

**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)
)	Re: Docket Nos. 338, 440 and 445

SECOND AMENDED NOTICE OF HEARING TO CONSIDER APPROVAL OF THE DISCLOSURE STATEMENT, SOLICITATION MOTION AND BACKSTOP MOTION

PLEASE TAKE NOTICE that on July 30, 2020, the above-captioned debtors and debtors in possession (collectively, the “Debtors”), filed the *Joint Plan of Reorganization of Extraction Oil & Gas, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 337] (as may be amended, modified, or supplemented in accordance with the terms therein, the “Plan”) and on July 31, 2020 filed the proposed *Disclosure Statement for the Joint Plan of Reorganization of Extraction Oil & Gas, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 338] (as may be amended, modified, or supplemented, the “Disclosure Statement”).

PLEASE TAKE FURTHER NOTICE that on August 13, 2020, the Debtors filed the *Debtors’ Motion for Entry of an Order (I) Approving the Adequacy of Information in the Disclosure Statement, (II) Approving the Solicitation and Notice Procedures, (III) Approving the Forms of Ballots and Notices in Connection Therewith, (IV) Scheduling Certain Dates with Respect Thereto, and (V) Granting Related Relief* [Docket No. 440] (the “Solicitation Motion”).

PLEASE TAKE FURTHER NOTICE that on August 14, 2020, the Debtors filed *Debtors’ Motion for an Order (I) (A) Authorizing the Debtors to Enter Into the Backstop Commitment Agreement, (B) Authorizing the Debtors to Perform All Obligations Under the Backstop Commitment Agreement and (C) Approving the Rights Offering Procedures and Related Forms and (II) Granting Related Relief* [Docket No. 445] (the “Backstop Motion”).

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Disclosure Statement, the Solicitation Motion, and the Backstop Motion was originally scheduled for September 3, 2020 at 11:00 a.m. (ET) and the deadline to object to the Court’s approval of the Disclosure Statement, the Solicitation Motion and the Backstop Motion was originally August 27, 2020 at 4:00 p.m. (ET).

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.



PLEASE TAKE FURTHER NOTICE that pursuant to the *Notice of Adjournment of Hearing to Consider Approval of the Disclosure Statement and Solicitation Motion* filed on August 27, 2020 [Docket No. 536] and the *Notice of Hearing to Consider Approval of (I) Disclosure Statement for Joint Chapter 11 Plan of Extraction Oil & Gas, Inc., and Its Debtor Affiliates, (II) the Solicitation Motion and (III) the Backstop Motion* filed on September 2, 2020 [Docket No. 575], the hearing to consider approval of the Disclosure Statement, the Solicitation Motion, and the Backstop Motion was rescheduled to October 2, 2020 at 10:00 a.m. and the deadline to object to the Court's approval of the Disclosure Statement, the Solicitation Motion and the Backstop Motion was set as September 26, 2020 at 4:00 p.m. (ET).

PLEASE TAKE FURTHER NOTICE that pursuant to the *Amended Notice of Hearing to Consider Approval of the Disclosure Statement, Solicitation Motion and Backstop Motion* filed on October 2, 2020 [Docket No. 767], the hearing to consider approval of the Disclosure Statement, the Solicitation Motion, and the Backstop Motion was rescheduled to November 2, 2020 at 10:00 a.m. and the deadline to object to the Court's approval of the Disclosure Statement, the Solicitation Motion and the Backstop Motion was set as October 26, 2020 at 4:00 p.m. (ET).

PLEASE TAKE FURTHER NOTICE that on October 22, 2020, the Debtors filed the *Notice of Filing of Revised Exhibits to Debtors' Motion for an Order (I) (A) Authorizing the Debtors to Enter Into the Backstop Commitment Agreement, (B) Authorizing the Debtors to Perform All Obligations Under the Backstop Commitment Agreement and (C) Approving the Rights Offering Procedures and Related Forms and (II) Granting Related Relief* [Docket No. 880].

PLEASE TAKE FURTHER NOTICE that on October 22, 2020, the Debtors filed the *First Amended Joint Plan of Reorganization of Extraction Oil & Gas, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 881] and on October 23, 2020, filed the *First Amended Disclosure Statement for the Joint Plan of Reorganization of Extraction Oil & Gas, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 883].

PLEASE TAKE FURTHER NOTICE that the deadline to object to the approval of the Disclosure Statement, the Solicitation Motion, and the Backstop Motion has been modified as set forth herein.

PLEASE TAKE FURTHER NOTICE THAT:

1. A telephonic hearing (the "Hearing") will be held before the Honorable Christopher S. Sontchi, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), 824 North Market Street, 5th Floor, Courtroom 6, Wilmington, Delaware 19801, on **November 2, 2020 at 10:00 a.m. (prevailing Eastern Time)**, to consider approval of the Disclosure Statement, the Solicitation Motion, and the Backstop Motion.

2. Any party in interest wishing to obtain a copy of the Disclosure Statement, the Plan, the Solicitation Motion or the Backstop Motion should contact Kurtzman Carson Consultants, the Debtors' solicitation agent, in writing at Extraction Oil & Gas Claims Processing Center, c/o KCC,

222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245, or by email at XOGInfo@kccllc.com with a reference to “Extraction” in the subject line. Interested parties may also review the Disclosure Statement, the Plan, the Solicitation Motion and the Backstop Motion free of charge at <https://www.kccllc.net/extractionog>. In addition, the Disclosure Statement, the Plan, the Solicitation Motion and the Backstop Motion are on file with the Bankruptcy Court and may be reviewed by accessing the Bankruptcy Court’s website: www.deb.uscourts.gov. Note that a PACER password and login are needed to access documents on the Bankruptcy Court’s website. A PACER password can be obtained at: www.pacer.psc.uscourts.gov. Copies of the Disclosure Statement, the Plan, the Solicitation Motion and the Backstop Motion may also be examined by interested parties during normal business hours at the office of the Clerk of the Bankruptcy Court.

3. Objections, if any, to approval of the Disclosure Statement, the Solicitation Motion or the Backstop Motion must: (a) be in writing, (b) comply with the Bankruptcy Rules and the Local Rules, (c) set forth the name of the objector and the nature and amount of any claim or interest asserted by the objector against or in the Debtors, (d) state with particularity the legal and factual bases for the objection, and (e) be filed, contemporaneously with a proof of service, with the Bankruptcy Court and served on the following parties by no later than **October 28, 2020 at 12:00 p.m.** (prevailing Eastern Time):

Counsel to the Debtors	Co-Counsel to the Debtors
Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022 Attn.: Christopher Marcus, P.C. (christopher.marcus@kirkland.com), Allyson Smith Weinhouse (allyson.smith@kirkland.com), and Ciara Foster (ciara.foster@kirkland.com)	Whiteford, Preston & Taylor LLC The Renaissance Centre 405 North King Street, Suite 500 Wilmington, Delaware 19801 Attn.: Marc R. Abrams (mabrams@wtplaw.com), Richard W. Riley (rriley@wtplaw.com), and Stephen B. Gerald (sgerald@wtplaw.com)
Counsel to the Ad Hoc Noteholder Group	Co-Counsel to the Ad Hoc Noteholder Group
Paul, Weiss, Rifkind, Wharton & Garrison LLP 1285 Avenue of the Americas New York, New York 10019 Attn.: Andrew Rosenberg (arosenberg@paulweiss.com), Alice Belisle Eaton (aeaton@paulweiss.com), Christopher Hopkins (chopkins@paulweiss.com), Douglas Keeton (dkeeton@paulweiss.com), and Omid Rahnama (orahnama@paulweiss.com)	Young Conaway Stargatt & Taylor, LLP 1000 N. King Street Wilmington, Delaware 19801 Attn: Pauline K. Morgan (pmorgan@ycst.com), Seam T. Greecher (sgreecher@ycst.com)
Counsel to the Unsecured Creditors Committee	Co-Counsel to Unsecured Creditors Committee
Stroock & Stroock & Lavan LLP 180 Maiden Lane New York, NY 10038 Attn.: Kristopher M. Hansen (khansen@stroock.com), Frank A. Merola (fmerola@stroock.com), Erez E. Gilad (egilad@stroock.com), and Jason M. Pierce (jpierce@stroock.com)	Cole Schotz P.C. 500 Delaware Avenue, Suite 1410 Wilmington, Delaware 19801 Attn: G. David Dean (ddean@coleschotz.com), Andrew J. Roth-Moore (aroth- moore@coleschotz.com)

The United States Trustee	Counsel to the DIP Agent and DIP Lenders
<p>The United States Trustee for the District of Delaware 844 King Street, Suite 2207, Lockbox 35 Wilmington, Delaware 19801 Attn: Richard Schepacarter (richard.schepacarter@usdoj.gov)</p>	<p>Bracewell LLP 711 Louisiana Street, Suite 2300, Houston, Texas 77002, Attn.: Dewey J. Gonsoulin Jr. (dewey.gonsoulin@bracewell.com), Mark Dendinger (mark.dendinger@bracewell.com), William A. (Trey) Wood III (trey.wood@bracewell.com), and Heather Brown (heather.brown@bracewell.com)</p>
Co-Counsel to the DIP Agent and DIP Lenders	
<p>Burr & Forman LLP 1201 N. Market Street, Suite 1400 Wilmington, Delaware 19801 Attn: J. Cory Falgowski (jfalgowski@burr.com)</p>	

PLEASE TAKE FURTHER NOTICE that the Debtors reserve the right to make amendments or modifications to the Disclosure Statement or the Plan at any time prior to or as a result of matters arising during the Hearing and to continue or further adjourn the Disclosure Statement Hearing from time to time without further notice other than the announcement of the adjourned date(s) through a filing on the docket in these chapter 11 cases, including a notice of agenda for the Hearing, and/or at the Hearing or any continuance thereof.

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Dated: October 23, 2020
Wilmington, Delaware

/s/ Richard W. Riley

WHITEFORD, TAYLOR & PRESTON LLC²

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² Whiteford, Taylor & Preston LLC operates as Whiteford Taylor & Preston L.L.P. in jurisdictions outside of Delaware.