



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

A Resolution entitled, "Approval of Whiting Petroleum Corporation's Request for Consent of Assignment to RimRock Oil and Gas Williston Resources, Inc. of Partial IMDA Contract No. 7420A49001 (partially segregated and re-designated as Lease Contract No. 7420A49001 on Allotments MT3053, MT3053-A, MT2147; Lease Contract No. 7420A42403 on Allotment MT1970; Lease Contract No. 7420A42404 on Allotment T2249; and Lease Contract No. 7420A42405 on Allotment MT1773)."

WHEREAS, This Mandan, Hidatsa and Arikara Nation (the "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 under said Act, and

WHEREAS, Pursuant to Article III, Section 1 of its Constitution and By-Laws, the Tribal Business Council is the governing body of the MHA Nation; 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, The Tribal Business Council has authority to engage in activities on behalf of and for the welfare and benefit of the Tribes 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, Pursuant to the Indian Mineral Development Act of 1982 ("IMDA"), on January 1, 2008, The Three Affiliated Tribes of the Fort Berthold 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 executed and 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 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 subsequently, Dakota-3, LLC assigned said Lease 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. 7420A49001: Allotment MT3053; T148N-R93W, Section 33: SE; 160 gross/96 net acres; 100% Tribal Interest;
- Lease No. 7420A49001: Allotment MT3053-A; T148N-R93W, Section 33: NE; 160 gross/96 net acres; 100% Tribal Interest;
- Lease No. 7420A49001: Allotment MT2147; T147N-R93W, Section 2: N/2NESE, S/2SENE; 40 gross/24 net acres; 100% Tribal Interest;
- Lease No. 7420A42403: Allotment MT1970; T148N-R93W, Section 34: NE; 160 gross/96 net acres; 100% Tribal Interest;
- Lease No. 7420A42404: Allotment T2249; T147N-R92W, Section 14: W/2; 320 gross/320 net acres; 100% Tribal Interest;
- Lease No. 7420A42405: Allotment MT1773; T147N-R92W, Section 13: NW, W/2NE; 240 gross/ 240 net acres; 100% Tribal Interest; and

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 interest), the assignments of which were approved by the Bureau of Indian Affairs, U.S. Department of the Interior, as follows:

- Assignment of Oil and Gas Lease covering Allotment MT2147, Lease No. 7420A49001, approved by U.S. Dept. of Interior on October 20, 2011;
- Assignment of Mining Lease covering Allotment T3053, Lease No. 7420A49001, approved by U.S. Dept. of Interior on November 30, 2017;
- Assignment of Mining Lease covering Allotment T3053-A, Lease No. 7420A49001, approved by U.S. Dept. of Interior on November 30, 2017;



Resolution No. 18-138-FWF

- Assignment of Oil and Gas Lease covering Allotment MT1970, Lease No. 7420A42403, approved by U.S. Dept. of Interior on September 16, 2010;
- Assignment of Oil and Gas Lease covering Allotment T2249, Lease No. 7420A42404, approved by U.S. Dept. of Interior on September 16, 2010;
- Assignment of Oil and Gas Lease covering Allotment MT1773, Lease No. 7420A42405, approved by U.S. Dept. of Interior on September 16, 2010; and

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

WHEREAS, On October 10, 2017, at a duly held meeting of the Natural Resources Committee ("NRC"), Whiting representatives made a presentation to the NRC on its proposed assignment of the segregated portions of IMDA Oil and Gas Lease Contract No. 7420A49001, described above, to RimRock Oil & Gas Williston Resources, Inc. ("Rimrock"); and

WHEREAS, Representatives from Whiting and Rimrock conducted additional meetings and discussions with the NRC and other members of the Tribal Business Council, the MHA Nation Energy Division, and the BIA to prepare the Resolution approving the proposed assignment of the segregated portions of IMDA Oil and Gas Lease Contract No. 7420A49001, described above from Whiting to Rimrock; and

WHEREAS, On February 1, 2018, at a duly held meeting of the Natural Resources Committee ("NRC"), Whiting requested the MHA Nation's consent to its assignment to RimRock Oil and Gas Williston Resources, Inc., of the following portions of IMDA Contract # 7420A49001, segregated into the below Lease No. Contracts and Allotments, all consisting of 100% Tribal mineral interest:

- Lease No. 7420A49001: Allotment MT3053; T148N-R93W, Section 33: SE; 160 gross/96 net acres;
- Lease No. 7420A49001: Allotment MT3053-A; T148N-R93W, Section 33: NE; 160 gross/96 net acres;
- Lease No. 7420A49001: Allotment MT2147; T147N-R93W, Section 2: N/2NESE, S/2SENE; 40 gross/24 net acres;
- Lease No. 7420A42403: Allotment MT1970; T148N-R93W, Section 34:



Resolution No. 18-138-FWF

NE; 160 gross/96 net acres;

- Lease No. 7420A42404: Allotment T2249; T147N-R92W, Section 14: W/2; 320 gross/320 net acres;
- Lease No. 7420A42405: Allotment MT1773; T147N-R92W, Section 13: NW, W/2NE; 240 gross/ 240 net acres; and

WHEREAS, By letter dated March 15, 2018 from D. David Williams, CEO of Missouri River Resources (“MRR”) to Chairman Mark Fox and Vice Chairman Randy Phelan, MRR declined the opportunity to acquire and develop the segregated portions of IMDA Contract # 7420A49001, identified above.

NOW THEREFORE BE IT RESOLVED, That the Tribal Business Council hereby grants Whiting Resources Corporation’s request for the MHA Nation to Consent to the assignment from Whiting Resources Corporation to RimRock Oil and Gas Williston Resources, Inc., of the following portions of IMDA Contract No. 7420A49001, segregated into the below Lease No. Contracts and Allotments, all consisting of 100% Tribal mineral interest:

- Lease No. 7420A49001: Allotment MT3053; T148N-R93W, Section 33: SE; 160 gross/96 net acres;
- Lease No. 7420A49001: Allotment MT3053-A; T148N-R93W, Section 33: NE; 160 gross/96 net acres;
- Lease No. 7420A49001: Allotment MT2147; T147N-R93W, Section 2: N/2NESE, S/2SENE; 40 gross/24 net acres;
- Lease No. 7420A42403: Allotment MT1970; T148N-R93W, Section 34: NE; 160 gross/96 net acres;
- Lease No. 7420A42404: Allotment T2249; T147N-R92W, Section 14: W/2; 320 gross/320 net acres;
- Lease No. 7420A42405: Allotment MT1773; T147N-R92W, Section 13: NW, W/2NE; 240 gross/ 240 net acres.

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



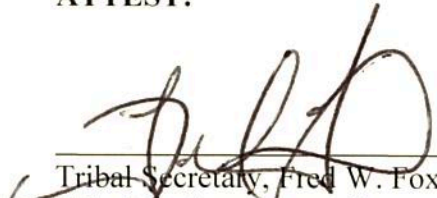
CERTIFICATION

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, 6 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 10th day of May, 2018, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 5 members, 0 members opposed, 1 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

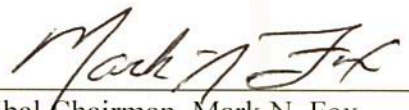
Chairman [X] Voting. [] Not Voting.

Dated this 10th day of May, 2018.

ATTEST:



Tribal Secretary, Fred W. Fox
Tribal Business Council



Tribal Chairman, Mark N. Fox
Tribal Business Council