



I-2025-009164 Book 2802 Pg 178
10/27/2025 8:10am Pg 0178-0182
Fee: \$26.00 Doc: \$0.00
Hope Trammell - Pittsburg County Clerk
State of OK **MB**

ASSIGNMENT OF MEMORANDUM OF PURCHASE AND SALE AGREEMENT

This ASSIGNMENT OF MEMORANDUM OF PURCHASE AND SALE AGREEMENT (this "Assignment of Memorandum") is made as of October 16, 2025, by Black Mountain Energy Storage II LLC, a Texas limited liability company ("Assignor"), in favor of Emerald ProjectCo Inc., a Delaware corporation ("Assignee").

WITNESSETH:

WHEREAS, Assignor and Brian M. Weaver and Bradley M. Weaver, each as co-Trustee of The James and Virginia Weaver May 29, 2009 Revocable Living Trust ("Owner") entered into that certain Purchase and Sale Agreement dated November 26, 2024 (as amended by that certain First Amendment to Purchase and Sale Agreement, dated as of January 2, 2025, that certain Second Amendment to Purchase and Sale Agreement, dated as of January 23, 2025, that certain Third Amendment to Purchase and Sale Agreement, dated as of October 9, 2025, and that certain Fourth Amendment to Purchase and Sale Agreement, dated as of October 15, 2025, and as it may be further amended, modified or supplemented from time to time, the "Agreement"), with respect to certain real property located in Pittsburg County, Oklahoma, as more particularly described in Exhibit A, attached hereto and incorporated herein for all purposes, and evidenced by that certain Memorandum of Purchase and Sale Agreement dated November 26, 2024, recorded on May 28, 2025, under Instrument No. I-2025-004120, Book 2768, Page 790, in the Deed Records of Pittsburg County, Oklahoma (as amended by that certain First Amendment to Memorandum of Purchase and Sale Agreement dated October 15, 2025, and recorded on or about the date hereof, the "Assigned Memorandum");

WHEREAS, pursuant to that certain Purchase and Sale Agreement dated October 12, 2025, between Assignor and Assignee (as amended or assigned, hereinafter referred to as the "Contract"), Assignor has sold and conveyed to Assignee all of Assignor's right, title and interest under the Agreement to Assignee, and Assignee desires to acquire all such right, title and interest of Assignor under the Agreement, subject to the terms and conditions thereof; and

WHEREAS, Assignor wishes to assign the Assigned Memorandum to Assignee, as further described herein.

For good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby agree as follows:

1. Assignment of the Memorandum. Assignor hereby transfers, grants, conveys, assigns, and delivers to Assignee all of Assignor's rights and obligations under the Assigned Memorandum.
2. Counterparts. This Assignment of Memorandum may be executed in separate counterparts with separate signature pages, all of which when taken together shall constitute one instrument.
3. Further Assurances. The parties hereto agree to take all such further actions and execute, acknowledge and deliver all such further documents that are necessary or useful in carrying out the purposes of this Assignment of Memorandum.
4. Governing Law. This Assignment of Memorandum shall be governed by and construed in accordance with the Laws of the State of Oklahoma, without giving effect to any conflict or choice of law provision that would result in the application of another state's law.
5. Successors and Assigns. This Assignment of Memorandum is a covenant running with the land and shall be binding upon and inure to the benefit of Assignor and each Assignee and their respective successors and permitted assigns.

STATE of OKLAHOMA
COUNTY of PITTSBURG
I, Hope Trammell, County Clerk in & for said County &
State do hereby certify that this instrument is a true,
complete & correct copy as the same appears on record
in my office under Book 2802 Page 178-182
Witness my hand and official seal at McAlester in said
County and State this 11th day of Sept 2026
By Monica Sennett HOPE TRAMMELL
Deputy County Clerk

I-2025-009164 Book 2802 Pg 179
10/27/2025 8:10am Pg 0178-0182
Fee: \$26.00 Doc: \$0.00
Hope Trammell - Pittsburg County Clerk
State of OK

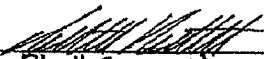
6. **Reassignment Upon Failure to Satisfy Contract Obligations.** Notwithstanding anything to the contrary herein, this Assignment of Memorandum to Assignee is and shall remain expressly subject to the terms and conditions of the Contract, including any provisions therein requiring the reassignment, reconveyance or return of the Assigned Memorandum to Assignor upon the occurrence of specified events under the Contract.

[Signature Page Follows]

IN WITNESS WHEREOF, each party hereto has caused this Assignment of Memorandum to be executed on its behalf by its duly authorized officer, as of the date first above written.

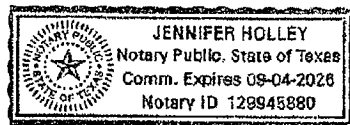
ASSIGNOR:

Black Mountain Energy Storage II LLC, a Texas limited liability company

By: 
Name: Rhett Bennett
Title: CEO

STATE OF TEXAS §
COUNTY OF Tarrant §
 §

This instrument was acknowledged before me on this 14th day of October, 2025, by Rhett Bennett, CEO of Black Mountain Energy Storage II LLC, a Texas limited liability company, on behalf of said limited liability company.



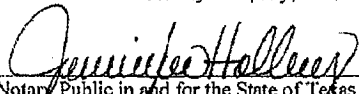

Notary Public in and for the State of Texas

EXHIBIT A
TO FIRST AMENDMENT TO MEMORANDUM OF PURCHASE AND SALE AGREEMENT

Tract 1

BEING a 178.96 acre tract in Pittsburg County, Oklahoma, situated in the Southwest-Quarter (SW/4) of Section 26 and the Southeast-Quarter (SE/4) of Section 27, Township 3 North, Range 13 East, Indian Principal Meridian, Pittsburg County, Oklahoma, and said 178.96 acre tract being further described by metes and bounds as follows:

BEGINNING at a Brass Capped Monument Found for a Corner of this tract, same being the Southwest Corner of said Section 26, same being the Northwest Corner of a 64.91 acre tract, as described in Book 2593, Page 689, Deed Records of Pittsburg County, Oklahoma;

THENCE S. 88°48'09" W. - 1603.51 feet along the South line of said Section 27 to a 1/2 Inch Iron Rod with Cap marked "CA8646" Set in the South line of said Section 27 for the Southwest Corner of this tract;

THENCE N. 28°22'07" E. - 1520.73 feet to a 1/2 Inch Iron Rod with Cap marked "CA8646" Set for the most Westerly Northwest corner of this tract, same being the Southwest Corner of a 12.20 acre tract, as described in Book 2634, Page 610, Deed Records of Pittsburg County, Oklahoma;

THENCE N. 88°46'25" E. - 853.64 feet along the South line of said 12.20 acre tract to a 1/2 Inch Iron Rod with Cap marked "CA8646" Set in the West line of said Section 26 for an internal "ell" Corner of this tract, same being the Southeast Corner of said 12.20 acre tract;

THENCE N. 1°10'34" W. - 1323.14 feet along the West line of said Section 26 and the East line of said 12.20 acre tract and a 3.20 acre tract, as described in Book 2634, Page 610, Deed Records of Pittsburg County, Oklahoma, to a 5/8 Inch Iron Rod Found for the most Northerly Northwest Corner of this tract, same being the North Corner of said 3.20 acre tract;

THENCE N. 88°50'04" E. - 2636.96 feet to a 1 Inch Iron Rod Found for the Northeast Corner of this tract, same being the Northwest Corner of a 154.64 acre tract, as described in Book 2016, Page 413, Deed Records of Pittsburg County, Oklahoma;

THENCE S. 1°07'50" E. - 502.63 feet along the West line of said 154.64 acre tract to a 1/2 Inch Iron Rod with Cap marked "CA8646" Set in the Northwest Right-of-Way line of South U.S. Highway 69 for a Corner of this tract;

THENCE S. 18°04'40" W. - 584.23 feet with the Northwest Right-of-Way line of said South U.S. Highway 69 to a Concrete Monument Found for a Corner of this tract;

THENCE S. 18°16'40" W. - 1688.78 feet continuing with the Northwest Right-of-Way line of said South U.S. Highway 69 to a 1/2 Inch Iron Rod Found in the South line of said Section 26 for the Southeast Corner of this tract, same being the Northeast Corner of said 64.91 acre tract;

THENCE S. 88°50'50" W. - 1881.47 feet with the South line of said Section 26, and the North line of said 64.61 acre tract to the POINT OF BEGINNING and containing 178.96 acres of land, more or less.

Tract 2

BEING a 7.70 acre tract in Pittsburg County, Oklahoma, situated in the Southwest-Quarter (SW/4) of Section 26, Township 3 North, Range 13 East, Indian Principal Meridian, Pittsburg County, Oklahoma, and said 7.70 acre tract being further described by metes and bounds as follows:

BEGINNING at a 1/2 Inch Iron Rod with Cap marked "CA8646" Set in the East right-of-Way line of South U.S. Highway 69 for the Southwest Corner of this tract, from which a Concrete Monument Found for a Corner of said Highway 69 Right-of-Way bears S. 18°05'20" W. - 44.12 feet;

THENCE N. 18°05'20" E. - 1468.88 feet with the East Right-of-Way line of said South U.S. Highway 69 to a 1/2 Inch Iron Rod with Cap marked "CA8646" Set for the North Corner of this tract, from which a Concrete Monument Found for a Corner of said Highway Right-of-Way bears N. 18°05'20" E. - 104.99 feet;

THENCE S. 1°07'50" E. - 1386.82 feet to a Sandstone Monument Found for the Southeast Corner of this tract, same being the Southeast Corner of said SW/4 of Section 26;

THENCE S. 88°50'50" W. - 483.54 feet along the South line of said Section 26 to the POINT OF BEGINNING and containing 7.70 acres of land, more or less.