

**IN RE: SABLE PERMIAN RESOURCES LLC, ET AL. (THE “DEBTORS”)
(BANKR. S.D. TEX. CHAPTER 11 CASE NO. 20-33193 (MI) JOINTLY ADMINISTERED)**

**NOTICE OF DISTRIBUTION TO HOLDERS OF
THE DEBTORS’ PUBLICLY TRADED SECURITIES**

On January 29, 2021, the United States Bankruptcy Court for the Southern District of Texas—Houston Division entered an order [Docket No. 844] (the “**Confirmation Order**”) confirming the *Third Amended Joint Plan of Reorganization and Liquidation for Sable Permian Resources, LLC and its Affiliate Debtors under Chapter 11 of the Bankruptcy Code* (attached to the Confirmation Order as Exhibit 1, the “**Plan**”). The “Effective Date”¹ of the Plan occurred on February 1, 2021.

Class 8 (Secured Notes Deficiency Claims)

**Deemed Cancellation of Secured Notes Deficiency Claims,
Use of DTC’s ATOP and Registration Form, and
Distribution of New Warrants Outside DTC to Holders of Secured Notes**

In accordance with the Plan, the Debtors’ 12.000% senior secured first lien notes due 2024 (Reg-S) (CUSIP U02567AJI), 12.000% senior secured first lien notes due 2024 (144A) (CUSIP 02563LAJ7) and 12.000% senior secured first lien notes due 2024 (AI) (CUSIP 02563LAK4) (together, the “**Secured Notes**”) listed in the table below were deemed cancelled as of the Effective Date.²

For the purpose of obviating the need to collect medallion guarantees from broker nominees, the Depository Trust Company (“**DTC**”) used its Automated Tender Offer Program (“**ATOP**”) for the purpose of collecting certifications from holders of the Secured Notes (the “**Secured Notes ATOP Option**”), which is being used in tandem with the “**Registration Form**” (attached hereto as **Exhibit A**) to issue the New Warrants outside DTC. For the avoidance of doubt, the Debtors’ claims and noticing agent and administrative advisor Prime Clerk LLC (“**Prime Clerk**”) will collect, process, and validate the Registration Forms *outside DTC*, and no entitlements will be allocated to holders of Secured Notes through DTC.

Issuer of Secured Notes	Security Description of Secured Notes Deemed Cancelled on Effective Date	CUSIP / ISIN of Secured Notes
Sable Permian Resources Finance, LLC and SPR Finance Corporation	12.000% senior secured first lien notes due 2024 (Reg-S)	CUSIP U02567AJ1 ISIN USU02567AJ11
Sable Permian Resources Finance, LLC and SPR Finance Corporation	12.000% senior secured first lien notes due 2024 (144A)	CUSIP 02563LAJ7 ISIN US02563LAJ70
Sable Permian Resources Finance, LLC and SPR Finance Corporation	12.000% senior secured first lien notes due 2024 (AI)	CUSIP 02563LAK4 ISIN US02563LAK44

¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Plan. The description of the Plan is qualified in its entirety by the terms of the Plan.

² Pursuant to Article V.R of the Plan, although the Secured Notes are deemed cancelled as of the Effective Date, the Secured Notes continue in existence solely for the purpose of enabling the Debtors to make distributions to holders of such Secured Notes.

DTC will keep the Secured Notes ATOP Option open for twenty (20) business days after the February 1st Effective Date, which date will be Tuesday March 2, 2021. Upon the twentieth (20th) business day following the Effective Date, DTC will take down the Secured Notes ATOP Option, the Secured Notes will be removed from DTC’s system, and holders of the Secured Notes that have not tendered into the Secured Notes ATOP Option will be required to coordinate with Prime Clerk *outside DTC* for the purpose of confirming their entitlement to receive New Warrants.

Pursuant to Article VII.D(5)(b) of the Plan, holders that do not provide the necessary (and/or complete) registration information and certifications to Prime Clerk by the one year anniversary of the Effective Date (*i.e.*, February 1, 2022), shall forfeit their New Warrants altogether.

Class 9 (Unsecured Notes Claims)

Deemed Cancellation of Unsecured Notes, Use of DTC’s ATOP and Registration Form, and Distribution of New Warrants *Outside DTC* to Holders of Unsecured Notes

In accordance with the Plan, the Debtors’ 7.375% Senior Notes due 2021 (144A) (CUSIP 02563LAC2), 7.375% Senior Notes due 2021 (REGS) (CUSIP U02567AC6), 7.125% Senior Notes due 2020 (144A) (CUSIP 02563LAB4) and 7.125% Senior Notes due 2020 (REGS) (CUSIP U02567AB8) (together, the “**Unsecured Notes**”) listed in the table below were deemed cancelled as of the Effective Date.³

For the purpose of obviating the need to collect medallion guarantees from broker nominees, DTC used ATOP for the purpose of collecting certifications from holders of the Unsecured Notes (the “**Unsecured Notes ATOP Option**”), which is being used in tandem with the “**Registration Form**” (attached hereto as **Exhibit A**) to issue the New Warrants *outside DTC*. For the avoidance of doubt, Prime Clerk will collect, process, and validate the Registration Forms, and no entitlements will be allocated to holders of Unsecured Notes through DTC.

Issuer of Unsecured Notes	Security Description of Unsecured Notes Deemed Cancelled on Effective Date	CUSIP / ISIN of Unsecured Notes
Sable Permian Resources Finance, LLC and SPR Finance Corporation	7.375% Senior Notes due 2021 (144A)	CUSIP 02563LAC2 ISIN US02563LAC28
Sable Permian Resources Finance, LLC and SPR Finance Corporation	7.375% Senior Notes due 2021 (REGS)	CUSIP U02567AC6 ISIN USU02567AC67
Sable Permian Resources Finance, LLC and SPR Finance Corporation	7.125% Senior Notes due 2020 (144A)	CUSIP 02563LAB4 ISIN US02563LAB45
Sable Permian Resources Finance, LLC and SPR Finance Corporation	7.125% Senior Notes due 2020 (REGS)	CUSIP U02567AB8 ISIN USU02567AB84

³ Pursuant to Article V.R of the Plan, although the Unsecured Notes are deemed cancelled as of the Effective Date, the Unsecured Notes continue in existence solely for the purpose of enabling the Debtors to make distributions to holders of the Unsecured Notes.

DTC will keep the Unsecured Notes ATOP Option open for twenty (20) business days after the February 1st Effective Date, which date will be Tuesday March 2, 2021. Upon the twentieth (20th) business day following the Effective Date, DTC will take down the Unsecured Notes ATOP Option, the Unsecured Notes will be removed from DTC's system, and holders of the Unsecured Notes that have not tendered into the Unsecured Notes ATOP Option will be required to coordinate with Prime Clerk *outside DTC* for the purpose of confirming their entitlement to receive New Warrants.

Pursuant to Article VII.D(5)(b) of the Plan, holders that do not provide the necessary (and/or complete) registration information and certifications to Prime Clerk by the one year anniversary of the Effective Date (*i.e.*, February 1, 2022), shall forfeit their New Warrants altogether.

If you have any general questions or concerns, please Prime Clerk by emailing SableBallots@primeclerk.com.