

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **SOMERTON ENERGY LIMITED ("Somerton")**ACN/ARSN **ACN 089 956 150****1. Details of substantial holder (1)**Name **COOPER ENERGY LIMITED ("Cooper")**ACN/ARSN (if applicable) **ACN 096 170 295**There was a change in the interests of the
substantial holder on17/05/2012

The previous notice was given to the company on

16/05/2012

The previous notice was dated

16/05/2012**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice | | Present notice | |
|-----------------------------------|-------------------|------------------|-------------------|------------------|
| | Person's votes | Voting power (5) | Person's votes | Voting power (5) |
| Fully paid ordinary shares | 29,036,768 | 20.237% | 30,942,363 | 21.565% |
| | | | | |

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|--|--|---|---|-------------------------|
| 17/05/12 | Cooper | Acquisition of relevant interest arising upon acceptances of Cooper's offer dated 7 May 2012 contained in the bidder's statement dated 3 May 2012 ("Bidder's Statement") | Refer to Bidder's Statement | 1,905,595 | 1.328% |
| | | | | | |
| | | | | | |

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
| See Annexure "A" | | | | | |
| | | | | | |
| | | | | | |

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| Not applicable | |
| | |

6. Addresses

The addresses of persons named in this form are as follows:

| Name | Address |
|------------------|---------|
| See Annexure "A" | |
| | |

Signature

print name IAN GREGORY capacity COMPANY SECRETARY

sign here  date 17/05/12

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
 - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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ANNEXURE A

4. Present relevant interests

| Holder of relevant interest | Registered holder of Shares | Person entitled to be registered as holder | Nature of Relevant Interest | Class and Number of Shares | Person's votes |
|-----------------------------|-----------------------------|--|--|----------------------------|----------------|
| Cooper Energy Limited | Chesser Nominees Pty Ltd | Unknown | Cooper has a relevant interest by virtue of a pre-bid agreement entered into with registered holder. Refer to agreement at Annexure "B" of ASIC Form 603 dated 18/4/12 | 2,879,363 | 2,879,363 |
| Cooper Energy Limited | Hector Gordon | Not applicable | Acquisition of relevant interest arising upon acceptances of Cooper's offer dated 7 May 2012 contained in the Bidder's Statement | 2,605,165 | 2,605,165 |
| Cooper Energy Limited | Icon Holdings Pty Ltd | Unknown | Acquisition of relevant interest arising upon acceptances of Cooper's offer dated 7 May 2012 contained in the Bidder's Statement | 1,572,050 | 1,572,050 |
| Cooper Energy Limited | Triple Eight Gold Pty Ltd | Unknown | Acquisition of relevant interest arising upon acceptances | 1,000,000 | 1,000,000 |

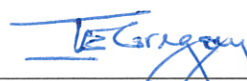
| | | | | | |
|-----------------------|--|----------------|---|------------|------------|
| | | | of Cooper's offer dated 7 May 2012 contained in the Bidder's Statement | | |
| Cooper Energy Limited | RBW Exploration Pty Ltd | Unknown | Acquisition of relevant interest arising upon acceptances of Cooper's offer dated 7 May 2012 contained in the Bidder's Statement | 452,435 | 452,435 |
| Cooper Energy Limited | Peter Francis Mullins and Frances Margaret Mullins | Not applicable | Acquisition of relevant interest arising upon acceptances of Cooper's offer dated 7 May 2012 contained in the Bidder's Statement | 250,000 | 250,000 |
| Cooper Energy Limited | Garrick Higgins | Not applicable | Acquisition of relevant interest arising upon acceptances of Cooper's offer dated 7 May 2012 contained in the Bidder's Statement | 85,175 | 85,175 |
| Cooper Energy Limited | Peter Woodford | Not applicable | Cooper has a relevant interest by virtue of a pre-bid agreement entered into with registered holder. Refer to agreement at Annexure "J" of ASIC | 18,228,274 | 18,228,274 |

| | | | | | |
|-----------------------|--|---------|--|-----------|-----------|
| | | | Form 603 dated 18/4/12 | | |
| Cooper Energy Limited | Accepting offerees under the takeover bid referred to in paragraph 3 | Unknown | Acquisition of relevant interest arising upon acceptances of Cooper's offer dated 7 May 2012 contained in the Bidder's Statement | 3,869,901 | 3,869,901 |

6. Addresses

| Name | Address |
|--|---|
| Chesser Nominees Pty Ltd | Level 3 100 Pirie Street, Adelaide SA, 5000 |
| Hector Gordon | 48 Kanbara Street, Flinders Park SA, 5025 |
| Icon Holdings Pty Ltd | 53 Irvine Street, Peppermint Grove WA, 6011 |
| Triple Eight Gold Pty Ltd | C/- R M Kennedy, GPO BOX 1373, Adelaide SA, 5001 |
| RBW Exploration Pty Ltd | 85 Hambleton Street, Middle Park VIC, 3206 |
| Peter Francis Mullins and Frances Margaret Mullins | 10 Hillridge Drive, Belair SA, 5052 |
| Garrick Higgins | 242 Davies Road, Bittern VIC, 3918 |
| Peter Woodford | C/- Tresscox Lawyers Level 9, 469 Latrobe Street Melbourne Victoria 3000 |
| Cooper Energy Limited | 288-292 Churchill Avenue, Subiaco, WA 6008 |
| Somerton Energy Limited | Level 9, 469 Latrobe Street Melbourne Victoria 3000 |

This is the annexure of three pages marked Annexure "A" referred to in and forming part of the Form 604 signed by me and dated 17 May 2012.


 Ian Gregory
 Company Secretary
 Cooper Energy Limited