

APPLICATION FOR PERMIT TO DRILL OR RE-ENTER

APPLICATION TO DRILL

RE-ENTER OLD WELL

NAME OF COMPANY OR OPERATOR

Southwest Exploration, Inc. / Passport Potash, Inc.

Address

3266 W. Galveston #101

City

Apache Junction

State

Arizona

Phone Number

480-288-6530

Drilling Contractor

K & M Drilling

Address 2432 Private Drive, Camp Verde, Arizona 86322

DESCRIPTION OF WELL AND LEASE

Federal, State or Indian Lease Number, or if fee lease, name of lessor

ASLD 08-113252

Well number

PP-2011-01

Elevation (ground)

~~5396.0~~ 5364'

Nearest distance from proposed location to property or lease line:

~~N 2615.2~~ 2067 feet

Distance from proposed location to nearest drilling, completed or applied-for well on the same lease:

N/A

feet

Number of acres in lease

454.50

Number of wells on lease, including this well, completed in or drilling to this reservoir:

0

If lease purchased with one or more wells drilled, from whom purchased.

Name

Address

Well location (give footage from section lines)

~~W 2771.8' N 2615.2'~~ 2067.6 fsl + 2442.9 feet

Section - Township - Range or Block and Survey

S14 - T16N - R23E

Dedication per A.A.C. R12-7-104(A)(3)

N/A

Field and reservoir (if wildcat, so state)

Wildcat - Stratigraphic - Potash

County

Navajo

Distance in miles and direction from nearest town or post office

Approx. 15 miles SE of Holbrook, AZ

Proposed depth:

1450'

Rotary or cable tools

Rotary / Core

Approximate date work will start

February 2011

Bond status

On File

Organization Report

Filing Fee of \$25.00

Amount

\$50,000

On file

Or attached

Attached

Remarks

Amended location

API 02-017-20037

CERTIFICATE: I, the undersigned, under the penalty of perjury, state that I am the:

Agent

of the

Southwest Exploration, Inc. / Passport Potash, Inc. (company), and that I am authorized by said company to make this report; and that this

report was prepared under my supervision and direction and that the facts stated therein are true, correct and complete to the best of my knowledge.

Signature

Date

1-21-2011

Mail completed form to:
Oil and Gas Program Administrator
Arizona Geological Survey
416 W. Congress, #100
Tucson, AZ 85701-1315

Permit Number:

1019

Approval Date:

2-4-2011

Approved By:

SL Rainey

NOTICE: Before sending in this form be sure that you have given all information requested. Much unnecessary correspondence will thus be avoided.

**STATE OF ARIZONA
OIL & GAS CONSERVATION COMMISSION**

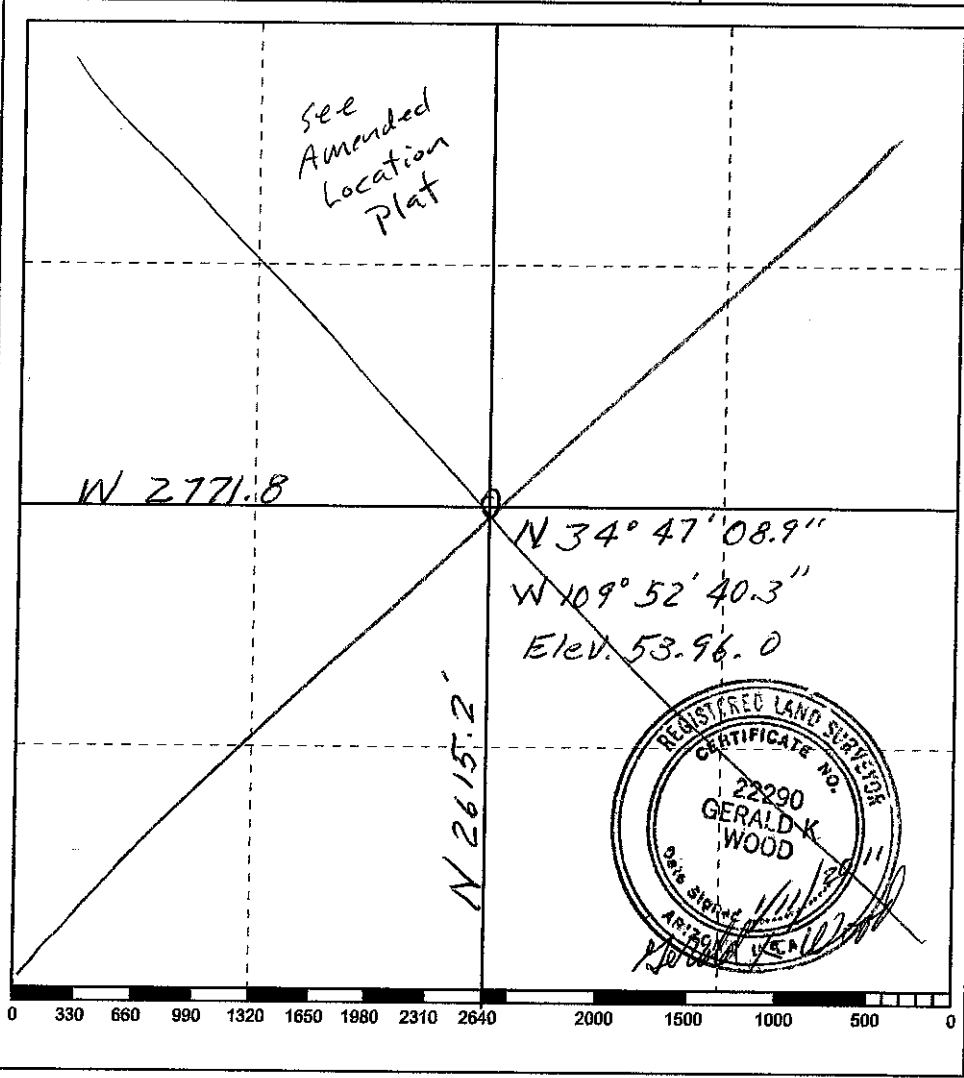
Application to Drill or Re-enter
File Two Copies

Form No. 3

PN 1019

- Operator shall outline on the plat the acreage dedicated to the well in compliance with A.A.C. R12-7-107.
- A registered surveyor shall show on the plat the location of the well and certify this information in the space provided.
- ALL DISTANCES SHOWN ON THE PLAT MUST BE FROM THE OUTER BOUNDARIES OF THE SECTION.
- Is the operator the only owner in the dedicated acreage outlined on the plat below? YES NO
- If the answer to question four is no, have the interests of all owners been consolidated by communitization agreement or otherwise? YES NO If answer is yes, give type of consolidation _____
- If the answer to question four is no, list all the owners and their respective interests below:

Owner	Southwest Exploration, Inc. / Passport Potash, Inc.	Land Description	S14-T16N-R23E
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CERTIFICATION

I hereby certify that the information above is true and complete to the best of my knowledge and belief.

Name **Joshua Bleak**

Position **Agent**

Company **Southwest / Passport**

Date _____

I hereby certify that the well location shown on the plat was plotted from field notes of actual surveys made by me or under my supervision, and that the same is true and correct to the best of my knowledge and belief.

Date Surveyed **4/10/2011**

Registered Land Surveyor
Gerald K. Wood

Certificate No. **LS 22290**

PROPOSED CASING PROGRAM

Size of Casing	Weight	Grade & Type	Top	Bottom	Cementing Depths	Sacks Cement	Type
6.625"	20.1	PWT	5396'	1450' TD	50' Plug at	6-9 Bags for	Driller Supplied
4.5"	11.8	HWT			Fresh / Salt Interval	Surface Casing	
	lbs / ft						

Location Change Only

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RE-ENTER OLD WELL

NAME OF COMPANY OR OPERATOR

Southwest Exploration, Inc. / Passport Potash, Inc.

Address

City

State

Phone Number

3266 W. Galveston #101

Apache Junction

Arizona

480-288-6530

Drilling Contractor

K & M Drilling

Address

2432 Private Drive, Camp Verde, Arizona 88322

DESCRIPTION OF WELL AND LEASE

Federal, State or Indian Lease Number, or if fee lease, name of lessor

Twin Buttes Ranch

Well number

PP-2011-01

Elevation (ground)

5364'

Nearest distance from proposed location to property or lease line:

2067 feet

Distance from proposed location to nearest drilling, completed or applied-for well on the same lease:

feet

Number of acres in lease

640

Number of wells on lease, including this well, completed in or drilling to this reservoir:

1

If lease purchased with one or more wells drilled, from whom purchased.

Name

Address

Well location (give footage from section lines)

2067.6' FSL; 2442.9' FEL

Section - Township - Range or Block and Survey

S14 - T16N - R23E

Dedication per A.A.C. R12-7-104(A)(3)

N/A

Field and reservoir (if wildcat, so state)

Wildcat - Stratigraphic - Potash

County

Navajo

Distance in miles and direction from nearest town or post office

Approx. 15 miles SE of Holbrook, AZ

Proposed depth:

1450

Rotary or cable tools
Rotary / Core

Approximate date work will start

May, 2011

Bond status

On File

Organization Report

Filing Fee of \$25.00

Amount

\$50,000

On file

Or attached

Attached

Remarks

Amended location

API 02-017-20037

CERTIFICATE: I, the undersigned, under the penalty of perjury, state that I am the:

Passport Potash

(company),

MINE ENG.

of the

report was prepared under my supervision and direction and that the facts stated therein are true, correct and complete to the best of my knowledge.

Signature

Date

5/12/2011

Mail completed form to:
Oil and Gas Program Administrator
Arizona Geological Survey
418 W. Congress, #100
Tucson, AZ 85701-1315

Permit Number: 1019

Approval Date: 5-13-11

Approved By: SL Rainey

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STATE OF ARIZONA
OIL & GAS CONSERVATION COMMISSION

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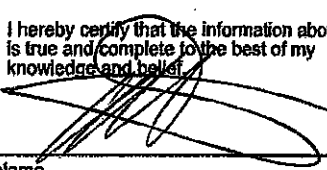
Form No. 3

(Complete Reverse Side)

5/96

P/N
1019

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- If the answer to question four is no, list all the owners and their respective interests below:

Owner Southwest Exploration/Passport Potash	Land Description S14 T16N R23E
<div style="text-align: center;">T16N R23E SEC 14 #1113</div> <div style="margin-top: 20px;"> <p>N 34° 47' 03.3" W 109° 52' 38.5" Elev. 5364</p>  </div> <div style="margin-top: 20px;"> <p>2442.9'</p> <p>2067.6'</p> </div>	<div style="text-align: center;">CERTIFICATION</div> <p>I hereby certify that the information above is true and complete to the best of my knowledge and belief.</p>  <p>Name MINE Eng.</p> <p>Position PASSPORT POTASH</p> <p>Company 5/12/2011</p> <p>Date</p> <hr/> <p>I hereby certify that the well location shown on the plat was plotted from field notes of actual surveys made by me or under my supervision, and that the same is true and correct to the best of my knowledge and belief.</p> <p>Date Surveyed 4/29/2011</p> <p>Registered Land Surveyor Gerald K. Wood</p> <p>Certificate No. LS 22290</p>

PROPOSED CASING PROGRAM

Size of Casing	Weight	Grade & Type	Top	Bottom	Cementing Depths	Sacks Cement	Type
6-625"	20.1	PWT		1450'TD	50' Plug at	6-9 Bags for	Driller
4-5"	11-8	HWT			Fresh/salt Interval	Surface	Supplied
	Lbs/ft					Casing	