

## **ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Assignment and Assumption Agreement (this “Assignment”), executed to be effective as of 12:01 a.m. Pacific Daylight Time on October 24, 2019 (the “Effective Date”), is between Antelope Coal LLC, a Delaware limited liability company, Antelope Coal LLC as successor by conversion for Antelope Coal Company, a Wyoming corporation, Cordero Mining LLC, a Delaware limited liability company, Cordero Mining LLC as successor by conversion for Cordero Mining Co., a Delaware corporation, Caballo Rojo LLC, a Delaware limited liability company, Caballo Rojo LLC as successor by conversion for Caballo Rojo, Inc., a Delaware corporation, Spring Creek Coal LLC, a Delaware limited liability company, Youngs Creek Mining Company, LLC, a Delaware limited liability company, Sequatchie Valley Coal Corporation, a Tennessee corporation, and Cloud Peak Energy Resources LLC, a Delaware limited liability company, Cordero Oil and Gas LLC, a Delaware limited liability company (“Assignors”), and Navajo Transitional Energy Company, a Navajo Nation limited liability company (“Assignee”).

### **Recitals**

1. Assignors’ Parent company Cloud Peak Energy, Inc. and Assignors, and Assignee, Navajo Transitional Energy Company, LLC, are parties to that certain Asset Purchase Agreement dated August 19, 2019, as amended (the “Agreement”). Capitalized terms used and not otherwise defined in this Assignment (including the exhibit hereto) shall have the meanings ascribed to them in the Agreement.

2. Pursuant to the Agreement, Assignors agreed, among other things, to assign to Assignee all of Assignors’ right, title and interest in, to and under all Permits that form a part of the Purchased Assets, including but not limited to the Transferred Permits/Licenses described in Exhibit A to this Assignment (“Assigned Permits”).

3. Pursuant to the Agreement, the parties to the Agreement agreed, among other things, to cause Assignee to assume all Assumed Liabilities in, under or related to the Assigned Permits.

4. Assignors and Assignee desire to execute this Assignment with respect to the Assigned Permits in order to fulfill, in part, their obligations under the Agreement.

### **Assignment and Assumption**

For good and valuable consideration, the receipt and sufficiency of which are acknowledged, subject to the terms and conditions set forth in the Agreement, Assignors hereby sell, assign and transfer to Assignee, free and clear of all Encumbrances other than Permitted Exceptions, all of Assignors’ right, title and interest in, to and under the Assigned Permits.

Subject to the terms and conditions set forth in the Agreement, Assignee hereby accepts the foregoing assignment and assumes and agrees to perform and discharge when due all Assumed Liabilities in, under or related to the Assigned Permits.

Notwithstanding the foregoing, to the extent that the sale, assignment and transfer of any Assigned Permit pursuant to this Assignment requires prior consent or approval of any Person or Governmental Authority, and such consent or approval has not been obtained prior to or on the Effective Date, then such Assigned Permit shall be subject to, Section 8.6 of the Agreement and the sale, assignment and transfer of any such Assigned Permit pursuant to this Assignment shall not be effective until such consent or approval shall have been obtained. Upon obtaining such consent or approval, the sale, assignment and transfer of any such Assigned Permit pursuant to this Assignment shall become effective automatically without any further action on the part of the parties hereto. To the greatest extent permitted by Law, all Assumed Liabilities related to or associated with any such Assigned Permit shall be, and shall for all purposes be deemed to be, assumed by Assignee as of the Effective Date and Assignee shall thereafter be fully responsible and liable therefor.

This Assignment incorporates by reference the representations and warranties, and associated limitations and disclaimers, made in the Agreement with respect to the Assigned Permits and no others. This Assignment, being further documentation of the transactions contemplated by the Agreement, is subject in all respects to the terms and conditions of the Agreement. In the event of a conflict between any provision of this Assignment and any provision of the Agreement, the provisions of the Agreement shall control.

This Assignment and the covenants contained herein shall extend to and be binding upon and every benefit hereof shall inure to the parties hereto, their respective successors and assigns. This Assignment may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same agreement. A signed copy of this Assignment delivered by facsimile, e-mail or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Assignment.

*[Signature Page Follows]*

Executed by Assignors and Assignee to be effective as of the Effective Date.

**Assignors:**

Antelope Coal, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Print Name:  
Its:

Antelope Coal Company,  
a Wyoming corporation

By: \_\_\_\_\_  
Print Name:  
Its:

Cordero Mining, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
Print Name:  
Its:

Cordero Mining Co.,  
a Delaware corporation

By: \_\_\_\_\_  
Print Name:  
Its:

**Assignee:**

Navajo Transitional Energy Company, LLC

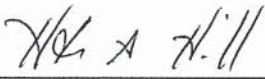
By:  \_\_\_\_\_  
Print Name: Clark Moseley  
Its: Chief Executive Officer

*[Signature Page—Assignment and Assumption Agreement (Permits)]*

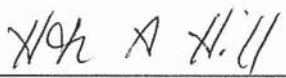
Executed by Assignors and Assignee to be effective as of the Effective Date.

**Assignors:**

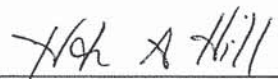
Antelope Coal LLC,  
a Delaware limited liability company

By:   
Print Name: Heath A. Hill  
Its: Executive Vice President and Chief  
Financial Officer

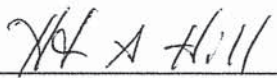
Antelope Coal LLC  
As successor by conversion for  
Antelope Coal Company,  
a Wyoming corporation

By:   
Print Name: Heath A. Hill  
Its: Executive Vice President and Chief  
Financial Officer

Cordero Mining LLC,  
a Delaware limited liability company

By:   
Print Name: Heath A. Hill  
Its: Executive Vice President and Chief  
Financial Officer

Cordero Mining LLC  
As successor by conversion for  
Cordero Mining Co.,  
a Delaware corporation

By:   
Print Name: Heath A. Hill  
Its: Executive Vice President and Chief  
Financial Officer

**Assignee:**

Navajo Transitional Energy Company, LLC

By: \_\_\_\_\_  
Print Name: Clark Moseley  
Its: Chief Executive Officer

Caballo Rojo LLC,  
a Delaware limited liability company

By: HA Hill  
Print Name: Heath A. Hill  
Its: Executive Vice President and Chief  
Financial Officer

Caballo Rojo LLC,  
As successor by conversion for  
Caballo Rojo, Inc.,  
a Delaware corporation

By: HA Hill  
Print Name: Heath A. Hill  
Its: Executive Vice President and Chief  
Financial Officer

Spring Creek Coal LLC  
a Delaware limited liability company

By: HA Hill  
Print Name: Heath A. Hill  
Its: Executive Vice President and Chief  
Financial Officer

Youngs Creek Mining Company, LLC,  
a Delaware limited liability company

By: HA Hill  
Print Name: Heath A. Hill  
Its: Executive Vice President and Chief  
Financial Officer

Sequatchie Valley Coal Corporation,  
a Tennessee corporation

By: Heath A. Hill  
Print Name: Heath A. Hill  
Its: Executive Vice President and Chief  
Financial Officer

Cloud Peak Energy Resources LLC,  
a Delaware limited liability company

By: Heath A. Hill  
Print Name: Heath A. Hill  
Its: Executive Vice President and Chief  
Financial Officer

Cordero Oil and Gas LLC,  
a Delaware limited liability company

By: Heath A. Hill  
Print Name: Heath A. Hill  
Its: Executive Vice President and Chief  
Financial Officer

**Exhibit A**

**Assigned Permits**

*[See attached.]*

## List of Permits for Transfer

Agency	Permit	Permit Number	Mine
USACE	CWA 404 Rivers and Harbors Act sec. 9 and 10	NOW-2009-00943	Antelope
BATFE	Explosives License and Variances	5-WY-009-20-1M-00239	Antelope
EPA	Safe Drinking Water Act (Public Water System)	PWS-WY5601374	Antelope
EPA	RCRA Hazardous Waste Generator ID	WYD121424766	Antelope
FAA	License	84-ANM-752-OE	Antelope
FAA	License	87-ANM-0279-OE	Antelope
FCC	Radio Station Authorizations	WPHZ776	Antelope
FCC	Radio Station Authorizations	WQOU317	Antelope
FCC	Radio Station Authorizations	WQOU318	Antelope
FCC	Radio Station Authorizations	WQOZ622	Antelope
FCC	Radio Station Authorizations	WQRG420	Antelope
FCC	Radio Station Authorizations	WQRG421	Antelope
Mine Safety & Health Administration	Legal Identity	78-01337	Antelope
Mine Safety & Health Administration	Impoundment	1211-WY-09-01337-02	Antelope
Nuclear Regulatory Commission	General Materials License	GL53793-23	Antelope
Wyoming DEQ	Mine Permit	525-T9	Antelope
Wyoming DEQ	Exploration Drilling	161CN	Antelope
Wyoming DEQ	License to Mine Permit	525-L9	Antelope
Wyoming DEQ	Cert. of Liability Insurance	Q6EE896X	Antelope
Wyoming DEQ	NPDES	WY0030198	Antelope
Wyoming DEQ	Stormwater	WYR-000038	Antelope
Wyoming DEQ	Septic System/Sewage UIC Permit	10-295	Antelope
Wyoming DEQ	Air Quality Permit	MD-13361	Antelope
U.S. Forest Service	Special Use Permit	DGL423	
USACE	CWA s. 404 and Rivers and Harbors Act ss. 9 and 10.	NWO-2007-01340	Cordero Rojo
BATFE	Explosives License and Variances	5-WY-005-20-7M-00238	Cordero Rojo
EPA	Safe Drinking Water Act (Public Water System)	PWS-WY5600374	Cordero Rojo
EPA	Safe Drinking Water Act (Public Water System)	PWS-WY5600796	Cordero Rojo



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Agency	Permit	Permit Number	Mine
EPA	RCRA Hazardous Waste Generator ID	WYD-060282076	Cordero Rojo
FAA	Permit	93-ANM-07150OE	Cordero Rojo
FCC	Transmitters License	WPMQ604	Cordero Rojo
FCC	Transmitters License	WPQH784	Cordero Rojo
FCC	Transmitters License	WPWC254	Cordero Rojo
FCC	Transmitters License	WQPY378	Cordero Rojo
FCC	Transmitters License	WQQM683	Cordero Rojo
FCC	Transmitters License	WQQM684	Cordero Rojo
FCC	Transmitters License	WQQM702	Cordero Rojo
FCC	Transmitters License	WQQM704	Cordero Rojo
Mine Safety & Health Administration	Legal Identity	48-00992	Cordero Rojo
Mine Safety & Health Administration	Impoundment Permit Cordero Reservoir	1121-WY-9-00992-01	Cordero Rojo
Mine Safety & Health Administration	Impoundment Permit Kicken Draw Reservoir	1211-WY-9-00992-02	Cordero Rojo
Nuclear Regulatory Commission	Specific Materials License	49-29429-01	Cordero Rojo
Wyoming DEQ	Mine Permit	237-T10	Cordero Rojo
Wyoming DEQ	License to Mine Permit	237-L5	Cordero Rojo
Wyoming DEQ	Land Quality Certificate of Public Liability Insurance	RVMVE6G9	Cordero Rojo
Wyoming DEQ	NPDES	WY-0023761	Cordero Rojo
Wyoming DEQ	Stormwater	WYR-000072	Cordero Rojo
Wyoming DEQ	Septic System/Sewage UIC Permit	75-181R (Sewage Treatment Facility)	Cordero Rojo
Wyoming DEQ	Septic System/Sewage UIC Permit	5C6-5E5	Cordero Rojo
Wyoming DEQ	Septic System/Sewage UIC Permit	5E3-98-1 (UIC General Permit)	Cordero Rojo
Wyoming DEQ	Septic System/Sewage UIC Permit	81-711R (CRI Main Wastewater System)	Cordero Rojo
Wyoming DEQ	Septic System/Sewage UIC Permit	81-712R(CRI Control Room wastewater System)	Cordero Rojo
Wyoming DEQ	Septic System/Sewage UIC Permit	11-259 (New Guard House)	Cordero Rojo
Wyoming DEQ	Air Quality Permit	P0022480	Cordero Rojo
USACE	Jurisdictional Determination	NWO-2007-00980-MTB	Spring Creek

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Agency	Permit	Permit Number	Mine
BAFTE	Explosives License and Variances	9-MT-003-20-8B-00465	Spring Creek
EPA	Safe Drinking Water Act (Public Water System)	MT-0003952	Spring Creek
EPA	Safe Drinking Water Act (Public Water System)	MT-0002009	Spring Creek
EPA	RCRA Hazardous Waste Generator ID	MT-980957369	Spring Creek
FCC	Transmitters License	WXU667	Spring Creek
FCC	Transmitters License	WQQU938	Spring Creek
FCC	Transmitters License	WQQU939	Spring Creek
FCC	Transmitters License	KNAR432	Spring Creek
FCC	Transmitters License	WPJW379	Spring Creek
FCC	Transmitters License	WPQJ441	Spring Creek
Mine Safety & Health Administration	Legal Identity	48-01337	Spring Creek
Mine Safety & Health Administration	Pond 1 Impoundment Permit	1211-MT-09-01457-01	Spring Creek
Mine Safety & Health Administration	South Fork Impoundment Permit	1211-MT-09-01457-02	Spring Creek
Mine Safety & Health Administration	Carbone Flood Control Reservoir Impoundment Permit	1211-MT-09-01457-03	Spring Creek
Montana DNRC	High Hazard Dam Operating Permit (Carbone)		Spring Creek
Nuclear Regulatory Commission	General License	GL-723615-18	Spring Creek
Montana DEQ	Mining Permit	C1979012	Spring Creek
MT DEQ	Certificate of Public Liability Insurance	694HPNE4	Spring Creek
Montana DEQ	NPDES	MT-0024619	Spring Creek
Montana DEQ	Stormwater General Permit Authorization	MTR0000514	Spring Creek
Montana DEQ	Air Quality Permit	1120-12	Spring Creek

## List of Permits for Transfer

Agency	Permit	Permit Number	Mine
Sheridan County Public Works Permit	Driveway Permit (Permit allowing approaches onto Youngs Creek County Road)	Permit 18-12A	Youngs Creek
BAFTE	Explosive License	5-WY-033-22-1J-00327	Youngs Creek
Mine Safety & Health Administration	Legal Identity	48-01820	Youngs Creek
EPA	RCRA Hazardous Waste Generator ID	WYR000218966	Youngs Creek
Wyoming DEQ	Permit to Mine	407-T7	Youngs Creek
Wyoming DEQ	License to Mine	LTM 407-T5-L5	Youngs Creek
Wyoming DEQ	Land Quality Certificate of Public Liability Insurance	GHXQXSC9	Youngs Creek
Wyoming DEQ	NPDES	WY0096288	Youngs Creek
Wyoming DEQ	Construction Stormwater Discharge General Permit	WYR-105684	Youngs Creek
Wyoming DEQ	Permit to Operate	P0024332	Youngs Creek
FCC	Radio Station Authorizations	WQWW644	Cloud Peak Energy Resources LLC
FCC	Radio Station Authorizations	WQWW645	Cloud Peak Energy Resources LLC
FCC	Radio Station Authorizations	WRCY526	Cloud Peak Energy Resources LLC
FCC	Radio Station Authorizations	WRCY530	Cloud Peak Energy Resources LLC
FCC	Radio Station Authorizations	WRCY531	Cloud Peak Energy Resources LLC
FCC	Radio Station Authorizations	WRCY623	Cloud Peak Energy Resources LLC
FCC	Radio Station Authorizations	WRCY624	Cloud Peak Energy Resources LLC
FCC	Radio Station Authorizations	WRCY625	Cloud Peak Energy Resources LLC
FCC	Radio Station Authorizations	WRCY626	Cloud Peak Energy Resources LLC
FCC	Radio Station Authorizations	WRCY627	Cloud Peak Energy Resources LLC
FCC	Radio Station Authorizations	WRCY628	Cloud Peak Energy Resources LLC
FCC	Radio Station Authorizations	WRCY632	Cloud Peak Energy Resources LLC

## List of Permits for Transfer

Agency	Permit	Permit Number	Mine
Mine Safety & Health Administration	Legal Identity	40-00759	Sequatchie Valley
OSMRE	Federal Mining Permit	83-C-031	Sequatchie Valley
OSMRE	Federal Mining Permit	2409	Sequatchie Valley
OSMRE	Federal Mining Permit	2408	Sequatchie Valley
OSMRE	Federal Mining Permit	79-183	Sequatchie Valley
OSMRE	Federal Mining Permit	81-143	Sequatchie Valley
Tennessee Department of Environment and Conservation	Certificate of Public Liability Insurance	DESRKZTG	Sequatchie Valley
Tennessee Department of Environment and Conservation	NPDES Permit	TN0079162	Sequatchie Valley
Tennessee Department of Environment and Conservation	NPDES Permit	TN0045951	Sequatchie Valley
Wyoming DEQ	Air Quality Permits	Various	Cordero Oil & Gas
Wyoming DEQ	Air Quality Waivers	Various	Cordero Oil & Gas
Wyoming SEO		Various	Cordero Oil & Gas
Wyoming Oil and Gas Commission	Well Permits	Various	Cordero Oil & Gas