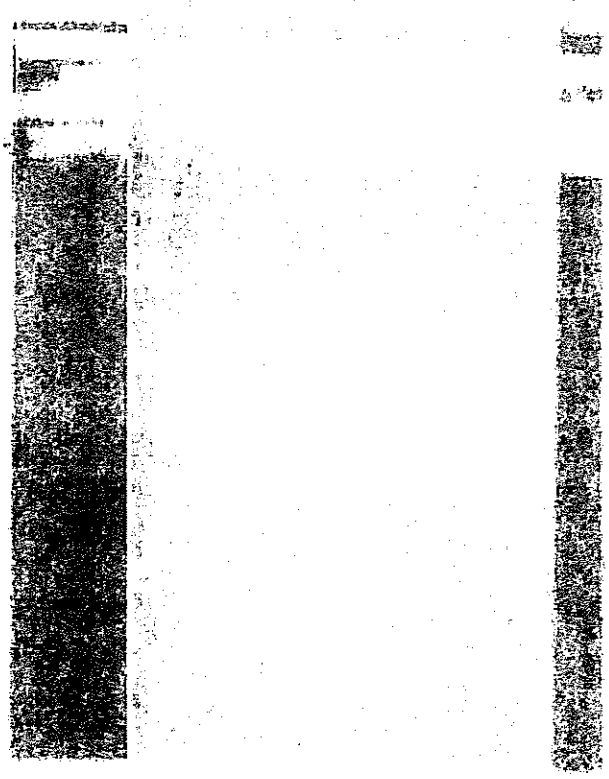


6.2.4 Ukraine

In subsidiary of Basgas, Basgas Energia Netherlands BV., submitted a request for auction for licences in the Basin to the Ministry of Environment The applications cover a total of 1 sq km. near in .e The main objective of the licences is the Silurian shales between 2 lm depth within the The play is based on the ..... model

The request for auction is currently advancing through the regional and central government approvals process and it is expected that the licence will be placed for auction in the

Map 9: Basgas applications in Ukraine



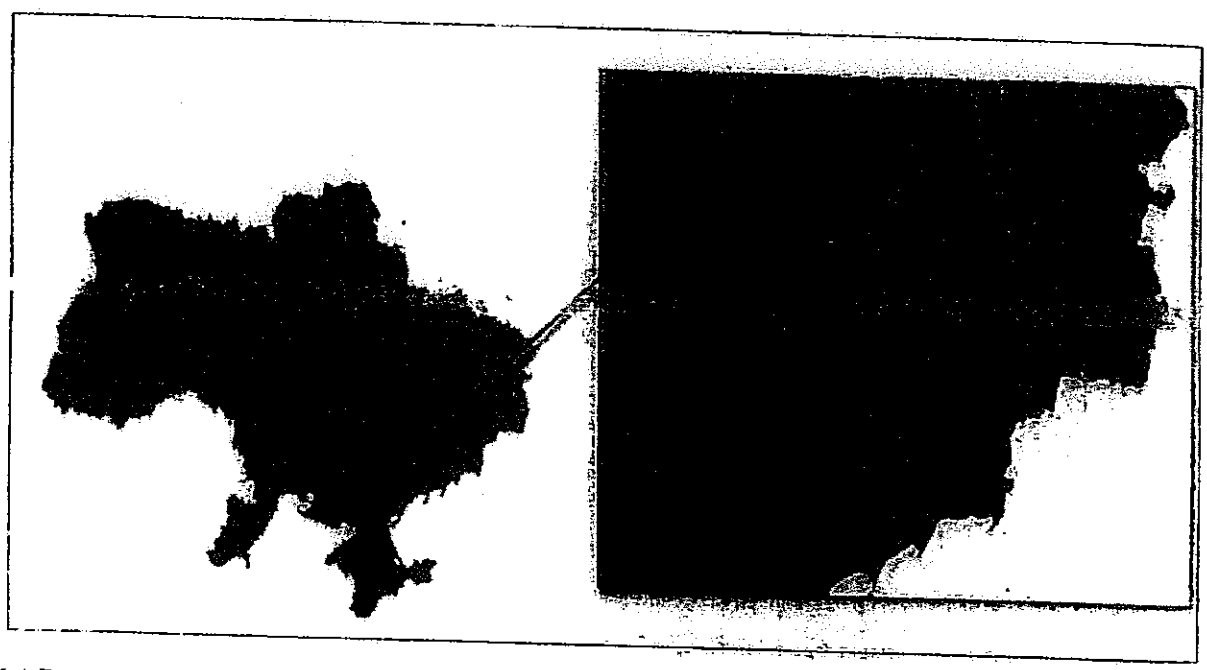
6.3 Basgas CBM and tight gas interest

6.3.1 Ukraine

Basgas acquired Karbona BV in
effectively expanding operations into Ukraine adding key personal and a pipeline of licenses.

Existed assets include a 500km² CBM license located in the Krasnoarmeisk South area of the Donbass Basin, reserves independently estimated at

Map 10. Basgas operations in Ukraine



6.4 Basgas Business Development

In addition to the current licences and applications, Basgas is pursuing other earlier stage opportunities to acquire unconventional licences in and . It is expected that new projects will mature to the application stage in the

Geological Report and Proposed Work Program, Campine Application

February, 2011

Ground Floor, 1292 Hay Street

West Perth WA 6005

Australia

4-4-2011

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Figures

Tables

Attachments

1 Netherlands Shale Gas Potential, Petrophysical Report.

Executive Summary

The purpose of this report is to explain the geologic parameters defining the exploration prospectivity of the Campine Application, and to justify the work program in the context of said parameters.

The application area is located in the southern onshore portion of the Netherlands along the border with Belgium (figure 1). It falls within the provinces of Noord Brabant and Zeeland. Belgian enclaves are also located within the area but will not be within the licence (Attachment A). In geological terms the application area is on the southern flank of the Campine Basin that had been filled with sediments from Middle Devonian through Late Carboniferous times and subsequently uplifted during the Late Carboniferous through Early Permian, that is, during the Variscan Orogeny. The conventional Permian, Triassic, Jurassic and Cretaceous reservoirs that are important oil and gas producers elsewhere in the Netherlands are either entirely absent or very thin and non-prospective within the application area.

The major unconventional exploration target is the Geverik Member of the Epen Formation which is part of the Namurian Limburg Group. This black shale was deposited in an anoxic, starved basin, is organic rich and is thermally mature for dry gas. Gross thickness of this shale in regional wells has been found to be in the 50m to 90m range. Drilling depths to reach the base Epen Formation are expected to be between 2000m to 4500m within the Campine application area.

Geochemical, geological and petrophysical data indicate that the Geverik shale may behave in a similar fashion to successful unconventional shale gas plays in the United States such as the Barnett and Marcellus shales. Economic success depends on factors such as brittleness, mineralogy, mud rock facies, pressure, and the presence of production enhancing natural fractures. There are in fact no wells within the application that drilled down to the Geverik shale, therefore it is of paramount importance to acquire enough existing and new seismic to tie wells on either side of the Netherlands/Belgium border that intersected the Geverik shale, and to define the existence and orientation of faults that cut the Epen Formation.

Once the existence of the Geverik shale is established through seismic interpretation, the next step in the work program would be to drill a vertical well designed to answer questions about the potential of the Geverik Member as a shale gas play. Should data obtained from the vertical well look promising, then a horizontal well will be proposed. This well would be tested with a hydraulic frac in order to establish whether or not economic rates of gas production can be achieved from the shale.

Other potential targets may be found within Westphalian sandstones sourced by adjacent coals. These reservoirs are considered to be conventional and would require a structural or stratigraphic trap; thus seismic is also required in order to define drillable Westphalian prospects.

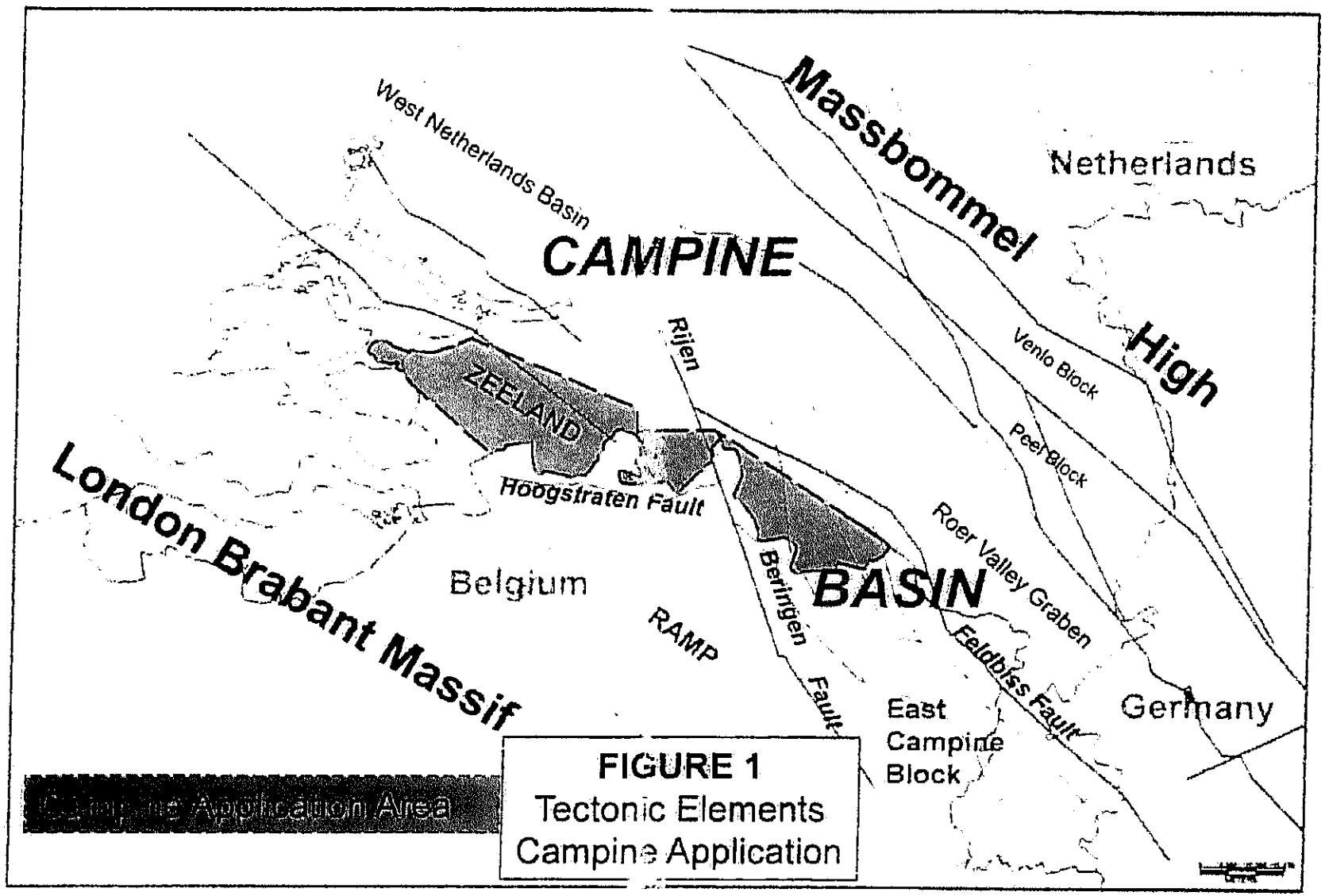

FIGURE 1
Tectonic Elements
Campine Application

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Tectonic and Sedimentary History

Numerous tectonic and sedimentary cycles have been defined in Northern Europe. Four major cycles will be described below and are graphically displayed on figure 2. ***Note that in all figures the border of the Netherlands and Belgium is approximate. For the true and accurate border and the locations of the Belgian enclaves see Attachment 1.***

Caledonian Cycle (Pre-Cambrian to Silurian)

Few wells in the Netherlands have drilled deep enough to encounter the sediments of the Caledonian Cycle, however a general overview can be made based on outcrop work in Belgium, especially on the north flank of the Brabant Massif, the UK, and from wellbores in Germany. Other important lower Paleozoic outcrops have been identified and described in the Holy Cross Mountains of Poland.

The Netherlands was part of the micro-continent of Avalonia during the Cambrian. Early Cambrian outcrops in and around the Brabant Massif are described as feldspar rich red and green sands deposited in a coastal shallow water environment. Mid to Upper Cambrian slates and black limestones were deposited an outer marine shelf in northern Belgium and black turbidites suggest a deep basin in southern Belgium. The Netherlands were most likely the source of the sands and did not contain much if any Cambrian sedimentation.

In the early Ordovician time Avalonia began to rift away from Gondwana and at the end Ordovician had docked with Baltica, closing the Tornquist Ocean. Late Ordovician through Silurian deposition was dominated by anoxic marine sediments as evidenced by the presence of black graptolitic shales on outcrops in Belgium and in Poland. Late Silurian beds are more siliceous, with mudstones and sandstones becoming lighter in color. It is postulated that there was little to no Ordovician through Silurian deposition in the Netherlands which continued to be a stable platform. An exception to this lack of Silurian in the Netherlands is the extreme southwestern corner of the country where one onshore well (Kortgene 1) and one offshore well (018-1) encountered Silurian aged shales.

The combined Avalonia-Baltic continent collided with the Laurentia in late Silurian to early Devonian forming the Laurussian continent, also known as the Old Red continent. At this time the Brabant Massif was inverted, although there is evidence to suggest the Brabantian Orogeny was beginning to deform in early Silurian Llandovery time.

Variscan Cycle (early Devonian – earliest Permian)

During this time period Gondwana and Gondwanan microplates collided with Laurussia, forming the Pangea supercontinent. Few wells have intersected Devonian strata in the subject area. The Lower Devonian is absent along the northern flank of the Brabant Massif; youngest Devonian rocks are found in boreholes of northern

Belgium Half grabens filled with siliclastic material in the Middle Devonian Wells in northern Belgium display thickness contrasts that reflect development of such half grabens

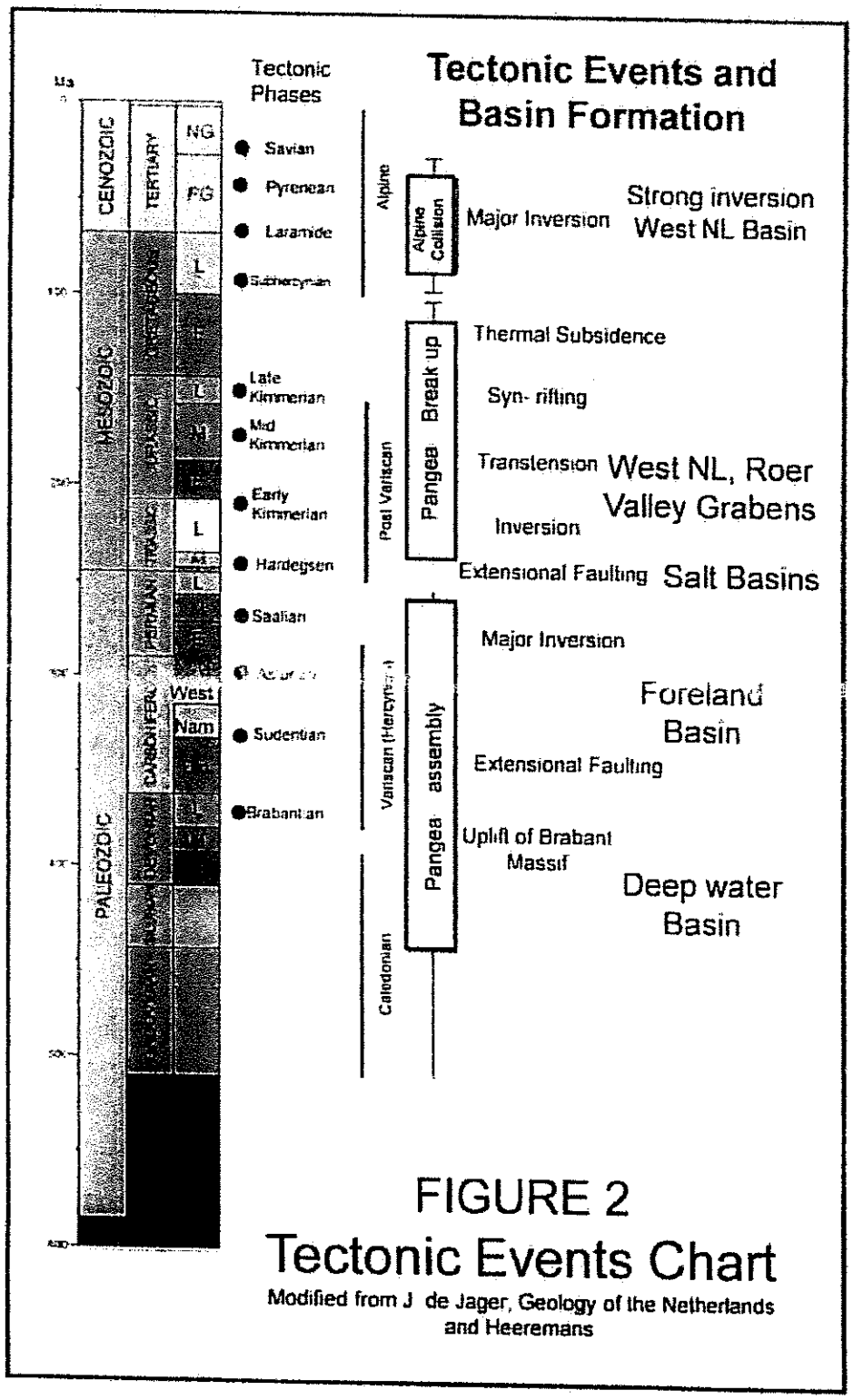


FIGURE 2
Tectonic Events Chart
Modified from J de Jager, Geology of the Netherlands and Heeremans

In the Early Carboniferous subduction of the Paleo-Tethys Mid Ocean Ridge and the Rhenohercynian Basin beneath the docked Pangean terranes resulted in the formation of the Variscan Mountains across what is now northern Europe. A foreland basin was formed north of this mountain chain into which thick sediments were deposited. A sub-basin within the larger foreland low is called the Campine Basin, which is the subject area of this report.

Marine conditions reappeared in mid Dinantian, with high energy limestones being deposited on a ramp or shelf bounding a mud rich basin (figure 3). Half graben faulting continued, trending along the margin Brabant Massif which most likely influenced fault direction in response to compression along the Variscan front. These faults influenced sedimentary patterns. For example, the Turnhout borehole in Belgium encountered 1161m of Westphalian through lower Dinantian sediments, while across the Hoogstratten fault (see figure 1 for the location of this fault and figure 3 for the locations of the wells), the RSB 1 wellbore in the Netherlands drilled 3222m of upper Silesian. This well did not drill deep enough to encounter lowermost Namurian sediments or the Dinantian, so it can reasonably be surmised that the Silesian thickens towards the basin center.

The Dinantian-Namurian boundary displays a transitional interlude between carbonate dominated open marine and shallow marine siliclastic deposition. Karsting has been known to occur on Dinantian high areas based on outcrop studies and offshore seismic interpretations. Lacustrine shales have been described in the uppermost Dinantian in wells most likely to have been in topographic lows. The carbonate ramps and platforms were overlapped in a widespread transgressive event, resulting in the deposition of organic rich black shales denoted as the Geverik shale as described in the well of the same name.

Subsequent Westphalian sediments are dominated by coastal plain and fluvial deltaic deposition and consist of coals, marine shales, and sandstones. Little faulting seems to have occurred at this time. This package was overlain by redbeds of Stephanian age.

Extensive wrench tectonics in Stephanian through Early Permian deformed the Variscan chain to the south and the foreland basin to the north. The result was an uplift that truncated much of the foreland basin fill. This erosional event can be seen on figure 4, the pre-Permian subcrop, which is based on referenced publications and studies of boreholes drilled in Belgium and the Netherlands. Westphalian D and C units were preserved in the remnant of the deep Campine Basin. The Massbommel High, which may have been a topographic high during the late Carboniferous, was inverted and much of the Westphalian was removed along with possibly the uppermost Namurian. Namurian and Devonian units subcrop the Permian and Cretaceous along the margin of the London Brabant Massif. What also can be seen on this map are the major fault trends which most likely influenced

earlier Carboniferous depositional trends. The importance of these fault trends to exploration efforts will be discussed in more detail below.

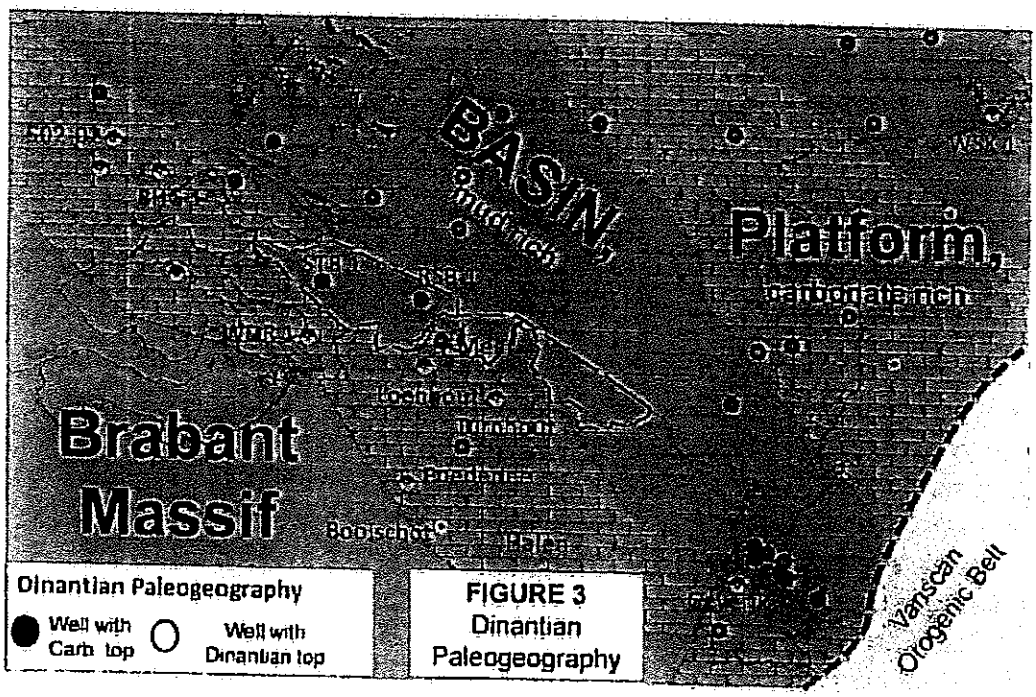


FIGURE 3
Dinantian Paleogeography

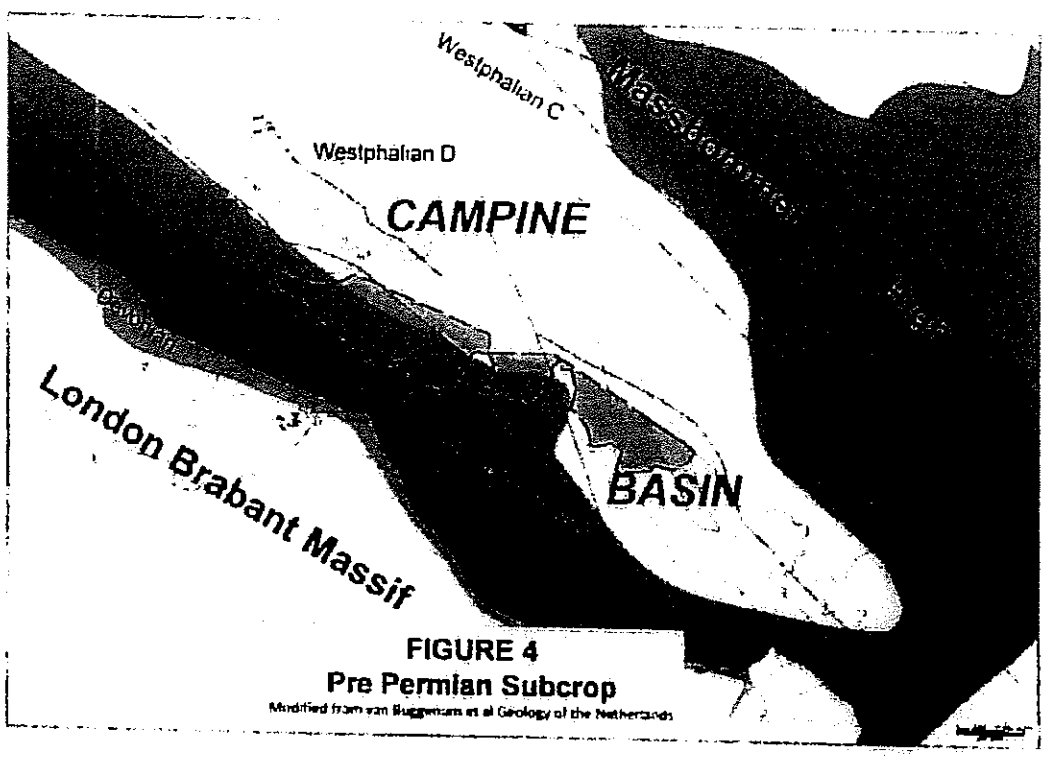


FIGURE 4
Pre Permian Subcrop
Modified from van Buggenum et al Geology of the Netherlands

Post Variscan Sedimentary Cycle (Mid Permian – Mid Jurassic)

Early Permian sediments are absent in the Netherlands. Mid to Late Permian units rest unconformably upon Carboniferous rocks in part of the application area. A string of West to East basins trending from the UK through northern Europe and into Poland was developed during this time. The complex environments ranged from aeolian to fluvial terrestrial deposits, to lacustrine and marine carbonates and sabkha evaporates and salts, and finally to continental red beds. Permian sandstones and carbonates are extremely important gas reservoirs in northern Europe and in the offshore Southern Gas Basin, but as they are not present or are very thin within the application area this report will not detail their areas of deposition.

Triassic units are conformable with Upper Permian beds in the Netherlands. Continental deposition dominated the Early Triassic, continuing Upper Permian environments and depositional trends while lacustrine facies are found north of the Netherlands. Sandy facies dominated until the Middle Triassic when rifting changed basinal forms. Shallow marine and evaporitic conditions began to prevail and thick salt beds were deposited north of the application area. The Triassic sands are important gas reservoirs in the Netherlands, but are mostly absent within the application area and are not exploration targets; therefore they will not be a significant concern in this report or in the proposed work program.

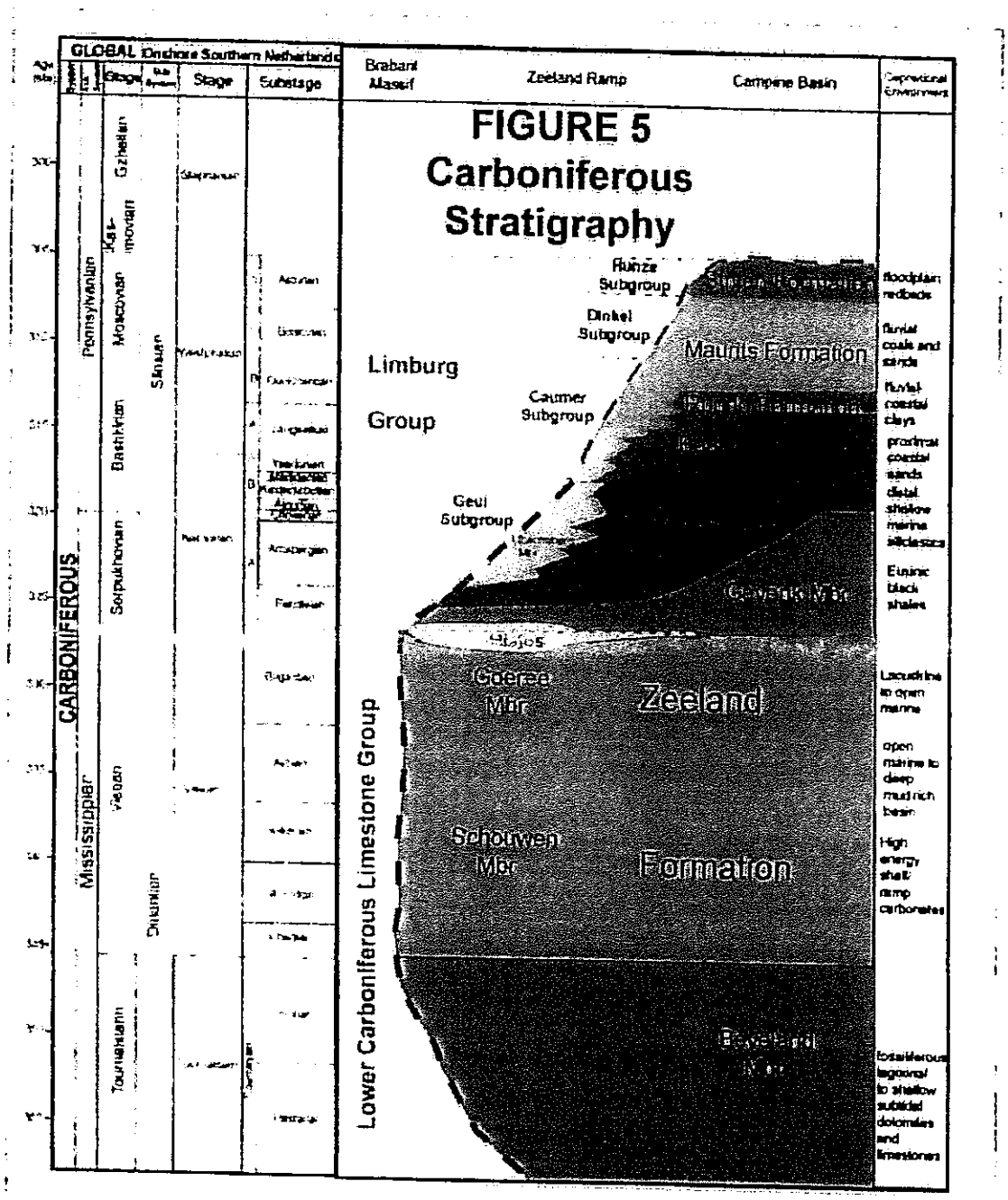
Jurassic sedimentation in the southern Netherlands continued Triassic facies trends. Marine shales and carbonates filled the West Netherlands Basin and the Roer Valley Graben. The Posidonia shale, an important source rock, was deposited in the deeper portions of these lows. Permo-Triassic evaporates are absent locally so salt diapirism did not have the effects on structure as it did in other local basins. Jurassic sands are important oil and gas reservoirs elsewhere in the Netherlands but are not present within the application area and therefore will not be a subject of discussion with respect to any proposed work program.

Alpine Cycle (late Cretaceous – early Tertiary)

Early Cretaceous rocks are not present in the southern Netherlands. The Late Cretaceous Chalk Group rests unconformably on Carboniferous units within the application area. Alpine orogenic stresses rejuvenated faults along the Roer Valley graben, resulting in the deposition of up to 2000m of Tertiary as marls, claystones and sandstones. This section is anticipated to be present throughout the application area albeit thinner than within the basin itself and is not considered to be an exploration target. However, care will be taken to identify and map these intervals so as to aid in drilling through them.

Carboniferous Stratigraphy

A stratigraphic chart of the Carboniferous in and adjacent to the Campine Basin is shown in figure 5. A wide variety of depositional environments has been


GLOBAL
Onshore Southern Netherlands
Brabant Massif
Zeeland Ramp
Campine Basin
Depositional Environment
Stage
Substage
CARBONIFEROUS
Mississippian
Pennsylvanian
Tournaisian
Viséan
Serpukhovian
Bashkirian
Moscovian
Kasimovian
Gzhelian
Dinantian
Silesian
Limburg Group
Lower Carboniferous Limestone Group
Runze Subgroup
Dinkel Subgroup
Caumer Subgroup
Geul Subgroup
Maurits Formation
Geverik Mbr.
Goeree Mbr.
Zeeland Formation
Schouwen Mbr.
floodplain redbeds
fluvial coals and sands
fluvial coastal clays
proximal coastal sands
distal shallow marine siliciclastics
Euxinic black shales
Lacustrine to open marine
open marine to deep mud rich basin
High energy shelf ramp carbonates
FIGURE 5
Carboniferous
Stratigraphy

recorded in local wells, but the overall upward regression from distal marine to redbeds is easily seen Terrestrial sediments are more prevalent closer to the Brabant Massif and are more marine to the northeast into the basin proper. The application area is in a position in between these two extremes

The Geverik Member represents a transgressive event of long duration that results in a thinner section than the overlying and equivalent Epen Formation The transgress on most likely began in the latest Dinantian with the deposition of the Goeree Member of the Zeeland Formation and is related to the sea level rise as a result of glacial melting. This type of facies is denoted as a condensed sequence in the terminology of sequence stratigraphy. Many successful shale gas plays in the United States are condensed sequences Some workers have defined the Geverik Member as latest Visean and others as earliest Namurian, for the purposes of this report it is considered to be earliest Namurian A hiatus separates the Geverik and Goeree members in a proximal position close to the Brabant Massif, in fact a gas storage field has been established in Belgium within the karst representing this hiatus, but they are most likely conformable in the deeper parts of the Campine Basin. Both members have high gamma ray profile and are organic rich, so it can be difficult to define the separation between the two based on gamma ray curves alone, all the wireline curves and sample descriptions must be taken into consideration

An important aspect of shale gas plays is the presence or lack of top and bottom seals, those being tight, dense rocks that theoretically contain the hydraulic frac energy. The Zeeland Formation carbonates below the Geverik shale appear to be good candidates for a bottom seal. however, there is no apparent specific top seal above the Geverik shale Preliminary petrophysical analysis (see Addendum A) indicates that the Dinantian carbonates are fairly low porosity units Part of the work program would be to obtain wireline logs that can more accurately interpret the relative brittleness of the overlying shales and the underlying carbonates.

Petroleum Geology

Oil and gas is being produced from onshore and offshore Netherlands fields (figure 6) from rocks ranging in age from Carboniferous through Cretaceous Westphalian coals are considered to be the source for both Westphalian and Permian (Rotliegend) reservoirs. Some contribution from Namurian shales has been presumed on the offshore Cleaver Bank High.

The key Paleozoic source rocks in the vicinity of the Campine Basin are the Geverik Member and Westphalian coals. Lowermost shales of the Epen Formation (directly above the Geverik Member) also have potential as do shales interbedded with Dinantian carbonates due to their organic richness.

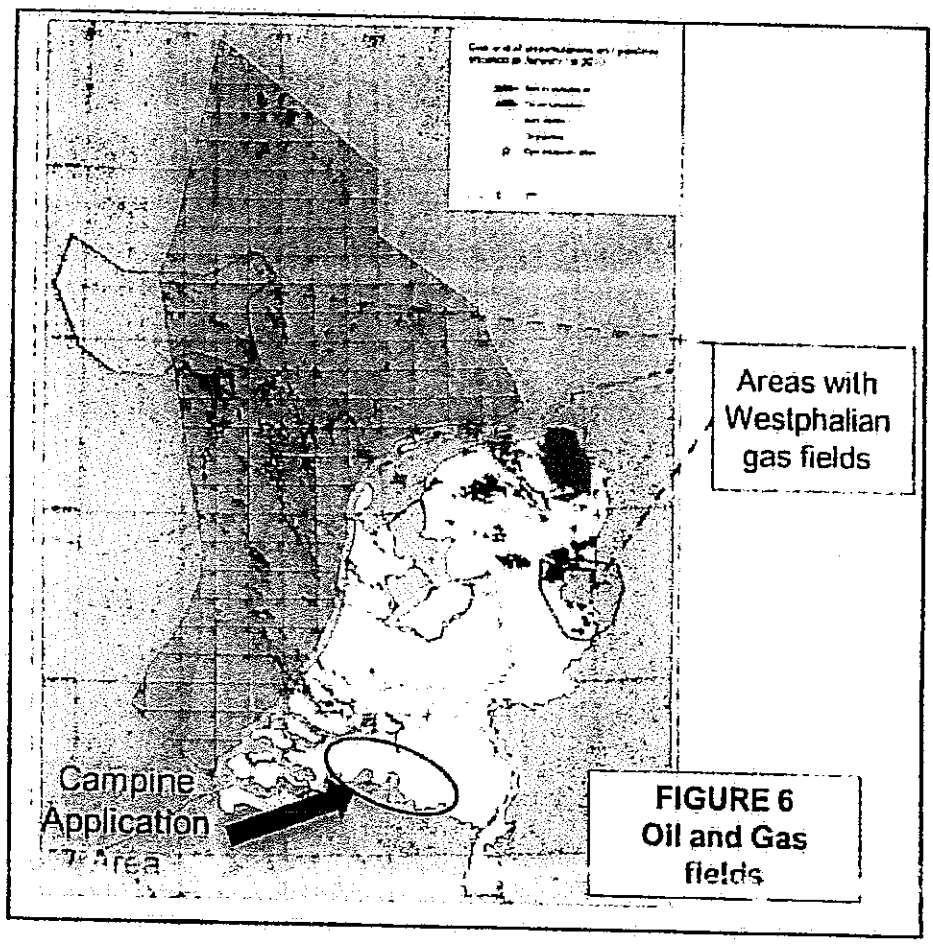


FIGURE 6
Oil and Gas fields

The Geverik shale is present in four wells drilled in the southern Netherlands. A correlation of this shale is shown in figure 7. The gross thickness ranges from 51m to 90m. The transition to Epen Formation shales is gradual and represents a shallowing upward change in depositional environments.

Two of the wells had geochemical information as posted on the Netherlands Oil and Gas Portal (http://www.nlog.nl/en/home/NLOGPortal.html), including the type locality at the Geverik 1 wellbore. TOC's range up to over 6% within the Geverik and reach almost 3% in the lower Epen. These data indicate a very rich source rock which was known to have been deposited in a marine setting. Detailed geochemical analysis indicates the presence of source rocks above and below the target shale within the Epen and Zeeland Formations (see figure 8). It remains to be seen whether or not these shales can constitute stand alone shale gas plays as they are not as organic rich as the Geverik shale. Nevertheless, gas from these rocks may be tapped through hydraulic fracs.

Local Westphalian coals are also organic rich. Figure 9 shows excellent organic rich coals as were found in the RSB 1 well which lies within the boundaries of the application area. These coals are thin, usually <5m thick, but are numerous and may have generated and expelled significant amounts of natural gas.

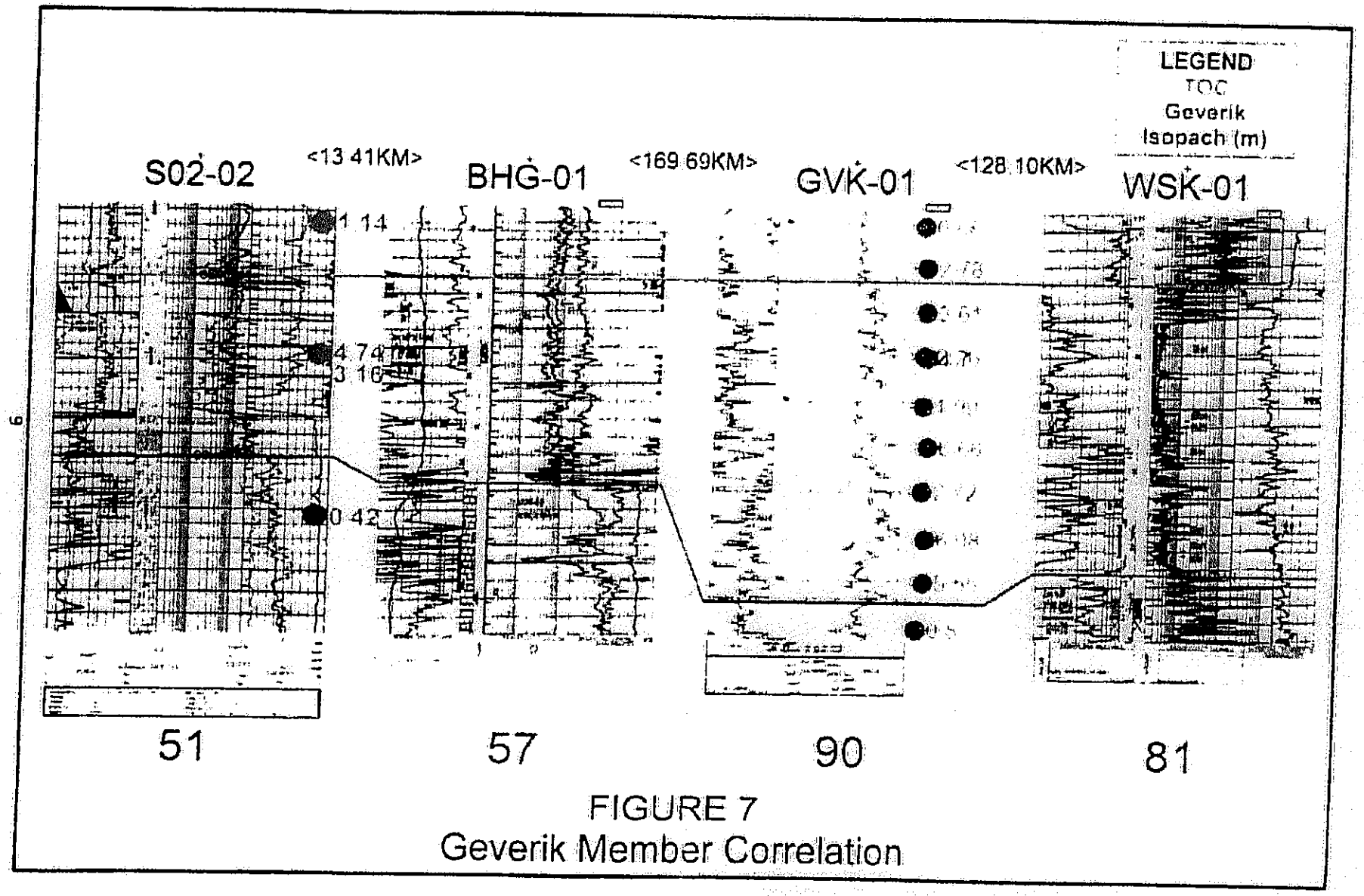
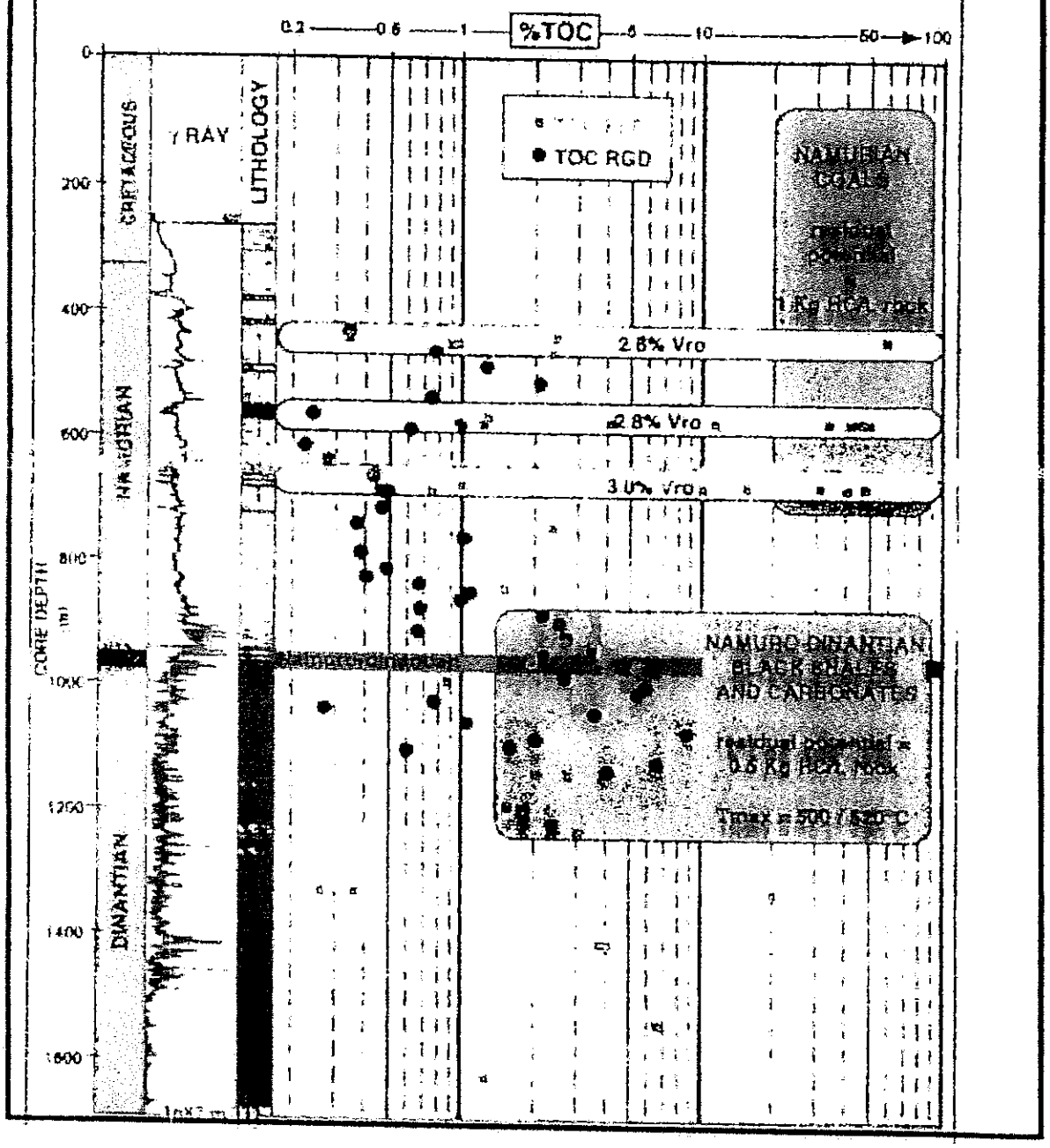


FIGURE 7
Geverik Member Correlation

FIGURE 8

GEVERIK 1

MAIN ORGANIC GEOCHEMISTRY RESULTS



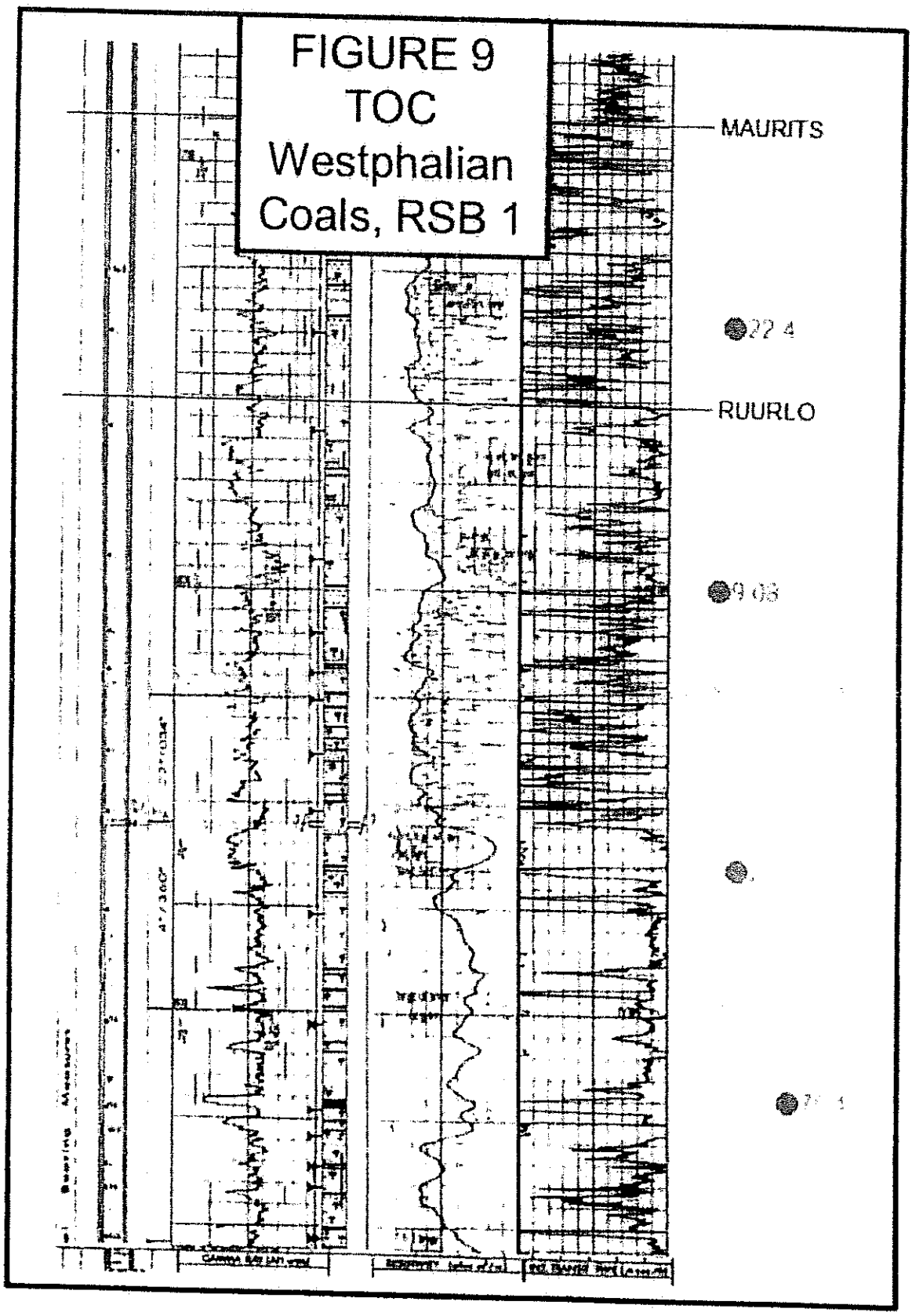


FIGURE 9
TOC
Westphalian
Coals, RSB 1
MAURITS
RUURLO

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A thermal maturity map at or near the base Namurian has been constructed (see figure 10). This map is based upon geochemical data from Netherland and Belgian reports and shows vitrinite reflectance measurements. No attempt was made to make the contour lines equal as experience has shown that actual thermal maturity trends are more complicated than what is usually indicated by published maps; nevertheless some comments can be made with respect to the data.

The data suggests that thermal maturities increase from the southwest along the flank of the Brabant Massif to the northeast into the Campine Basin. This would be a reasonable assumption as the beds overlying the Geverik are known be very thick in the RSB 1 well and appear on seismic to continue to thicken into the basin. The application area lies between Ro of 2.0% and >3.0%, meaning the basal Namurian, and thus the Geverik shale, are in the dry gas window.

What is interesting to note are the very shallow *present day* depths at which the Namurian is within the dry gas window. For example, the value of 2.92% Ro in Geverik 1 was attained at the depth of 671m, that being the top Epen Formation. In contrast, the Ro value of 2.67% in RSB 1 was recorded at 4102m in approximately the middle Epen. A map published by TNO (figure 11) shows that this phenomenon is widespread in the Netherlands, that is, high thermal maturities occurring at shallow depths.

Published work has shown that the likely reason for this maturity pattern is that high rates of upper Carboniferous sedimentation drove Westphalian and Namurian source rocks into the dry gas window prior to rapid Permian uplift. Conodont color alteration work done in Belgium indicated the Westphalian may originally have been over 3500m thick. It is also possible that these source rocks have re-entered the early gas window, or at least the late oil window, during Tertiary times. Further burial history modeling based upon geochemical data acquired in a new wellbore should help address these issues.

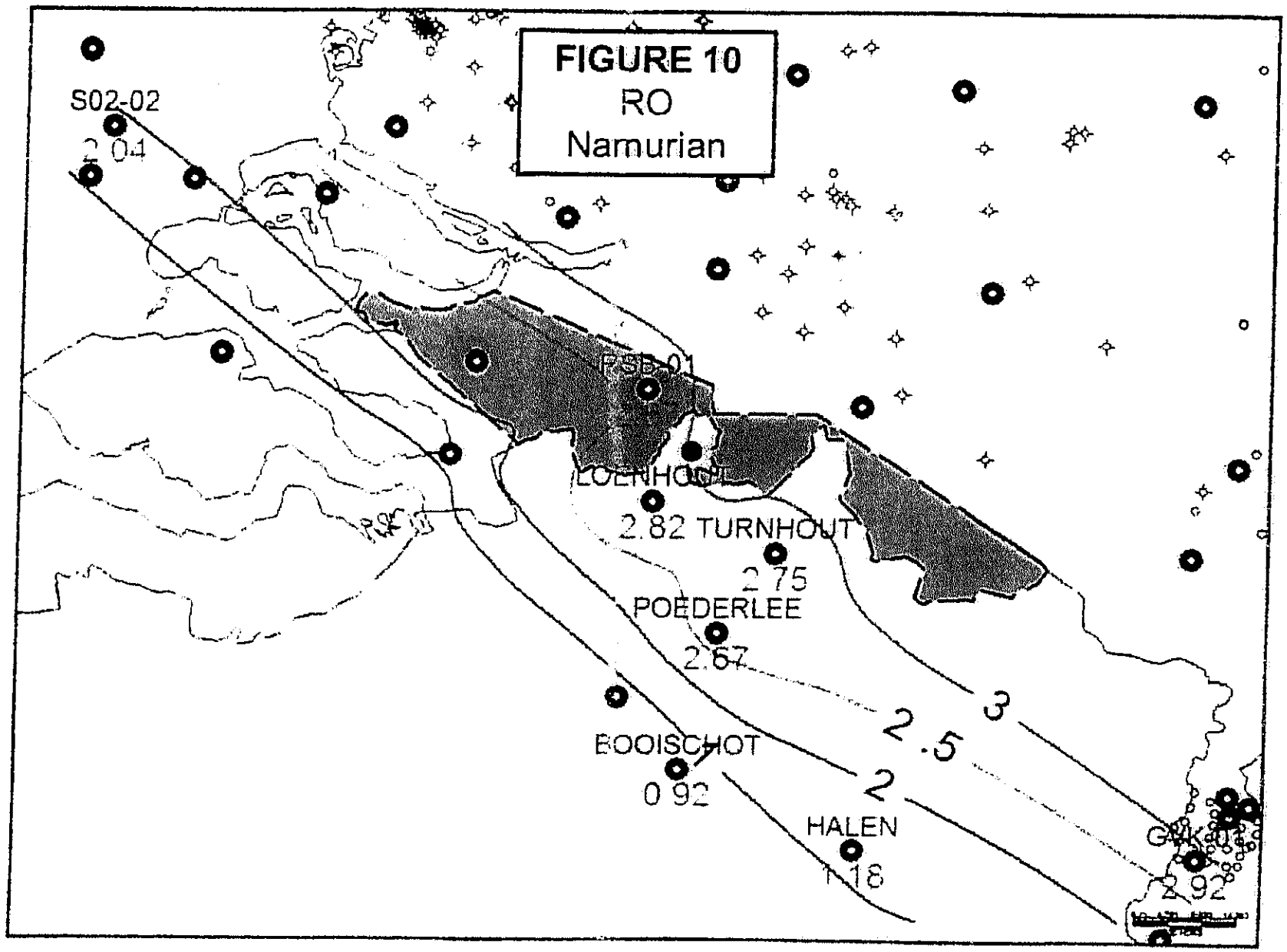
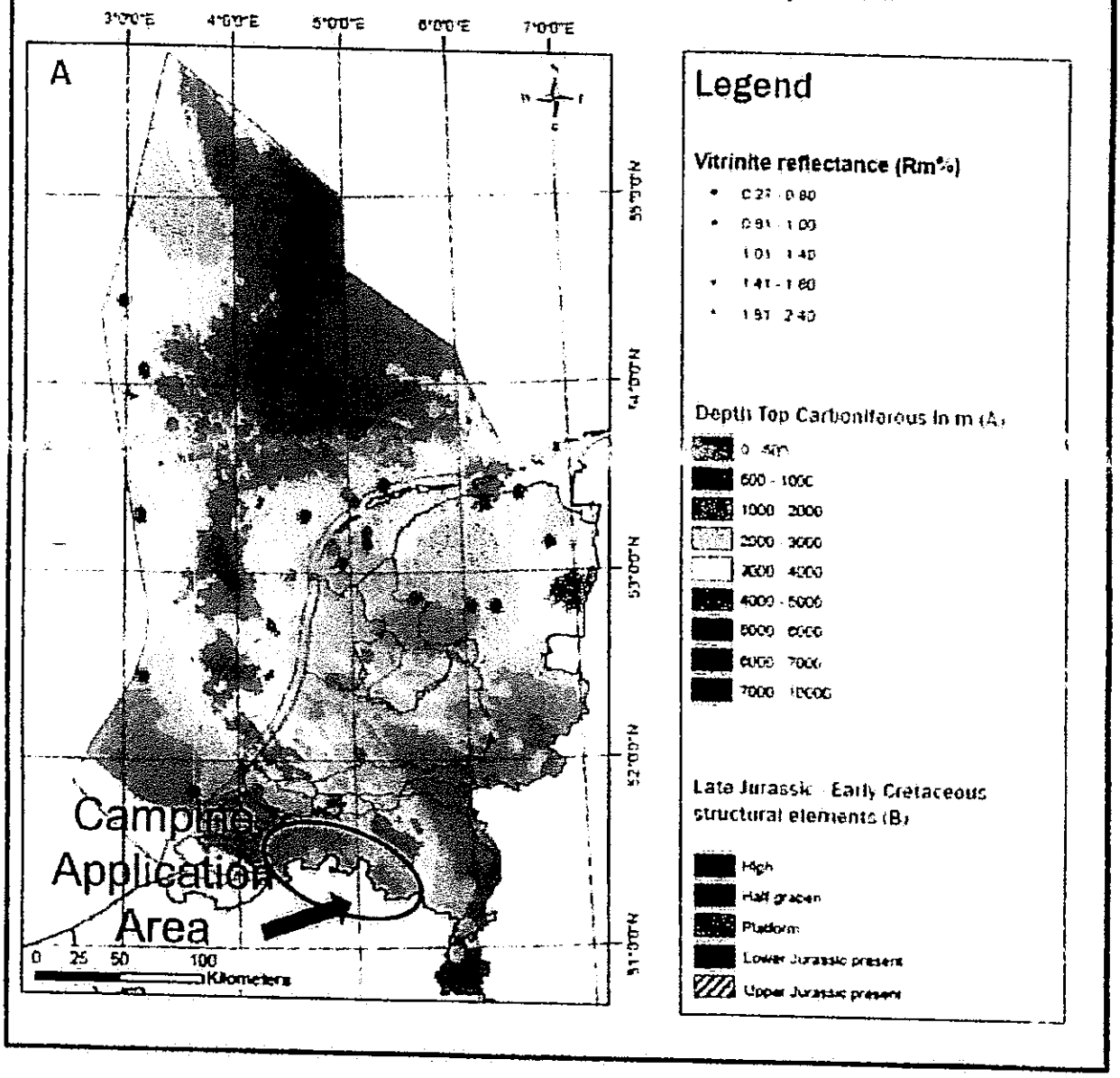


FIGURE 10
RO
Namurian
S02-02
2.04
FSB-01
LOENHOUT
2.82 TURNHOUT
2.75
POEDERLEE
2.67
BOOISCHOT
0.92
HALEN
1.18
GAKU
2.92
3
2.5
2

FIGURE 11

Maturity at Westphalian A/B boundary

NL Olie en Gasportaal

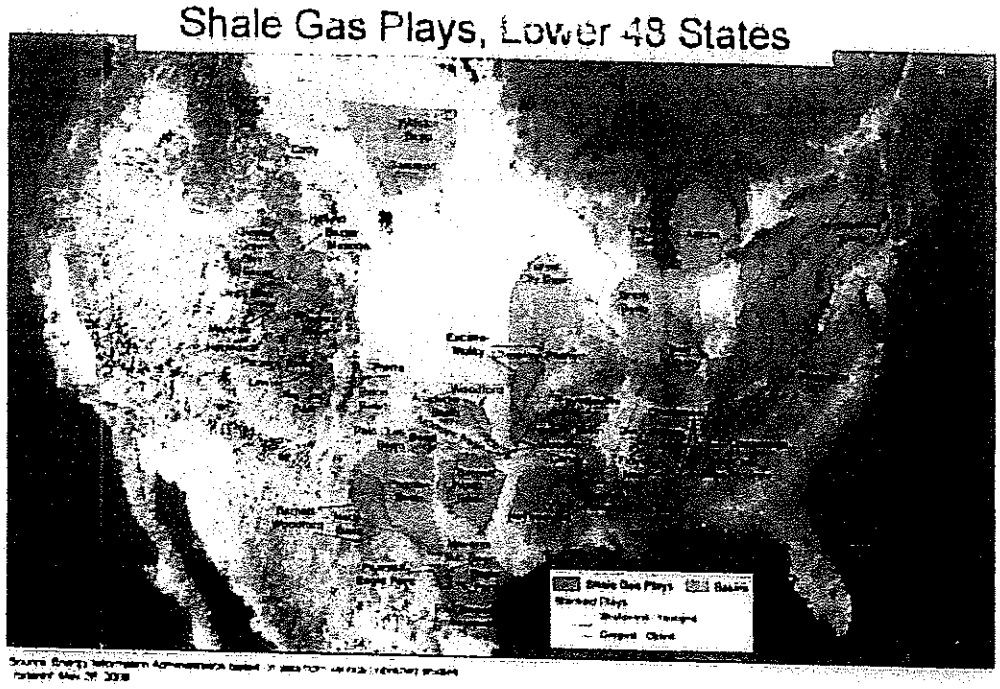


Objectives, Unconventional and Conventional

The key unconventional shale gas target is the Namurian Geverik shale. Other unconventional targets include the Goeree and lower Epen Formation shales. Fortunately, the Epen shales lie directly above the Geverik shale and would be encountered while drilled to the main target. The Goeree shales lie directly below the Geverik and would also be easily drilled at total depth. Thus one wellbore designed to drill into Dinantian carbonates will test all the significant shale gas intervals

The United States is the test laboratory for shale gas plays. Tens of thousands of shale gas wells have been successfully completed since the first Devonian shale gas producer was completed in Fredonia, New York in 1821. The plays exist in numerous basins (see figure 12) and vary in age from Ordovician to Cretaceous. Although no two shale gas (or shale oil) plays are exactly the same some statements will be made below about the parameters that differentiate between successful and unsuccessful plays. These parameters will then be examined with respect to existing data in the Netherlands and then to the required data acquisition in a proposed work program.

FIGURE 12
Shale Gas Plays, Lower 48 States



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Successful US shale gas systems are:

- self sourced, that is, the source contains all or part of the reservoir,
- form a continuous, regional petroleum system,
- are organic rich,
- can be in a high thermally mature (thermogenic) or in a low thermally mature state (biogenic),
- contain both free gas in fractures and adsorbed gas within internal surfaces,
- have very low matrix permeabilities, but have *some* matrix and organic porosity,
- are naturally fractured,
- are amenable to artificial fracs, i.e. are brittle to some degree,
- are by nature very complex reservoirs in terms of minerology and depositional environment,
- produce for very long periods time, often measured in decades, not years.

Based on experience in US shale gas plays, an exploration checklist can be constructed; see below Table 1:

TABLE 1
SHALE GAS EXPLORATION CHECKLIST

Zone Thickness	**Varies from under 20m to over 900m in US plays.**
Frac Barriers	**Above and below to contain frac energy and thereby increasing productivity.**
Thermal Maturity	**Gas vs oil, thermogenic vs biogenic. For gas, range is 1.0% to >3.0% Ro**
Gas Content (sct/ton)	**Enhances reserves. >100mcf/ton is desirable.**
Organic Content	**Higher is better, depending on Ro, but 2.0% TOC and above is good.**
Hydrogen Content	**Key to gas in places (retained gas). Will be low in gas window.**
Clay Content	**Level of brittleness controls ability to create new fractures. <40% Clay content is desired.**
Fractures: Presence/Orientation	**Affects Reserves and productivity.**
Poro-perm/pressures	**Controls production rate. Porosity above 4% is favorable.**

As has been noted above, there are no wells within the Campine application area that intersected the Geverik shale. There are wells in the region with lower Namurian data, and to these wells the exploration checklist will be compared.

Zone thickness:

Figure 7 showed that the Geverik shale ranges between 51m and 90m meters regionally which is a very good thickness in which to contain economic amounts of gas reserves. As was mentioned in an earlier section, syn - sedimentary half grabens were active during Dinantian times. Figure 13 is a schematic that probably exaggerates the thrown on the faults cutting the upper Dinantian, but is a possible explanation for the absence of the Geverik member at the Loenhout well in northern Belgium. Yet the diagram shows the Namurian units onlapping the pre-existing half grabens. If this is the true situation, then the Namurian onlapped the Dinantian topography, and the Geverik member should not be present at the Turnhout well; however approximately 35m of the Geverik member was present in this well. Figure 14 is a dip seismic line between the WDR 1 and RSB 1 wells in southern Netherlands (see figure 15 for the location of these graphics). The interpreter drew faults that extend from the basement up to but not cutting into the base of the Chalk Group. We have drawn in the Geverik member as being present on either side of these faults. The WDR 1 well was drilled in 1916 and so does not have adequate information with respect to the presence or absence of the Geverik member in the well bore.

What can be stated about the conflicting interpretations is that the Namurian does in fact thicken across the Hoogstraten fault, and most likely thickens across the Rijen Beringen and Feldbliss faults. In other words, the Carboniferous was eroded from the top downwards, the transgression that deposited the Geverik was widespread and there is only a very low risk that the Geverik member is not present within the application area.

Frac barriers:

wells were chosen for detailed petrophysical analysis (Attachement 2) based on a suite of available logs. The final report is attached as Addendum A. Based on this work the

. The data is shown below in Table 2:

	TABLE 2		Petrophysics	
WELL	Unit	Interval	Porosity	Water Saturation

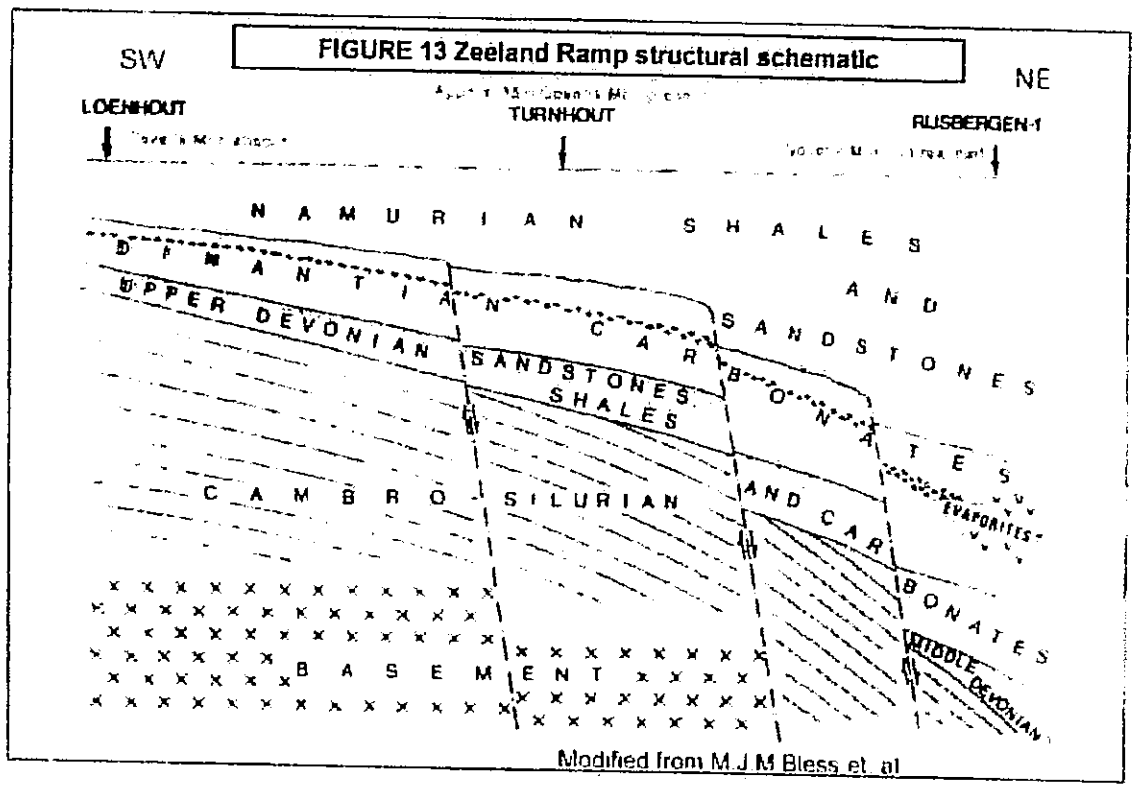


FIGURE 13 Zeeland Ramp structural schematic

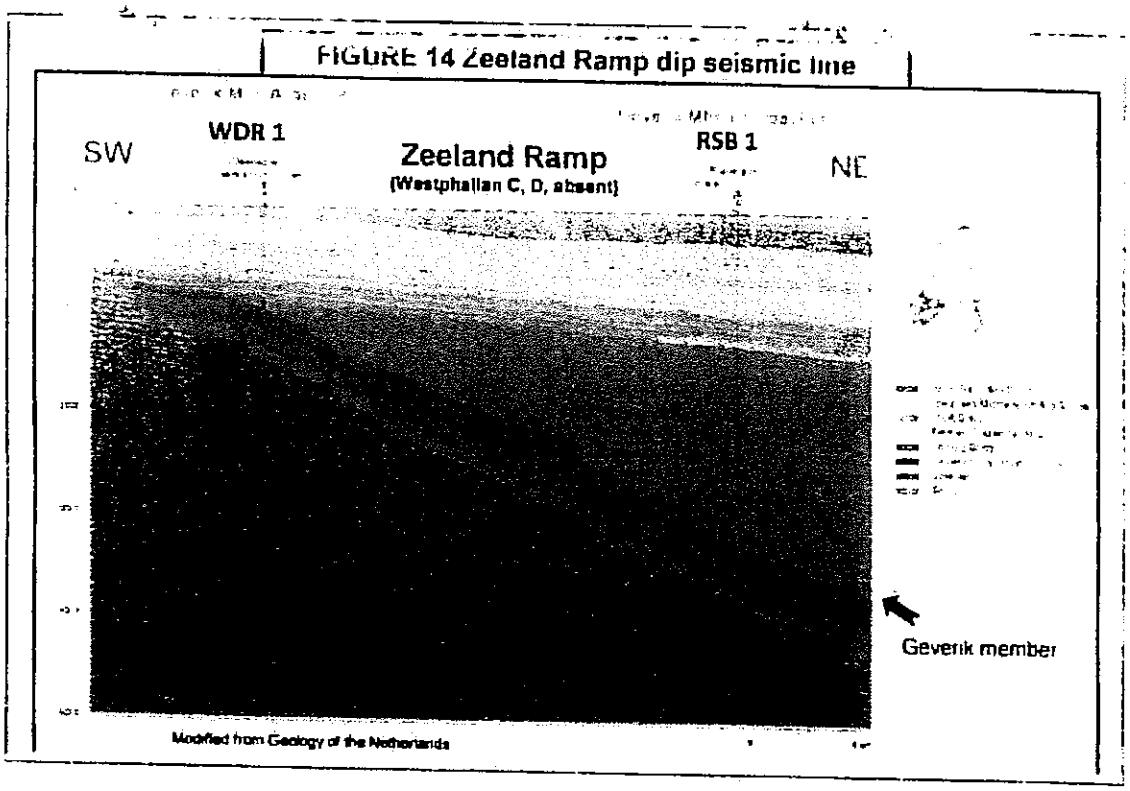
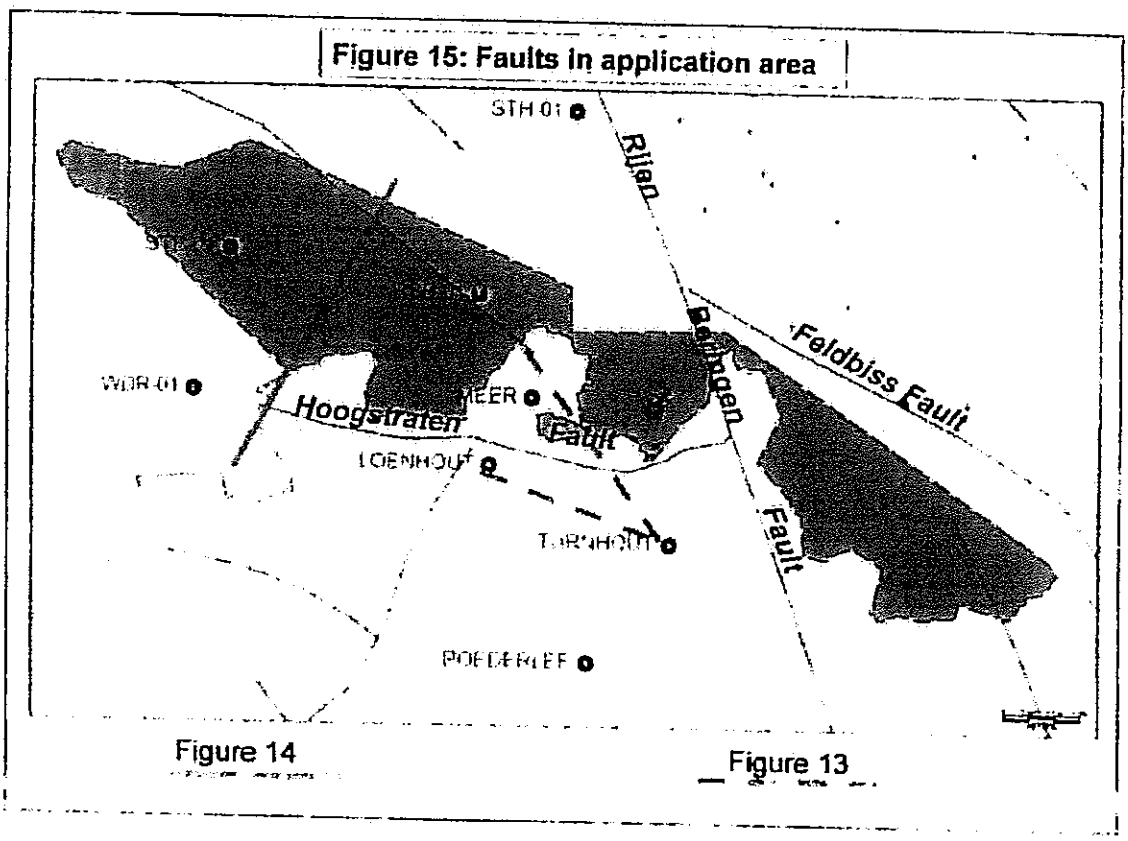


FIGURE 14 Zeeland Ramp dip seismic line



One factor of concern regarding Dinantian carbonates acting as bottom seals is the karsting effect found in onshore and offshore wells. Karsting on top of a Dinantian structure (figure 16) has created sufficient permeability that a gas storage field has been established in the vicinity of the Loenhout well in Belgium. Presently the total stored volume is 1 billion Nm^3 (35 MMSCFG) and steps are being taken to expand this capacity to 1.4 billion Nm^3 (45 MMSCFG) with additional new wells. The Campine application area lies to the northeast and structurally downward from this regional structure and more importantly into a more marine setting in which karsting should not occur. Nevertheless, karsting below the Geverik member is an issue as a strong water drive beneath the shales would inhibit operations and production. A 3D program will be beneficial in delineating structure, therefore a 3D program is proposed in the work program.

The Epen shales that overlie the Geverik appear to be good top seals; however their mineralogy is unknown. Intra-formational barriers may also be present, as will be addressed below.

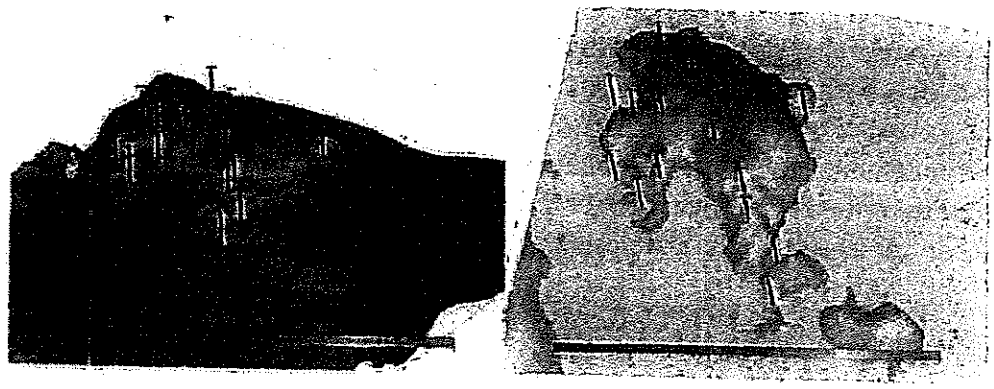


Figure 16 Loenhout Dinantian Reservoir Structure Northwest View and Depth Slice Amantini et al, 2009

Thermal maturity:

Figure 10 shows that, based on available geochem data, the Namurian is within the dry gas window. The Marcellus Shale produces at economic rates in Lycoming County, Pennsylvania where it has been matured to vitrinite reflectance values over 3.0%

Gas content:

No gas content data is currently available for local wells. Nitrogen and carbon dioxide levels have been found to be elevated in Carboniferous fields Gas sampling in a new wellbore would be one valuable part of a work program

Organic content:

Figure 7 displays TOC values for the GVK 1 and S02-02 wells. Values range from 1.99% to 6.08% which are excellent levels of organic richness. Values in the overlying Epen shales range from 0.68% to 2.78% which are poor to very good values

Hydrogen content:

The hydrogen content of the Namurian in three selected wells (Geverik 1, S02-02, BHG 1) ranges between 5 and 104 These values are good considering the high thermal maturities of the Namurian. Original HI has not been calculated, this is an important exercise in order to figure the hydrocarbon retention abilities of the target shales and will be attempted during the first year of the licence.

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Clay content:

Producing US shales usually have clay contents under approximately 40%. The presence of silica or carbonate allows for a more efficient fracture network to form during artificial frac completions. No published mineralogical data based on samples and/or core within the target shales was available in southern Netherlands to aid in determining quantitative values for this parameter. However, based on petrophysical analysis conducted for the applicant it appears that the Geverik member does have high percentages of silica and carbonate.

The petrophysical analysis calculated the following gross volumes in the Geverik member as shown in Table 3 below:

	TABLE 3 GROSS VOLUMES, GEVERIK MEMBER
WELL	

When more closely examined it can been seen for example in that in detail the Geverik member has good . if the (figure 17) is It may be found that will behave to frac jobs in thereby containing frac energy and enhancing productivity.

Fractures:

No log data is available to determine any specific values for this parameter. Regional stress orientations will be estimated during a work program.

Porosity and Permeability:

No core permeability data is available for the target shales. Successful shale gas plays have porosities 4% or over. Log analysis for selected wells calculated porosity values ranging from very poor to good (Table 4). The three wells are separated by up to 170 kilometers, so facies changes that degrade rock properties could certainly occur in that great a distance. The Campine area is approximately in the center point of the three wells so no other conclusions can be reached without a new wellbore.

Carboniferous sandstone reservoirs in onshore producing fields such as Coevorden, Dalen, Tubbergen and Hardenberg are typically found in Westphalian D and Stephanian beds. Offshore, on the Cleaver Bank High, Westphalian A, B, C, and D sands are the reservoirs. Porosity in these sands ranges between 9% and 20%, with permeability usually 1-2mD but up to 100Md.

Figure 17

Petrophysics

TABLE 4

Well	Unit	Interval	Porosity Ave. Porosity %

The Geverik 1 well encountered Westphalian and Namurian sands in beds up to 10m thick and with porosity averaging approximately 6%. The net to gross was very low. The RSB 1 well had a higher sand net to gross in Visean beds, with sand beds being relatively thick. Correlations in wells adjacent to the Campine area are difficult due to great distances between the wells and the fluvial nature of the sands. Structural closure would most likely be required to trap gas unless a stratigraphic trap was found. These issues point to the need for an additional seismic and new wellbore data point, and can be addressed with a regional stratigraphic study to be conducted in the first year of the licence.

Regarding reservoir pressures, examination of well tests from Carboniferous wells in southern Netherlands has not been conducted by the applicant. This work is necessary and will be undertaken within the first year of the licence.

In summary, what is already known about the Carboniferous in southern Netherlands suggests that a viable shale gas play may exist. Data shows that an organic rich, thermally mature for gas, and reasonably thick Geverik shale is most likely present in the application area. However, parameters such as the presence or absence of frac barriers and flow rate enhancing natural fractures, fault orientations and subsequent effect on the shale, reservoir pressures, brittleness, gas content and composition are largely unknown or can only be guessed at. Data on Carboniferous sandstones is also lacking. Studies can and will be made during the first year of the licence to address these issues, but a new well bore is necessary to gather new, modern data.

Exploration Phase Data Gathering

The most important issues to be resolved within the exploration phase of a work program with respect to evaluating a shale gas play are as follows:

1) Identify thickness and drilling depths to the shale gas target;
2) Measure organic richness, thermal maturity and mineralogy;
3) Measure gas desorption rates;
4) Note presence or absence of top and bottom frac barriers;
5) Measure petrophysical and mineralogical properties;
6) Gather geophysical data for future full azimuth 3D seismic;
7) Determine formation pressures and presence or absence of formation water;
8) Record stress regime and fracture orientation in order to best locate direction of lateral bores;
9) Based on the above information, initiate completion strategies and implement them in order to optimize production rates.

Fortunately, data obtained from a new well bore that is cored in key intervals and logged with a full suite of logs can address these issues. For example, new core can evaluate minerology. Gas content as well as desorbtion rates can be figured, and log vendors can more accurately calibrate "shale analysis" logs with whole core in order to derive gas in place numbers. Fracture presence and orientation can be recorded

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through formation microscanner and Shear Anisotropy logs, from which Poisson's rations and Youngs modulus can be calculated. A list of typical analyses that could be undertaken in the exploration phase of the work program is shown below:

Routine core analysis could include the following:
Total Core Gamma
Spectral Core Gamma
Core Slabbing
Core Prevention
Plug Cutting
Plug Drilling
Plug Mounting
Miscible Extraction
Fluid Saturation by Dean Stark Method
Percussion Sidewall Core Analysis
Rotary Sidewall Core Analysis
Sidewall and Rotary Compilation Report
Laser Grain Size Analysis
Sieve Analysis
Permeability and Porosity at Net Confining Stress
Grain Density
Profile Permeability
Whole Core Analysis
Cleaning Studies
Permeability Studies
CT Scanning & Slab Orientation
Core Photography after Spectral Gamma

Geochemical analysis could include the following:

Organic Richness
Petroleum Potential
Thermal Maturity
Kerogen Type
Yields of Oil and Gas
Rates of Oil/Gas Formation
Oil/Rock Correlation/Typing
Mud Gas Isotopic Logging

Rock mechanics analysis could include the following:

Unconfined & Triaxial Compressive Strength Tests
Ultrasonic Velocity Measurement
Pore Volume Compressibility Test
Thick Wall Cylinder Test
Proppant Embedment Test
Mohr-Coulomb Failure Analysis
Acoustic Velocity Anisotropy Analysis
Brazilian Indirect Tensile Test
Brinell Hardness Test

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Modified Ring Test
Creep Test

Sorption analysis could include the following:

Gas Content and Gas In Place (GIP)
Gas Composition
Adsorbed Phase Gas Storage Capacity (Adsorption Isotherm)
Gas Saturation
In Situ Permeability Testing
Field Core Handling and Preservation
Sample Bulk Composition and Property Analysis
TOC
Programmed Pyrolysis
Helium Grain Density
Proximate Analysis
Total Sulfur
Ultimate Analysis
Gross Calorific Value (BTU)
Sulfur-In-Place Analysis
In Situ Moisture Analysis
Petrographic Analysis

Further analysis could include:
X Ray diffraction bulk and clay
Petrophysical properties

Once the final depth is achieved, a full suite of logs will be run. These logs will include the following curves:

Gamma Ray
Sonic
Resistivity
Density/Neutron
Fullbore Formation Microimager (to determine presence of natural vs induced fractures, fracture orientation and stress directions)
Minerology Logs
Other logs as needed to be determined

Long offset and full azimuth 3D seismic can help infer pressure cells, clay content, and stress/fracture potential. Coherence and curvature attributes can reveal small throw faults that can impact drilling locations. A 3D data cube, incorporated into a reprocessed 2D dataset, will result in a better structural picture with respect to structural traps for conventional Carboniferous sandstone prospects and Dinantian karsting below the Geverk shale.

New information obtained in a vertical well bore in conjunction with a modern seismic dataset will allow better decision making to determine the viability of the

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Carboniferous shale gas play. If positive parameters for a shale gas play are found to exist, then the next step would be to drill a horizontal lateral in the best shale unit. This well would then be completed with a hydraulic, multi-stage frac designed to test the productivity of the shale. Microseismic data would be recorded in order to determine frac height and length.

If only negative or poor results are found in the vertical well bore, and no conventional structure of reasonable size was mapped, then the plays will be considered to have been adequately evaluated and the licence relinquished. Regarding the exploration potential of Carboniferous sands, based on the structural style of the application area (namely beds dipping down towards the basin) counter regional dip is not anticipated but certainly cannot be ignored in the interpretation of the proposed seismic dataset.

Part of the work program will consist of engineering studies that will concentrate on identifying the location and depth of water aquifers, potential multi-well pad locations, and water supplies. Communication with local authorities will immediately commence in order to create good relationships so that information about the proposed drilling and seismic activities can be disseminated.

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Proposed Work Program

The application area encompasses 1,043.02 square kilometers within the Netherlands and lies immediately south of the Noord-Brabant exploration licence (figure 18). There are no oil and gas licences across the border in Belgium. The applicant will obtain existing seismic in the Netherlands (figure 19) as well as 2D data from the Geological Survey of Belgium.

The major unconventional target of the proposed work program is the Namurian Geverik shale, with secondary conventional sand reservoirs in the Upper Carboniferous. The key objectives with respect to the targets are to map their subsurface configuration, to gain a better pre-drill understanding of their reservoir properties, to design a vertical well program, and to test them with a vertical well. Should the targets as evaluated in the vertical well prove to have the potential of producing at economic rates, a horizontal shale well or vertical conventional sand well will be drilled.

YEAR 1:

* Obtain paper and digital copies plus tapes of existing 2D seismic (there is no 3D).

* Reprocess the lines that are most amenable to this work.

* Interpret the data

* Conduct geoscience and engineering work to include the following:

- Obtain well cuttings/core for determination of minerology and back calculation of Hydrogen Index.
- Implement a study that will address presence and orientation of regional stresses and predict orientation of fault and fracture patterns in the subsurface.
- A stratigraphic study of Upper Carboniferous sand patterns.
- Examine all formation tests in Carboniferous zones in southern Netherlands in order to predict subsurface pressures within the application area.
- Onsite study to determine placing of well pads assuming a successful shale gas development will occur.
- Open lines of communication with local authorities, utilities, and landowner groups ahead of drilling program to discuss benefits of shale gas development.

* Plan for year 2 seismic program.

YEAR 2:

* acquire a 25 sq km 3D program.

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* interpret and incorporate into 2D dataset.

* pick a drillsite for year 3.

YEAR 3:

* drill a vertical well at a sufficient depth to encounter the Dinantian Zeeland Formation (about 3500m).

* analyze results

* if the shales or conventional sands appear to have positive parameters for shale gas or conventional exploitation, see option A below.

* if the shales or conventional sands do not appear to have positive parameters for shale gas or conventional exploitation, see option B below.

YEAR 4:

Option A:

* Plan, permit and design a drilling program for a horizontal well in shale, or a vertical step out well for conventional sands.

Option B:

* Prepare a Licence Relinquishment Report and relinquish Licence.

YEAR 5:

* drill and test a horizontal well in shale, or a vertical step out for conventional sands.

YEAR 6:

* Prepare either a Licence Relinquishment Report or an application for a Production Licence, depending on result of horizontal shale well or vertical step out well.

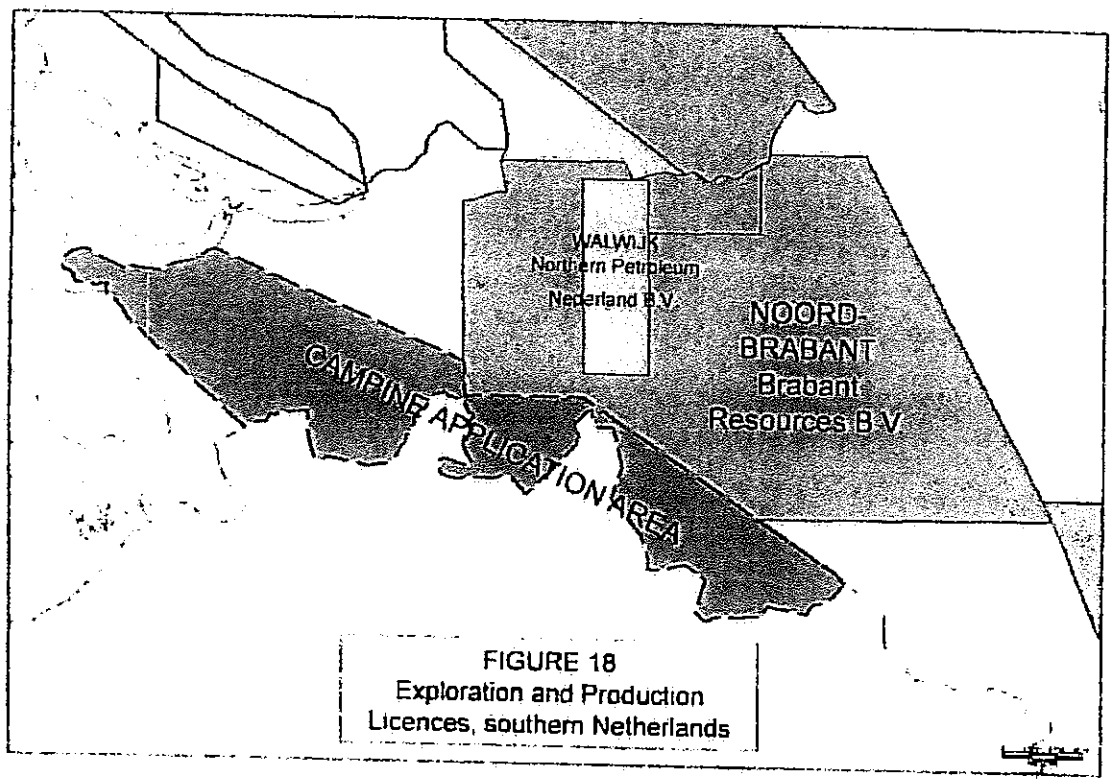

FIGURE 18
Exploration and Production
Licences, southern Netherlands

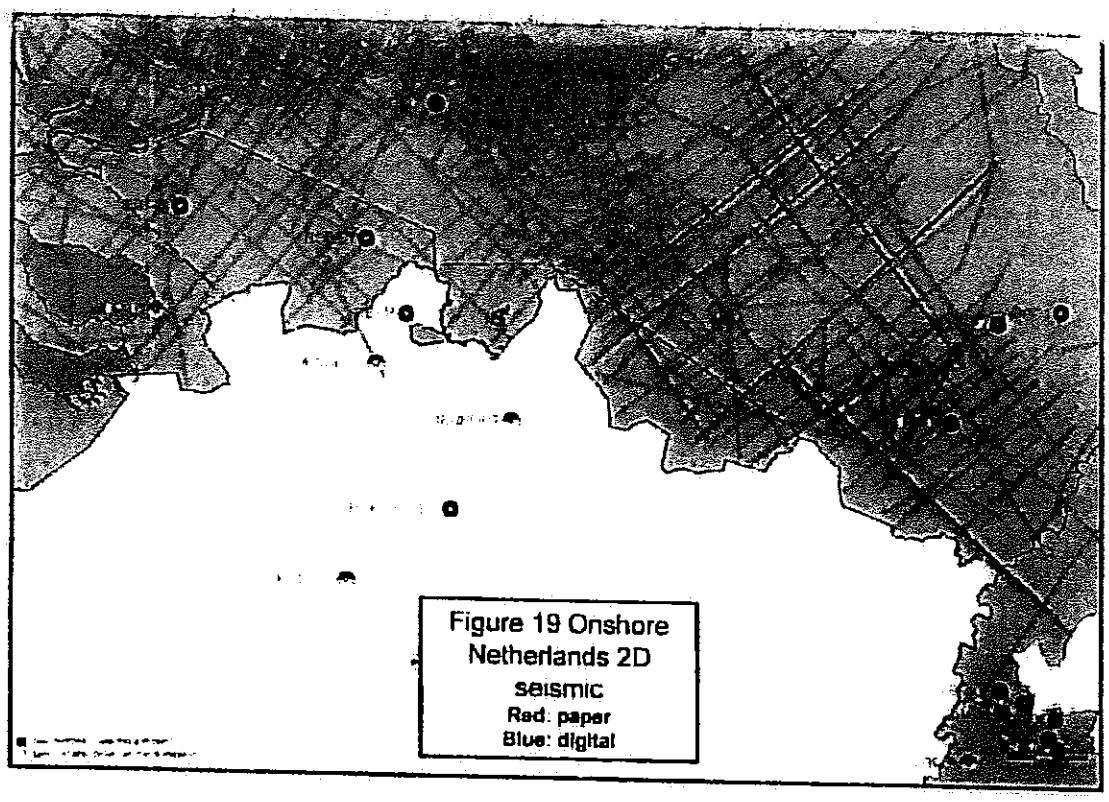

Figure 19 Onshore
Netherlands 2D
seismic
Red: paper
Blue: digital

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BasGas

De Minister van Economische Zaken
T a v
Directeur Energiemarkt (ALP/562)
Bezuidenhoutseweg 30
2594 AV Den Haag
28/03/2011

Betreft aanvraag opsporingsvergunning voor koolwaterstoffen
zuidelijk deel van Noord-Brabant

Excellentie

Onder verwijzing naar artikel 6 van de Mijnbouwwet dient Basgas Energia Netherlands B V ("basgas") hierbij een aanvraag in om een opsporingsvergunning voor koolwaterstoffen voor een gebied gelegen op Nederlands territoir (zuidelijk deel van de provincie Noord Brabant) ter grootte van ongeveer 1043 km², dit gebied te noemen "Campine". De coördinaten en een kaart met een aanduiding van de ligging van dit gebied treft u aan in bijlage I bij deze brief.

De opsporingsvergunning wordt aangevraagd voor een periode van 6 jaar. De eerste 2 jaar zullen worden gebruikt voor het verkrijgen van de bestaande seismische gegevens (alleen 2D beschikbaar), het uitvoeren van geologische studies en het doen van 3D seismisch onderzoek. In het 3e jaar van de vergunning wordt een verticale boring gezet en de resultaten daarvan geanalyseerd. Afhankelijk van deze resultaten zal hetzij in het 4e vergunningsjaar afstand worden gedaan van de vergunning hetzij in het 5e vergunningsjaar een 2e boring worden gezet. Het 6e jaar van de vergunning zal worden gebruikt voor het analyseren van de resultaten van de 2e boring en, indien van toepassing, het indienen van een aanvraag om een winningsvergunning.

Een volledige beschrijving van het werkprogramma en de geologische onderbouwing hiervan treft u aan in bijlage IV bij deze brief.

Basgas is een dochtervennootschap van Basgas Pty Ltd, een in juni 2009 in Australië opgerichte mijnbouwonderneming die zich met name richt op de opsporing en ontwikkeling van schaliegas in Europa.

Basgas Energia Netherlands BV | info@basgas.com www.basgas.com
Netherlands: Teleportboulevard 140, 1043 EJ Amsterdam
Australia: Ground Floor, 1292 Hay Street, West Perth WA 6872
United States: 7920 Belt Line Rd, Ste 595, Dallas Texas 75254

BasGas

De directeur/grootaandeelhouders van Basgas Pty Ltd hebben een uitgebreide ervaring op het gebied van de opsporing en winning van olie en gas en worden financieel gesteund door Macquarie Bank. Basgas Pty Ltd is heel actief in Europa met opsporingsvergunningen in Polen en de Oekraine en lopende aanvragen voor opsporingsvergunningen in Spanje, Frankrijk, Tsjechie en de Oekraine. Voor meer informatie over Basgas Pty Ltd en Macquarie Bank verwijzen wij u naar bijlage III (het "Capability Statement").

De financiele en technische mogelijkheden van Basgas Pty Ltd en Macquarie Bank staan volledig ter beschikking van Basgas. Zie hiervoor de "Letters of Support" die zijn bijgevoegd als bijlage IIa respectievelijk IIb bij deze brief

Uiteraard is Basgas te allen tijde bereid bij u langs te komen om de aanvraag te bespreken of verdere informatie te verstrekken over Basgas

Vriendelijk verzoeken wij u deze aanvraag in welwillende overweging te nemen

Hoogachtend

Basgas Energia Netherlands B V

Orangefield Trust (Netherlands) B V

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33

BasGas

De Minister van Economische Zaken, Landbouw en Innovatie

Directie Energiemarkt (ALP/562)
Postbus 20101
2500 EC Den Haag
Nederland

3 August 2011

Re: application exploration licence for hydrocarbons
Southern part of Noord-Brabant (Kempen)

Your Excellency,

On 30 May 2011 Basgas Energia Netherlands B.V. ("Basgas") filed an application for an exploration licence for hydrocarbons for an area on the Dutch territory referred to as "Campine" or "Kempen". The notification of this application was published in the European Gazette of 15 June 2011.

As a result of recent developments in the corporate and management structure of Basgas, Basgas would like to make the following amendments to Attachment III ("Capability Statement") of its Campine application:

- page 7: please replace the corporate organization chart by the chart of attachment 1 to this letter;
- page 22: please replace the management organization chart by the chart of attachment 2 to this letter.
- paragraph 3.3.1 ("Basgas Personnel") please add the biographies of) and ,) which can be found in attachment 3 to this letter.

Basgas would also like to add some information on the recording and use of microseismic data for the determination of frac height and length. This information, which is provided in attachment 4 to this letter should be added to Attachment IV ("Geological Report and Proposed Work Program Campine Application") of the Campine application.

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Australia Ground Floor 1292 Hay Street West Perth WA 6872
United States 7920 Belt Line Rd Ste 595, Dallas Texas 75254

15-8-2011

BasGas

Kind regards,

Basgas Energia Netherlands B.V.

D Messina
Directeur A

Orangefield Trust (Netherlands) B.V.
Directeur B

Attachments:

Att. 1:	Basgas corporate organization chart
Att. 2:	Basgas management organization chart
Att. 3:	Biographies of Keith Lough and Tom Pickering
Att. 4:	Attachment 2 to Geological Report and Proposed Work Program

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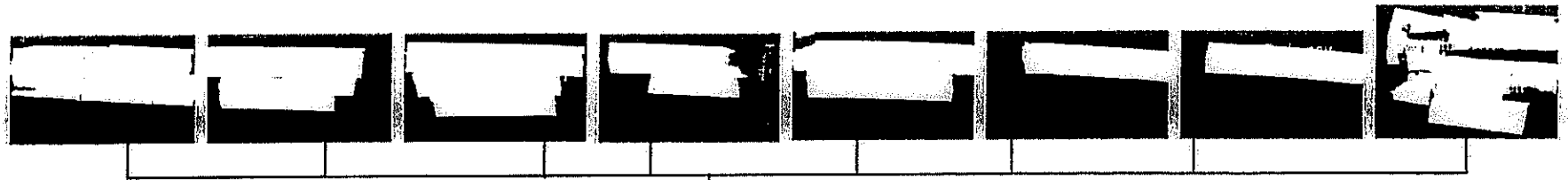
Australia: Ground Floor, 1292 Hay Street, West Perth WA, 6872
United States: 7920 Belt Line Rd, Ste 595, Dallas Texas, 75254

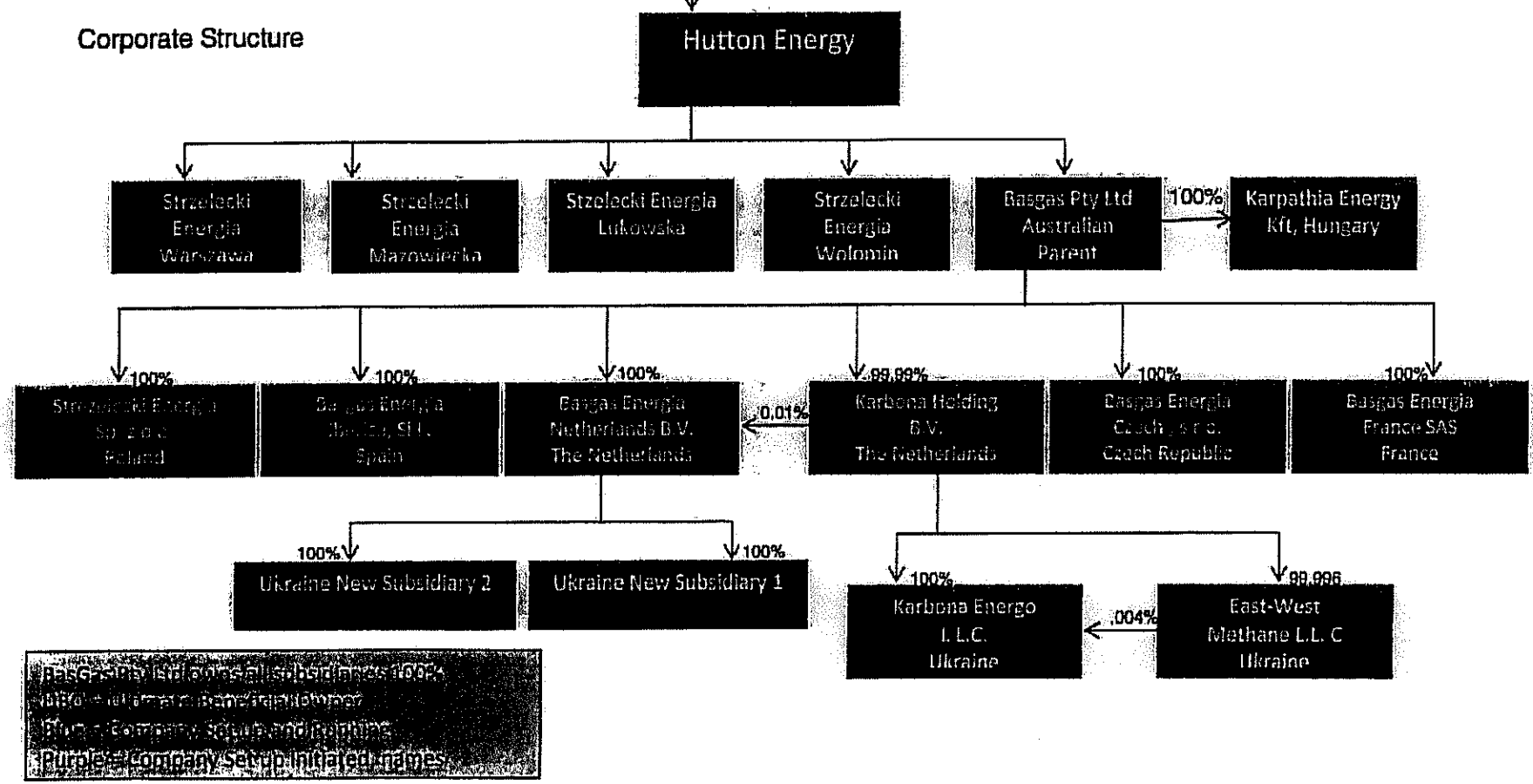
Attachment 1

Hutton Energy Corporate Organisation Chart

Shareholders

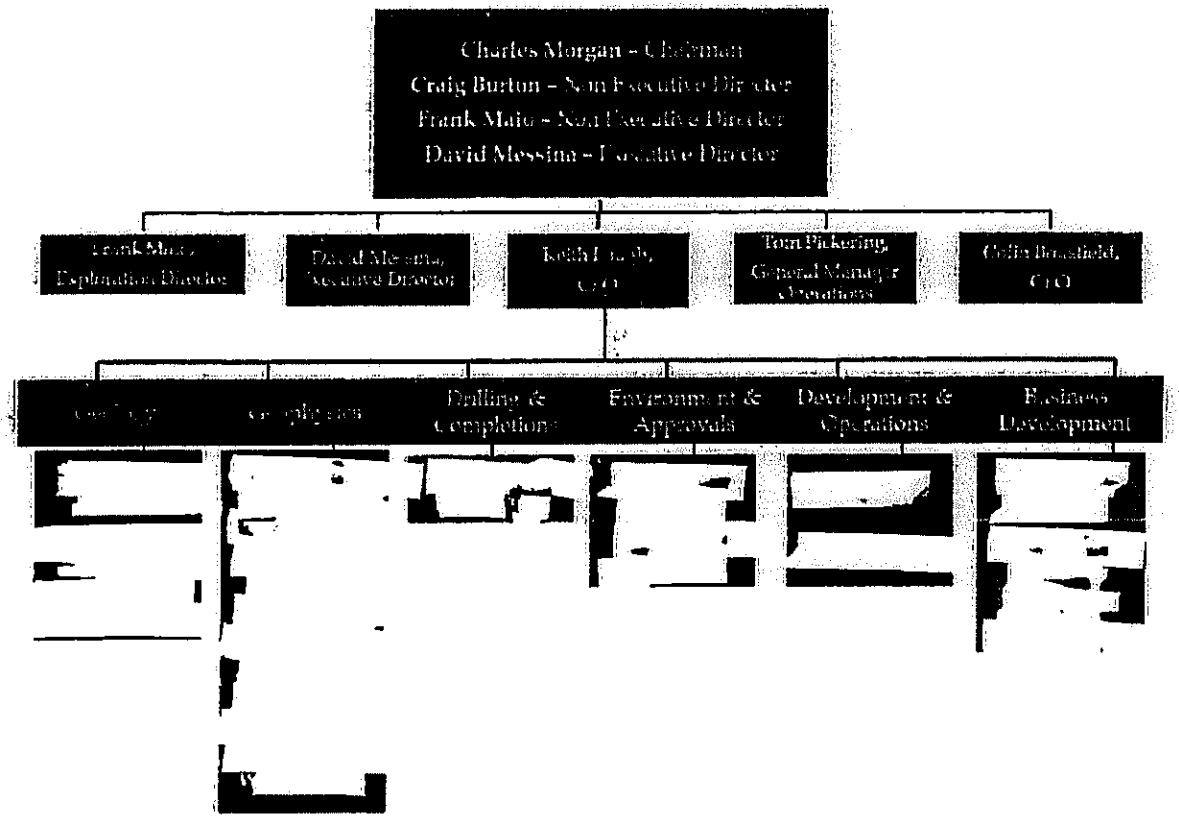


Corporate Structure



BasGas

Attachment 2



BasGas

Attachment 3

has more than year experience in the oil and gas industry and most recently developed). has been involved in operations (drilling, fracing, production) in UK, Poland, Germany, and Belgium (established its own drilling company – has a strong operational background and experience working with government and local communities in sensitive environments having been involved in securing over planning consents for drilling operations throughout the UK and Europe. Keith has previously worked with

is currently of and will join the Basgas group in September 2011. Geometric drilling has onshore drilling rigs and has undertaken drilling activities for and shale exploration in the UK and Europe. has supervised the drilling of numerous vertical and horizontal wells throughout Europe and undertaken work for as well as and previous roles include:

- in their Team as a Drilling Performance Manager;
- initially in and offshore North Sea in the drilling and well technology department as an operational improvement project planner, company improvement supervisor and executive assistant to the General Manager,

will be responsible for all activities undertaken in The Netherlands and supervise our operations team

15-8-2011

Attachment 4

Geological Report and Proposed Work Program, Campine Application

August, 2011

Attachment 2

Ground Floor, 1292 Hay Street

West Perth WA 6005

Australia

15-8-2011

Report

Executive Summary

Microseismic Theory

Field operations

Applications to shale gas exploration and production

Use of microseismic for groundwater contamination studies

Microseismic as part of Campine work program

Summary

Figures

1) Schematic of microseismic operation
2) Arial view of frac stages
3) Crew mapping a frac program
4) Graph of recorded frac stage data

Articles on microseismic

Advance it down the fairway
Data confirms safety of well fracturing
Eventful microseismic events
Frac mapping
Jonah
Microseismic advantage
Microseismic events
Physics of surface microseismic monitoring
Pinnacle geophones
Seismic stacking
Source mechanisms must be understood
Tracking hot rocks
Velocity structure model for microseismic

15-8-2011

Executive Summary

As part of the Geological Report and Proposed Work Program, Campine Application, February, 2011, Basgas notes in the section entitled "Exploration Phase Data Gathering" (page 26, first paragraph, last sentence) that "microseismic data would be recorded in order to determine frac height and length". This report will explain the physics underlying the technique and the reasons why microseismic data is acquired, what the surface operations look like, and how it can confirm the safety of artificial well fraccing.

Microseismic monitoring records the relatively small slippage events that occur within shales during a hydraulic frac. Factors measured include fracture dimensions, height growth, natural fracture and artificial fracture interaction among other parameters. By examining these factors operators can more efficiently design frac programs. Measuring frac height is becoming a strong reason to conduct this technique, since the data can show that the artificially created fracs do not reach shallow groundwater levels,

Operationally, microseismic adds little disturbance to surface operations. Since the events are recorded by downhole receivers, the only additional surface equipment required is one recording truck.

Well permitting is effected when an operator decides to conduct a microseismic fracture mapping program since the data is recorded in a (vertical) borehole no further than 1km from a horizontal lateral; therefore two wells need to be permitted for the exploration stage.

A number of reports published by Pinnacle Technologies, Inc., a Halliburton Company, who is the originator of this method, are attached for further information.

Microseismic Theory

The mapping service as offered by Pinnacle Technologies is based upon earthquake seismology so the theoretical understandings are well known. Earthquakes emits elastic compressional (p-waves) and shear (s-waves) waves.

Microseisms are small events that occur at much higher frequencies than earthquakes and involve orders of magnitude less energy. They are also difficult to detect more than a few thousand feet away from the event, as opposed to earthquakes which are regional in nature. Large tensile stresses are formed ahead of the crack tip, which creates large amounts of shear stress. Most, if not all, microseisms in competent reservoir rocks are shear events that are slippages along natural fractures, bedding planes, faults, dewatering features and other planes of weakness. These slippages are affected by many factors including changes in stress induced by hydraulically fracturing a reservoir and changes in pore pressure around the fracture due to leak off. Both mechanisms, i.e. pore pressure increase and formation stress increase, affect the stability of planes of weakness. The wave motion that begins at the source of the slippage is detected by downhole receiver arrays.

Field Operations

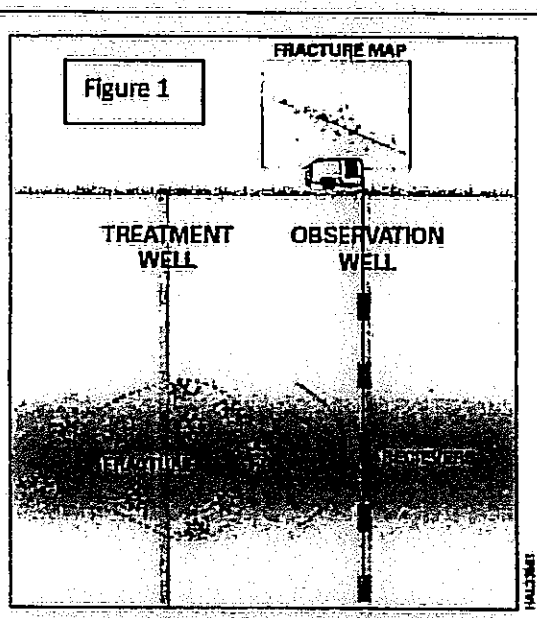
Downhole arrays are clustered within a borehole at a depth relatively close to the well interval that is being fractured (figure 1). The receivers are very sensitive, and must also be able to be gather data despite nearby noises such as drilling and pumping. Attenuation that reduces signal strength with distance requires that the offset well must be relatively close. Based on experience, microseisms can be detected from as far away as 4,000' (Barnett shale) or less than 1,500' (Rocky Mountains, figure 2). Microseismic signals are individually recorded from each sensor and digitally stacked in order to attempt to reduce noise and improve data gathering.

Most of the equipment used in microseismic operations is not visible, that is, it is downhole. The data is gathered, recorded and processed within a truck near the offset well. No other surface equipment is required (figure 3).

Applications to shale gas exploration and production

Mapping of microseism events enable real time monitoring of certain factors, including:

- Fracture height and length
- Fracture azimuth
- Fracture asymmetry
- Fracture growth over time



In FracTrac service, microseisms are detected with multiple receivers deployed on a wireline array in one or more offset wellbores.

Frac stages as seen in aerial view, monitored from well adjacent to fracced horizontal well

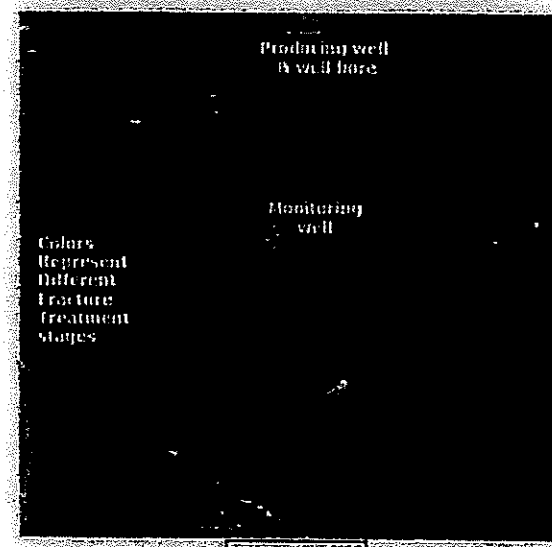
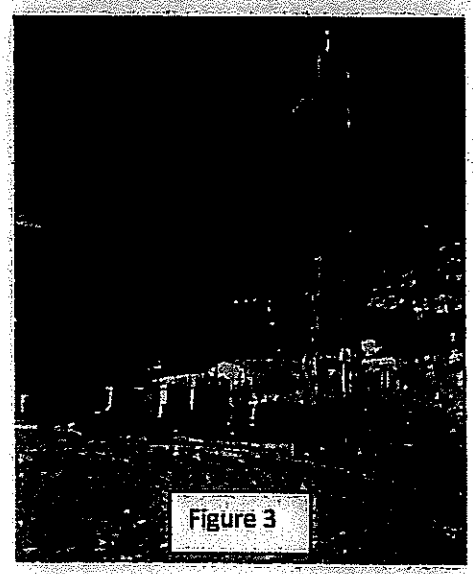
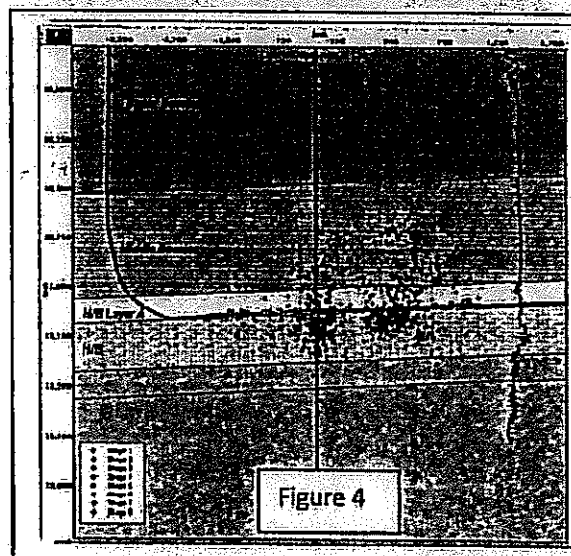


Figure 2



Pinnacle FracSeis crew mapping a frac treatment in the Rocky Mountains.



View of data recorded in an offset well, showing frac energy by stage and by depth.

These measurements can be used to determine:

- Direction of laterals
- Spacing and number of laterals
- Number and length of frac stages
- Flow rates
- Mechanical problems

The economic benefits of this technique are manifest. Steering laterals in the most favorable direction, that is, the direction of both natural and artificial frac propagation, can optimize flow rates. Mapping the distance that fractures extend can limit the numbers of wells drilled. Pay zones can be more effectively completed.

Use of microseismic for groundwater contamination studies

The first commercial application of hydraulic fracturing occurred in Oklahoma in 1949. Tens of thousands of similar frac jobs conducted in the United States in the period since that first frac without the degradation of groundwater that opponents of the technique suggest. To the contrary, in 1995, Carol Browner, an Environmental Protection Agency administrator during the Clinton administration, stated "There is no evidence that the hydraulic fracturing at issue has resulted in any contamination or endangerment of underground sources of drinking water". Nevertheless, with shale gas drilling getting closer to suburban and urban areas, citizens are rightfully demanding that the industry continue to protect drinking water supplies.

As was explained above, the height, or the depth level, of induced factures can be measured and mapped during a microseismic operation (figure 4). These depths can then easily be compared to local groundwater levels in order to dispel the suspicion that the frac fluids are entering drinking water sources.

Microseismic as part of Campine work program

Microseismic can be used to determine the height and length of fracs. To use microseismic as part of the proposed work program for the Campine area a minimum of two wellbores are required. The first well will be a vertical well to establish the existence of a shale play, the second well will be a horizontal well that will be fracced. Based on US experience, the distance between the two wellbores should be no more than 1200m and no less than 460m.

Summary

Microseismic recording is an often utilized technique in US shale gas exploration. Data gathered can reduce the number of wells drilled, make development more efficient, and can show how groundwater supplies are unaffected by hydraulic fracs, all with little to no surface disturbance.

BasGas Pty Ltd

Netherlands
Shale Gas Potential

PETROPHYSICAL REPORT

Wells Evaluated:

Project Start Date: December 2010
Project End Date: January 2011
Work Assignment No: 2

By:

Executive Summary

Five wells located in The Netherlands were received by Wallace International, LLC (WI) from BasGas Pty Ltd for potential petrophysical property assessment using the WI proprietary matrix inversion analysis models. WI received the well data as text digital files and TIF images via a free public Netherlands oil and gas Internet site. Unconventional reservoir delineation is the main purpose of this study.

The work included: data retrieval, log digitizing (if necessary), data files and tops loading, log measurement quality control (QC), log measurement naming and attribute standardization, data editing including: depth alignment, noise filtering, data reconstruction, log measurement normalization, probabilistic log matrix inversion modeling, total organic carbon (TOC) and total gas content (TGC) estimation using basic WI shale models and gas saturation (SGAS)/ water saturation (SWA) estimation using deterministic modeling.

The following outlines the process that WI used for its assessment of the well data.

1. DOWNLOAD and QC LOG FILES AND DIGITIZE TIF images if needed.
2. LOAD wireline log data files.
3. STANDARDIZE curve names and attributes.
4. SPLICE log runs together using WI proprietary method.
5. CLIP first readings and casing signals from curve data with –999.000
6. GAPFILL curve data that are 3 feet and less thick, otherwise leave blank.
7. DEPTH ALIGN log measurements to deep resistivity log (reference)
8. ENVIRONMENTALLY CORRECT log measurements if needed.
9. CONVERT NEUTRON MEASUREMENT to limestone units, if needed, so that matrix inversion models can be utilized.
10. NOISE CORRECT Acoustic compressional measurement.
11. RECONSTRUCT bulk density, neutron and/or acoustic measurement in rugose hole conditions. Build synthetic compressional transit time if needed, from proprietary acoustic algorithms.
12. IDENTIFY AND LOAD Formation Tops using Top files provided by Client.
13. NORMALIZE log measurements, if needed, using single and dual point calibration methods.
14. EVALUATE DATA using MATRIX INVERSION processing. Predict isolated and connected porosity and lithology.
15. CALCULATE DETERMINISTIC TOC, TGC, SGAS and SWA, if needed, using current proprietary SHALE models.
16. PETROPHYSICAL STATISTICS using both cutoffs and no cutoffs to validate cutoff sensitivity.
17. REPORT writing

Summary
All wells received exactly the same model processes in similar zones in order to maintain consistency and to identify any rock property or fluid saturation variations.

Target zones include :

I. Data Management

Wallace International, LLC ("WI") inventoried a total of (5) five wells received as digital data files. Only three of the wells had sufficient log data for analysis purposes. WI also received Emails containing top information. Please see Table 1 below for details.

WELL NAME	DEPTH INTERVAL (meters-md)	LOG MEASUREMENTS	BHT °C	HOLE SIZE inch	CORE DATA	MUD TYPE
BHG - 1	2040 - 2885	IND/SFL-FDC-CNL-GR-DTC	100	8.375	NO	water
GVK - 1	50 - 1525	LAT-LDL-CNL-NGT-DTC	82	4.875	TOC	water
WSK - 1	1285 - 3445 4150 - 5007	LAT-MSFL-FDC-CNL-GR-DTC	NA	8.75	TOC POR,RHOG	water
HVB -1	50 – 1525 2050 - 2600	IND/SFL-LDL-CNL-GR-DTC Data quality poor for analysis	101	6.0	NO	water
RSB - 1	101 - 4386	LL7-IND-SN-DTC Insufficient data for analysis	NA	NA	NO	water

Table 1. Well list showing log data that was available for analysis

The wireline log provider for all wells was Schlumberger Well Services. All digital data received were compared to the original wireline log TIF images, when available, to verify accuracy. After a rigorous review of all the available data, it was determined that three wells had sufficient wellbore log measurement data to continue with the assessment using the WI proprietary modeling processes.

1a. Data validation

All digital log curves were played back on screen with tops to initiate the log editing process. This helped the WI Analysts get better acquainted with the overall condition of the raw data. A cursory hand-and-eye inspection of each log measurement in a well was made to insure each measurement was properly displayed and compared exactly to the original log before commencement of any model process. (This step was omitted if no original image of the log was available).

1b. Gap Fill

Missing log data was interpolated between the first and next valid sample as long as the gap was no wider than three (3) feet. If the gap is wider than three feet, then nulls (-999.0000) are substituted in place of the blank.

1c. Depth alignment

All raw logs were reviewed for depth alignment issues. The deep resistivity measurement was chosen as the base or reference curve for all depth alignment activities. The resistivity log was chosen because it is usually the first log run in the well and is normally "pull-tight" free. It is also the most commonly used log for perforating. Tool stretch was also corrected when it was possible to identify it. Depth alignment of wireline logs included stretch and compression techniques. Shifts were strategically placed in order to minimize severe changes in reservoir thickness due to the shift process. The depth alignment curve order follows:

Order	Curve List
1	Compensated Neutron
2	Bulk Density/Calip/Drho
3	Acoustic
4	Gamma Ray

Table 1c. Order in which curves were aligned to deep resistivity

All wells were checked for depth tie discrepancies. Most wells required only slight depth adjustments. The depth-matched curves were stored in the WI/PowerLog digital database for this project.

1d. Tops

WI loaded the tops as provided by the Client. Tops were displayed to verify placement and to determine accuracy. Tops were used for formation identification, zone manipulation, and plot labeling.

1e. Environmental corrections

Many log measurements are calibrated in standard conditions in a 7-7/8-in. borehole filled with fresh water with no mudcake or standoff, 75 degrees F and at atmospheric pressure. Variations in actual logging conditions require corrections to the measurements. The Gamma Ray measurement was corrected, if needed, for mud weight and hole size using header information from logs.

1f. Curve mnemonics

WI standardized curve Mnemonics using the WI well log standards curve list. See table 1f below.

WI CURVE	CURVE DESCRIPTION
DEPRES (OHMM)	Deep Induction Resistivity (90inch)/log derived
MEDRES (OHMM)	Medium Induction resistivity (30inch)/log derived
SHALORES (OHMM)	Shallow Induction Resistivity (10inch)/log derived
LLD (OHMM)	Deep Laterolog
LLS (OHMM)	Shallow Laterolog
MSFL (OHMM)	Micro-Spherical Focused Log
WI_SPBL (MV)	Shale base-lined SP to remove drift and log run mech. zero differences
SN (OHMM)	Short Normal
WI_NPLS (V/V)	Compensated Neutron Porosity (Limestone units) reconstructed/normalized
DRHO (G/C3)	Density Correction/log derived
CALI (INCH)	Density Caliper/log derived
DCAL (INCH)	Differential Caliper (Caliper - BitSize)
GR (GAPI)	Total Gamma Ray/environmental corrected/normalized/reconstructed
WI_RHOB (G/C3)	Bulk Density/log derived/reconstructed for washout/pull tight
effects/normalized	
WI_DT (US/FT)	Compressional Travel Time log derived noise corrected reconstructed for washout pull tight
effects	
WI_DTSM (US/FT)	Shear Travel Time log derived noise corrected reconstructed for washout pull tight effects
WI_PEF (B/E)	Photoelectric Factor/log derived/reconstructed for washout/pull tight effects
WI_SPBL (Mv)	Spontaneous Potential/log derived/ shale base-lined (remove drift effects)
SH	Predicted Shale Volume from WI matrix inversion model
SS	Predicted Silica Volume from WI matrix inversion model
LS	Predicted Calcite Volume from WI matrix inversion model
HVYMIN	Predicted Heavy Mineral (pyrite/dolomite/anhydrite) Volume from WI matrix inversion model
ISOPOR (V/V)	Predicted Isolated Porosity from WI matrix inversion model (Limited/no connected pore system)

II. Geology Overview

2a. General Lithological Components

The Silesian Westphalian is generally characterized as deltaic to fluvio-lacustrine type depositional sequences with numerous coal interbeds throughout the Westphalian series. Occasional thick fluvial sandstones are observed as well as shale described as red beds and claystone, inferring that there may be heavy minerals like iron, pyrite or other heavy minerals present.

The Namurian Epen Formation consists mainly of lacustrine, marine, and deltaic claystone with some sandstone intervals that are overlain by a few coal interbeds.

The Namurian Geverik Member lies within the Epen Formation, although it is thought of by some workers as transitional upwards from the Dinantian. The zone consists of shale, ("hot" (high radioactivity) shale due to increasing organic material), silts, carbonates and other heavy minerals.

The Dinantian Carbonates is characterized as a relatively tight carbonate reservoir with black shale interbeds. Its geological setting is described as a series of carbonate ramps

III. Formation Evaluation Process

3a. Lithology and Porosity Prediction

The matrix inversion model utilizes multiple geologically sound, user-defined models for predicting porosity type and lithology from a variety of well data. Porosity type includes differentiation between 'isolated' (secondary) porosity and 'connected' (effective) porosity (in this case micro fractures). Lithology can usually be estimated since most log data exhibit significant lithological effects. When predicted lithologies agree with what is expected, confidence in the predicted porosities can be high particularly when a good match is observed with overburden corrected core data (if available).

The crux of the modeling method is to design valid criteria for objectively determining the single most likely solution. In order to do this it is necessary to have more knowns (measurements) than unknowns (porosity and minerals). Optimizing and combining petrophysical response equations from several different measurements using geologically constrained methods has shown to be an extremely effective approach. Minimizing the error between the solutions and the input well data chooses the optimum model.

Measurement responses (logging measurements, core measurements, cuttings data and other data) may be related to the sum of the proportions of the components each multiplied by the appropriate response coefficients in a series of simultaneous equations. Confidence intervals are used to define a region around an estimated result in which the true value of the result will most likely occur.

Response coefficients used in the probabilistic model are defined from a series of 2 and 3-dimensional log cross-plots and normalized resistivity log separation. Cross-plots also help the analyst to visualize the end result.

Each lithological model constructed is expressed as a set of linear and/or non-linear response equations. These equations are solved independently or sometimes dependently for porosity and lithology. The solutions obtained are then used to generate reconstructed logs to compare with original measurements for quality control purposes. Geological constraints are often necessary to ensure meaningful results. Improper choice of lithological combinations can lead to solutions that do not fit reality.

WI CURVE	CURVE DESCRIPTION
PORCN (V/V)	Predicted Connected Porosity from WI matrix inversion model (connected pore system[1])
PHIT (V/V)	Total Porosity from sum of predicted Isolated and Connected porosity
FH (FT)	WI estimate of potential frac height but more of an indicator of where the best-connected rock is.
TOC (wt%)	WI predicted Total Organic Carbon based on formation specific core measurements
TGC1 (scf/ton)	WI predicted Total Sorbed Gas Content based on formation specific core measurements. This is the amount of gas that is contained in the shale/kerogen material.
TGC-FRE (scf/ton)	WI predicted Total Free Gas Content based on formation specific core data
WI_SWA (dec)	Archie-derived water saturation calculation estimate
SGAS (dec)	WI predicted gas saturation based on special core analysis from well

Table 1f. Wallace International (WI) Curve Mnemonics List

1g. Curve noise editing and log measurement reconstruction

Acoustic (compressional) travel time measurements can sometimes have random noise due to the logging environment, instrument electronic issues, and/or survey speed. Wallace International has proprietary methods and software that identifies noise and automatically corrects the problem. Noise spikes were removed using this process before analysis commenced.

Missing or bad data can occur due to hole break-out, run breaks, pull-tights, incomplete digitizing and/or other logging related issues. When it is absolutely necessary to have a complete survey, Wallace International applied correction models that use other valid log measurements with multi-linear regression modeling and/or neural net processing to restore bad log readings. This process is a "best guess" and does not claim to be an exact replication of what an actual valid recording might yield. However, WI believes that it is a very good close approximation of an actual recording. Synthetic log curves were calculated using WI proprietary models for missing log-derived compressional acoustic measurements as well as bulk density, neutron porosity and Photoelectric measurements..

1h. Normalization

Wireline log measurement normalization is an important step in the formation evaluation process. Normalization reduces log vendor bias and minimizes calibration errors not normally viewed on a well-by-well basis. This process re-calibrated log measurements (NEUTRON, DT, RHOB, GR and Deep RESISTIVITY) to a reference using one or two-point calibration (normalization) techniques. The two-point normalization process involves the location of consistent low reading interval and a consistent high reading interval.

For this study, normalization was not preformed on any of the log data. The wells were deemed too far apart from each other and most likely have differing mineralogy.

[1] Includes open pore throats, micro to large fractures, and open connected vugs

BASGAS NETHERLANDS PETROPHYSICAL STATISTICS

Date: Jan 11, 2011

Remarks and Observations from Petrophysical evaluation of wireline logs

BasGas

De Minister van Economische Zaken, Landbouw en Innovatie

Directie Energiemarkt (ALP/562)
Postbus 20101
2500 EC Den Haag
Nederland

3 August 2011

Re: application exploration licence for hydrocarbons
Southern part of Noord-Brabant (Kempen)

Your Excellency,

On 30 May 2011 Basgas Energia Netherlands B.V. ("Basgas") filed an application for an exploration licence for hydrocarbons for an area on the Dutch territory referred to as "Campine" or "Kempen". The notification of this application was published in the European Gazette of 15 June 2011.

As a result of recent developments in the corporate and management structure of Basgas, Basgas would like to make the following amendments to Attachment III ("Capability Statement") of its Campine application:

- page 7: please replace the corporate organization chart by the chart of attachment 1 to this letter;
- page 22: please replace the management organization chart by the chart of attachment 2 to this letter.
- paragraph 3.3.1 ("Basgas Personnel"): please add the biographies of) and ,) which can be found in attachment 3 to this letter.

Basgas would also like to add some information on the recording and use of microseismic data for the determination of frac height and length. This information, which is provided in attachment 4 to this letter should be added to Attachment IV ("Geological Report and Proposed Work Program Campine Application") of the Campine application.

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Australia: Ground Floor, 1292 Hay Street, West Perth WA 6872
United States: 7920 Belt Line Rd. Ste 595, Dallas Texas 75254

15-6-2012

BasGas

Kind regards,

Basgas Energia Netherlands B.V.

D Messina
Directeur A

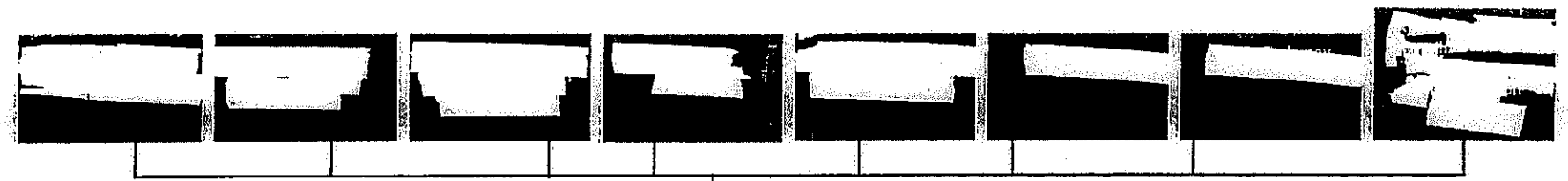
Orangefield Trust (Netherlands) B.V.
Directeur B

Attachments:

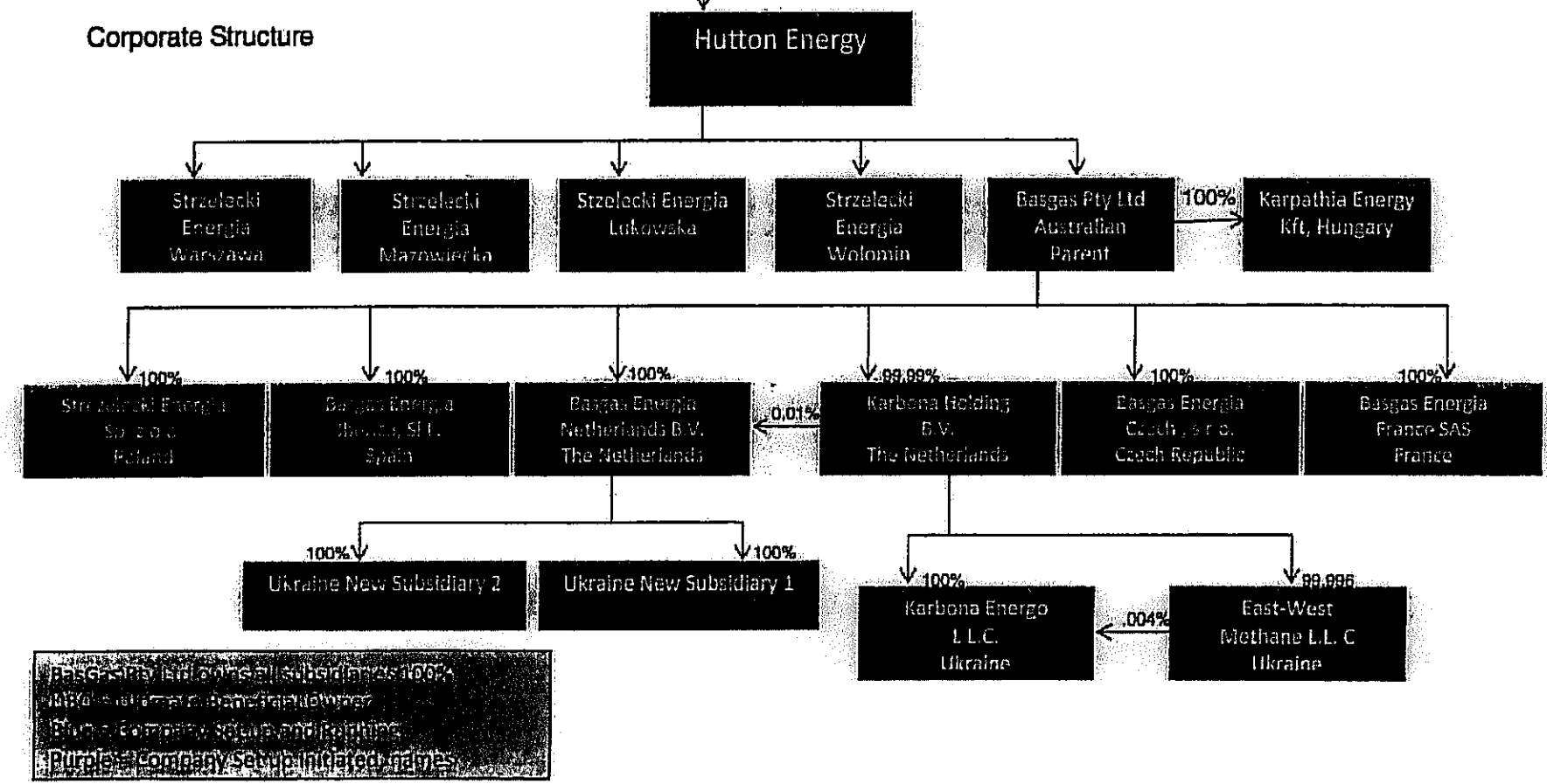
Att. 1:	Basgas corporate organization chart
Att. 2:	Basgas management organization chart
Att. 3:	Biographies of Keith Lough and Tom Pickering
Att. 4:	Attachment 2 to Geological Report and Proposed Work Program

Hutton Energy Corporate Organisation Chart

Shareholders

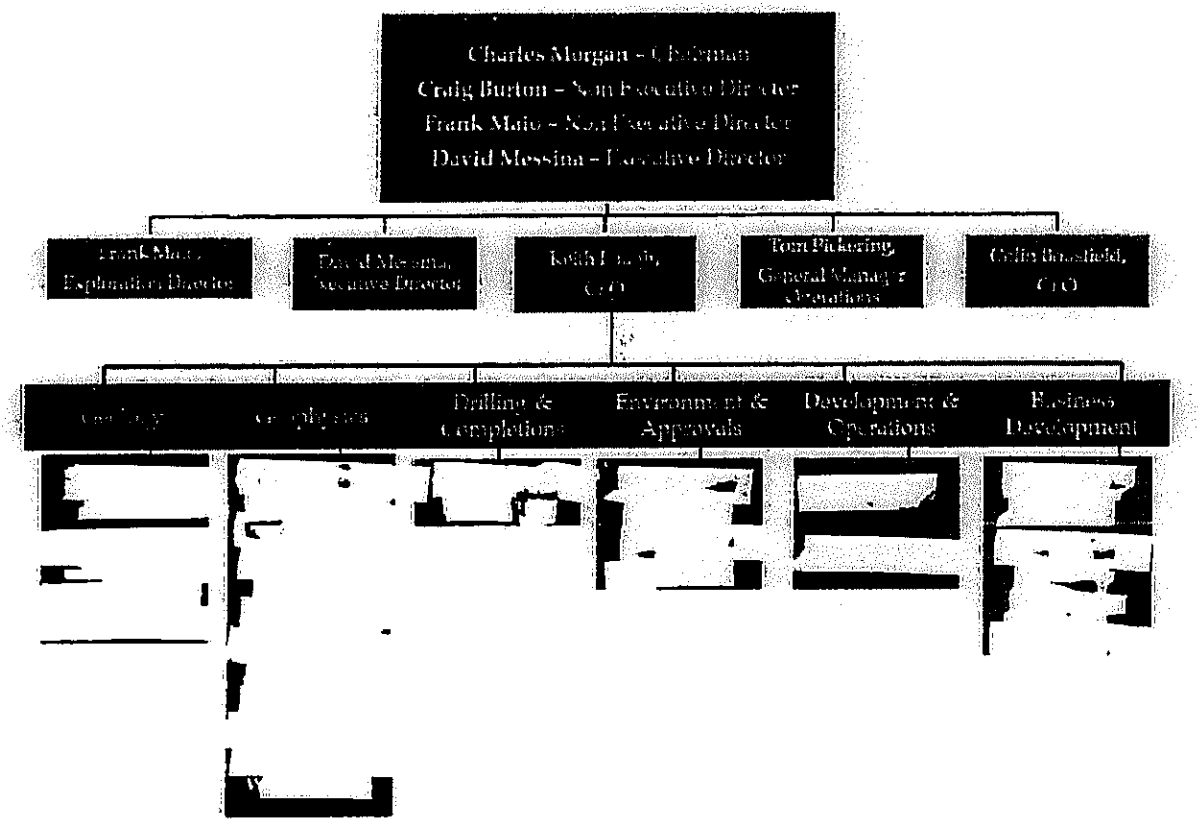


Corporate Structure



BasGas

Attachment 2



has more than year experience in the oil and gas industry and most recently developed). has been involved in operations (drilling, fraccing, production) in UK, Poland, Germany, and Belgium (established its own drilling company – has a strong operational background and experience working with government and local communities in sensitive environments having been involved in securing over planning consents for drilling operations throughout the UK and Europe. Keith has previously worked with

is currently of and will join the Basgas group in September 2011. Geometric drilling has onshore drilling rigs and has undertaken drilling activities for and shale exploration in the UK and Europe. has supervised the drilling of numerous vertical and horizontal wells throughout Europe and undertaken work for as well as and previous roles include:

- in their Team as a Drilling Performance Manager;
- initially in and offshore North Sea in the drilling and well technology department as an operational improvement project planner, company improvement supervisor and executive assistant to the General Manager,

will be responsible for all activities undertaken in The Netherlands and supervise our operations team

15-8-2011

Attachment 4

Geological Report and Proposed Work Program, Campine Application

August, 2011

Attachment 2

Ground Floor, 1292 Hay Street

West Perth WA 6005

Australia

15-8-2011

Report

Executive Summary

Microseismic Theory

Field operations

Applications to shale gas exploration and production

Use of microseismic for groundwater contamination studies

Microseismic as part of Campine work program

Summary

Figures

1) Schematic of microseismic operation
2) Arial view of frac stages
3) Crew mapping a frac program
4) Graph of recorded frac stage data

Articles on microseismic

Advance it down the fairway
Data confirms safety of well fracturing
Eventful microseismic events
Frac mapping
Jonah
Microseismic advantage
Microseismic events
Physics of surface microseismic monitoring
Pinnacle geophones
Seismic stacking
Source mechanisms must be understood
Tracking hot rocks
Velocity structure model for microseismic

15-8-2011

Executive Summary

As part of the Geological Report and Proposed Work Program, Campine Application, February, 2011, Basgas notes in the section entitled "Exploration Phase Data Gathering" (page 26, first paragraph, last sentence) that "microseismic data would be recorded in order to determine frac height and length". This report will explain the physics underlying the technique and the reasons why microseismic data is acquired, what the surface operations look like, and how it can confirm the safety of artificial well fraccing.

Microseismic monitoring records the relatively small slippage events that occur within shales during a hydraulic frac. Factors measured include fracture dimensions, height growth, natural fracture and artificial fracture interaction among other parameters. By examining these factors operators can more efficiently design frac programs. Measuring frac height is becoming a strong reason to conduct this technique, since the data can show that the artificially created fracs do not reach shallow groundwater levels,

Operationally, microseismic adds little disturbance to surface operations. Since the events are recorded by downhole receivers, the only additional surface equipment required is one recording truck.

Well permitting is effected when an operator decides to conduct a microseismic fracture mapping program since the data is recorded in a (vertical) borehole no further than 1km from a horizontal lateral; therefore two wells need to be permitted for the exploration stage.

A number of reports published by Pinnacle Technologies, Inc., a Halliburton Company, who is the originator of this method, are attached for further information.

Microseismic Theory

The mapping service as offered by Pinnacle Technologies is based upon earthquake seismology so the theoretical understandings are well known. Earthquakes emits elastic compressional (p-waves) and shear (s-waves) waves.

Microseisms are small events that occur at much higher frequencies than earthquakes and involve orders of magnitude less energy. They are also difficult to detect more than a few thousand feet away from the event, as opposed to earthquakes which are regional in nature. Large tensile stresses are formed ahead of the crack tip, which creates large amounts of shear stress. Most, if not all, microseisms in competent reservoir rocks are shear events that are slippages along natural fractures, bedding planes, faults, dewatering features and other planes of weakness. These slippages are affected by many factors including changes in stress induced by hydraulically fracturing a reservoir and changes in pore pressure around the fracture due to leak off. Both mechanisms, i.e. pore pressure increase and formation stress increase, affect the stability of planes of weakness. The wave motion that begins at the source of the slippage is detected by downhole receiver arrays.

Field Operations

Downhole arrays are clustered within a borehole at a depth relatively close to the well interval that is being fractured (figure 1). The receivers are very sensitive, and must also be able to be gather data despite nearby noises such as drilling and pumping. Attenuation that reduces signal strength with distance requires that the offset well must be relatively close. Based on experience, microseisms can be detected from as far away as 4,000' (Barnett shale) or less than 1,500' (Rocky Mountains, figure 2). Microseismic signals are individually recorded from each sensor and digitally stacked in order to attempt to reduce noise and improve data gathering.

Most of the equipment used in microseismic operations is not visible, that is, it is downhole. The data is gathered, recorded and processed within a truck near the offset well. No other surface equipment is required (figure 3).

Applications to shale gas exploration and production

Mapping of microseism events enable real time monitoring of certain factors, including:

- Fracture height and length
- Fracture azimuth
- Fracture asymmetry
- Fracture growth over time

These measurements can be used to determine:

- Direction of laterals
- Spacing and number of laterals
- Number and length of frac stages
- Flow rates
- Mechanical problems

The economic benefits of this technique are manifest. Steering laterals in the most favorable direction, that is, the direction of both natural and artificial frac propagation, can optimize flow rates. Mapping the distance that fractures extend can limit the numbers of wells drilled. Pay zones can be more effectively completed.

Use of microseismic for groundwater contamination studies

The first commercial application of hydraulic fracturing occurred in Oklahoma in 1949. Tens of thousands of similar frac jobs conducted in the United States in the period since that first frac without the degradation of groundwater that opponents of the technique suggest. To the contrary, in 1995, Carol Browner, an Environmental Protection Agency administrator during the Clinton administration, stated "There is no evidence that the hydraulic fracturing at issue has resulted in any contamination or endangerment of underground sources of drinking water". Nevertheless, with shale gas drilling getting closer to suburban and urban areas, citizens are rightfully demanding that the industry continue to protect drinking water supplies.

As was explained above, the height, or the depth level, of induced factures can be measured and mapped during a microseismic operation (figure 4). These depths can then easily be compared to local groundwater levels in order to dispel the suspicion that the frac fluids are entering drinking water sources.

Microseismic as part of Campine work program

Microseismic can be used to determine the height and length of fracs. To use microseismic as part of the proposed work program for the Campine area a minimum of two wellbores are required. The first well will be a vertical well to establish the existence of a shale play, the second well will be a horizontal well that will be fracced. Based on US experience, the distance between the two wellbores should be no more than 1200m and no less than 460m.

Summary

Microseismic recording is an often utilized technique in US shale gas exploration. Data gathered can reduce the number of wells drilled, make development more efficient, and can show how groundwater supplies are unaffected by hydraulic fracs, all with little to no surface disturbance.

BasGas Pty Ltd

Netherlands
Shale Gas Potential

PETROPHYSICAL REPORT

Wells Evaluated:

Project Start Date: December 2010
Project End Date: January 2011
Work Assignment No: 2

By:

Executive Summary

Five wells located in The Netherlands were received by Wallace International, LLC (WI) from BasGas Pty Ltd for potential petrophysical property assessment using the WI proprietary matrix inversion analysis models. WI received the well data as text digital files and TIF images via a free public Netherlands oil and gas Internet site. Unconventional reservoir delineation is the main purpose of this study.

The work included: data retrieval, log digitizing (if necessary), data files and tops loading, log measurement quality control (QC), log measurement naming and attribute standardization, data editing including: depth alignment, noise filtering, data reconstruction, log measurement normalization, probabilistic log matrix inversion modeling, total organic carbon (TOC) and total gas content (TGC) estimation using basic WI shale models and gas saturation (SGAS)/ water saturation (SWA) estimation using deterministic modeling.

The following outlines the process that WI used for its assessment of the well data.

1. DOWNLOAD and QC LOG FILES AND DIGITIZE TIF images if needed.
2. LOAD wireline log data files.
3. STANDARDIZE curve names and attributes.
4. SPLICE log runs together using WI proprietary method.
5. CLIP first readings and casing signals from curve data with -999.000
6. GAPFILL curve data that are 3 feet and less thick, otherwise leave blank.
7. DEPTH ALIGN log measurements to deep resistivity log (reference)
8. ENVIRONMENTALLY CORRECT log measurements if needed.
9. CONVERT NEUTRON MEASUREMENT to limestone units, if needed, so that matrix inversion models can be utilized.
10. NOISE CORRECT Acoustic compressional measurement.
11. RECONSTRUCT bulk density, neutron and/or acoustic measurement in rugose hole conditions. Build synthetic compressional transit time if needed, from proprietary acoustic algorithms.
12. IDENTIFY AND LOAD Formation Tops using Top files provided by Client.
13. NORMALIZE log measurements, if needed, using single and dual point calibration methods.
14. EVALUATE DATA using MATRIX INVERSION processing. Predict isolated and connected porosity and lithology.
15. CALCULATE DETERMINISTIC TOC, TGC, SGAS and SWA, if needed, using current proprietary SHALE models.
16. PETROPHYSICAL STATISTICS using both cutoffs and no cutoffs to validate cutoff sensitivity.
17. REPORT writing

Summary
All wells received exactly the same model processes in similar zones in order to maintain consistency and to identify any rock property or fluid saturation variations.

Target zones include :

I. Data Management

Wallace International, LLC ("WI") inventoried a total of (5) five wells received as digital data files. Only three of the wells had sufficient log data for analysis purposes. WI also received Emails containing top information. Please see Table 1 below for details.

WELL NAME	DEPTH INTERVAL (meters-md)	LOG MEASUREMENTS	BHT °C	HOLE SIZE inch	CORE DATA	MUD TYPE
BHG - 1	2040 - 2885	IND/SFL-FDC-CNL-GR-DTC	100	8.375	NO	water
GVK - 1	50 - 1525	LAT-LDL-CNL-NGT-DTC	82	4.875	TOC	water
WSK - 1	1285 - 3445 4150 - 5007	LAT-MSFL-FDC-CNL-GR-DTC	NA	8.75	TOC POR,RHOG	water
HVB -1	50 – 1525 2050 - 2600	IND/SFL-LDL-CNL-GR-DTC Data quality poor for analysis	101	6.0	NO	water
RSB - 1	101 - 4386	LL7-IND-SN-DTC Insufficient data for analysis	NA	NA	NO	water

Table 1. Well list showing log data that was available for analysis

The wireline log provider for all wells was Schlumberger Well Services. All digital data received were compared to the original wireline log TIF images, when available, to verify accuracy. After a rigorous review of all the available data, it was determined that three wells· had sufficient wellbore log measurement data to continue with the assessment using the WI proprietary modeling processes.

1a. Data validation

All digital log curves were played back on screen with tops to initiate the log editing process. This helped the WI Analysts get better acquainted with the overall condition of the raw data. A cursory hand-and-eye inspection of each log measurement in a well was made to insure each measurement was properly displayed and compared exactly to the original log before commencement of any model process. (This step was omitted if no original image of the log was available).

1b. Gap Fill

Missing log data was interpolated between the first and next valid sample as long as the gap was no wider than three (3) feet. If the gap is wider than three feet, then nulls (-999.0000) are substituted in place of the blank.

1c. Depth alignment

All raw logs were reviewed for depth alignment issues. The deep resistivity measurement was chosen as the base or reference curve for all depth alignment activities. The resistivity log was chosen because it is usually the first log run in the well and is normally "pull-tight" free. It is also the most commonly used log for perforating. Tool stretch was also corrected when it was possible to identify it. Depth alignment of wireline logs included stretch and compression techniques. Shifts were strategically placed in order to minimize severe changes in reservoir thickness due to the shift process. The depth alignment curve order follows:

Order	Curve List
1	Compensated Neutron
2	Bulk Density/Calip/Drho
3	Acoustic
4	Gamma Ray

Table 1c. Order in which curves were aligned to deep resistivity

All wells were checked for depth tie discrepancies. Most wells required only slight depth adjustments. The depth-matched curves were stored in the WI/PowerLog digital database for this project.

1d. Tops

WI loaded the tops as provided by the Client. Tops were displayed to verify placement and to determine accuracy. Tops were used for formation identification, zone manipulation, and plot labeling.

1e. Environmental corrections

Many log measurements are calibrated in standard conditions in a 7-7/8-in. borehole filled with fresh water with no mudcake or standoff, 75 degrees F and at atmospheric pressure. Variations in actual logging conditions require corrections to the measurements. The Gamma Ray measurement was corrected, if needed, for mud weight and hole size using header information from logs.

1f. Curve mnemonics

WI standardized curve Mnemonics using the WI well log standards curve list. See table 1f below.

WI CURVE	CURVE DESCRIPTION
DEPRES (OHMM)	Deep Induction Resistivity (90inch)/log derived
MEDRES (OHMM)	Medium Induction resistivity (30inch)/log derived
SHALORES (OHMM)	Shallow Induction Resistivity (10inch)/log derived
LLD (OHMM)	Deep Laterolog
LLS (OHMM)	Shallow Laterolog
MSFL (OHMM)	Micro-Spherical Focused Log
WI_SPBL (MV)	Shale base-lined SP to remove drift and log run mech. zero differences
SN (OHMM)	Short Normal
WI_NPLS (V/V)	Compensated Neutron Porosity (Limestone units) reconstructed/normalized
DRHO (G/C3)	Density Correction/log derived
CALI (INCH)	Density Caliper/log derived
DCAL (INCH)	Differential Caliper (Caliper - BitSize)
GR (GAPI)	Total Gamma Ray/environmental corrected/normalized/reconstructed
WI_RHOB (G/C3)	Bulk Density/log derived/reconstructed for washout/pull tight effects/normalized
WI_DT (US/FT)	Compressional Travel Time log derived noise corrected reconstructed for washout/pull tight effects
WI_DTSM (US/FT)	Shear Travel Time log derived noise corrected reconstructed for washout pull tight effects
WI_PEF (B/E)	Photoelectric Factor/log derived/reconstructed for washout/pull tight effects
WI_SPBL (Mv)	Spontaneous Potential/log derived/ shale base-lined (remove drift effects)
SH	Predicted Shale Volume from WI matrix inversion model
SS	Predicted Silica Volume from WI matrix inversion model
LS	Predicted Calcite Volume from WI matrix inversion model
HVYMIN	Predicted Heavy Mineral (pyrite/dolomite/anhydrite) Volume from WI matrix inversion model
ISOPOR (V/V)	Predicted Isolated Porosity from WI matrix inversion model (Limited/no connected pore system)

II. Geology Overview

2a. General Lithological Components

The Silesian Westphalian is generally characterized as deltaic to fluvio-lacustrine type depositional sequences with numerous coal interbeds throughout the Westphalian series. Occasional thick fluvial sandstones are observed as well as shale described as red beds and claystone, inferring that there may be heavy minerals like iron, pyrite or other heavy minerals present.

The Namurian Epen Formation consists mainly of lacustrine, marine, and deltaic claystone with some sandstone intervals that are overlain by a few coal interbeds.

The Namurian Geverik Member lies within the Epen Formation, although it is thought of by some workers as transitional upwards from the Dinantian. The zone consists of shale, ("hot" (high radioactivity) shale due to increasing organic material), silts, carbonates and other heavy minerals.

The Dinantian Carbonates is characterized as a relatively tight carbonate reservoir with black shale interbeds. Its geological setting is described as a series of carbonate ramps

III. Formation Evaluation Process

3a. Lithology and Porosity Prediction

The matrix inversion model utilizes multiple geologically sound, user-defined models for predicting porosity type and lithology from a variety of well data. Porosity type includes differentiation between 'isolated' (secondary) porosity and 'connected' (effective) porosity (in this case micro fractures). Lithology can usually be estimated since most log data exhibit significant lithological effects. When predicted lithologies agree with what is expected, confidence in the predicted porosities can be high particularly when a good match is observed with overburden corrected core data (if available).

The crux of the modeling method is to design valid criteria for objectively determining the single most likely solution. In order to do this it is necessary to have more knowns (measurements) than unknowns (porosity and minerals). Optimizing and combining petrophysical response equations from several different measurements using geologically constrained methods has shown to be an extremely effective approach. Minimizing the error between the solutions and the input well data chooses the optimum model.

Measurement responses (logging measurements, core measurements, cuttings data and other data) may be related to the sum of the proportions of the components each multiplied by the appropriate response coefficients in a series of simultaneous equations. Confidence intervals are used to define a region around an estimated result in which the true value of the result will most likely occur.

Response coefficients used in the probabilistic model are defined from a series of 2 and 3-dimensional log cross-plots and normalized resistivity log separation. Cross-plots also help the analyst to visualize the end result.

Each lithological model constructed is expressed as a set of linear and/or non-linear response equations. These equations are solved independently or sometimes dependently for porosity and lithology. The solutions obtained are then used to generate reconstructed logs to compare with original measurements for quality control purposes. Geological constraints are often necessary to ensure meaningful results. Improper choice of lithological combinations can lead to solutions that do not fit reality.

WI CURVE	CURVE DESCRIPTION
PORCN (V/V)	Predicted Connected Porosity from WI matrix inversion model (connected pore system[1])
PHIT (V/V)	Total Porosity from sum of predicted Isolated and Connected porosity
FH (FT)	WI estimate of potential frac height but more of an indicator of where the best-connected rock is.
TOC (wt%)	WI predicted Total Organic Carbon based on formation specific core measurements
TGC1 (scf/ton)	WI predicted Total Sorbed Gas Content based on formation specific core measurements. This is the amount of gas that is contained in the shale/kerogen material.
TGC-FRE (scf/ton)	WI predicted Total Free Gas Content based on formation specific core data
WI_SWA (dec)	Archie-derived water saturation calculation estimate
SGAS (dec)	WI predicted gas saturation based on special core analysis from well

Table 1f. Wallace International (WI) Curve Mnemonics List

1g. Curve noise editing and log measurement reconstruction

Acoustic (compressional) travel time measurements can sometimes have random noise due to the logging environment, instrument electronic issues, and/or survey speed. Wallace International has proprietary methods and software that identifies noise and automatically corrects the problem. Noise spikes were removed using this process before analysis commenced.

Missing or bad data can occur due to hole break-out, run breaks, pull-tights, incomplete digitizing and/or other logging related issues. When it is absolutely necessary to have a complete survey, Wallace International applied correction models that use other valid log measurements with multi-linear regression modeling and/or neural net processing to restore bad log readings. This process is a "best guess" and does not claim to be an exact replication of what an actual valid recording might yield. However, WI believes that it is a very good close approximation of an actual recording. Synthetic log curves were calculated using WI proprietary models for missing log-derived compressional acoustic measurements as well as bulk density, neutron porosity and Photoelectric measurements..

1h. Normalization

Wireline log measurement normalization is an important step in the formation evaluation process. Normalization reduces log vendor bias and minimizes calibration errors not normally viewed on a well-by-well basis. This process re-calibrated log measurements (NEUTRON, DT, RHOB, GR and Deep RESISTIVITY) to a reference using one or two-point calibration (normalization) techniques. The two-point normalization process involves the location of consistent low reading interval and a consistent high reading interval.

For this study, normalization was not preformed on any of the log data. The wells were deemed too far apart from each other and most likely have differing mineralogy.

[1] Includes open pore throats, micro to large fractures, and open connected vugs

BASGAS NETHERLANDS PETROPHYSICAL STATISTICS

Date: Jan 11, 2011

Remarks and Observations from Petrophysical evaluation of wireline logs