

**MEMORANDUM OF AMENDMENT TO SURFACE USE AND DAMAGE
AGREEMENT**

The Oil Shale Corporation, a Delaware corporation, whose address is 925 North Eldridge Parkway, Houston Texas, 77079 ("Grantor") and Caerus Piceance LLC, a Colorado limited liability company, whose address is 1001 17th Street, Denver, CO 80202 ("Grantee") have entered into that certain unrecorded Amendment to Surface Use and Damage Agreement (the "Amended Agreement") dated effective of this 1st day of September, 2020.

The Amended Agreement addresses the development of oil and gas wells and the construction and maintenance of related infrastructure and facilities, including but not limited to, well pads, pipelines and access roads on, across, over, and under Grantor's lands as described in the attached and incorporated Exhibit A (the "Grantor Property") and the lease of portions of the surface of Grantor's Property, as more particularly shown on the attached and incorporated Exhibits A-1 and A-2, for use as a Storage Yard and a CDP Site.

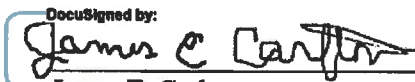
The Amended Agreement amends that certain Surface Use and Damage Agreement, dated effective the 20th of April, 2005, by and between Grantor and Encana Oil & Gas (USA) Inc. ("Encana"), under which Grantee is successor in interest to Encana, a Memorandum of which is recorded in the Records of Rio Blanco County, Colorado, at Reception # 281351.

Capitalized terms used but not defined herein shall have the meaning given to such terms in the Amended Agreement.

This Memorandum of Amendment to Surface Use and Damage Agreement is executed by Grantor and Grantee and placed of record in Rio Blanco County, Colorado for the purpose of placing all persons on notice of the existence of the Amended Agreement. Executed copies of said Amended Agreement are in the possession of Grantor and Grantee, at their respective addresses indicated above.

IN WITNESS WHEREOF, this Memorandum of Amendment to Surface Use and Damage Agreement has been executed by the parties on the dates ascribed below, but effective September 1st, 2020.

GRANTOR:
THE OIL SHALE CORPORATION

DocuSigned by:

By: ~~James B. Carlton~~
Title: Vice President
DS
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GRANTEE:
CAERUS PICEANCE LLC


By: Michael Ryncarson
Title: Vice President of Operations

ACKNOWLEDGMENTS

STATE OF TEXAS

COUNTY OF HARRIS

This agreement was acknowledged before me on sep-17-2020, 2020 by James E. Carlton, as Vice President of The Oil Shale Corporation, a Delaware corporation.



Decided by:
Katha Valigura
Notary Public, State of Texas
My commission expires:

STATE OF COLORADO

§
§
§

CITY and COUNTY OF DENVER

On this 17 day of September, 2020, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Michael Rynearson, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed same in the capacity of Vice President of Operations of CAERUS PICEANCE LLC.

Nathan Burget
Notary Public

My Commission Expires: Feb. 13, 2023

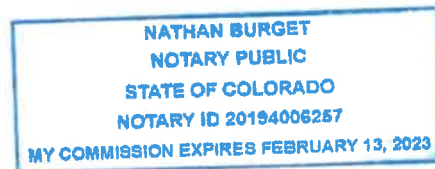


EXHIBIT A

Attached to and made part of that certain Memorandum of Amendment to Surface Use and Damage Agreement between The Oil Shale Corporation and Caerus Piceance LLC dated effective September 1st, 2020

"GRANTOR PROPERTY"

The Grantor Property is defined as follows:

Township 4 South, Range 95 West, 6th P.M.

Section 2: W/2, SE/4SE/4
Section 3: All
Section 4: All
Section 5: E/2, NE/4NW/4
Section 6: ALL
Section 7: ALL
Section 8: E/2
Section 9: All
Section 10: All
Section 11: S/2, S/2NE/4, NE/4NE/4
Section 12: SW/4
Section 13: W/2
Section 14: E/2, W/2NW/4, NW/4SW/4
Section 15: All
Section 16: All
Section 17: E/2, SW/4, S/2NW/4
Section 18: All

Township 4 South, Range 96 West, 6th P.M.

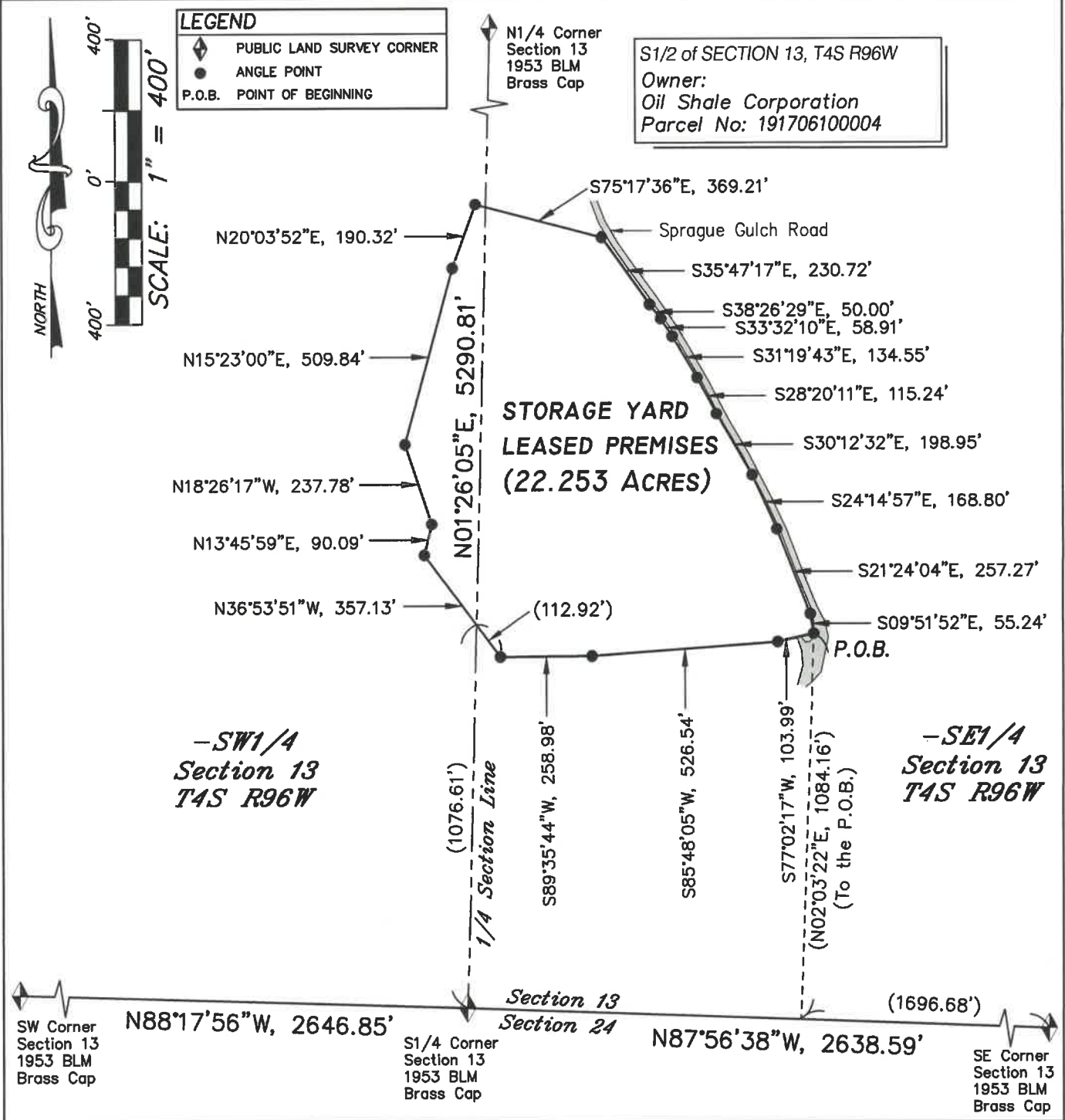
Section 1: NE/4
Section 7: All
Section 8: All
Section 9: All
Section 10: N/2, SW/4, W/2SE/4
Section 11: E/2, E/2W/2
Section 12: All
Section 13: All
Section 14: E/2E/2, NW/4NE/4, SW/4SE/4, SE/4SW/4
Section 15: N/2, SW/4, N/2SE/4, SW/4SE/4
Section 16: NW/4, SE/4, E/2SW/4
Section 17: N/2, SW/4, W/2SE/4
Section 18: All

Township 4 South, Range 97 West, 6th P.M.

Section 1: S/2SE/4SE/4SE/4
Section 12: E/2E/2E/2
Section 13: E/2E/2NE/4, E/2NE/4SE/4, NE/4SE/4SE/4,
N/2SE/4SE/4SE/4

All lying in Rio Blanco County, Colorado

EXHIBIT "A-1"



			CLIENT: CAERUS			
			TITLE: STORAGE YARD LEASED PREMISES LOCATED ON OIL SHALE CORPORATION PROPERTY IN THE S1/2 OF SECTION 13, T4S, R96W, 6th P.M. RIO BLANCO COUNTY, COLORADO			
1	7/14/20	CHANGE EXHIBIT NUMBER	DRAWN BY: CJT	DATE: 7/14/20	DWG. NO.	REV
REV.	DATE:	DESCRIPTION	CHECKED BY: TT	PROJECT NO.:	1 of 2	1
SURVEYED BY: WASATCH SURVEYING ASSOCIATES 906 MAIN STREET, EVANSTON, WY 82930 (307) 789-4545			SCALE: AS NOTED	20-13-02		

EXHIBIT "A-1"

LEGAL DESCRIPTION

A tract of land located in the S1/2 of Section 13, T4S, R96W, 6th P.M., Rio Blanco County, Colorado, said tract being more particularly described as follows:

Commencing at the Southeast corner of said Section 13 and running
thence N87°56'38"W, 1696.68 feet along the South line thereof; thence
N02°03'22"E, 1084.16 feet to the **POINT OF BEGINNING**;
thence S77°02'17"W, 103.99 feet;
thence S85°48'05"W, 526.54 feet;
thence S89°35'44"W, 258.98 feet;
thence N36°53'51"W, 357.13 feet;
thence N13°45'59"E, 90.09 feet;
thence N18°26'17"W, 237.78 feet;
thence N15°23'00"E, 509.84 feet;
thence N20°03'52"E, 190.32 feet;
thence S75°17'36"E, 369.21 feet;
thence S35°47'17"E, 230.72 feet;
thence S38°26'29"E, 50.00 feet;
thence S33°32'10"E, 58.91 feet;
thence S31°19'43"E, 134.55 feet;
thence S28°20'11"E, 115.24 feet;
thence S30°12'32"E, 198.95 feet;
thence S24°14'57"E, 168.80 feet;
thence S21°24'04"E, 257.27 feet;
thence S09°51'52"E, 55.24 feet to the **POINT OF BEGINNING**.

Said tract containing 22.253 acres, more or less.

Basis of Bearing and Datum: NAD83 Colorado North State Plane,
US Survey Feet.

CERTIFICATE OF SURVEYOR

I, Ted Taggart of Fruita, Colorado hereby
certify that this map was made from notes
taken during an actual survey made by
me or under my direction for Caerus
Piceance LLC and that the results of
which are correctly shown hereon.



SITE ACREAGE			
PROPERTY OWNER	SECTION	ACRES	TOTAL
OIL SHALE CORPORATION	Sec. 13, T4S R96W	22.253	22.253
		Total	22.253



			CLIENT: 			
			TITLE: STORAGE YARD LEASED PREMISES LOCATED ON OIL SHALE CORPORATION PROPERTY IN THE S1/2 OF SECTION 13, T4S, R96W, 6th P.M. RIO BLANCO COUNTY, COLORADO			
1	7/14/20	CHANGE EXHIBIT NUMBER	DRAWN BY: CJT	DATE: 7/14/20	DWG. NO.	REV
REV.	DATE:	DESCRIPTION	CHECKED BY: TT	PROJECT NO.:	2 of 2	1
SURVEYED BY: WASATCH SURVEYING ASSOCIATES 906 MAIN STREET, EVANSTON, WY 82930 (307) 789-4545 			SCALE: AS NOTED	20-13-02		

EXHIBIT "A-2"

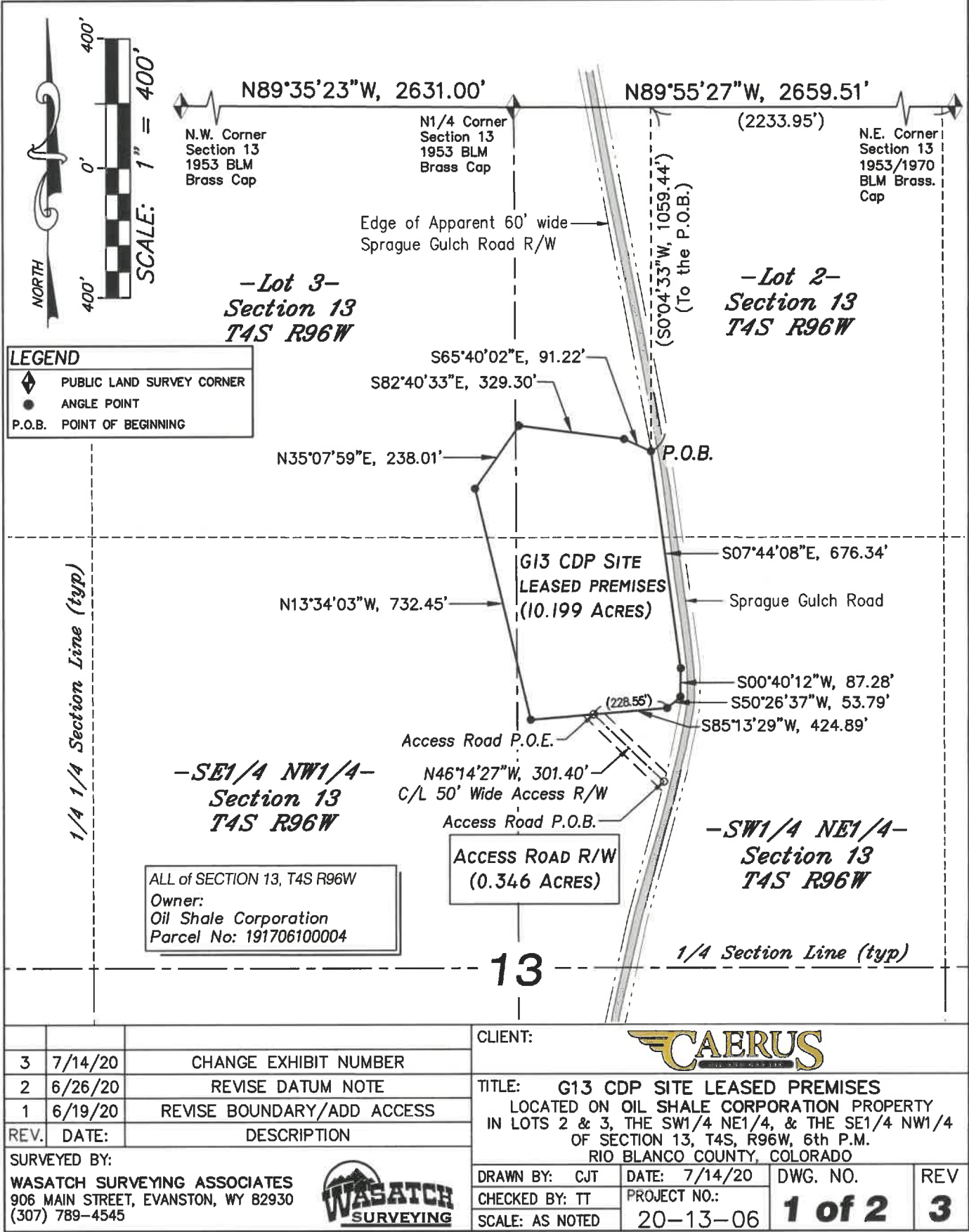


EXHIBIT "A-2"

G13 CDP SITE LEGAL DESCRIPTION

A tract of land located in Lots 2 and 3, the SW1/4 NE1/4, and the SE1/4 NW1/4 of Section 13, T4S, R96W, 6th P.M., Rio Blanco County, Colorado, said tract being more particularly described as follows:

Commencing at the Northeast corner of said Section 13 and running
thence N89°55'27"W, 2233.95 feet along the North line thereof;
thence S00°04'33"W, 1059.44 feet to the **POINT OF BEGINNING**, said point lying on the apparent Westerly right-of-way of Sprague Gulch Road;

thence S07°44'08"E, 676.34 feet along said right-of-way line;
thence S00°40'12"W, 87.28 feet along said right-of-way line;
thence S50°26'37"W, 53.79 feet;
thence S85°13'29"W, 424.89 feet;
thence N13°34'03"W, 732.45 feet;
thence N35°07'59"E, 238.01 feet;
thence S82°40'33"E, 329.30 feet;
thence S65°40'02"E, 91.22 feet to the **POINT OF BEGINNING**.

Said tract containing 10.199 acres, more or less.

50' WIDE ACCESS RIGHT-OF-WAY

A proposed access right-of-way in the SW1/4 NE1/4 of Section 13, T4S, R96W, 6th P.M., Rio Blanco County, Colorado, said right-of-way being 50 feet wide, 25 feet on each side of the following described centerline:

Commencing at the Northeast corner of said Section 13 and running
thence N89°55'27"W, 2194.13 feet along the North line thereof;
thence S00°04'33"W, 2078.58 feet to the **POINT OF BEGINNING**, said point lying on the apparent Westerly right-of-way of Sprague Gulch Road;

thence N46°14'27"W, 301.40 feet to the **POINT OF ENDING**, said point lying on the South edge of the proposed G13 CDP Site, with the sidelines of said right-of-way beginning and ending on the same lines the centerline begins and ends upon.

Said centerline being 301.40 feet in length, with said right-of-way containing 0.346 acres, more or less.

BASIS OF BEARING AND DISTANCE



Projection Parameters
Datum NAD83(2011) Epoch 2010.000 (GRS80)
Projection Type = Transverse Mercator
Origin Latitude= 39°40'00" North
Origin Longitude = 108°04'00" West
Scale Reduction = 1.000 377 882 Unitless
Units= U.S. Survey Foot (USSF)

CERTIFICATE OF SURVEYOR

I, Ted Taggart of Fruita, Colorado hereby certify that this map was made from notes taken during an actual survey made by me or under my direction for Caerus Piceance LLC and that the results of which are correctly shown hereon.



SITE ACREAGE				
PROPERTY OWNER		SECTION	ACRES	TOTAL
OIL SHALE CORPORATION	G13 CDP SITE	Sec. 13, T4S R96W	10.199	10.199
	ACCESS ROAD R/W	Sec. 13, T4S R96W	0.346	0.346
			Total	10.545

			CLIENT: 	
3	7/14/20	CHANGE EXHIBIT NUMBER	TITLE: G13 CDP SITE LEASED PREMISES LOCATED ON OIL SHALE CORPORATION PROPERTY IN LOTS 2 & 3, THE SW1/4 NE1/4, & THE SE1/4 NW1/4 OF SECTION 13, T4S, R96W, 6th P.M. RIO BLANCO COUNTY, COLORADO	
2	6/26/20	REVISE DATUM NOTE		
1	6/19/20	REVISE BOUNDARY/ADD ACCESS		
REV.	DATE:	DESCRIPTION		
SURVEYED BY: WASATCH SURVEYING ASSOCIATES 906 MAIN STREET, EVANSTON, WY 82930 (307) 789-4545			DRAWN BY: CJT	DATE: 7/14/20
			CHECKED BY: TT	PROJECT NO.: 20-13-06
			SCALE: AS NOTED	DWG. NO. 2 of 2
				REV 3