

Declaration of Pooling

WHEREAS, the undersigned parties are the owners of the Oil and Gas Leases described in Exhibit "A", attached hereto and made a part hereof, insofar as said leases cover lands lying within the unit herein below designated, and;

WHEREAS, the provisions of each of said lease(s) as originally written, or as amended, grant the Lessee the right and power to pool and combine the lands covered by each of said leases, or portion or portions thereof, with other lands for the exploration and development thereof and the production there from of oil, gas and other hydrocarbons associated therewith;

NOW, THEREFORE, pursuant to the rights granted by law and under each of the leases described in Exhibit "A", attached hereto, and as a result of the successful completion of the Kafka 16-26-7-45 well located in the SESE, Section 26, T7N, R45W, as a well capable of producing oil and gas in paying quantities from the Niobrara formation, the undersigned parties hereby consolidate and pool the following described lands into a single unit for the production of oil, gas and associated hydrocarbons from the formation described below, exclusively for the Kafka 16-26-7-45 (the "Pooled Unit"), situated in Yuma County, Colorado, to wit:

Township 7 North, Range 45 West, 6th P.M.

Section: SESE : (1/4,1/4)

Limited to the depth from the surface of the earth to the base of the Niobrara Formation

IN WITNESS WHEREOF: this Declaration of Pooling is executed as of this 17th day of May, 2010, but shall be effective for all purposes as of the date of first production of oil and gas produced from the Pooled Unit. This agreement may be executed in any number of counterparts, each of which shall be considered an original for all purposes.

Ominex Petroleum, Inc.



By: Cliff Williams
Land Manager – Mid Continent

EXHIBIT "A"

Attached to and made a part of that certain Declaration of Pooling covering:

Township 7 North, Range 45 West, 6th P.M.
Section: SESE : (1/4,1/4)

Phillips County, Colorado

Lessor: Daniel K. Kafka and Shonna L. Kafka
Lessee: Omimex Petroleum, Inc.
Lease Date: October 15, 2007
Lands Covered: 16.07 acres in SESE, Section 26; T7N, R45W

Recording Data: Doc. 227782

Lessor: Dale R. Heimer, Pers Rep of Est. Velva F. Heimer
Lessee: Omimex Petroleum, Inc.
Lease Date: February 27, 2008
Lands Covered: SE/4; Section 26, T7N, R45W. Less/except a 16.07 acre tract described in Bk 226, Page 796 Phillips County, CO.

Recording Data: Doc. 227810

