



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

A Resolution entitled, "*Amendment and Ratification of Certain Tribal Oil and Gas Leases Along the Little Missouri River, Authorization to Communitize, and Consent to Assign Said Leases to Marathon Oil Company.*"

WHEREAS, The Three Affiliated Tribes of the Fort Berthold Reservation ("MHA Nation") having accepted the Indian Reorganization Act of June 18, 1934, and the authority under said Act, and having adopted a Constitution and By-Laws pursuant to said Act, and

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

WHEREAS, Pursuant to Article VI, Section 5(i) and Article IX, Sections 1 and 3 of the Constitution, the Tribal Business Council is authorized to manage, lease or otherwise deal with tribal lands and resources; and

WHEREAS, The MHA Nation has entered into a number of oil and gas leases with Missouri River Resources (MRR) covering the riverbed of the Little Missouri River and adjacent accretions; and

WHEREAS, MRR has proposed to assign certain of these leases (the "Subject Leases" described in Exhibit "A" hereto) to Marathon Oil Company ("Marathon") in exchange for certain federal oil and gas leases owned by Marathon (described in Exhibit "B" hereto), a transaction memorialized in the Acreage Trade Agreement and associated documents ("Acreage Trade Agreement") executed by Marathon and MRR pursuant to the grant of authorization for execution through this Resolution; and

WHEREAS, Authorization by the Lessor and approval of the BIA is required for assignment of the Subject Leases; and

WHEREAS, Authorization by the Lessor and approval of the BIA is required for communitization of the Subject Leases; and

WHEREAS, The Parties desire to make certain clarifications and amendments to the Subject Leases.

NOW THEREFORE BE IT RESOLVED, The Tribal Business Council hereby approves the amendments to the Subject Leases set forth in the "Amendment, Ratification, and Approval of Communitization and Assignment" of each lease in Exhibit "A" hereto.

BE IT FURTHER RESOLVED, The Tribal Business Council hereby ratifies and confirms the Subject Leases, as hereby amended, and to effectuate the purposes hereof, does hereby lease to Marathon the lands described in Exhibit "A" hereto pursuant to the terms and provisions of the Subject Leases as amended.

BE IT FURTHER RESOLVED, The Tribal Business Council hereby authorizes the assignment of the Subject Leases from MRR to Marathon, insofar and only insofar as the Subject Leases cover the lands described in Exhibit "A" hereto.



BE IT FURTHER RESOLVED, The Tribal Business Council hereby authorizes the Superintendent to commit the Subject Leases to one or more communitized areas for purposes of production from the Bakken and/or Three Forks Formations.

BE IT FURTHER RESOLVED, The Tribal Business Council hereby authorizes MRR to finalize and execute the Acreage Trade Agreement.

BE IT FURTHER RESOLVED, The Tribal Business Council hereby waives its sovereign immunity, and authorizes MRR to waive any sovereign immunity it may possess, only for the limited purpose of determining and/or enforcing the rights and obligations of the parties to the Acreage Trade Agreement.

BE IT FINALLY RESOLVED, The Chairman is hereby authorized to execute the "Amendment, Ratification, and Approval of Assignment" for each of the Subject Leases listed in Exhibit "A" hereto, and to 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 12th day of April, 2018, 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 12th day of April, 2018.

ATTEST:

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

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