

**MEMORANDUM OF
SURFACE USE AGREEMENT**

WHEREAS, Linda Blehm, as Trustee of the Mary Ann Drake Trust, whose address is 10010 Highway 14 Ault, CO 80610 ("Owner"), and Nickel Road Operating, LLC, a Delaware Corporation, whose address is 999 18th St Suite 3370 Denver, CO 80202 ("Company"), entered into a Surface Use Agreement dated effective August 24th, 2017 (the "Agreement") covering and affecting the following described property (the "Property") more fully described on Exhibit A, attached hereto:

Township 7 North, Range 67 West, 6th P.M.

Section 12: W/2SE/4

Containing 80 acres more or less.

WHEREAS, Owner is the current owner of an interest in the surface estate of the property;

WHEREAS pursuant to terms of the Agreement, Owner has granted to Company the right to enter upon and use the surface and subsurface of the Property for the purpose of exploring, developing, producing, and transporting oil, gas and associated hydrocarbons from the Property and lands pooled therewith.

WHEREAS, the Agreement shall remain in full force and effect until Company's leasehold estate in the Property and the lands pooled therewith expires or is terminated, and Company has plugged and abandoned all wells and conducted reclamation in accordance with the applicable rules and regulations of the Colorado Oil and Gas Conservation Commission.

NOW THEREFORE this Memorandum is placed of record for the purpose of giving notice of the Agreement. The parties acknowledge that they are bound by all of the terms and conditions of the Agreement and that the Agreement is a covenant running with the Property and binds and inures to the benefit of Owner and Company and their respective heirs, personal representatives, successors and assigns. The Agreement, with all of its terms conditions, covenants and other provisions, is referred to and incorporated into this Memorandum for all purposes. Any person having a lawful right or legitimate interest in the Agreement may examine a copy of the Agreement at Company's office during normal business hours.

IN WITNESS WHEREOF, the parties hereto have executed this instrument this 16th day of October, 2017.

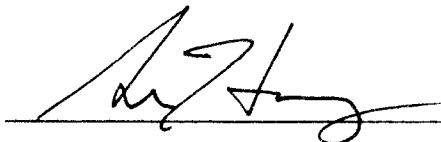
Owner:

Nickel Road Operating, LLC



Linda Blehm

Trustee of the Mary Ann Drake Trust



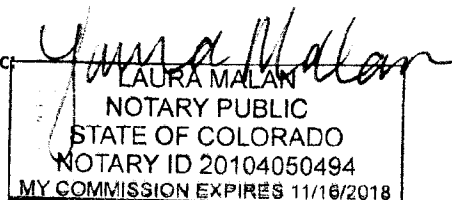
Andrew Haney

ACKNOWLEDGEMENTS

STATE OF COLORADO)
COUNTY OF Larimer) ss.

The foregoing instrument was acknowledged before me on the 16 day of October, 2017, by Linda Blehm, known to me to be the person or persons whose names are subscribed to the foregoing instrument and acknowledged that the same was executed and delivered as their free and voluntary act for the purposes therein set forth. In witness whereof I hereunto set my hand and official seal as of the date herein above stated.

My commission expires: 11-16-18 Notary Public:



STATE OF COLORADO)
COUNTY OF DENVER) ss.

The foregoing instrument was acknowledged before me on the 20th day of October, 2017, by Andrew Haney, known to me to be the person or persons whose names are subscribed to the foregoing instrument and acknowledged that the same was executed and delivered as their free and voluntary act for the purposes therein set forth. In witness whereof I hereunto set my hand and official seal as of the date herein above stated.

My commission expires: 03/22/20 Notary Public:

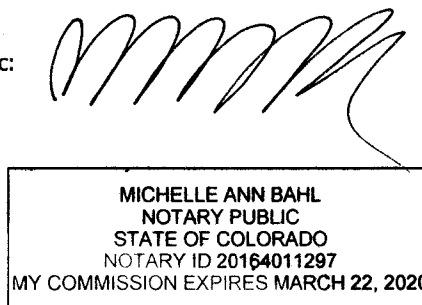


Exhibit "A"
SURFACE LAYOUT

