



**RESOLUTION OF THE GOVERNING BODY OF THE
THREE AFFILIATED TRIBES OF THE
FORT BERTHOLD INDIAN RESERVATION**

***A Resolution entitled, "Approval of an Assignment of Certain Oil and Gas Leases from
RimRock Oil & Gas Williston Resources, LLC to WPX Energy Williston, LLC."***

WHEREAS, The Mandan Hidatsa and Arikara Nation (MHA Nation), also known as the Three Affiliated Tribes, having accepted the Indian Reorganization Act of June 18, 1934, the authority under said Act, and having adopted a Constitution and By-laws (the Constitution) under said Act, and

WHEREAS, Pursuant to Article III, Section 1 of the Constitution, the Tribal Business Council is the governing body of the MHA Nation; and

WHEREAS, The Constitution authorizes and empowers the Tribal Business Council to engage in activities on behalf of and in the interest of the welfare and benefit of the MHA Nation and of the enrolled members thereof; and

WHEREAS, Article IX, Sections 1 and 3 of the Constitution, provides that the Tribal Business Council has the authority to manage and lease or otherwise deal with tribal lands and resources; and

WHEREAS, Leases and Rights-of-Way ("ROWS") across Tribal Trust land require the consent of the Tribal Business Council pursuant to federal and Tribal Law; and

WHEREAS, RimRock Oil & Gas Williston Resources, LLC ("***RimRock***") entered into an agreement with WPX Energy Williston, LLC ("***WPX***") on June 6, 2022, for RimRock to sell WPX all of its North Dakota assets, including the following oil and gas leases (the "***Leases***") requiring tribal consent to assign:

- Oil and Gas Lease No. 7420A42403
- Oil and Gas Lease No. 7420A42405
- Oil and Gas Lease No. 7420A42404
- Oil and Gas Lease No. 7420A42736
- Oil and Gas Lease No. 7420A42737
- Oil and Gas Lease No. 7420A42738
- Oil and Gas Lease No. 7420A42585

WHEREAS, Pursuant to the Indian Mineral Development Act of 1982 ("IMDA"), on January 1, 2008, The Three Affiliated Tribes of the Fort Berthold Indian Reservation and



Dakota-3, LLC, a North Dakota Limited Liability Company, entered into Oil and Gas Lease Contract No. 7420A49001 covering approximately 41,991.06 acres; and

WHEREAS, On January 17, 2008, the Acting Regional Director for the Bureau of Indian Affairs (“BIA”) Great Plains Region approved Oil and Gas Lease Contract No. 7420A49001, and the effective date of said Lease is February 1, 2008, in accordance with the lease terms; and

WHEREAS, Pursuant to Section 26 of the Oil and Gas Lease Contract No. 7420A49001, the Tribe and the BIA consented to the assignment of said Lease by lessee Dakota-3, LLC to Dakota-3 E&P Company; and

WHEREAS, On December 3, 2012, Oil and Gas Lease Contract No. 7420A49001 was segregated into the following Contract Numbers and corresponding Allotments covering the following described lands:

- Lease No. 7420A42403: Allotment MT1970; T148N - R93W, SEC 34: NE; 160 acres; 100% Tribal Interest;
- Lease No. 7420A42405: Allotment MT1773; T147N - R92W, SEC 13: NW, W2NE; 240 acres; 100% Tribal Interest;
- Lease No. 7420A42404: Allotment T2249; T147N - R92W, SEC 14: W2; 320 acres; 100% Tribal Interest;
- Lease No. 7420A42736: Allotment MT2147; T147N - R93W, SEC 2: N2NESE, S2SENE; 40 acres; 100% Tribal Interest;
- Lease No. 7420A42737: Allotment T3053; T148N - R93W, SEC 33: SE; 160 acres; 100% Tribal Interest;
- Lease No. 7420A42738: Allotment MT3053A; T148N - R93W, SEC 33: NE; 160 acres; 100% Tribal Interest;

WHEREAS, On September 2, 2010, Dakota-3 E&P assigned to Kodiak Oil and Gas (USA) Inc. (“Kodiak”), oil and gas lease rights in the parcels described above (consisting of 100% Tribal mineral interests), the assignments of which were consented to by the Tribe and subsequently approved by the Bureau of Indian Affairs, U.S. Department of the Interior; and

WHEREAS, Pursuant to the Indian Mineral Development Act of 1982 (“IMDA”), on January 1, 2008, The Three Affiliated Tribes of the Fort Berthold Indian Reservation and JT Energy, LLC (“JT”), entered into Oil and Gas Lease Contract No. 7420A48596 covering approximately 56,120.64 acres (53,308.25 acres held in trust and 2,812.39



acres held in non-trust or non-restricted status), and said IMDA Lease Contract was approved by the Tribal Business Council pursuant to Resolution No. 07-167-VJB; and

WHEREAS, On November 20, 2007, the Acting Regional Director for the Bureau of Indian Affairs (“BIA”) Great Plains Region executed and approved Oil and Gas Lease Contract No. 7420A48596, and the effective date of said Lease is December 1, 2007, in accordance with the lease terms; and

WHEREAS, JT and Questar Exploration and Production Company (“Questar”) entered into an Agreement designating Questar as the Operator of the IMDA No. 7420A48596, and to accomplish the designation of Questar as Operator, JT assigned its interest in the IMDA to Questar; and

WHEREAS, On March 13, 2008, the Tribal Business Council passed a Resolution No. 08-32-MW, approving JT’s assignment of the IMDA No. 7420A48596 to Questar “with the provision that Questar may re-assign all or part of the IMDA Contract No. 7420A48596 back to JT at a later date as determined between them”; and

WHEREAS, On March 14, 2008, the Acting Regional Director for the BIA Great Plains Region approved the assignment from JT to Questar, of the IMDA Contract No. 7420A48596; and

WHEREAS, On June 8, 2010, Questar filed a Certificate of Amendment with the Office of the Secretary of State of the State of Texas pursuant to the provisions of the Texas Business Organizations Code which was also approved in the manner required by the entity’s governing documents, thereby changing the name of the Corporation from Questar Exploration and Production Company to QEP Energy Company (“QEP”); and

WHEREAS, On January 8, 2014, the BIA approved an Assignment of Allotment MT2232 from QEP to Kodiak which segregated this tract out of the Contract No. 7420A48596 into Lease No. 7420A42585; and

WHEREAS, On December 10, 2014, Kodiak amended its corporate articles changing its name to Whiting Resources Corporation (“Whiting”); and

WHEREAS, On May 10, 2018, the Tribal Business Council approved a Consent to Assign from Whiting to RimRock Oil & Gas Williston Resources, Inc. covering the following lands and leases:

- Lease No. 7420A42403: Allotment MT1970; T148N - R93W, SEC 34: NE; 160 acres; 100% Tribal Interest;



Resolution No. 22-183-FWF

- Lease No. 7420A42405: Allotment MT1773; T147N - R92W, SEC 13: NW, W2NE; 240 acres; 100% Tribal Interest;
- Lease No. 7420A42404: Allotment T2249; T147N - R92W, SEC 14: W2; 320 acres; 100% Tribal Interest;
- Lease No. 7420A42736: Allotment MT2147; T147N - R93W, SEC 2: N2NESE, S2SENE; 40 acres; 100% Tribal Interest;
- Lease No. 7420A42737: Allotment T3053; T148N - R93W, SEC 33: SE; 160 acres; 100% Tribal Interest;
- Lease No. 7420A42738: Allotment MT3053A; T148N - R93W, SEC 33: NE; 160 acres; 100% Tribal Interest;
- Allotment MT2232, Township 147N, Range 92W, Section 16: W/2NW, 80 acres, 100% Tribal interest; and

WHEREAS, RimRock and WPX have requested the consent of the Three Affiliated Tribes to the assignment of the Leases; and

WHEREAS, the Tribal Business Council agrees to consent to the assignment while preserving its rights or claims against RimRock, its predecessors, or its successor concerning any of the leases, and subject to WPX's agreement to assume any liabilities in connection with the leases.

NOW THEREFORE BE IT RESOLVED, Subject to legal review and the conditions contained in this Resolution, The Tribal Business Council hereby consents to the assignment of the Oil and Gas Leases from RimRock to WPX.

BE IT FURTHER RESOLVED, The MHA Nation does not waive, and hereby expressly reserves, any legal rights, defenses or claims it has against RimRock or its predecessors in interest arising out of any of the Leases, including any claims or defenses against any rights claimed by the lessee or assignee thereunder.

BE IT FURTHER RESOLVED, The Assignee of the leases shall take the leases subject to any existing rights defenses or claims held by the MHA Nation.

BE IT FURTHER RESOLVED, The Assignee shall be subject to all applicable terms and conditions of the Leases.

BE IT FURTHER RESOLVED, The Tribe does not consent to waive any bond, insurance, or alternative form of security.



BE IT FINALLY RESOLVED, That the Chairman is hereby authorized to execute such documents and take such further actions as are necessary to carry out the terms and intent of this Resolution.


CERTIFICATION

I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the Tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, 7 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 15th day of August, 2022, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 7 members, 0 members opposed, 0 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.


Chairman [X] Voting. [] Not Voting.

Dated this 15th day of August, 2022.

ATTEST:



Tribal Secretary, Fred W. Fox
Tribal Business Council
Three Affiliated Tribes



Chairman, Mark N. Fox
Tribal Business Council
Three Affiliated Tribes