APPLICATION FOR PERMIT TO DRILL OR RE-ENTER

APPLICATION TO DRILL X 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

Well number TBR-2010 #5 Elevation (ground) 5466’

Nearest distance from proposed location to property or lease line:
2537.2' FNL 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.
N/A

Name

Address

Well location (elevation from section lines):
2537.2' FNL + 2607.9' FEL

Section - Township - Range or Block and Survey
S22 - T17N - R23E

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

Field and reservoir (if wildcard, so stated) 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 Organization Report Filing Fee of $25.00

Amount $25,000 On file X Or attached Attached X

Remarks

APL # 02-117-20032

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

June 28, 2010

Permit Number: 996

Approval Date: 7-7-2010

Approved By: SC Raif

STATE OF ARIZONA
OIL & GAS CONSERVATION COMMISSION
Application to Drill or Re-enter
File Two Copies

Form No. 3

(Complete Reverse Side)
1. Operator shall outline on the plat the acreage dedicated to the well in compliance with A.A.C. R12-7-107.

2. A registered surveyor shall show on the plat the location of the well and certify this information in the space provided.

3. ALL DISTANCES SHOWN ON THE PLAT MUST BE FROM THE OUTER BOUNDARIES OF THE SECTION.

4. Is the operator the only owner in the dedicated acreage outlined on the plat below? YES __ NO __

5. 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 __________________________

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

<table>
<thead>
<tr>
<th>Owner</th>
<th>Southwest Exploration / Passport Polish</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>S22 - T17N - R23E</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Land Description</th>
<th>S22 - T17N - R23E</th>
</tr>
</thead>
</table>

CERTIFICATION

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

Name: Joshua Blake
Position: Agent
Company: Southwest / Passport
Date: June 28, 2010

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: 6/11/10
Registered Land Surveyor: Gerald K. Wood
Certificate No: LS22290

PROPOSED CASING PROGRAM

<table>
<thead>
<tr>
<th>Size of Casing</th>
<th>Weight</th>
<th>Grade &amp; Type</th>
<th>Top</th>
<th>Bottom</th>
<th>Casinging Depths</th>
<th>Sacks Carneot</th>
<th>Type</th>
</tr>
</thead>
<tbody>
<tr>
<td>6.025&quot;</td>
<td>20.1</td>
<td>PWT</td>
<td>5466'</td>
<td>1500' TD</td>
<td>50' Plug at Fresh / Salt Interval</td>
<td>B-9 Bags for Surface Casing</td>
<td>Driller Supplied</td>
</tr>
<tr>
<td>4.5&quot;</td>
<td>11.8</td>
<td>HWT</td>
<td></td>
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