

### DECLARATION OF POOLING

WHEREAS, GRAND MESA OPERATING COMPANY is the legal owner and/or operator of record of the following Oil and Gas Leases located in Washington County, Colorado, described as follows:

Lessor: Leroy C J Orth and Karen Karla Orth, husband and wife  
Lessee: Bayswater Exploration & Production, LLC  
Date: December 10, 2009  
Recorded: Bk 1011 Pg 841  
Description: Insofar and only insofar as said lease covers Township 5 South, Range 53 West  
Section 9: SW/4

AND

Lessor: State Board of Land Commissioners  
Lessee: RNL Energy, LLC  
Date: February 16, 2017  
Recorded: 110979  
Description: Township 5 South, Range 53 West  
Section 16: All

WHEREAS, the above-captioned leases grant the right, power and privilege to the Lessee or its assigns to pool or combine the acreage set out in said leases so as to form an oil production unit which in Lessee's judgment is necessary or advisable in order to properly develop and operate the premises; and

WHEREAS, the undersigned desire to pool the Oil and Gas Leases described above so as to form a separate operating unit for the production of oil.

NOW, THEREFORE, in consideration of the mutual benefits to be derived herefrom, the undersigned hereby exercises the privileges and options granted in the Oil and Gas Leases and does hereby pool such Oil and Gas Leases so as to form a separate operating unit for the production of oil as follows:

Township 5 South, Range 53 West

A tract of land described as follows: Beginning at a point described as 231 feet from the South line and 1,062 feet from the West line of Section 9, Township 5 South, Range 53 West, thence North 600 feet to the point of beginning, thence East 600 feet, thence South 1,200 feet, thence West 1,200 feet, thence North 1,200 feet, thence East 600 feet to the point of beginning,

containing thirty-three (33) acres, more or less, and the undersigned do hereby give public notice of such pooling. It being the intention of the parties hereto that the interest in said unit be shared on a 23/33rds basis for Section 9-T5S-R53W and on a 10/33rds basis for Section 16-T5S-53W as to the royalty interest covered by said leases.

IN WITNESS WHEREOF, the undersigned have set their hands and seal this 21<sup>st</sup> day of May, 2018.

GRAND MESA OPERATING COMPANY

By:

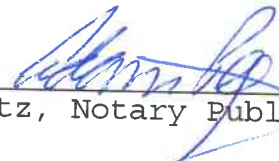
  
Michael J. Reilly,  
President

STATE OF KANSAS            )  
                                      ) SS  
COUNTY OF SEDGWICK    )

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of May, 2018, by Michael J. Reilly, President of Grand Mesa Operating Company, for the corporation.

My Commission Expires:

October 10, 2020

  
Adam Petz, Notary Public

