

NOTICE TO MEMBERS
OF
SAMSON RESOURCES II, LLC

September 29, 2017

Dear Samson Resources II, LLC Member:

You are receiving this Notice to Members (this “Notice”) in accordance with Section 12.2 of the Amended and Restated Limited Liability Company Agreement of Samson Resources II, LLC (the “Company”), dated March 1, 2017 (the “LLC Agreement”). Capitalized terms used but not defined herein shall have the meaning set forth in the LLC Agreement.

This Notice serves to inform you that pursuant to Section 6.1 of the LLC Agreement, the Board of Directors of the Company (the “Board”) has determined it is desirable and in the best interests of the Company and its Members for the Company to make a cash distribution (the “Distribution”) to its Members of record as of the close of business on October 17, 2017 (the “Record Date”) in the aggregate amount of \$250,250,000 (or approximately \$11.00 per Class A Unit). The Board has authorized the Company to pay the Distribution on October 31, 2017 (the “Payment Date”).

All transfer documentation to properly effect and record any transfer of the Company’s Class A Units in the Company’s Member Ledger prior to the close of business on the Record Date must be received by the Company at Samson Resources II, LLC, 15 East 5th Street, Tulsa, OK 74103, Attn: Sharolyn Whiting-Ralston, no later than 3:00 p.m. Central Time on October 13, 2017. Transfers of Class A Units recorded in the Company’s Member Ledger after such time will be ex-Distribution.

Additionally, in order to receive the Distribution by wire transfer on the Payment Date, you must provide your wire instructions and a completed Form W-9, Form W-8BEN or Form W-8ECI, as applicable, to Computershare at Stephanie.Manzanares.computershare.com (with a copy to legal@samson.com) before the close of business on the Record Date. Each Member that is a “United States person” must complete a Form W-9 in order for the Company to comply with its tax filing obligations and to establish that such Member is not subject to certain withholding tax obligations that are applicable to non-United States persons. Members that are not “United States persons” are required to provide information about their status for withholding tax purposes on Form W-8BEN or on Form W-8ECI, as applicable. Please include your Computershare account number on the form. If you fail to timely provide such documentation to Computershare, then a check will be mailed to your address of record, and the amount distributed will be decreased by any amounts that are required to be withheld by the Company under applicable tax laws.

Should you have any questions about this Notice, please feel free to contact Sharolyn Whiting-Ralston at legal@samson.com.

Very truly yours,

Samson Resources II, LLC

By: 

Name: Sharolyn Whiting-Ralston

Title: General Counsel, VP-Human Resources and Corporate Secretary