

MEMORANDUM OF PURCHASE AND SALE AGREEMENT

This MEMORANDUM OF PURCHASE AND SALE AGREEMENT (this “Memorandum”) is dated and made as of October 7, 2025, by and between **Black Mountain Energy Storage II, LLC**, a Texas limited liability company or its assigns (“**Purchaser**”), and **John E. Whetsel and Lucille Whetsel** (“**Seller**”).

WHEREAS:

- A. Seller and Purchaser did enter into that certain Purchase and Sale Agreement of even date herewith (the “**Agreement**”), which affects certain real property located in Pittsburg County, State of Oklahoma, as more particularly described in **Exhibit A** attached hereto (the “**Land**”). Capitalized terms used and not defined herein have the meaning given the same in the Agreement.
- B. The Effective Date of the Agreement is May 1st, 2025. If Purchaser does not terminate the Agreement on or before the end of the Feasibility Option Period, as it may be extended, the Closing shall occur within 30 days after the last day of the Feasibility Option Period.
- C. Prior to the Closing, Seller is prohibited from granting any rights, leases, easements, options, or liens against the Property without the written consent of Purchaser.
- D. Seller and Purchaser desire to enter into this Memorandum which is to be recorded in order that third parties may have notice of the interests of Purchaser in the Property and of the existence of the Agreement.
- E. This Memorandum may be executed in any number of counterparts, each of which when executed and delivered shall be an original, and each such counterpart shall, when combined with all other such counterparts, constitute one agreement binding on the parties hereto.

[Remainder of page intentionally left blank; signature pages follow.]



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10/09/2025 10:20am Pg 0159-0162
Fee: \$24.00 Doc: \$0.00
Hope Trammell - Pittsburg County Clerk
State of OK **BW**

IN WITNESS WHEREOF, the parties have executed this Memorandum as of the date set forth above.

SELLER:

John E. Whetsel
Lucille Whetsel

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STATE OF Oklahoma)
COUNTY OF Pittsburg) ss.

This instrument was acknowledged before me on this 8th day of October, 2025 by John E. Whetsel and Lucille Whetsel.

[SEAL]



Donna Thomas
Notary Public
State of Oklahoma
My commission expires: 04/20/2026

**BLACK MOUNTAIN ENERGY STORAGE
II LLC, a Texas limited liability company**

By: [Signature]

Title: CEO

STATE OF Texas)
COUNTY OF Tarrant) ss.

This instrument was acknowledged before me on this 7th day of October, 2025 by Rhett Bennett as CEO of Black Mountain Energy Storage LLC, a Texas LLC, on behalf of such company.

JENNIFER HOLLEY
Notary Public, State of Texas
Comm. Expires 09-04-2026
Notary ID 129945080

Jennifer Hallen
Notary Public
State of Texas

My commission expires: 09-04-2026

**Recording requested by and
when recorded return to:
Black Mountain Energy Storage II, LLC
1717 W. 6th Street, Suite 295
Austin, Texas 78703
Attn: Rhett Bennett**

EXHIBIT A

TO MEMORANDUM OF PURCHASE AND SALE AGREEMENT

PITTSBURG COUNTY, OKLAHOMA

BEING a 400.00 acre tract and being the West Half (W/2), and the West Half (W/2) of the Northeast Quarter (NE/4) of Section Twenty-Five (25), Township Three (3) North, Range Thirteen (13) East of the Indian Base and Meridian, Pittsburg County, Oklahoma, and said 400.00 acre tract being further described by metes and bounds as follows:

BEGINNING at a Mag Nail found for the Northwest corner, same being the Northwest corner of said Section 25;

THENCE N. 89°06'18" E. 2637.11 feet to a Brass Capped Monument found for a corner, same being the Northeast Corner of said W/2;

THENCE N. 89°07'10" E. 1320.77 feet with the North line of said Section 25 to a 1/2 Inch Iron Rod with Cap marked "CA 8646" set for the Northeast corner;

THENCE S. 1°12'34" E. 2632.01 feet to a 1/2 Inch Iron Rod with Cap marked "CA 8646" set in the South line of said NE/4 for the Eastern most Southeast corner;

THENCE S. 89°00'30" W. 1318.92 feet to a Brass Capped Monument found for a corner, same being the Southwest corner of said NE/4;

THENCE S. 1°10'42" E. 2653.11 feet to a 1/2 Inch Iron Rod found for the Southern most Southeast corner, same being the Southeast corner of said W/2;

THENCE S. 88°56'21" W. 2633.92 feet with the South line of said Section 25 to a 1/2 Inch Iron Rod found for the Southwest corner, same being the Southwest corner of said Section 25;

THENCE N. 1°14'11" W. 2647.43 feet with the West line of said Section 25 to a 1/2 Inch Iron Rod with Cap marked "CA 8646" set for a corner, same being the Southwest corner of the Northwest Quarter (NW/4) of said Section 25;

THENCE N. 1°15'33" W. 2647.91 feet with the West line of said Section 25 to the POINT OF BEGINNING and containing 400.00 acres of land, more or less.

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