

Please Return To:
Bison Oil & Gas, LLC
999 18th Street, Suite 3370
Denver, CO 80202

MEMORANDUM OF SURFACE USE AGREEMENT

THE STATE OF §
COLORADO §
§ KNOW ALL MEN BY THESE PRESENTS THAT:
COUNTY OF ARAPAHOE §

THIS Memorandum of Surface Use Agreement is placed of record in Arapahoe County, Colorado for the purpose of placing all persons on notice of the existence of that certain Surface Use Agreement by and between **BISON OIL & GAS, LLC**, hereinafter called "Company", whose address is 999 18th Street, Suite 3370, Denver, Colorado 80202, and **John J. Houlihan IV**, whose address is 29 East Huntwick Lane, Englewood, CO 80113, hereinafter called "Owner".

WHEREAS, Owner owns an interest in the surface estate of the following described tract of land (the "Property"):

Township 4 South, Range 64 West, 6th P.M.
Section 22: SE/4NE/4
Tax Parcel Number(s): 1979-00-0-00-191
Arapahoe County, Colorado

WHEREAS, Company and Owner have to entered into said Surface Use Agreement and Perpetual Easement, dated effective the 2nd day of February, 2017, an executed copy of which is in the possession of the Owner and Company, to set forth the Parties' rights and obligations relating to Company's use of the Property for its oil and gas operations.

WHEREAS, a portion of the rights and obligations relating to Company's use of the Property for its oil and gas operations are described below:

1. Notice of Commencement of Operations. Commencement of Operations involving heavy equipment is estimated to begin in the 3rd Quarter of 2017. Owner acknowledges that the notice provided by this paragraph shall satisfy all Colorado Oil and Gas Conversation Commission ("COGCC") requirements that Owner be given advance notice by Company of the proposed Operations and Owner hereby waives the right to receive separate notice. Owner acknowledges receiving from Company a brochure prepared by the COGCC which describes the rights and responsibilities of Owner as a surface owner.

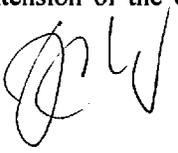
2. Waiver of COGCC notices to Surface Owner: Surface Owner hereby waives the following notices required by the Colorado Oil and Gas Conservation Commission (COGCC) and any 30-day comment periods attributable thereto:

- (a) COGCC Rule 305.a.(2) Pre-Application Notification to Surface Owner
- (b) COGCC Rule 305.c.(1) Completeness Determination and Comment Period Notifications/OGLA Notice to Surface Owner
- (c) COGCC Rule 305.f. Statutory Notice to Surface Owner
- (d) COGCC Rule 306.a. Consultation and Meeting Procedures for Surface Owners

3. COGCC Consultation. Owner acknowledges and agrees that Company has consulted in good faith with Owner as to its proposed Operations, in accordance with COGCC requirements, or, in the alternative, hereby waives such requirements. Owner expressly waives the application of any COGCC setbacks inconsistent with this Agreement. The Parties further agree as follows:

(a) Company shall provide Owner with the COGCC Form 2A (Oil and Gas Location Assessment) pertaining to the Property upon submission to the COGCC;

(b) Owner agrees not to object to the Form 2A, so long as it is consistent with this Agreement, and Owner hereby waives any right granted by COGCC rule to comment on the Form 2A, to request an extension of the comment period, to request an onsite inspection



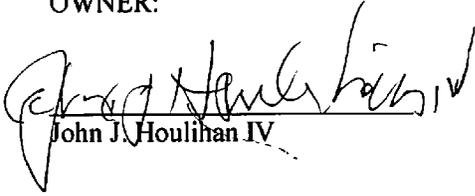
pursuant to COGCC policy, or to appeal the approval and issuance of the Form 2A, and any related Form 2 (Application for Permit to Drill); and

(c) Owner shall not oppose Company in any COGCC or other governmental proceedings related to Company's Operations, including, but not limited to, permitting, formation of drilling units, well spacing, pooling, drilling, completion, stimulation, re-stimulation, workovers, deepening and recompleting, provided that Company's position in such proceedings is consistent with this Agreement.

This Memorandum of Surface Use Agreement may be executed in counterparts, each of which shall be deemed binding on the parties hereto.

This Memorandum is signed by Owner and Company as of the date of acknowledgment of their signatures, but is effective for all purposes as of the Effective Date stated above.

OWNER:


John J. Houlihan IV

COMPANY:

Bison Oil & Gas, LLC


By: David Gonzales
Title: President and COO

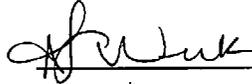
STATE OF Colorado)
COUNTY OF Denver)ss.

ACKNOWLEDGMENT

On this 2 day of February, 2017, before me personally appeared _____
John J. Houlihan IV

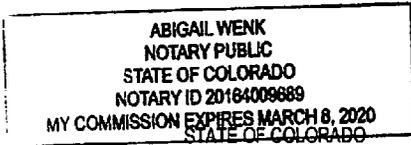
, known to me to be the person or persons whose names are subscribed to the foregoing instrument and acknowledged that the same was executed and delivered as their free and voluntary act for the purposes therein set forth. In witness whereof I hereunto set my hand and official seal of the date herein above stated.

My Commission Expires March 8, 2020



Notary Public

Address: 999 18th STREET, SUITE 3370
DENVER, CO 80202



COUNTY OF DENVER)

ACKNOWLEDGMENT

On this 2 day of February, 2017, before me personally appeared David
Gonzales, as President and COO of Bison Oil & Gas, LLC

, known to me to be the person or persons whose names are subscribed to the foregoing instrument and acknowledged that the same was executed and delivered as their free and voluntary act for the purposes therein set forth. In witness whereof I hereunto set my hand and official seal of the date herein above stated.

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