

PETROLEUM INDUSTRY ACT 2021

THE FEDERAL REPUBLIC OF NIGERIA



ORIGINAL

PETROLEUM MINING LEASE



THE FEDERAL REPUBLIC OF NIGERIA



PETROLEUM MINING LEASE No.52 , granted pursuant to the Petroleum Industry Act, 2021

THIS LEASE is granted on this **15th** Day of **FEBRUARY, 2023**

By

THE GOVERNMENT OF THE FEDERATION OF NIGERIA, acting through the **Honourable Minister of Petroleum Resources** (or any person designated by the President of the Federal Republic of Nigeria as having responsibility for overseeing the petroleum industry), whose address is at NNPC Towers, Central Business District, FCT, Abuja (hereinafter referred to as the “**Government**”);

In favour of

FAMFA OIL LIMITED, a company incorporated under the laws of the Federal Republic of Nigeria with RC No. 172534, whose registered address is at Rose of Sharon Tower, 58A AJ Marinho Drive, Victoria Island, Lagos, Nigeria (Hereinafter referred to as “**FAMFA**”, which expression shall, where the context so admits include its successors-in-title and assigns);

STAR DEEP WATER PETROLEUM LIMITED, a company incorporated under the laws of the Federal Republic of Nigeria with RC No. 299998, whose registered address is at 2 Chevron Drive, Lekki Peninsula, Lagos, Nigeria (Hereinafter referred to as “**STAR DEEP**”, which expression shall, where the context so admits include its successors-in-title and assigns); and

PRIME 127 NIGERIA LIMITED, a company incorporated under the laws of the Federal Republic of Nigeria with RC No. 322270, whose registered address is at 1 Adeola Odeku Street, 5th Floor, Sapetro Towers, Victoria Island, Lagos, Nigeria (Hereinafter referred to as “**PRIME 127**”, which expression shall, where the context so admits include its successors-in-title and assigns);

(each hereinafter also referred to as a “**Lessee**” and together as the “**Lessees**”).

WHEREAS the property and ownership of Petroleum within Nigeria, its territorial waters, continental shelf and exclusive economic zone is vested in the Government of the Federation of Nigeria.

WHEREAS under the Petroleum Industry Act 2021 (**Act**), the Minister of Petroleum Resources (**Minister**) is vested with the power to grant Petroleum Mining Leases on behalf of the Government; while the Nigerian Upstream Petroleum Regulatory Commission (**Commission**) is responsible for the technical and commercial regulation of the upstream petroleum industry in Nigeria, including the determination and recommendation of applicants who have fulfilled the conditions for the grant of upstream petroleum leases.

WHEREAS Section 92(1) of the Act stipulates that a holder of an existing oil prospecting licence or oil mining lease may enter into a voluntary conversion contract under this Act. The Lessees are the holders of Agbami Field and have entered into a voluntary conversion contract by virtue of the Act.

WHEREAS in compliance with Section 92(1) of the Act, the Commission has recommended to the Minister that this Lease be granted to the Lessees in respect of the Agbami Field, more particularly described in Schedule B (the "**Lease Area**"), which is derived from Agbami Field.

WHEREAS the Minister on behalf of the Government has accepted the Commission's recommendation and has agreed to convert Agbami Field, to a petroleum mining lease and issue this Lease in respect of the Lease Area, based on the terms contained herein.

AND WHEREAS the Lessees have represented that they have the required financial capability, technical competence and resources necessary to continue to undertake Upstream Petroleum Operations within the Lease Area and have met all the conditions for the conversion of Agbami Field, on terms agreed with the Commission and have fulfilled all other statutory conditions as contained in the Act for the grant of this Lease.

NOW THEREFORE:

1. In this Lease all capitalised words and expressions shall have the meanings assigned to them in the General Lease Conditions hereinafter attached as Schedule A.
2. The following documents shall be deemed to form and be read and construed as part of this Lease:
 - 2.1. **Schedule A** – General Lease Conditions
 - 2.2. **Schedule B** – Lease Area Description
 - 2.3. **Annexure 1** – Model Contract
 - 2.4. **Annexure 2** – Field Development Plan / Work Programme
 - 2.5. **Annexure 3** – WP Performance Security
3. In consideration of the Lessees agreeing to be bound by the Petroleum Industry Act, 2021 and for other good and valuable consideration, the Government as beneficial owner of any Petroleum within the Lease Area, hereby grants this Lease to the Lessees, subject to the Petroleum Industry Act, 2021 and any subsidiary legislation thereunder now in force or which may come into force during the continuance of this Lease, and also subject to the terms and conditions as contained in this Lease, its Schedules and Annexures, the following rights:
 - 3.1. to carry out Petroleum Exploration Operations within the Lease Area on a non-exclusive basis;
 - 3.2. to drill exploration and appraisal wells and carry out related test production within the Lease Area on an exclusive basis;
 - 3.3. to carry out the development and production of petroleum with respect to the formations under the Lease Area on an exclusive basis; and
 - 3.4. to win, work, carry away and dispose of crude oil, condensates and natural gas won or

extracted during the activities in paragraphs 3.2 and 3.3 above.

4. This Lease shall be terminated at the expiration date of the 24th November 2024 (the “**Lease Expiration Date**”) and may be renewed in accordance with the terms of the General Lease Conditions.
5. Consequent to the grant of the Lease, the Lessees’ participating interest under the Lease shall be as follows:

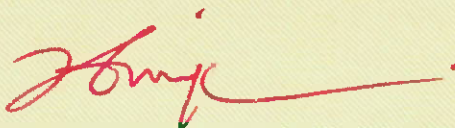
5.1 FAMFA – 60%
5.2 STAR DEEP – 32%
5.3 PRIME 127 – 8 %

provided that the Lessees shall have an undivided interest in the Lease Area.

6. The Lessees hereby accept the grant of the Lease and covenant to abide by the restrictions and conditions as contained in Schedule A and Annexure 1 as well as all legislations and directives pertaining to this Lease, both existing and issued by the Commission from time to time.

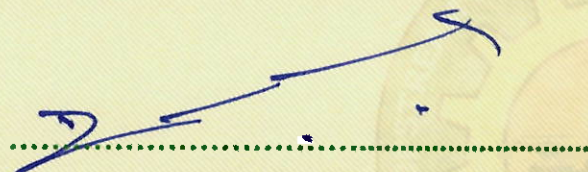
IN WITNESS WHEREOF the parties have executed and delivered this document the date and year first above written.

SIGNED AND DELIVERED



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BY THE HONOURABLE MINISTER OF PETROLEUM RESOURCES
FOR AND ON BEHALF OF THE GOVERNMENT OF THE FEDERATION OF NIGERIA

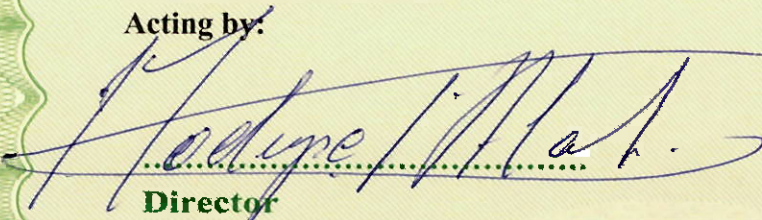
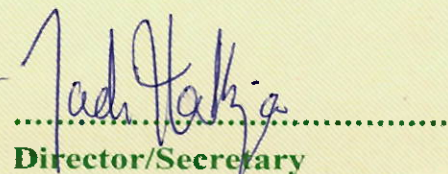
IN THE PRESENCE OF:


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ENGR. GBENGA KOMOLAFE FNSE
COMMISSION CHIEF EXECUTIVE
THE NIGERIAN UPSTREAM PETROLEUM REGULATORY COMMISSION

ACCEPTED BY THE WITHIN NAMED LESSEE
FAMFA OIL LIMITED

Acting by:


.....
Director
.....
Director/Secretary

ACCEPTED BY THE WITHIN NAMED LESSEE
STAR DEEP WATER PETROLEUM LIMITED
Acting by:


Director MICHELLE C. PFEIFFER

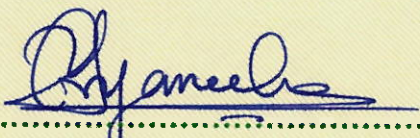

Director/Secretary IJEOMA BASSEY

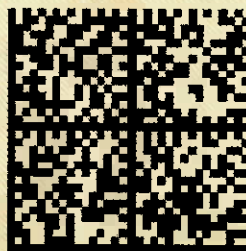
ACCEPTED BY THE WITHIN NAMED LESSEE
PRIME 127 NIGERIA LIMITED
Acting by:


Director EMEKA PHIL-EBOSIE


Director/Secretary OLUBUSOLA OSOBE

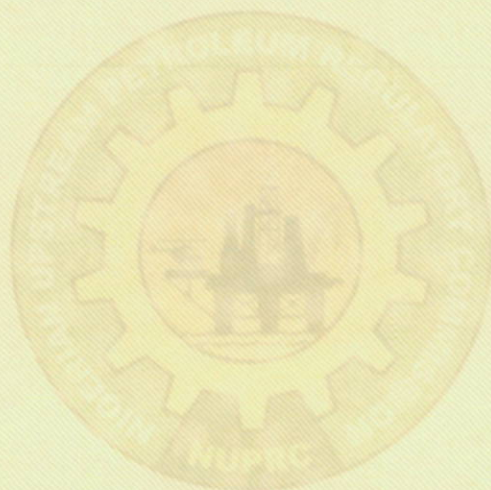
AUTHENTICATED BY THE NIGERIAN UPSTREAM PETROLEUM REGULATORY
COMMISSION THIS 15TH Day of FEBRUARY 20 23


OLAYEMI ANYANECHI
COMMISSION SECRETARY AND LEGAL ADVISER
NIGERIAN UPSTREAM PETROLEUM REGULATORY COMMISSION



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