

APPLICATION FOR PERMIT TO DRILL OR RE-ENTER

APPLICATION TO DRILL

RE-ENTER OLD WELL

NAME OF COMPANY OR OPERATOR

Southwest Exploration / Passport Potash

Address

City

State

Phone Number

3266 W. Galveston Dr. #101

Apache Junction

Arizona

480-288-6530

Drilling Contractor

Boart Longyear 7773 W. Seldon Lane Peoria, AZ 85345

Address

DESCRIPTION OF WELL AND LEASE

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

Option to purchase the Twin Buttes Ranch

Well number

TBR-2010 #2

Elevation (ground)

5643 -5650'

Nearest distance from proposed location to property or lease line:

2302.9' FEL
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

640 (approx.)

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

N/A

Address

Well location (give footage from section lines)

~~2697.5' FNL + 2302.9' FEL~~ 2810' fnl 2853' fel

Section - Township - Range or Block and Survey

S13 - T17N - 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:

1500'

Rotary or cable tools

Rotary / Core

Approximate date work will start

September 2010

Bond status On File

Amount \$25,000

Organization Report

On file X

Or attached

Filing Fee of \$25.00

Attached X

Remarks

Amended location

API # 02-017-20029

CERTIFICATE: I, the undersigned, under the penalty of perjury, state that I am the Agent of the Southwest Exploration / Passport Potash (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

June 28, 2010

Date

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

Permit Number:

993

Approval Date:

7-7-2010

Approved By:

SL Raiz

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

PIN 993

- 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 / Passport Polish | Land Description S13 - T17N - R23E | |
| | | <p style="text-align: center;">CERTIFICATION</p> <p>I hereby certify that the information above is true and complete to the best of my knowledge and belief.</p> |
| | | Name Joshua Bleak |
| | | Position Agent |
| | | Company Southwest / Passport |
| | | Date June 28, 2010 |
| | | <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> |
| | | Date Surveyed 6/08/10 |
| | | 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" 4.5" | 20.1 11.8 lbs / ft | PWT HWT | 5650' | 1500' TD | 50' Plug at Fresh / Salt Interval | 6-9 Bags for Surface Casing | Driller Supplied |

Location Change Only

APPLICATION FOR PERMIT TO DRILL OR RE-ENTER

APPLICATION TO DRILL

RE-ENTER OLD WELL

NAME OF COMPANY OR OPERATOR
Southwest Exploration / Passport Potash

Address City State Phone Number
3266 W. Galveston Dr. #101 Apache Junction Arizona 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
Option to purchase the Twin Buttes Ranch Well number TBR-2010 #2 Elevation (ground) 5643.0

Nearest distance from proposed location to property or lease line:
Distance from proposed location to nearest drilling, completed or applied-for well on the same lease:
N/A

Number of acres in lease 640 (approx.) 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
N/A

Well location (give footage from section lines) Section - Township - Range or Block and Survey Dedication per A.A.C. R12-7-104(A)(3)
5 from N line 2810.0' W from E line 2853.0' S13 - T17N - R23E 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: 1500' 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 X Or attached Attached X

Remarks

Amended location
API 02-017-20025

CERTIFICATE: I, the undersigned, under the penalty of perjury, state that I am the Agent of the Southwest Exploration / Passport Potash (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

03/01/11

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

Permit Number: 993
Approval Date: 3-8-11
Approved By: SL Rain

STATE OF ARIZONA
OIL & GAS CONSERVATION COMMISSION

Application to Drill or Re-enter
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Form No. 3

(Complete Reverse Side)

5/96

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| | |
|---|------------------------------------|
| Owner Southwest Exploration / Passport Potash | Land Description S13 - T17N - R23E |
| | |
| <p style="text-align: center;">CERTIFICATION</p> <p>I hereby certify that the information above is true and complete to the best of my knowledge and belief.</p> <p style="text-align: right;"><i>[Signature]</i></p> | |
| <p>Name Joshua Bleak</p> | |
| <p>Position Agent</p> | |
| <p>Company Southwest / Passport</p> | |
| <p>Date 03/01/11</p> | |
| <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 3/01/2011</p> | |
| <p>Registered Land Surveyor</p> <p style="text-align: center;"><i>[Signature]</i></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" 4.5" | 20.1 11.8 lbs / ft | PWT HWT | | 1500' TD | 50' Plug at Fresh / Salt Interval | 6-9 Bags for Surface Casing | Driller Supplied |