September 2015 CONFIDENTIAL

KINNERIDGE Energy

Echoes of '98

Please see the end of this presentation for important disclosures.

- Current oil prices reflect the trough of a cycle. ROACE is at record lows, capital spending is being slashed, production growth is nonexistent within current cash flows and the marginal E&P operator is in need of capital to stay in business. Unchanged
- Much of the recent collapse in oil appears to be the result of a deceleration in demand and a strengthening of the USD. History suggests that a recovery from this trough will be demand-led and supply-supported. *Demand is now being revised up despite negative GDP news*
- Consensus expects a recovery in the second half of 2015. While this remains plausible, the risks appear to be to the downside, with a longer trough driven by a flood of new capital into the space and a weak macro backdrop. Consensus is more bearish and liquidity is now beginning to decline
- The increased volatility and low commodity prices are likely to be positive for long-term oil prices, lowering confidence in investment, lowering planning assumptions and instilling capital discipline in a sector where it has been lacking. This appears similar to the events of 1998, which led to a multi-year bull cycle. Unchanged with the similarities to 1998 becoming more evident



- ROACE remains at trough levels. While demand growth is fragile (stronger in the US and weaker in emerging markets and China), supply is moderating.
- Even a moderate reduction in global liquidity is having a profound effect on the industry, with numerous E&P's going Chapter 11 and more likely to follow. This decline in access to capital, coupled with a strengthening dollar, is also likely to impact supply from emerging market countries (Brazil, Venezuela, Mexico, Indonesia, Iraq, Nigeria, etc.).
- There is little evidence that the US "shale revolution" has been anything other than a supply boom created by cheap capital fueling marginal investment. There remains a wide dispersion between well performance in the core of a shale play (front of the cost curve) and the fringe (top of the cost curve). Operators are retreating to the core, and those positioned in the core are outperforming.
- It appears the commodity has bottomed with the playbook echoing the script of '98/'99. If so, the pattern follows a continued reduction in supply, a continued stabilization in demand, a deceleration in EM supply growth with the potential for a credit/currency crisis, a reduction in US rates/return to QE and a recovery in price.



- Over the long term, oil and gas prices have trended in line with the capital intensity of the industry. Since 1998, the capital intensity of the industry has expanded circa 8% per annum on a per barrel basis, despite the shale revolution.
- While prices have trended with the marginal cost, they have also been reflective of near-term supply/demand trends, such that when spare capacity is tight, operators earn outsized returns and are incentivized to add production. In contrast, when demand is low, prices tend to trend below the marginal cost, leaving the high-cost players to reduce volumes.
- Liquidity has also extended/compressed cycles. The loose monetary policy of the last 7 years has encouraged capital providers to accept lower returns than what they have endorsed historically.
- Today, oil and gas prices are trending below the marginal cost of supply, with prices having collapsed in the face of weak 2014 demand and stronger supply. Current pricing is unsustainable. Demand is stabilizing while supply is moderating, laying the foundations for a recovery.



What Shale Revolution? Capital Intensity Has Continued to Climb

Since 2004, the capital intensity of the US E&P industry has risen at a 6.6% CAGR excluding write-downs and 7.7% inclusive of written off capital.





Over the Long Term, Oil Prices Have Cycled Around the Marginal Cost







Oil prices have continued to trade around the marginal cost (adjusted for supply/demand). However, as fears grow about a deflating marginal cost and growing spare capacity, prices have trended below the line.





Today's Spare Capacity is Not Unusually High; In Part Because the Physical Market is Oversupplied





2015 ROACE is Likely To Be the Lowest in 20 Years

If the 1H2015 environment persists (\$50/bbl and \$3/mcf gas), then 2015 ROACE will be lowest for the peer group in 20 years (including and excluding write-downs), indicative of a cyclical trough.





A Summary of Malinvestment (75 Largest Public E&P's) Since 2004

- \$1.078 trillion invested, for 23.9Bn of reserves growth at an average price of \$21.22/boe; over \$300Bn funded outside operating cash flow (asset sales, equity and debt)
- \$137.8Bn of capital write-downs (through YE2014), with a further \$37.8Bn through 1H2015, accounting for 16.2% of all capital invested
- Average clean ROACE of 6.2% and average reported ROACE of 4.02%
- 2015 annualized ROACE (taking 1H2015) of -3.4% (clean) and -14.0% (reported)
- CE/bbl growth from \$51.7/boe to \$217/boe (YE2014), a 7.7% growth rate



- While investors have focused on US supply growth as the cause of the collapse in crude prices, the reality is that total global supply growth has not been abnormally high, due to weak non-OPEC/non-US supply.
- US supply is now contracting, as would be predicted of the marginal player. The only basin that appears to be opposing this trend is the Permian, which sits at the front of the cost curve.
- OPEC growth has been significant, driven by the return of Libya, Iraq and now Iran. Risks exist on both sides of this equation with more supply likely in the event of an Iranian resolution and less supply possible due to geopolitical unrest in Libya/Iraq/Nigeria/Venezuela and economic disruption (Brazil, Indonesia, Mexico, etc.).
- Long-term supply is likely to be negatively impacted by the return of volatility to the crude market. This was a meaningful outcome of the 1998 downturn that we would expect to be repeated.



- The oil market has two marginal suppliers:
 - OPEC, who are a low-cost supplier (excluding social costs), but act as a swing provider; and
 - The US onshore, which is higher cost, but elastic given the short-term nature of new supply.
- As prices have collapsed, OPEC has acted counter to its market-balancing role, squeezing production at the top of the cost curve (US, offshore North Sea, Deepwater, Oil Sands, etc.)
- The surge in OPEC production coincided with GDP concerns and continued US supply growth, adding fuel to the fire of a commodity correction.



The US has been the primary driver of non-OPEC supply growth. However, growth was not unusually strong until 2014, driven by a surge in Canadian volumes (oil sands).







The US Tsunami Has Begun to Reverse with the Price and Liquidity Decline

The growth in US volumes has not been the primary driver of the oil price decline. However, US supply is rapidly becoming its most affected victim.





4/1/2013 - 9/1/2013: ~44% Bakken Core Wells

Operators are focusing drilling activity in the core of the shale plays where EUR and IP per lateral foot are superior, while abandoning marginal drilling at the fringes.



4/1/2015 – 9/1/2015: ~61% Bakken Core Wells



How Much Can the US Grow When Living Within Cash Flow? Zero.





- Since March of 2014, OPEC appears to have made a conscious decision to ramp up production despite what initially appeared to be moderating demand.
- This reversed a trend of accommodating non-OPEC supply growth, further exacerbated by a ramp up in Iraqi supply/exports.







- The growth in OPEC supply has not been accompanied by an expansion in productive capacity.
- As a result, should demand recover, the available spare capacity to the market is relatively limited at 3.2MMbpd (including Iraq, Nigeria and Libya) and 2.27MMbpd excluding these nations.





- One of the most notable features of the 1998 decline was the longer-term effect on supply and the impact on emerging markets.
- In Mexico, the decline reversed 4 years of growth, finally recovering in 2000, while Malaysia, Nigeria, Venezuela, Indonesia and Argentina saw declines that took years to reverse, if at all.
- In part, this trend reflected another coincidental factor, namely a stronger dollar, declining emerging market liquidity and a reduction in funding for state owned E&P's; these dynamics are replaying today.





- While the primary focus of the market has been on US supply, the directional change in oil prices in 2014 appears to have been equally demand-related, with negative revisions since midyear 2014.
- The IMF now forecasts global GDP growth to be 3.3% in 2015. That is down from a 3.8% estimate for 2015 in its World Economic Outlook published October 2014, and a 3.5% forecast as of March 2015 (our last macro deck). This therefore reflects a deceleration from 2014 levels.
- The IMF forecasts growth picking up only slightly next year to 3.8%, albeit this number is below the initial forecast of 4%. Historically (only one in nine times to the contrary), oil prices have not risen with GDP below 3%. For a material appreciation, YoY GDP growth has averaged 4%+.
- A subtle mix shift is occurring with demand becoming more OECD-dependent as the US recovers and China stalls. Outside of these, Africa and India remain the key markets to watch.



Historically, oil prices have correlated closely with GDP growth. The recent decline in price appears overdone relative to GDP, but reflects the supply dynamics previously discussed.



GDP% ——Change in WTI %



Demand is Correlated to Price and GDP Across the World





The Stabilization of the OECD and Deceleration of the Non-OECD

While overall demand revisions were initially negative in late 2014/early 2015, they are now marginally positive. This reflects upward revisions to US, European and Russian demand.





US Growth is Being Driven by Falling Unemployment and Lower Pricing



Source: EIA, Bureau of Labor Statistics



International Demand has Decelerated, Led by China

Chinese demand has decelerated, with recent Industrial Output data raising further concerns. However, imports remain strong (as China builds the SPR) and there are indications of elasticity to lower prices.





Not All Oil Demand Data is Negative in the Non-OECD

- Global aircraft passenger traffic rose 8.2% YoY in July, continuing a robust trend.
- The fall in oil prices is expected to sustain demand growth for passenger travel in 2015.
- Domestically, India had growth of 28.1%, due to improvements in its economy.
- Chinese domestic demand has been stable since April and was 10.9% YoY in July.

Total Passenger Growth by Region





Latest Demand Revisions More Bullish than Bearish

Global oil demand revisions have been rising in 2015, while 2016 shows continued growth.
However, while 2015 non-OPEC supply revisions have been volatile, 2016 shows little growth.



Source: IEA and Bernstein estimates



- QE appears to have been deflationary for energy, adding supply (supported by free money and malinvestment), while failing to stimulate demand.
- While currency dynamics appear to have been a contributing factor to the crude sell-off, it is most likely a reflection of declining GDP growth, QE overseas and the anticipated tightening in the US.
- Notably, historical oil corrections (1982, 1998/'99) have all been accompanied by dollar strength and emerging market financial crisis; this appears to be happening again.
- If the market echoes '98/'99, continued strength in the dollar is likely in the near term. However, with the US importing deflation from emerging markets, and domestic growth moderating, a Fed reversal to QE(4) appears possible, especially in light of a continued market sell-off, leading to a weaker dollar and potentially stronger commodity pricing.



Relationship of WTI to the DXY Index (2006-Present)

Since 2006, crude and the dollar index have been highly correlated. However, in the long term there is a more tenuous relationship. The '98/'99 playbook would suggest oil can bottom while the dollar continues to rise.





- Previous oil busts have been accompanied by emerging market financial crises. These events were driven by capital outflows and large USD-denominated debt piles.
- Today, multiple emerging markets are pricing in debt downgrades. These countries account for 17.7MMbpd of production, with an additional 22.15MMbpd of production from other junk-rated countries (Russia, Iran, Iraq, Angola, Colombia, Algeria and Libya) further threatening supply.





In March, we suggested that with non-existent inflation, an interest rate rise was unlikely. There is little data to suggest this has changed with the PCE price index near all-time lows.

Predicting the response to a change in direction remains challenging, however previous liquidity events have been positive for commodities.



U.S. Inflation since the 1960s

expenditures. Source: U.S. Department of Commerce, Bureau of Economic Analysis; Federal Reserve Board staff calculations

(see note 3 of speech text for additional discussion).

- Based on current conditions, Kimmeridge believes the risks to commodity prices are to the upside versus consensus and that pricing in 2016 could be in the \$60-70/bbl range.
- Predicting the response to a change in direction remains challenging, however previous liquidity events have been positive for commodities.
- Key factors that would alter this:
 - Continued negative revisions to GDP, particularly OECD demand
 - An early return to excess liquidity, limiting supply restrictions
 - Additional Iran volumes and a more competitive market share dynamic in OPEC





| Influence | Positive for Price | Negative for Price |
|-----------------------|--|---|
| Marginal Cost | Capital intensity continues to rise | Material efficiency gains slowing impact of rig decline |
| | Service deflation bottoms | Deflation in services/materials |
| | Low ROACE continues limiting supply | Technological evolution to improve EUR/well |
| Supply Factors | Reduction in US rig count, operators live within cash flow | Iran nuclear deal (done) |
| | Limited new liquidity (distress in the high yield market) | Distressed capital flows into insolvent companies (declining) |
| | Distress in sovereign bonds (Venezuela/Russia) | Stabilization in Iraq/Libya |
| | Supply interruptions (Libya/Iraq/Nigeria/Venezuela) | "Full" storage |
| | Non-OPEC, non-US continued decline | |
| | OPEC decision to act (unlikely, but financial stress building) | |
| | Export allowance/domestic growth (reducing WTI differential) | |
| Demand Factors | Recovery in Global GDP (non-existent) | Deceleration in US GDP |
| | China and RoW Stimulus (QE in Europe) | Greek exit and European stagnation (avoided for now) |
| | China SPR build | China deceleration and/or credit crisis |
| | Industrial base expansion (chemicals) | Negative petro state revisions |
| | | Japanese stagnation |
| Macro | Dollar weakening | Dollar strengthening |
| | US return to QE | RoW rate cutting/weakening and negative interest rates |
| | US deflation/rising unemployment | |



Offering by Fund Documents Only

The material provided in this presentation is for informational purposes only. It does not constitute an offer to sell or a solicitation of an offer to buy any securities relating to any of the products referenced herein, notwithstanding that any such securities may be currently being offered to others. Any such offering will be made only in accordance with the terms and conditions set forth in the Offering Memorandum pertaining to such Fund. Prior to investing, investors are strongly urged to review carefully the Offering Memorandum (including the risk considerations described therein), the Subscription Agreement and all related Fund documents ("Fund Documents"), to ask such additional questions of the Investment Manager as they deem appropriate, and to discuss any prospective investment in the Fund with their legal and tax advisers. In the case of any inconsistency between the descriptions or terms in this presentation and the Fund Documents, the Fund Documents shall control. Fund securities shall not be offered or sold in any jurisdiction in which such offer, solicitation or sale would be unlawful until the requirements of the laws of such jurisdiction have been satisfied. No person has been authorized to give any information or to make any representation, warranty, statement or assurance not contained in the Fund Documents and, if given or made, such other information or representation, warranty, statement or assurance may not be relied upon.

Inherent Risks

An investment in the Funds is speculative and involves a high degree of risk. Opportunities for withdrawal and transferability of interests are restricted, so investors may not have access to capital when it is needed. There is no secondary market for the interests and none is expected to develop. Leverage may be employed in the portfolio and the portfolio may be concentrated, which can make investment performance volatile. An investor should not make an investment unless it is prepared to lose all or a substantial portion of its investment. The fees and expenses charged in connection with this investment may be higher than the fees and expenses of other investment alternatives and may offset profits. There is no guarantee that investment objectives will be achieved. The past performance of the investment team should not be construed as an indicator of future performance. Kimmeridge Energy may modify its investment approach and portfolio parameters in the future in a manner which it believes is consistent with its overall investment objectives. This presentation is not intended for public use or distribution.

Forward Looking Statements

This presentation contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act and Section 21E of the Securities Exchange Act. Forward-looking statements give our current expectations or forecasts of future events. They include statements regarding our anticipated future operating and financial performance. **Although we believe the expectations and statements reflected in these and other forward-looking statements are reasonable, we can give no assurance they will prove to have been correct.** They can be affected by inaccurate assumptions, by inaccurate information from third parties, or by known or unknown risks and uncertainties. You should understand that the following important factors could affect the Fund's results and could cause those results or other outcomes to differ materially from those expressed or implied in the forward-looking statements relating to: (1) amount, nature, and timing of property acquisitions or capital expenditures; (2) the market for oil and gas acreage or properties; (3) drilling of wells and other planned exploitation activities; (4) timing and amount of future production of oil or gas; (5) quantities of discovered or probable, potential or proved reserves of oil or gas; (6) market prices for oil, gas or oil or gas properties generally or in any particular location; (7) operating costs such as lease operating expension activities; (11) governmental and other respense; (8) our future operating or financial results; (9) cash flow and anticipated liquidity; (10) the timing, success and cost of exploration and exploitation activities; (11) governmental and environmental regulation of the oil and gas industry; (12) environmental liabilities relating to potential pollution arising from our operations or the operations of acquirers of acreage positions we may purchase; (13) industry competition, conditions, performance and consolidation; (15) the availability of drilling rigs and other oilfield equip

This presentation and all of the information contained in it, including without limitation all text, data, graphs, charts is the property of Kimmeridge Energy Management Company, LLC or its affiliates (collectively, "Kimmeridge"), or Kimmeridge's licensors, direct or indirect suppliers or any third party involved in making or compiling any information and is provided for informational purposes only.

The information has been derived from sources believed to be reliable but is not guaranteed as to accuracy and does not purport to be a complete analysis of any security, company or industry involved. The user of the information assumes the entire risk of any use it may make or permit to be made of the information. NONE OF THE INFORMATION PROVIDERS MAKES ANY EXPRESS OR IMPLIED WARRANTIES OR REPRESENTATIONS WITH RESPECT TO THE INFORMATION (OR THE RESULTS TO BE OBTAINED BY THE USE THEREOF), AND TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, EACH INFORMATION PROVIDER EXPRESSLY DISCLAIMS ALL IMPLIED WARRANTIES (INCLUDING, WITHOUT LIMITATION, ANY IMPLIED WARRANTIES OF ORIGINALITY, ACCURACY, TIMELINESS, NON-INFRINGEMENT, COMPLETENESS, MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE) WITH RESPECT TO ANY OF THE INFORMATION.

