

**Form 603**  
Corporations Act 2001  
Section 671B

## Notice of initial substantial holder

To Company Name/Scheme Bass Strait Oil Company Limited

ACN/ARSN 008 694 817

### 1. Details of substantial holder (1)

Name Cooper Energy Limited

ACN/ARSN (if applicable) 096 170 295

The holder became a substantial holder on 13/08/2012

### 2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully Paid Ordinary Shares	74,276,214	74,276,214	16.72%

### 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Cooper Energy Limited	Indirect through wholly owned subsidiary Somerton Energy Ltd	56,205,942
Cooper Energy Limited	Indirect – Refer to Annexure A	18,070,272

### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Refer to Annexure A			

### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
Refer to Annexure A		Cash	Non-cash	

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

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

**7. Addresses**

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

Name	Address
Refer to Annexure A	

**Signature**

print name Ian Gregory

capacity Company Secretary

sign here



date 17/08/2012

**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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) Details of the consideration must include any and all benefits, moneys 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.

## ANNEXURE A

### 3. Details of relevant interests

Cooper Energy Limited has a relevant interest in a total of 18,070,272 shares through its wholly owned subsidiary, Somerton Energy Limited, who at the time of its acquisition by Cooper Energy Limited was the sole beneficiary of the following bare trusts whereby the registered holder of the shares, as trustee, holds the shares on bare trust for Somerton Energy Ltd.

Holder of relevant interest	Registered holder of Shares	Class and Number of Shares
Cooper Energy Limited	Monri Pty Ltd (Trustee)	3,632,111
Cooper Energy Limited	Lethe Holdings Pty Ltd (Trustee)	3,632,112
Cooper Energy Limited	Marbig Holdings Pty Ltd (Trustee)	3,772,500
Cooper Energy Limited	Leed Investments Pty Ltd (Trustee)	3,772,499
Cooper Energy Limited	Reach Nominees Pty Ltd (Trustee)	3,261,050

### 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	Monri Pty Ltd	Monri Pty Ltd	Bare Trust as described in 3 above.	3,632,111	3,632,111
Cooper Energy Limited	Lethe Holdings Pty Ltd	Lethe Holdings Pty Ltd	Bare Trust as described in 3 above.	3,632,112	3,632,112
Cooper Energy Limited	Marbig Holdings Pty Ltd	Marbig Holdings Pty Ltd	Bare Trust as described in 3 above.	3,772,500	3,772,500
Cooper Energy Limited	Leed Investments Pty Ltd	Leed Investments Pty Ltd	Bare Trust as described in 3 above.	3,772,499	3,772,499
Cooper Energy Limited	Reach Nominees Pty Ltd	Reach Nominees Pty Ltd	Bare Trust as described in 3 above.	3,261,050	3,261,050
Cooper Energy Limited	Somerton Energy Ltd	Somerton Energy Ltd	Somerton wholly owned by Cooper	56,205,942	56,205,942

## 5. Consideration

Holder of relevant interest	Date of acquisition	Consideration - Cash	Class and Number of Shares
Cooper Energy Limited	24 November 2011	\$49,434.68	1,778,226
Cooper Energy Limited	25 November 2011	\$51,538.00	1,853,885
Cooper Energy Limited	24 November 2011	\$100,972.71	3,632,112
Cooper Energy Limited	28 November 2011	\$50,780.52	1,820,090
Cooper Energy Limited	29 November 2011	\$73,593.30	2,628,332
Cooper Energy Limited	30 November 2011	\$30,704.15	1,096,577
Cooper Energy Limited	12 December 2011	\$77,143.71	2,561,050
Cooper Energy Limited	13 December 2011	\$86,400.00	2,700,000
Cooper Energy Limited	13 August 2012	\$843,089.13	56,205,942

## 7. Addresses

Name	Address
Monri Pty Ltd	2/367 Stirling Highway, Claremont WA 6010
Lethe Holdings Pty Ltd	2/367 Stirling Highway, Claremont WA 6010
Marbig Holdings Pty Ltd	109A Stock Road, Attadale WA 6156
Leed Investments Pty Ltd	109A Stock Road, Attadale WA 6156
Reach Nominees Pty Ltd	16/33 Kinsellas Drive, Lane Cove NSW 2066
Cooper Energy Limited	288-292 Churchill Avenue, Subiaco WA 6008
Somerton Energy Limited	PO Box 1281, Subiaco WA 6904

This is the annexure of two pages marked Annexure "A" referred to in and forming part of the Form 603 signed by me and dated 17 August 2012.



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Ian Gregory  
Company Secretary  
Cooper Energy Limited