September 21, 2015

Mark Myers, Commissioner
State of Alaska, Department of Natural Resources
Division of Oil and Gas
550 West 7th Avenue, Suite 1100
Anchorage, Alaska 99501-3560

Re: Southern Miluveach Unit – Revision 1 to Proposed Third Plan of Development

Commissioner Myers:

Pursuant to the Division of Oil and Gas letter dated September 11, 2015 letter to Brooks Range Petroleum Corporation (“BRPC”), the following information is being provided revising/supplementing the September 1, 2015 Third Plan of Development (“3rd POD”) submittal to include the requested technical information. The initial submittal remains with the information intact.

Certain confidential technical information included in this revision to the 3rd POD is referenced herein, is submitted as a separate exhibit, and is to be treated as CONFIDENTIAL under 11 AAC 82.810.

Specifically, this Revision 1 provides the following technical information:

(1) the schedule of development activities, including proposed timelines
   • The Mustang Surface Facility High-Level Schedule provided September 1, 2015 has been updated and is included herein as the Mustang Surface Facility Project Execution Schedule. (Exhibit A)

(2) information on the difficulties encountered during drilling last season
   • See Confidential Exhibit C

(3) information on new technical methods applied to proposed drilling and how that will assist BRPC in moving forward with successful completion of future drilling;
   • See Confidential Exhibit C

(4) plans for exploring or delineating land outside participating areas;
   • See Confidential Exhibit C

(5) the surface location of all proposed facilities or operations. 11 AAC 83.343(a)
   • The Mustang Development Site Plan has been updated and is included herein. (Exhibit B)

Also requested: The Annual Working Interest Owner sanctioning letter was submitted under separate cover to DNR, Division of Oil and Gas on September 16, 2015.

As stated in the original submittal of the SMU Third POD, approximately $145 Million has been spent during the period of the 2nd POD: $85 Million on Surface facilities and $60 Million on Drilling and Wells. Of the total investment to date, the State, through AIDEA, has invested approximately $54 Million; Working Interest Owners have invested over $91 Million. This investment demonstrates Brooks Range’s commitment to moving the Mustang Field to development and the State’s vested interest through AIDEA in seeing this project come online to production.
As the project continues in the next phase under the 3rd POD period, planned development drilling, fabrication and construction of the development and production facilities, and further exploitation of the drilling prospects will be ongoing. BRPC is actively planning for the implementation of this project.

With this Revision 1/supplement and the original Third Plan of Development version, BRPC seeks approval for the activities to be conducted from December 1, 2015 through November 30, 2016 resulting in the extension of the Unit beyond the initial 5-year period ending April 1, 2016, under 11 AAC 83.336(a). If you have any questions, please call me at (907) 339-9965.

Sincerely,

[signature]

Lawrence J. Vendl
Manager, Exploration and Subsurface Projects

cc: Corri Feige, Direction, Division of Oil and Gas
    Kathleen King, Unit Manager, Division of Oil and Gas
EXHIBIT A - Mustang Surface Facility Project Execution Schedule

<table>
<thead>
<tr>
<th>Mustang Surface Facility Execution Project Schedule</th>
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<tbody>
<tr>
<td>Engineering</td>
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<td>Oil, Gas Lines</td>
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<td>Utilities</td>
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<tr>
<td>Interconnects</td>
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<tr>
<td>Fabrication</td>
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<tr>
<td>Oil, Gas Conditioning</td>
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<tr>
<td>Steel/Erection</td>
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<tr>
<td>Install Fault, Process, Utility Module</td>
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<tr>
<td>Installation</td>
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<tr>
<td>On-Board Valves</td>
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<tr>
<td>PL, Interconnect, Interconnects</td>
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<tr>
<td>Process Module, Interconnects</td>
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<tr>
<td>FCO, Commission &amp; Start-up</td>
</tr>
<tr>
<td>Utilities</td>
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<tr>
<td>Oil, Gas Train</td>
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</tbody>
</table>

[Diagram of project execution schedule with timelines and checkboxes indicating progress]
INFORMATION CONTAINED IN EXHIBIT C OF

REVISION 1 TO PROPOSED THIRD PLAN OF DEVELOPMENT

SUBMITTED BY BROOKS RANGE PETROLEUM CORPORATION

ON SEPTEMBER 21, 2015

IS CONSIDERED CONFIDENTIAL INFORMATION

AND SHOULD BE HELD AS SUCH

UNDER 11 AAC 82.810

RESTRICTING THE DISCLOSURE OF INFORMATION