

**MAGNUM HUNTER RESOURCES CORPORATION
ACQUISITION OF NULOCH RESOURCES, INC.
REPORTING REQUIRED BY SECTION 6045B**

**INTERNAL REVENUE SERVICE
FORM 8937**

INTRODUCTION

Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”), and the Treasury Regulations promulgated thereunder (the “Treasury Regulations”), requires an issuer of a specified security to provide to the Internal Revenue Service (the “IRS”) and each holder of record of the security, or to such holder’s nominee, certain information with respect to organizational actions that affect the tax basis of such security for U.S. federal income tax purposes. To satisfy the filing requirements of Section 6045B of the Code, an issuer must complete IRS Form 8937 with respect to an organizational action and either file such form with the IRS or post such form on the issuer’s primary public web site. An issuer of a specified security is also required in connection with an organizational action to provide IRS Form 8937 to each holder of record of the security, or to each holder’s nominee. An issuer may provide the IRS Form 8937 to the holder of the security, or the holder’s nominee, by posting a completed IRS Form 8937 on the issuer’s public web site.

On May 3, 2011, Magnum Hunter Resources Corporation (“MHR”), through its indirect wholly-owned subsidiary, MHR Exchangeco Corporation (“Exchangeco”), acquired Nuloch Resources, Inc. (“Nuloch”) pursuant to a plan of arrangement. Attached is the IRS Form 8937 required in connection with the Nuloch arrangement.

**U.S. HOLDERS OF NULOCH CLASS A STOCK SHOULD CONSULT THEIR OWN
TAX ADVISOR:**

The information set forth in IRS Form 8937 does not constitute tax advice to any holder of Nuloch Class A stock that received MHR common stock in the arrangement and does not take into account any such holder’s specific situation. Each holder is urged to contact such holder’s own tax advisor regarding such holder’s particular U.S. federal, state, local and foreign tax consequences of the arrangement. MHR also urges each holder to read the discussion under the heading “Certain Material U.S. Federal Income Tax Considerations,” included in Nuloch’s Management Information Circular, dated March 25, 2011.

UNITED STATES INTERNAL REVENUE SERVICE CIRCULAR 230 DISCLOSURE:

You should be aware that:

(A) the discussion with respect to U.S. federal tax matters in these documents was not intended or written to be used, and cannot be used, by any taxpayer for the purpose of avoiding penalties that may be imposed on the taxpayer;

(B) such discussion was written in connection with the promotion or marketing (within the meaning of IRS Circular 230) of the transactions or matters addressed by such discussion; and

(C) each taxpayer should seek advice based on its particular circumstances from an independent tax advisor.

MAGNUM HUNTER RESOURCES CORPORATION
TIN: 86-0897278
ATTACHMENTS TO FORM 8937

Form 8937 Part II, Box 9:

Magnum Hunter Resources Corporation (“MHR”): Common Stock
Nuloch Resources, Inc. (“Nuloch”): Class A Shares

Form 8937 Part II, Box 10:

MHR: 55973B102
Nuloch: 67053G109

Form 8937 Part II, Box 12:

MHR: MHR
Nuloch: NRI

Form 8937 Part II, Box 14:

On May 3, 2011, MHR through its indirect wholly-owned subsidiary, Exchangeco Corporation, acquired all of the outstanding stock of Nuloch pursuant to an arrangement in which each Nuloch shareholder (other than a dissenting shareholder) received for each Nuloch share held either: (a) 0.3304 of a MHR common stock, (b) in certain circumstances 0.3304 of an exchangeable shares in the capital of Exchangeco (“Exchangeable Shares”), or (c) in certain circumstances, a combination of both (collectively, the “Arrangement Consideration”). No fractional shares were issued, and instead, the total number of shares of MHR common stock that each Nuloch shareholder received in the arrangement was the nearest whole number shares of MHR common stock or Exchangeco Shares with fractions equal to exactly 0.5 being rounded up. Because the receipt by a Nuloch shareholder of Arrangement Consideration other than MHR common stock was limited to residents in Canada for purposes of the Income Tax Act (Canada), this document assumes that U.S. Holders (as hereinafter defined) of Nuloch shares received only MHR common stock in the arrangement.

Form 8937 Part II, Box 15:

A U.S. Holder of Nuloch stock will recognize gain or loss in the exchange equal to the difference between the fair market value of the MHR common stock received in the exchange as of the date of the exchange. Section 1001 of the Code.

A U.S. Holder’s aggregate tax basis in the shares of MHR common stock received pursuant to the arrangement will equal the fair market value on May 3, 2011, of the MHR common stock received pursuant to the exchange. Section 1012 of the Code.

Using the mean of the high and low selling prices on May 3, 2011, the fair market value of each MHR share of common stock received in the arrangement would be \$7.58.

The term "U.S. Holder" means a beneficial owner of Nuloch stock who is, for U.S. federal income tax purposes (a) an individual who is a citizen or resident of the U.S., (2) a corporation created in, or organized under the laws of, the U.S. or any state or political subdivision thereof, (3) an estate the income of which is includible in gross income for U.S. federal income tax purposes regardless of its source, or (4) a trust (A) the administration of which is subject to the primary supervision of a U.S. court and which has one or more U.S. persons who have the authority to control all substantial decisions of the trust or (B) that otherwise elected to be treated as a U.S. person under applicable Treasury Regulations.

The information provided in this Form 8937 should also apply to a Non-U.S. Holder (as hereinafter defined) of Nuloch stock that received MHR common stock in the arrangement, and have particular relevance to such Non-U.S. Holder if (i) gain from the arrangement was effectively connected with a trade or business of such Non-U.S. Holder in the U.S. (and, if required by an applicable treaty, is attributable to a permanent establishment maintained by such Non-U.S. Holder in the U.S.); (ii) such Non-U.S. Holder was an individual who was present in the U.S. for 183 days or more in the applicable period and certain other conditions are met; (iii) such Non-U.S. Holder owned, directly or indirectly or pursuant to attribution rules, at any time in the five-year period ending on the date of the disposition of the MHR common stock more than five percent of the MHR common stock; or (iv) such Non-U.S. Holder was a U.S. expatriate and certain other conditions are met. For purposes of this discussion, you are a "Non-U.S. Holder" if you are not a U.S. Holder.

Form 8937 Part II, Box 16:

Refer to the determination of tax basis in Part II, Box 15 above. Using the mean of the high and low selling prices on May 3, 2011, the fair market value of each MHR share of common stock received in the arrangement would be \$7.58.