

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-K

Annual Report Pursuant to Section 13 or 15(d) of the Securities  
Exchange Act of 1934 for the fiscal year ended December 31, 2019

Transition Report Pursuant to Section 13 or 15(d) of the Securities  
Exchange Act of 1934 for the transition Period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number: 000-50175

**DORCHESTER MINERALS, L.P.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

81-0551518  
(I.R.S. Employer Identification No.)

3838 Oak Lawn Avenue, Suite 300  
Dallas, Texas 75219  
(Address of principal executive offices) (Zip Code)

(214) 559-0300  
(Registrant's telephone number, including area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Units Representing Limited Partnership Interest	DMLP	NASDAQ Global Select Market

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

Title of Class  
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer   
Smaller reporting company  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.): Yes  No

The aggregate market value of the common units held by non-affiliates of the registrant (treating all managers, executive officers and 10% unitholders of the registrant as if they may be affiliates of the registrant) was approximately \$578,807,742 as of the last business day of the registrant's most recently completed second fiscal quarter, based on \$18.31 per unit, the closing price of the common units as reported on the NASDAQ Global Select Market on such date.

Number of Common Units outstanding as of February 27, 2020: 34,679,774

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the definitive proxy statement for the registrant's 2020 Annual Meeting of Unitholders to be held on May 13, 2020, are incorporated by reference in Part III of this Form 10-K. Such definitive proxy statement will be filed with the Securities and Exchange Commission not later than 120 days subsequent to December 31, 2019.

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## PART I.

### ITEM 1. BUSINESS

#### General

Dorchester Minerals, L.P. is a publicly traded Delaware limited partnership that commenced operations on January 31, 2003, upon the combination of Dorchester Hugoton, Ltd., Republic Royalty Company, L.P. and Spinnaker Royalty Company, L.P. Dorchester Hugoton was a publicly traded Texas limited partnership, and Republic and Spinnaker were private Texas limited partnerships. We have established a website at [www.dmlp.net](http://www.dmlp.net) that contains the last annual meeting presentation and a link to the NASDAQ website. You may obtain all current filings free of charge at our website. We will provide electronic or paper copies of our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished to the Securities and Exchange Commission ("SEC") free of charge upon written request at our executive offices. In this report, the term "Partnership," as well as the terms "us," "our," "we," and "its" are sometimes used as abbreviated references to Dorchester Minerals, L.P. itself or Dorchester Minerals, L.P. and its related entities.

Our general partner is Dorchester Minerals Management LP, which is managed by its general partner, Dorchester Minerals Management GP LLC. As a result, the Board of Managers of Dorchester Minerals Management GP LLC exercises effective control of the Partnership. In this report, the term "General Partner" is used as an abbreviated reference to Dorchester Minerals Management LP. Our General Partner also controls and owns, directly and indirectly, all of the Partnership interests in Dorchester Minerals Operating LP and its general partner. Dorchester Minerals Operating LP owns working interests and other properties underlying our Net Profits Interests (or "NPIs"), provides day-to-day operational and administrative services to us and our General Partner, and is the employer of all the employees who perform such services. In this report, the term "Operating Partnership" is used as an abbreviated reference to Dorchester Minerals Operating LP. Our General Partner and the Operating Partnership are Delaware limited partnerships, and the general partners of their general partners are Delaware limited liability companies.

On March 29, 2019, pursuant to a Contribution and Exchange Agreement with H. Huffman & Co., A Limited Partnership, an Oklahoma limited partnership ("HHC"), The Buffalo Co., A Limited Partnership, an Oklahoma limited partnership ("TBC" and together with HHC, the "Acquired Entities"), Huffman Oil Co., L.L.C., an Oklahoma limited liability company, and the equity holders of the Acquired Entities, the Partnership acquired (the "Huffman Acquisition") (i) a 96.97% net profits interest in certain working interests in various oil and gas properties owned by HHC, (ii) all of the minerals and royalty interests held by HHC, and (iii) all of the minerals and royalty interests held by TBC in exchange for 2,400,000 common units representing limited partnership interests in the Partnership ("Common Units") valued at \$43.8 million and issued pursuant to the Partnership's acquisition shelf registration statements on Form S-4. The mineral and royalty properties acquired consist of varying undivided interests totaling approximately 76,000 net acres located in 169 counties in 14 states.

Our business may be described as the acquisition, ownership and administration of Royalty Properties and NPIs. The NPIs represent net profits overriding royalty interests burdening various properties owned by the Operating Partnership. We receive monthly payments equaling 96.97% of the net profits realized by the Operating Partnership from these properties in the preceding month. The Royalty Properties consist of producing and nonproducing mineral, royalty, overriding royalty, net profits, and leasehold interests located in 592 counties and parishes in 27 states ("Royalty Properties").

Our partnership agreement requires that we distribute quarterly an amount equal to all funds that we receive from the Royalty Properties and the NPIs (other than cash proceeds received by the Partnership from a public or private offering of securities of the Partnership) less certain expenses and reasonable reserves.

Our partnership agreement allows us to grow by acquiring additional oil and natural gas properties, subject to the limitations described below. The approval of the holders of a majority of our outstanding common units is required for our General Partner to cause us to acquire or obtain any oil and natural gas property interest, unless the acquisition is complementary to our business and is made either:

- in exchange for our limited partner interests, including common units, not exceeding 40% of the common units outstanding after issuance; or
- in exchange for cash proceeds of any public or private offer and sale of limited partner interests, including common units, or options, rights, warrants or appreciation rights relating to the limited partner interests, including common units; or
- in exchange for other cash from our operations, if the aggregate cost of any acquisitions made for cash during the twelve-month period ending on the first to occur of the execution of a definitive agreement for the acquisition or its consummation is no more than 10% of our aggregate cash distributions for the four most recent fiscal quarters.

Unless otherwise approved by the holders of a majority of our common units, in the event that we acquire properties for a combination of cash and limited partner interests, including common units, (i) the cash component of the acquisition consideration must be equal to or less than 5% of the aggregate cash distributions made by the Partnership for the four most recent quarters and (ii) the amount of limited partnership interests, including common units, to be issued in such acquisition, after giving effect to such issuance, shall not exceed 10% of the common units outstanding.

## **Credit Facilities and Financing Plans**

We do not have a credit facility in place, nor do we anticipate doing so. We do not anticipate incurring any debt, other than trade debt incurred in the ordinary course of our business. Our partnership agreement prohibits us from incurring indebtedness, other than trade payables, (i) in excess of \$50,000 in the aggregate at any given time; or (ii) which would constitute "acquisition indebtedness" (as defined in Section 514 of the Internal Revenue Code of 1986, as amended), in order to avoid unrelated business taxable income for federal income tax purposes. We may finance any growth of our business through acquisitions of oil and natural gas properties by issuing additional limited partnership interests or with cash, subject to the limits described above and in our partnership agreement.

Under our partnership agreement, we may also finance our growth through the issuance of additional partnership securities, including options, rights, warrants and appreciation rights with respect to partnership securities from time to time in exchange for the consideration and on the terms and conditions established by our General Partner in its sole discretion. However, we may not issue limited partnership interests that would represent over 40% of the outstanding limited partnership interests immediately after giving effect to such issuance or that would have greater rights or powers than our common units without the approval of the holders of a majority of our outstanding common units. Except in connection with qualifying acquisitions, we do not currently anticipate issuing additional partnership securities. We have effective registration statements registering an aggregate of 20,000,000 common units that may be offered and issued by the Partnership from time to time in connection with asset acquisitions or other business combination transactions. During 2019, the Partnership issued 2,400,000 common units in connection with a transaction effectuated by the Contribution and Exchange Agreement dated March 29, 2019. The Partnership filed an acquisition shelf registration statement on Form S-4 that became effective June 6, 2019 and a shelf registration statement on Form S-3 that became effective August 21, 2019. At present, 20,000,000 units remain available under the Partnership's registration statements.

## **Regulation**

Many aspects of the production, pricing and marketing of oil and natural gas are regulated by federal and state agencies. Legislation affecting the oil and natural gas industry is under constant review for amendment or expansion, which frequently increases the regulatory burden on affected members of the industry.

Exploration and production operations are subject to various types of regulation at the federal, state and local levels. Such regulation includes:

- permits for the drilling of wells;
- bonding requirements in order to drill or operate wells;
- the location and number of wells;
- the method of drilling and completing wells;
- the surface use and restoration of properties upon which wells are drilled;
- the plugging and abandonment of wells;
- numerous federal and state safety requirements;
- environmental requirements;
- property taxes and severance taxes; and
- specific state and federal income tax provisions.

Oil and natural gas operations are also subject to various conservation laws and regulations. These regulations govern the size of drilling and spacing units or proration units and the density of wells that may be drilled and the unitization or pooling of oil and natural gas properties. In addition, state conservation laws establish a maximum allowable production from oil and natural gas wells. These state laws also generally prohibit the venting or flaring of natural gas and impose certain requirements regarding the ratable production. These regulations can limit the amount of oil and natural gas that the operators of our properties can produce.

The transportation of oil and natural gas after sale by operators of our properties is sometimes subject to regulation by state authorities. The interstate transportation of oil and natural gas is subject to federal governmental regulation, including regulation of tariffs and various other matters, primarily by the Federal Energy Regulatory Commission.

## Customers and Pricing

The pricing of oil and natural gas sales is primarily determined by supply and demand in the marketplace and can fluctuate considerably. As a royalty owner and non-operator, we have extremely limited access to timely information, involvement, and operational control over the volumes of oil and natural gas produced and sold and the terms and conditions on which such volumes are marketed and sold.

The Operating Partnership sells its Oklahoma Hugoton field natural gas production to DCP Midstream, LP, a gas processor and purchaser under a processing and purchase agreement. The agreement is automatically renewed annually unless cancelled by either party. We believe that the loss of DCP Midstream, LP would cause a temporary interruption until we contract with alternative purchasers in the area.

## Competition

The energy industry in which we compete is subject to intense competition among many companies, both larger and smaller than we are, many of which have financial and other resources greater than we have.

## Business Opportunities Agreement

Pursuant to a business opportunities agreement among us, our General Partner, the general partner of our General Partner, and the owners of the general partner of our General Partner (the "GP Parties"), we have agreed that, except with the consent of our General Partner, which it may withhold in its sole discretion, we will not engage in any business not permitted by our partnership agreement, and we will have no interest or expectancy in any business opportunity that does not consist exclusively of the oil and natural gas business within a designated area that includes portions of Texas County, Oklahoma and Stevens County, Kansas. All opportunities that are outside the designated area or are not oil and natural gas business activities are called renounced opportunities.

The parties also have agreed that, as long as the activities of the General Partner, the GP Parties and their affiliates or manager designees are conducted in accordance with specified standards, or are renounced opportunities:

- our General Partner, the GP Parties and their affiliates or the manager designees will not be prohibited from engaging in the oil and natural gas business or any other business, even if such activity is in direct or indirect competition with our business activities;
- affiliates of our General Partner, the GP Parties and their affiliates and the manager designees will not have to offer us any business opportunity;
- we will have no interest or expectancy in any business opportunity pursued by affiliates of our General Partner, the GP Parties or their affiliates and the manager designees; and
- we waive any claim that any business opportunity pursued by our General Partner, the GP Parties or their affiliates and the manager designees constitutes a corporate opportunity that should have been presented to us.

The standards specified in the business opportunities agreement generally provide that the GP Parties and their affiliates and manager designees must conduct their business through the use of their own personnel and assets and not with the use of any personnel or assets of us, our General Partner or Operating Partnership. A manager designee or personnel of a company in which any affiliate of our General Partner or any GP Party or their affiliates has an interest or in which a manager designee is an owner, director, manager, partner or employee (except for our General Partner and its general partner and their subsidiaries) is not allowed to usurp a business opportunity solely for his or her personal benefit, as opposed to pursuing, for the benefit of the separate party an opportunity in accordance with the specified standards.

In certain circumstances, if a GP Party or any subsidiary thereof, any officer of the general partner of our General Partner or any of their subsidiaries, or a manager of the general partner of our General Partner that is an affiliate of a GP Party signs a binding agreement to purchase oil and natural gas interests, excluding oil and natural gas working interests, then such party must notify us prior to the consummation of the transactions so that we may determine whether to pursue the purchase of the oil and natural gas interests directly from the seller. If we do not pursue the purchase of the oil and natural gas interests or fail to respond to the purchasing party's notice within the provided time, the opportunity will also be considered a renounced opportunity.

In the event any GP Party or one of their subsidiaries acquires an oil and natural gas interest, including oil and natural gas working interests, in the designated area, it will offer to sell these interests to us within one month of completing the acquisition. This obligation also applies to any package of oil and natural gas interests, including oil and natural gas working interests, if at least 20% of the net acreage of the package is within the designated area; however, this obligation does not apply to interests purchased in a transaction in which the procedures described above were applied and followed by the applicable affiliate.

## Operating Hazards and Uninsured Risks

Our operations do not directly involve the operational risks and uncertainties associated with drilling for, and the production and transportation of, oil and natural gas. However, we may be indirectly affected by the operational risks and uncertainties faced by the operators of our properties, including the Operating Partnership, whose operations may be materially curtailed, delayed or canceled as a result of numerous factors, including:

- the presence of unanticipated pressure or irregularities in formations;
- accidents;
- title problems;
- weather conditions;
- compliance with governmental requirements; and
- shortages or delays in the delivery of equipment.

Also, the ability of the operators of our properties to market oil and natural gas production depends on numerous factors, many of which are beyond their control, including:

- capacity and availability of oil and natural gas systems and pipelines;
- effect of federal and state production and transportation regulations;
- changes in supply and demand for oil and natural gas; and
- creditworthiness of the purchasers of oil and natural gas.

The occurrence of an operational risk or uncertainty that materially impacts the operations of the operators of our properties could have a material adverse effect on the amount that we receive in connection with our interests in production from our properties, which could have a material adverse effect on our financial condition or result of operations.

In accordance with customary industry practices, we maintain insurance against some, but not all, of the risks to which our business exposes us. While we believe that we are reasonably insured against these risks, the occurrence of an uninsured loss could have a material adverse effect on our financial condition or results of operations.

## Employees

As of February 27, 2020, the Operating Partnership had 28 full-time employees in our Dallas, Texas corporate office and 6 full-time employees in field locations.

## ITEM 1A. RISK FACTORS

### Risks Related to Our Business

*Our cash distributions are highly dependent on oil and natural gas prices, which have historically been very volatile.*

Our quarterly cash distributions depend significantly on the prices realized from the sale of oil and, in particular, natural gas. Historically, the markets for oil and natural gas have been volatile and may continue to be volatile in the future. Various factors that are beyond our control will affect prices of oil and natural gas, such as:

- the worldwide and domestic supplies of oil and natural gas;
- the ability of the members of the Organization of Petroleum Exporting Countries and others to agree to and maintain oil prices and production controls;
- political instability or armed conflict in oil-producing regions;
- the price and level of foreign imports;
- the level of consumer demand;

- the price and availability of alternative fuels;
- the availability of pipeline capacity;
- weather conditions;
- domestic and foreign governmental regulations and taxes; and
- the overall economic environment.

Lower oil and natural gas prices may reduce the amount of oil and natural gas that is economic to produce and may reduce our revenues and operating income. The volatility of oil and natural gas prices reduces the accuracy of estimates of future cash distributions to unitholders.

*We do not control operations and development of the Royalty Properties or the properties underlying the NPIs that the Operating Partnership does not operate, which could impact the amount of our cash distributions.*

As the owner of a fractional undivided mineral or royalty interest, we do not control the development of the Royalty or NPI properties or the volumes of oil and natural gas produced from them, and our ability to influence development of nonproducing properties is severely limited. Also, since one of our stated business objectives is to avoid the generation of unrelated business taxable income, we are prohibited from participation in the development of our properties as a working interest or other expense-bearing owner. The decision to explore or develop these properties, including infill drilling, exploration of horizons deeper or shallower than the currently producing intervals, and application of enhanced recovery techniques will be made by the operator and other working interest owners of each property (including our lessees) and may be influenced by factors beyond our control, including but not limited to oil and natural gas prices, interest rates, budgetary considerations and general industry and economic conditions.

Our unitholders are not able to influence or control the operation or future development of the properties underlying the NPIs. The Operating Partnership is unable to influence significantly the operations or future development of properties that it does not operate. The Operating Partnership and the other current operators of the properties underlying the NPIs are under no obligation to continue operating the underlying properties. The Operating Partnership can sell any of the properties underlying the NPIs that it operates and relinquish the ability to control or influence operations. Any such sale or transfer must also simultaneously include the NPIs at a corresponding price. Our unitholders do not have the right to replace an operator.

*Our lease bonus revenue depends in significant part on the actions of third parties, which are outside of our control.*

Significant portions of the Royalty Properties are unleased mineral interests. With limited exceptions, we have the right to grant leases of these interests to third parties. We anticipate receiving cash payments as bonus consideration for granting these leases in most instances. Our ability to influence third parties' decisions to become our lessees with respect to these nonproducing properties is severely limited, and those decisions may be influenced by factors beyond our control, including but not limited to oil and natural gas prices, interest rates, budgetary considerations, and general industry and economic conditions.

*The Operating Partnership may transfer or abandon properties that are subject to the NPIs.*

Our General Partner, through the Operating Partnership, may at any time transfer all or part of the properties underlying the NPIs. Our unitholders are not entitled to vote on any transfer; however, any such transfer must also simultaneously include the NPIs at a corresponding price.

The Operating Partnership or any transferee may abandon any well or property if it reasonably believes that the well or property can no longer produce in commercially economic quantities. This could result in termination of the NPIs relating to the abandoned well.

*Cash distributions are affected by production and other costs, some of which are outside of our control.*

The cash available for distribution that comes from our royalty and mineral interests, including the NPIs, is directly affected by increases in production costs and other costs. Some of these costs are outside of our control, including costs of regulatory compliance and severance and other similar taxes. Other expenditures are dictated by business necessity, such as drilling additional wells in response to the drilling activity of others.

*Our oil and natural gas reserves and the underlying properties are depleting assets, and there are limitations on our ability to replace them.*

Our revenues and distributions depend in large part on the quantity of oil and natural gas produced from properties in which we hold an interest. Over time, all of our producing oil and natural gas properties will experience declines in production due to depletion of their oil and natural gas reservoirs, with the rates of decline varying by property. Replacement of reserves to maintain production levels requires maintenance, development or exploration projects on existing properties, or the acquisition of additional properties.

The timing and size of maintenance, development or exploration projects will depend on the market prices of oil and natural gas and on other factors beyond our control. Many of the decisions regarding implementation of such projects, including drilling or exploration on any unleased and undeveloped acreage, will be made by third parties. In addition, development possibilities by the Operating Partnership in the Hugoton field are limited by the developed nature of that field and by regulatory restrictions.

Our ability to increase reserves through future acquisitions is limited by restrictions on our use of operating cash and limited partnership interests for acquisitions and by our General Partner's obligation to use all reasonable efforts such as NPIs to avoid unrelated business taxable income. In addition, the ability of affiliates of our General Partner to pursue business opportunities for their own accounts without tendering them to us in certain circumstances may reduce the acquisitions presented to us for consideration.

*Drilling activities on our properties may not be productive, which could have an adverse effect on future results of operations and financial condition.*

The Operating Partnership may undertake drilling activities in limited circumstances on the properties underlying the NPIs, and third parties may undertake drilling activities on our other properties. Any increases in our reserves will come from such drilling activities or from acquisitions.

Drilling involves a wide variety of risks, including the risk that no commercially productive oil or natural gas reservoirs will be encountered. The cost of drilling, completing and operating wells is often uncertain, and drilling operations may be delayed or canceled as a result of a variety of factors, including:

- pressure or irregularities in formations;
- equipment failures or accidents;
- unexpected drilling conditions;
- shortages or delays in the delivery of equipment;
- adverse weather conditions; and
- disputes with drill-site owners.

Future drilling activities on our properties may not be successful. If these activities are unsuccessful, this failure could have an adverse effect on our future results of operations and financial condition. In addition, under the terms of the NPIs, the costs of unsuccessful future drilling on the working interest properties that are subject to the NPIs will reduce amounts payable to us under the NPIs by 96.97% of these costs.

*Our ability to identify and capitalize on acquisitions is limited by contractual provisions and substantial competition.*

Our partnership agreement limits our ability to acquire oil and natural gas properties in the future, especially for consideration other than our limited partnership interests or cash proceeds of a securities offering. Because of the limitations on our use of operating cash for acquisitions and on our ability to accumulate operating cash for acquisition purposes, we may be required to attempt to effect acquisitions by first selling our securities to raise cash or by issuing our limited partnership interests. However, we may be unable to sell our securities in sufficient quantities and for sufficient consideration to provide adequate consideration to fund an acquisition, and sellers of properties we would like to acquire may be unwilling to take our limited partnership interests in exchange for properties.

Our partnership agreement obligates our General Partner to use all reasonable efforts to avoid generating unrelated business taxable income. Accordingly, to acquire working interests we would have to arrange for them to be converted into overriding royalty interests, net profits interests, or another type of interest that does not generate unrelated business taxable income. Third parties may be less likely to deal with us than with a purchaser to which such a condition would not apply. These restrictions could prevent us from pursuing or completing business opportunities that might benefit us and our unitholders, particularly unitholders who are not tax-exempt investors.

The duty of affiliates of our General Partner to present acquisition opportunities to our Partnership is limited, pursuant to the terms of the business opportunities agreement. Accordingly, business opportunities that could potentially be pursued by us might not necessarily come to our attention, which could limit our ability to pursue a business strategy of acquiring oil and natural gas properties.



We compete with other companies and producers for acquisitions of oil and natural gas interests. Many of these competitors have substantially greater financial and other resources than we do.

*Any future acquisitions will involve risks that could adversely affect our business, which our unitholders generally will not have the opportunity to evaluate.*

Our current strategy contemplates that we may grow through acquisitions and development of our undeveloped property. We expect to participate in discussions relating to potential acquisition and investment opportunities. If we consummate any additional acquisitions and investments, our capitalization and results of operations may change significantly, and our unitholders will not have the opportunity to evaluate the economic, financial and other relevant information that we will consider in connection with the acquisition, unless the terms of the acquisition require approval of our unitholders. Additionally, our unitholders will bear 100% of the dilution from issuing new common units while receiving essentially 96% of the benefit as 4% of the benefit goes to our General Partner.

Acquisitions and business expansions involve numerous risks, including assimilation difficulties, unfamiliarity with new assets or new geographic areas and the diversion of management's attention from other business concerns. In addition, the success of any acquisition will depend on a number of factors, including the ability to estimate accurately the recoverable volumes of reserves, rates of future production and future net revenues attributable to reserves and to assess possible environmental liabilities. Our review and analysis of properties prior to any acquisition will be subject to uncertainties and, consistent with industry practice, may be limited in scope. We may not be able to successfully integrate any oil and natural gas properties that we acquire into our operations, or we may not achieve desired profitability objectives.

*A natural disaster or catastrophe could damage pipelines, gathering systems and other facilities that service our properties, which could substantially limit our operations and adversely affect our cash flow.*

If gathering systems, pipelines or other facilities that serve our properties are damaged by any natural disaster, accident, catastrophe or other event, our income could be significantly interrupted. Any event that interrupts the production, gathering or transportation of our oil and natural gas, or which causes us to share in significant expenditures not covered by insurance, could adversely impact the market price of our limited partnership units and the amount of cash available for distribution to our unitholders. We do not carry business interruption insurance.

*A significant portion of the properties subject to the NPIs are geographically concentrated, which could cause net proceeds payable under the NPIs to be impacted by regional events.*

A significant portion of the properties subject to the NPIs are natural gas properties located in the Hugoton field in Oklahoma. Because of this geographic concentration, any regional events, including natural disasters that increase costs, reduce availability of equipment or supplies, reduce demand or limit production may impact the net proceeds payable under the NPIs more than if the properties were more geographically diversified.

The number of prospective natural gas purchasers and methods of delivery are considerably less than would otherwise exist from a more geographically diverse group of properties. As a result, natural gas sales after gathering and compression tend to be sold to one buyer, thereby increasing credit risk.

*Under the terms of the NPIs, much of the economic risk of the underlying properties is passed along to us.*

Under the terms of the NPIs, virtually all costs that may be incurred in connection with the properties, including overhead costs that are not subject to an annual reimbursement limit, are deducted as production costs or excess production costs in determining amounts payable to us. Therefore, to the extent of the revenues from the burdened properties, we bear 96.97% of the costs of the working interest properties. If costs exceed revenues, we do not receive any payments under the NPIs. However, except as described below, we are not required to pay any excess costs.

The terms of the NPIs provide for excess costs that cannot be charged currently because they exceed current revenues to be accumulated and charged in future periods, which could result in us not receiving any payments under the NPIs until all prior uncharged costs have been recovered by the Operating Partnership.

*Damages associated with the production and gathering of our oil and natural gas properties could affect our cash flow.*

The Operating Partnership owns and operates gathering systems and compression facilities. Casualty losses or damages from these operations would be production costs under the terms of the NPIs and could adversely affect our cash flow.

*We may indirectly experience costs from repair or replacement of aging equipment.*

Some of the Operating Partnership's current working interest wells were drilled and have been producing since prior to 1954. The 132-mile Oklahoma gas pipeline gathering system was originally installed in or about 1948 and because of its age is in need of periodic repairs and upgrades. Should major components of this system require significant repairs or replacement, the Operating Partnership may incur substantial capital expenditures in the operation of the Oklahoma properties, which, as production costs, would reduce our cash flow from these properties.

*Our cash flow is subject to operating hazards and unforeseen interruptions for which we may not be fully insured.*

Neither we nor the Operating Partnership are fully insured against certain risks, either because such insurance is not available or because of high premium costs. Operations that affect the properties are subject to all of the risks normally incident to the oil and natural gas business, including blowouts, cratering, explosions, and pollution and other environmental damage, any of which could result in substantial decreases in the cash flow from our royalty interests and other interests due to injury or loss of life, damage to or destruction of wells, production facilities or other property, clean-up responsibilities, regulatory investigations and penalties and suspension of operations. Any uninsured costs relating to the properties underlying the NPIs will be deducted as a production cost in calculating the net proceeds payable to us.

*Governmental policies, laws and regulations could have an adverse impact on our business and cash distributions.*

Our business and the properties in which we hold interests are subject to federal, tribal, state and local laws and regulations relating to the oil and natural gas industry as well as regulations relating to environmental, health, and safety matters. These laws and regulations can have a significant impact on production and costs of production. For example, in Oklahoma, where properties that are subject to the NPIs are located, regulators have the ability, directly or indirectly, to limit production from those properties, and such limitations or changes in those limitations could negatively impact us in the future.

As another example, Oklahoma regulations currently require administrative hearings to change the concentration of the Operating Partnership's gas production wells from one well for each 640 acres in the Guymon-Hugoton field. Previously, certain interested parties have sought regulatory changes in Oklahoma for "infill," or increased density drilling. Should Oklahoma change its existing regulations to readily permit infill drilling, it is possible that a number of producers will commence increased density drilling in areas adjacent to the properties in Oklahoma that are subject to the NPIs. If the Operating Partnership or other operators of our properties do not do the same, our production levels relating to these properties may decrease, or mineral owners may demand increased density drilling. Capital expenditures relating to increased density on the properties underlying the NPIs would be deducted from amounts payable to us under the NPIs.

*Cyber incidents or attacks targeting systems and infrastructure used by the oil and gas industry may adversely impact our operations, and if we are unable to obtain and maintain adequate protection of our data, our business may be adversely impacted.*

We and our operators increasingly rely on information technology systems to operate our respective businesses, and the oil and gas industry depends on digital technologies in exploration, development, production, and processing activities. Threats to information technology systems associated with cybersecurity risks and cyber incidents or attacks continue to grow. Our technologies, systems, networks, and those of the operators of our properties, vendors, suppliers, and other business partners, may become the target of cyberattacks or information security breaches that could result in the unauthorized release, gathering, monitoring, misuse, loss or destruction of proprietary and other information, or other disruption of business activities. In addition, certain cyber incidents, such as surveillance, may remain undetected for some period of time. While we utilize various procedures and controls to mitigate exposure to such risk, cyber incidents and attacks are evolving and unpredictable. Our information technology systems and any insurance coverage for protecting against cybersecurity risks may not be sufficient. As cyber security threats continue to evolve, we may be required to expend additional resources to continue to modify or enhance our protective measures or to investigate and remediate any vulnerability to cyber incidents. It is possible that our business, finances, systems and assets could be compromised in a cyber attack.

*Environmental costs and liabilities and changing environmental regulation could affect our cash flow.*

As with other companies engaged in the ownership and production of oil and natural gas, we always have possible risk of exposure to environmental costs and liabilities because the costs associated with environmental compliance or remediation could reduce the amount we would receive from our properties. The properties in which we hold interests are subject to extensive federal, state, tribal and local regulatory requirements relating to environmental affairs, health and safety and waste management. Governmental authorities have the power to enforce compliance with applicable regulations and permits, which could increase production costs on our properties and affect their cash flow. Third parties may also have the right to pursue legal actions to enforce compliance. Because we do not directly operate our properties, our direct liability under environmental laws is limited. It is likely, however, that expenditures in connection with environmental matters, individually or as part of normal capital expenditure programs, will affect the net cash flow from our properties. Future environmental law developments, such as stricter laws, regulations or enforcement policies, could significantly increase the costs of production from our properties and reduce our cash flow.

The following is a summary of some of the existing environmental laws, rules and regulations that apply to oil and gas operations, and that may indirectly affect our cash flow.

The Comprehensive Environmental Response, Compensation and Liability Act (“CERCLA”), also known as the Superfund law, and comparable state statutes impose strict liability, and under certain circumstances, joint and several liability, on classes of persons who are considered to be responsible for the release of a hazardous substance into the environment. The term “hazardous substance” is specifically defined to exclude petroleum, including crude oil and any fraction thereof, natural gas and natural gas liquids. Despite this exclusion, certain materials that are commonly used in connection with oil and gas operations are considered to be hazardous substances under CERCLA. Responsible persons include the current or former owner or operator of the site where the release occurred, and anyone who disposed of or arranged for the disposal of a hazardous substance released at the site, regardless of whether the disposal of hazardous substances was lawful at the time of the disposal. Under CERCLA, such persons may be subject to strict, joint and several liabilities for the costs of investigating releases of hazardous substances, cleaning up the hazardous substances that have been released into the environment, for damages to natural resources and for certain health studies. In addition, it is not uncommon for neighboring landowners and other third-parties to file claims for personal injury and property damage allegedly caused by the hazardous substances released into the environment. The operators of our properties may be responsible under CERCLA for all or part of these costs. Although we are not an operator, our ownership of royalty interests could cause us to be responsible for all or part of such costs to the extent that CERCLA imposes such responsibilities on such parties as “owners.”

The Resource Conservation and Recovery Act (“RCRA”) and comparable state statutes regulate the generation, transportation, treatment, storage, disposal and cleanup of hazardous and non-hazardous wastes. Drilling fluids, produced water and many other wastes associated with the exploration, development and production of oil or gas are currently excluded from regulation under RCRA’s hazardous waste provisions. However, it is possible that certain oil and gas exploration and production wastes could be classified as hazardous wastes in the future. In addition, exploration and production wastes are regulated under state laws analogous to RCRA. Many of our properties have produced oil and/or gas for many years. We have no knowledge of current and prior operators’ procedures with respect to the disposal of oil and gas wastes. Hydrocarbons or other solid or hazardous wastes may have been released on or under our properties by the operators or prior operators. Our properties and the materials disposed or released on, at, under or from them may be subject to CERCLA, RCRA and analogous state laws, and removal or remediation of such materials could be required by a governmental authority.

The Federal Clean Air Act (“CAA”) and comparable state laws regulate emissions of various air pollutants through air emissions permitting programs and other requirements, such as emissions controls. Existing laws and regulations and possible future laws and regulations may require our operators to obtain pre-approval for the expansion or modification of existing facilities or the construction of new facilities expected to produce air emissions and may impose stringent air permit requirements or use specific equipment or technologies to control emissions. The U.S. Environmental Protection Agency (“EPA”) continues to develop stringent regulations governing emissions of toxic air pollutants from oil and gas facilities. Specifically, on August 16, 2012, the EPA issued final regulations under the New Source Performance Standards (“NSPS”) and National Emission Standards for Hazardous Air Pollutants (“NESHAPs”) for the oil and natural gas source category known as “NSPS Subpart OOOO,” “NESHAP HH,” and “NESHAP HHH.” These regulations are designed to reduce volatile organic compound (“VOC”) emissions from hydraulically fractured wells and other equipment. Under the regulations, since January 1, 2015 owners and operators of hydraulically fractured natural gas wells (wells drilled principally for the production of natural gas) have been required to use reduced emissions (“green”) completion technology to recover natural gas that formerly would have been flared or vented. On May 12, 2016, the EPA issued a suite of new final regulations, known as “NSPS Subpart OOOOa,” designed to limit methane and VOC emissions. Among other things, these new rules apply green completion requirements to newly fractured and refractured oil wells. And rulemaking concerning regulation of emissions from the oil and natural gas industry continues: in October 2018, the EPA released proposed revisions to some of the requirements under NSPS Subpart OOOOa, including reducing the required frequency of fugitive emissions monitoring at well sites and compressor stations. As recently as August 2019, EPA has proposed modifications to the NSPS Subpart OOOO and OOOOa rules—for example, proposing to remove sources in the transmission and storage segment of the oil and natural gas industry from regulation under NSPS Subparts OOOO and OOOOa and to rescind methane requirements for all production and processing sources in the oil and natural gas industry or, alternatively, rescind all methane requirements under the rules without removing any sources from the oil and natural gas source category. Accordingly, the ultimate scope of these regulations remains uncertain, and obtaining permits and complying with these requirements has the potential to increase costs of production and delay the development of our properties.

In November 2016, the Bureau of Land Management (“BLM”) published a final version of its venting and flaring rule, which imposes stricter reporting obligations and limits venting and flaring of natural gas on federal and Indian lands. Some provisions of the venting and flaring rule went into effect on January 17, 2017. The BLM subsequently announced that it was postponing until January 17, 2019, the implementation of other aspects of the venting and flaring rule, which were originally scheduled to come into effect on January 1, 2018. Then, in February 2018, the BLM issued a proposed rule which would rescind, modify, and retain portions of the November 2016 rule. And in September 2018, the BLM announced a final rule that revises the 2016 rule, which was immediately followed by litigation challenging the agency’s actions. In March 2015, the BLM released its new regulations governing hydraulic fracturing operations on federal and Indian lands, including requirements for chemical disclosure, well bore integrity and handling of flowback water. The U.S. District Court of Wyoming temporarily stayed implementation of this rule in June 2016, but the U.S. Court of Appeals for the Tenth Circuit later lifted the lower court’s stay on the basis that the BLM had proposed to rescind the rule in June 2017. In December 2017, the BLM repealed the 2015 regulations, and environmental organizations and the State of California sued the BLM and the Secretary of the U.S. Department of the Interior over the repeal. A hearing on cross-motions for summary judgment in the case was held in the District Court for the Northern District of California in January 2020. Each of these regulations, to the extent that they are reinstated or modified, may result in additional levels of regulation or complexity that could lead to operational delays, increased operating costs and additional regulatory burdens that could make it more difficult to perform hydraulic fracturing and increase costs of compliance.

The Federal Water Pollution Control Act (the “Clean Water Act” or “CWA”) and analogous state laws impose restrictions and strict controls on the discharge of pollutants and fill material, including spills and leaks of oil and other substances into regulated waters, including wetlands. The discharge of pollutants into regulated waters is prohibited, except in accordance with the terms of a permit issued by the EPA, an analogous state agency, or, in the case of fill material, the United States Army Corps of Engineers (“USACOE”). In May 2015, EPA and the USACOE jointly announced a final rule defining the “Waters of the United States” (“WOTUS”), that are protected under the Clean Water Act. The rule, which would have made additional waters expressly WOTUS and, therefore, subject to the jurisdiction of the Clean Water Act, rather than subject to a case-specific evaluation, was stayed by the U.S. Court of Appeals for the Sixth Circuit before it took effect. On February 1, 2018, EPA officially delayed implementation of the 2015 rule until early 2020, and in July 2018, the EPA proposed repeal of the 2015 WOTUS rule. Later that year, EPA’s decision was challenged in court, which resulted in a decision by the U.S. District Court for the District of South Carolina to enjoin EPA’s February 2018 delay rule. In September 2019, EPA finalized the repeal of the 2015 WOTUS rule, and the repeal became effective in December 2019, reinstating the pre-2015 standards. Litigation of the repeal quickly ensued. Meanwhile, in December 2018, the EPA and the USACOE issued a proposed rule to revise the definition of “Waters of the United States.” The rule was finalized in January 2020, and will become effective 60 days after publication in the Federal Register. The rule narrows the definition, excluding, for example, streams that flow only after precipitation and wetlands without a direct surface connection to traditional navigable waters. The rule is expected to be heavily litigated, which could delay its implementation. Regardless, compliance with the Clean Water Act may restrict the location of certain facilities, require the mitigation of impacted wetlands, increase the cost of capital expenditures, and may result in permitting delays.

Spill prevention, control, and countermeasure (“SPCC”) regulations promulgated under the Clean Water Act and later amended by the Oil Pollution Act of 1990 impose obligations and liabilities related to the prevention of oil spills and damages resulting from such spills into or threatening waters of the United States or adjoining shorelines. For example, operators of certain oil and natural gas facilities that store oil in more than threshold quantities, the release of which could reasonably be expected to reach jurisdictional waters, must develop, implement, and maintain SPCC Plans. Federal and state regulatory agencies can impose administrative, civil and criminal penalties for non-compliance with discharge permits or other requirements of the Clean Water Act and analogous state laws and regulations.

The Safe Drinking Water Act (“SDWA”) and the Underground Injection Control (“UIC”) program require that permits be obtained before drilling salt water disposal wells, and casing integrity monitoring be conducted periodically to ensure that the disposed waters are not leaking into groundwater. In addition, because some states have become concerned that the injection or disposal of produced water could, under certain circumstances, trigger or contribute to seismic activity, they have adopted or are considering additional regulations regarding such disposal methods. Changes in regulations or the inability to obtain permits for new disposal wells in the future may affect the ability of the operators of the Royalty Properties and the operators of the working interests and other properties underlying our NPIs to dispose of produced water and ultimately increase the cost of operation of the Royalty Properties and the working interests and other properties underlying our NPIs or delay production schedules. For example, in 2014, the Railroad Commission of Texas (“RRC”) published a final rule governing permitting or re-permitting of disposal wells that would require, among other things, the submission of information on seismic events occurring within a specified radius of the disposal well location, as well as logs, geologic cross sections and structure maps relating to the disposal area in question. If the permittee or an applicant of a disposal well permit fails to demonstrate that the injected fluids are confined to the disposal zone or if scientific data indicates such a disposal well is likely to be or determined to be contributing to seismic activity, then the RRC may deny, modify, suspend or terminate the permit application or existing operating permit for that well.

In addition, several cases have recently put a spotlight on the issue of whether injection wells may be regulated under the Clean Water Act if a direct hydrological connection to a jurisdictional surface water can be established. The split among federal circuit courts of appeals that decided these cases engendered two petitions for writ of certiorari to the United States Supreme Court in August 2018, one of which was granted in February 2019. Oral arguments were presented to the Supreme Court in November 2019, and the Court is expected to rule sometime in 2020. EPA has also brought attention to the reach of the Clean Water Act’s jurisdiction in such instances by issuing a request for comment in February 2018 regarding the applicability of the Clean Water Act permitting program to discharges into groundwater with a direct hydrological connection to jurisdictional surface water, which hydrological connections should be considered “direct,” and whether such discharges would be better addressed through other federal or state programs. In a statement issued by EPA in April 2019, the Agency concluded that the Clean Water Act should not be interpreted to require permits for discharges of pollutants that reach surface waters via groundwater. But should the Supreme Court rule that Clean Water Act permitting be required for saltwater injection wells, the costs of permitting and compliance for the Royalty Properties and the working interests and other properties underlying our NPIs could increase.

Various state and federal statutes prohibit certain actions that adversely affect endangered or threatened species and their habitat, migratory birds and their habitat, wetlands, and natural resources. These statutes include the Endangered Species Act, the Migratory Bird Treaty Act, the CWA, and CERCLA. The United States Fish and Wildlife Service (“USFWS”) may designate critical habitat and suitable habitat areas that it believes are necessary for the survival of threatened or endangered species. A critical habitat or suitable habitat designation could result in further material restrictions to federal land use and private land use and could delay or prohibit land access or development. Where takings of, or harm to, species or damages to wetlands, habitat or natural resources occur or may occur, government entities or at times private parties may act to restrict or prevent oil and gas exploration or production activities or seek damages for harm to species, habitat or natural resources resulting from drilling or construction or production activities, including, for example, for releases of oil, wastes, hazardous substances or other regulated materials, and may seek natural resources damages and, in some cases, criminal penalties.

Operations of the Royalty Properties and the working interests and other properties underlying our NPIs may be subject to the requirements of the federal Occupational Safety and Health Act (“OSHA”) and comparable state statutes and their implementing regulations. The OSHA hazard communication standard, the EPA community right-to-know regulations under Title III of CERCLA, the general duty clause and Risk Management Planning regulations promulgated under section 112(r) of the CAA and similar state statutes may require disclosure of information about hazardous materials used, produced or otherwise managed during operation of the Royalty Properties and the working interests and other properties underlying our NPIs. These laws also require the development of risk management plans for certain facilities to prevent accidental releases of extremely hazardous substances and to minimize the consequences of such releases should they occur.

*The potential adoption of federal and state hydraulic fracturing legislation or executive orders could delay or restrict development of our oil and natural gas properties.*

The Energy Policy Act of 2005 exempts hydraulic fracturing from federal regulation under the SDWA, provided that diesel fuel is not used in the fracturing process. In each session of Congress since 2009, legislation has been introduced that would have repealed this exemption. If similar legislation were enacted, it could require hydraulic fracturing operations to meet permitting and financial assurance requirements, adhere to certain construction specifications, fulfill monitoring, reporting and recordkeeping obligations and meet plugging and abandonment requirements. Such federal legislation could lead to operational delays or increased operating costs and could result in additional regulatory burdens that could make it more difficult to perform hydraulic fracturing.

In 2010, the EPA asserted federal regulatory authority over hydraulic fracturing involving diesel additives through an informal policy statement posted on the agency’s website. Industry groups filed a lawsuit challenging the EPA’s decision. In February 2012, the EPA and industry reached a settlement under which the EPA agreed to issue hydraulic fracturing permitting guidance through the notice and comment process. The EPA published a draft guidance document in May 2012, and accepted comments through August 2012. In February 2014, the EPA published final guidance that broadly defined diesel fuel and which requires the issuance of a Class II Underground Injection Control permit for hydraulic fracturing treatments using diesel fuel. These requirements may cause additional costs and delays in the hydraulic fracturing process using diesel fuel.

The EPA has also asserted in certain cases involving alleged groundwater contamination that it has emergency authority under the SDWA to issue administrative compliance orders to require clean-up of groundwater. Although the United States Supreme Court has held that such orders are subject to pre-enforcement judicial review, the EPA maintains that it has the authority to continue to issue such orders.

The EPA’s Office of Research and Development (“ORD”) has conducted a scientific study to investigate the possible relationships between hydraulic fracturing and drinking water. The ORD published a report in 2016, concluding that hydraulic fracturing operations do impact drinking water resources under some circumstances but declining to reach conclusions about the frequency or severity of those impacts. In addition to the EPA study, there are other governmental reviews that focus on environmental aspects of hydraulic fracturing. In April 2012, President Obama issued an executive order establishing an interagency working group to coordinate Federal policies related to unconventional gas development. In addition, a committee of the United States House of Representatives has conducted an investigation of hydraulic fracturing. Furthermore, a number of federal agencies are analyzing, or have been requested to review, a variety of environmental issues associated with hydraulic fracturing. These or other investigations, initiatives, and studies could result in additional efforts to regulate hydraulic fracturing.

Beyond studying hydraulic fracturing, certain members of Congress have called upon the Government Accountability Office to investigate how hydraulic fracturing might adversely affect water resources and asked the Securities and Exchange Commission to investigate the natural gas industry and any possible misleading of investors or the public regarding the economic feasibility of pursuing natural gas deposits in shales by means of hydraulic fracturing. Any new federal restrictions on hydraulic fracturing resulting from these efforts could result in delays, additional permitting and financial assurance requirements, and more stringent construction requirements, thereby significantly increasing operating, capital and compliance costs. Such cost increases could delay or restrict development by operators of our oil and natural gas properties.

Additionally, certain states in which our properties are located, including Texas and Wyoming, have adopted, and other states are considering adopting, regulations that could impose more stringent permitting, public disclosure and well construction requirements on hydraulic-fracturing operations or otherwise seek to ban fracturing activities altogether. For example, pursuant to legislation adopted by the State of Texas in June 2011, the Railroad Commission of Texas enacted a rule in December 2011, requiring public disclosure of certain information regarding additives, chemical ingredients, concentrations and water volumes used in hydraulic fracturing. In addition to state laws, local land use restrictions, such as city ordinances, may restrict or prohibit well drilling in general and/or hydraulic fracturing in particular. In response to a 2014 ballot initiative by the voters of the City of Denton, Texas banning hydraulic fracturing, the Texas legislature enacted a statute preempting local government regulation of oil and gas activities, including hydraulic fracturing. In other states, however, local governments may retain the ability to directly or indirectly regulate hydraulic fracturing. State and local governments may also seek to regulate or recover costs of activities tangentially associated with hydraulic fracturing, such as increased truck traffic. In the event state, local, or municipal legal restrictions are adopted in areas where our properties are located, the cost of the operators of our oil and natural gas properties complying with such requirements may be significant in nature, which may cause delays or curtailment in the pursuit of exploration, development, or production activities, and perhaps even preclude the operators from drilling wells.

*The adoption of climate change legislation by Congress or executive orders or regulations could result in increased operating costs and reduced demand for the oil and natural gas production from our properties.*

Congress has, from time to time, considered legislation to reduce greenhouse gas (“GHG”) emissions, such as a resolution referred to as the Green New Deal, which was introduced in the U.S. House of Representatives in February 2019. To date, Congress has not passed a bill specifically addressing GHG regulation. Almost half of the states, however, have developed GHG emission inventories and/or regional GHG cap and trade programs. These cap and trade programs require major sources of emissions or major fuel producers to acquire and surrender emission allowances corresponding with their annual emissions of GHGs. The number of allowances available for purchase is reduced each year until the overall GHG emission reduction goal is achieved. Many states also have enacted renewable portfolio standards, which require utilities to purchase a certain percentage of their energy from renewable fuel sources.

In December 2009, the EPA determined that emissions of carbon dioxide, methane and other GHGs present an endangerment to human health and the environment by contributing to warming of the earth’s atmosphere and other climatic changes. These findings by the EPA required the agency to adopt regulations to restrict GHG emissions under the CAA. In 2010, the EPA issued a final rule “tailoring” its New Source Review permitting and Federal Operating Permit programs to apply to facilities with certain thresholds of GHG emissions. This “Tailoring Rule” was challenged in court, and on June 23, 2014, the United States Supreme Court struck down the Tailoring Rule in *Utility Air Regulatory Group v. Environmental Protection Agency*. In its decision, the Court held that the EPA may not impose permitting requirements on facilities based solely on their emissions of GHGs. But, the Court also held that the EPA may regulate GHG emissions if a facility is otherwise subject to permitting based on the emissions of conventional, non-GHG pollutants. Thus, any new facilities or major modifications to existing facilities that exceed the federal New Source Review emission thresholds for conventional pollutants may be required to use “best available control technology” and energy efficiency measures to minimize GHG emissions. In December 2010, the EPA enacted final regulations on mandatory reporting of GHGs. Those regulations required owners or operators of facilities that contain petroleum and natural gas systems and emit 25,000 metric tons or more of GHGs per year (expressed as carbon dioxide equivalent or CO<sub>2</sub>E) to annually report carbon dioxide, methane and nitrous oxide emissions, beginning in September 2012. The EPA has indicated that it will use data collected through the reporting rules to decide whether to promulgate future GHG emission limits.

Although it is not possible at this time to predict whether or when Congress may act on climate change legislation, or whether EPA may promulgate additional regulation of GHGs from the oil and gas industry, any laws or regulations that may be adopted to restrict or reduce emissions of GHGs could require the Operating Partnership and oil and natural gas operators that develop our properties to incur increased operating costs and could have an adverse effect on demand for the oil and natural gas produced from the Royalty Properties.

*Our oil and natural gas reserve data and future net revenue estimates are uncertain.*

Estimates of proved reserves and related future net revenues are projections based on engineering data and reports of independent consulting petroleum engineers hired for that purpose. The process of estimating reserves requires substantial judgment, resulting in imprecise determinations. Different reserve engineers may make different estimates of reserve quantities and related revenue based on the same data. Therefore, those estimates should not be construed as being accurate estimates of the current market value of our proved reserves. If these estimates prove to be inaccurate, our business may be adversely affected by lower revenues. We are affected by changes in oil and natural gas prices. Oil prices and natural gas prices may experience inverse price changes.

## Risks Inherent In An Investment In Our Common Units

*Cost reimbursement due our General Partner may be substantial and reduce our cash available to distribute to our unitholders.*

Prior to making any distribution on the common units, we reimburse the General Partner and its affiliates for reasonable costs and expenses of management. The reimbursement of expenses could adversely affect our ability to pay cash distributions to our unitholders. Our General Partner has sole discretion to determine the amount of these expenses, subject to the annual limit of 5% of an amount primarily based on our distributions to partners for that fiscal year. The annual limit includes carry-forward and carry-back features, which could allow costs in a year to exceed what would otherwise be the annual reimbursement limit. In addition, our General Partner and its affiliates may provide us with other services for which we will be charged fees as determined by our General Partner.

*Our net income as reported for tax and financial statement purposes may differ significantly from our cash flow that is used to determine cash available for distributions.*

Net income as reported for financial statement purposes is presented on an accrual basis in conformity with accounting principles generally accepted in the United States of America. Unitholder K-1 tax statements are calculated based on applicable tax conventions, and taxable income as calculated for each year will be allocated among unitholders who hold units on the last day of each month. Distributions, however, are calculated on the basis of actual cash receipts, changes in cash reserves, and disbursements during the relevant reporting period. Consequently, due to timing differences between the receipt of proceeds of production and the point in time at which the production giving rise to those proceeds actually occurs, net income reported on our consolidated financial statements and on unitholder K-1's will not reflect actual cash distributions during that reporting period.

*Our unitholders have limited voting rights and do not control our General Partner, and their ability to remove our General Partner is limited.*

Our unitholders have only limited voting rights on matters affecting our business. The general partner of our General Partner manages our activities. Our unitholders only have the right to annually elect the managers comprising the Advisory Committee of the Board of Managers of the general partner of our General Partner. Our unitholders do not have the right to elect the other managers of the general partner of our General Partner on an annual or any other basis.

Our General Partner may not be removed as our general partner except upon approval by the affirmative vote of the holders of at least a majority of our outstanding common units (including common units owned by our General Partner and its affiliates), subject to the satisfaction of certain conditions. Our General Partner and its affiliates do not own sufficient common units to be able to prevent its removal as general partner, but they do own sufficient common units to make the removal of our General Partner by other unitholders difficult.

These provisions may discourage a person or group from attempting to remove our General Partner or acquire control of us without the consent of our General Partner. As a result of these provisions, the price at which our common units trade may be lower because of the absence or reduction of a takeover premium in the trading price.

*The control of our General Partner may be transferred to a third party without unitholder consent.*

Our General Partner may withdraw or transfer its general partner interest to a third party in a merger or in a sale of all or substantially all of its assets without the consent of our unitholders. Other than some transfer restrictions agreed to among the owners of our General Partner relating to their interests in our General Partner, there is no restriction in our partnership agreement or otherwise for the benefit of our limited partners on the ability of the owners of our General Partner to transfer their ownership interests to a third party. The new owner of the General Partner would then be in a position to replace the management of our Partnership with its own choices.

*Our General Partner and its affiliates have conflicts of interests, which may permit our General Partner and its affiliates to favor their own interests to the detriment of unitholders.*

We and our General Partner and its affiliates share, and therefore compete for, the time and effort of General Partner personnel who provide services to us. Officers of our General Partner and its affiliates do not, and are not required to, spend any specified percentage or amount of time on our business. In fact, our General Partner has a duty to manage our Partnership in the best interests of our unitholders, but it also has a duty to operate its business for the benefit of its partners. Some of our officers are also involved in management and ownership roles in other oil and natural gas enterprises and have similar duties to them and devote time to their businesses. Because these shared officers function as both our representatives and those of our General Partner and its affiliates and of third parties, conflicts of interest could arise between our General Partner and its affiliates, on the one hand, and us or our unitholders, on the other, or between us or our unitholders on the one hand and the third parties for which our officers also serve management functions. As a result of these conflicts, our General Partner and its affiliates may favor their own interests over the interests of unitholders.

*We may issue additional securities, diluting our unitholders' interests.*

We can and may issue additional common units and other capital securities representing limited partnership units, including options, warrants, rights, appreciation rights and securities with rights to distributions and allocations or in liquidation equal or superior to our common units; however, a majority of the unitholders must approve such issuance if (i) the partnership securities to be issued will have greater rights or powers than our common units or (ii) if after giving effect to such issuance, such newly issued partnership securities represent over 40% of the outstanding limited partnership interests.

If we issue additional common units, it will reduce our unitholders' proportionate ownership interest in us. This could cause the market price of the common units to fall and reduce the per unit cash distributions paid to our unitholders. In addition, if we issued limited partnership units with voting rights superior to the common units, it could adversely affect our unitholders' voting power.

*Our unitholders may not have limited liability in the circumstances described below and may be liable for the return of certain distributions.*

Under Delaware law, our unitholders could be held liable for our obligations to the same extent as a general partner if a court determined that the right of unitholders to remove our General Partner or to take other action under our partnership agreement constituted participation in the "control" of our business.

Our General Partner generally has unlimited liability for the obligations of our Partnership, such as its debts and environmental liabilities, except for those contractual obligations of our Partnership that are expressly made without recourse to the General Partner.

In addition, Section 17-607 of the Delaware Revised Uniform Limited Partnership Act provides that, under certain circumstances, a unitholder may be liable for the amount of distribution for a period of three years from the date of distribution.

Because we conduct our business in various states, the laws of those states may pose similar risks to our unitholders. To the extent to which we conduct business in any state, our unitholders might be held liable for our obligations as if they were general partners if a court or government agency determined that we had not complied with that state's partnership statute, or if rights of unitholders constituted participation in the "control" of our business under that state's partnership statute. In some of the states in which we conduct business, the limitations on the liability of limited partners for the obligations of a limited partnership have not been clearly established.

*We are dependent upon key personnel, and the loss of services of any of our key personnel could adversely affect our operations.*

Our continued success depends to a considerable extent upon the abilities and efforts of the senior management of our General Partner, particularly William Casey McManemin, its Chief Executive Officer, Bradley J. Ehrman, its Chief Operating Officer and Leslie A. Moriyama, its Chief Financial Officer. The loss of the services of any of these key personnel could have a material adverse effect on the results of our operations. We have not obtained insurance or entered into employment agreements with any of these key personnel.

*We are dependent on service providers who assist us with providing Schedule K-1 tax statements to our unitholders.*

There are a very limited number of service firms that currently perform the detailed computations needed to provide each unitholder with estimated depletion and other tax information to assist the unitholder in various United States income tax computations. There are also very few publicly traded limited partnerships that need these services. As a result, the future costs and timeliness of providing Schedule K-1 tax statements to our unitholders is uncertain.

## **Tax Risks**

*The tax consequences to a unitholder of the ownership and sale of common units will depend in part on the unitholder's tax circumstances. Each unitholder should, therefore, consult such unitholder's own tax advisor about the federal, state and local tax consequences of the ownership of common units.*

*We generally do not obtain rulings or assurances from the IRS or state or local taxing authorities on matters affecting us.*

We generally have not requested, and do not intend to request, rulings from the Internal Revenue Service, or IRS, or state or local taxing authorities with respect to owning and disposing of our common units or other matters affecting us. It may be necessary to resort to administrative or court proceedings in an effort to sustain some or all of those conclusions or positions taken or expressed by us, and some or all of those conclusions or positions ultimately may not be sustained. Our unitholders and General Partner will bear, directly or indirectly, the costs of any contest with the IRS or other taxing authority. Notwithstanding the foregoing, in 2013 we obtained a ruling from the IRS permitting us to aggregate the Minerals NPI and the Maecenas NPI for federal income tax purposes effective January 1, 2013.



*We will be subject to federal income tax and possibly certain state corporate income or franchise taxes if we are classified as a corporation and not as a partnership for federal income tax purposes.*

The anticipated after-tax economic benefit of an investment in our common units depends largely on our being treated as a partnership for federal income tax purposes. Despite the fact that we are organized as a limited partnership under Delaware law, we would be treated as a corporation for U.S. federal income tax purposes unless we satisfy a "qualifying income" requirement. Based upon our current operations, we believe we satisfy the qualifying income requirement. However, we have not requested, and do not plan to request, a ruling from the IRS on this or any other matter affecting us. A change in our business or a change in current law (including administrative guidance relating to the recently enacted Tax Cuts and Jobs Act (the "Tax Act")) could cause us to be treated as a corporation for U.S. federal income tax purposes or otherwise subject us to taxation as an entity.

If we were treated as a corporation for federal income tax purposes, we would pay federal income tax on our taxable income at the corporate tax rate, which is currently a maximum of 21%. Distributions to our unitholders would generally be taxed again as corporate distributions, and no income, gains, losses or deductions would flow through to our unitholders. Because a tax would be imposed upon us as a corporation, our cash available for distribution to our unitholders would be substantially reduced. In addition, changes in current state law may subject us to additional entity-level taxation by individual states. Several states have subjected, or are evaluating ways to subject, partnerships to entity-level taxation through the imposition of state income, franchise and other forms of taxation. Imposition of any such taxes may substantially reduce the cash available for distribution to our unitholders. Therefore, treatment of us as a corporation or the assessment of a material amount of entity-level taxation would result in a material reduction in the anticipated cash flow and after-tax return to our unitholders, likely causing a substantial reduction in the value of our common units.

As stated above, we have not requested, and will not request, any ruling from the IRS as to our status as a partnership for federal income tax purposes. If the IRS were to challenge our federal income tax status, such a challenge could result in an audit of our unitholders' tax returns and adjustments to items on their tax returns that are unrelated to their ownership of our common units. In addition, our unitholders would bear the cost of any expenses incurred in connection with an examination of their personal tax returns.

*The tax treatment of publicly traded partnerships or an investment in our common units could be subject to potential legislative, judicial or administrative changes or differing interpretations, possibly applied on a retroactive basis.*

The present U.S. federal income tax treatment of publicly traded partnerships, including us, or an investment in our common units may be modified by administrative, legislative or judicial changes or differing interpretations at any time. For example, from time to time, the President and members of Congress propose and consider substantive changes to the existing U.S. federal income tax laws that affect publicly traded partnerships, including elimination of partnership tax treatment for publicly traded partnerships.

Additionally, on January 19, 2017, the IRS and the U.S. Department of the Treasury publicly released the text of final regulations (the "Final Regulations") regarding qualifying income under Section 7704(d)(1)(E) of the Internal Revenue Code, which provide that income earned from a royalty interest is qualifying income. On January 24, 2017, the Final Regulations were published in the Federal Register. Under current law, we believe that our royalty income is qualifying income for purposes of Section 7704(d)(1)(E) of the Internal Revenue Code. If the Final Regulations remain effective in their current form, we believe we will continue to be able to meet the qualifying income requirement under the new rules. However, there are no assurances that the Final Regulations will not be revised to take a position that is contrary to our interpretation of the current law.

While the Tax Act does not negatively impact the Final Regulations or the qualifying income exception, the Tax Act made significant changes to the federal income tax rules applicable to both individuals and entities, including changes to the tax rate on an individual or other non-corporate unitholder's allocable share of taxable income. The Tax Act is complex, and, while some proposed administrative guidance and finalized administrative guidance has been released, there is still forthcoming administrative guidance. Unitholders should consult their tax advisor regarding the Tax Act and its effect on an investment in our common units.

Any modification to the federal income tax laws and interpretations thereof (including administrative guidance relating to the Tax Act) may or may not be retroactively applied and could make it more difficult or impossible for us to meet the exception to be treated as a partnership for federal income tax purposes or otherwise adversely affect us. We are unable to predict whether any of these changes, or other proposals, will ultimately be enacted. Any such changes could negatively impact the value of an investment in our common units.

*The recently enacted 20% deduction for certain pass-through income may not be available for our unitholders' allocable share of our net income, in which case our unitholders' tax liability with respect to ownership and disposition of our units may be materially higher than if the deduction is available.*

Pursuant to the Tax Act, for taxable years beginning after December 31, 2017 and ending on or before December 31, 2025, an individual taxpayer may generally claim a deduction in the amount of 20% of its allocable share of certain publicly traded partnership income, including generally, among other items, the net amount of its items of income, gain, deduction, and loss from a publicly traded partnership's U.S. trade or business. Because we own only non-operated, passive mineral and royalty interests, we may not be viewed as engaged in a U.S. trade or business within the meaning of the new law. Therefore, most or all of the income that we now generate, or will generate in the future, may not be "qualifying publicly traded partnership income" eligible for the 20% deduction. Thus, our unitholders may not be able to claim the 20% deduction on any income allocated from us, and any such claim may be successfully challenged by the IRS. If the deduction is not available, our unitholders' tax liability from ownership and disposition of our units may be materially higher than if the deduction is available. We urge our unitholders to consult with their tax advisors regarding the availability of the 20% deduction on any income allocated from us.

*The IRS could reallocate items of income, gain, deduction and loss between transferors and transferees of common units if the IRS does not accept our monthly convention for allocating such items.*

In general, each of our items of income, gain, loss and deduction will, for federal income tax purposes, be determined annually, and one twelfth of each annual amount will be allocated to those unitholders who hold common units on the last business day of each month in that year. In certain circumstances we may make these allocations in connection with extraordinary or nonrecurring events on a more frequent basis. As a result, transferees of our common units may be allocated items of our income, gain, loss and deduction realized by us prior to the date of their acquisition of our common units. The U.S. Treasury Department has issued final Treasury Regulations that provide a safe harbor pursuant to which publicly traded partnerships may use a similar monthly simplifying convention to allocate tax items among transferors and transferee unitholders. Nonetheless, if this method is determined to be an unreasonable method of allocation, our income, gain, loss and deduction would be reallocated among our unitholders and our General Partner, and our unitholders may have more taxable income or less taxable loss. Our General Partner is authorized to revise our method of allocation between transferors and transferees, as well as among our other unitholders whose common units otherwise vary during a taxable period, to conform to a method permitted or required by the Internal Revenue Code and the regulations or rulings promulgated thereunder.

*Our unitholders may not be able to deduct losses attributable to their common units.*

Any losses relating to our unitholders' common units will be losses related to portfolio income and their ability to use such losses may be limited.

*Our unitholders' partnership tax information may be audited.*

We will furnish our unitholders with a Schedule K-1 tax statement that sets forth their allocable share of income, gains, losses and deductions. In preparing this schedule, we will use various accounting and reporting conventions and various depreciation and amortization methods we have adopted. This schedule may not yield a result that conforms to statutory or regulatory requirements or to administrative pronouncements of the IRS. Further, our tax return may be audited, and any such audit could result in an audit of our unitholders' individual income tax returns as well as increased liabilities for taxes because of adjustments resulting from the audit. An audit of our unitholders' returns also could be triggered if the tax information relating to their common units is not consistent with the Schedule K-1 that we are required to provide to the IRS.

*Our unitholders may have more taxable income or less taxable loss with respect to their common units if the IRS does not respect our method for determining the adjusted tax basis of their common units.*

We have adopted a reporting convention that will enable our unitholders to track the basis of their individual common units or unit groups and use this basis in calculating their basis adjustments under Section 743 of the Internal Revenue Code and gain or loss on the sale of common units. This method does not comply with an IRS ruling that requires a portion of the combined tax basis of all common units to be allocated to each of the common units owned by a unitholder upon a sale or disposition of less than all of the common units and may be challenged by the IRS. If such a challenge is successful, our unitholders may have to recognize more taxable income or less taxable loss with respect to common units disposed of and common units they continue to hold.

*Tax-exempt investors may recognize unrelated business taxable income.*

Generally, unrelated business taxable income, or UBTI, can arise from a trade or business unrelated to the exempt purposes of the tax-exempt entity that is regularly carried on by either the tax-exempt entity or a partnership in which the tax-exempt entity is a partner. However, UBTI does not apply to interest income, royalties (including overriding royalties) or net profits interests, whether the royalties or net profits are measured by production or by gross or taxable income from the property. Pursuant to the provisions of our partnership agreement, our General Partner shall use all reasonable efforts to prevent us from realizing income that would constitute UBTI. In addition, our General Partner is prohibited from incurring certain types and amounts of indebtedness and from directly owning working interests or cost bearing interests and, in the event that any of our assets become working interests or cost bearing interests, is required to assign such interests to the Operating Partnership subject to the reservation of a net profits overriding royalty interest. However, it is possible that we may realize income that would constitute UBTI in an effort to maximize unitholder value.

*Our unitholders may be subject to withholding tax upon transfers of their common units.*

Pursuant to the Tax Act, if a unitholder sells or otherwise disposes of a common unit, the transferee is required to withhold 10% of the amount realized by the transferor unless the transferor certifies that it is not a foreign person, and we are required to deduct and withhold from distributions to the transferee amounts that should have been withheld by the transferee but were not withheld. However, the Department of the Treasury and the IRS have determined that this withholding requirement should not apply to any disposition of a publicly traded interest in a publicly traded partnership (such as us) until final regulations or other guidance have been issued clarifying the application of this withholding requirement to dispositions of interests in publicly traded partnerships. The Department of Treasury and the IRS have released proposed regulations that, if issued in final form, would end the suspension on withholding on certain dispositions of interest in publicly traded partnerships by the transferee, and if such disposition was effected through a broker, would require the broker to withhold on such dispositions. Accordingly, while these new withholding requirements do not currently apply to interests in us, such requirements could apply in the future.

*Tax consequences of certain NPIs are uncertain.*

We are prohibited from owning working interests or cost-bearing interests. At the time of the creation of the Minerals NPI, we assigned to the Operating Partnership all rights in any such working interests or cost-bearing interests that might subsequently be created from the mineral properties that were and are subject of the Minerals NPI. As additional working interests and other cost-bearing interests are created out of such mineral properties, they are owned by the Operating Partnership pursuant to such original assignment, and we have executed various documents since the creation of the Minerals NPI to confirm such treatment under the original assignment. This treatment could be characterized differently by the IRS, and in such a case we are unable to predict, with certainty, all of the income tax consequences relating to the Minerals NPI as it relates to such working interests and other cost-bearing interests.

*Our unitholders may not be entitled to deductions for percentage depletion with respect to our oil and natural gas interests.*

Our unitholders will be entitled to deductions for the greater of either cost depletion or (if otherwise allowable) percentage depletion with respect to the oil and natural gas interests owned by us. However, percentage depletion is generally available to a unitholder only if he qualifies under the independent producer exemption contained in the Internal Revenue Code. For this purpose, an independent producer is a person not directly or indirectly involved in the retail sale of oil, natural gas, or derivative products or the operation of a major refinery. If a unitholder does not qualify under the independent producer exemption, he generally will be restricted to deductions based on cost depletion.

*Our unitholders may have more taxable income or less taxable loss on an ongoing basis if the IRS does not accept our method of allocating depletion deductions.*

The Internal Revenue Code requires that income, gain, loss and deduction attributable to appreciated or depreciated property that is contributed to a partnership in exchange for a partnership interest in the partnership must be allocated so that the contributing partner is charged with, or benefits from, unrealized gain or unrealized loss, referred to as "Built-in Gain" and "Built-in Loss," respectively, associated with the property at the time of its contribution to the partnership. Our partnership agreement provides that the adjusted tax basis of the oil and natural gas properties contributed to us is allocated to the contributing partners for the purpose of separately determining depletion deductions. Any gain or loss resulting from the sale of property contributed to us will be allocated to the partners that contributed the property, in proportion to their percentage interest in the contributed property, to take into account any Built-in Gain or Built-in Loss. This method of allocating Built-in Gain and Built-in Loss is not specifically permitted by United States Treasury regulations, and the IRS may challenge this method. Such a challenge, if successful, could cause our unitholders to recognize more taxable income or less taxable loss on an ongoing basis in respect of their common units.

*Our unitholders may have more taxable income or less taxable loss on an ongoing basis if the IRS does not accept our method of determining a unitholder's share of the basis of partnership property.*

Our General Partner utilizes a method of calculating each unitholder's share of the basis of partnership property that results in an aggregate basis for depletion purposes that reflects the purchase price of common units as paid by the unitholder. This method is not specifically authorized under applicable Treasury regulations, and the IRS may challenge this method. Such a challenge, if successful, could cause our unitholders to recognize more taxable income or less taxable loss on an ongoing basis in respect of their common units.

*The ratio of the amount of taxable income that will be allocated to a unitholder to the amount of cash that will be distributed to a unitholder is uncertain, and cash distributed to a unitholder may not be sufficient to pay tax on the income we allocate to a unitholder.*

The amount of taxable income realized by a unitholder will be dependent upon a number of factors including: (i) the amount of taxable income recognized by us; (ii) the amount of any gain recognized by us that is attributable to specific asset sales that may be wholly or partially attributable to Built-in Gain and the resulting allocation of such gain to a unitholder, depending on the asset being sold; (iii) the amount of basis adjustment pursuant to the Internal Revenue Code available to a unitholder based on the purchase price for any common units and the amount by which such price was greater or less than a unitholder's proportionate share of inside tax basis of our assets attributable to the common units when the common units were purchased; and (iv) the method of depletion available to a unitholder. Therefore, it is not possible for us to predict the ratio of the amount of taxable income that will be allocated to a unitholder to the amount of cash that will be distributed to a unitholder. Unitholders will be required to pay U.S. federal income taxes and, in some cases, state and local income taxes, on their share of taxable income, whether or not they receive cash distributions from us equal to their share of our taxable income or even equal to the actual tax liability that results from that income.

*A unitholder may lose his status as a partner of our Partnership for federal income tax purposes if he lends our common units to a short seller to cover a short sale of such common units.*

If a unitholder loans his common units to a short seller to cover a short sale of common units, he may be considered as having disposed of his ownership of those common units for federal income tax purposes. If so, the unitholder would no longer be a partner of our Partnership for tax purposes with respect to those common units during the period of the loan and may recognize gain or loss from the disposition. As a result, during this period, any of our income, gain, loss or deduction with respect to those common units would not be reportable, and any cash distributions received for those common units would be fully taxable and may be treated as ordinary income.

*If we are not notified (either directly or through a broker) of a sale or other transfer of common units, some distributions and federal income tax information or reports with respect to such units may not be provided to the purchaser or other transferee of the units and may instead continue to be provided to the original transferor.*

If our transfer agent or any other nominee holding common units on behalf of a partner is not timely notified of a sale or other transfer of common units, and a proper transfer of ownership is not recorded on the appropriate books and records, some distributions and federal income tax information or reports with respect to these common units may not be made or provided to the transferee of the units and may instead continue to be made or provided to the original transferor. Notwithstanding a transferee's failure to receive distributions and federal income tax information or reports from us with respect to these units, the IRS may contend that such transferee is a partner for federal income tax purposes and that some allocations of income, gain, loss or deduction by us should have been reported by such transferee. Alternatively, the IRS may contend that the transferor continues to be a partner for federal income tax purposes and that allocations of income, gain, loss or deduction by us should have been reported by such transferor. If the transferor is not treated as a partner for federal income tax purposes, any cash distributions received by such transferor with respect to the transferred units following the transfer would be fully taxable as ordinary income to the transferor.

*Foreign, state and local taxes could be withheld on amounts otherwise distributable to a unitholder.*

A unitholder may be required to file tax returns and be subject to tax liability in the foreign, state or local jurisdictions where he resides and in each state or local jurisdiction in which we have assets or otherwise do business. We also may be required to withhold state income tax from distributions otherwise payable to a unitholder, and state income tax may be withheld by others on royalty payments to us.

*If the IRS makes audit adjustments to our income tax returns for tax years beginning after 2017, it may collect any resulting taxes (including any applicable penalties and interest) directly from us, in which case our cash available for distribution to our unitholders might be substantially reduced.*

Pursuant to the Bipartisan Budget Act of 2015, if the IRS makes audit adjustments to our income tax returns for tax years beginning after 2017, it may collect any resulting taxes (including any applicable penalties and interest) directly from us. We generally will have the ability to shift any such tax liability (including any applicable penalties and interest) to our General Partner and our unitholders in accordance with their interests in us during the year under audit, but there can be no assurance that we will be able to do so under all circumstances. If we are unable to have our unitholders take such audit adjustment into account in accordance with their interests in us during the tax year under audit, our current unitholders may bear some or all of the economic burden resulting from such audit adjustment, even if such unitholders did not own units in us during the tax year under audit. If we are required to make payments of taxes, penalties and interest resulting from audit adjustments, our cash available for distribution to our unitholders might be substantially reduced.

## **Disclosure Regarding Forward-Looking Statements**

Statements included in this report that are not historical facts (including any statements concerning plans and objectives of management for future operations or economic performance, or assumptions or forecasts related thereto), are forward-looking statements. These statements can be identified by the use of forward-looking terminology including "may," "believe," "will," "expect," "anticipate," "estimate," "continue," or other similar words. These statements discuss future expectations, contain projections of results of operations or of financial condition or state other forward-looking information.

These forward-looking statements are made based upon management's current plans, expectations, estimates, assumptions and beliefs concerning future events impacting us and, therefore, involve a number of risks and uncertainties. We caution that forward-looking statements are not guarantees and that actual results could differ materially from those expressed or implied in the forward-looking statements for a number of important reasons, including those discussed under "Risk Factors" and elsewhere in this report.

You should read these statements carefully because they may discuss our expectations about our future performance, contain projections of our future operating results or our future financial condition, or state other forward-looking information. Before you invest, you should be aware that the occurrence of any of the events herein described in "Risk Factors" and elsewhere in this report could substantially harm our business, results of operations and financial condition and that upon the occurrence of any of these events, the trading price of our common units could decline, and you could lose all or part of your investment.

## **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

## **ITEM 2. PROPERTIES**

### **Facilities**

Our corporate office in Dallas consists of 11,847 square feet of leased office space. The Operating Partnership owns a field office in Hooker, Oklahoma.

### **Properties**

We own two categories of properties: Royalty Properties and Net Profits Interests ("NPIs").

## Royalty Properties

We own Royalty Properties representing producing and nonproducing mineral, royalty, overriding royalty, net profits and leasehold interests in properties located in 592 counties and parishes in 27 states. Acreage amounts listed herein represent our best estimates based on information provided to us as a royalty owner. Due to the significant number of individual deeds, leases and similar instruments involved in the acquisition and development of the Royalty Properties by us or our predecessors, acreage amounts are subject to change as new information becomes available. In addition, as a royalty owner, our access to information concerning activity and operations on the Royalty Properties is limited. Most of our producing properties are subject to old leases and other contracts pursuant to which we are not entitled to well information. Some of our newer leases provide for access to technical data and other information. We may have limited access to public data in some areas through third-party subscription services. Consequently, the exact number of wells producing from or drilling on the Royalty Properties at a given point in time is not determinable. The primary manner by which we will become aware of activity on the Royalty Properties is the receipt of division orders or other correspondence from operators or purchasers.

### Acreage Summary

The following table sets forth, as of December 31, 2019, a summary of our gross and net acres, where applicable, of mineral, royalty, overriding royalty and leasehold interests, and a compilation of the number of counties and parishes and states in which these interests are located. The majority of our net mineral acres are unleased.

	Mineral	Royalty	Overriding Royalty	Leasehold
<b>Number of States</b>	27	18	18	8
<b>Number of Counties/Parishes</b>	505	194	142	33
<b>Gross Acres</b>	2,795,000	631,000	210,000	32,000
<b>Net Acres (where applicable)</b>	452,000	-	-	-

Our net interest in production from royalty, overriding royalty and leasehold interests is based on lease royalty and other third-party contractual terms, which vary from property to property. Consequently, net acreage ownership in these categories is not determinable. Our net interest in production from properties in which we own a royalty or overriding royalty interest may be affected by royalty terms negotiated by the previous mineral interest owners in such tracts and their lessees. Our interest in the majority of these properties is perpetual in nature. However, a minor portion of the properties are subject to terms and conditions pursuant to which a portion of our interest may terminate upon cessation of production.

The following table sets forth, as of December 31, 2019, the combined summary of total gross and net acres, where applicable, of mineral, royalty, overriding royalty and leasehold interests in each of the states in which these interests are located.

State	Gross	Net	State	Gross	Net
<b>Alabama</b>	105,000	8,000	<b>Missouri</b>	<500	< 500
<b>Arkansas</b>	49,000	16,000	<b>Montana</b>	366,000	81,000
<b>California</b>	1,000	< 500	<b>Nebraska</b>	3,000	< 500
<b>Colorado</b>	24,000	1,000	<b>New Mexico</b>	47,000	3,000
<b>Florida</b>	89,000	25,000	<b>New York</b>	23,000	19,000
<b>Georgia</b>	4,000	1,000	<b>North Dakota</b>	455,000	82,000
<b>Idaho</b>	17,000	2,000	<b>Oklahoma</b>	273,000	19,000
<b>Illinois</b>	5,000	1,000	<b>Oregon</b>	6,000	1,000
<b>Indiana</b>	< 500	< 500	<b>Pennsylvania</b>	10,000	6,000
<b>Kansas</b>	14,000	2,000	<b>South Dakota</b>	55,000	11,000
<b>Kentucky</b>	2,000	1,000	<b>Texas</b>	1,821,000	157,000
<b>Louisiana</b>	133,000	3,000	<b>Utah</b>	6,000	< 500
<b>Michigan</b>	54,000	3,000	<b>Wyoming</b>	23,000	1,000
<b>Mississippi</b>	81,000	9,000			

*Leasing Activity*

We received \$3.6 million during 2019 attributable to lease bonus on 27 leases or extension of existing leases and 1 pooling election in lands located in 14 counties in five states. These leases reflected bonus payments ranging up to \$25,000/acre and initial royalty terms ranging up to 25%. The following table sets forth a summary of leases and pooling elections consummated during 2018 and 2019.

	2019	2018
<b>Number</b>	28	36
<b>Number of States</b>	5	6
<b>Number of Counties/Parishes</b>	14	21
<b>Average Royalty</b>	24.5%	24.7%
<b>Average Bonus, \$/acre<sup>(1)</sup></b>	\$ 3,158	\$ 692
<b>Total Lease Bonus<sup>(2)</sup></b>	\$3.6 million	\$1.7 million

(1) Based on net acreage weighted average.

(2) Lease Bonus excludes proceeds from assignments of leasehold.

Payments received for gas storage, shut-in and delay rental payments, coal royalty, surface use agreements, litigation judgments and settlement proceeds are reflected in our accompanying consolidated financial statements in other operating revenues.

*Net Profits Interests*

We own net profits overriding royalty interests (referred to as the Net Profits Interests, or "NPIs") in various properties owned by Dorchester Minerals Operating LP, a Delaware limited partnership owned directly and indirectly by our General Partner. We refer to Dorchester Minerals Operating LP as the "Operating Partnership" or "DMOLP." We receive monthly payments from each of the six NPIs equaling 96.97% of the total net profits realized by the Operating Partnership from these properties in the preceding month. In the event costs, including budgeted capital expenditures, exceed revenues on a cash basis in a given month for properties subject to a Net Profits Interest, no payment is made, and any deficit is accumulated and carried over and reflected in the following month's calculation of net profit. In the event an NPI has a deficit of cumulative revenue versus cumulative costs, the deficit will be borne solely by the Operating Partnership.

As of December 31, 2019, the Minerals NPI, our largest NPI, was in a surplus position and had outstanding capital commitments in the Bakken region equaling cash on hand of \$5.1 million.

*Acreage Summary*

The following tables set forth, as of December 31, 2019, information concerning properties owned by the Operating Partnership and subject to the NPIs. Acreage amounts listed under "Leasehold" reflect gross acres leased by the Operating Partnership and the working interest share (net acres) in those properties. Acreage amounts listed under "Mineral" reflect gross acres in which the Operating Partnership owns a mineral interest and the undivided mineral interest (net acres) in those properties. The Operating Partnership's interest in these properties may be unleased, leased by others or a combination thereof. In addition to amounts listed below, the Operating Partnership owns interests limited to certain wellbores located on lands in which we own mineral, royalty or leasehold interests. The acreage amounts associated with the wellbore interests are included in Royalty Properties Acreage Summary and not in the table below.

	Mineral	Royalty	Leasehold
<b>Number of States</b>	12	6	9
<b>Number of Counties/Parishes</b>	61	23	63
<b>Gross Acres</b>	50,000	-	201,000
<b>Net Acres</b>	6,000	-	83,000

The following table reflects the states in which the acreage amounts listed above are located.

	Mineral/Royalty		Leasehold		Total	
	Gross	Net	Gross	Net	Gross	Net
<b>Oklahoma</b>	12,000	1,000	158,000	79,000	170,000	80,000
<b>Arkansas</b>	1,000	<500	8,000	1,000	9,000	1,000
<b>North Dakota</b>	4,000	1,000	<500	<500	4,000	1,000
<b>All Others</b>	33,000	3,000	35,000	2,000	68,000	5,000

The leasehold acreage in Arkansas listed above includes all of the acreage in the Fayetteville Shale properties in which the Operating Partnership participates as a working interest owner.

#### *Productive Well Summary*

The following table sets forth, as of December 31, 2019, the approximate combined number of producing wells on the properties subject to the NPIs. Gross wells refer to wells in which a working interest is owned. Net wells are determined by multiplying gross wells by our working interest in those wells.

	Productive Wells/Units <sup>(1)</sup>	
	Gross	Net
<b>Oklahoma</b>	305	128
<b>All others</b>	989	39
<b>Total</b>	1,294	167

(1) Large, multi-well units which are forecasted in aggregate are included as one gross well.

#### *Drilling Activity*

The following table sets forth first payments received for new wells completed on our Royalty Properties and NPI Properties during 2019. The majority of the activity was concentrated in the Permian Basin and Bakken region. Included in the table below are wells in which we own both a royalty interest and a net profits interest. Wells with such overlapping interests are counted in both categories.

	Royalty Properties	Net Profits Interests
<b>Number</b>	359	99
<b>Number of States</b>	7	2
<b>Number of Counties/Parishes</b>	37	10

We have and will continue to consider a range of transaction structures for our unleased mineral interests including leasing to third parties, working interest participation through the Operating Partnership, electing non-consent under State laws, or a combination thereof.



## Oil and Natural Gas Reserves

The below table reflects the Partnership's proved developed producing reserves at December 31, 2019. The reserves are based on the reports of two independent petroleum engineering consulting firms: Calhoun, Blair & Associates and LaRoche Petroleum Consultants, Ltd. Calhoun Blair & Associates is registered with the Engineering Board of the State of Texas and has been engaged in the business of oil and natural gas property evaluation since 1998. LaRoche Petroleum Consultants, Ltd. is registered with the Engineering Board of the State of Texas. The LaRoche firm has been engaged in the business of oil and natural gas property evaluation since its formation in 1979. Other than our filings with the SEC, we have not filed the estimated proved reserves with, or included them in any reports to, any federal agency. Copies of the reports prepared by Calhoun, Blair & Associates and LaRoche Petroleum Consultants, Ltd. are attached hereto as Exhibits 99.1 and 99.2.

The Partnership does not have information that would be available to a company with oil and natural gas operations because detailed information is not generally available to owners of royalty interests. The Partnership's Chief Operating Officer ("COO") gathers production information and provides such information to our two independent petroleum engineering consulting firms who extrapolate from such information estimates of the reserves attributable to the Royalty Properties and NPIs based on their expertise in the oil and natural gas fields where the Royalty Properties and NPIs are situated, as well as publicly available information. Ensuring compliance with generally accepted petroleum engineering and evaluation methods and procedures is the responsibility of the COO. Our COO has a bachelor's degree in Petroleum Engineering from the University of Alberta and has worked in the upstream oil and natural gas business in various capacities since 1996. The COO reports directly to the Chief Executive Officer ("CEO"). Our CEO ensures compliance with SEC guidance. Our CEO received his Bachelor of Science degree in Petroleum Engineering from Texas A&M University in 1984 and has been a Registered Professional Engineer in Texas since 1988.

### Summary of Oil and Gas Reserves as of Fiscal Year-End All Proved Developed Producing and located in the United States

Year	Royalty Properties		Net Profits Interests <sup>(1)</sup>		Total	
	Oil <sup>(2)</sup> (mbbls)	Natural Gas (mmcf)	Oil <sup>(2)</sup> (mbbls)	Natural Gas (mmcf)	Oil <sup>(2)</sup> (mbbls)	Natural Gas (mmcf)
2019	7,799	30,990	1,839	14,870	9,638	45,860
2018	6,981	24,327	2,060	19,903	9,041	44,230
2017	6,688	24,327	1,623	22,594	8,311	46,921

- (1) Reserves reflect 96.97% of the corresponding amounts assigned to the Operating Partnership's interests in the properties underlying the Net Profits Interests.
- (2) Oil reserves include volumes attributable to natural gas liquids.

Proved oil and natural gas reserves means those quantities of oil and natural gas, which, by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be economically producible—from a given date forward, from known reservoirs, and under existing economic conditions, operating methods, and governmental regulations—prior to the time at which contracts providing the right to operate expire, unless evidence indicates that renewal is reasonably certain, regardless of whether deterministic or probabilistic methods are used for the estimation. The project to extract the hydrocarbons must have commenced or the operator must be reasonably certain that it will commence the project within a reasonable time. See "Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations" for average sales prices.

A significant field is defined as more than 15% of total proved developed reserves. The Hugoton Field reflected in the Net Profits Interests above is the only significant field for at least one of the three years listed. Hugoton Field net sales volumes are listed below:

	Net Sales Volumes by Significant Field	
	Oil <sup>(1)</sup> (mbbls)	Gas (mmcf)
2019	43	1,494
2018	57	1,542
2017	47	1,388

- (1) Oil net sales volumes include volumes attributable to natural gas liquids.

## Title to Properties

We believe we have satisfactory title to all of our assets. Record title to essentially all of our assets has undergone the appropriate filings in the jurisdictions in which such assets are located. Title to property may be subject to encumbrances. We believe that none of such encumbrances should materially detract from the value of our properties or from our interest in these properties or should materially interfere with their use in the operation of our business.

**ITEM 3. LEGAL PROCEEDINGS**

The Partnership and the Operating Partnership are involved in legal and/or administrative proceedings arising in the ordinary course of their businesses, none of which have predictable outcomes and none of which are believed to have any significant effect on financial position or operating results.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED UNITHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common units trade on the NASDAQ Global Select Market under the ticker symbol "DMLP".

As of December 31, 2019, there were 12,230 common unitholders.

**ISSUER PURCHASES OF EQUITY SECURITIES**

Period	(a)	(b)	(c)	(d)
	Total Number of Units Purchased	Average Price Paid per Unit	Total Number of Units Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Units that May Yet Be Purchased Under the Plans or Programs
<b>(October 1, 2019 – October 31, 2019)</b>	13,400 (2)	17.87	13,400	61,509 (1)
<b>(November 1, 2019 – November 30, 2019)</b>	540 (2)	17.84	540	60,969 (1)
<b>(December 1, 2019 – December 31, 2019)</b>	14,067 (3)	17.33	14,067	60,969 (1)
<b>Total</b>	28,007	17.60	28,007	60,969 (1)

- (1) The number of common units that the Operating Partnership may grant under the Dorchester Minerals Operating LP Equity Incentive Program, which was approved by our common unitholders on May 20, 2015 (the "**Equity Incentive Program**"), each fiscal year may not exceed 0.333% of the number of common units outstanding at the beginning of the fiscal year. In 2019, the maximum number of common units that could be purchased under the Equity Incentive Program was 107,492 common units.
- (2) Open-market purchases by the Operating Partnership, an affiliate of the Partnership, pursuant to a Rule 10b5-1 plan adopted on May 14, 2019 for the purpose of satisfying equity awards to be granted pursuant to the Equity Incentive Program.
- (3) Common units withheld from grants of common units made pursuant to the Equity Incentive Program to pay withholding taxes payable by the grantee upon such grants.

## ITEM 6. SELECTED FINANCIAL DATA

**Not applicable.**

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### 2019 Overview

Our results during 2019 were mainly affected by industrywide decreases in realized oil and natural gas prices, offset by increases in sales volumes from continued drilling activity in the Permian Basin and Bakken. Significant results include the following:

- Net income of \$52.8 million;
- Distributions of \$68.6 million to our limited partners;
- Acquisition of mineral and royalty properties consisting of varying undivided interests totaling approximately 76,000 net acres located in 169 counties in 14 states, including positions in the Bakken and interest in multiple enhanced oil recovery units in the Permian Basin, in exchange for 2,400,000 common units representing limited partnership interests in the Partnership ("Common Units") valued at \$43.8 million and issued pursuant to the Partnership's acquisition shelf registration statements on Form S-4;
- First payments on 359 new wells completed on our Royalty Properties and 99 new wells completed on our NPI Properties. The wells were located in 40 counties and parishes in seven states with the majority of the activity concentrated in the Permian Basin and Bakken. Included in these totals are wells in which we own both a royalty interest and a net profits interest. Wells with such overlapping interests are counted in both categories;
- Total lease bonus of \$3.8 million includes consummation of 28 leases and pooling elections of our mineral interest in undeveloped properties located in 14 counties in five states.

### Critical Accounting Policies

We utilize the full cost method of accounting for costs related to our oil and natural gas properties. Under this method, all such costs are capitalized and amortized on an aggregate basis over the estimated lives of the properties using the units-of-production method. These capitalized costs are subject to a ceiling test that limits such pooled costs to the aggregate of the present value of future net revenues attributable to proved oil and natural gas reserves discounted at 10% plus the lower of cost or market value of unproved properties.

While the quantities of proved reserves require substantial judgment, the associated prices of oil and natural gas reserves that are included in the discounted present value of our reserves are objectively determined. The ceiling test calculation requires use of the unweighted arithmetic average of the first day of the month price during the 12-month period ending on the balance sheet date and costs in effect as of the last day of the accounting period, which are generally held constant for the life of the properties. As a result, the present value is not necessarily an indication of the fair value of the reserves. Oil and natural gas prices have historically been volatile, and the prevailing prices at any given time may not reflect our Partnership's or the industry's forecast of future prices. See "Item 8. Financial Statements and Supplementary Data".

**Results of Operations**

Normally, our period-to-period changes in net income and cash flows from operating activities are principally determined by changes in oil and natural gas sales volumes and prices, and to a lesser extent, by capital expenditures deducted under the NPI calculation. Our portion of oil and natural gas sales volumes and average sales prices are shown in the following table.

	Years Ended December 31,		Change %
	2019	2018	
<b>Accrual basis sales volumes:</b>			
Royalty Properties natural gas sales (mmcf)	3,944	3,561	11%
Royalty Properties oil sales (mmbbls)	1,055	847	25%
NPI natural gas sales (mmcf)	2,832	2,581	10%
NPI oil sales (mmbbls)	540	443	22%
<b>Accrual basis average sales price:</b>			
Royalty Properties natural gas sales (\$/mcf)	\$ 1.78	\$ 2.54	(30)%
Royalty Properties oil sales (\$/bbl)	\$ 49.04	\$ 54.15	(9)%
NPI natural gas sales (\$/mcf)	\$ 1.84	\$ 2.46	(25)%
NPI oil sales (\$/bbl)	\$ 46.85	\$ 54.84	(15)%

***Comparison of the years ended December 31, 2019 and 2018***

The increase in oil sales volumes attributable to our Royalty Properties during 2019 is primarily a result of increased Permian Basin and Bakken production. The increase in natural gas sales volumes attributable to our Royalty Properties during 2019 is primarily a result of increased production in the Permian Basin, Bakken, and East Texas, partially offset by decreased production in the Fayetteville Shale, Barnett Shale, and Mid-Continent.

The increase in oil sales volumes attributable to our NPI properties during 2019 is primarily a result of higher suspense releases for new wells in the Bakken and increased production in the Bakken, Permian Basin, and Mid-Continent, partially offset by lower suspense releases for new wells in the Permian Basin versus the prior year. The increase in natural gas sales volumes attributable to our NPI properties during 2019 is primarily a result of increased production in the Bakken, Permian Basin, and Mid-Continent, partially offset by decreased production in the Fayetteville Shale and Hugoton Field and lower suspense releases for new wells in the Permian Basin.

Lease bonus revenue decreased 59% from \$9.3 million in 2018 to \$3.8 million in 2019. The decrease is primarily a result of higher prior year leasing activity in the Permian Basin and assignments of leasehold interest where we retain an interest when compared to 2019 leasing activity.

Other revenue decreased 69% from \$1.6 million in 2018 to \$0.5 million in 2019. The decrease is primarily a result of higher prior year legal settlements on our Royalty Properties.

Production taxes and operating expenses increased 20% from \$5.5 million in 2018 to \$6.6 million in 2019. The increase is primarily a result of higher oil and natural gas sales volumes, partially offset by lower oil and natural gas prices.

Depreciation, depletion and amortization increased 49% from \$8.9 million in 2018 to \$13.3 million in 2019. We adjust our depletion rate each quarter for significant changes in our estimates of oil and natural gas reserves, including acquisitions.

General and administrative expenses increased 24% from \$4.9 million in 2018 to \$6.1 million in 2019. The increase is primarily a result of higher information technology project costs, professional fees, and payroll expense.

Net cash provided by operating activities increased 6% from \$62.5 million in 2018 to \$66.1 million in 2019. The increase is primarily a result of higher oil and natural gas sales volumes, partially offset by lower oil and natural gas prices, lower lease bonus and other revenue, and higher expenses.

***Huffman Acquisition***

On March 29, 2019, the Partnership acquired producing and nonproducing mineral, royalty and net profits interests in the Huffman Acquisition. The mineral and royalty properties acquired consisted of varying undivided interests totaling approximately 76,000 net acres located in 169 counties in 14 states, including positions in the Bakken Trend of North Dakota and interests in multiple enhanced oil recovery units in the Permian Basin. In addition to conveying mineral, royalty and net profits interests to the Partnership, the Acquired Entities delivered funds to the Partnership in an amount equal to their cash receipts during the period from January 1, 2019 through March 29, 2019 of \$1.4 million (including adjustments made post-closing). The contributing entities conveyed their interests to the Partnership and affiliates of its General Partner in exchange for 2,400,000 common limited partnership units. The net income from the properties acquired in the Huffman Acquisition are included in the results of operations for the year ended December 31, 2019.

## **Texas Margin Tax**

Texas imposes a franchise tax (commonly referred to as the Texas margin tax) at a rate of 0.75% on gross revenues less certain deductions, as specifically set forth in the Texas margin tax statute. The Texas margin tax applies to corporations and limited liability companies, general and limited partnerships (unless otherwise exempt), limited liability partnerships, trusts (unless otherwise exempt), business trusts, business associations, professional associations, joint stock companies, holding companies, joint ventures and certain other business entities having limited liability protection.

Limited partnerships that receive at least 90% of their gross income from designated passive sources, including royalties from mineral properties and other non-operated mineral interest income, and do not receive more than 10% of their income from operating an active trade or business, are generally exempt from the Texas margin tax as “passive entities.” We believe our Partnership meets the requirements for being considered a “passive entity” for Texas margin tax purposes and, therefore, it is exempt from the Texas margin tax. If the Partnership is exempt from Texas margin tax as a passive entity, each unitholder that is considered a taxable entity under the Texas margin tax would generally be required to include its portion of Partnership revenues in its own Texas margin tax computation. The Texas Administrative Code provides such income is sourced according to the principal place of business of the Partnership, which would be the state of Texas.

Each unitholder is urged to consult an independent tax advisor regarding the requirements for filing state income, franchise and Texas margin tax returns.

## **Liquidity and Capital Resources**

### ***Capital Resources***

Our primary sources of capital are our cash flows from the NPIs and the Royalty Properties. Our only cash requirements are the distributions to our unitholders, the payment of oil and natural gas production and property taxes not otherwise deducted from gross production revenues and general and administrative expenses incurred on our behalf and allocated to the Partnership in accordance with our partnership agreement. Because the distributions to our unitholders are, by definition, determined after the payment of all expenses actually paid by us, the only cash requirements that may create liquidity concerns for us are the payment of expenses. Because certain expenses vary directly with oil and natural gas sales prices and volumes, we anticipate that sufficient funds will be available at all times for payment of these expenses. See below for the dates of cash distributions to unitholders.

We are not directly liable for the payment of any exploration, development or production costs. We do not have any transactions, arrangements or other relationships that could materially affect our liquidity or the availability of capital resources. We have not guaranteed the debt of any other party, nor do we have any other arrangements or relationships with other entities that could potentially result in unconsolidated debt.

Pursuant to the terms of our partnership agreement, we cannot incur indebtedness, other than trade payables, (i) in excess of \$50,000 in the aggregate at any given time or (ii) which would constitute “acquisition indebtedness” (as defined in Section 514 of the Internal Revenue Code).

### ***Off-Balance Sheet Arrangements***

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to unitholders.

### ***Expenses and Capital Expenditures***

The Operating Partnership continues to assess the opportunity to increase production based on prevailing market conditions in Oklahoma with techniques that may include fracture treating, deepening, recompleting, and drilling. Costs vary widely and are not predictable as each effort requires specific engineering. Such activities by the Operating Partnership could influence the amount we receive from the NPIs.

The Operating Partnership owns and operates wells, pipelines and natural gas compression and dehydration facilities located in Oklahoma. The Operating Partnership does not anticipate incurring significant expense to replace these facilities at this time. These capital and operating costs are reflected in the NPI payments we receive from the Operating Partnership.

In 1998, Oklahoma regulations removed production quantity restrictions in the Guymon-Hugoton field and did not address efforts by third parties to persuade Oklahoma to permit infill drilling in the Guymon-Hugoton field. Infill drilling could require considerable capital expenditures. The outcome and the cost of such activities are unpredictable and could influence the amount we receive from the NPIs. The Operating Partnership believes it now has sufficient field compression and permits for vacuum operation for the foreseeable future.

### **Liquidity and Working Capital**

Cash and cash equivalents were \$15.3 million as of December 31, 2019 and \$18.3 million as of December 31, 2018.

### **Distributions**

Distributions to limited partners and the General Partner related to cash receipts were as follows:

Year	Quarter	Record Date	Payment Date	Per Unit Amount	In Thousands	
					Limited Partners	General Partner
2018	4th	January 28, 2019	February 7, 2019	\$ 0.516572	\$ 16,675	\$ 563
2019	1st	April 29, 2019	May 9, 2019	0.482315	16,726	553
2019	2nd	July 29, 2019	August 8, 2019	0.515016	17,861	592
2019	3rd	October 28, 2019	November 7, 2019	0.499055	17,307	623
		Total distributions paid in 2019			\$ 68,569	\$ 2,331
2020	4th	February 3, 2020	February 13, 2020	\$ 0.361242	\$ 12,528	\$ 425

In general, the limited partners are allocated 96% of the Royalty Properties' net receipts and 99% of NPI net receipts.

### **Net Profits Interests**

We receive monthly payments from the Operating Partnership equal to 96.97% of the net proceeds actually realized by the Operating Partnership from the properties underlying the Net Profits Interests (or "NPIs"). The Operating Partnership retains the 3.03% balance of these net proceeds. Net proceeds generally reflect gross proceeds attributable to oil and natural gas production actually received during the month, less production costs actually paid during the same month, net of budgeted capital expenditures. Production costs generally reflect drilling, completion, operating and general and administrative costs and exclude depletion, amortization and other non-cash costs. The Operating Partnership made NPI payments to us totaling \$16.8 million during October 2018 through September 2019, which payments reflected 96.97% of total net proceeds of \$17.3 million realized from September 2018 through August 2019. Net proceeds realized by the Operating Partnership during September through November 2019 were reflected in NPI payments made during October through December 2019. These payments were included in the fourth quarter distribution paid in early 2020 and are excluded from this 2019 analysis.

### **Royalty Properties**

Revenues from the Royalty Properties are typically paid to us with proportionate severance (production) taxes deducted and remitted by others. Additionally, we generally pay ad valorem taxes, general and administrative costs, and marketing and associated costs because royalties and lease bonuses generally do not otherwise bear operating or similar costs. After deduction of the above described costs including cash reserves, our net cash receipts from the Royalty Properties during October 2018 through September 2019 were \$54.1 million, of which \$51.9 million (96%) was distributed to the limited partners and \$2.2 million (4%) was distributed to the General Partner. Proceeds received by us from the Royalty Properties during October through December 2019 became part of the fourth quarter distribution paid in early 2020, which is excluded from this 2019 analysis.

*Distribution Determinations*

The actual calculation of distributions is performed each calendar quarter in accordance with our partnership agreement. The following calculation covering the period October 2018 through September 2019 demonstrates the method:

	<b>In Thousands</b>	
	<b>Limited Partners</b>	<b>General Partner</b>
4% of net cash receipts from Royalty Properties	\$ -	\$ 2,162
96% of net cash receipts from Royalty Properties	51,894	-
1% of NPI payments to our Partnership	-	169
99% of NPI payments to our Partnership	16,675	-
<b>Total distributions</b>	<b>\$ 68,569</b>	<b>\$ 2,331</b>
Operating Partnership share (3.03% of net proceeds)		526
<b>Total General Partner share</b>		<b>\$ 2,857</b>
% of total	96%	4%

In summary, our limited partners received 96%, and our General Partner received 4% of the net cash generated by our activities and those of the Operating Partnership during this period. Due to these fixed percentages, our General Partner does not have any incentive distribution rights or other right or arrangement that will increase its percentage share of net cash generated by our activities or those of the Operating Partnership.

During the period October 2018 through September 2019, our Partnership's quarterly distribution payments to limited partners were based on all of its available cash. Available cash means all cash and cash equivalents on hand at the end of that quarter (other than cash proceeds received by the Partnership from public or private offering of securities of the Partnership), less any amount of cash reserves that our General Partner determines is necessary or appropriate to provide for the conduct of its business or to comply with applicable laws or agreements or obligations to which we may be subject. Our practice is to accrue funds quarterly for amounts incurred throughout the year but invoiced and paid annually or semi-annually (e.g. ad valorem taxes and professional services). These amounts generally are not held for periods over one year.

*Fourth Quarter 2019 Distribution Indicated Price*

In an effort to provide information concerning prices of oil and natural gas sales that correspond to our quarterly distributions, management calculates the average price by dividing gross revenues received by the net volumes of the corresponding product without regard to the timing of the production to which such sales may be attributable. This "indicated price" does not necessarily reflect the contractual terms for such sales and may be affected by transportation costs, location differentials, and quality and gravity adjustments. While the relationship between the Partnership's cash receipts and the timing of the production of oil and natural gas may be described generally, actual cash receipts may be materially impacted by purchasers' release of suspended funds and by prior period adjustments.

Cash receipts attributable to the Partnership's Royalty Properties during the 2019 fourth quarter totaled \$12.3 million. These receipts generally reflect oil sales during September through November 2019 and natural gas sales during August through October 2019. The average indicated prices for oil and natural gas sales during the 2019 fourth quarter attributable to the Royalty Properties were \$47.33/bbl and \$1.64/mcf, respectively.

Cash receipts attributable to the Partnership's NPIs during the 2019 fourth quarter totaled \$3.1 million. These receipts generally reflect oil and natural gas sales from the properties underlying the NPIs during August through October 2019. The average indicated prices for oil and natural gas sales during the 2019 fourth quarter attributable to the NPIs were \$47.36/bbl and \$1.37/mcf, respectively.

*General and Administrative Costs*

In accordance with our partnership agreement, we bear all general and administrative and other overhead expenses subject to certain limitations. We reimburse our General Partner for certain allocable costs, including rent, wages, salaries and employee benefit plans. This reimbursement is limited to an amount equal to the sum of 5% of our distributions plus certain costs previously paid. Through December 31, 2019, the reimbursement amounts actually paid or accrued were less than the limitation.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

**Not applicable.**

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The consolidated financial statements are set forth herein commencing on page F-1.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2019. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of December 31, 2019, our disclosure controls and procedures were effective, in that they ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (2) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

**Management's Annual Report on Internal Control Over Financial Reporting**

Management acknowledges its responsibility for establishing and maintaining adequate internal control over financial reporting in accordance with Rule 13a-15(f) promulgated under the Securities Exchange Act of 1934. Management has also evaluated the effectiveness of its internal control over financial reporting in accordance with generally accepted accounting principles within the guidelines of the Committee of Sponsoring Organizations of the Treadway Commission framework (2013). Based on the results of this evaluation, management has determined that the Partnership's internal control over financial reporting was effective as of December 31, 2019. The independent registered public accounting firm of Grant Thornton LLP, as auditors of the Partnership's financial statements included in the Annual Report, has issued an attestation report on the Partnership's internal control over financial reporting.

**Changes in Internal Controls**

There were no changes in our Partnership's internal control over financial reporting (as defined in Rule 13a-15(f) of the Securities Exchange Act of 1934) during the quarter ended December 31, 2019, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

None.



**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by this item is incorporated herein by reference to the 2020 Proxy Statement, which will be filed with the Securities and Exchange Commission not later than 120 days subsequent to December 31, 2019.

**ITEM 11. EXECUTIVE COMPENSATION**

The information required by this item is incorporated herein by reference to the 2020 Proxy Statement, which will be filed with the Securities and Exchange Commission not later than 120 days subsequent to December 31, 2019.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED UNITHOLDER MATTERS**

The information required by this item is incorporated herein by reference to the 2020 Proxy Statement, which will be filed with the Securities and Exchange Commission not later than 120 days subsequent to December 31, 2019.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this item is incorporated herein by reference to the 2020 Proxy Statement, which will be filed with the Securities and Exchange Commission not later than 120 days subsequent to December 31, 2019.

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information required by this item is incorporated herein by reference to the 2020 Proxy Statement, which will be filed with the Securities and Exchange Commission not later than 120 days subsequent to December 31, 2019.

## PART IV

## ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

## (a) Financial Statements and Schedules

- (1) See the Index to Consolidated Financial Statements on page F-1.
- (2) No schedules are required.
- (3) The exhibits required by Item 601 of Regulation S-K are as follows:

<b>Number</b>	<b>Description</b>
2.1	<a href="#">Contribution and Exchange Agreement, dated March 29, 2019, by and among Dorchester Minerals, L.P., H. Huffman &amp; Co., A Limited Partnership, The Buffalo Co., A Limited Partnership, Huffman Oil Co., L.L.C., and the Contributors set forth on the signature pages hereto (incorporated by reference to Exhibit 2.1 to Dorchester Minerals' Current Report on Form 8-K filed with the SEC on April 3, 2019)</a>
3.1	<a href="#">Certificate of Limited Partnership of Dorchester Minerals, L.P. (incorporated by reference to Exhibit 3.1 to Dorchester Minerals' Registration Statement on Form S-4, Registration Number 333-88282)</a>
3.2	<a href="#">Amended and Restated Agreement of Limited Partnership of Dorchester Minerals, L.P. (incorporated by reference to Exhibit 3.2 to Dorchester Minerals' Report on Form 10-K filed for the year ended December 31, 2002)</a>
3.3	<a href="#">Amendment No. 1 to Amended and Restated Partnership Agreement of Dorchester Minerals, L.P. (incorporated by reference to Exhibit 3.1 to Dorchester Minerals' Current Report on Form 8-K filed with the SEC on December 22, 2017)</a>
3.4	<a href="#">Amendment No. 2 to Amended and Restated Partnership Agreement of Dorchester Minerals, L.P. (incorporated by reference to Exhibit 3.4 to Dorchester Minerals' Report on Form 10-Q filed with the SEC on August 6, 2018)</a>
3.5	<a href="#">Certificate of Limited Partnership of Dorchester Minerals Management LP (incorporated by reference to Exhibit 3.4 to Dorchester Minerals' Registration Statement on Form S-4, Registration Number 333-88282)</a>
3.6	<a href="#">Amended and Restated Agreement of Limited Partnership of Dorchester Minerals Management LP (incorporated by reference to Exhibit 3.4 to Dorchester Minerals' Report on Form 10-K for the year ended December 31, 2002)</a>
3.7	<a href="#">Certificate of Formation of Dorchester Minerals Management GP LLC (incorporated by reference to Exhibit 3.7 to Dorchester Minerals' Registration Statement on Form S-4, Registration Number 333-88282)</a>
3.8	<a href="#">Amended and Restated Limited Liability Company Agreement of Dorchester Minerals Management GP LLC (incorporated by reference to Exhibit 3.6 to Dorchester Minerals' Report on Form 10-K for the year ended December 31, 2002)</a>
3.9	<a href="#">Certificate of Formation of Dorchester Minerals Operating GP LLC (incorporated by reference to Exhibit 3.10 to Dorchester Minerals' Registration Statement on Form S-4, Registration Number 333-88282)</a>
3.10	<a href="#">Limited Liability Company Agreement of Dorchester Minerals Operating GP LLC (incorporated by reference to Exhibit 3.11 to Dorchester Minerals' Registration Statement on Form S-4, Registration Number 333-88282)</a>
3.11	<a href="#">Certificate of Limited Partnership of Dorchester Minerals Operating LP (incorporated by reference to Exhibit 3.12 to Dorchester Minerals' Registration Statement on Form S-4, Registration Number 333-88282)</a>
3.12	<a href="#">Amended and Restated Agreement of Limited Partnership of Dorchester Minerals Operating LP (incorporated by reference to Exhibit 3.10 to Dorchester Minerals' Report on Form 10-K for the year ended December 31, 2002)</a>
3.13	<a href="#">Certificate of Limited Partnership of Dorchester Minerals Oklahoma LP (incorporated by reference to Exhibit 3.11 to Dorchester Minerals' Annual Report on Form 10-K for the year ended December 31, 2002)</a>
3.14	<a href="#">Agreement of Limited Partnership of Dorchester Minerals Oklahoma LP (incorporated by reference to Exhibit 3.12 to Dorchester Minerals' Annual Report on Form 10-K for the year ended December 31, 2002)</a>
3.15	<a href="#">Certificate of Incorporation of Dorchester Minerals Oklahoma GP, Inc. (incorporated by reference to Exhibit 3.13 to Dorchester Minerals' Annual Report on Form 10-K for the year ended December 31, 2002)</a>
3.16	<a href="#">Bylaws of Dorchester Minerals Oklahoma GP, Inc. (incorporated by reference to Exhibit 3.14 to Dorchester Minerals' Annual Report on Form 10-K for the year ended December 31, 2002)</a>
4.1*	<a href="#">Description of the Registrant's Securities</a>
10.1	<a href="#">Amended and Restated Business Opportunities Agreement dated as of December 13, 2001 by and between the Registrant, the General Partner, Dorchester Minerals Management GP LLC, SAM Partners, Ltd., Vaughn Petroleum, Ltd., Smith Allen Oil &amp; Gas, Inc., P.A. Peak, Inc., James E. Raley, Inc., and certain other parties (incorporated by reference to Exhibit 10.1 to Dorchester Minerals' Annual Report on Form 10-K for the year ended December 31, 2002)</a>
10.2	<a href="#">Transfer Restriction Agreement (incorporated by reference to Exhibit 10.2 to Dorchester Minerals' Annual Report on Form 10-K for the year ended December 31, 2002)</a>

<b>Number</b>	<b>Description</b>
10.3	<a href="#">Registration Rights Agreement (incorporated by reference to Exhibit 10.3 to Dorchester Minerals' Annual Report on Form 10-K for the year ended December 31, 2002)</a>
10.4	<a href="#">Lock-Up Agreement by William Casey McManemin (incorporated by reference to Exhibit 10.4 to Dorchester Minerals' Annual Report on Form 10-K for the year ended December 31, 2002)</a>
10.5	<a href="#">Form of Indemnity Agreement (incorporated by reference to Exhibit 10.1 to Dorchester Minerals' Quarterly Report on Form 10-Q for the quarter ended June 30, 2004)</a>
10.6	<a href="#">Dorchester Minerals Operating LP Equity Incentive Program (incorporated by reference to Annex A to Dorchester Minerals' Proxy Statement on Schedule 14A filed with the SEC on March 16, 2015)</a>
21.1*	<a href="#">Subsidiaries of the Registrant</a>
23.1*	<a href="#">Consent of Grant Thornton LLP</a>
23.2*	<a href="#">Consent of Calhoun, Blair &amp; Associates</a>
23.3*	<a href="#">Consent of LaRoche Petroleum Consultants, Ltd.</a>
31.1*	<a href="#">Certification of Chief Executive Officer of our Partnership pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934</a>
31.2*	<a href="#">Certification of Chief Financial Officer of our Partnership pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934</a>
32.1**	<a href="#">Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Sec. 1350</a>
99.1*	<a href="#">Report of Calhoun, Blair &amp; Associates</a>
99.2*	<a href="#">Report of LaRoche Petroleum Consultants, Ltd.</a>
101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF**	XBRL Taxonomy Extension Definition Document
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document

\* Filed herewith

\*\* Furnished herewith

#### ITEM 16. FORM 10-K SUMMARY

None.

## GLOSSARY OF CERTAIN OIL AND NATURAL GAS TERMS

The definitions set forth below shall apply to the indicated terms as used in this document. All volumes of natural gas referred to herein are stated at the legal pressure base of the state or area where the reserves exist and at 60 degrees Fahrenheit and in most instances are rounded to the nearest major multiple.

"*bbl*" means a standard barrel of 42 U.S. gallons and represents the basic unit for measuring the production of crude oil, natural gas liquids and condensate.

"*boe*" means one barrel of oil equivalent, converting natural gas to oil at the ratio of 6 Mcf of natural gas to 1 Bbl of oil. Also see *mcfe* below.

"*Depletion*" means (a) the volume of hydrocarbons extracted from a formation over a given period of time, (b) the rate of hydrocarbon extraction over a given period of time expressed as a percentage of the reserves existing at the beginning of such period, or (c) the amount of cost basis at the beginning of a period attributable to the volume of hydrocarbons extracted during such period.

"*Division order*" means a document to protect lessees and purchasers of production, in which all parties who may have a claim to the proceeds of the sale of production agree upon how the proceeds are to be divided.

"*Enhanced recovery*" means the process or combination of processes applied to a formation to extract hydrocarbons in addition to those that would be produced utilizing the natural energy existing in that formation. Examples of enhanced recovery include water flooding and carbon dioxide (CO<sub>2</sub>) injection.

"*Estimated future net revenues*" (also referred to as "estimated future net cash flow") means the result of applying current prices of oil and natural gas to estimated future production from oil and natural gas proved reserves, reduced by estimated future expenditures, based on current costs to be incurred in developing and producing the proved reserves, excluding overhead.

"*Formation*" means a distinct geologic interval, sometimes referred to as the strata, which has characteristics (such as permeability, porosity and hydrocarbon saturations) that distinguish it from surrounding intervals.

"*Gross acre*" means the number of surface acres in which a working interest is owned.

"*Gross well*" means a well in which a working interest is owned.

"*Lease bonus*" means the initial cash payment made to a lessor by a lessee in consideration for the execution and conveyance of the lease and includes proceeds from assignments of leasehold interests where the Partnership retains an interest.

"*Leasehold*" means an acre in which a working interest is owned.

"*Lessee*" means the owner of a lease of a mineral interest in a tract of land.

"*Lessor*" means the owner of the mineral interest who grants a lease of his interest in a tract of land to a third party, referred to as the lessee.

"*Mineral interest*" means the interest in the minerals beneath the surface of a tract of land. A mineral interest may be severed from the ownership of the surface of the tract. Ownership of a mineral interest generally involves four incidents of ownership: (1) the right to use the surface; (2) the right to incur costs and retain profits, also called the right to develop; (3) the right to transfer all or a portion of the mineral interest; and (4) the right to retain lease benefits, including bonuses and delay rentals.

"*mcf*" means one thousand cubic feet under prescribed conditions of pressure and temperature and represents the basic unit for measuring the production of natural gas.

"*mcfe*" means one thousand cubic feet of natural gas equivalent, converting oil or condensate to natural gas at the ratio of 1 Bbl of oil or condensate to 6 Mcf of natural gas. This conversion ratio, which is typically used in the oil and gas industry, represents the approximate energy equivalent of a barrel of oil or condensate to an Mcf of natural gas. The sales price of one barrel of oil or condensate has been much higher than the sales price of six Mcf of natural gas over the last several years, so a six to one conversion ratio does not represent the economic equivalency of six Mcf of natural gas to one barrel of oil or condensate.

"*mbbls*" means one thousand standard barrels of 42 U.S. gallons and represents the basic unit for measuring the production of crude oil, natural gas liquids and condensate.

"*mmcf*" means one million cubic feet under prescribed conditions of pressure and temperature and represents the basic unit for measuring the production of natural gas.

"*Net acre*" means the product determined by multiplying gross acres by the interest in such acres.

"*Net well*" means the product determined by multiplying gross oil and natural gas wells by the interest in such wells.

"*Net profits interest*" means a non-operating interest that creates a share in gross production from another (operating or non-operating) interest in oil and natural gas properties. The share is determined by net profits from the sale of production and customarily provides for the deduction of capital and operating costs from the proceeds of the sale of production. The owner of a net profits interest is customarily liable for the payment of capital and operating costs only to the extent that revenue is sufficient to pay such costs but not otherwise.

"Operator" means the individual or company responsible for the exploration, development, and production of an oil or natural gas well or lease.

"Overriding royalty interest" means a royalty interest created or reserved from another (operating or non-operating) interest in oil and natural gas properties. Its term extends for the same term as the interest from which it is created.

"Payout" or "Back-in" occurs when the working interest owners who participate in the costs of drilling and completing a well recoup the costs and expenses, or a multiple of the costs and expenses, of drilling and completing that well. Only then are the owners who chose not to contribute to these initial costs entitled to participate with the other owners in production and share in the expenses and revenues associated with the well. The reversionary interest or back-in interest of an owner similarly occurs when the owner becomes entitled to a specified share of the working or overriding royalty interest when specified costs have been recovered from production.

"Pooling election" means the statutory combination of interests which affords owners the right to choose between participating in the drilling of a well or accepting royalty payments.

"Proved developed reserves" means reserves that can be expected to be recovered (i) through existing wells with existing equipment and operating methods or in which the cost of the required equipment is relatively minor compared to the cost of a new well; and (ii) through installed extraction equipment and infrastructure operational at the time of the reserves estimate if the extraction is by means not involving a well.

"Proved reserves" or "Proved oil and natural gas reserves" means those quantities of oil and natural gas, which, by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be economically producible—from a given date forward, from known reservoirs, and under existing economic conditions, operating methods, and governmental regulations—prior to the time at which contracts providing the right to operate expire, unless evidence indicates that renewal is reasonably certain, regardless of whether deterministic or probabilistic methods are used for the estimation. The project to extract the hydrocarbons must have commenced or the operator must be reasonably certain that it will commence the project within a reasonable time.

"Royalty" means an interest in an oil and natural gas lease that gives the owner of the interest the right to receive a portion of the production from the leased acreage (or of the proceeds of the sale thereof) but generally does not require the owner to pay any portion of the costs of drilling or operating the wells on the leased acreage.

"Severance tax" means an amount of tax, surcharge or levy recovered by governmental agencies from the gross proceeds of oil and natural gas sales. Severance tax may be determined as a percentage of proceeds or as a specific amount per volumetric unit of sales. Severance tax is usually withheld from the gross proceeds of oil and natural gas sales by the first purchaser (e.g., pipeline or refinery) of production.

"Standardized measure of discounted future net cash flows" (also referred to as "standardized measure") means the pretax present value of estimated future net revenues to be generated from the production of proved reserves calculated in accordance with SEC guidelines, net of estimated production and future development costs, using prices and costs as of the date of estimation without future escalation, without giving effect to non-property related expenses such as general and administrative expenses, debt service and depreciation, depletion and amortization, and discounted using an annual discount rate of 10%.

"Suspense release" means revenues that have been held by a purchaser or lessee, often attributable to multiple months of production.

"Undeveloped acreage" means lease acreage on which wells have not been drilled or completed to a point that would permit the production of commercial quantities of oil and natural gas regardless of whether such acreage contains proved reserves.

"Unitization" means the process of combining mineral interests or leases thereof in separate tracts of land into a single entity for administrative, operating or ownership purposes. Unitization is sometimes called "pooling" or "communitization" and may be voluntary or involuntary.

"Working interest" (also referred to as an "operating interest") means a real property interest entitling the owner to receive a specified percentage of the proceeds of the sale of oil and natural gas production or a percentage of the production but requiring the owner of the working interest to bear the cost to explore for, develop and produce such oil and natural gas. A working interest owner who owns a portion of the working interest may participate either as operator or by voting his percentage interest to approve or disapprove the appointment of an operator and certain activities in connection with the development and operation of a property.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DORCHESTER MINERALS, L.P.

By: Dorchester Minerals Management LP,  
its General Partner

By: Dorchester Minerals Management GP LLC,  
its general partner

By: /s/ William Casey McManemin  
William Casey McManemin  
Chief Executive Officer

Date: February 27, 2020

Pursuant to the requirements of the Securities and Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

/s/ William Casey McManemin  
William Casey McManemin  
Chief Executive Officer and Manager  
(Principal Executive Officer)  
Date: February 27, 2020

/s/ H.C. Allen, Jr.  
H.C. Allen, Jr.  
Manager  
Date: February 27, 2020

/s/ James E. Raley  
James E. Raley  
Vice Chairman and Manager  
Date: February 27, 2020

/s/ Allen D. Lassiter  
Allen D. Lassiter  
Manager  
Date: February 27, 2020

/s/ Martha Ann Peak Rochelle  
Martha Ann Peak Rochelle  
Manager  
Date: February 27, 2020

/s/ C. W. Russell  
C. W. Russell  
Manager  
Date: February 27, 2020

/s/ Ronald P. Trout  
Ronald P. Trout  
Manager  
Date: February 27, 2020

/s/ Robert C. Vaughn  
Robert C. Vaughn  
Manager  
Date: February 27, 2020

**DORCHESTER MINERALS, L.P.**  
**(A Delaware Limited Partnership)**

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

Dorchester Minerals, L.P.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

General Partner and Unitholders  
Dorchester Minerals, L.P.

**Opinion on internal control over financial reporting**

We have audited the internal control over financial reporting of Dorchester Minerals, L.P. (a Delaware Limited Partnership) and subsidiaries (the “Partnership”) as of December 31, 2019, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). In our opinion, the Partnership maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the consolidated financial statements of the Partnership as of and for the year ended December 31, 2019, and our report dated February 27, 2020 expressed an unqualified opinion on those financial statements.

**Basis for opinion**

The Partnership’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Partnership’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Partnership in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

**Definition and limitations of internal control over financial reporting**

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ GRANT THORNTON LLP

Dallas, TX

February 27, 2020



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

General Partner and Unitholders  
Dorchester Minerals, L.P.

**Opinion on the financial statements**

We have audited the accompanying consolidated balance sheets of Dorchester Minerals, L.P. (a Delaware Limited Partnership) and subsidiaries (the “Partnership”) as of December 31, 2019 and 2018, the related consolidated statements of income, changes in partnership capital, and cash flows for each of the two years in the period ended December 31, 2019, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Partnership as of December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2019, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Partnership’s internal control over financial reporting as of December 31, 2019, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”), and our report dated February 27, 2020 expressed an unqualified opinion.

**Basis for opinion**

These financial statements are the responsibility of the Partnership’s management. Our responsibility is to express an opinion on the Partnership’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Partnership in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ GRANT THORNTON LLP

We have served as the Partnership’s auditor since 1998.

Dallas, Texas  
February 27, 2020

**DORCHESTER MINERALS, L.P.**  
**(A Delaware Limited Partnership)**

**CONSOLIDATED BALANCE SHEETS**  
**December 31,**  
**(In Thousands)**

	<u>2019</u>	<u>2018</u>
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 15,339	\$ 18,285
Trade and other receivables	7,061	6,635
Net profits interests receivable—related party	5,882	5,198
<b>Total current assets</b>	<u>28,282</u>	<u>30,118</u>
<b>Oil and natural gas properties (full cost method)</b>	405,670	363,205
<b>Accumulated full cost depletion</b>	(319,544)	(306,335)
<b>Total</b>	<u>86,126</u>	<u>56,870</u>
<b>Leasehold improvements</b>	989	1,614
<b>Accumulated amortization</b>	(146)	(679)
<b>Total</b>	<u>843</u>	<u>935</u>
<b>Operating lease right-of-use asset</b>	1,632	-
<b>Total assets</b>	<u>\$ 116,883</u>	<u>\$ 87,923</u>
<b>LIABILITIES AND PARTNERSHIP CAPITAL</b>		
<b>Current liabilities:</b>		
Accounts payable and other current liabilities	\$ 2,052	\$ 421
Operating lease liability	310	-
Deferred rent incentive	-	65
<b>Total current liabilities</b>	<u>2,362</u>	<u>486</u>
<b>Operating lease liability</b>	2,185	-
<b>Deferred rent incentive</b>	-	790
<b>Total liabilities</b>	<u>4,547</u>	<u>1,276</u>
<b>Commitments and contingencies (Note 4)</b>		
<b>Partnership capital:</b>		
General Partner	1,228	1,826
Unitholders	111,108	84,821
<b>Total partnership capital</b>	<u>112,336</u>	<u>86,647</u>
<b>Total liabilities and partnership capital</b>	<u>\$ 116,883</u>	<u>\$ 87,923</u>

The accompanying notes are an integral part of these consolidated financial statements

**DORCHESTER MINERALS, L.P.**  
**(A Delaware Limited Partnership)**

**CONSOLIDATED INCOME STATEMENTS**  
**For each of the Years Ended December 31,**  
**(In Thousands, except per unit amounts)**

	<u>2019</u>	<u>2018</u>
<b>Operating revenues:</b>		
Royalties	\$ 58,759	\$ 54,898
Net profits interests	15,753	7,447
Lease bonus	3,756	9,298
Other	531	1,635
<b>Total operating revenues</b>	<u>78,799</u>	<u>73,278</u>
<b>Costs and expenses</b>		
Production taxes	3,043	2,749
Operating expenses	3,604	2,762
Depreciation, depletion and amortization	13,301	8,947
General and administrative expenses	6,086	4,913
<b>Total costs and expenses</b>	<u>26,034</u>	<u>19,371</u>
<b>Net income</b>	<u>\$ 52,765</u>	<u>\$ 53,907</u>
<b>Allocation of net income:</b>		
General Partner	\$ 1,733	\$ 1,966
Unitholders	\$ 51,032	\$ 51,941
<b>Net income per common unit (basic and diluted)</b>	<u>\$ 1.50</u>	<u>\$ 1.61</u>
<b>Weighted average basic and diluted common units outstanding</b>	34,126	32,280

The accompanying notes are an integral part of these consolidated financial statements

**DORCHESTER MINERALS, L.P.**  
**(A Delaware Limited Partnership)**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For each of the Years Ended December 31,**  
**(In Thousands)**

	2019	2018
<b>Cash flows from operating activities:</b>		
Net income	\$ 52,765	\$ 53,907
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>		
Depreciation, depletion and amortization	13,301	8,947
Amortization of operating lease right-of-use asset	256	-
Amortization of deferred rent incentive	-	(38)
<b>Changes in operating assets and liabilities:</b>		
Trade and other receivables	395	(437)
Net profits interests receivable—related party	(684)	132
Accounts payable and other current liabilities	324	(178)
Operating lease liability	(248)	-
Deferred rent incentive	-	191
<b>Net cash provided by operating activities</b>	<u>66,109</u>	<u>62,524</u>
<b>Cash flows provided by (used in) investing activities:</b>		
Net cash contributed (used) in acquisitions	1,406	(19)
Capital expenditures	-	(41)
Proceeds from the sale of oil and natural gas properties	439	-
<b>Total cash flows provided by (used in) investing activities</b>	<u>1,845</u>	<u>(60)</u>
<b>Cash flows used in financing activities:</b>		
Distributions paid to General Partner and unitholders	(70,900)	(58,006)
<b>(Decrease) increase in cash and cash equivalents</b>	<u>(2,946)</u>	<u>4,458</u>
<b>Cash and cash equivalents at beginning of year</b>	<u>18,285</u>	<u>13,827</u>
<b>Cash and cash equivalents at end of year</b>	<u>\$ 15,339</u>	<u>\$ 18,285</u>
<b>Non-cash investing and financing activities:</b>		
Fair value of common units issued for acquisition	<u>\$ 43,824</u>	<u>\$ -</u>

The accompanying notes are an integral part of these consolidated financial statements

**DORCHESTER MINERALS, L.P.**  
**(A Delaware Limited Partnership)**

**CONSOLIDATED STATEMENTS OF CHANGES IN PARTNERSHIP CAPITAL**  
**For each of the Years Ended December 31,**  
**(In Thousands)**

	<u>General Partner</u>	<u>Unitholders</u>	<u>Total</u>	<u>Unitholder Units</u>
<b>2018</b>				
Balance at January 1, 2018	\$ 1,782	\$ 88,964	\$ 90,746	32,279,774
Net income	1,966	51,941	53,907	
Distributions (\$1.737441 per Unit)	(1,922)	(56,084)	(58,006)	
Balance at December 31, 2018	<u>\$ 1,826</u>	<u>\$ 84,821</u>	<u>\$ 86,647</u>	<u>32,279,774</u>
<b>2019</b>				
Net income	1,733	51,032	52,765	
Acquisition of assets for units	-	43,824	43,824	2,400,000
Distributions (\$2.012958 per Unit)	(2,331)	(68,569)	(70,900)	
Balance at December 31, 2019	<u>\$ 1,228</u>	<u>\$ 111,108</u>	<u>\$ 112,336</u>	<u>34,679,774</u>

**The accompanying notes are an integral part of these consolidated financial statements**

**DORCHESTER MINERALS, L.P.**  
**(A Delaware Limited Partnership)**

**Notes to Consolidated Financial Statements**

**1. General and Summary of Significant Accounting Policies**

*Nature of Operations* — In these Notes, the term “Partnership,” as well as the terms “us,” “our,” “we,” and “its” are sometimes used as abbreviated references to Dorchester Minerals, L.P. itself or Dorchester Minerals, L.P. and its related entities. Our Partnership is a Dallas, Texas based owner of producing and nonproducing natural gas and crude oil royalty, net profits, and leasehold interests in 592 counties and 27 states. We are a publicly traded Delaware limited partnership that was formed in December 2001 and commenced operations on January 31, 2003.

*Basis of Presentation* — The consolidated financial statements herein have been prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”).

*Basic and Diluted Earnings Per Unit* — Per-unit information is calculated by dividing the net income applicable to holders of our Partnership’s common units by the weighted average number of units outstanding. The Partnership has no potentially dilutive securities and, accordingly, basic and dilutive net income per unit do not differ.

*Principles of Consolidation* — The consolidated financial statements include the accounts of Dorchester Minerals, L.P., Dorchester Minerals Oklahoma, LP, Dorchester Minerals Oklahoma GP, Inc., Maecenas Minerals LLP, Dorchester-Maecenas GP LLC, The Buffalo Co., A Limited Partnership, and DMLPTBC GP LLC. All intercompany balances and transactions have been eliminated in consolidation.

*Estimates* — The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. For example, estimates of uncollected revenues and unpaid expenses from Royalty Properties and net profits overriding royalty interests (referred to as the Net Profits Interests, or “NPIs”) operated by non-affiliated entities are particularly subjective due to our inability to gain accurate and timely information. Therefore, actual results could differ from those estimates.

The discounted present value of our proved oil and natural gas reserves is a major component of the ceiling test calculation and requires many subjective judgments. Estimates of reserves are forecasts based on engineering and geological analyses. Different reserve engineers could reach different conclusions as to estimated quantities of oil and natural gas reserves based on the same information. The passage of time provides more qualitative and quantitative information regarding reserve estimates, and revisions are made to prior estimates based on updated information. However, there can be no assurance that more significant revisions will not be necessary in the future. Significant downward revisions could result in an impairment representing a non-cash charge to income. In addition to the impact on the calculation of the ceiling test, estimates of proved reserves are also a major component of the calculation of depletion. See the discussion under *Oil and Natural Gas Properties*.

*General Partner*—Our general partner is Dorchester Minerals Management LP, referred to in these Notes as “our General Partner.” Our General Partner owns all of the partnership interests in Dorchester Minerals Operating LP, the Operating Partnership. See Note 3 —Related Party Transactions. The General Partner is allocated 4% and 1% of our Royalty Properties’ net revenues and Net Profits Interest proceeds received by the Operating Partnership, respectively.

*Cash and Cash Equivalents*—Our principal banking relationships are with major financial institutions. Cash balances in these accounts may, at times, exceed federally insured limits. We have not experienced any losses in such cash accounts and do not believe we are exposed to any significant risk on cash and cash equivalents. Short term investments with an original maturity of three months or less are considered to be cash equivalents and are carried at cost, which approximates fair value.

*Concentration of Credit Risks*—Our Partnership, as a royalty and NPI owner, has no control over the volumes or method of sale of oil and natural gas produced and sold from the Royalty Properties and NPIs. It is believed that the loss of any single customer would not have a material adverse effect on the consolidated results of our operations.

*Fair Value of Financial Instruments*—The carrying amount of cash and cash equivalents, trade and other receivables, and accounts payables and other current liabilities approximates fair value because of the short maturity of those instruments. These estimated fair values may not be representative of actual values of the financial instruments that could have been realized as of year-end or that will be realized in the future.

**DORCHESTER MINERALS, L.P.**  
**(A Delaware Limited Partnership)**

**Notes to Consolidated Financial Statements**

*Receivables*—Our Partnership’s trade and other receivables and net profits interests receivable consist primarily of Royalty Properties payments receivable and NPI payments receivable, respectively. Most payments are received two to four months after production date. No allowance for doubtful accounts is deemed necessary based upon our lack of historical write offs and review of current receivables.

*Oil and Natural Gas Properties* — We utilize the full cost method of accounting for costs related to our oil and natural gas properties. Under this method, all such costs are capitalized and amortized on an aggregate basis over the estimated lives of the properties using the unit-of-production method. These capitalized costs are subject to a ceiling test, which limits such pooled costs to the aggregate of the present value of future net revenues attributable to proved oil and natural gas reserves discounted at 10% plus the lower of cost or market value of unproved properties. Our Partnership did not assign any value to unproved properties as of December 31, 2019, including nonproducing royalty, mineral, and leasehold interests. The full cost ceiling is evaluated at the end of each quarter and when events indicate possible impairment. There have been no impairments for the years ended December 31, 2019 and 2018.

While the quantities of proved reserves require substantial judgment, the associated prices of oil and natural gas reserves that are included in the discounted present value of our reserves are objectively determined. The ceiling test calculation requires use of the unweighted arithmetic average of the first day of the month price during the 12-month period ending on the balance sheet date and costs in effect as of the last day of the accounting period, which are generally held constant for the life of the properties. As a result, the present value is not necessarily an indication of the fair value of the reserves. Oil and natural gas prices have historically been volatile, and the prevailing prices at any given time may not reflect our Partnership’s or the industry’s forecast of future prices.

Gains and losses are recognized upon the disposition of oil and natural gas properties involving a significant portion (greater than 25%) of our Partnership’s reserves. Proceeds from other dispositions of oil and natural gas properties are credited to the full cost pool.

*Leasehold Improvements* — Leasehold improvements are amortized over the shorter of their estimated useful lives or the related life of the lease.

*Leases* — The Partnership determines if an arrangement is a lease at inception. The Partnership leases its office space at 3838 Oak Lawn Avenue, Suite 300, Dallas, Texas, through an operating lease (the “Office Lease”). The operating lease is included in operating lease right-of-use (“ROU”) asset and operating lease liability in our consolidated balance sheets. Operating lease expense is included in general and administrative expenses in the consolidated income statements.

Operating lease ROU assets and operating lease liabilities are recognized based on the present value of lease payments over the lease term at commencement date. As the Partnership’s lease does not provide an implicit rate of return and as the Partnership is precluded from incurring any borrowings above a nominal amount under its partnership agreement, the Partnership used a discount rate commensurate with the incremental borrowing rate of a group of peers based on information available at the application date in determining the present value of lease payments. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term.

*Asset Retirement Obligations* — Based on the nature of our property ownership, we have no material obligations to record.

*Revenue Recognition* — The pricing of oil and natural gas sales from the Royalty Properties and NPIs is primarily determined by supply and demand in the marketplace and can fluctuate considerably. As a royalty owner, we have extremely limited involvement and operational control over the volumes and method of sale of oil and natural gas produced and sold from the Royalty Properties and NPIs.

Revenues from Royalty Properties and NPIs are recorded under the cash receipts approach as directly received from the remitters’ statement accompanying the revenue check. Since the revenue checks are generally received two to four months after the production month, the Partnership accrues for revenue earned but not received by estimating production volumes and product prices. Identified differences between our accrued revenue estimates and actual revenue received historically have not been significant.

The Partnership does not record revenue for unsatisfied or partially unsatisfied performance obligations. The Partnership’s right to revenues from Royalty Properties and NPIs occurs at the time of production, at which point, payment is unconditional, and no remaining performance obligation exists for the Partnership. Accordingly, the Partnership’s revenue contracts for Royalty Properties and NPIs do not generate contract assets or liabilities.

Revenues from lease bonus payments are recorded upon receipt. The lease bonus is separate from the lease itself and is recognized as revenue to the Partnership upon receipt of payment. The Partnership generates lease bonus revenue by leasing its mineral interests to exploration and production companies and includes proceeds from assignments of leasehold interests where the Partnership retains an interest. A lease agreement represents the Partnership’s contract with a lessee and generally transfers the rights to develop oil or natural gas, grants the Partnership a right to a specified royalty interest, and requires that drilling and completion operations commence within a specified time period. Upon signing a lease agreement, no further performance obligation exists for the Partnership, and therefore, no contract assets or contract liabilities are generated.

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**Notes to Consolidated Financial Statements**

*Income Taxes* — We are treated as a partnership for income tax purposes and, as a result, our income or loss is includable in the tax returns of the individual unitholders. Depletion of oil and natural gas properties is an expense allowable to each individual partner, and the depletion expense as reported on the consolidated financial statements will not be indicative of the depletion expense an individual partner or unitholder may be able to deduct for income tax purposes.

Texas imposes a franchise tax (commonly referred to as the Texas margin tax) at a rate of 0.75% on gross revenues less certain deductions, as specifically set forth in the Texas margin tax statute. The Texas margin tax applies to corporations and limited liability companies, general and limited partnerships (unless otherwise exempt), limited liability partnerships, trusts (unless otherwise exempt), business trusts, business associations, professional associations, joint stock companies, holding companies, joint ventures, and certain other business entities having limited liability protection.

Limited partnerships that receive at least 90% of their gross income from designated passive sources, including royalties from mineral properties and other non-operated mineral interest income, and do not receive more than 10% of their income from operating an active trade or business, are generally exempt from the Texas margin tax as “passive entities.” We believe our Partnership meets the requirements for being considered a “passive entity” for Texas margin tax purposes and, therefore, it is exempt from the Texas margin tax. If the Partnership is exempt from Texas margin tax as a passive entity, each unitholder that is considered a taxable entity under the Texas margin tax would generally be required to include its portion of Partnership revenues in its own Texas margin tax computation. The Texas Administrative Code provides that such income is sourced according to the principal place of business of the Partnership, which would be the state of Texas.

## 2. Acquisition for Units

On March 29, 2019, pursuant to a Contribution and Exchange Agreement with H. Huffman & Co., A Limited Partnership, an Oklahoma limited partnership (“HHC”), The Buffalo Co., A Limited Partnership, an Oklahoma limited partnership (“TBC” and together with HHC, the “Acquired Entities”), Huffman Oil Co., L.L.C., an Oklahoma limited liability company, and the equity holders of the Acquired Entities, the Partnership acquired (i) a 96.97% net profits interest in certain working interests in various oil and gas properties owned by HHC, (ii) all of the minerals and royalty interests held by HHC, and (iii) all of the minerals and royalty interests held by TBC in exchange for 2,400,000 common units representing limited partnership interests in the Partnership (“Common Units”) valued at \$43.8 million and issued pursuant to the Partnership's acquisition shelf registration statements on Form S-4. The acquisition was complimentary to our business. The Acquired Entities were accounted for as an acquisition of assets under U.S. GAAP. Accordingly, the cost of the acquisition was allocated on a relative fair value basis and transaction costs were capitalized as a component of the cost of the assets acquired. The consolidated balance sheet as of December 31, 2019 includes \$42.9 million in net property additions. Net property additions includes \$4.3 million of unproved properties acquired that were recorded to the oil and natural gas properties full cost pool, thereby accelerating the costs subject to depletion.

The Partnership subsequently filed an acquisition shelf registration statement on Form S-4 that became effective June 6, 2019 and a shelf registration statement on Form S-3 that became effective August 21, 2019. 20,000,000 units remain available for issuance under the Partnership's registration statements.

## 3. Related Party Transactions

Our General Partner owns all of the partnership interests in the Operating Partnership. It is the employer of all personnel, owns the working interests and other properties underlying our NPIs, and provides day-to-day operational and administrative services to us and the General Partner. In accordance with our partnership agreement, we reimburse the General Partner for certain allocable general and administrative costs, including rent, salaries, and employee equity and benefit plans that are not direct expenses. These types of reimbursements are limited to 5% of distributions, plus certain costs previously paid. All such costs have been below the annual 5% limit amount, including the allowable surplus carryforward, for the years ended December 31, 2019 and 2018. Additionally, certain reimbursable direct expenses such as professional and regulatory fees, as well as certain general and administrative costs that are related to regulatory matters, are not limited. Significant activity between the Partnership and the Operating Partnership consists of the following:

	In Thousands	
	2019	2018
Net profits interests receivable	\$ 5,882	\$ 5,198
Net profits interests revenue	\$ 15,753	\$ 7,447
General and administrative amounts payable/(receivable)	\$ 894	\$ (61)
Total general and administrative expenses	\$ 2,188	\$ 1,370



**DORCHESTER MINERALS, L.P.**  
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**Notes to Consolidated Financial Statements**

**4. Commitments and Contingencies**

Our Partnership and the Operating Partnership are involved in other legal and/or administrative proceedings arising in the ordinary course of their businesses, none of which have predictable outcomes and none of which are believed to have any significant effect on consolidated financial position, cash flows, or operating results.

**5. Distribution To Holders Of Common Units**

During 2018, distributions were paid on 32,279,774 units. Beginning with the first quarter of 2019, distributions were paid on 34,679,774 units. Fourth quarter distributions are paid in February of the following calendar year to unitholders of record in January or February of such following year. The partnership agreement requires the next cash distribution to be paid by May 15, 2020.

**6. Leases**

In February 2016, the Financial Standards Accounting Board (“FASB”) issued a new standard related to leases, Accounting Standards Codification (“ASC”) 842 – Leases (“ASC 842”) to increase transparency and comparability among organizations by requiring the recognition ROU assets and lease liabilities on the balance sheet, including the recognition of ROU assets and lease liabilities for operating leases. ASC 842 requires certain disclosures to meet the objective of enabling users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases.

The Partnership adopted ASC 842 on January 1, 2019, using the modified retrospective transition method as of the adoption date, which did not require the Partnership to adjust comparative periods.

In addition, the Partnership elected the package of practical expedients permitted under the transition guidance within ASC 842, which among other things, allowed the Partnership to carry forward the historical lease classification. The Partnership also elected the land easements practical expedient, which allowed the Partnership to carry forward the accounting treatment for land easements on existing agreements.

The third amendment to our Office Lease was executed in April 2017 for a term of 129 months, beginning June 1, 2018 and expiring in 2029. At lease commencement, the Partnership concluded the Office Lease was an operating lease. Under the third amendment to the Office Lease, monthly rental payments range from \$25,000 to \$30,000 and the Partnership received lease incentives of \$0.7 million. Prior to the adoption of ASC 842, the Partnership had recognized a deferred rent incentive for the rent escalations, net of the lease incentives, to be recorded as lease expense on a straight-line basis over the lease term.

On January 1, 2019, the application date of ASC 842, the Partnership recognized a ROU asset of \$1.9 million, excluding the remaining balance of lease incentives, and a lease liability of \$2.7 million related to the Office Lease. The difference between the ROU asset and the operating lease liability was recorded as an adjustment to the deferred rent incentive on the consolidated balance sheet. The adoption of ASC 842 had no impact on Partnership capital, the consolidated statements of income, or the consolidated statement of cash flows. In preparation for the adoption of ASC 842, the Partnership implemented internal controls to identify arrangements that may contain a lease.

Lease expense under ASC 842 for the year ended December 31, 2019 and under the prior accounting guidance for the year ended December 31, 2018 is as follows:

	In Thousands	
	2019	2018
Operating lease expense	\$ 262	\$ 345

Supplemental cash flow information related to leases was as follows:

	In Thousands	
	2019	
<b>Cash paid for amounts included in the measurement of lease liabilities</b>		
Operating cash flows from operating leases	\$	254
ROU asset obtained in exchange for operating lease liability	\$	1,888

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**Notes to Consolidated Financial Statements**

Supplemental balance sheet information related to leases was as follows:

	<u>2019</u>
<b>Weighted-Average Remaining Lease Term (months)</b>	
Operating lease	110
<b>Weighted-Average Discount Rate</b>	
Operating lease	5%

Maturities of lease liabilities are as follows:

	<u>In Thousands</u>	
	<u>2019</u>	
2020	\$	332
2021		338
2022		344
2023		350
2024		356
Thereafter		1,547
Total lease payments		<u>3,267</u>
Less amount representing interest		(772)
Total lease obligation	\$	<u>2,495</u>

**DORCHESTER MINERALS, L.P.**  
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**Supplemental Oil and Natural Gas Data**  
**(Unaudited)**

**Oil and Natural Gas Reserve and Standardized Measure**

The NPIs represent net profits overriding royalty interests in various properties owned by the Operating Partnership. The Royalty Properties consist of producing and nonproducing mineral, royalty, overriding royalty, net profits, and leasehold interests located in 592 counties and parishes in 27 states. Amounts set forth herein attributable to the NPIs reflect our 96.97% net share. Although new activity has occurred on certain of the Royalty Properties, based on engineering studies available to date, no events have occurred since December 31, 2019 that would have a material effect on our estimated proved developed reserves.

In accordance with U.S. GAAP and Securities and Exchange Commission rules and regulations, the following information is presented with regard to the Royalty Properties and NPIs oil and natural gas reserves, all of which are proved, developed, and located in the United States. These rules require inclusion as a supplement to the basic financial statements a standardized measure of discounted future net cash flows relating to proved oil and natural gas reserves. The standardized measure, in management's opinion, should be examined with caution. The basis for these disclosures are petroleum engineers' reserve studies which contain imprecise estimates of quantities and rates of production of reserves. Revision of prior year estimates can have a significant impact on the results. Changes in production costs may result in significant revisions to previous estimates of proved reserves and their future value. Therefore, the standardized measure is not necessarily a best estimate of the fair value of oil and natural gas properties or of future net cash flows.

The following summaries of changes in reserves and standardized measure of discounted future net cash flows were prepared from estimates of proved reserves. The Standardized Measure of Discounted Future Net Cash Flows reflects adjustments for such fuel, shrinkage, and pipeline loss.

	Oil (mmbbls)			Natural Gas (mmcf)		
	2019	2018	2017	2019	2018	2017
Estimated quantity, beginning of year	9,041	8,311	7,092	44,230	46,921	41,154
Revisions in previous estimates <sup>(1)</sup>	1,394	2,020	2,352	6,466	3,451	12,269
Purchase of minerals in place <sup>(2)</sup>	788	-	-	1,933	-	-
Production	(1,585)	(1,290)	(1,133)	(6,769)	(6,142)	(6,502)
Estimated quantity, end of year	<u>9,638</u>	<u>9,041</u>	<u>8,311</u>	<u>45,860</u>	<u>44,230</u>	<u>46,921</u>

<sup>(1)</sup> Changes in oil reserves for the years ended December 31, 2019, 2018 and 2017, include upward revisions of 1,394 mmbbls, 2,020 mmbbls and 2,352 mmbbls, respectively, predominately due to ongoing development on our Permian Basin and Bakken properties and well performance exceeding previous projections in various areas.

Changes in natural gas reserves for the years ended December 31, 2019, 2018 and 2017, include an upward revision of 6,466 mmcf in 2019 as a result of increased Permian Basin and East Texas activity, partially offset by decreased activity in Hugoton Field, an upward revision of 3,451 mmcf in 2018 as a result of increased Permian Basin activity, and an upward revision of 12,269 mmcf in 2017 as a result of increased Permian Basin activity and higher gas prices extending economic limits.

<sup>(2)</sup> On March 29, 2019, pursuant to a Contribution and Exchange Agreement with H. Huffman & Co., A Limited Partnership, an Oklahoma limited partnership ("HHC"), The Buffalo Co., A Limited Partnership, an Oklahoma limited partnership ("TBC" and together with HHC, the "Acquired Entities"), Huffman Oil Co., L.L.C., an Oklahoma limited liability company, and the equity holders of the Acquired Entities, the Partnership acquired (i) a 96.97% net profits interest in certain working interests in various oil and gas properties owned by HHC, (ii) all of the minerals and royalty interests held by HHC, and (iii) all of the minerals and royalty interests held by TBC.

**DORCHESTER MINERALS, L.P.**  
**(A Delaware Limited Partnership)**

**Supplemental Oil and Natural Gas Data**  
**(Unaudited)**

**Standardized Measure of Discounted Future Net Cash Flows**  
**(Dollars in Thousands Except Where Noted)**

	2019	2018	2017
Future estimated gross revenues	\$ 452,992	\$ 534,758	\$ 405,137
Future estimated production costs	(25,542)	(29,668)	(23,241)
Future estimated net revenues	427,450	505,090	381,896
10% annual discount for estimated timing of cash flows	(218,616)	(256,826)	(199,750)
Standardized measure of discounted future estimated net cash flows	<u>\$ 208,834</u>	<u>\$ 248,264</u>	<u>\$ 182,146</u>
Sales of oil and natural gas produced, net of production costs	\$ (67,865)	\$ (56,834)	\$ (49,504)
Net changes in prices and production costs	(51,526)	49,476	37,552
Net change due to purchase of minerals in place	17,843	-	-
Revisions of previous quantity estimates	49,492	55,647	63,621
Accretion of discount	24,826	18,214	12,152
Change in production rate and other	(12,200)	(385)	(3,200)
Net change in standardized measure of discounted future estimated net cash flows	<u>\$ (39,430)</u>	<u>\$ 66,118</u>	<u>\$ 60,621</u>
Depletion of oil and natural gas properties (dollars per mcfe)	\$ 0.81	\$ 0.65	\$ 0.70
Property acquisition costs	\$ 42,904	\$ -	\$ 22,623
Average oil price per barrel (1)(2)	\$ 44.38	\$ 56.38	\$ 43.74
Average natural gas price per mcf (1)	\$ 1.72	\$ 2.44	\$ 2.56

(1)Includes Royalty and NPI prices combined by volumetric proportions.

(2)Includes oil and natural gas liquids prices combined by volumetric proportions.

**DESCRIPTION OF THE REGISTRANT'S SECURITIES**

As of February 27, 2020, Dorchester Minerals, L.P. (the "Partnership") has one class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which is the Partnership's common units representing limited partnership interests ("Common Units").

The following description of our Common Units is a summary and does not purport to be complete and is subject to and qualified in its entirety by reference to our Certificate of Limited Partnership, as amended ("Certificate"), and our Amended and Restated Agreement of Limited Partnership, as amended ("Partnership Agreement"), each of which are incorporated by reference as an exhibit to the Annual Report on Form 10-K of which this Exhibit 4.1 is a part. We encourage you to read our Certificate, our Partnership Agreement and the applicable provisions of Delaware Revised Uniform Limited Partnership Act, as amended (the "Delaware Act"), for additional information.

**Listing**

Our Common Units are listed on The NASDAQ Global Select Market under the trading symbol "DMLP".

**Common Units and General Partner Interest**

The Common Units represent limited partnership interests in us. The holders of the Common Units are entitled to participate in partnership distributions and exercise the rights or privileges available to limited partners under our Partnership Agreement. Our general partner has an ownership interest in the Partnership that entitles the general partner to (i) a 1% partnership interest and sharing percentage in each of the overriding royalty interests conveyed to the Partnership in connection with the combination transaction that occurred immediately prior to the effectiveness of the Partnership's Registration Statement on Form S-4 (Registration No. 333-88282) and in any similar subsequently created overriding royalty interests and (ii) a 4% partnership interest and sharing percentage in all of our other assets, properties, obligations and liabilities and all our other items of revenue, cost and expense.

34,679,774 of our Common Units were outstanding as of February 27, 2020.

Holders of Common Units have no preemptive rights to purchase or subscribe for securities of the Partnership, and the Common Units are not convertible. The General Partner has a limited preemptive right pursuant to the Partnership Agreement, which it may from time to time assign to its affiliates, to purchase Partnership securities from the Partnership whenever, and on the same terms that, the Partnership issues Partnership securities to persons other than the General Partner and its affiliates, to the extent necessary to maintain the percentage interests of the general partner and its affiliates in the Partnership.

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The Partnership may redeem a limited partner's Common Units if a limited partner fails to furnish, within 30 days following a request made by the general partner in the circumstances set forth in the Partnership Agreement, a certification that such limited partner is qualified to own real property interests in jurisdictions in which the Partnership and any of its subsidiaries own real property or do business. In the event that the Partnership redeems a limited partner's Common Units, the general partner shall give 30 days' notice to such limited partner, pay such limited partner as consideration for such redemption the average daily closing price per Common Unit for the 20 consecutive trading days immediately prior to the redemption date upon surrender of the certificate evidencing the Common Units endorsed in blank, and such redeemed Common Units shall no longer constitute outstanding Common Units.

We distribute to our general partner and limited partners according to their respective percentage interests, within 45 days of the end of each fiscal quarter, an amount equal to all "available cash" with respect to that quarter. Available cash means all cash and cash equivalents on hand at the end of that quarter (other than cash proceeds received by the Partnership from a public or private offering of securities of the Partnership), less any amount of cash reserves that our general partner determines is necessary or appropriate to provide for the conduct of our business or to comply with applicable law or agreements or obligations to which we are subject. The Delaware Act generally prohibits any distribution to partners if, after giving effect to the distribution, all liabilities of the partnership exceed the fair value of the assets of the partnership. In the event of a liquidation or dissolution of our Partnership, available cash will be deemed to be zero in the quarter in which the events giving rise to the liquidation or dissolution occur and in subsequent quarters. Our general partner may treat taxes that we pay on behalf of, or amounts withheld with respect to, our general partner or limited partners as a distribution of available cash to those partners.

### **Transfer of Common Units**

A transfer of a Common Unit will not be recorded by the Partnership's transfer agent or recognized by us unless the transferee executes and delivers a transfer application, or is deemed to have done so. By executing and delivering a transfer application, the transferee, or deemed transferee of Common Units:

- becomes the record holder of the Common Units and is an assignee until admitted into our Partnership as a substituted limited partner;
- automatically requests admission as a substituted limited partner in the Partnership;
- agrees to be bound by the terms and conditions of, and executed, our Partnership Agreement;
- represents that the transferee has the capacity, power and authority to enter into the Partnership Agreement;
- grants powers of attorney to officers of our general partner and any liquidator of us as specified in the Partnership Agreement; and
- makes the consents and waivers contained in the Partnership Agreement.

An assignee will become a substituted limited partner of the Partnership for the transferred Common Units upon the consent of our general partner and the recording of the name of the assignee on our books and records. The general partner may withhold its consent in its sole discretion.

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A transferee's broker, agent or nominee may complete, execute and deliver a transfer application. We are entitled to treat the nominee holder of a Common Unit as the absolute owner. In that case, the beneficial holder's rights are limited solely to those that it has against the nominee holder as a result of any agreement between the beneficial owner and the nominee holder.

Common Units are securities and are transferable according to the laws governing the transfer of securities. In addition to other rights acquired upon transfer, the transferor gives the transferee the right to request admission as a substituted limited partner in our partnership for the transferred Common Units. A purchaser or transferee of Common Units that does not execute and deliver a transfer application, or is not deemed to have done so, obtains only:

- the right to assign the Common Unit to a purchaser or other transferee; and
- the right to transfer the right to seek admission as a substituted limited partner in our partnership for the transferred Common Units.

Thus, a purchaser or transferee of Common Units who does not execute and deliver a transfer application, or is not deemed to have done so:

- will not receive cash distributions or federal income tax allocations, unless the Common Units are held in a nominee or "street name" account and the nominee or broker has executed and delivered a transfer application; and
- may not receive some federal income tax information or reports furnished to record holders of Common Units.

The transferor of Common Units has a duty to provide the transferee with all information that may be necessary to transfer the Common Units. The transferor does not have a duty to ensure the execution of the transfer application by the transferee and has no liability or responsibility if the transferee neglects or chooses not to execute and forward the transfer application to the transfer agent.

Until a Common Unit has been transferred on our books, we and the transfer agent, may treat the record holder of the Common Unit as the absolute owner for all purposes, except as otherwise required by law or stock exchange regulations.

### **Voting Rights**

Except as described below regarding a person or group owning 20% or more of any class of units then outstanding, unitholders or assignees who are record holders of Common Units on the record date will be entitled to notice of, and to vote at, meetings of our limited partners and to act upon matters for which approvals may be solicited. Common Units that are owned by an assignee who is a record holder, but who has not yet been admitted as a limited partner, will be voted by the general partner at the written direction of the record holder. Absent direction of this kind, the Common Units will not be voted, except that, in the case of Common Units held by the general partner on behalf of non-citizen assignees, the general partner will distribute the votes on those Common Units in the same ratios as the votes of limited partners on other units are cast.

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The general partner does not anticipate that any meeting of unitholders will be called in the foreseeable future, other than the annual meeting of unitholders. Any action that is required or permitted to be taken by the unitholders may be taken either at a meeting of the unitholders or without a meeting if consents in writing describing the action so taken are signed by holders of the number of units as would be necessary to authorize or take that action at a meeting. Meetings of the unitholders may be called by the general partner or by unitholders owning at least 20% of the outstanding units of the class for which a meeting is proposed; provided that the limited partners are only entitled to call one special meeting every twelve months. Unitholders may vote either in person or by proxy at meetings. The holders of a majority of the outstanding units of the class or classes for which a meeting has been called, represented in person or by proxy, will constitute a quorum unless any action by the unitholders requires approval by holders of a greater percentage of the units, in which case the quorum will be the greater percentage.

Each record holder of a Common Unit has a vote according to its percentage interest in the Partnership. Common Units held in nominee or street name account will be voted by the broker or other nominee in accordance with the instruction of the beneficial owner unless the arrangement between the beneficial owner and his nominee provides otherwise.

Any notice, demand, request, report or proxy material required or permitted to be given or made to record holders of Common Units under the Partnership Agreement will be delivered to the record holder by us or by the Partnership's transfer agent.

*Summary of Certain Vote Requirements*

The following is a summary of the approval thresholds for certain matters requiring unitholder approval under our Partnership Agreement:

Issuance of additional Partnership securities	No unitholder approval unless in a single transaction or series of related transactions any Partnership securities representing limited partner interests if, after giving effect to such issuance, such newly issued Partnership securities would represent over 40% of the outstanding limited partner interests.
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Issuance in a single transaction or series of related transactions Partnership securities representing over 40% of the outstanding limited partner interests after giving effect to such issuance	Unit majority
Amendment of the Partnership Agreement	Certain amendments may be made by our general partner without the approval of the unitholders. Other amendments generally require the approval of a unit majority. A detailed explanation is included below.
Sell, exchange or otherwise dispose of all or substantially all of our assets, including by way of merger, consolidation or other combination, or approving the sale, exchange or other disposition of all or substantially all of the assets of our subsidiaries	Unit majority
Dissolution	Majority of outstanding limited partner interests
Continuation of business after dissolution	Unit majority
Amount of compensation paid to appointed liquidator or successor liquidator	Unit majority
Removal of appointed liquidator	Unit majority
Issuance of Partnership securities having greater rights or powers than the Common Units, and any options, rights, warrants, and appreciation rights relating thereto	Unit majority
Actions in contravention of the Partnership Agreement	Unanimous approval of holders of outstanding limited partnership interests
Removal of the general partner	Unit majority following receipt by the Partnership of an opinion of counsel covering the matters required by the Partnership Agreement
Elect or cause the Partnership to elect a successor general partner of the Partnership, except as otherwise permitted under the Partnership Agreement	Unit majority
Causing the Partnership to obtain oil or gas property interests without meeting certain conditions set forth in the Partnership Agreement and explained in detail below	Unit majority

### *Acquisition of Oil and Gas Property Interests*

The approval of the holders of a majority of our outstanding Common Units is required for our general partner to cause us to acquire or obtain any oil and natural gas property interest, unless the acquisition is complementary to our business and is made:

- in exchange for Partnership interests, including Common Units, not exceeding 40% of the outstanding limited partner interests after issuance;
- in exchange for cash proceeds of any public or private offer and sale of Partnership securities or options, rights, warrants or appreciation rights relating thereto; or
- in exchange for cash from the operations of the Partnership, if the aggregate cost of any acquisitions made for cash during the twelve month period ending on the first to occur of the execution of a definitive agreement for the acquisition or its consummation is no more than ten percent (10%) of our aggregate cash distributions for the four most recent fiscal quarters.

In the event that the Partnership acquires properties for a combination of cash from operations and partnership interests, (i) the operating cash component of the acquisition consideration shall be equal to or less than 5% of the aggregate cash distributions made by the Partnership for the four most recent fiscal quarters and (ii) the amount of Partnership interests to be issued in such acquisition, after giving effect to such issuance, shall not exceed 10% of the outstanding limited partner interests.

### *Amendment of the Partnership Agreement*

#### General

Amendments to the Partnership Agreement may be proposed only by or with the consent of the general partner, which consent may be given or withheld in its sole discretion. In order to adopt a proposed amendment, other than the amendments discussed below, the general partner must seek written approval of the holders of the number of Common Units required to approve the amendment or call a meeting of the limited partners to consider and vote upon the proposed amendment. Except as described below, an amendment must be approved by a majority of the Common Units, unless a greater or different percentage is required.

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### Prohibited Amendments

No amendment may be made that would:

- enlarge the obligations of any limited partner without its consent, unless approved by at least a majority of the type or class of limited partner interests so affected;
- enlarge the obligations of, restrict in any way any action by or rights of, or reduce in any way the amounts distributable, reimbursable or otherwise payable by us to the general partner or any of its affiliates without the consent of the general partner, which may be given or withheld in its sole discretion;
- change the term of the Partnership;
- provide that our Partnership is not dissolved upon an election to dissolve our Partnership by the general partner that is approved by the holders of a majority of the outstanding Common Units; or
- give any person the right to dissolve our Partnership other than the general partner's right to dissolve our Partnership with the approval of the holders of a majority of the outstanding Common Units.

The provision of the Partnership Agreement preventing the amendments having the effects described in the bullet points above can be amended upon the approval of the holders of at least 90% of the outstanding Common Units.

### No Unitholder Approval

The general partner may generally make amendments to the Partnership Agreement without the approval of any limited partner or assignee to reflect:

- a change in our name, the location of our principal place of business, our registered agent or our registered office;
  - the admission, substitution, withdrawal or removal of partners in accordance with the Partnership Agreement;
  - a change that, in the sole discretion of the general partner, is necessary or advisable for us to qualify or to continue our qualification as a limited partnership or a partnership in which the limited partners have limited liability under the laws of any state or to ensure that the partnership will not be treated as an association taxable as a corporation or otherwise taxed as an entity for federal income tax purposes;
  - an amendment that is necessary, in the opinion of our counsel, to prevent us or our general partner or its directors, officers, agents or trustees, from in any manner being subjected to the provisions of the Investment Company Act of 1940, the Investment Advisors Act of 1940, or "plan asset" regulations adopted under the Employee Retirement Income Security Act of 1974, whether or not substantially similar to plan asset regulations currently applied or proposed;
-

- subject to the limitations on the issuance of additional Common Units or other limited or general partner interests described above, an amendment that in the discretion of the general partner is necessary or advisable for the authorization of additional limited or general partner interests;
- any amendment expressly permitted in the Partnership Agreement to be made by the general partner acting alone;
- any amendment effected, necessitated or contemplated by a merger agreement that has been approved under the terms of the Partnership Agreement;
- any amendment that, in the discretion of the general partner, is necessary or advisable for the formation by us of, or our investment in, any corporation, partnership or other entity, as otherwise permitted by the Partnership Agreement;
- a change in our fiscal year or taxable year and related changes, including a change in the definition of "Quarter" and the dates on which distributions are to be made by the Partnership; and
- any other amendments substantially similar to any of the matters described in the immediately preceding bullet points above.

In addition, the general partner may make amendments to the Partnership Agreement without the approval of any limited partner or assignee if those amendments, in the discretion of the general partner:

- 1) do not adversely affect the limited partners in any material respect;
- 2) are necessary or advisable to satisfy any requirements, conditions or guidelines contained in any opinion, directive, order, ruling or regulation of any federal or state agency or judicial authority or contained in any federal or state statute;
- 3) are necessary or advisable to effect a subdivision or combination of Common Units in accordance with the Partnership Agreement;
- 4) are necessary or advisable to facilitate the trading of limited partner interests or to comply with any rule, regulation, guideline or requirement of any securities exchange on which the limited partner interests are or will be listed for trading, compliance with any of which the general partner deems to be in our best interest and the best interest of limited partners; or
- 5) are required to effect the intent expressed in the Partnership's Registration Statement on Form S-4 (Registration No. 333-88282) or the intent of the provisions of the Partnership Agreement or are otherwise contemplated by the Partnership Agreement.

#### Unitholder Approval

Any amendment that would have a material adverse effect on the rights or preferences of any type or class of outstanding units in relation to other classes of units will require the approval of at least a unit majority. Any amendment that reduces the voting percentage required to take action must be approved by the affirmative vote of limited partners constituting not less than the voting requirement sought to be reduced. Any amendment that the general partner believes, in the exercise of its reasonable discretion, could result in the delisting or suspension of trading of any class of limited partner interests on the principal National Securities Exchange on which such class of limited partner interests is then traded must be approved by the holders of at least a majority of the outstanding limited partner interests of such class, unless the Partnership has been approved for listing or trading on another National Securities Exchange.

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### *Merger, Sale or Disposition of Assets*

The Partnership Agreement generally prohibits the general partner, without the prior approval of the holders of Common Units representing a unit majority, from causing us to, among other things, sell, exchange or otherwise dispose of all or substantially all of our assets in a single transaction or a series of related transactions, including by way of merger, consolidation or other combination, or approving on our behalf the sale, exchange or other disposition of all or substantially all of the assets of our subsidiaries. If conditions specified in the Partnership Agreement are satisfied, the general partner may merge us or any of our subsidiaries into, or convey some or all of our assets to, a newly formed entity if the sole purpose of that merger or conveyance is to change our legal form into another limited liability entity. The unitholders are not entitled to dissenters' rights of appraisal under the Partnership Agreement or applicable Delaware law in the event of a merger or consolidation, a sale of substantially all of our assets or any other transaction or event.

### *Termination and Dissolution*

We will continue as a limited partnership until terminated under the Partnership Agreement. We will dissolve upon:

- the approval by the holders of Common Units representing a unit majority;
- the sale of all or substantially all of our assets and properties;
- the entry of a decree of judicial dissolution of us; or
- the withdrawal or removal of our general partner or any other event that results in its ceasing to be the general partner other than by reason of a transfer of its general partner interest in accordance with the Partnership Agreement or withdrawal or removal following approval and admission of a successor.

Upon a dissolution as described in the last bullet point above, the holders of Common Units representing a unit majority may also elect, within specific time limitations, to reconstitute us and continue our business on the same terms and conditions described in the Partnership Agreement by forming a new limited partnership on terms identical to those in the Partnership Agreement and having as general partner an entity approved by the holders of a majority of the outstanding Common Units, subject to our receipt of an opinion of counsel to the effect that (i) the action would not result in the loss of limited liability of any limited partner, and (ii) neither us or the reconstituted limited partnership would be treated as an association taxable as a corporation or otherwise be taxable as an entity for federal income tax purposes upon the exercise of that right to continue.

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## **Liquidation and Distribution of Proceeds**

Upon our dissolution, unless we are reconstituted and continued as a new limited partnership, the liquidator authorized to wind up our affairs will, acting with all of the powers of the general partner that the liquidator deems necessary or desirable in its judgment, liquidate our assets. The liquidator will pay off or make provision for the discharge of our debts and liabilities. Liabilities to creditors will be paid off before liabilities to partners. After the discharge of all liabilities, the liquidator will distribute to our partners the excess property and cash, if any, in accordance with and to the extent of their respective capital accounts, as determined after taking into account all capital account adjustments. In addition, the liquidator may dispose of our assets by public or private sale or by distribution in kind. The liquidator may defer liquidation of our assets for a reasonable period of time or distribute assets to partners in kind if it determines that a sale would be impractical or would cause undue loss to the partners.

## **Anti-Takeover Provisions**

Our Partnership Agreement contains certain provisions that may be deemed to have an anti-takeover effect that could work to delay or frustrate the assumption of control of our Partnership.

Without obtaining approval of a majority of the outstanding Common Units, the Partnership may not issue in a single transaction or group of related transactions any Partnership securities representing limited partner interests if, immediately after giving effect to such issuance, such newly issued Partnership securities would represent over 40% of the outstanding limited partner interests.

Our general partner may not be removed as our general partner except upon approval by the affirmative vote of the holders of at least a majority of our outstanding Common Units (including Common Units owned by our general partner and its affiliates), subject to the satisfaction of certain conditions. Our general partner and its affiliates do not own sufficient Common Units to be able to prevent its removal as general partner, but they own sufficient Common Units to make the removal of our general partner by other unitholders difficult.

**Subsidiaries of Registrant**

1. Dorchester Minerals Oklahoma LP, an Oklahoma limited partnership
2. Dorchester Minerals Oklahoma GP, Inc., an Oklahoma corporation
3. Maecenas Minerals LLP, a Texas limited liability partnership
4. Dorchester-Maecenas GP LLC, a Texas limited liability company
5. The Buffalo Co., A Limited Partnership, an Oklahoma limited partnership
6. DMLPTBC GP LLC, a Delaware limited liability company

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our reports dated February 27, 2020 with respect to the consolidated financial statements and internal control over financial reporting included in the Annual Report of Dorchester Minerals, L.P. on Form 10-K for the year ended December 31, 2019. We consent to the incorporation by reference of said reports in the Registration Statements of Dorchester Minerals, L.P. on Form S-3 (File No. 333-233220) and on Forms S-4 (File No. 333-202918 and File No. 333-231841).

/s/ GRANT THORNTON LLP

Dallas, Texas  
February 27, 2020



**CALHOUN, BLAIR & ASSOCIATES**  
**PETROLEUM CONSULTANTS**  
**4625 GREENVILLE AVENUE, SUITE 102**  
**DALLAS, TEXAS 75206**  
**214-522-4925**  
**FAX 214-346-0310**  
**RGBLAIR@SWBELL.NET**

February 18, 2020

Dorchester Minerals, L.P.  
3838 Oak Lawn Avenue, Suite 300  
Dallas, Texas 75219-4541

Gentlemen:

Calhoun, Blair & Associates does hereby consent to the incorporation by reference in the Registration Statements on Forms S-3 and S-4 (No. 333-202918, No. 333-231841, and No. 333-233220) of Dorchester Minerals, L.P. of our estimated reserves included in this Annual Report on Form 10-K including, without limitation, Exhibit 99.1, and to all references to our firm included in this Annual Report.

/s/ Robert G. Blair, P.E.

Calhoun, Blair & Associates

Licensed Professional Engineer

State of Texas #68057



February 21, 2020

Dorchester Minerals L.P.  
3838 Oak Lawn Avenue, Suite 300  
Dallas, Texas 75219-4541

Gentlemen:

LaRoche Petroleum Consultants, Ltd. does hereby consent to the incorporation by reference in the Registration Statement on Form S-3 and S-4 (No. 333-202918, No. 333-231841, and No. 333-233220) of Dorchester Minerals, L.P. of our estimated reserves included in the Annual Report dated January 24, 2020, for the year ended December 31, 2019, on Form 10-K including, without limitation, Exhibit 99.2, and to references to our firm included in this Annual Report.

**LAROCHÉ PETROLEUM CONSULTANTS, LTD.**  
By LPC, Inc. General Partner

/s/ Joe A. Young

Joe A. Young, Vice President

## CERTIFICATIONS

I, William Casey McManemin, certify that:

1. I have reviewed this annual report on Form 10-K of Dorchester Minerals, L.P.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 27, 2020

/s/ William Casey McManemin  
\_\_\_\_\_  
William Casey McManemin  
Chief Executive Officer of  
Dorchester Minerals Management GP LLC  
The General Partner of Dorchester Minerals  
Management LP  
The General Partner of Dorchester Minerals, L. P.

I, Leslie Moriyama, certify that:

1. I have reviewed this annual report on Form 10-K of Dorchester Minerals, L.P.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Leslie Moriyama

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Leslie Moriyama  
Chief Financial Officer of  
Dorchester Minerals Management GP LLC,  
The General Partner of Dorchester Minerals  
Management LP  
The General Partner of Dorchester Minerals, L.P.

Date: February 27, 2020

CERTIFICATION PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002  
(18 U.S.C. SECTION 1350)

In connection with the accompanying Annual Report of Dorchester Minerals, L.P., (the "Partnership") on Form 10-K for the period ended December 31, 2019 (the "Report"), each of the undersigned officers of Dorchester Minerals Management GP LLC, General Partner of Dorchester Minerals Management LP, General Partner of the Partnership, hereby certifies that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

/s/ William Casey McManemin  
\_\_\_\_\_  
William Casey McManemin  
Chief Executive Officer

Date: February 27, 2020

/s/ Leslie Moriyama  
\_\_\_\_\_  
Leslie Moriyama  
Chief Financial Officer

Date: February 27, 2020

**CALHOUN, BLAIR & ASSOCIATES**  
**PETROLEUM CONSULTANTS**  
**4625 GREENVILLE AVENUE, SUITE 102**  
**DALLAS, TEXAS 75206**  
**214-522-4925**  
**FAX 214-346-0310**  
**RGBLAIR@SWBELL.NET**

January 28, 2020

Dorchester Minerals Operating GP LLC  
General Partner  
3838 Oak Lawn Avenue, Suite 300  
Dallas, Texas 75219-4541

Gentlemen:

In accordance with your instructions we have prepared estimates of oil and gas reserves from certain leasehold and royalty interests owned by Dorchester Minerals Operating LP, which consist of properties grouped by Hugoton NPI, Republic NPI, Spinnaker NPI, Minerals NPI, Bradley NPI and HHCL NPI. We have projected our estimates of future oil and gas production annually, as of December 31, 2019, for these properties. This report includes 100% of the oil and gas reserves owned by Dorchester Minerals Operating, LP, all of which are located in the contiguous United States. This report was prepared to provide Dorchester Minerals Operating LP with Securities and Exchange Commission compliant reserve estimates.

Information necessary for the preparation of these estimates was obtained from records furnished by Dorchester Minerals Operating LP, from records on file with the state regulatory bodies, and from our own files. No special tests were obtained to assist in the preparation of this report. For the purpose of this report, the individual well tests and production information as reported in the records on file with the state regulatory bodies were accepted as represented, together with all other factual data provided by Dorchester Minerals Operating LP, including the extent and character of the interest appraised.

The following table contains the estimated net reserves and revenues attributable to the property groups as of December 31, 2019.

	Net Oil Reserves MBBL	Net Gas Reserves MMCF	Net Products Reserves MBBL	Net Revenue \$ M	Net Lease Operating Expense \$ M	Net Taxes \$ M	Net Income \$ M	Net Present Worth at 10% \$ M
Hugoton NPI	-	9,183.28	314.88	\$ 25,769	\$ 20,902	\$ 1,239	\$ 3,627	\$ 2,272
Republic NPI	28.20	37.89	1.04	\$ 1,557	\$ 563	\$ 150	\$ 845	\$ 525
Spinnaker NPI	0.06	33.36	0.63	\$ 86	\$ 25	\$ 6	\$ 54	\$ 34
Minerals NPI	1,217.69	5,408.16	192.04	\$ 75,067	\$ 22,923	\$ 6,573	\$ 45,572	\$ 32,494
Bradley NPI	35.12	184.83	0.31	\$ 2,202	\$ 434	\$ 166	\$ 1,602	\$ 1,201
<u>HHCL NPI</u>	<u>82.26</u>	<u>487.01</u>	<u>24.09</u>	<u>\$ 5,868</u>	<u>\$ 2,165</u>	<u>\$ 459</u>	<u>\$ 3,244</u>	<u>\$ 2,402</u>
Total NPI	1,363.33	15,334.53	532.99	\$ 110,550	\$ 47,012	\$ 8,593	\$ 54,944	\$ 38,928

All estimated reserves in this report are considered as proved developed producing. Proved developed producing reserves are those proved to a high degree of certainty by reason of actual completion or successful testing. Estimates of proved reserves were made using standard geological and engineering methods accepted by the petroleum industry. The method, or combination of methods, utilized was tempered by experience in the area, state of development, quality and extent of the basic data and production history. These methods and procedures were appropriate for the purpose served by this report and we have used all methods necessary under the circumstances to prepare this report.

When the information was available and the method was applicable, oil and gas reserves in this report were estimated by the extrapolation of historical trends of pressure decline as a function of cumulative production, oil and gas production decline as a function of time and oil and gas production decline as a function of cumulative production. For certain wells having a limited production history, reserves were estimated by analogy with nearby similar wells in the same formation. All gas volumes are raw wellhead gas volumes expressed at 60 degrees Fahrenheit and at a standard pressure base of 14.65 pounds per square inch absolute.

Reserves in this report are expressed as gross and net oil and gas production. Net oil and gas production represent those reserves net to the appraised interest after deducting all leasehold and royalty interests owned by others. Values of reserves are expressed in terms of net operating revenues, cash flow before taxes, and present worth. Net operating revenue is revenue, which would accrue to the appraised interests from the production and sale of the estimated net reserves. Cash flow before taxes is obtained by deducting severance and ad valorem taxes, net operating expenses and capital costs from net operating revenue. Oil and gas prices, net operating expenses and future capital costs were furnished by Dorchester Minerals Operating LP. Present worth is defined as the future cash flow before taxes discounted at the rate of ten (10.00) percent per year compounded annually. For the purpose of this report no estimate was made of salvage value for the existing lease and well equipment, or costs involved in abandonment of the wells.

Due to inherent uncertainties in future production rates, commodity prices and geologic conditions, the reserves included in this report are estimates only and should not be construed as being exact quantities. The revenues from such reserves and the actual costs related thereto could be more or less than the estimated amounts. The scope of this investigation did not include an environmental study of these properties, nor was an on-site field inspection conducted. For the purpose of this report, it was necessary to assume that these properties are in compliance with existing government regulations. Because of governmental policies and uncertainties of supply and demand, the prices actually received for the reserves included in this report, and the costs incurred in recovering such reserves, may vary from price and cost assumptions in this report. In any case, estimates of reserves may increase or decrease as a result of future operation and as more production history becomes available. There are no known pending regulations that would affect the ability of Dorchester Minerals Operating LP to recover the estimated reserves in this report.

The oil and gas prices included in this report were provided by Dorchester Minerals Operating LP and were adjusted for BTU, fuel and line losses as well as for local markets. The Hugoton prices were determined as an unweighted arithmetic average of the Panhandle Eastern (Texas and Oklahoma) first day of the month price during the twelve-month period of 2019. The benchmark gas price for the Hugoton operated properties was \$2.01 per MMBTU before adjustments for fuel and shrink. The benchmark prices for the other NPI properties were determined as an unweighted arithmetic average of the NYMEX Henry Hub and West Texas Intermediate-Cushing first day of the month price during the twelve-month period of 2019. The benchmark oil, gas and plant products prices for the NPI properties were \$55.69 per barrel, \$2.58 per MMBTU and \$23.13 per barrel respectively. The overall weighted average prices were \$51.12 per barrel, \$1.86 per MMBTU and \$23.13 per barrel.

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Calhoun, Blair & Associates have not examined the title to these properties, nor has the actual degree or type of interest owned been independently confirmed. We are independent petroleum engineers; we do not own an interest in these properties and are not employed on a contingent basis. Basic field performance data together with our engineering work sheets are maintained on file in our office and are available for review. Calhoun Blair & Associates have met the requirements regarding qualifications, independence, objectivity, and confidentiality set forth in the "Standards Pertaining to the Estimating and Auditing of Oil and Gas Reserves Information" (revised February 2007) promulgated by the Society of Petroleum Engineers. The engineer responsible for the preparation of reserve and revenue estimates in this report is Robert G. Blair. Mr. Blair is a Licensed Professional Engineer in the State of Texas who has 39 years of experience in the oil and gas industry. Mr. Blair earned his Bachelor of Science degree in Petroleum Engineering from Mississippi State University and his Master of Science in Management and Administrative Sciences from The University of Texas at Dallas. He has prepared reserve reports for public and private filings for the past 36 years.

Included in this report are summaries of gross and net oil and gas reserves grouped by Hugoton NPI, Republic NPI, Spinnaker NPI, Minerals NPI, Bradley NPI and HHCL NPI. Also included are projections of estimated annual gross and net oil and gas production, net operating revenue, severance and ad valorem taxes, net operating expenses, net capital costs, cash flow before taxes, and present worth for all properties appraised as of December 31, 2019. Present worth of future cash flow is not meant to represent the Fair Market Value of these properties or of Dorchester Minerals Operating LP.

Yours very truly,

/s/ Robert G. Blair, P.E.

Calhoun, Blair & Associates  
Licensed Professional Engineer  
State of Texas #68057





LaRoche Petroleum Consultants, Ltd.

January 24, 2020

Mr. Brad Ehrman  
 Dorchester Minerals, L.P.  
 3838 Oak Lawn, Suite 300  
 Dallas, Texas 75219-4541

Dear Mr. Ehrman:

At your request, LaRoche Petroleum Consultants, Ltd. (LPC) has estimated the proved reserves and future cash flow, as of December 31, 2019, to the Dorchester Minerals, L.P. (DMLP) royalty interest in certain properties located onshore in the continental United States. This report was completed as of the date of this letter. This report was prepared to provide DMLP with Securities and Exchange Commission (SEC) compliant reserve estimates. It is our understanding that the report comprises one-hundred (100%) percent of DMLP's royalty interests of which one-hundred (100%) percent were evaluated on a net reserve basis. We believe that the assumptions, data, methods, and procedures used in preparing this report, as set out below, are appropriate for the purpose of this report. This report has been prepared using constant prices and costs and conforms to our understanding of the SEC guidelines, reserves definitions, and applicable financial accounting rules.

We note that we have necessarily included composite projections of net oil and gas reserves for certain properties due to the limited information available to DMLP as a royalty interest owner and relatively small net reserves attributable to any specific property within the composite group.

Summarized below are LPC's estimates of net reserves and future net cash flow. Future net cash flow is after deducting production and ad valorem taxes and operating expenses but before consideration of federal income taxes. The discounted cash flow values included in this report are intended to represent the time value of money and should not be construed to represent an estimate of fair market value. We estimate the net reserves and future net cash flow to the DMLP interest, as of December 31, 2019, to be:

Category	Net Reserves			Future Net Cash Flow (M\$)	
	Oil (Mbbbl)	Gas (MMcf)	NGL (Mbbbl)	Total	Present Worth at 10%
Proved Developed Producing	6,309	30,990	1,490	\$ 374,170	\$ 171,086

The oil reserves include crude oil and condensate. Oil and natural gas liquid (NGL) reserves are expressed in barrels which are equivalent to 42 United States gallons. Gas reserves are expressed in thousands of standard cubic feet (Mcf) at the contract temperature and pressure bases.

2435 N Central Expressway, Suite 1500 • Dallas TX 75080 • Phone (214) 363-3337 • Fax (214) 363-1608

The estimated reserves and future cash flow shown in this report are for proved developed producing reserves. No study was made to determine if proved developed non-producing or proved undeveloped reserves might be established for these properties. This report does not include any value that could be attributed to interests in undeveloped acreage.

Estimates of reserves for this report were prepared using standard geological and engineering methods generally accepted by the petroleum industry. The reserves in this report have been estimated using deterministic methods. The method or combination of methods utilized in the evaluation of each reservoir included consideration of the stage of development of the reservoir, quality and completeness of basic data, and production history. Recovery from various reservoirs and leases was estimated after consideration of the type of energy inherent in the reservoirs, the structural positions of the properties, and reservoir and well performance. In some instances, comparisons were made to similar properties for which more complete data were available. We have used all methods and procedures that we considered necessary under the circumstances to prepare this report. We have excluded from our consideration all matters as to which the controlling interpretation may be legal or accounting rather than engineering or geoscience.

The estimated reserves and future cash flow amounts in this report are related to hydrocarbon prices. Historical prices through December 2019 were used in the preparation of this report as required by SEC guidelines; however, actual future prices may vary significantly from the SEC prices. In addition, future changes in environmental and administrative regulations may significantly affect the ability of DMLP to produce oil and gas at the projected levels. Therefore, volumes of reserves actually recovered and amounts of cash flow actually received may differ significantly from the estimated quantities presented in this report.

Benchmark prices used in this report are based on the twelve-month, unweighted arithmetic average of the first day of the month price for the period January through December 2019. Gas prices are referenced to a Henry Hub price of \$2.58 per MMBtu, as published in the Platts Gas Daily, and are adjusted for energy content, transportation fees, and regional price differentials. Oil and NGL prices are referenced to a West Texas Intermediate crude oil price of \$55.69 per barrel at Cushing Oklahoma and are adjusted for gravity, crude quality, transportation fees, and regional price differentials. These benchmark prices are held constant in accordance with SEC guidelines. The weighted average prices after adjustments over the life of the properties are \$49.75 per barrel for oil, \$1.66 per Mcf for gas, and \$23.02 per barrel for NGL.

The interests evaluated in this report consist of only royalty interests that are not burdened by operating and capital costs.

LPC has made no investigation of possible gas volume and value imbalances that may have resulted from the overdelivery or underdelivery to the DMLP interest. Our projections are based on the DMLP interest receiving its net revenue interest share of estimated future gross oil, gas, and NGL production.

Technical information necessary for the preparation of the reserve estimates herein was furnished by DMLP or was obtained from state regulatory agencies and commercially available data sources. No special tests were obtained to assist in the preparation of this report. For the purpose of this report, the individual well test and production data as reported by the above sources were accepted as represented together with all other factual data presented by DMLP including the extent and character of the interest evaluated.

LaRoche Petroleum Consultants, Ltd.

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An on-site inspection of the properties has not been performed nor has the mechanical operation or condition of the wells and their related facilities been examined by LPC.

The evaluation of potential environmental liability from the operation and abandonment of the properties is beyond the scope of this report. In addition, no evaluation was made to determine the degree of operator compliance with current environmental rules, regulations, and reporting requirements. Therefore, no estimate of the potential economic liability, if any, from environmental concerns is included in the projections presented herein.

There are inherent uncertainties in the estimation and projection of future reserves and revenues. The reserves included in this report are estimates only and should not be construed as exact quantities. They may or may not be recovered; if recovered, the revenues therefrom and the costs related thereto could be more or less than the estimated amounts. These estimates should be accepted with the understanding that future development, production history, changes in regulations, product prices, and operating expenses would probably cause us to make revisions in subsequent evaluations. A portion of these reserves are for producing wells that lack sufficient production history to utilize performance-related reserve estimates. Therefore, these reserves are based on estimates of reservoir volumes and recovery efficiencies along with analogies to similar production. These reserve estimates are subject to a greater degree of uncertainty than those based on substantial production and pressure data. It may be necessary to revise these estimates up or down in the future as additional performance data become available. As in all aspects of oil and gas evaluation, there are uncertainties inherent in the interpretation of engineering and geological data; therefore, our conclusions represent informed professional judgments only, not statements of fact.

The results of our third-party study were prepared in accordance with the disclosure requirements set forth in the SEC regulations and intended for public disclosure as an exhibit in filings made with the SEC by DMLP.

DMLP makes periodic filings on Form 10-K with the SEC under the 1934 Exchange Act. Furthermore, DMLP has certain registration statements filed with the SEC under the 1933 Securities Act into which any subsequently filed Form 10-K is incorporated by reference. We have consented to the incorporation by reference in the registration statements on Form S-3 and Form S-8 of DMLP of the references to our name as well as to the references to our third-party report for DMLP which appears in the December 31, 2019 annual report on Form 10-K and/or 10-K/A of DMLP. Our written consent for such use is included as a separate exhibit to the filings made with the SEC by DMLP.

We have provided DMLP with a digital version of the original signed copy of this report letter. In the event there are any differences between the digital version included in filings made by DMLP and the original signed report letter, the original signed report letter shall control and supersede the digital version.

The technical persons responsible for preparing the reserve estimates presented herein meet the requirements regarding qualifications, independence, objectivity, and confidentiality set forth in the "Standards Pertaining to the Estimating and Auditing of Oil and Gas Reserves Information" promulgated by the Society of Petroleum Engineers. The technical person primarily responsible for overseeing the preparation of reserve estimates herein is Joe A. Young. Mr. Young is a Licensed Professional Engineer in the State of Texas who has 38 years of engineering experience in the oil and gas industry and has prepared and overseen preparation of reports for public filings for LPC for the past 23 years. LPC is an independent firm of petroleum engineers, geologists, and geophysicists; and are not employed on a contingent basis. Data pertinent to this report are maintained on file in our office.

LaRoche Petroleum Consultants, Ltd.

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Very truly yours,

LaRoche Petroleum Consultants, Ltd.  
State of Texas Registration Number F-1360  
By LPC, Inc. General Partner

/s/ Joe A. Young

Joe A. Young, Vice President  
Licensed Professional Engineer  
State of Texas No. 62866

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