

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware (State)

Case number (if known): Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name Nighthawk Energy plc

2. All other names debtor used in the last 8 years. Include any assumed names, trade names, and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 98-1131701

4. Debtor's address. Principal place of business: 1805 SHEA CENTER DR, SUITE 290, HIGHLANDS RANCH, CO 80129, UNITED STATES. Mailing address, if different from principal place of business. Location of principal assets, if different from principal place of business.

5. Debtor's website (URL) HTTP://WWW.NIGHTHAWKENERGY.COM

6. Type of debtor. [X] Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) [ ] Partnership (excluding LLP) [ ] Other. Specify:

Debtor Nighthawk Energy plc  
Name

Case number (if known) \_\_\_\_\_

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.naics.com/search/>.

2 1 1 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes. Debtor Nighthawk Royalties LLC Relationship Wholly-owned subsidiary  
District Delaware When \_\_\_\_\_  
MM / DD / YYYY  
Case number, if known \_\_\_\_\_

List all cases. If more than 1, attach a separate list.

Debtor Nighthawk Energy plc  
Name

Case number (if known) \_\_\_\_\_

**11. Why is the case filed in this district?**

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** *(Check all that apply.)*

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
 What is the hazard? \_\_\_\_\_
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other \_\_\_\_\_

**Where is the property?**

Number \_\_\_\_\_ Street \_\_\_\_\_  
 \_\_\_\_\_  
 City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

**Is the property insured?**

- No
- Yes. Insurance agency \_\_\_\_\_  
 Contact name \_\_\_\_\_  
 Phone \_\_\_\_\_

**Statistical and administrative information**

**13. Debtor's estimation of available funds**

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

- |  |  |  |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99           | <input type="checkbox"/> 5,001-10,000  | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199         | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999         |  |  |

**15. Estimated assets**

- |   |  |  |
|---|--|--|
| <input type="checkbox"/> \$0-\$50,000                   | <input type="checkbox"/> \$1,000,001-\$10 million    | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000             | <input type="checkbox"/> \$10,000,001-\$50 million   | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input checked="" type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million          | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion        |

Debtor Nighthawk Energy plc  
Name

Case number (if known) \_\_\_\_\_

16. Estimated liabilities
- |  |   |  |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million             | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million           | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million          | <input type="checkbox"/> More than \$50 billion        |

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor
- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
  - I have been authorized to file this petition on behalf of the debtor.
  - I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/30/2018  
MM / DD / YYYY

/s/ Rick McCullough  
Signature of authorized representative of debtor

Title Executive Chairman

Rick McCullough  
Printed name

18. Signature of attorney

  
Signature of attorney for debtor

Date 4/30/2018  
MM / DD / YYYY

Dennis A. Meloro  
Printed name

Greenberg Traurig, LLP  
Firm name

1007 North Orange Street, Suite 1200  
Number Street

Wilmington DE 19801  
City State ZIP Code

302-661-7000  
Contact phone

melorod@gtlaw.com  
Email address

4435 DE  
Bar number State

**NIGHTHAWK ENERGY PLC (the "Company")**

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**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS**

**HELD AT HIGHLANDS RANCH, COLORADO**

**ON 30 APRIL 2018 AT 7 am**

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Present: Rick McCullough (Chairman)  
Chuck Wilson (by telephone)  
Stuart Eaton (by telephone)

In attendance: Chris Kohler, CFO and Company Secretary (by telephone)  
Marc Musyl, Mark Bloom, (by telephone)  
Andrew Caunt, and John Dodd,  
Greenberg Traurig

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**1. Notice and Quorum**

The Chairman confirmed that a quorum was present (in accordance with the articles of association of the Company (the "**Articles**")) and that due notice of the meeting had been given. Accordingly, the Chairman declared the meeting open.

**2. Directors' interests**

2.1 Each director present confirmed that he had no direct or indirect interest in any way in the matters to be transacted at the meeting which they were required by section 177 of the Companies Act 2006 (the "**Act**") and the Articles to disclose, provided that Rick McCullough and Chuck Wilson disclosed that they are eligible to participate in the Company's incentive plan in connection with a sale or restructuring transaction.

2.2 It was noted that notwithstanding the interest disclosed by Messrs. McCullough and Wilson was a Relevant Situation as defined in the Articles, the directors unanimously resolved that, given the financial circumstances of the Company and the matters to be discussed at the meeting, and given payment of the incentives would require approval of the Bankruptcy Court (as defined below) upon notice and a hearing to parties in interest in the Bankruptcy Case (as defined below), the nature of the interest was not one that could reasonably be regarded as likely to give rise to a conflict of interest. Accordingly the Chairman confirmed that pursuant to Article 124 of the Articles, both he and Mr. Wilson were able to be counted in the quorum and entitled to vote in connection with the matters to be transacted at the meeting.

**3. Purpose of the meeting**

The Chairman reported that the business of the meeting was to consider the present financial difficulties of the Company and the appropriate action to take in the light of those financial difficulties. In particular, the Chairman reported that the meeting was to consider whether it was appropriate to consider, and if thought fit approve:

- 3.1 the filing of petitions for voluntary relief under chapter 11 (the "**Chapter 11 Petitions**") of title 11 of the United States Code (the "**Bankruptcy Code**") in the United States Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**") by the Company and its wholly-owned subsidiary Nighthawk Royalties LLC (together with the Company, the "**Debtors**");
- 3.2 the seeking of associated relief as necessary to maintain operations and effectuate a Chapter 11 exit strategy;
- 3.3 the appointment of Chuck Wilson to act as the foreign representative (within the meaning of the Bankruptcy Code) of the Debtors and their Chapter 11 estates in any judicial or other proceeding in any country outside of the United States;
- 3.4 the filing an ancillary proceeding in the Courts of England and Wales;
- 3.5 the proposed sale of the oil and gas assets of the Company and its wholly-owned subsidiaries located in the DJ Basin (the "**Assets**") pursuant to section 363 of the Bankruptcy Code (the "**Proposed Asset Sale**"), as contemplated by that certain executed Letter of Intent, dated 10 April 2018, and the executed Amendment to the Letter of Intent, dated 27 April 2018, relating to the Proposed Asset Sale (together, the "**Letter of Intent**");
- 3.6 the filing of petitions for voluntary relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court by the Company's indirectly wholly-owned operating subsidiaries Nighthawk Production LLC and OilQuest USA LLC following entry into a definitive agreement in connection with the Proposed Asset Sale and Letter of Intent (the "**Proposed Asset Purchase Agreement**");

(together, the "**Transaction**").

#### 4. **Documents produced to the meeting**

In connection with the Transaction there were produced to the meeting copies of the following documents (each a "**Document**" and together the "**Documents**"):

- 4.1 the following loan documents with the Commonwealth Bank of Australia (the "**Bank**"),
  - 4.1.1 the Credit Agreement dated as of 26 September 2014 between the Company, as parent, Nighthawk Production LLC, as borrower, the Bank, as agent, and the Lenders party thereto, pursuant to which the Lenders made certain credit available to and on behalf of Nighthawk Production LLC,
  - 4.1.2 the Guarantee and Collateral Agreement dated as of 26 September 2014 between the Company, its subsidiaries and the Bank, and
  - 4.1.3 the First Amendment to Credit Agreement dated as of 16 April 2015, the Second Amendment to Credit Agreement dated as of 2 November 2015, the Third Amendment to Credit Agreement dated as of 8 January 2016, the Fourth Amendment to Credit Agreement dated as of 30 June 30 2016, the Fifth Amendment to Credit Agreement dated as of 29 July 2016, the Sixth Amendment to Credit Agreement dated as of 31 October 2016, the Seventh Amendment to Credit Agreement dated as of 30 November 2016 and the Eighth Amendment to Credit Agreement dated as of 30 June 2017, and the Ninth Amendment to Credit Agreement dated as of 27 December 2017 (the "**Ninth Amendment**")

(collectively, the "**Loan Documents**");

- 4.2 the following documents prepared by SSG Advisors, LLC (“SSG”) concerning the Company’s strategic posture and alternatives:
  - 4.2.1 the Board Presentation dated January 2018 concerning strategic alternatives of the Company and timeline for a restructuring or sale transaction,
  - 4.2.2 the Lender Presentation dated February 2018 concerning the valuation of the Company, strategic alternatives of the Company, timeline for a restructuring or sale transaction and list of prospective buyers,
  - 4.2.3 the Sale Process Summary and Detail as of 16 March 2018,
  - 4.2.4 the Summary of Letters of Intent for purchase of the Assets, and
  - 4.2.5 Estimated Sources and Uses of the Proposed Asset Sale;
- 4.3 the Letter of Intent;
- 4.4 the letter, dated 19 April 2018, to Nighthawk Production LLC from the Commonwealth Bank of Australia, regarding its Reservation of Rights under the Credit Agreement dated as of 26 September 2014 (the “**Reservation of Rights Letter**”);
- 4.5 the letter, dated 23 April 2018, from the Company to the Commonwealth Bank of Australia, in response to the Reservation of Rights Letter;
- 4.6 the letter, dated 26 April 2018 (the “**Letter before Action**”), to the Board of Directors of the Company from John D. Magnin on behalf of Fastighets AB Korpralen (the “**FK Shareholder**”);
- 4.7 the latest draft of the Proposed Asset Purchase Agreement;
- 4.8 the final drafts of the Chapter 11 Petitions;
- 4.9 the latest drafts of related chapter 11 first-day motions;
- 4.10 the latest consolidated 13-week cash forecast for the Company and its subsidiaries;

5. **Discussion of the Transaction**

The directors carefully considered the financial condition of the Company and its subsidiaries and the terms of the Transaction and the Documents, and it was noted that:

- 5.1 The amount of the outstanding senior indebtedness under the Loan Documents exceeds the valuation of the assets of the Company and its subsidiaries.
- 5.2 The Company has reviewed, considered and discussed its strategic alternatives with its professionals, the Bank and the FK Shareholder, including the possibility of a restructuring or a sale of the Assets.
- 5.3 The Company negotiated and entered into the Ninth Amendment, which permitted a restructuring transaction with the FK Shareholder and its affiliates. The Company and SSG actively sought to obtain a proposal from the FK Shareholder for a financial restructuring, but received no meaningful proposal to restructure and recapitalize the Company adequately.
- 5.4 The sale process for the Assets conducted by SSG was thorough and competitive. During the sale process, SSG, among other things, contacted 160 financial or strategic prospective purchasers, obtained executed non-disclosure agreements from

21 prospective purchasers, and obtained 7 letters of intent for the purchase of the Assets. Accordingly, the sale process determined the market value of the Assets.

- 5.5 The Proposed Asset Sale set forth in the Letter of Intent is the highest and best bid obtained through the sale process.
- 5.6 Pursuant to the Reservation of Rights Letter, the Bank has provided notice that definitive documentation for a Subject Transaction (as defined therein), including the Proposed Asset Sale, had not been executed on or before April 18, 2018 as contemplated by the Ninth Amendment, and further provided notice that any continuing defaults or events of default that may exist under the Loan Documents remain unwaived.
- 5.7 The Proposed Asset Sale Agreement contemplates the sale of the Assets pursuant to section 363 of the Bankruptcy Code (a "**Section 363 Sale**"). A Section 363 Sale is supervised by the Bankruptcy Court, is subject to an auction conducted pursuant to bid and sale procedures approved by the Bankruptcy Court, is free and clear of claims, encumbrances and interests, and is approved by the Bankruptcy Court only upon findings of due and adequate notice of the sale and auction, of compliance with the sale and auction procedures and that the winning bid is the highest and best bid. Accordingly, a Section 363 Sale of the Assets would maximize the value of the Assets and the Company, and would be in the best interests of the Company, its subsidiaries and their creditors.
- 5.8 The Letter before Action threatens litigation that risks causing events of default under the Credit Agreement, the exercise of remedies by the Bank and the delay or prohibition of entry into the Proposed Asset Sale Agreement, in a manner that risks depriving the Company of the opportunity to enter into and consummate the Proposed Asset Sale.
- 5.9 The filing of the Chapter 11 Petitions would operate as a stay against, among other things, litigation against the Debtors and acts to exercise control over property of the Debtors, and would permit the commencement of an ancillary proceeding in the Courts of England & Wales to seek further relief as may be necessary or appropriate to prevent interference with the Proposed Asset Sale, all in furtherance of the Company's intent to enter into the Proposed Asset Sale Agreement and to consummate the Proposed Asset Sale so as to maximize the value of the Assets and the Company.

## 6. Resolutions

The directors, having considered the Documents carefully and the reasons for the Transaction, **RESOLVED** that:

- 6.1 having considered their general duties, including under the Act and their duty under section 172(3) of the Act, in certain circumstances, to consider or act in the interests of creditors of the Company, under the circumstances, the proposed Transaction was in the best interests and to the advantage and benefit of the Company and the Company's creditors and the terms of the Proposed Asset Purchase Agreement and the filing of the Chapter 11 Petitions with the Bankruptcy Court together with the related chapter 11 first-day motions be and are hereby approved;
- 6.2 any director be and is hereby authorised to sign, verify and cause the filing in the Bankruptcy Court of the Chapter 11 Petitions and related chapter 11 first-day motions on behalf of the Debtors, subject to such amendments as he may consider appropriate;
- 6.3 any director be and is hereby authorised to seek associated relief as necessary or desirable in relation to the Chapter 11 Petitions in order to maintain operations and effectuate a chapter 11 exit strategy;

- 6.4 any director be and is hereby authorised to execute the Proposed Asset Purchase Agreement on behalf of the Company, subject to such amendments as he may consider appropriate;
- 6.5 any director be and is hereby authorised to agree the terms of retention of Greenberg Traurig, P.A., SSG, William Willson, and other professionals to advise the Company in relation to the Transaction and related matters and to execute on behalf of the Company any letter of engagement as any director may agree;
- 6.6 any director be and is hereby authorised to approve the contents of and the release of any press release required to be issued by the Company under the AIM Rules for Companies relating to the Transaction;
- 6.7 Chuck Wilson be and is hereby appointed to act as the foreign representative (within the meaning of the Bankruptcy Code) of the Debtors and their Chapter 11 estates in any judicial or other proceeding in any country outside of the United States;
- 6.8 any director be and is hereby authorised to commence the ancillary proceedings in relation to the Chapter 11 Petitions on behalf of the Company;
- 6.9 each Document to be executed as a deed be executed by the Company as a deed either by the signature of two directors or one director and the secretary or by the signature of one director in the presence of a witness subject to such amendments as any director may consider appropriate;
- 6.10 any director be and is hereby authorised to do all such acts and things and agree and execute for and on behalf of the Company all such other documents, deeds, transfers, certificates or notices as he considers necessary or desirable in connection with the Documents and/or the Transaction and any two directors or any one director and the secretary, or any one director in the presence of a witness be authorised to execute any deed in connection with the Documents and the Transaction; and
- 6.11 the secretary or any director be authorised to agree, sign and/or despatch on behalf of the Company any notices, certificates and other documents in connection with the Documents and the Transaction and to serve copies of any Documents on persons entitled thereto.

7. **Filings**

The secretary was instructed to make any necessary and appropriate entries in the books and registers of the Company and to arrange for the necessary forms and documents to be filed at Companies House.

8. **Conclusion**

There being no further business, the Chairman declared the meeting closed.

/s/ Rick McCullough  
Rick McCullough  
Chairman

**Fill in this information to identify the case:**

Debtor name: NIGHTHAWK ENERGY PLC  
 United States Bankruptcy Court for the District of Delaware

Case number (If known): \_\_\_\_\_

Check if this is an amended filing

## Official Form 204

### Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Commonwealth Bank of Australia 811 Main Street, Suite 4675 Houston, Texas 77002-6235 Attention: Jonathan Verlander	Jonathan Verlander (713) 341-9751 jonathan.verlander@cba.com.au	Bank Loan		\$21,250,000		Unknown
2	Aspiration Europe Ltd 7 Hawthorne Road Stapleford, Cambridge CB22 5DU, UK		Professional Services				Unknown
3							
4							
5							
6							
7							
8							

Debtor NIGHTHAWK ENERGY PLC  
Name

Case number (if known) \_\_\_\_\_

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

NIGHTHAWK ENERGY PLC,  
  
Debtor.

Chapter 11

Case No. 18-\_\_\_\_\_ ( )

(Joint Administration Pending)

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(1), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests:

<b>Shareholder</b>	<b>Approximate Percentage of Shares Held</b>
Fastighetsaktiebolaget Korpralen	13.12
Bronsstadet Ab	10.35

**DECLARATION UNDER PENALTY OF PERJURY**

I, the undersigned authorized officer of Nighthawk Energy PLC, the debtor in this case, declare under penalty of perjury that I have read the foregoing corporate ownership statement and that it is true and correct to the best of my information and belief.

Dated: April 30, 2018

/s/ Richard McCullough  
By: Richard McCullough  
Its: Executive Chairman

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

NIGHTHAWK ROYALTIES LLC, *et al.*<sup>1</sup>

Debtors.

Chapter 11

Case No. 18-\_\_\_\_ (\_\_\_\_)

(Joint Administration Requested)

**CERTIFICATION OF CREDITOR MATRIX**

Pursuant to Rule 1007-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, the above-captioned debtor and its affiliated debtors in possession (collectively, the “**Debtors**”) hereby certify that the Creditor Matrix submitted herewith contains the names and addresses of the Debtors’ creditors. To the best of the Debtors’ knowledge, the Creditor Matrix is complete, correct, and consistent with Debtors’ books and records.

The information contained herein is based upon a review of the Debtors’ books and records as of the petition date. However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the Creditor Matrix have been completed. Therefore, the listing does not, and should not, be deemed to constitute: (1) a waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any listed claims; and/or (3) a waiver of any other right or legal position of the Debtors.

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four (4) digits of each Debtor’s federal employer identification number, are: Nighthawk Royalties LLC, (6709) and Nighthawk Energy plc (1701). The business address of the Debtors is 1805 Shea Center Dr., Suite 290, Highlands Ranch, CO 80129.

**Fill in this information to identify the case and this filing:**

Debtor Name \_\_\_\_\_  
United States Bankruptcy Court for the: \_\_\_\_\_ District of \_\_\_\_\_  
(State)  
Case number (If known): \_\_\_\_\_

**Official Form 202**

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule \_\_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on \_\_\_\_\_  
MM / DD / YYYY

**X**

\_\_\_\_\_  
Signature of individual signing on behalf of debtor

\_\_\_\_\_  
Printed name

\_\_\_\_\_  
Position or relationship to debtor