

Execution Version

MEMORANDUM OF SURFACE USE AGREEMENT

This Memorandum of Surface Use Agreement (this “*Memorandum*”) is by and between The TH Ranch, LLC (“*TH Ranch*”), a Colorado limited liability company, with an address of P.O. Box 189, Kersey, Colorado 80614, and Confluence DJ LLC, a Colorado limited liability company, with an address of 1001 17th Street, Suite 1250, Denver, Colorado 80202 (“*Confluence*”). TH Ranch and Confluence may be collectively referred to as the “*Parties*.”

TH Ranch, as surface owner, and Confluence, as oil and gas operator, entered into a Surface Use Agreement dated effective March 30, 2020 (the “*Confluence SUA*”).

The Parties wish to execute this Memorandum for the purpose of providing record notice of the SUA and certain provisions thereof.

All capitalized terms used but not defined herein shall have the meanings given to them in the SUA. The lands covered by the SUA are described in Exhibit A, for purposes of the SUA, the “*TH Ranch Land*” or the “*Land*,” and the Confluence lease covering the TH Ranch Land is described on Exhibit B (the “*Confluence Lease*”).

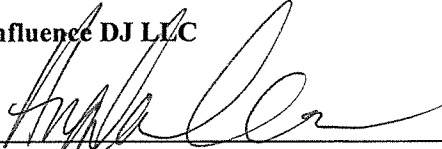
The SUA provides, among other things, that Confluence shall surface locate wells, facilities, access roads, and pipelines in certain defined and limited areas which have been agreed between the Parties and may be agreed between the Parties in the future, and there shall be certain prescribed fees for usage and certain damages.

The term of the SUA is five years commencing on the Effective Date and so long thereafter for the life of the Lease (or extension or renewal of the Lease) covering all or any portion of the Land, or until Operator has plugged and abandoned all Wells in which Operator owns a working interest and complied with the requirements of all applicable regulations, the Lease and the SUA pertaining to the removal of equipment, reclamation, cleanup and surface restoration, whichever is later in time. If there is a conflict between the terms of the SUA and the terms of this Memorandum, the terms of the SUA shall control in all respects.

This Memorandum may be executed in counterparts, both of which shall be deemed an original instrument, but which together shall constitute one and the same instrument.

Executed by Confluence and TH Ranch on the dates set forth in the acknowledgements below.

Confluence DJ LLC

By: 
Angela Mallon, Vice President- Land

The TH Ranch, LLC

By: 

Tim Jordan, Authorized Agent

Acknowledgements

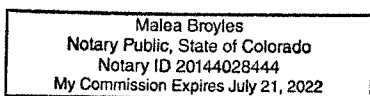
STATE OF COLORADO)

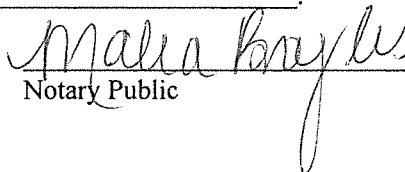
)ss.

CITY AND COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 10th day of April, 2020, by Angela Mallon, as Vice President- Land of Confluence DJ LLC, a Colorado limited liability company.

Witness my hand and official seal.

My commission expires: 7.21.2022


Notary Public

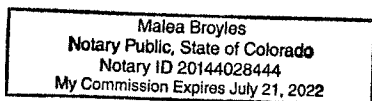
STATE OF COLORADO)

)ss.

COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 10th day of April, 2020, by Tim Jordan, as Authorized Agent of The TH Ranch, LLC, a Colorado limited liability company.

Witness my hand and official seal.

My commission expires: 7.21.2022

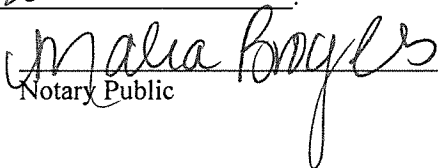

Notary Public

EXHIBIT A
TO
MEMORANDUM OF SURFACE USE AGREEMENT
BY AND BETWEEN
THE TH RANCH, LLC AND CONFLUENCE DJ LLC

TH RANCH LAND

Township 4 North, Range 63 West, 6th P.M.

Section 11: That part lying north of U.S. Highway 34
 Weld County, Colorado

EXHIBIT B
TO
MEMORANDUM OF SURFACE USE AGREEMENT
BY AND BETWEEN
THE TH RANCH, LLC AND CONFLUENCE DJ LLC

CONFLUENCE LEASE

Lease No.: 200001

Lessor: Anadarko E&P Onshore LLC, a Delaware Limited Liability Company and
Anadarko Land Corp., a Nebraska Corporation

Lessee: Edge Energy, LLC

Effective Date: 7/10/2016

Lands: T. 4 N., R. 63 W.
Section 11: All
Limited in depth from the surface to 100' below the base of the Codell
Weld County

Reception No.: 4234208