



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

A Resolution entitled, “Consent to Approval of a Right-of-Way across Tribal land to Add One Well (Fort Berthold 148-94-35D-26-14H) to the Pyramid Pad, Submitted by Bruin E&P Operating, LLC.”

WHEREAS, This Nation having accepted the Indian Reorganization Act of June 18, 1934, the authority under said Act, and having adopted a Constitution and By-laws under said Act, and

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

WHEREAS, Pursuant to Article VI, Section 5(1) of said Constitution, the Tribal Business Council has the power to adopt resolutions regulating the procedures of the Tribal Council, its Agencies and Officials; 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, Applications for Rights of Way on Tribal Land are subject to the requirements of tribal law, including Resolution No. 17-117-FWF, Resolution No. 14-071-VJB (MHA Nation Application for Rights of Way and Use of Right of Way), Resolution No. 14-089-VJB (MHA Nation Pipeline Right-of-Way Terms and Conditions), and Resolution No. 15-045-LKH (Establishing a Procedure for the Approval of Leases, Rights of Way, Setback Variances and Permissions to Survey on Tribal Land); and

WHEREAS, On February 14, 2012, the Bureau of Indian Affairs (“BIA”) granted to Petro-Hunt, LLC (“Petro-Hunt”), BIA ROW No. FBOG100353 for a well pad location and access road (for Fort Berthold 148-94-35D-26-2H and Fort Berthold 147-94-2A-11-2H), on certain Tribal Tracts in Tribal Tract # T 1120A of Section 35, Township 148 North, Range 94 West, Dunn County, North Dakota, as follows:

- 1.333 acres for an access road and 2.37 acres for a well pad in the SE ½ of Section 35, Township 148 North, Range 94 West; the access road consisting



of 580.70 feet in length and 100 feet wide; the well pad consisting of 325 feet by 550 feet, 5.367 acres of surface disturbance; and

WHEREAS, By Merger dated November 27, 2012, Petro-Hunt, L.L.C. merged into Halcón Williston I, LLC and Halcón Williston I, LLC was the remaining entity following such merger; and

WHEREAS, By Merger dated November 27, 2012, Pillar Energy L.L.C. merged into Halcón Williston II, LLC and Halcón Williston II, LLC was the remaining entity following such merger; and

WHEREAS, On December 2, 2015 the Tribal Business Council passed Resolution No. 15-231-LKH entitled, "*Consent to Right-of-Way across Tribal land Submitted by HRC Operating, LLC to Add Six Wells to the Pyramid Well Pad*" for 2.681 acres on Allotment T 1120A (100% Tribal interest), in Section 35, Township 148 North, Range 94 West, Dunn County, North Dakota; and

WHEREAS, On November 18, 2016, the Bureau of Indian Affairs ("BIA") granted to HRC Operating, LLC ("HRC"), BIA ROW No. FBOG101066 for a well site location, access road and multiuse corridor (for Fort Berthold 147-94-2A-11-11H, 12H, 13H, and Fort Berthold 148-94-35D-26-11H, 12H, 13H) consisting of 5.367 acres of well disturbance and 325 feet by 360 feet for the well location on Tribal Tract #T1120A, in the SE ¼ SE ¼ of Section 35, Township 148 North, Range 94 West, Dunn County, North Dakota; and

WHEREAS, Effective as of June 1, 2017, Bruin Williston Holdings, LLC acquired the referenced Pyramid Well Pad pursuant to that certain Agreement of Sale and Purchase by and among Halcón Energy Properties, Inc., Halcón Operating Co., Inc., HRC Operating, LLC and HRC Energy, LLC, as Sellers, Halcón Williston I, LLC and Halcón Williston II, LLC, as Companies, and Bruin Williston Holdings, LLC, as Purchaser, and Halcón Resources Corporation (for limited purposes), as amended (the "Agreement"); and

WHEREAS, In connection with the Agreement, Bruin Williston Holdings, LLC acquired Halcón Williston I, LLC and Halcón Williston II, LLC and changed the name of such entities to Bruin Williston I, LLC and Bruin Williston II, LLC and Bruin E&P Operating, LLC became the operating entity for any assets owned by the Bruin Williston I, LLC and Bruin Williston II, LLC; and

WHEREAS, Bruin E&P Operating, LLC submitted a ROW application to add one well (Fort Berthold 148-94-35D-26-14H) to the Pyramid Well Pad, across certain Tribal tracts in Allotment T 1120A (100% Tribal interest), in Section 35, Township 148 North, Range 94 West, in Dunn County, North Dakota as more particularly described in Appendix A.1.; and



WHEREAS, Adding an additional well to the Pyramid Well Pad will cause no additional disturbance; and

WHEREAS, Pursuant to fees established and set forth in Resolution No. 17-117-FWF, the projected compensation to the MHA Nation for this ROW application is \$5,000.00; and

WHEREAS, The ROW application, submitted by Bruin E&P Operating, LLC to add one well (Fort Berthold 148-94-35D-26-14H) to Pyramid Well Pad, described above, has been reviewed and recommended for approval by the MHA Natural Resources Department and the MHA Nation Energy Division in accordance with the MHA Nation's approved procedure for authorizing ROWs on Tribal Land; and

WHEREAS, On February 28, 2018, at a duly held meeting of the Natural Resources Committee ("NRC"), the MHA Nation Energy Division recommended approval of Bruin E&P Operating, LLC ROW application and consent request to add one well to the Pyramid Well Pad, more fully described herein, and in the attached Appendix A.1., and the NRC approved Bruin E&P Operating, LLC's application and forwarded it to the Tribal Business Council for final action.

NOW THEREFORE BE IT RESOLVED, Subject to Bruin E&P Operating, LLC agreement to the execution of the MHA Right-of-Way Application and Terms and Conditions, as listed therein, and payment of ROW fees, the Tribal Business Council hereby approves the following ROW application, attached as Appendix A.1, and ROW consent, as follows:

- Bruin E&P Operating, LLC – To add one well (Fort Berthold 148-94-35D-26-14H) to the Pyramid Well Pad, across certain Tribal tracts in Allotment T 1120A (100% Tribal interest), in Section 35, Township 148 North, Range 94 West, in Dunn County, North Dakota.

BE IT FURTHER RESOLVED, In accordance with the MHA Nation Standard Terms and Conditions for Right-of-Ways, the ROW for the Pyramid Pad Well Addition Project will be subject to a twenty (20) year term, from the date of the BIA's execution of the grant of the ROW.

BE IT FURTHER RESOLVED, The MHA Nation Standard Terms and Conditions for Right-of-Ways, executed by Bruin E&P Operating, LLC and the MHA Nation Energy Division, constituent a written agreement as part of the MHA Nation's consent to the grant of the ROW, and therefore, as provided in 25 CFR §169.107(a), the Tribal Business Council requests Bureau of Indian Affairs to incorporate these terms and conditions into the ROW grant for the Pyramid Pad Well Addition Project.



BE IT FURTHER RESOLVED, The Tribal Business Council retains the authority, as well as the delegation of authority to the MHA Nation Energy Division and other Tribal departments, to issue fines and set conditions to address and resolve ROW trespass, abandonment, non-use, and other violations, including violations of applicable MHA Nation Standard ROW Terms and Conditions, and further requests the Bureau of Indian Affairs to defer to these remedies, in accordance with the intent and notice provisions in 25 CFR §169.408(a).

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.

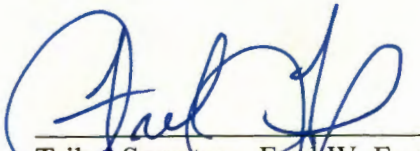
CERTIFICATION

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 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.

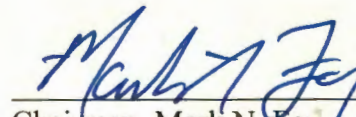
Chairman Voting. Not Voting.

Dated this 12th day of April, 2018.

ATTEST:



Tribal Secretary, Fred W. Fox
Tribal Business Council



Chairman, Mark N. Fox
Tribal Business Council



APPENDIX A.1

< Attach: (1) Application Form, (2) Approval Form signed by Department Head and Chairman of NRC per Resolution 15-045-LKH, (3) signed ROW terms and Conditions per Resolution No. 14-089-VJB, (4) map, and (5) other necessary information >