

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
)	
EXTRACTION OIL & GAS, INC. <i>et al.</i> , ¹)	Case No. 20-11548 (CSS)
)	
Debtors.)	(Jointly Administered)
)	Hearing: December 21, 2020 at 9:30 a.m. (ET)
)	Objection Deadline: December 11, 2020 at 4:00 p.m. (ET)

**NOTICE OF HEARING TO CONSIDER
CONFIRMATION OF THE CHAPTER 11 PLAN FILED BY THE
DEBTORS AND RELATED VOTING AND OBJECTION DEADLINES**

PLEASE TAKE NOTICE THAT on November 6, 2020, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order [Docket No. 1022] (the “Disclosure Statement Order”) (a) authorizing Extraction Oil & Gas, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Third Amended Joint Plan of Reorganization of Extraction Oil & Gas, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1009] (as modified, amended, or supplemented from time to time, the “Plan”);² (b) approving the *Revised Third Amended Disclosure Statement for the Third Amended Joint Plan of Reorganization of Extraction Oil & Gas, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1019] (as modified, amended, or supplemented from time to time, the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Packages”); and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **December 21, 2020 at 9:30 a.m.**, prevailing Eastern Time, or such other time that the Court determines, before the Honorable Christopher S. Sontchi, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, 5th Floor, Courtroom 6, Wilmington, Delaware 19801.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Extraction Oil & Gas, Inc. (3923); 7N, LLC (4912); 8 North, LLC (0904); Axis Exploration, LLC (8170); Extraction Finance Corp. (7117); Mountaintop Minerals, LLC (7256); Northwest Corridor Holdings, LLC (9353); Table Mountain Resources, LLC (5070); XOG Services, LLC (6915); and XTR Midstream, LLC (5624). The location of the Debtors’ principal place of business is 370 17th Street, Suite 5300, Denver, Colorado 80202.

² Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Plan.



PLEASE BE ADVISED: THE CONFIRMATION HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE COURT OR THE DEBTORS **WITHOUT FURTHER NOTICE** OTHER THAN BY SUCH ADJOURNMENT BEING ANNOUNCED IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT FILED WITH THE COURT AND SERVED ON ALL PARTIES ENTITLED TO NOTICE.

CRITICAL INFORMATION REGARDING VOTING ON THE PLAN

Voting Record Date. The voting record date is **November 4, 2020** (the “Voting Record Date”),³ which is the date for determining which Holders of Claims or Interests in Classes 3, 4, 6, 7, and 8 are entitled to vote on the Plan.

Voting Deadline. The deadline for voting on the Plan is on **December 11, 2020 at 4:00 p.m.** prevailing Eastern Time (the “Voting Deadline”). If you received a Solicitation Package, including a Ballot and intend to vote on the Plan you **must**: (a) follow the instructions carefully; (b) complete **all** of the required information on the ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is **actually received** by the Debtors’ notice and claims agent, Kurtzman Carson Consultants LLC (the “Notice and Claims Agent”) on or before the Voting Deadline. **A failure to follow such instructions may disqualify your vote.**

³ Notwithstanding anything to the contrary herein, the Voting Record Date for Elevation Midstream, LLC and GSO EM Holdings LP (together, the “Elevation Parties”) shall be three (3) Business Days immediately following entry of an order by the Bankruptcy Court approving or rejecting the motion seeking approval of the proposed settlement between the Elevation Parties and the Debtors (the “Settlement Motion”). The Elevation Parties may file additional proofs of claim (the “Additional Claims”) before the expiration of the three-Business Day (3-Business Day) period on account of any Claims that the Elevation Parties believe arise as a result of the Bankruptcy Court’s ruling on the Settlement Motion. Moreover, the Debtors and the Elevation Parties will agree, to the extent necessary, to an expedited timeline for any discovery, objection, motion, and hearing pursuant to Bankruptcy Rule 3018 (if any) related to the Additional Claims such that the Bankruptcy Court will have the opportunity to rule and the Elevation Parties will have the opportunity to vote to accept or reject the Plan on account of the Additional Claims (based on the Bankruptcy Court’s ruling) and any other previously filed proofs of claim to which no party has objected for voting purposes or on which the Bankruptcy Court has entered an order allowing such proofs of claim for voting purposes.

Notwithstanding anything to the contrary herein, the Voting Record Date for Grand Mesa Pipeline, LLC shall be five (5) Business Days immediately following entry of an order by the Bankruptcy Court rejecting the transportation services agreements between Grand Mesa and Extraction Oil & Gas, Inc. or as otherwise agreed between Grand Mesa and the Debtors.

Notwithstanding anything to the contrary contained herein, the Voting Record Date for DCP Operating Company, LP (“DCP”) shall be determined by DCP and the Debtors in the context of addressing the pending rejection motion as it relates to DCP to the extent such pending rejection motion is not withdrawn in accordance with the *Order Approving Stipulation of Matters Between Debtors and DCP* [Docket No. 908], and DCP and the Debtors each reserve all rights.

CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN

ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE VIII.F CONTAINS A THIRD-PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

YOU MAY ELECT NOT TO GRANT THE RELEASES CONTAINED IN ARTICLE VIII.F OF THE PLAN ONLY IF YOU (A) DO NOT VOTE TO ACCEPT THE PLAN AND (B) RETURN A BALLOT CHECKING THE BOX TO “OPT OUT” FROM THE THIRD PARTY RELEASES. SUBJECT TO ANY FINAL ORDER OF THE BANKRUPTCY COURT TO THE CONTRARY, REGARDLESS OF WHETHER THE COURT DETERMINES THAT YOU HAVE A RIGHT TO OPT-OUT OF THE RELEASES, IF YOU (A) VOTE TO ACCEPT THE PLAN, (B) FAIL TO SUBMIT A BALLOT BY THE VOTING DEADLINE, OR (C) SUBMIT THE BALLOT BUT ABSTAIN FROM VOTING TO ACCEPT OR REJECT THE PLAN OR VOTE TO REJECT THE PLAN AND, IN EITHER CASE, FAIL TO CHECK THE BOX TO “OPT OUT” FROM THE THIRD PARTY RELEASES, IN EACH CASE YOU WILL BE DEEMED TO CONSENT TO THE RELEASES SET FORTH IN ARTICLE VIII.F OF THE PLAN.

Plan Objection Deadline. The deadline for filing objections to the Plan is **December 11, 2020 at 4:00 p.m.** prevailing Eastern Time (the “Plan Objection Deadline”). All objections to the relief sought at the Confirmation Hearing **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Bankruptcy Local Rules, and any orders of the Court; (c) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; **and** (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before **December 11, 2020 at 4:00 p.m.** prevailing Eastern Time:

Debtors	Counsel to the Debtors
Extraction Oil & Gas, Inc. 370 17th Street, Suite 5300 Denver, Colorado 80202 Attn: Eric J. Christ, General Counsel	Whiteford Taylor Preston, LLP The Renaissance Centre, Suite 500 405 North King Street Wilmington, Delaware 19801 Attn: Marc R. Abrams, Richard W. Riley, and Stephen B. Gerald - and - Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022 Attn: Christopher Marcus, P.C. and Allyson Smith Weinhouse

United States Trustee	Counsel to the Ad Hoc Group of Senior Noteholders
<p>Office of the United States Trustee for the District of Delaware 844 King Street, Suite 2207, Lockbox 35 Wilmington, Delaware 19801 Attn: Richard Schepacarter</p>	<p>Paul, Weiss, Rifkind, Wharton & Garrison LLP 1285 Avenue of the Americas New York, NY 10019, Attn: Andrew Rosenberg, Alice Belisle Eaton, Christopher Hopkins, Douglas Keeton and Omid Rahnama - and - Young Conaway Stargatt & Taylor, LLP 1000 North King Street, Wilmington, Delaware 19801, Attn: Pauline K. Morgan & Sean T. Greecher</p>
Counsel to the DIP Agent	The Unsecured Creditors Committee
<p>Bracewell LLP 711 Louisiana Street, Suite 2300 Houston, Texas 77002, Attn: Dewey J. Gonsoulin Jr., William A. (Trey) Wood III, and Heather Brown</p>	<p>Stroock & Stroock & Lavan LLP 180 Maiden Lane, New York, NY 10038, Attn: Kristopher M. Hansen, Frank A. Merola, Erez E. Gilad, and Jason M. Pierce - and - Cole Schotz P.C. 500 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn: G. David Dean and Andrew J. Roth-Moore</p>

ADDITIONAL INFORMATION

Obtaining Solicitation Materials. The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions or if you would like to obtain additional solicitation materials (or paper copies of solicitation materials if you received a CD-ROM or flash drive), please feel free to contact the Debtors’ Notice and Claims Agent, by: (a) calling the Notice and Claims Agent at (866) 571-1791 (U.S./Canada) or (781) 575-2049 (International) and asking for the “Solicitation Group” or (b) writing to the Notice and Claims Agent at Extraction Oil & Gas Ballots Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245. You may also obtain copies of any pleadings filed with the Bankruptcy Court for free by visiting the Debtors’ restructuring website, <https://kccllc.net/extractionog>, or for a fee via PACER at: <http://www.deb.uscourts.gov>. Please be advised that the Notice and Claims is authorized to answer questions about, and provide additional copies of, solicitation materials, but may **not** advise you as to whether you should vote to accept or reject the Plan.

Filing the Plan Supplement. The Debtors will file the Plan Supplement (as defined in the Plan) on or before **December 4, 2020** and will serve notice on all Holders of Claims or Interests entitled to vote on the Plan, which will: (a) inform parties that the Debtors filed the Plan

Supplement; (b) list the information contained in the Plan Supplement; and (c) explain how parties may obtain copies of the Plan Supplement.

BINDING NATURE OF THE PLAN:

IF CONFIRMED, THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THESE CHAPTER 11 CASES, OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN OR VOTED TO REJECT THE PLAN.

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Dated: November 13, 2020
Wilmington, Delaware

/s/ Richard W. Riley

WHITEFORD, TAYLOR & PRESTON LLC¹

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¹ Whiteford, Taylor & Preston LLC operates as Whiteford Taylor & Preston L.L.P. in jurisdictions outside of Delaware.