



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

A Resolution entitled "Approval of Assignment of Interest in Oil and Gas Leases held by Stetson Oil & Gas Corporation to Red Willow Great Plains, LLC"

WHEREAS, This Nation having accepted the Indian Reorganization Act of June 18, 1934, and the Authority under said Act; and

WHEREAS, The Three Affiliated Tribes Constitution authorizes and empowers the Mandan, Hidatsa & Arikara Tribal Business Council to engage in activity on behalf of and in the interest of the welfare and benefit of the Tribes and of the enrolled members thereof; and

WHEREAS, The Tribal Business Council passed Resolution No. 08-109-MP authorizing the issuance of certain oil and gas leases to Stetson Oil & Gas Corporation ("Stetson") of Calgary, Alberta on the terms and conditions outlined therein; and

WHEREAS, The Tribal oil and gas leases (the "Oil and Gas Leases") have been issued and delivered to Stetson and Stetson has been invoiced by the Bureau of Indian Affairs for initial bonuses, rentals and fees in respect of the Oil and Gas Leases (the "Oil and Gas Lease Invoices"); and

WHEREAS, Stetson has not made payment of the Oil and Gas Lease Invoices within a period of thirty (30) days from delivery of the Oil and Gas Lease Invoices to Stetson or its agent; and

WHEREAS, Stetson has expressed its desire to continue with the acquisition of the Oil and Gas Leases and its intention to honor the Oil and Gas Lease Invoices; and

WHEREAS, Stetson proposes to assign a portion of its interests in the Oil and Gas Leases to Red Willow Great Plains LLC ("Red Willow") of Ignacio, Colorado USA and Red Willow is prepared to undertake the performance of the terms and conditions of the Oil and Gas Leases with respect to the portion of the interest to be assigned to Red Willow by Stetson, and



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WHEREAS, Stetson and Red Willow have requested clarification of certain seismic obligation requirements contained in the letter of intent (the “Letter of Intent”) attached to and incorporated by reference in Resolution No. 08-109-MP, and

WHEREAS, The TAT Energy Division and Legal Department have reviewed the proposed assignment by Stetson to Red Willow, and

WHEREAS, The Tribal Business Council has given due consideration to the proposals of Stetson and Red Willow and considers it to be in the best interests of the Tribe to grant consent and approval thereto,

NOW THEREFORE BE IT RESOLVED that The Three Affiliated Tribes, by and through the Tribal Business Council, hereby agrees

1. The assignment by Stetson of a 60% interest in the Oil and Gas Leases to Red Willow, as described in the attached Acquisition Agreement, is consented to and approved;
2. The Tribe waives any claim of entitlement to any portion of the consideration to be received by Stetson in respect of the assignment of interests to Red Willow as describe above;
3. Upon payment of the Oil and Gas Lease Invoices, the BIA is requested to approve and consent to all lease documents and assignments required to carry out the intent of this Resolution.

BE IT FURTHER RESOLVED that The Three Affiliated Tribes, through the Tribal Business Council, hereby agrees that Paragraph 8 of the Letter of Intent shall be revised to read as follows:

Stetson agrees to expend at least \$1,000,000.00 during the initial term of the Oil and Gas Leases for the acquisition of geological and geophysical data (including, but not limited the shooting of seismic or acquisition of seismic data) applicable, in whole or in part, to the southeast portion of the Reservation, which shall include data with respect to the Oil and Gas Leases or any portion(s) thereof. The Tribe, at no cost, shall receive a non-revocable licensed copy of all proprietary geophysical data shot or acquired by Stetson. The Tribe shall have non-revocable viewing rights to all third party seismic data and other third party geological or geophysical data acquired by Stetson for a period of two (2) years from acquisition of said data except where prohibited by the applicable third party license. Upon



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written request, Stetson will provide the Tribe with paper copies of all geophysical interpretations made by or on behalf of Stetson.

NOW THEREFORE BE IT FURTHER RESOLVED:

1. The time allowed for payment of the Oil and Gas Lease Invoices by is extended to 4:30 pm Mountain Time on Friday October 24, 2008., and
2. Provided that the payment of the Oil and Gas Lease Invoices is made within the time period stated above:
 - (a) the Oil and Gas Leases are hereby ratified and confirmed by the Three Affiliated Tribes and shall remain and continue in force and effect in accordance with the terms thereof, and
 - (b) the Tribal Business Council will work with the Bureau of Indian Affairs to ensure that the Oil and Gas Leases remain and continue in force and effect in accordance with the terms thereof.

BE IT FURTHER RESOLVED that the Tribal Business Council designates the TAT Energy Department and the Legal Department to finalize such further consents, approvals, agreements and such other documentation as may be required to give effect to this Resolution.

AND BE IT FINALLY RESOLVED that the Chairman of the Tribal Business Council is hereby authorized to execute such consents, approvals, agreements, and such other documentation as may be required to give effect to this Resolution, on behalf of the Three Affiliated Tribes.



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CERTIFICATION

I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certify that the Tribal Business Council is composed of 7 members of whom 5 constitute a quorum, 6 were present at a Special Meeting thereof duly called, noticed, convened, and held on the October 23 _____ 2008; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 6 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 [] Voting. [] Not voting.

Dated this 23 day of October, 2008.

Barry L. Benson
Acting Executive Secretary, Barry L. Benson
Tribal Business Council
Three Affiliated Tribes

ATTEST:

Marcus Wells, Jr.
Tribal Chairman, Marcus Wells, Jr.
Tribal Business Council
Three Affiliated Tribes