

MG01

Particulars of a mortgage or charge



131 258/13

A fee is payable with this form
We will not accept this form unless you send the correct fee
Please see 'How to pay' on the last page

What this form is for
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland

What this form is NOT for
You cannot use this form to
particulars of a charge for a
company. To do this, please
form MG01s

FRIDAY



LPCWRJE6
LD4 23/04/2010 223
COMPANIES HOUSE

1 Company details 7 For official use

Company number: 0 0 9 0 2 2 3 9

Company name in full: BG International Limited (the "Chargor")

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Date of creation of charge

Date of creation: d1 d6 m0 m4 y2 y0 y1 y0

3 Description

Description: Joint Operating Agreement (the "JOA") dated 16 April 2010 between the Chargor and Ophir Tanzania (Block 1) Limited ("Ophir")

4 Amount secured

Amount secured: The value of Ophir's share exploration costs as specified in Exhibit C to the Farm Out Agreement (the "Exploration Costs") (as such Exhibit C may be amended, replaced or adjusted by the parties to the Farm Out Agreement from time to time)

Continuation page
Please use a continuation page if
you need to enter more details

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5

Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Continuation page
Please use a continuation page if you need to enter more details

Name Ophir Tanzania (Block 1) Limited

Address 12 Castle Street, St Helier, Jersey

Postcode J E 2 3 R T

Name

Address

Postcode

6

Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Continuation page
Please use a continuation page if you need to enter more details

Short particulars

PLEASE SEE ATTACHED CONTINUATION PAGES.

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7 Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.

Commission allowance or discount

None

8 Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860). If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 866).

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 870). The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it. Where a body corporate gives the verification, an officer of that body must sign it. We will also accept a verified copy where section 867(2) applies (property situated in another part of UK).

9 Signature

Please sign the form here

Signature

Signature

X *Linklaters LLP* X

This form must be signed by a person with an interest in the registration of the charge

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name Manzer Ijaz

Company name Linklaters LLP

Address One Silk Street

Post town London

Country/Region United Kingdom

Postcode

E	C	2	Y		8	H	Q
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Country

DX 10 LONDON/CHANCERY

Telephone 020 7456 2000

Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.

Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following:

- The company name and number match the information held on the public Register
- You have included the original deed with this form
- You have entered the date the charge was created
- You have supplied the description of the instrument
- You have given details of the amount secured by the mortgagee or chargee
- You have given details of the mortgagee(s) or person(s) entitled to the charge
- You have entered the short particulars of all the property mortgaged or charged
- You have signed the form
- You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record.

How to pay

A fee of £13 is payable to Companies House in respect of each mortgage or charge.

Make cheques or postal orders payable to 'Companies House'

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

1 Particulars of the property mortgaged or charged

Such volume of the Chargor's Cost Hydrocarbons in order to recover the value of Ophir's Exploration Costs specified in Exhibit C of the Farm Out Agreement in accordance with clause 6.2.1 of the Farm Out Agreement.

2. Defined Terms

In this Form, except to the extent that the context requires otherwise:

"**Cost Hydrocarbons**" means that portion of the total production of hydrocarbons which is allocated to the PSA Parties in accordance with the PSA and the JOA for the recovery of the costs and expenses incurred by the PSA Parties and allowed to be recovered pursuant to the PSA.

"**Farm Out Agreement**" means the farm out agreement dated 16 April 2010 between Ophir, the Chargor, Ophir Energy plc, Ophir Tanzania (Block 3) Limited and Ophir Tanzania (Block 4) Limited.

"**PSA**" means production sharing agreement in relation to Block 1 between the Government of the United Republic of Tanzania, the Tanzania Petroleum Development Corporation and Ophir dated 29 October 2005 (as amended from time to time)

"**PSA Parties**" means the parties (in their roles as Contractor Parties as named in the PSA) to the PSA from time to time.



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

Pursuant to section 869(5) & (6) of the Companies Act 2006

COMPANY NO. 902239
CHARGE NO. 7

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A JOINT OPERATING AGREEMENT
DATED 16 APRIL 2010 AND CREATED BY BG INTERNATIONAL
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO OPHIR TANZANIA (BLOCK 1)
LIMITED UNDER THE TERMS OF THE AFOREMENTIONED
INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS
REGISTERED PURSUANT TO CHAPTER 1 PART 25 OF THE
COMPANIES ACT 2006 ON THE 23 APRIL 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29 APRIL 2010



Companies House
— for the record —

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES