

Surface Use Agreement

Date of Agreement: April 10, 2017

Parcel: Weld County 147333000067 (shown on the attached plat)
THAT PT S2 33 1 65 LYING W OF ELY RW OF DENVER HUDSON CANAL EXC UPRR RES (6D)

Surface Owner: Freedom Holding Company LLC ("Freedom")
P.O. Box 1091, Brighton, CO 80601

Surface User: Confluence Resources LP ("Confluence")
1001 17th Street, Suite 1250 Denver, CO 80202

Ladies and Gentlemen,

Freedom grants Confluence the right to use the above referenced surface (also shown on the attached plat) for oil and gas operations. Freedom grants Confluence the right to survey and stake wells on the property. Confluence will pay Freedom for every well drilled on the property.

Surface Owner waives the Greater Wattenberg Area (GWA) special well location, spacing and unit designation requirements of the COGCC, including without limitations the provisions and allowed waivers under COGCC Rules 318A.a and 318.A.c. These GWA waivers are solely intended to minimize surface disturbance on Surface Owner's lands while fully complying with the Surface Owner's wishes of this Agreement.

This agreement will terminate upon Confluence's purchase of the property or August 1, 2017 whichever is earlier.

Accepted and Agreed to this 10th day of April 2017

By: 
Freedom Holding Company LLC

By: 
Confluence Resources LP

Exhibit A

T1N – R65W, 6th P.M., Section 33: THAT PT S2 33 1 65 LYING W OF ELY RW OF DENVER HUDSON CANAL
EXC UPRR RES (6D)

