



Great South Land
Minerals Limited

Great South Land Minerals Limited ABN 54 068 650 386

Complete Application submitted to
Mineral Resources Tasmania
29 September 2009

**APPLICATION FOR EXPLORATION
LICENCE AREA FOR OIL & GAS
7,513 km² OF TASMANIA**

This application licence is sought from
1th October 2009

29th September 2009





29 September 2009

Mineral Resources Tasmania
PO BOX 56
ROSNY PARK TAS 7018

Attention: Director of Mines

Dear Sir,

**RE: APPLICATION FOR PETROLEUM (OIL AND GAS) EXPLORATION
LICENCE IN TASMANIA**

Please find enclosed an application for an Exploration Licence covering 7,513km² over approximately 50% of the SEL 13/98 area (Attachment A1-A3 in application) within Tasmania. A cheque for the amount of \$1,596.00 (Cheque No. 200305) is included for this application. Please note this is an application for petroleum Category 4 (oil and gas) exploration licence and this application will be sought from 1 October 2009 onward.

As you are aware, Great South Land Minerals Ltd (GSLM) and its parent company Empire Energy Corporation International (Empire) have now been actively exploring for oil and gas in the Tasmania Basin over SEL 13/98 for the past 10 years. GSLM has mobilized the first oil and gas rig into Tasmania. This oil rig, known as Hunt Rig #3, was erected over GSLM's largest defined dome structure, Bellevue #1, from December 2008 until 30 June 2009 and is currently situated in Launceston awaiting remobilization.

The original SEL 13/98 was a high risk venture for GSLM that covered in excess of 30,000 kms. At the renewal of GSLM's SEL13/98 first 5 Year term, the company reduced its acreage by fifty per cent (50%) and increased annual expenditure a quantum three (3) times.

During the final phases of SEL 13/98's tenure, GSLM has been investigating new technologies to accelerate the remaining regional exploration and further delineation of drilling targets. It was the intention of GSLM to incorporate the use of this new suite of technologies (Esp. STeP – refer to G5 of Proposed Drilling Program for more information) to consolidate the remaining regional exploration over the entire 15,039 square kilometres that comprised SEL 13/98.



Recent correspondence from the Director of Mineral Resources Tasmania have indicated that there will be a requirement for GSLM to reduce its acreage down from the previously allocated 15,035 sq. kms held under SEL 13/98.

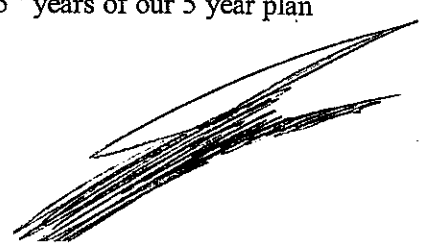
To this effect GSLM has reduced its former (SEL13/98) acreage in this application from 15,039 sq. kms to 7,513 sq. Kms.

It is important to bring to your attention that Condition 6, in the original licence issued to Great South Land Minerals for SEL13/98, states *the licensee must proceed with the public float of Great South Land Minerals Ltd, with or without the support of underwriters, to the point of full subscription of all shares to be issued in accordance with the prospectus which applies to the float...*

The completion of this public float involved the general population of Tasmania contributing their own investment funds and consequently expecting a share of the rewards that this Oil & Gas play would bring to the State. It was with this resolve that GSLM moved forward with a Prospectus and a public listing (on the Over The Counter Bulletin Board - OTCBB). There are approximately 500 share holders within the State of Tasmania that are relying on being able to benefit from the drilling program that has commenced. As GSLM progresses through to the extraction of oil & gas in its first phase of operations, the anticipated success will enable the Company to pay dividends to shareholders well into the future, adding dynamic financial capacity to the government and the economy of Tasmania.

The Government has a responsibility to the Tasmanian people and investors who have backed this project, to ensure that GSLM has every opportunity to complete its program and bring the tenement into full production. GSLM is confident in light of recent developments that it now has access to the capital resources and the competitive technologies to vastly enhance its ability to succeed.

Section 21 (1c) of the Mineral Resources Development Act 1995 states...*The area of land comprised in a licence must not exceed - for a licence in respect of Category 4 minerals, an area determined by the Minister.* GSLM acknowledge that the Minister has the right to alter this area, however, we ask that "the areas" where we have carried out seismic surveys, gravity surveys and magnetic surveys along with our "defined structures" be included in this application. It is important for GSLM that the areas where we plan to carry out STeP satellite imaging, additional regional plus proprietary seismic, in the 3rd to 5th years of our 5 year plan

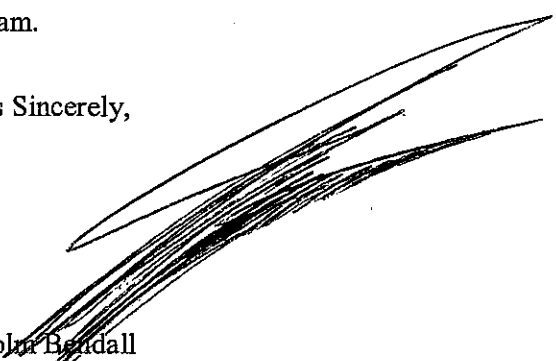


of the GSLM Proposed Exploration Program, remain in our newly allocated Exploration Licence area.

GSLM has reduced its acreage by a quantum of fifty per cent (50%) in order to comply with the Director of Mines recent recommendations.

We would be grateful if you could advise the status of this application at your earliest convenience as we are currently preparing for the commencement of this exploration program.

Yours Sincerely,



Malcolm Bendall
Chief Executive Officer
Great South Land Minerals Ltd and Empire Energy Corporation International

Phone: 6231 9339
Fax: 6231 9625
Mobile: 017 588 171

List of Attachments

Attachment	A	Q8
Attachment	A1	A plan showing the application area
Attachment	A2	Application area showing first 2 drill sites
Attachment	A3	Application area showing drilling plan for next 3 years
Attachment	B	Q10
Attachment	B1-B9	Q10 - Technical Resources Agreements
Attachment	C	Q10
Attachment	C1	GSLM Personnel List
Attachment	C2	External Contractor List
Attachment	D	Q11
Attachment	D	Finance Covering Letter
Attachment	D1	Financial Report for the Year Ended 31 December 2007
Attachment	D2	Financial Report for the Year Ended 31 December 2008
Attachment	D3	Annual Report under Section 13 or 15d of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2008 (Form 10-K)
Attachment	D4	Quarterly Report Pursuant to Section 13 or 15 (d) of the Securities and Exchange ACT of 1934, for the quarterly period ended June 30, 2009 (Form 10-Q)
Attachment	D5	Line of Credit (inTrust)
Attachment	D6	Convertible Loan Notes With Warrants
Attachment	D7	Letter from Empire Energy Re-Repayment of Loan
Attachment	D8	Letter from Peter Muckridge (WHK)
Attachment	D9	Registration Statement under the Securities Act of 1933 (Form S-1/A2)

Attachment D10 ANZ Bank Letter

Attachment D11

Attachment E Q12

Attachment E1 Public Liability Insurance

Attachment E2 Logan Group Insurance Brokers

Attachment F Q13

Attachment F1 Exploration Philosophy

Attachment G Q 14

Attachment G1 Proposed Exploration Program

Attachment G2 MRT min expenditure 23/Sep

Attachment G3 MRT min expenditure 28/Sep

Attachment G4 Budget

Attachment G5 Terra Insight Technology INC. Summery

Attachment H Summery of Proposal for Public Distribution

Attachment I Cover Letter from Annual Report 2008

Attachment J Certificate of Registration on Conversion to a Public Company

EXPLORATION LICENCE APPLICATION**Q1. Full name(s) or company name(s) of applicant(s) and percentage interest**

Surname or company name	ACN	Incorporated in	Given name/s	%
Great South Land Minerals Limited	068650386	1998		100
(If insufficient space please attach list)				100

Q2. Postal address for service of notices

PO Box 1603, Hobart

Postcode: 7000

Phone No.: 6231 9339

Mobile No.: 0400 222 950

Email Address: paul.heath@gslm.com.au

Fax No.: 6231 9625

Q3. Name and address of principal contact:

MR PAUL HEATH, PO Box 1603, Hobart

Postcode: 7000

Phone No.: 6231 9339

Mobile No.: 0400 222 950

Email Address: paul.heath@gslm.com.au

Fax No.: 6231 9625

Q4. Is this an application for a special exploration licence under Section 38 of the Mineral Resources Development Act 1995?Yes ☐No ☒**Q5. Is this an application for a small area under Section 22 of the Mineral Resources Development Act 1995?**Yes ☐No ☒**Q6. Does this application arise from an area advertised under the Exploration Release Area (ERA) system?**Yes ☐No ☒

ERA NO. _____

The prescribed application fees (see page 6) must accompany this application.

Applications made through Service Tasmania: STaRS Code: MR1

Amount paid _____

Receipt Number _____

Cashier (Initial & date) _____

Cost allocation: 892010.45.4602 (Application fee); 311110.34.4919 (Rental Suspense a/c)

Personal information we collect from you for registration and tenement administration processes will be used by the Director of Mines for that purpose and may be used for other purposes permitted by the *Mineral Resources Development Act 1995* and associated laws. Your personal information may be disclosed to contractors and agents of the Director of Mines, law enforcement agencies and other public sector bodies or organisations authorised to collect it.

This information will be managed in accordance with the *Personal Information Protection Act 2004* and may be accessed by you on request to the Department. You may be charged a fee for this service. Failure to provide this information may result in your application not being processed or records not being properly maintained.



Q7. Specify the Category of Minerals for which this Exploration Licence is sought

Note: Category 1 *Metallic minerals and atomic substances*
 Category 2 *Coal, peat, lignite and oil shale*
 Category 3 *Construction minerals — stone, clay & sand*
 Category 4 *Petroleum products except oil shale*
 Category 5 *Industrial minerals, precious and semi-precious stones*
 Category 6 *Geothermal substances*

☐
☐
☐
☒
☐
☐

Specify principal commodities sought _ Petroleum (Oil and Gas)

Q8. What is the area and general locality of this application?

e.g. 50 km², 15 km SE of Mt Zeehan.

7,513 km² south, central and north Tasmania. **Refer to Attachments A1, A2 and A3 (plan showing application area, datum used is AGD66)**

Please attach a map showing the area or a description by co-ordinates. Specify the datum used.

Q9. Leases and licences already held in Tasmania by the applicant

Licence/Lease No.(s)	List expenditure commitment on each (\$)	
SEL 13/98	Year 1-5	\$ 8,000,000
	Year 6 -10	\$ 21,500,000

If no tenements are held in Tasmania, provide a brief statement of experience and mining or exploration activities, and attach the last annual report (if a company).

Q10. Technical resources available to the applicant

Names, qualifications and experience of persons undertaking the exploration program. If the person is not an employee of the applicant you must attach evidence that he/she has agreed to assist in the proposed exploration program.

Great South Land Minerals Ltd (GSLM) have an experienced core team to provide support for the proposed exploration program, as well as a number of contractors to provide additional support as required (**Attachments B1 – B9**, consultant agreements). Great South Land Minerals will undertake to only use people who are trained, qualified and certified for the job. GSLM will call upon the skills of a range of expert external consultants when they are needed.

Where contractors are used, Great South Land Minerals will only use contractors who are accepted throughout the industry and who are used by other operators. Examples of these contractors are as follows:

- Onshore Seismic Acquisition – Terrex Seismic
- Resources / Reserves - RPS Australia Asia (David R. Guise)
- Mudlogging – Pectil Engineering Pty Ltd (Edward McNally)
- Drilling Engineering – Pectil Engineering Pty Ltd (Edward McNally)
- Strategic Planning, Logistics, Landowner liaison and Construction - Terralinna Pty Ltd (Phil Simpson)
- Environmental Management&Environment Management Plan– Bass Energy Pty Ltd (Shane Bartel)
- Human Resource Management Consultancy- Train Safe - (Derek Bendall)
- Operating Management – Alan J Barnett (Alan Barnett)

- Company Man & Drilling Supervisor - Thylacine Drilling Consulting Oil & Gas Pty Ltd (David Dunsby)
- Drilling Contractors – Hunt Energy or Tender
- Recording and Processing -Terra Insight Services,INC.
- Production Development Manager- Todd Goebel, GSLM employee

Key personnel are:

Dr. Clive Burrett: Chief Geologist of Empire Energy / GSLM, (Honours degree and PhD). He has extensive local knowledge of the geology of Tasmania. He taught geology at the University of Tasmania from and was head of the Department of Geology from 1997-2002. He is an expert on the geology of Tasmania, South East Asia and China and. He has supervised many graduate theses on base and precious metal deposits in South East Asia and western Tasmania.

Professor Mohammad Adabi: Carbonate Petrologist / Geochemist, (B.sc., M.Sc. and PhD). Mohammad has over 30 years experience in supervising many M.Sc. and PhD student theses mainly on petroleum source rocks and reservoirs in Iran and has consulted to mining companies in Iran and Australia. He is currently working on two projects approved by Iranian National Oil Company in regards to Origin, Provenance and Tectonic Settings of hydrocarbon bearing reservoirs in Iran.

Ted McNally: Petroleum Engineer, (RDA BSc CPEng). Ted is very experienced petroleum engineer and Mudlogging equipment supplier.

Paul Heath: COO and Executive Geologist for GSLM, (B.Sc in Geology). Mr Heath is the primary contact between the regulatory authorities regarding tenements and approvals. He has been in the mining and exploration business for the past 9 years formally working for Zeehan Zinc Limited as Mineral Resources Manager.

Todd Goebel: Production Development Manager of GSLM, (BSc in Chemical Engineering). Todd has extensive industry experience (20 years) as a petroleum engineer.

Phil Simpson: Strategic planning, logistics, landowner liaison and construction for GSLM. Phil has extensive experience in liaising with landowners, the planning and controlling of the flow of required equipments, materials and supplies and has a good contact with locals for subsequent construction.

Dr. Zohreh Amini: Geologist and Data Management Officer for GSLM, (B.Sc., M.Sc. and PhD). Zohreh duties include support of geological projects, preparation of License applications, and the compilation of exploration results and management of geological data.

Diego Gonzalez: Geologist for GSLM, (B.Sc., M.Sc in Science). As a geologist his scope of responsibilities include interpretation of seismic activity, assistance with management and the successful execution of Great South Land Minerals

David Dunsby: Senior Drilling Supervisor and Company man. Mr Dunsby has over 30 years experience in supervising drilling activities in Australia and Overseas and he is GSLM representative for the Bellevue site.

Refer to Attachment B1 – B8 for Technical Resources Agreement letters

Refer to Attachment C1 for GSLM personnel

Refer to Attachment C2 for GSLM external personnel

Q11. Financial resources available to the applicant

Proof of ability to fund the exploration program is required. The applicant is to supply details of the financial resources available to them. All companies should attach their most recent audited financial report to the Australian Stock Exchange (for No Liability companies, this will be your most recent quarterly report. For Limited companies, this will be your most recent half-yearly report), as well as providing details in the space provided.

Companies with net assets **over** \$50 million which submit their most recent audited financial report do **not** need to provide details in the space provided.

All other applicants **must** provide details in the space provided.

You must answer on each line and state 'not applicable' if it is not applicable. You must attach evidence of the availability of each resource, and signed authorisations from guarantors if applicable. **Acceptable** resources are listed below. **Unacceptable** resources include unlisted shares, personal or investment property, fixed assets and accounts receivable or other debts.

In assessing your financial capacity, the Department compares your 'Assets' against your 'Obligations' to establish your net assets which are measured against the required expenditure for the first **two** years, i.e. the net assets must meet or exceed the required expenditure.

Note: The Department reserves the right to pursue whatever information that is necessary for the Minister to be satisfied that the applicant meets the requirements of section 14(4)(d) of the Mineral Resources Development Act 1995.

All information relating to financial details must be no older than six months at the time the information is submitted.

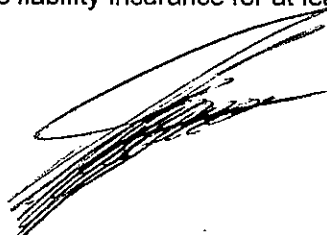
Financial resources		Acceptable evidence
(a) Cash	\$ 957	Attach a copy of a Bank Statement.
(b) value of Government/semi-Government bonds	\$	Attach copy of bond.
(c) value of listed shares held at current market price (selling)	\$	Broker's statement, or copies of share certificates, or CHESS (Clearing House Electronic Subregister System) statements. Attach copy.
(d) line of credit from a recognised financial institution	\$ 1,150,000	Attach a statement from the institution concerned giving the extent of credit.
(e) Future fund raising	\$USD 9m	Prospectus. Fund raising must be completed prior to the licence being granted.
TOTAL FINANCIAL RESOURCES	\$ 2,600,000	
Financial obligations		
Expenditure commitment on this licence for the first two years	\$ 7,550,000	Proposed expenditure as per Question 14.
Expenditure commitments on all existing mineral tenements in Tasmania for the next two years	\$ 0	Total expenditure commitments as per Question 7.
TOTAL FINANCIAL OBLIGATIONS	\$	

For Financial Resources Available to GSLM / EEGC, Refer to Attachments D

Q12. Public Liability Insurance

A copy of the certificate of currency of the applicant's public liability insurance for at least \$10 million must be attached.

Refer to Attachment E1 and E2



Q13. Aims and exploration philosophy

Applicants are to provide details of exploration data, searches, geological concepts/models and other criteria used in selection of the area.

Empire Energy Corporation International (through its wholly owned subsidiary Great South Land Minerals Limited) remain optimistic of making a commercial discovery and exploitation of commercial quantities of oil and gas onshore Tasmania for the benefit of both Empire Energy Corporation International, Great South Land Minerals Limited and the people of Tasmania.

For Exploration Philosophy Refer to Attachment F1

NOTE: If the space provided is insufficient, further sheets of the same size as this page (i.e. A4) should be attached and numbered.

Q14. Proposed exploration program and estimated expenditure (for first two years)

Applicants are to outline their proposed exploration program for the first two years.

This application will be sought from 1 October 2009 onward.

In order to fully explore the potential of this area GSLM would undertake the following work program for first 2 years:

1. Continue of detailed geological research of the area (year 1-2)
2. Drill exploration/delineation wells to evaluate potential targets identified by the seismic (year 1-2).
3. Use the results of seismic and drilling to define the most prospective areas (year 1-2).
4. Seismic surveys over geologically promising zones (year 3-5)
5. Run more seismic based on 5) above including the use of Terra Energy and Resource Technology (year 3-5).
6. Drill more wells based on the new seismic (year 4-5).

For Detail Proposed Exploration Program Refer to Attachment G1

Based on the proposed work program (**Attachment G1**) the estimated expenditure is \$ 7,550,000.00 for the first 2 years (**Attachment G4**). Min expenditure requirement for first 2 years is 3,756,000 - refer to email from MRT, **Attachment G2, G3** and \$16,565,000 for the last 3 years (min requirement is 16,528,600 - refer to E-mail from MRT, **Attachment G2, G3**).

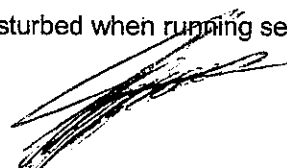
For Detail Estimated Expenditure Refer to Attachment G4

NOTE: If the space provided is insufficient, numbered sheets of the same size as this page (i.e. A4) should be attached.

Q15. Environmental impacts

Applicants are to list any impact on the environment and outline the measures they will employ to mitigate these.

GSLM is committed to ensuring that their activities have as little environmental impact as possible. Where possible, seismic lines will be run along existing tracks and roads so as to minimize any damage. Where this is not possible operations will be conducted in such a way as to minimize disturbance to the land. GSLM will also undertake to restore any land disturbed when running seismic.



Drilling permit areas will be kept as small as practical and shall be restored to as close to original condition as possible at the end of the well. The leases will be prepared in such a way so as to prevent contamination of the surface soils the wells will be drilled and abandoned in such a way as to prevent any significant damage to any aquifers encountered.

GSLM will undertake environmental and heritage studies on all drill sites prior to any work starting and any other requests / conditions from Mineral Resource Tasmania.

With the procedures listed above in place the impact of GSLM's work on the environment should be minimal.

Equipment

GSLM will only use equipment designed to be used in hydrocarbon wells. Major equipment suppliers has been and will be audited by an independent inspector to ensure their equipment is fit for purpose and that they have the resources to maintain it in good condition. GSLM will only use suppliers who are recognized as competent by other operators. Preference will also be given to Australian based suppliers.

NOTE: If the space provided is insufficient, numbered sheets of the same size as this page (i.e. A4) should be attached.

Q16. Signature block required for licence document

Applicant is to indicate which of the following signature blocks is to be used on the Exploration Licence document.

- | | |
|---|-------------------------------------|
| A company that will execute under common seal | <input type="checkbox"/> |
| A sole director company that will execute under common seal | <input type="checkbox"/> |
| A company that will execute by directors' signatures | <input checked="" type="checkbox"/> |
| A sole director company that will execute by director's signature | <input type="checkbox"/> |
| The party is a natural person | <input type="checkbox"/> |
| The party is a partnership | <input type="checkbox"/> |

Q17. Signature on this application

Applications may be lodged electronically, personally or delivered to the office of the Registrar of Mines by the applicant(s).

Full Name of Applicant/s

Signatures of Applicant/s

Date

Malcolm Bendall

29 / 9 / 2009

Note: 1. If application is being lodged electronically no signatures are required as application is verified using the credit card transaction.

2. If the signature on this form is not that of the applicant (or where the applicant is a company, the Company Secretary or a Director of that company), written evidence must be provided that the person signing this declaration is authorised to do so on behalf of the applicant, for example a signed statement on company letterhead.

CHECKLIST**The following must accompany the application:***Please tick*

- 0 A plan showing the application area (Q8) ☒
- 0 A copy of the current annual report if the applicant is a company and this has not been provided previously (Q9) N/A ☐ ☒
- 0 Evidence that the specified persons have agreed to assist with the exploration program (Q10) N/A ☐ ☒
- 0 Evidence of the financial resources available to the applicant (Q11) ☒
- 0 A copy of the Certificate of Currency of the applicant's Public Liability Insurance (Q12) ☒
- 0 A separate summary of the proposed exploration program for public distribution (Q14) ☒
- 0 Proof of identity of applicant (Q17) ☒
 Minimum age of 18 years if applicant is not a company.
 e.g. — *Individual* – Photocopy of Driver's Licence, Passport
 Company – Photocopy of Certificate of Incorporation or Australian Companies Number (ACN) and list of directors/office holders
- 0 Evidence that the person signing this application is authorised to do so (Q17) ☒
- 0 Application Fee (exploration licence): ☒
 Petroleum, coal seam gas or geothermal substance \$1596.00
 Minerals other than petroleum, coal seam gas or geothermal substance \$798.00
- 0 Application fee (special exploration licence):
 Petroleum, coal seam gas or geothermal substance \$3192.00
 Minerals other than petroleum, coal seam gas or geothermal substance \$1596.00

ADDRESS FOR CORRESPONDENCE AND LODGEMENT OF FORMS

Registrar of Mines
 Mineral Resources Tasmania

Postal Address:
 PO Box 56
 ROSNY PARK TAS 7018

Street Address:
 30 Gordons Hill Road
 ROSNY PARK TAS 7018

Forms and attachments may be lodged electronically at info@mrt.tas.gov.au

FURTHER ADVICE

Further advice may be obtained by contacting Mineral Resources Tasmania:

Telephone: (03) 6233 8377
 Facsimile: (03) 6233 8338
 Email: info@mrt.tas.gov.au
 Internet: www.mrt.tas.gov.au

