

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 on 24/05/2012
 The previous notice was given to the company on 21/05/2012
 The previous notice was dated 21/05/2012

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	32,624,036	22.737%	43,319,921	30.191%

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
24/05/12	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	10,695,885	7.454%

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 24/05/12

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	Acquisition of relevant interest arising upon acceptances of Cooper's offer dated 7 May 2012 contained in the Bidder's Statement	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 of Cooper's offer dated 7 May 2012 contained in	1,000,000	1,000,000

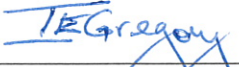
			the Bidder's Statement		
Cooper Energy Limited	RBW Exploration Pty Ltd	Unknown	Acquisition of relevant interest arising upon acceptances of Cooper's offer dated 7 May 2012 contained in the Bidder's Statement	452,435	452,435
Cooper Energy Limited	Peter Francis Mullins and Frances Margaret Mullins	Not 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	Acquisition of relevant interest arising upon acceptances of Cooper's offer dated 7 May 2012 contained in the Bidder's Statement	18,228,274	18,228,274
Cooper Energy Limited	Accepting offerees under the takeover bid	Unknown	Acquisition of relevant interest arising upon acceptances	16,247,459	16,247,459

referred to in paragraph 3	of Cooper's offer dated 7 May 2012 contained in the Bidder's Statement
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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 24 May 2012.


 Ian Gregory
 Company Secretary
 Cooper Energy Limited