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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported) October 1, 2015

Matador Resources Company
(Exact name of registrant as specified in its charter)

Texas	001-35410	27-4662601
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

5400 LBJ Freeway, Suite 1500, Dallas, Texas	75240
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (972) 371-5200

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

On October 1, 2015, in connection with the sale of certain natural gas gathering and processing assets located in Loving County, Texas (the "Sale") by Matador Resources Company (the "Company"), the Company entered into a First Supplemental Indenture (the "First Supplemental Indenture") with Wells Fargo Bank, National Association, as trustee (the "Trustee"), which supplements the Indenture, dated as of April 14, 2015 (the "Indenture"), among the Company, the Guarantors named therein and the Trustee. Pursuant to the First Supplemental Indenture, DLK Wolf Midstream, LLC, a wholly-owned subsidiary of the Company ("DLK"), was released as a party to and as a guarantor under the Indenture, effective upon the consummation of the Sale.

The foregoing description of the First Supplemental Indenture does not purport to be complete and is qualified in its entirety by reference to the First Supplemental Indenture, which is attached hereto as Exhibit 4.1 and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On October 1, 2015, the Company issued a press release announcing the consummation of the Sale. The Sale was effected pursuant to the sale of all of the outstanding membership interests in DLK. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The Company expects to make presentations concerning its business to potential investors. The materials to be utilized during the presentations are furnished as Exhibit 99.2 hereto and incorporated herein by reference.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1 and Exhibit 99.2, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any filing under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description of Exhibit
4.1	First Supplemental Indenture, dated as of October 1, 2015, by and among Matador Resources Company, DLK Wolf Midstream, LLC, the Guarantors named therein, and Wells Fargo Bank, National Association, as trustee.
99.1	Press Release, dated October 1, 2015.
99.2	Presentation Materials.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MATADOR RESOURCES COMPANY

Date: October 5, 2015	By:	/s/ Craig N. Adams
	Name:	Craig N. Adams
	Title:	Executive Vice President

Exhibit Index

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99.1	Press Release, dated October 1, 2015.
99.2	Presentation Materials.

Exhibit 4.1

MATADOR RESOURCES COMPANY

FIRST SUPPLEMENTAL INDENTURE

This FIRST SUPPLEMENTAL INDENTURE, dated as of October 1, 2015 (the "*First Supplemental Indenture*"), among DLK Wolf Midstream, LLC, a Texas limited liability company ("*DLK*"), Matador Resources Company, a Texas corporation (the "*Company*"), each of the Guarantors (as defined in the Indenture referred to herein) party hereto and Wells Fargo Bank, National Association (the "*Trustee*").

W I T N E S S E T H :

WHEREAS, the Company, as issuer, certain of its Subsidiaries (including DLK), as Guarantors, and the Trustee heretofore executed and delivered an Indenture, dated as of April 14, 2015 (the "*Indenture*"), providing for the issuance of the Company's 6.875% Senior Notes due 2023;

WHEREAS, the Company issued $400,000,000 aggregate principal amount of Initial Securities pursuant to the Indenture;

WHEREAS, DLK is a party to and a Guarantor under the Indenture;

WHEREAS, Section 10.9 of the Indenture permits the release of the Subsidiary Guarantee of a Guarantor in connection with the sale or other disposition of the Capital Stock of such Guarantor other than to the Company or another Guarantor, if such transaction at the time of such disposition does not violate Section 4.7 of the Indenture and such Guarantor ceases to be a Restricted Subsidiary of the Company as a result of such transaction; and

WHEREAS, the Company proposes to sell the Capital Stock of DLK after which DLK will no longer be a Restricted Subsidiary of the Company and such sale will not violate Section 4.7 of the Indenture;

WHEREAS, pursuant to Section 9.1 of the Indenture, the Company, the Guarantors (including DLK) and the Trustee are authorized to amend or supplement the Indenture without the consent of any Holder to release DLK as a Guarantor and from its obligations under its Subsidiary Guarantee thereunder;

NOW THEREFORE, to comply with the provisions of the Indenture and in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, DLK, the Company, the Guarantors and the Trustee mutually covenant and agree for the equal and ratable benefit of the Holders of the Securities as follows:

1. CAPITALIZED TERMS. Capitalized terms used herein without definition shall have the meanings assigned to them in the Indenture.

2. RELEASE OF GUARANTOR. On the date hereof and effective upon the disposition of Capital Stock of DLK such that it is no longer a Subsidiary of the Company, the

parties agree that DLK is released as a party to and as a Guarantor under the Indenture and that DLK has no further obligations or liabilities under its Subsidiary Guarantee or the provisions of the Indenture.

3. SUPPLEMENTAL INDENTURE INCORPORATED INTO INDENTURE. Except as expressly amended hereby, the Indenture is in all respects ratified and confirmed and all the terms, conditions and provisions thereof shall remain in full force and effect. This First Supplemental Indenture shall form a part of the Indenture for all purposes, and every Holder of a Security heretofore or hereafter authenticated and delivered shall be bound hereby.

3. NEW YORK LAW TO GOVERN. THE LAWS OF THE STATE OF NEW YORK SHALL GOVERN AND BE USED TO CONSTRUE AND ENFORCE THIS FIRST SUPPLEMENTAL INDENTURE.

4. COUNTERPARTS. The parties may sign any number of copies of this First Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement. This First Supplemental Indenture may be executed in multiple counterparts which, when taken together, shall constitute one instrument. The exchange of copies of this First Supplemental Indenture and of signatures by facsimile or PDF transmission shall constitute effective execution and delivery of this First Supplemental Indenture as to the parties hereto and may be used in lieu of the original First Supplemental Indenture for all purposes. Signatures of the parties hereto transmitted by facsimile or PDF shall be deemed to be their original signatures for all purposes.

5. EFFECT OF HEADINGS. The Section headings herein are for convenience only and shall not affect the construction hereof.

6. THE TRUSTEE. Except as otherwise expressly provided herein, no duties, responsibilities or liabilities are assumed, or shall be construed to be assumed, by the Trustee by reason of this First Supplemental Indenture. This First Supplemental Indenture is executed and accepted by the Trustee subject to all the terms and conditions set forth in the Indenture with the same force and effect as if those terms and conditions were repeated at length herein and made applicable to the Trustee with respect hereto.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this First Supplemental Indenture to be duly executed and attested, all as of the date first above written.

MATADOR RESOURCES COMPANY

By: /s/ Matthew V. Hairford
Name: Matthew V. Hairford
Title: President

DLK WOLF MIDSTREAM, LLC

By: /s/ Matthew V. Hairford
Name: Matthew V. Hairford
Title: President

GUARANTORS:

DELAWARE WATER MANAGEMENT COMPANY, LLC
DLK BLACK RIVER MIDSTREAM, LLC
LONGWOOD GATHERING AND DISPOSAL SYSTEMS GP, INC.
LONGWOOD MIDSTREAM SOUTH TEXAS, LLC
LONGWOOD MIDSTREAM SOUTHEAST, LLC
LONGWOOD MIDSTREAM DELAWARE, LLC
MATADOR PRODUCTION COMPANY
MRC ENERGY COMPANY
MRC DELAWARE RESOURCES, LLC
MRC ENERGY SOUTHEAST COMPANY, LLC
MRC ENERGY SOUTH TEXAS COMPANY, LLC
MRC PERMIAN COMPANY
MRC ROCKIES COMPANY
SOUTHEAST WATER MANAGEMENT COMPANY, LLC

By: /s/ Matthew V. Hairford
Name: Matthew V. Hairford
Title: President

LONGWOOD GATHERING AND DISPOSAL SYSTEMS, LP

By: Longwood Gathering and Disposal Systems GP, Inc.,
its general partner

By: /s/ Matthew V. Hairford
Name: Matthew V. Hairford
Title: President

WELLS FARGO BANK, NATIONAL ASSOCIATION, as Trustee

By: /s/ Patrick Giordano
Name: Patrick Giordano
Title: Vice President

Exhibit 99.1

MATADOR RESOURCES COMPANY ANNOUNCES CLOSING OF SALE OF LOVING COUNTY GAS GATHERING AND PROCESSING ASSETS

DALLAS, Texas, October 1, 2015 -- Matador Resources Company (NYSE: MTDR) ("Matador" or the "Company"), an independent energy company engaged in the exploration, development, production and acquisition of oil and natural gas resources, with an emphasis on oil and natural gas shale and other unconventional plays and with a current focus on its Permian (Delaware) Basin operations in Southeast New Mexico and West Texas, today closed the previously announced sale of its wholly-owned subsidiary that owns certain natural gas gathering and processing assets in the Delaware Basin in Loving County, Texas (the "Loving County System"), to a subsidiary of EnLink Midstream Partners, LP (NYSE: ENLK) ("EnLink"). The Loving County System includes a cryogenic natural gas processing plant with approximately 35 million cubic feet per day of inlet capacity (the "Processing Plant") and approximately six miles of high-pressure gathering pipeline which connects a Matador-owned gathering system to the Processing Plant.

Pursuant to the terms of the transaction, a subsidiary of EnLink paid Matador consideration of approximately $143 million excluding customary purchase price adjustments. In conjunction with the sale of the Loving County System, Matador is dedicating its current leasehold interests in Loving County pursuant to a 15-year, fixed-fee gathering and processing agreement and providing a volume commitment in exchange for priority one service. Matador can, at its option, dedicate any future leasehold acquisitions in Loving County to a subsidiary of EnLink. In addition, Matador is retaining its natural gas gathering system up to a central delivery point and its other midstream assets in the area, including oil and water gathering systems and salt water disposal wells.

With the closing of the transaction, Matador has a net debt to trailing 12-month Adjusted EBITDA ratio of approximately 1.0x and has over $500 million in liquidity including nothing drawn against its revolving credit facility borrowing base of $375 million. Thus, the Company has ample liquidity and cash flow to execute its capital plans in 2015 and 2016 and to consider other opportunities in its various operating areas that may enhance Matador's asset base.

About Matador Resources Company

Matador is an independent energy company engaged in the exploration, development, production and acquisition of oil and natural gas resources in the United States, with an emphasis on oil and natural gas shale and other unconventional plays. Its current operations are focused primarily on the oil and liquids-rich portion of the Wolfcamp and Bone Spring plays in the Permian (Delaware) Basin in Southeast New Mexico and West Texas. Matador also operates in the Eagle Ford shale play in South Texas and the Haynesville shale and Cotton Valley plays in Northwest Louisiana and East Texas.

For more information, visit Matador Resources Company at www.matadorresources.com.

Forward-Looking Statements

This press release includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. "Forward-looking statements" are statements related to future, not past, events. Forward-looking statements are based on current expectations and include any statement that does not directly relate to a current or historical fact. In this context, forward-looking statements often address expected future business and financial performance, and often contain words such as “could,” “believe,” “would,” “anticipate,” “intend,” “estimate,” “expect,” “may,” “should,” “continue,” “plan,” “predict,” “potential,” “project” and similar expressions that are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. Actual results and future events could differ materially from those anticipated in such statements, and such forward-looking statements may not prove to be accurate. These forward-looking statements involve certain risks and uncertainties, including, but not limited to, the following risks related to financial and operational performance; general economic conditions; the Company’s ability to execute its business plan, including whether its drilling program is successful; changes in oil, natural gas and natural gas liquids prices and the demand for oil, natural gas and natural gas liquids; its ability to replace reserves and efficiently develop current reserves; costs of operations; delays and other difficulties related to producing oil, natural gas and natural gas liquids; its ability to make acquisitions on economically acceptable terms; its ability to integrate acquisitions, including the HEYCO merger; availability of sufficient capital to execute its business plan, including from future cash flows, increases in its borrowing base and otherwise; weather and environmental conditions; and other important factors which could cause actual results to differ materially from those anticipated or implied in the forward-looking statements. For further discussions of risks and uncertainties, you should refer to Matador's SEC filings, including the “Risk Factors” section of Matador's most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q. Matador undertakes no obligation and does not intend to update these forward-looking statements to reflect events or circumstances occurring after the date of this press release, except as required by law, including the securities laws of the United States and the rules and regulations of the SEC. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. All forward-looking statements are qualified in their entirety by this cautionary statement.

Contact Information

Mac Schmitz
Investor Relations
(972) 371-5225
mschmitz@matadorresources.com

Exhibit 99.2

Matador RESOURCES COMPANY

Investor Presentation

October 2015

NYSE: MTDR

Disclosure Statements

Safe Harbor Statement – This presentation and statements made by representatives of Matador Resources Company ("Matador" or the "Company") during the course of this presentation include "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. "Forward-looking statements" are statements related to future, not past, events. Forward-looking statements are based on current expectations and include any statement that does not directly relate to a current or historical fact. In this context, forward-looking statements often address expected future business and financial performance, and often contain words such as "could," "believe," "would," "anticipate," "intend," "estimate," "expect," "may," "should," "continue," "plan," "predict," "potential," "project" and similar expressions that are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. Actual results and future events could differ materially from those anticipated in such statements, and such forward-looking statements may not prove to be accurate. These forward-looking statements involve certain risks and uncertainties, including, but not limited to, the following risks related to Matador's financial and operational performance: general economic conditions; Matador's ability to execute its business plan, including whether Matador's drilling program is successful; changes in oil, natural gas and natural gas liquids prices and the demand for oil, natural gas and natural gas liquids; Matador's ability to replace reserves and efficiently develop its current reserves; Matador's costs of operations, delays and other difficulties related to producing oil, natural gas and natural gas liquids; Matador's ability to integrate the assets, employees and operations of Harvey E. Yates Company following its merger with one of Matador's wholly-owned subsidiaries on February 27, 2015; Matador's ability to make other acquisitions on economically acceptable terms; availability of sufficient capital to execute Matador's business plan, including from its future cash flows, increases in Matador's borrowing base and otherwise; weather and environmental conditions; and other important factors which could cause actual results to differ materially from those anticipated or implied in the forward-looking statements. For further discussions of risks and uncertainties, you should refer to Matador's SEC filings, including the "Risk Factors" section of Matador's most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q. Matador undertakes no obligation and does not intend to update these forward-looking statements to reflect events or circumstances occurring after the date of this presentation, except as required by law, including the securities laws of the United States and the rules and regulations of the SEC. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this presentation. All forward-looking statements are qualified in their entirety by this cautionary statement.

Cautionary Note – The Securities and Exchange Commission (SEC) permits oil and gas companies, in their filings with the SEC, to disclose only proved, probable and possible reserves. Potential resources are not proved, probable or possible reserves. The SEC's guidelines prohibit Matador from including such information in filings with the SEC.

Definitions – Proved oil and natural gas reserves are the estimated quantities of oil and natural gas that geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions. Matador's production and proved reserves are reported in two streams: oil and natural gas, including both dry and liquids-rich natural gas. Where Matador produces liquids-rich natural gas, the economic value of the natural gas liquids associated with the natural gas is included in the estimated wellhead natural gas price on those properties where the natural gas liquids are extracted and sold. Estimated ultimate recovery (EUR) is a measure that by its nature is more speculative than estimates of proved reserves prepared in accordance with SEC definitions and guidelines and is accordingly less certain.



Company Summary

Matador History

Predecessor Entities

Foran Oil & Matador Petroleum

- Founded by Joe Foran in 1983 – most participants are still shareholders today
- Foran Oil funded with $270,000 in contributed capital from 17 friends and family members; evolved into Matador Petroleum Corporation
- Sold Matador Petroleum Corporation to Tom Brown, Inc.[1] in June 2003 for an enterprise value of $388 million in an all-cash transaction

Matador Today

Matador Resources Company Timeline

Matador has grown almost entirely through the drill bit, with a focus on unconventional reservoir plays

Pre – IPO

2003 — 2008 — 2009 — 2010 — 2011 — 2012

2003
Founded by Joe Foran with $6 million, a proven management and technical team and board of directors

2008
Sold Haynesville rights in ~9,000 net acres to CHK for ~$180 million; retained 25% participation interest, carried working interest and overriding royalty interest

2010-2011
Redeployed capital into the Eagle Ford early in the play, acquiring over 30,000 net acres for ~$100 million

Post – IPO

2012, 2013 and 2014 capital spending focused primarily on developing Eagle Ford and transitioning to oil

Assembling Permian acreage position; begin delineation drilling program

2012 — 2013 — 2014 — 2015

February 2012
IPO at $12.00; net cash proceeds of ~$136 million

September 2013
Follow-on Offering at $15.25; net cash proceeds of ~$142 million

May 2014
Follow-on Offering at $25.00; net cash proceeds of ~$181 million

February 2015
HEYCO Combination

April 2015
Inaugural High-Yield Offering of $400 million;
Follow-on Offering at $26.96; net cash proceeds of ~$187 million

October 2015
Sale of certain Loving County midstream assets for ~$143 million[2]

(1) Tom Brown acquired by Encana in 2004.
(2) Excluding customary purchase price adjustments

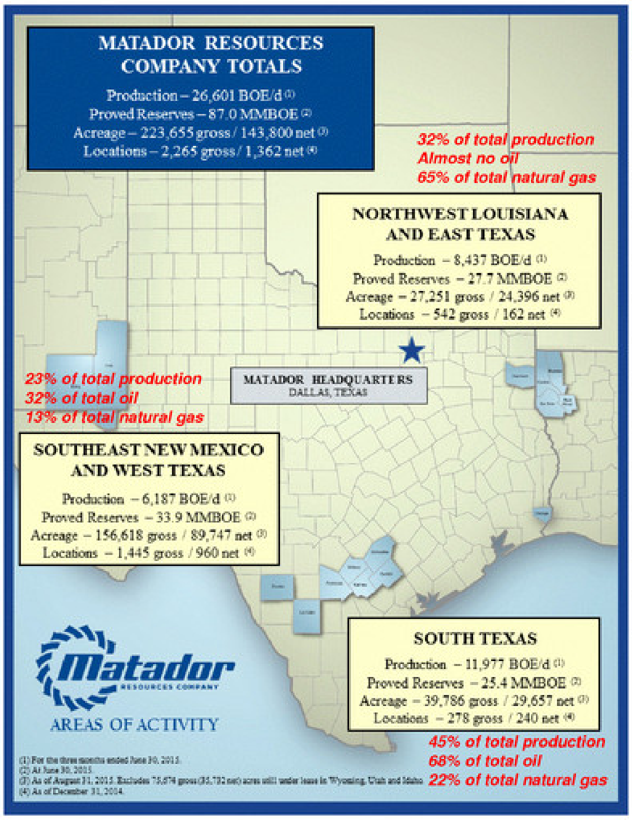
Company Overview

Exchange: Ticker	NYSE: MTDR
Shares Outstanding[1]	85.4 million common shares
Share Price[1]	$23.05/share
Market Capitalization[1]	$2.0 billion

	2014 Actual	*Prior 2015 Guidance*	*Updated 2015 Guidance*[2]	*% Change*
Capital Spending	$610 million	$350 million	$425 million	- 30%
Total Oil Production	3.3 million Bbl	4.1 to 4.3 million Bbl[3]	4.4 to 4.5 million Bbl	+ 34%
Total Natural Gas Production	15.3 Bcf	24.0 to 26.0 Bcf	26.0 to 27.0 Bcf	+ 73%
Oil and Natural Gas Revenues	$367.7 million	$270 to $290 million	$290 to $300 million[4]	- 20%
Adjusted EBITDA[5]	$262.9 million	$200 to $220 million	$220 to $230 million[4]	- 14%

(1) Shares outstanding as reported in the Form 10-Q for the quarter ended June 30, 2015 and share price as of October 2, 2015.
(2) The Company raised its full-year 2015 guidance estimates on August 4, 2015.
(3) The Company raised its 2015 oil production guidance from 4.0 to 4.2 million Bbl to 4.1 to 4.3 million Bbl on May 6, 2015.
(4) Estimated 2015 oil and natural gas revenues and Adjusted EBITDA based upon the midpoint of 2015 guidance range as revised on August 4, 2015. Prices for oil and natural gas used in these estimates were $50.00/Bbl (WTI oil price of $55.00/Bbl less $5.00/Bbl differentials and transportation costs) and $3.00/Mcf (NYMEX Henry Hub natural gas price assuming regional differentials and uplifts from natural gas processing roughly offset), respectively, for the period July through December 2015 and weighted average realized prices for the period January through June 2015 of $49.48/Bbl and $2.80/Mcf.
(5) Adjusted EBITDA is a non-GAAP financial measure. For a definition of Adjusted EBITDA and a reconciliation of Adjusted EBITDA to our net income (loss) and net cash provided by operating activities, see Appendix.

Matador Resources Company – Operations Overview



Market Capitalization[1]	**$2.0 billion**
Avg. Daily Production – Q2 2015[2]	**26,601 BOE/d** +72%*
Oil (% total)	13,847 Bbl/d (52%)
Natural Gas (% total)	76.5 MMcf/d (48%)
Proved Reserves @ 6/30/2015	**87.0 million BOE** +52%*
% Proved Developed	39%
% Oil	47%
2015E CapEx[3]	**$425 million**
Gross Acreage[4]	**223,655 acres**
Net Acreage[4]	**143,800 acres**
Engineered Drilling Locations[5]	**2,265 gross / 1,362 net** +139%**
Eagle Ford	278 gross / 240 net
Permian	1,445 gross / 960 net +440%**
Haynesville/Cotton Valley	542 gross / 162 net

*Note: Represents increase as compared to each respective figure at or for the three months ended June 30, 2014.
**Note: Represents increase as compared to each respective figure at December 31, 2013.

(1) Market capitalization based on closing share price as of October 2, 2015 and shares outstanding as reported in the Form 10-Q for the quarter ended June 30, 2015.
(2) Average daily production for the three months ended June 30, 2015.
(3) 2015 estimated capital expenditures for operations only. Revised upwards from $350 million on August 4, 2015; does not include capital expenditures associated with the HEYCO transaction or two associated joint ventures.
(4) Presented as of August 31, 2015. Excludes 75,674 gross (35,732 net) acres still under lease in Wyoming, Utah and Idaho.
(5) Identified and engineered locations for potential future drilling, including specified production units and estimated lateral lengths, costs and well spacing using objective criteria for designation. Locations identified as of December 31, 2014, but including no locations at Twin Lakes and no locations associated with the HEYCO transaction or two associated joint ventures.

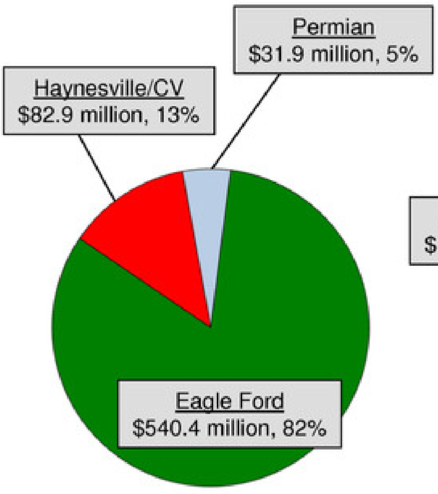
Matador's Execution History – "Doing What We Say"

Matador continues to execute on its core strategy of acquiring great assets, developing a highly professional, committed workforce, maintaining a strong balance sheet and generating significant shareholder returns

	At IPO[1]		September 2013 Follow-On[8]		June 30, 2015[10]
Oil Production	• 414 Bbl/d of oil • 6% oil	12x growth in oil production	• 4,916 Bbl/d of oil • 46% oil	182% growth in oil production	• 13,847 Bbl/d of oil • 52% oil
Proved Reserves	• 27 MMBOE • 1.1 MMBbl of oil • 4% oil	11x growth in oil reserves	• 39 MMBOE • 12.1 MMBbl of oil • 31% oil	3.3x growth in oil reserves	• 87 MMBOE • 40.6 MMBbl of oil • 47% oil
PV-10[2] and Asset Coverage	• $155.2 million • 24% of PV-10 in Eagle Ford • PV-10 / debt of 2.0x	Over 3x growth in PV-10	• $522.3 million • 90% of PV-10 in Eagle Ford • PV-10 / debt of 2.1x	81% growth	• $942.8 million • 90% of PV-10 in Eagle Ford / Permian • PV-10 / debt of 2.4x
LTM Adjusted EBITDA[3]	• $50 million[4]	~200% growth	• $148 million	72% growth	• $254 million
Leverage[5]	• 1.5x[4]	Remained conservative	• 1.6x	Improved	• 1.4x • 1.0x[11] after midstream sale
Acreage	• ~7,500 net Permian acres	Over 4x growth in Permian acres	• ~32,900 net Permian acres	2.7x growth in Permian acres	• ~89,700 net Permian acres[12]
Enterprise Value ("EV")[6]	• $0.65 billion[7]	Doubled EV	• $1.2 billion[9]	Doubled EV	• $2.4 billion[13]

(1) Unless otherwise noted, at or for the nine months ended September 30, 2011.
(2) PV-10 is a non-GAAP financial measure. For a reconciliation of Standardized Measure (GAAP) to PV-10 (non-GAAP), see Appendix.
(3) Adjusted EBITDA is a non-GAAP financial measure. For a definition of Adjusted EBITDA and a reconciliation of Adjusted EBITDA to our net income (loss) and net cash provided by operating activities, see Appendix.
(4) At or for the twelve months ended December 31, 2011.
(5) Calculated as debt divided by LTM Adjusted EBITDA.
(6) Enterprise value equals market capitalization plus long-term debt.
(7) As of February 7, 2012 at time of IPO.
(8) Unless otherwise noted, at or for the three months ended June 30, 2013.
(9) As of September 1, 2013.
(10) Unless otherwise noted, at or for the three months ended June 30, 2015.
(11) Net debt at October 1, 2015 and LTM Adjusted EBITDA at June 30, 2015.
(12) As of August 31, 2015.
(13) Market capitalization based on closing share price as of October 2, 2015 and shares outstanding as reported in the Form 10-Q for the quarter ended June 30, 2015.

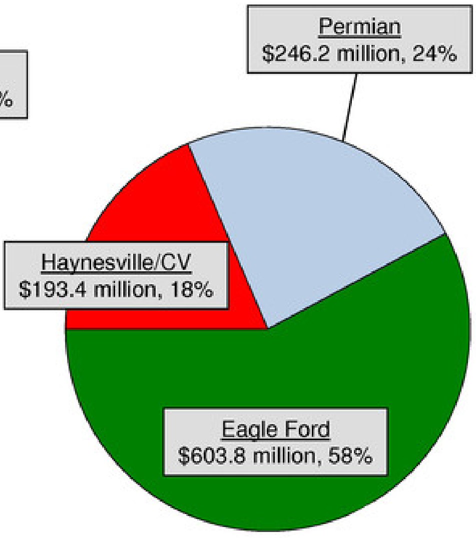
Oil and Natural Gas Proved Reserves and PV-10(1) Growth By Area



December 31, 2013

Total proved reserves = 51.7 million BOE

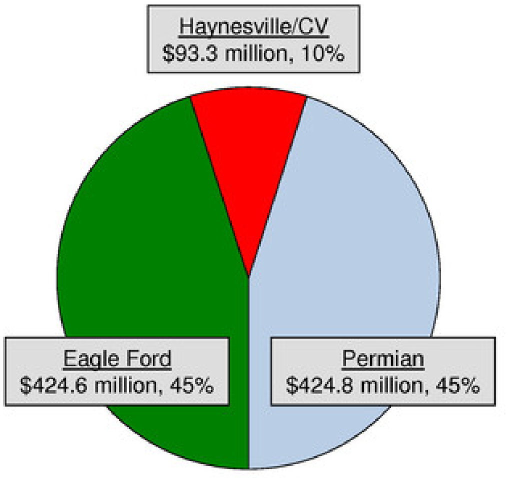
PV-10(1): $655.2 million
$93.42 oil / $3.67 natural gas



December 31, 2014

Total proved reserves = 68.7 million BOE

PV-10(1): $1,043.4 million
$91.48 oil / $4.35 natural gas



June 30, 2015

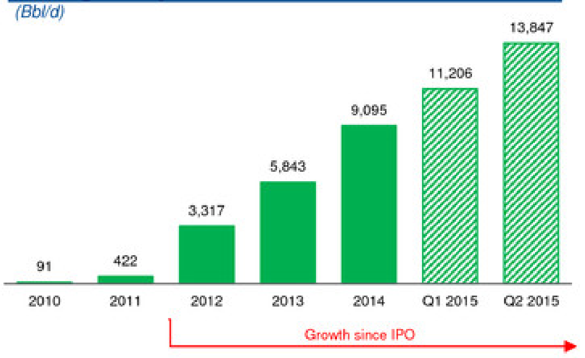
Total proved reserves = 87.0 million BOE

PV-10(1): $942.8 million
$68.17 oil / $3.39 natural gas

(1) PV-10 is a non-GAAP financial measure. For a reconciliation of Standardized Measure (GAAP) to PV-10 (non-GAAP), see Appendix.

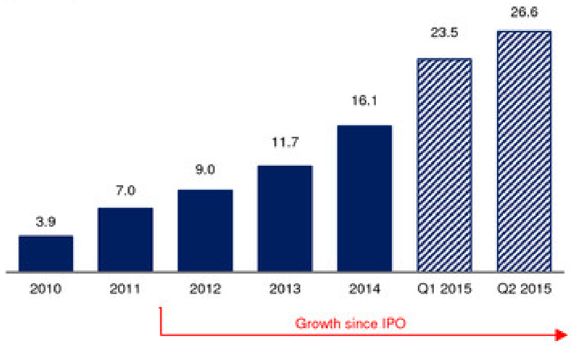
Matador's Continued Production Growth Through June 30, 2015

Average Daily Oil Production
(Bbl/d)

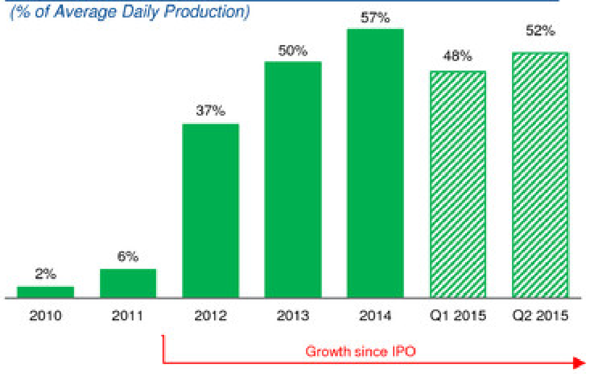


Average Daily Natural Gas Production
(MMcf/d)

Average Daily Total Production
(MBOE/d)

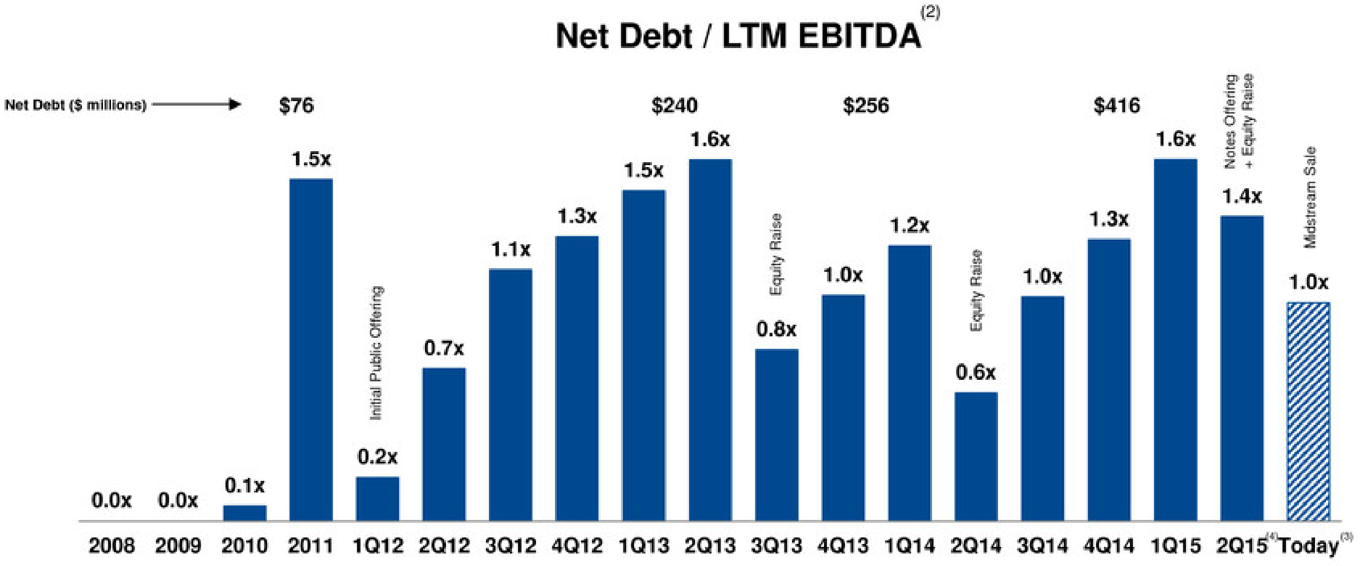


Oil Production Mix
(% of Average Daily Production)



Committed to Maintaining Strong Balance Sheet

- Preserved and enhanced liquidity through April 2015 equity and Senior Notes offerings and sale of Loving County midstream assets for ~$143 million[1] in October 2015 – substantial liquidity to execute planned drilling program through 2016
- Strong financial position with Net Debt/LTM Adjusted EBITDA[2][3] of 1.0x after close of midstream sale
- Target leverage at less than 2.0x Adjusted EBITDA[2], though profile typically more conservative



(1) Excluding customary purchase price adjustments.
(2) Adjusted EBITDA is a non-GAAP financial measure. For a definition of Adjusted EBITDA and a reconciliation of Adjusted EBITDA to our net income (loss) and net cash provided by operating activities, see Appendix.
(3) LTM Adjusted EBITDA at June 30, 2015 and Net Debt at October 1, 2015.
(4) LTM Adjusted EBITDA and Net Debt at June 30, 2015.

Previous Oil Price Declines Have Created Opportunities for Matador[1]

Comparison of Major Oil Corrections and Major Matador Turning Points Since 1980

Date	Event	% Change in Oil Price	Length of Oil Price Decline (in trading days)	% Increase in Oil Price – 1-Year Post-Low	
1986	Saudi Market Share War	-67.2%	82	79.0%	A number of Mesa's top technical staff join Matador I
1988	Oil Glut	-43.7%	295	58.4%	Matador I buys key waterflood properties and New Mexico natural gas acreage
1991	Global Recession / End of Gulf War	-57.2%	90	5.4%	First interests in Amaker-Tippett acquired; becomes Matador I's largest field
1998	Asian Crisis	-59.6%	484	134.5%	Unocal exchanges NM properties for Matador I's stock
2001	Global Recession	-53.1%	290	46.2%	Matador I shifts to unconventionals (Marlan Downey joins Board)
2008	Great Recession	-78.4%	119	134.8%	Matador II builds Eagle Ford position and drills first Haynesville wells
	Average	**-59.9%**	**227**	**76.4%**	
2014-2015	Current Dip[2]	-59.8%	~300	?	-MTDR and HEYCO join forces -MTDR sells midstream assets to EnLink

(1) Includes Matador Resources Company, Foran Oil and Matador Petroleum Corporation and other predecessor entities.
(2) Length of oil price decline in trading days using high of $107.26 on June 20, 2014 and low of $38.24 on August 24, 2015.

Keys to Matador's Success Over Last 35 Years[1]

- **People**
  - *We have a strong, committed technical and financial team in place, and we continue to make additions and improvements to our staff, our capabilities and our processes*
  - *Board and Special Advisor additions have strengthened Board skills and stewardship*
- **Properties**
  - *Matador's acreage positions and multi-year drilling inventory are significant and located in three of the industry's best plays – Permian, Eagle Ford and Haynesville*
  - *Our property mix provides us with a balanced opportunity set for both oil and natural gas*
- **Process**
  - *Continuous improvement in all aspects of our business leading to more efficient operations, improved financial results and increased shareholder value*
  - *Gaining momentum as a successful publicly-held company*
- **Execution**
  - *Increase total production by ~51%, with oil production expected to increase to ~4.45 million barrels and natural gas production expected to increase to ~26.5 Bcf in 2015*
  - *Maintain quality acreage positions in the Permian, Eagle Ford and Haynesville – successfully integrate HEYCO acreage in Permian*
  - *Reduce drilling and completion times and costs – improve operational efficiencies*
  - *Maintain strong financial position and technical and administrative teams*

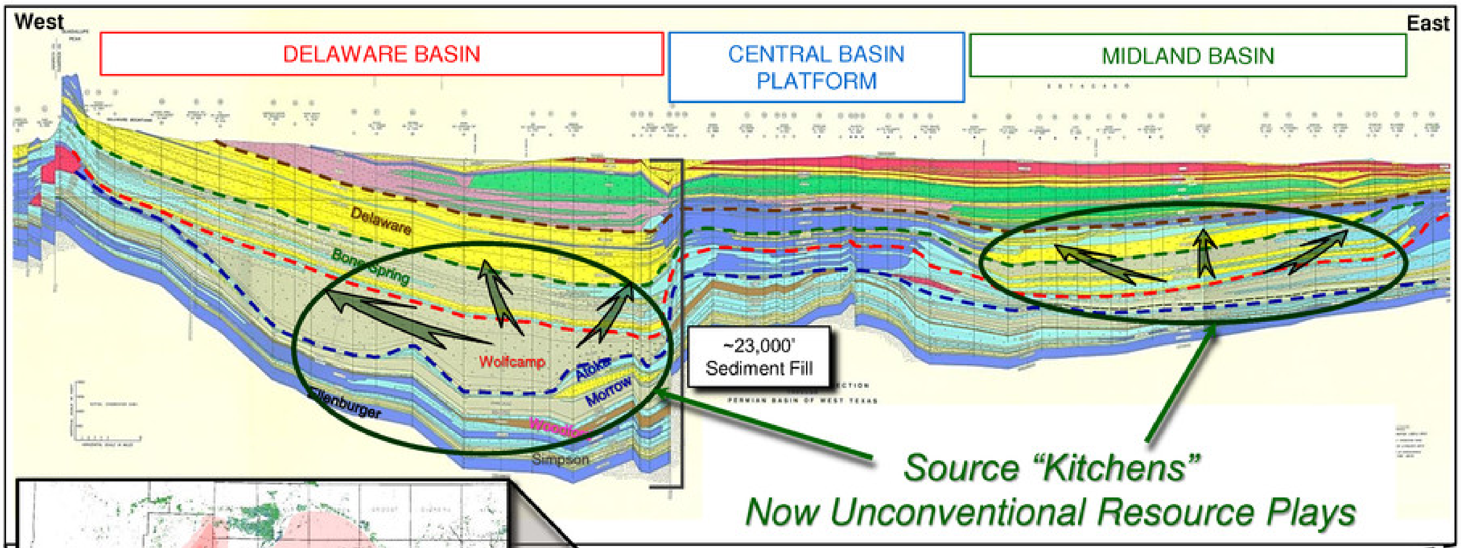
(1) Includes Matador Resources Company and its predecessor entities.

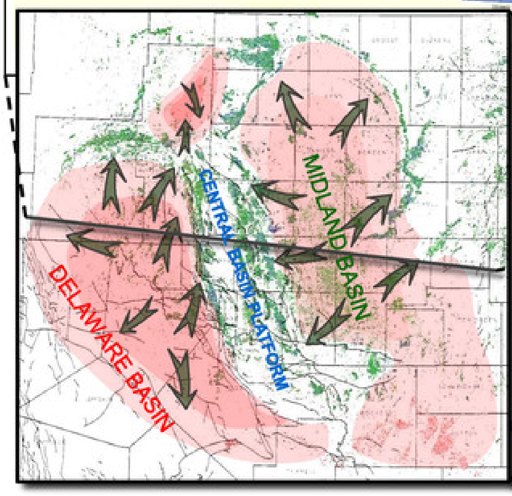


Permian (Delaware) Basin

Southeast New Mexico and West Texas

Delaware Basin – A "World Class" Hydrocarbon System





- 70,000 square mile area
- Up to 25,000 feet of multiple, stacked, petroleum systems
- Extensive drilling, coring and geological studies since 1920s
- >1,500 conventional reservoirs with cumulative production >1.0 million Bbl each
- Cumulative production from 1,500 conventional reservoirs, as of year 2000 (pre-horizontal drilling) >30.0 billion Bbl[1]

(1) Dutton et al, AAPG 2005

Task at Hand – Understanding the Opportunities

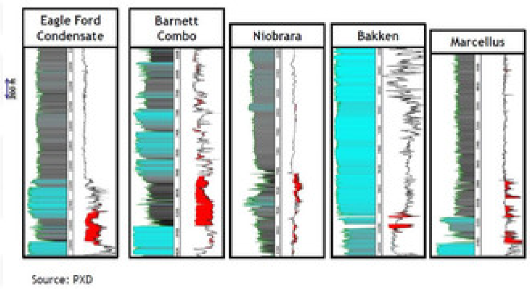
Most current unconventional plays target one or two zones across a trend area.

The Permian Basin has roughly two dozen unique targets within the Midland and Delaware sub-basins.

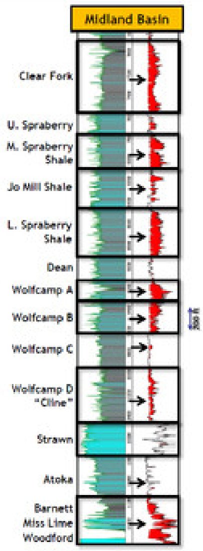
Objective: We want to drill and complete the best wells at the lowest cost.

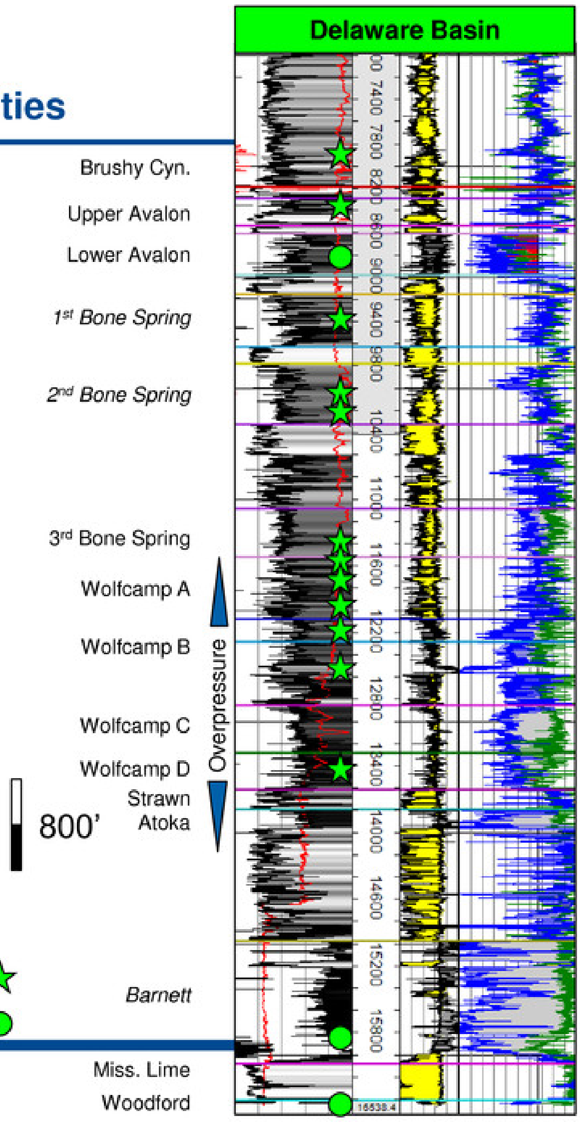
Challenge: How do we identify the best targets within multiple prospective intervals across a geologically complex basin?

Matador's geoscience staff is committed to bringing the best targets forward!



All logs plotted at same scale



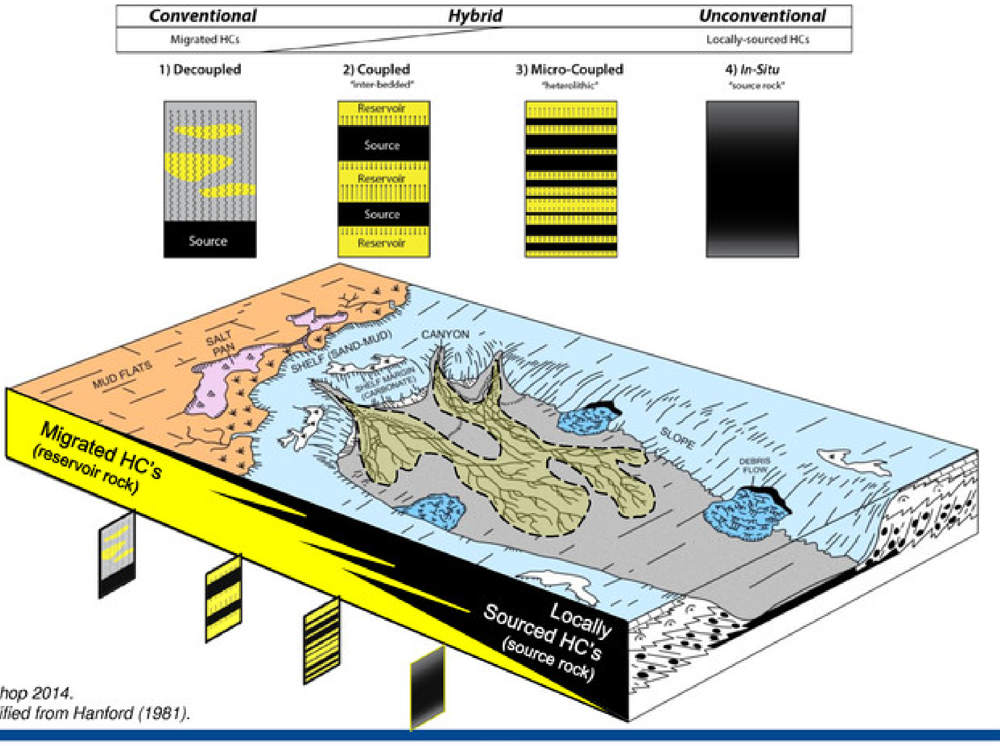


Spectrum of Unconventional Play Types

In general there is no consensus on the what an "unconventional" reservoir is…

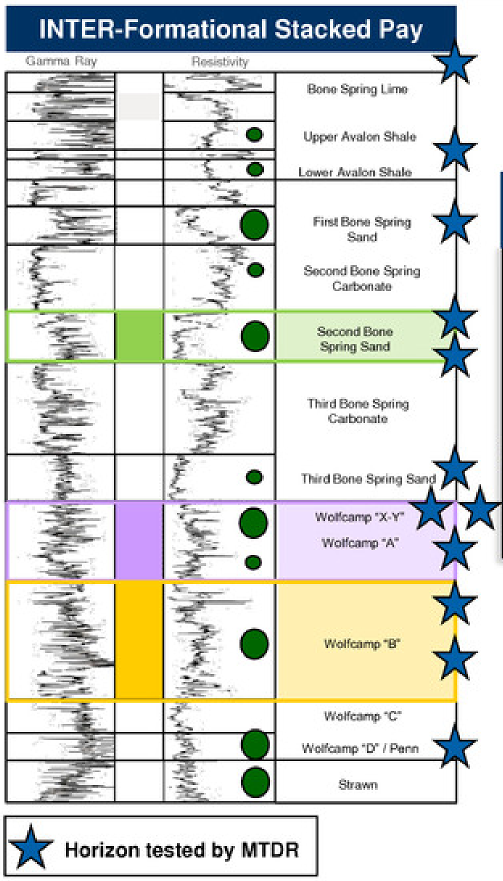
At Matador, we think of an unconventional reservoir as a spectrum of play types.

The distribution and quality of these play types are both spatially and temporally variable.

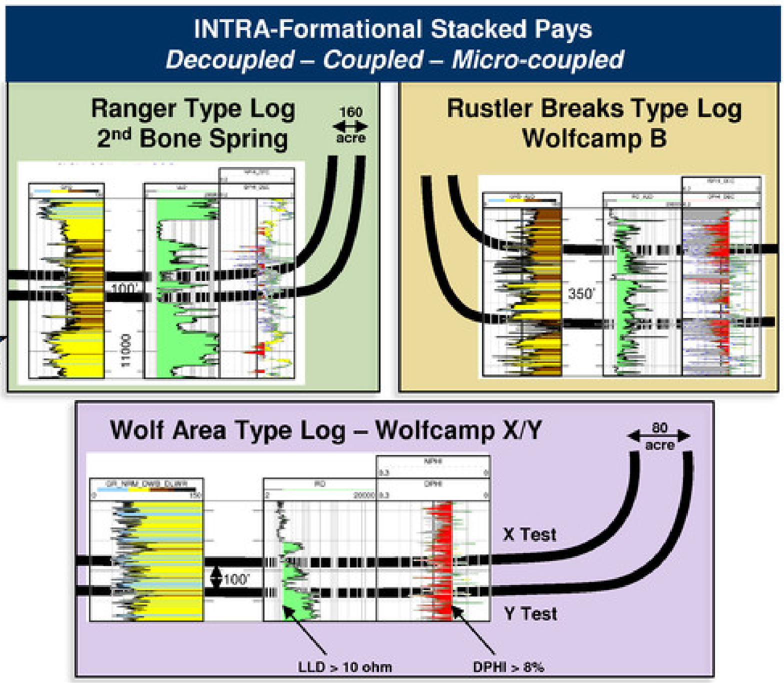


Play types from Bishop 2014.
Block diagram modified from Hanford (1981).

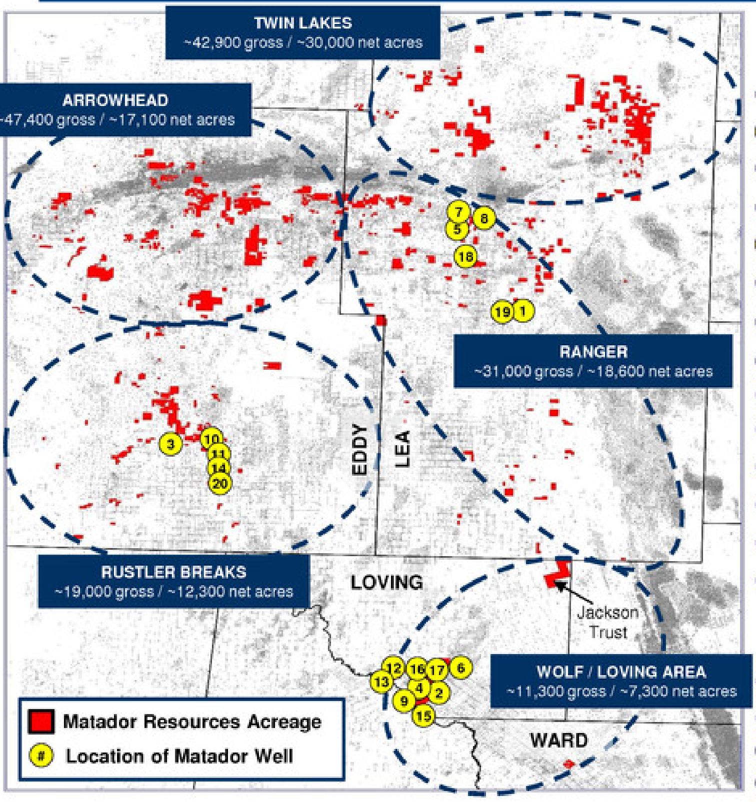
4,000 feet of Hydrocarbon Column Creates Opportunity



- Determining "Good, Better, Best" important as potential exceeds inter-formational stacked pay
- 2015 program will expand on intra-formational stacked pay tests performed in each asset area



Permian Basin Acreage Position and Recent Test Results



Successful performance of initial horizontal wells(1)

	Well	Cumulative Production Months	Cumulative Production Oil Eq. (BOE)	Cumulative Production % Oil	Recent Production Oil (Bbl/d)	Recent Production Natural Gas (Mcf/d)	EUR(2) (MBOE)
1	Ranger State 33-20S-35E RN #121H (2nd Bone Spring)	22	221,400	91%	160	150	650
2	Dorothy White #1H (Wolfcamp "A"/"X")	20.5	429,500	68%	320	620	1,050
3	Rustler Breaks 12-24S-27E RB #224H (Wolfcamp "B")	16.5	209,000	41%	90	1,000	700
4	Norton Schaub 84-TTT-B33 WF #201H (Wolfcamp "A"/"X")	14	278,000	68%	540	1,850	750
5	Pickard State 20-18S-34E RN #121H (2nd Bone Spring)	14	155,200	91%	350	150	500
6	Johnson 44-02S-B53 #204H (Wolfcamp "A"/"X")	12	229,000	65%	250	830	900
7	Pickard State 20-18-34 #2H (Wolfcamp "D")	14.5	91,200	85%	80	120	200
8	Jim Rolfe 22-18-34 RN State #131Y(3) (3rd Bone Spring)	6.5	16,100	73%	40	100	65
9	Norton Schaub 84-TTT-B33 WF #2010H (Wolfcamp "A")	9	106,500	73%	200	600	600
10	Guitar 10-24S-28E RB #202H (Wolfcamp "A"/"X")	6	114,500	79%	370	600	700
11	Tiger 14-24S-28E RB #224H (Wolfcamp "B")	6	163,000	45%	260	2,300	1,000
12	Billy Burt 90-TTT-B33 WF #202H (Wolfcamp "A"/"X")	5	81,000	75%	300	950	700
13	Billy Burt 90-TTT-B33 WF #203H (Wolfcamp "A"/"X")	5	90,000	75%	450	1,340	700
14	Tiger 14-24S-28E RB #204H (Wolfcamp "A/X-Y")	2.5	73,000	78%	640	680	700

Recent activity and 24-hour initial potential tests

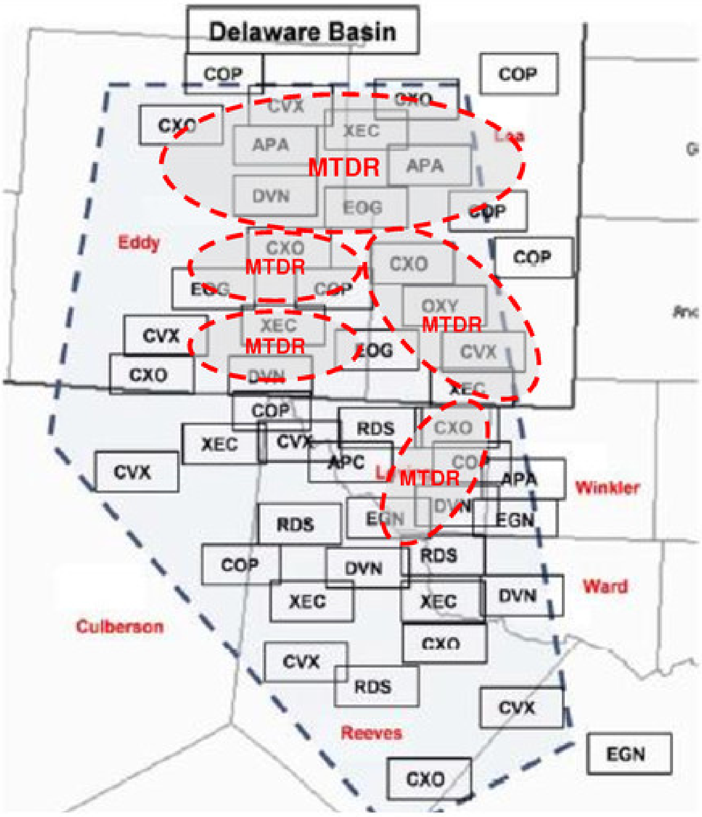
	Well	Date	Oil Eq. (BOE/d)	Oil (Bbl/d)	Natural Gas (Mcf/d)	% Oil	P_f(4) (psi)	Choke (inches)
15	Arno #1H (Wolfcamp "A"/"X")	Mid-Sept 2014	1,110	300	4,900	27%	4,100	26/64"
16	Barnett 90-TTT-B01-WF #201H (Wolfcamp "A"/"X")	Early Mar 2015	1,268	720	3,300	57%	3,225	26/64"
17	Barnett 90-TTT-B01-WF #205H (Wolfcamp "A"/"Y")	Mid-Feb 2015	1,377	738	3,800	54%	3,475	26/64"
18	Cimarron 16-19S-34E RN #134H (3rd Bone Spring)	Early May 2015	804	754	303	94%	725	26/64"
19	Ranger State 33-20S-35E RN #122H (2nd Bone Spring)	Cleaned up to ~300 BOE/d in last 60 days(5) with almost no decline						
20	Tiger 14-24S-28E RB #124H (2nd Bone Spring)	Early July 2015	800	650	880	81%	810	34/64"

Note: All acreage at August 31, 2015. Some tracts not shown on map.
(1) As of mid-September 2015 unless otherwise noted.
(2) Estimated ultimate recovery, thousands of barrels of oil equivalent.
(3) As of April 28, 2015.
(4) Flowing surface pressure.
(5) As of August 4, 2015.

Matador is a Significant Delaware Basin Player

- **Matador's 89,700 net acres place it among the largest operators in the Delaware Basin**
  - *Matador holds* ***largest*** *Delaware Basin acreage position* ***among small and mid-cap*** *publicly traded energy companies*[(1)]
  - *Matador is the* ***second largest*** *operator in terms of the ratio of Delaware Basin acreage to enterprise value or market capitalization among all public traded energy companies*[(1)]
- **Key Operators in the Delaware Basin**[(2)]**:**

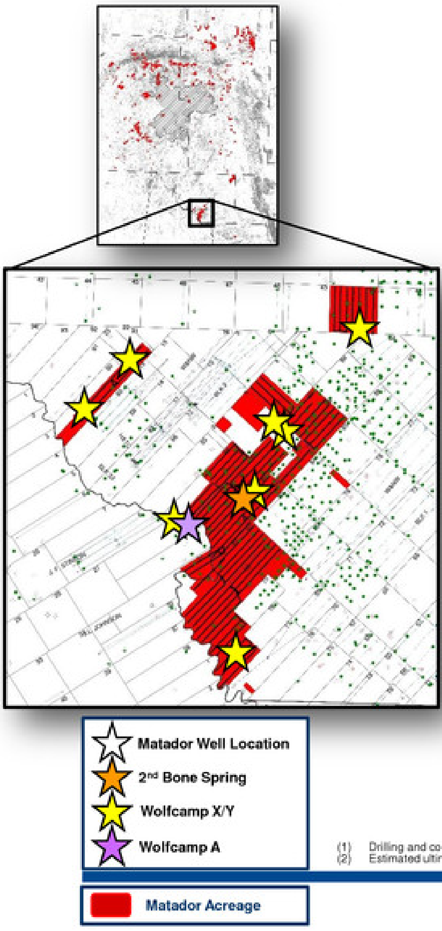
– *Oxy*	*1,500,000 net acres*
– *Chevron*	*1,000,000 net acres*
– *Shell*	*618,000 net acres*
– *Concho*	*425,000 net acres*
– *Cimarex*	*400,000 net acres*
– *EOG*	*307,000 net acres*
– *Anadarko*	*255,000 net acres*
– *Apache*	*230,000 net acres*
– *Conoco*	*150,000 net acres*
– *Energen*	*113,000 net acres*
– ***Matador***	***156,600 gross / 89,700 net acres***



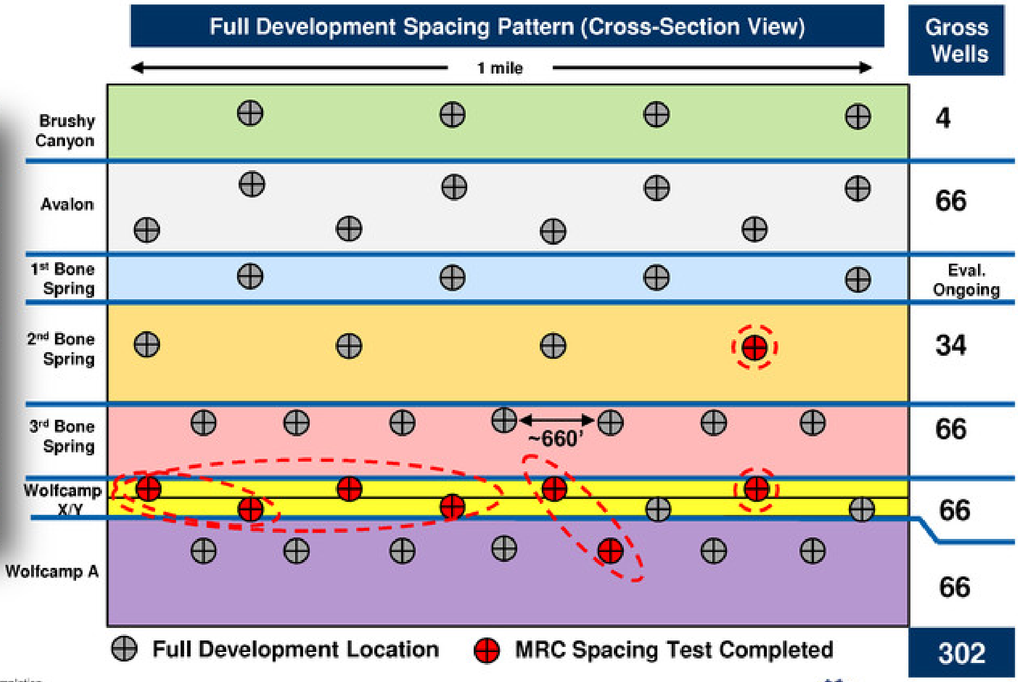
Source: National Atlas, Company data, Goldman Sachs Global Investment Research.

(1) Based on an independent market analysis prepared by BMO Capital Markets in January 2015. Small and mid-cap publicly traded energy companies defined as those companies with an enterprise value between $500 million and $3.5 billion. Companies below $100 million in market capitalization were excluded in determining the ratio of Delaware Basin acreage to market capitalization. Matador acreage at August 31, 2015.
(2) Goldman Sachs Equity Research report dated April 1, 2015 (Singer).

Wolf Inventory – Multi-Pay Development Potential

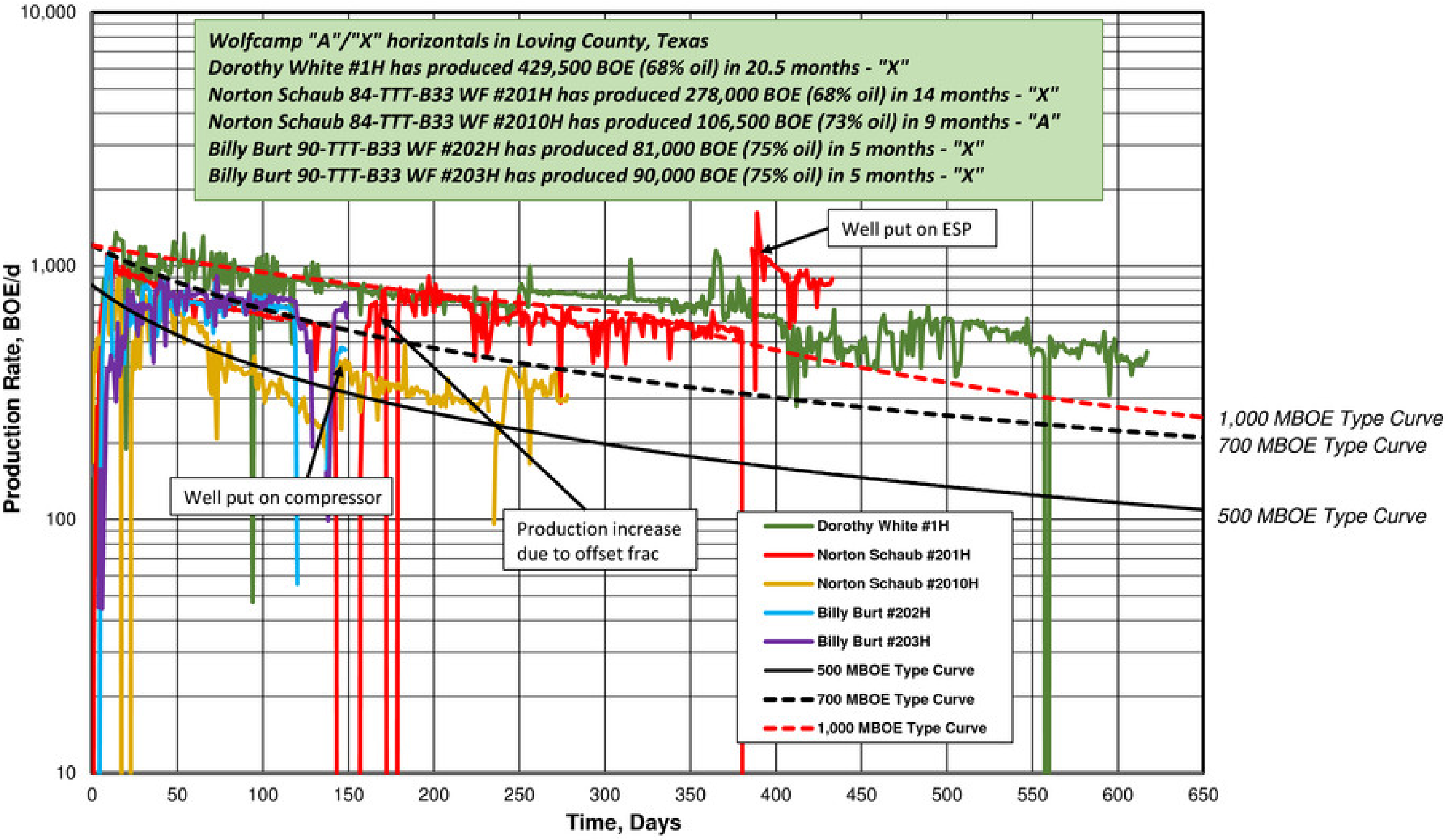


Development Well	D&C(1) CapEx	EUR(2) (MBOE)
Bone Spring	\$5.5 – \$6.5 million	450 – 600
Wolfcamp	\$7.0 – \$8.5 million	650 – 1,100



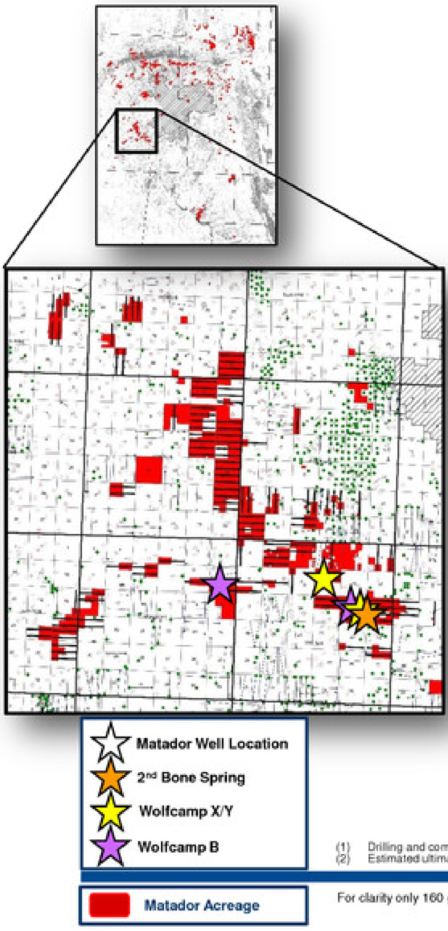
(1) Drilling and completion.
(2) Estimated ultimate recovery, thousands of barrels of oil equivalent.

Wolf Area Wolfcamp "A"/"X" Wells Performing Above Expectations

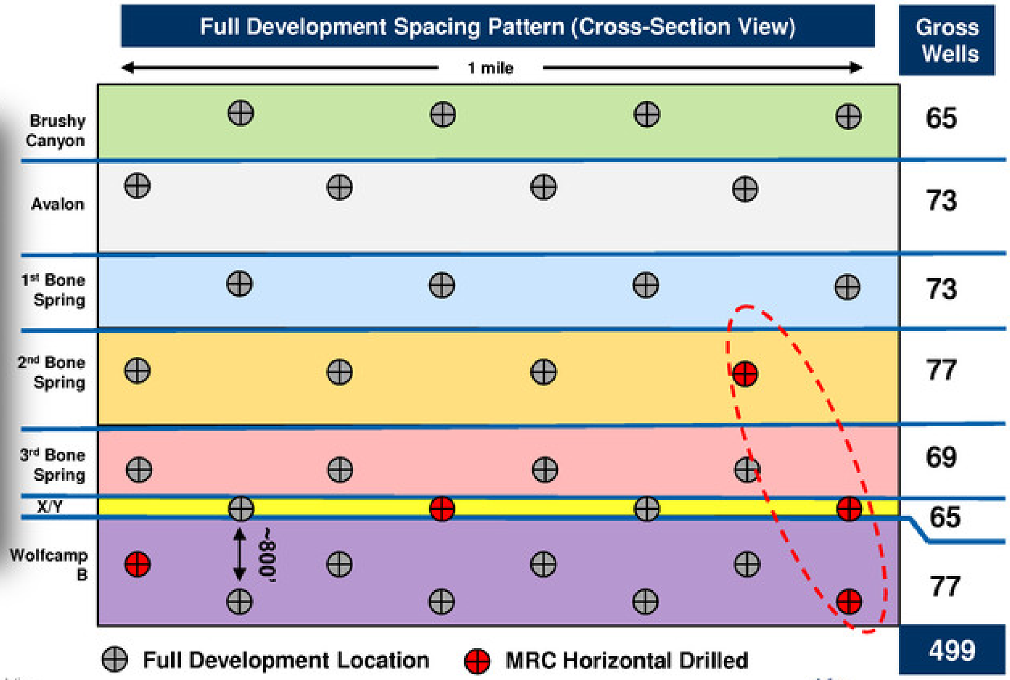


Note: Production as of mid-September 2015.

Rustler Breaks Inventory – Multi-Pay Development Potential



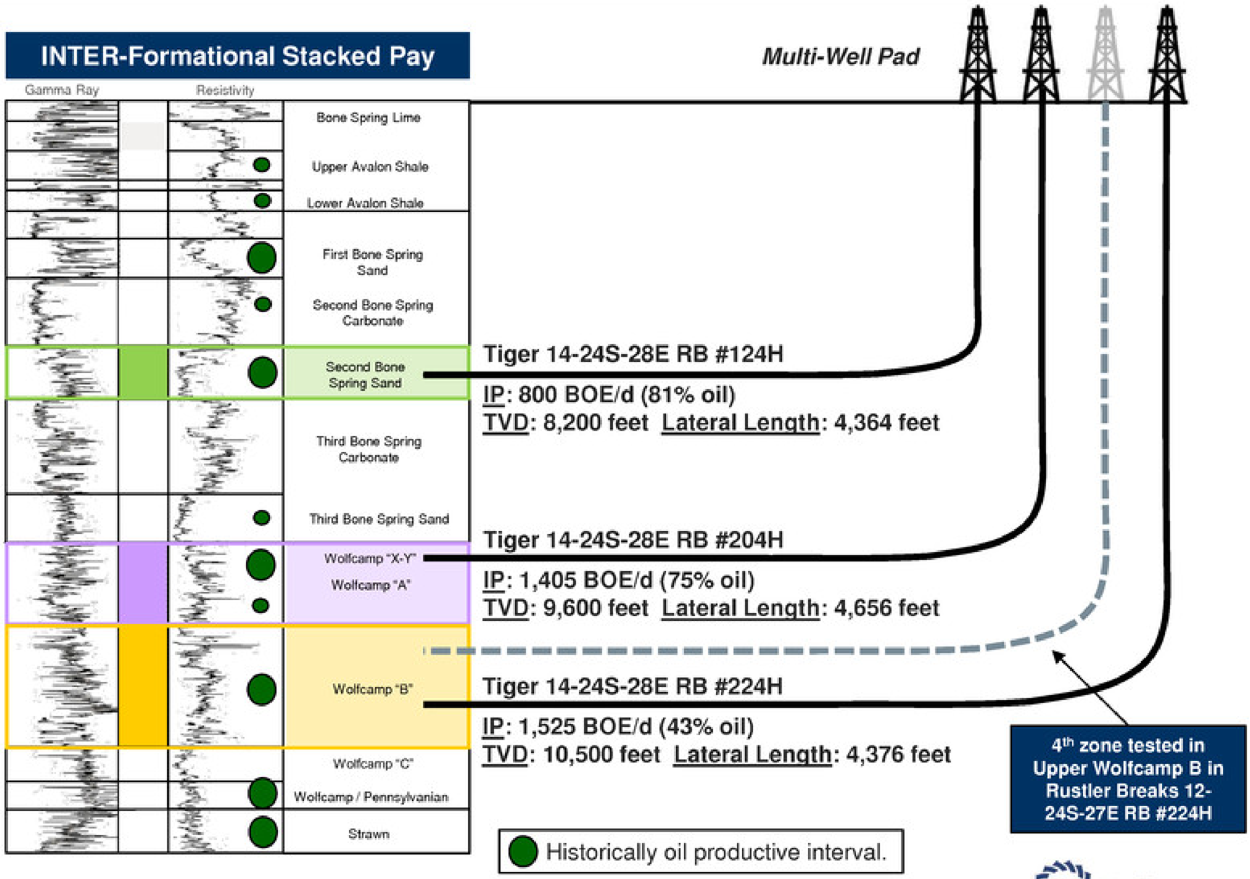
Development Well	D&C[1] CapEx	EUR[2] (MBOE)
Bone Spring	$4.5 – $5.5 million	300 – 600
Wolfcamp	$5.5 – $7.5 million	500 – 1,000



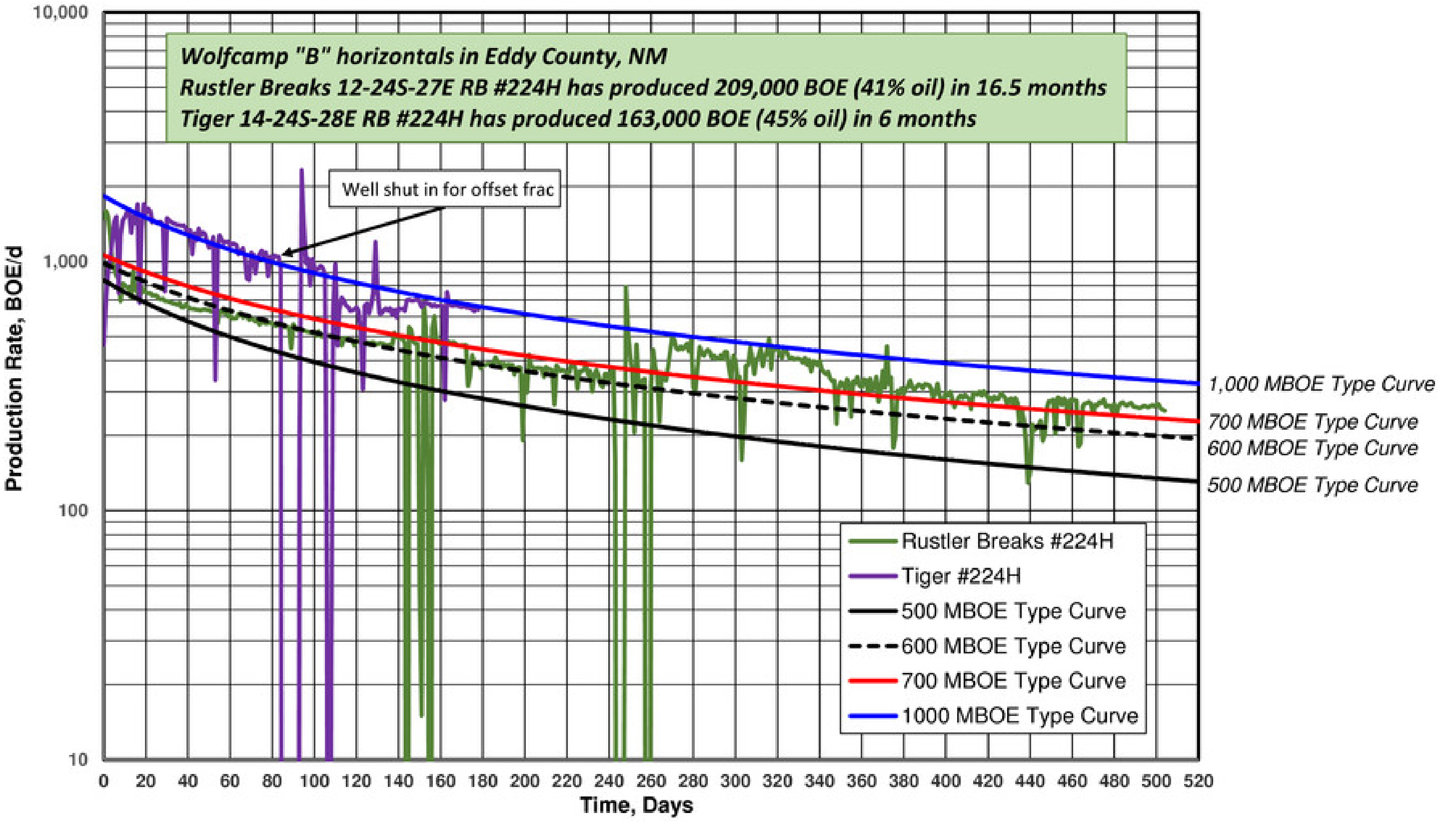
(1) Drilling and completion.
(2) Estimated ultimate recovery, thousands of barrels of oil equivalent.

For clarity only 160 gross ac. well slots shown

Matador's First Three-Zone Stacked Lateral Test at Rustler Breaks

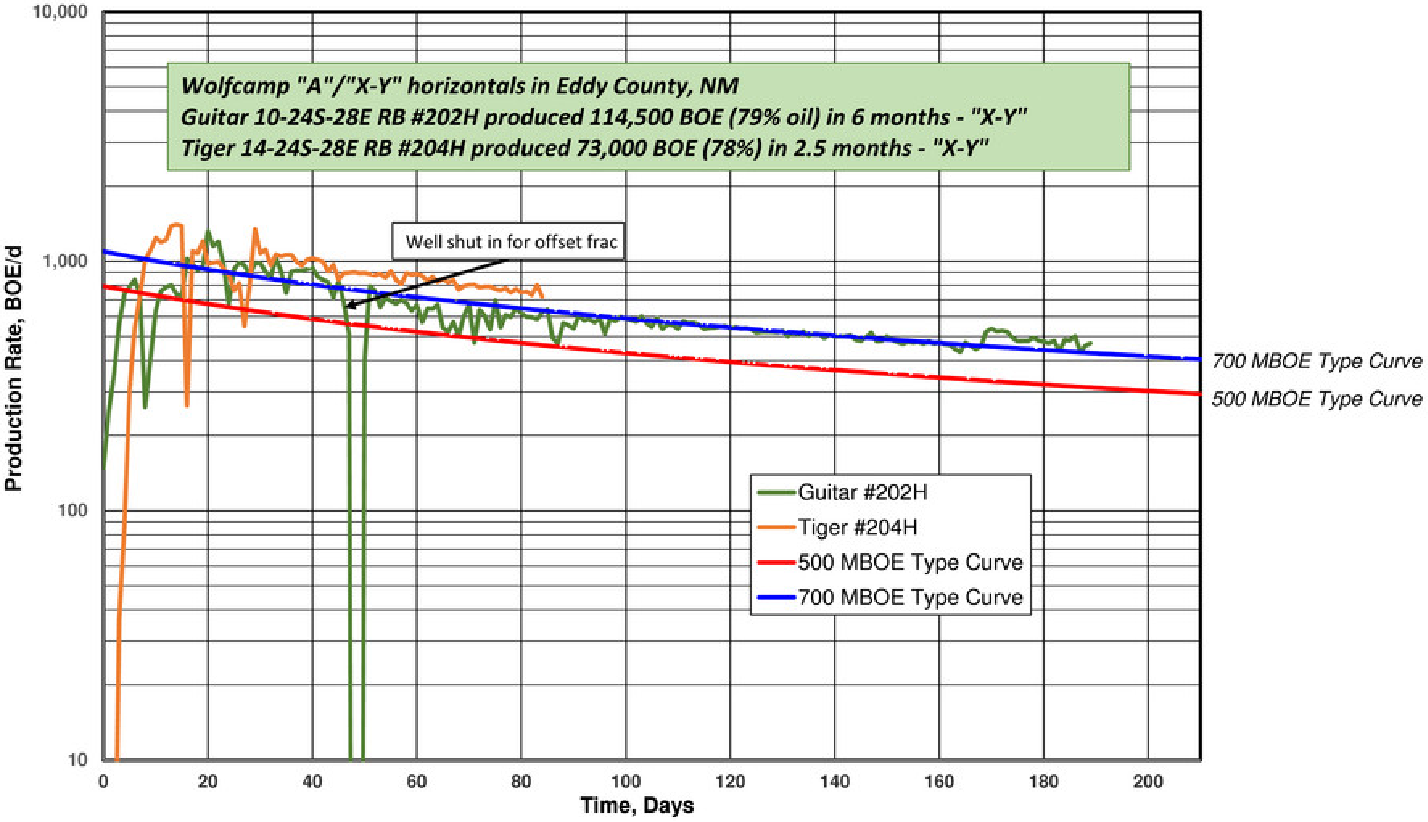


Rustler Breaks Wolfcamp "B" Wells Performing Above Expectations



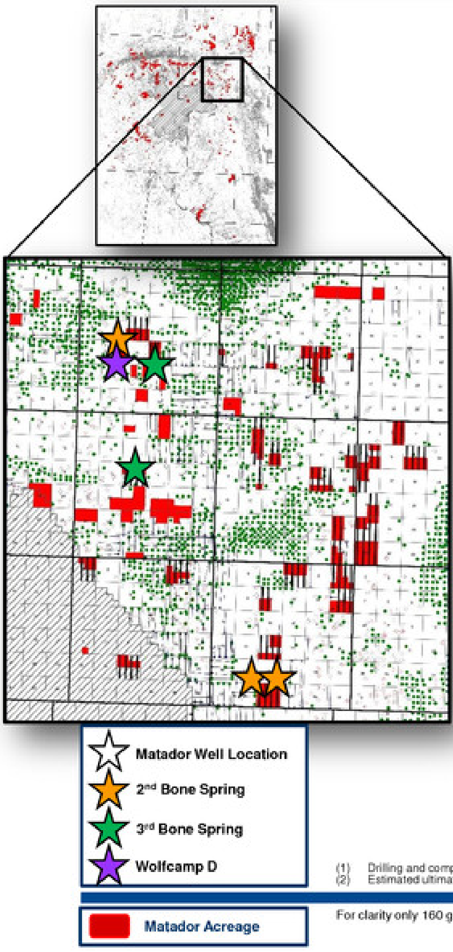
Note: Production as of mid-September 2015.

Rustler Breaks Wolfcamp "A"/"X-Y" Wells, Off to Strong Start



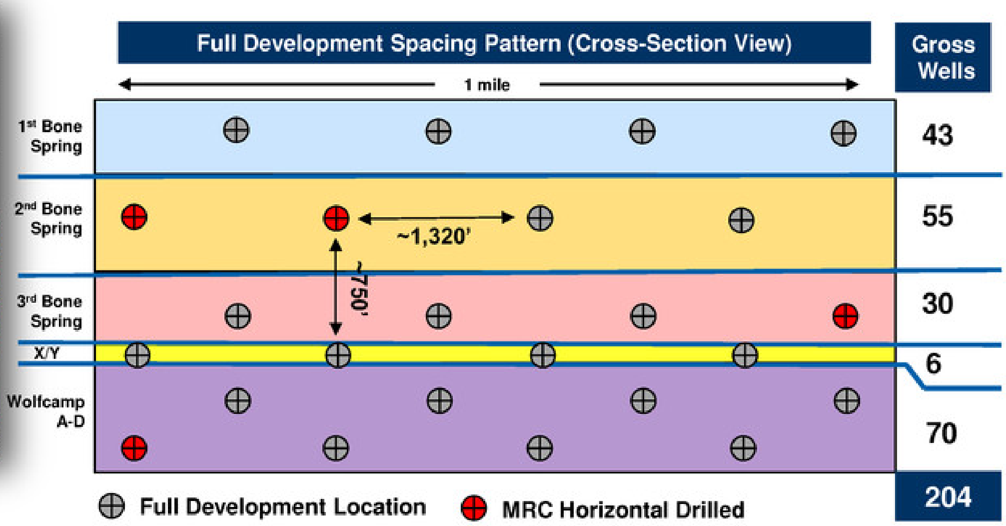
Note: Production as of mid-September 2015.

Ranger Inventory – Multi-Well Development Potential



Development Well	D&C(1) CapEx	EUR(2) (MBOE)
Bone Spring	$5.5 – $6.5 million	400 – 600
Wolfcamp	$7 – $9 million	200 – 800*

* Based on Volumetrics and 4-8% Recovery Factor

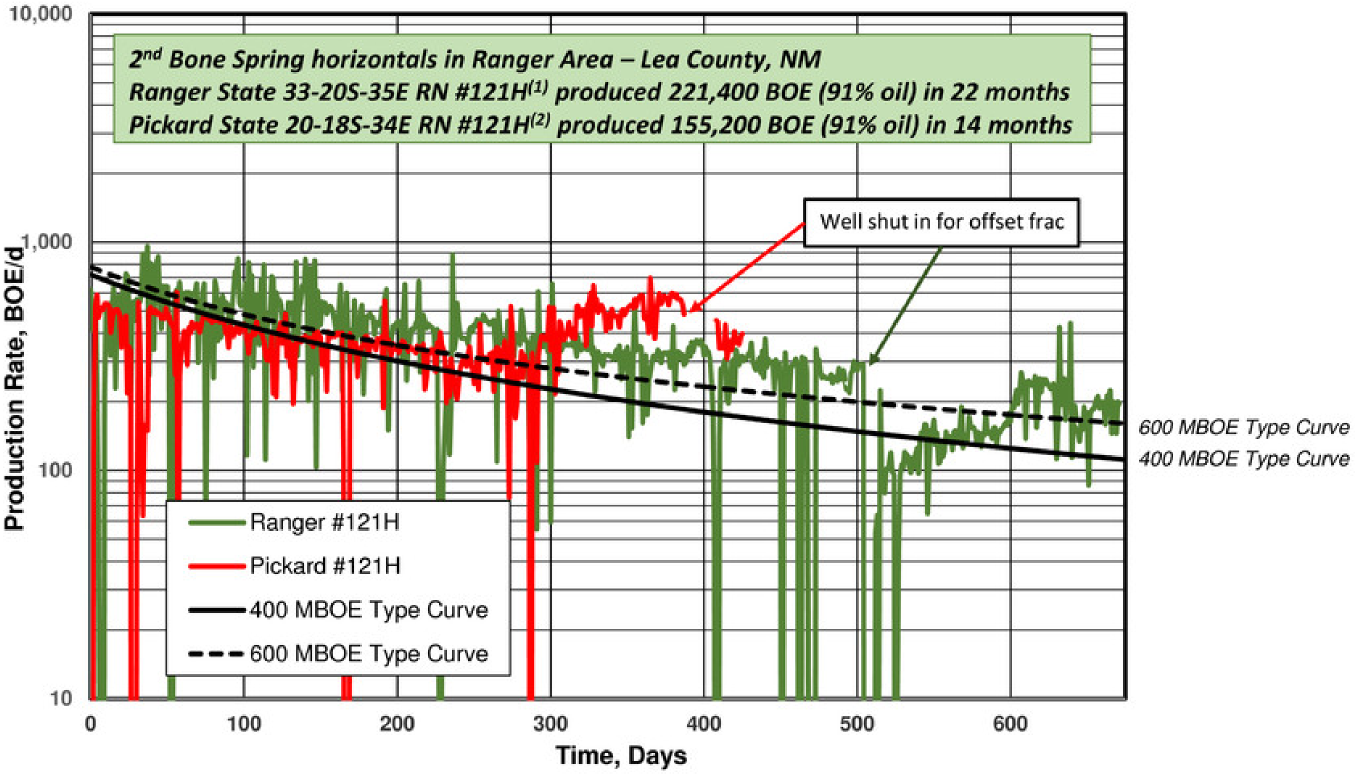


Location estimates do not include HEYCO acreage.

(1) Drilling and completion.
(2) Estimated ultimate recovery, thousands of barrels of oil equivalent.

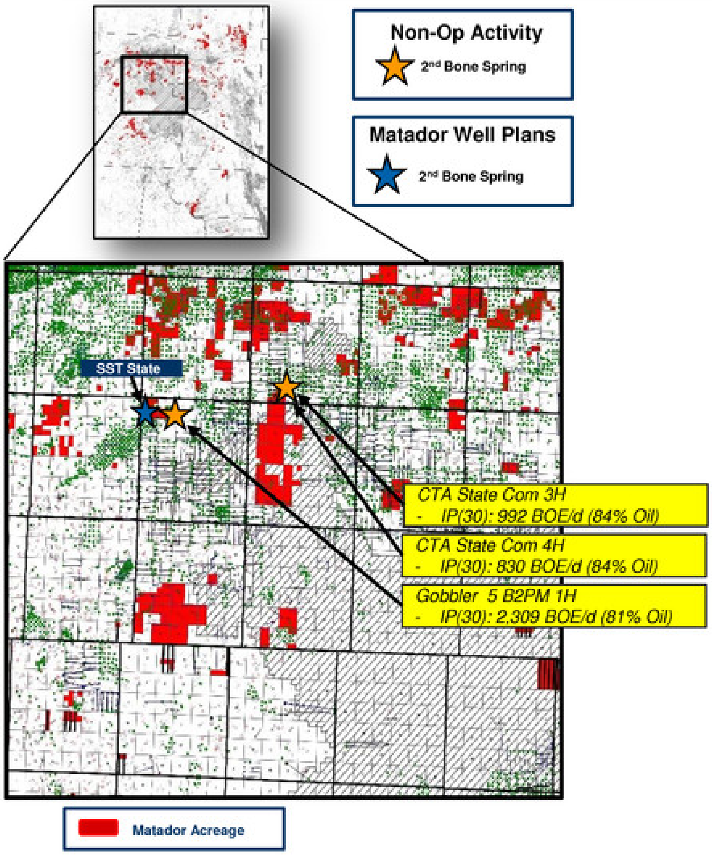
For clarity only 160 gross ac. well slots shown

Ranger Area Second Bone Spring Wells Performing Above Expectations



Note: Production as of mid-September 2015.
(1) Formerly the Ranger 33 State Com #1H.
(2) Formerly the Pickard State 20-18-34 #1H.

Arrowhead – HEYCO Acreage Provides Unique Opportunities

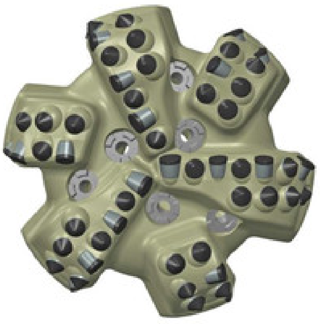


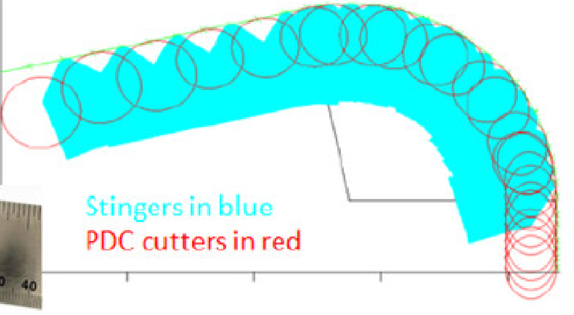
- **Most HEYCO acreage is Federal acreage**
  - Most held by production by older, vertical wells
  - Typically 87.5% NRI on most Federal acreage
  - Contiguous acreage aids in full development and minimizes costs for pads, facilities and LOE
- **Matador Operated Horizontal Plans (Q1 2016)**
  - SST State 06-19S-29E AH #123H & #124H
    - 2nd Bone Spring laterals
    - Offset to Mewbourne Gobbler wells (non-op)
- **Non-Operated Well Activity**
  - CTA State Com #3H: IP(30) 992 BOE/d (84% Oil); 143,000 BOE in first 7 months[1]
  - CTA State Com #4H: IP(30) 830 BOE/d (84% Oil); 126,000 BOE in first 6 months[1]
  - Gobbler 5 B2PM #1H: IP(30) 2,309 BOE/d (81% Oil); 140,000 BOE in first 4 months[1]
  - Mewbourne, Concho, Cimarex wells provide operational data and reference points across Matador acreage

(1) As of mid-September 2015.

Future Bit Technology – The Evolution of the PDC bit

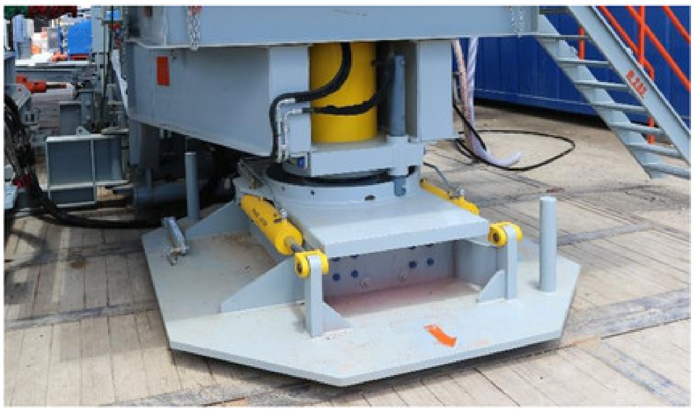
- Matador continues to be at the forefront of new bit technology
- Smith Bits latest technology StingBlade design
- StingBlade design features
  - *Alternating Stinger/PDC cutters*
  - *Stinger cutters cut troughs in the formation with the PDC cutters coming behind and removing the ridges*
  - *Stinger cutters do the hard work, PDC cutters keep the speed*
  - *Ultimate combination of speed, durability and steerability*





New Rig Technology for Horizontal Drilling – Saving Time and Money!

- **7,500 psi Pressure Rating**
  - Estimated reduction in drilling time of 20 to 25% in the lateral on Wolfcamp wells
- **Telescoping Flex-joint**
  - Estimated reduction in drilling time of 12 to 18 hours per well
- **Integrated Mud-Gas Separator**
  - Estimated savings of 50% compared to rental separator
- **BOP Wrangler**
  - Estimated reduction in drilling time of 12 hours per well
- **Walking System & V-door turned 90°**
  - Allows for batch-drilling and simultaneous operations
- **Reduced Downtime**

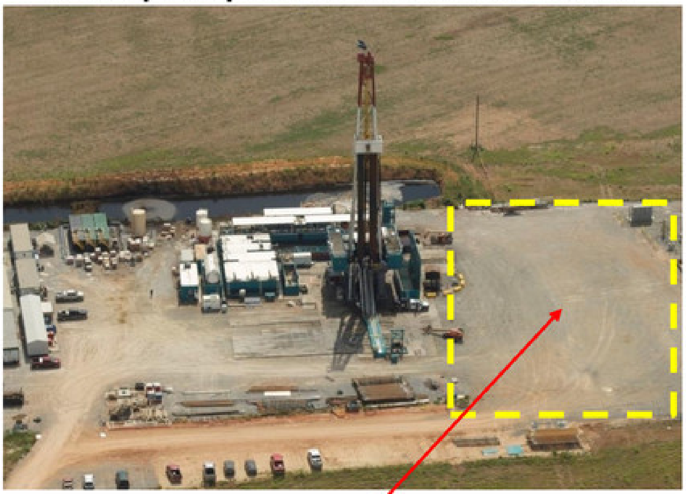


Latest Technology: Simultaneous Operations (Sim-Ops) Capable Rigs

Conventional Drilling Configuration

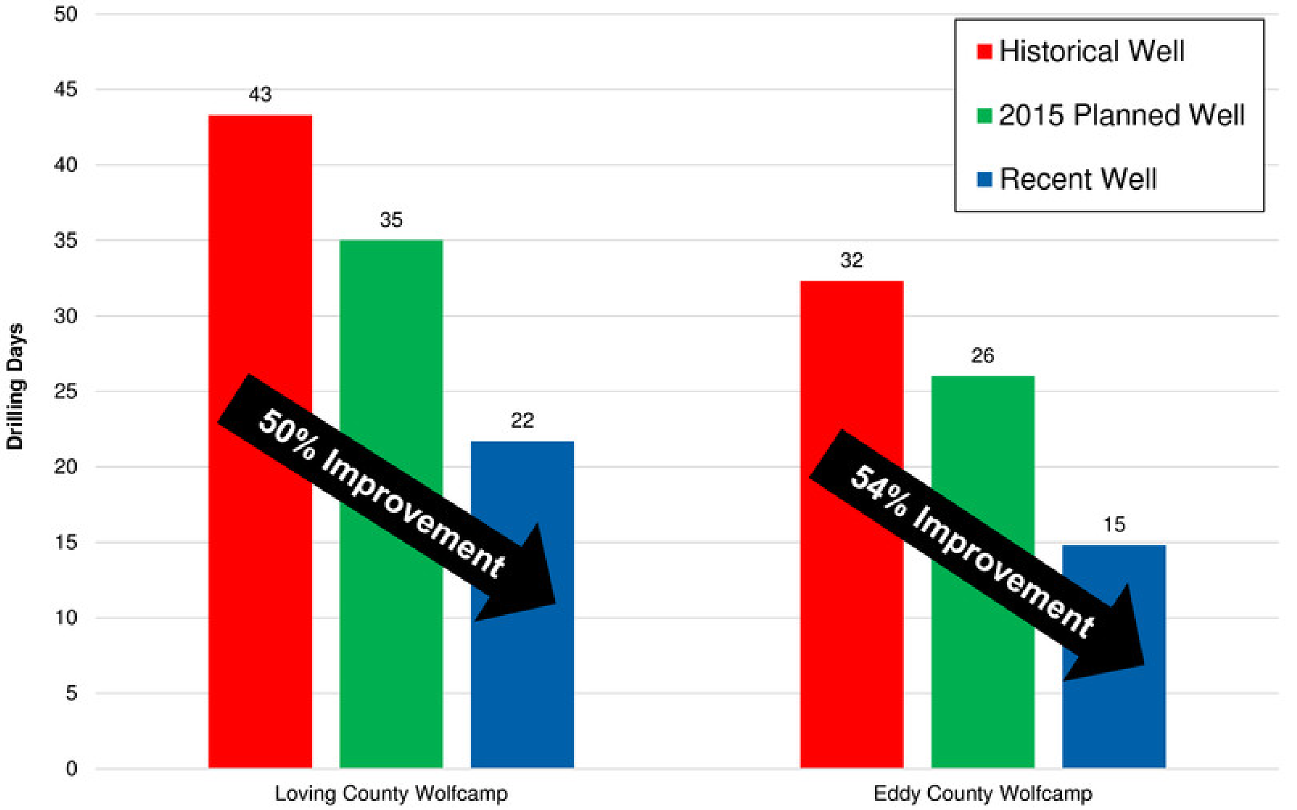
Drilling rig must leave location prior to frac operations

Sim-Ops Capable with V-door turned 90°



Space available for frac operations while simultaneously drilling on the same pad

Improving Wolfcamp Drilling Times Significantly in 2015



*Historical days averaged from 2014 wells
*Recent days from Billy Burt 90-TTT-B33 WF #204H & Tiger 14-24S-28E RB #204H

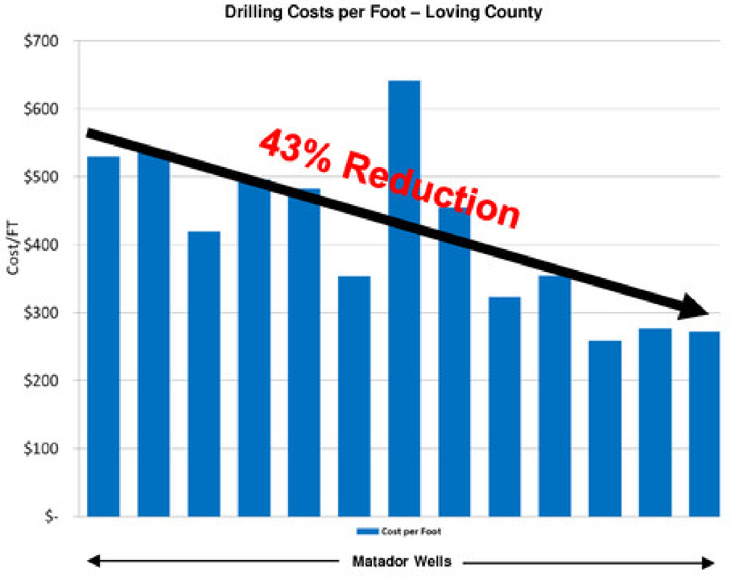
Cost Reduction Metrics (Drilling and Completion)

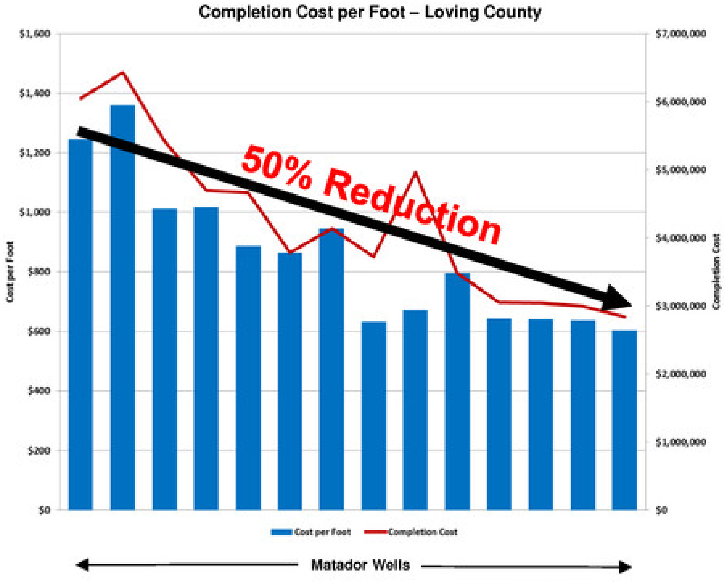
Drilling

- Overall cost reduced by 43% since first well
- Days down from 43 to 22 in the Wolfcamp
  - Cost improvements that can stay with us moving forward

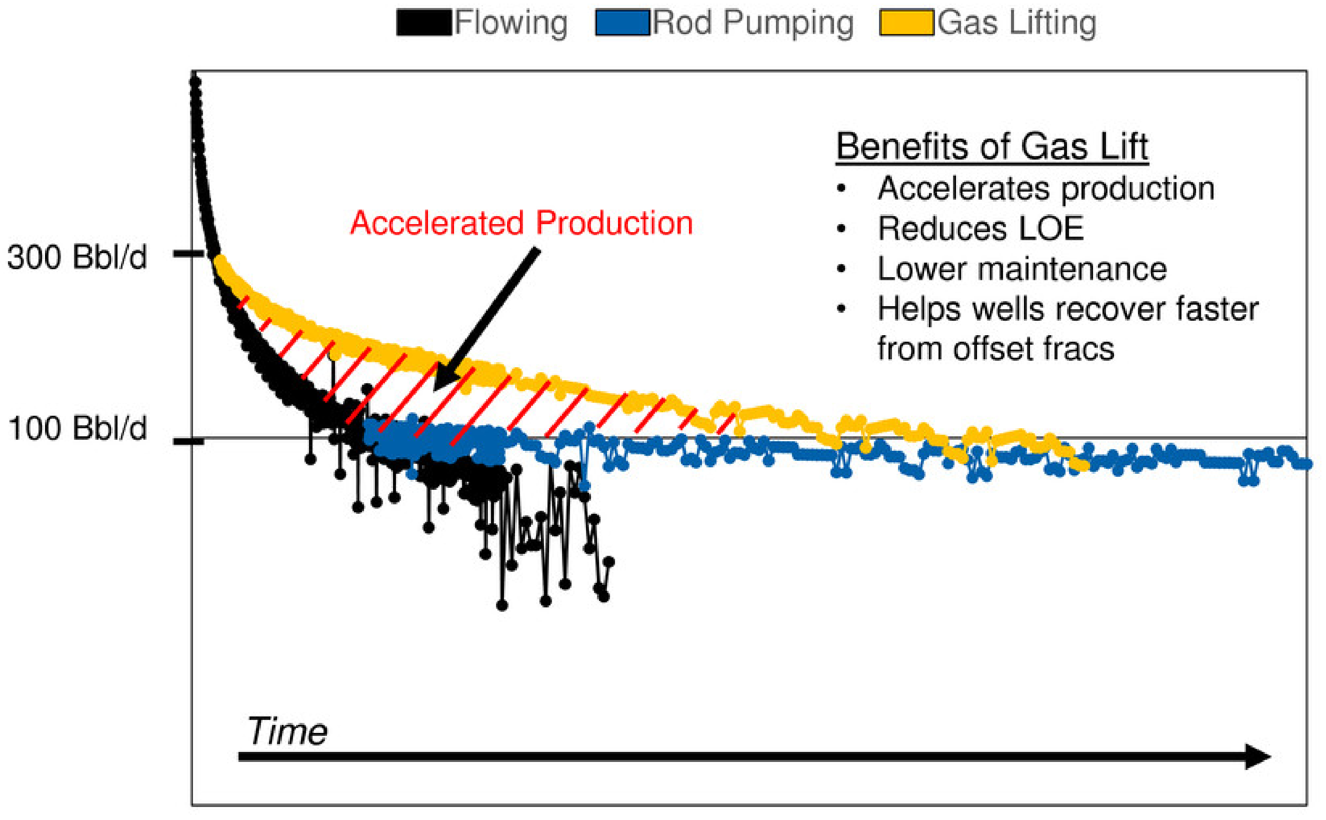
Completion

- Overall cost reduced by 50% since first well
- Cost of pumping and drill out has driven down costs
  - Drill out days down from using micro trips
  - Lowers the overall time per plug



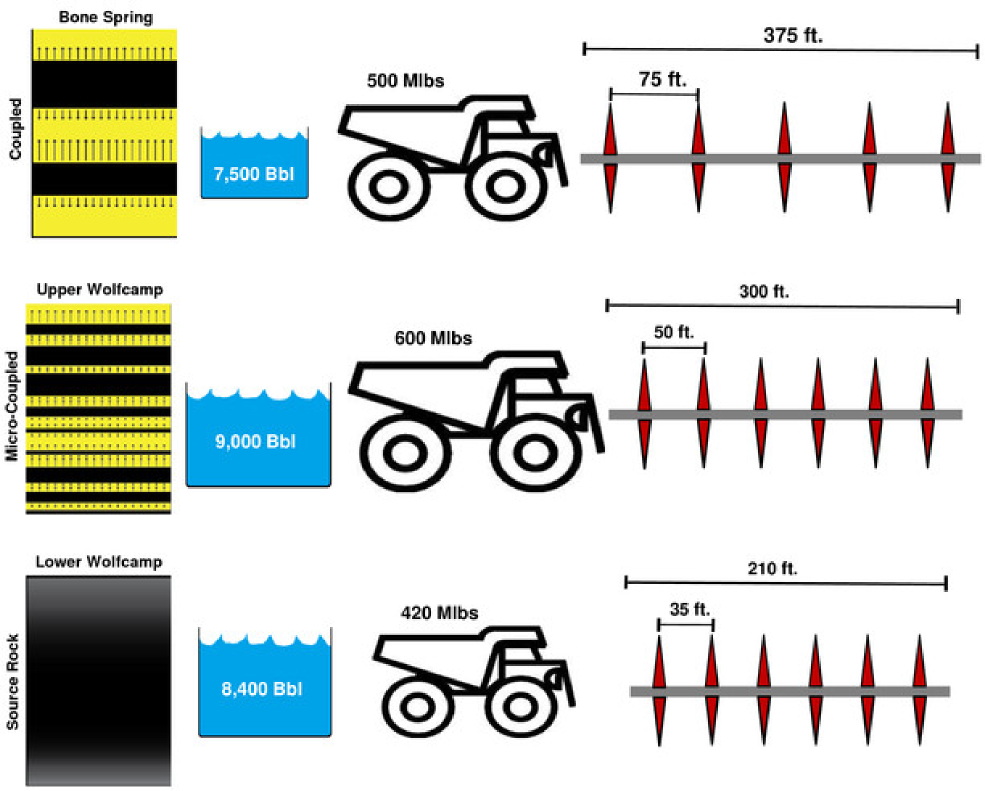


Artificial Lift Reducing Natural Production Declines



Note: Graph and data is for illustrative purposes only and not meant to reflect historical or forecasted data from actual well.

Evolution of Permian Basin Frac Design – Reservoir Specific

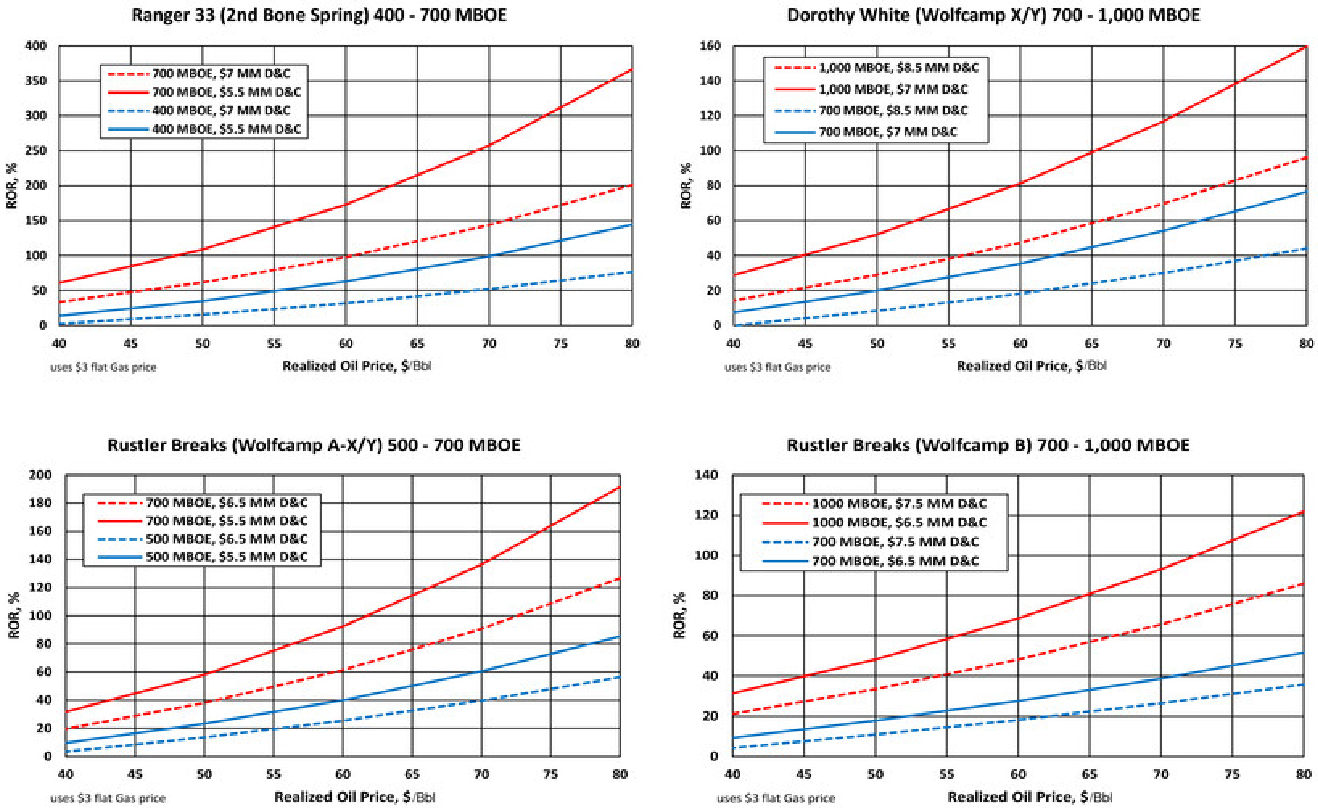


Gen 1	Gen 2
2,000 lbs/ft	1,333 lbs/ft
40 Bbl/ft	20 Bbl/ft
50' cluster spacing	75' cluster spacing

Gen 1	Gen 2
2,000 lbs/ft	2,000 lbs/ft
40 Bbl/ft	30 Bbl/ft
35' cluster spacing	50' cluster spacing

Gen 1	Gen 2
2,000 lbs/ft	TESTING SOON
40 Bbl/ft	
35' cluster spacing	

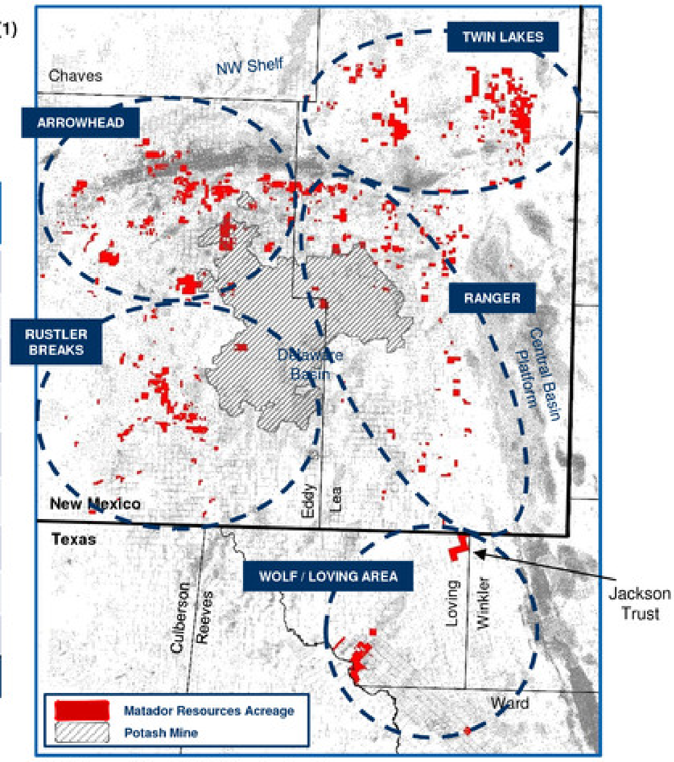
Permian Basin Economics – Oil Price Sensitivities



Significant Delaware Basin Inventory

- **Matador has identified 1,445 gross (960 net) locations[1]**
- **This inventory does not yet include the HEYCO properties (mostly Arrowhead prospect area) or Twin Lakes locations**

Formation	Gross Locations	Net Locations
Delaware Group	109	67
Avalon	160	112
1st Bone Spring	146	96
2nd Bone Spring	210	141
3rd Bone Spring	224	148
Wolfcamp X/Y	152	104
Wolfcamp A	207	134
Wolfcamp B	92	62
Wolfcamp D	145	96
TOTAL	**1,445**	**960**



Note: All acreage at August 31, 2015. Some tracts not shown on map.

(1) Identified and engineered locations for potential future drilling, including specified production units and estimated lateral lengths, costs and well spacing using objective criteria for designation. Locations identified as of December 31, 2014, but including no locations at Twin Lakes and no locations associated with the HEYCO transaction or two associated joint ventures. Note: Inventory only includes wells with >30% working interest.

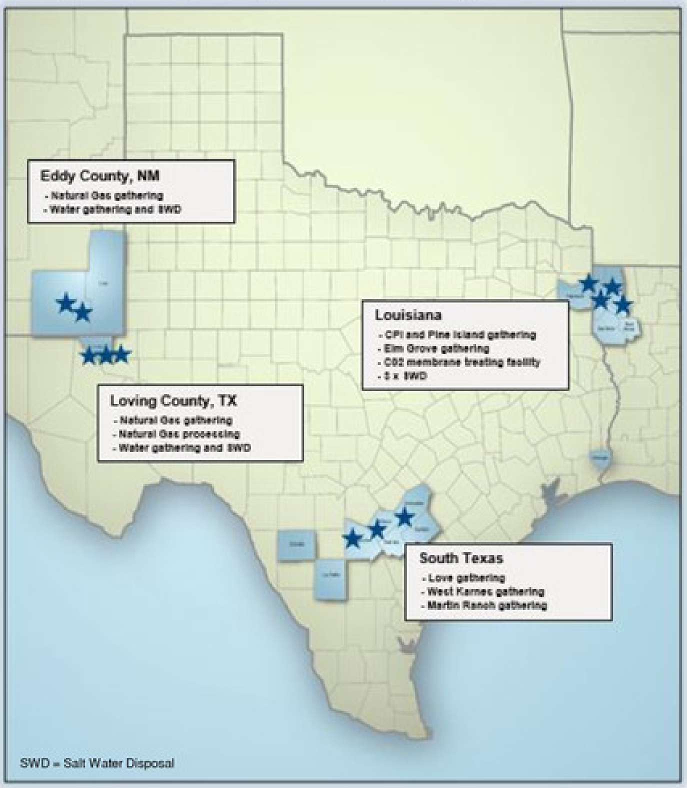
Midstream

Longwood Gathering and Disposal Systems(1) in Delaware Basin

- ***Loving County, Texas***
  - Natural gas gathering and compression
  - Water gathering
  - Salt water disposal
  - Oil gathering
  - Cryogenic natural gas processing plant
    - Sold to EnLink for ~$143 million(2)

- ***Eddy County, New Mexico***
  - Natural gas gathering and compression
  - Water gathering
  - Salt water disposal (under evaluation)

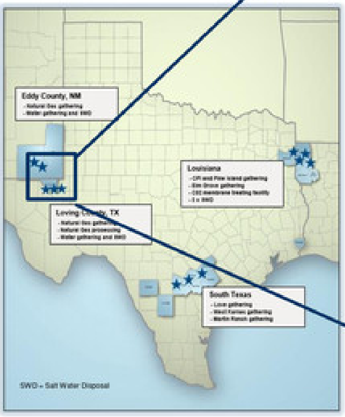
Longwood Gathering and Disposal Systems Activities

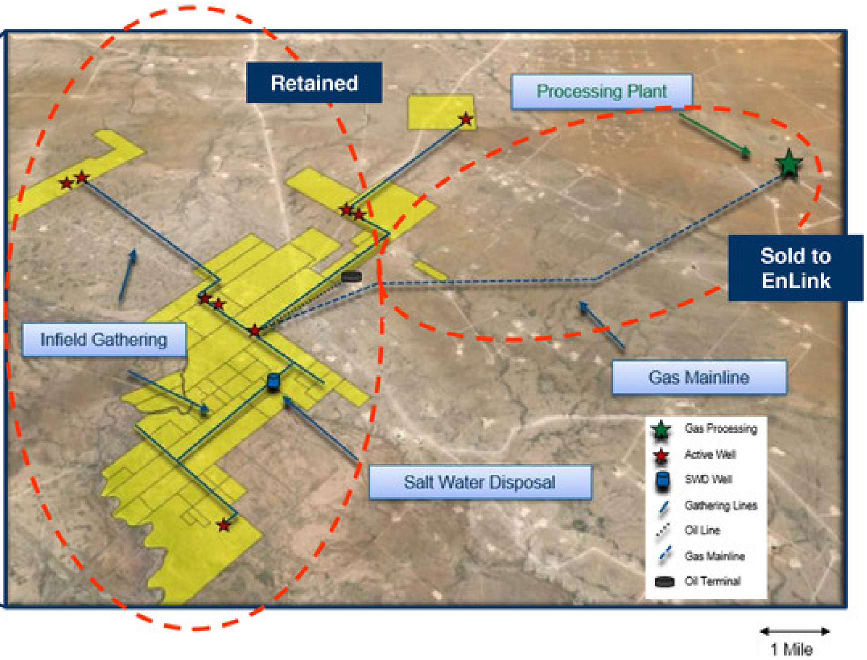


(1) Longwood Gathering and Disposal Systems, LP is an indirect wholly owned subsidiary of Matador Resources Company.
(2) Excluding customary purchase price adjustments.

Loving County, Texas – Biggest Midstream Project to Date

- Cryogenic natural gas processing plant – sold to EnLink for ~$143 million[1]
- Natural gas gathering and compression
- Water gathering
- Oil gathering
- Salt water disposal





(1) Excluding customary purchase price adjustments.

Summary: Sale of Loving County Gas Gathering & Processing Assets

Matador sold certain Delaware Basin natural gas gathering and processing assets in Loving County, Texas to EnLink[1] for ~$143 million[2] in cash.

- **Matador sold a wholly owned subsidiary whose assets include:**
  - **Cryogenic natural gas processing plant with ~35 MMcf per day of inlet capacity**
  - **Six miles of high-pressure gathering pipeline which connects a Matador-owned gathering system to the plant**

- **Consideration for Sale**
  - **$143 million[2] in cash**
  - **Matador has ability to defer taxes through potential like-kind exchanges**
  - **Matador enters into 15-year, fixed fee gathering and processing agreement with EnLink[1]**
    - **Matador retains "priority one" service in exchange for a volume commitment**
    - **Matador dedicates current Loving County leasehold interests to EnLink – future leasehold acquisitions can be dedicated to EnLink at Matador's option**

- **Matador retains its natural gas gathering system up to a central delivery point and other Loving County midstream assets, including oil and water gathering systems and salt water disposal wells**

- **Solidifies Matador's already strong balance sheet and enhances its ample liquidity to execute its capital plans in 2015 and 2016 and further capitalize on its current opportunities in the Delaware Basin**
  - **Net Debt/LTM EBITDA[3] of ~1.0x following closing**
  - **Liquidity of over $500 million including nothing drawn against credit facility as of closing**

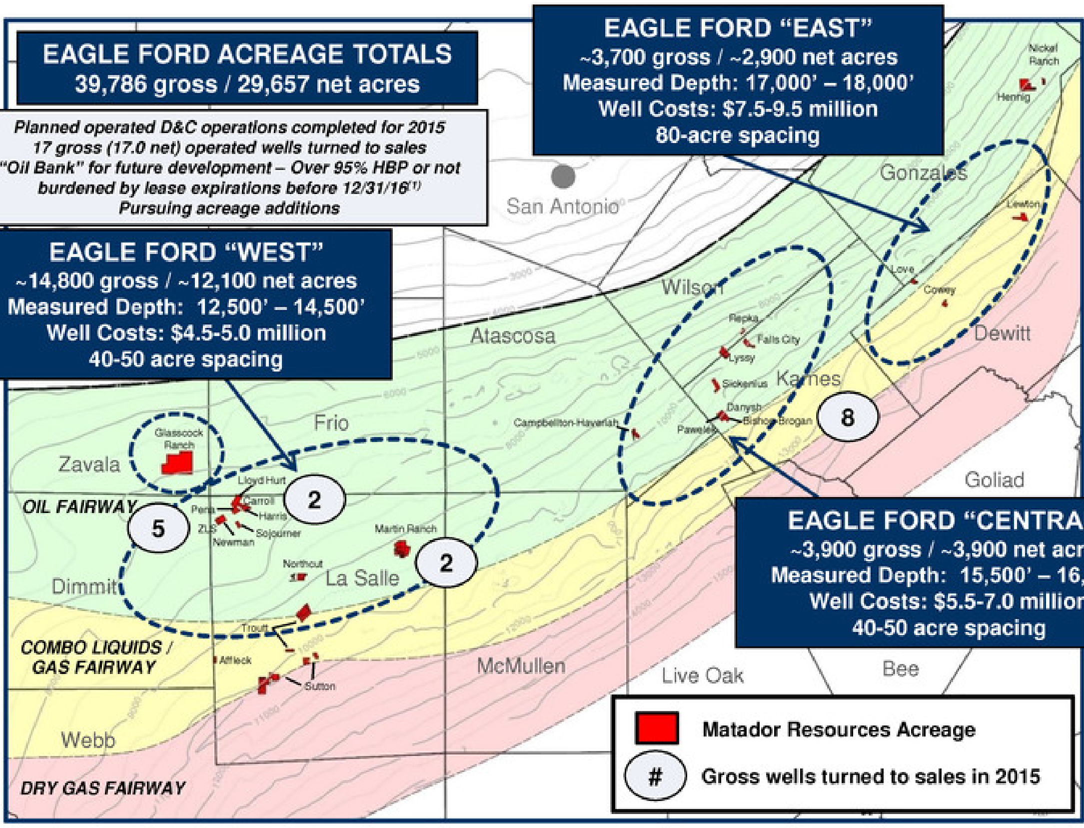
(1) A subsidiary of EnLink Midstream Partners, LP (NYSE: ENLK)
(2) Excluding customary purchase price adjustments.
(3) Net Debt at October 1, 2015. LTM Adjusted EBITDA at June 30, 2015. Adjusted EBITDA is a non-GAAP financial measure. For a definition of Adjusted EBITDA and a reconciliation of Adjusted EBITDA to our net income (loss) and net cash provided by operating activities, see Appendix.



Eagle Ford

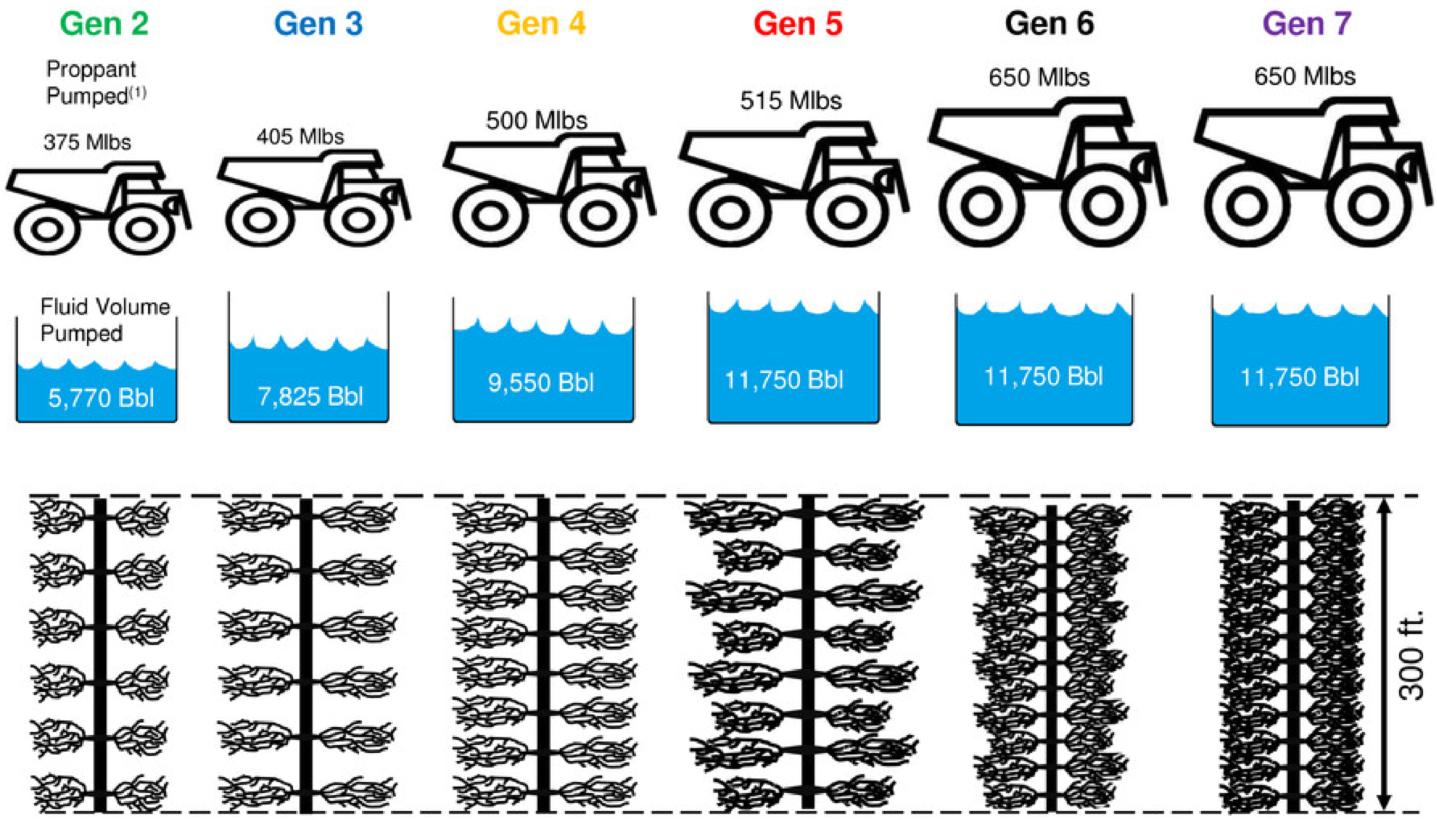
“Oil Bank”

Eagle Ford Is Still a Valuable Asset – 12,000 BOE/d in Q2 2015



Note: All acreage at August 31, 2015. Some tracts not shown on map.
(1) At December 31, 2014.

Evolution of Matador Eagle Ford Frac Design



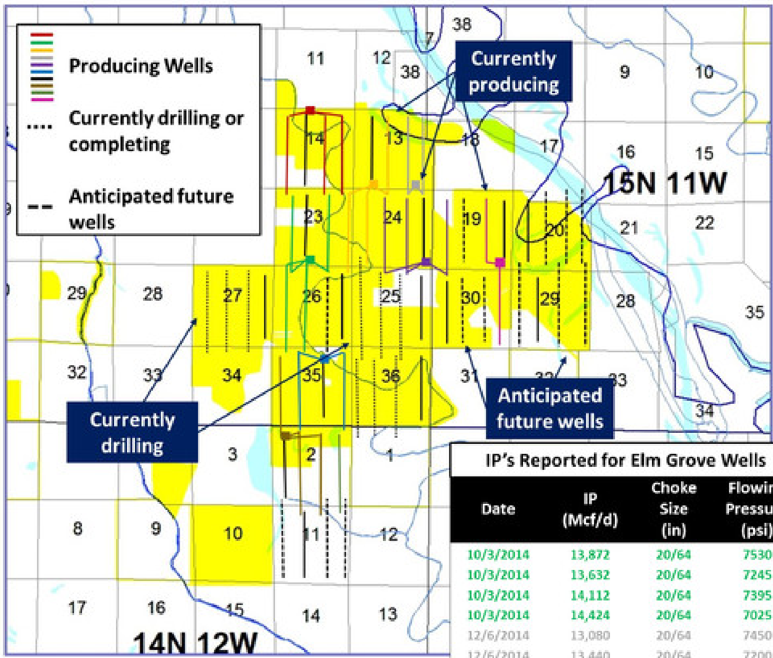
Note: Figure depicts proppant and fluid volume pumped per 300 ft. of horizontal wellbore.
(1) Mlbs = thousands of pounds of proppant pumped.

Haynesville Shale

"Gas Bank"

Haynesville – Chesapeake Elm Grove Operations



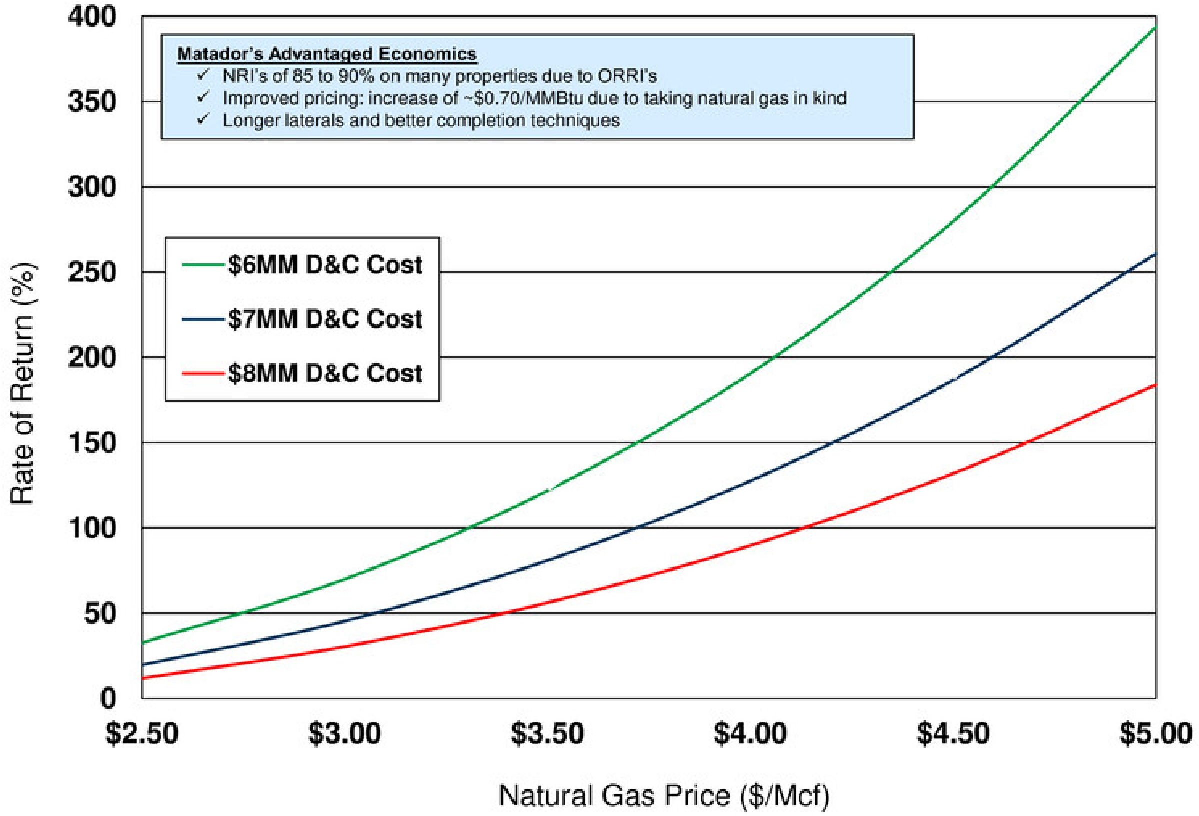
IP's Reported for Elm Grove Wells

Date	IP (Mcf/d)	Choke Size (in)	Flowing Pressure (psi)
10/3/2014	13,872	20/64	7530
10/3/2014	13,632	20/64	7245
10/3/2014	14,112	20/64	7395
10/3/2014	14,424	20/64	7025
12/6/2014	13,080	20/64	7450
12/6/2014	13,440	20/64	7200
12/22/2014	13,654	20/64	7215
12/22/2014	12,305	18/64	7090
12/22/2014	13,605	20/64	7214
1/19/2015	15,262	22/64	7115
1/19/2015	14,173	22/64	6590
1/19/2015	14,910	22/64	6875
3/19/2015	15,506	22/64	6720
3/19/2015	15,793	22/64	6495
3/19/2015	14,661	20/64	6255
7/11/2015	14,003	20/64	7110
7/11/2015	12,613	20/64	6260

2015 Haynesville Non-Op Program

- Estimated capital expenditures of ~$25 million for non-operated well participation interests
  - *Only ~6% of 2015 estimated capital expenditures*
  - *Originally budgeted ~$15 million for 2015*
- Haynesville & Cotton Valley average daily natural gas production up over 3-fold to 50.5 MMcf/d in Q2 2015 from 18.3 MMcf/d in Q2 2014
- 31 gross (3.8 net) wells turned to sales throughout Tier 1 Haynesville in 2015
- Includes 18 gross (3.5 net) wells turned to sales on Elm Grove properties operated by Chesapeake in 2015 (shown on map at left)
- Chesapeake placed two additional wells on production in mid-July 2015
  - *Initial rates of ~12-15 MMcf/d of natural gas with drilling and completion costs of $7 to $8 million*
- Currently 9 gross (1.9 net) Chesapeake wells are in progress on our Elm Grove area

Economics of Tier 1 Wells (10 Bcf) Haynesville at Elm Grove

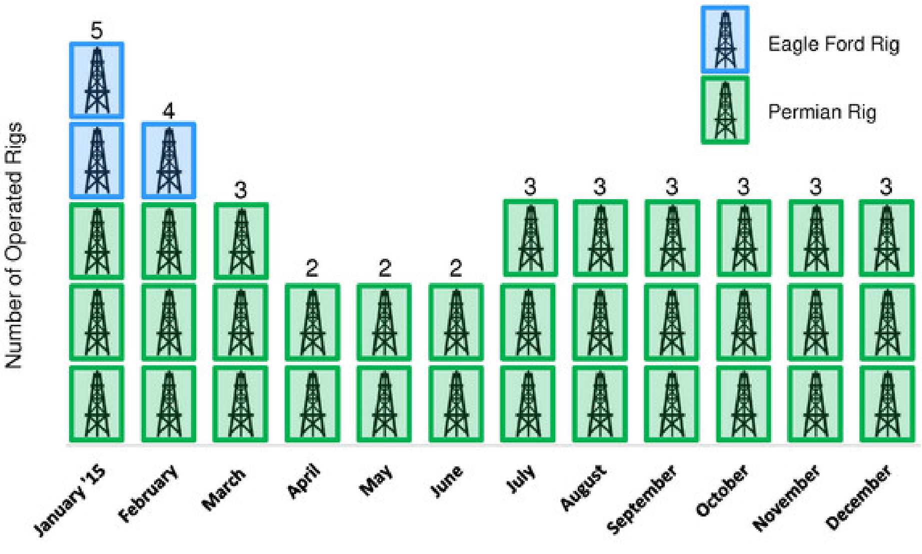


Note: Individual well economics only. Excludes costs prior to drilling (i.e. acquisition or acreage costs). Economics use a NRI / WI of 85% but actual interests vary. D&C cost = drilling and completion cost.

2015 Updated Capital Investment Plan

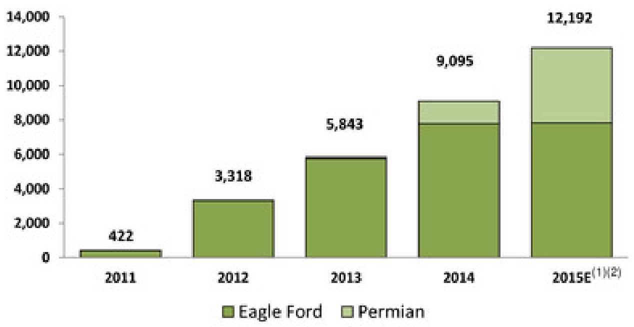
2015 Updated Capital Investment Plan

- **At the beginning of 2015, reduced drilling program from 5 rigs to 2 rigs due to lower commodity prices, with primary focus on Permian (Delaware) Basin**
- **In late July 2015, took delivery of a third rig in the Delaware Basin**
- **Currently operating 3 rigs – all in the Delaware Basin**
  - *New-build rigs, latest technology and designed for simultaneous operations (Sim-Ops)*

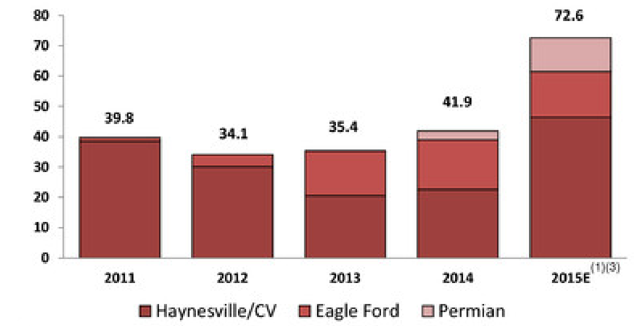


2015 Updated Production Estimates – Oil Equivalent Growth of ~51%[1]

Oil Production Growth (Bbl/d)



Natural Gas Production Growth (MMcf/d)



2015E Oil Production

- *Estimated oil production of 4.4 to 4.5 million barrels*
  - 34% increase from 2014 despite decreased drilling
- *Average daily oil production of 12,200 Bbl/d, up from 9,100 Bbl/d in 2014*
  - Eagle Ford ~7,850 Bbl/d (64%)
  - Permian ~4,350 Bbl/d (36%)
- *Quarterly production peaks in Q2; Q4 2015 oil production up 4 to 5% as compared to Q4 2014 and Q1 2015*
  - Permian production increases over three-fold in 2015; Eagle Ford production relatively flat

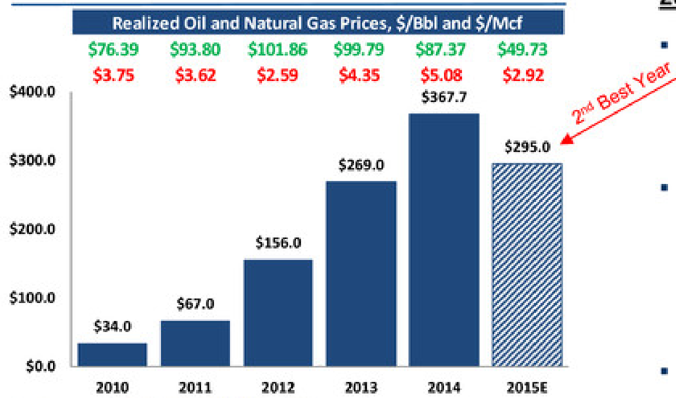
2015E Natural Gas Production

- *Estimated natural gas production of 26 to 27 Bcf*
  - 73% increase from 2014 despite decreased drilling; significant Haynesville impact
  - Quarterly production peaks in Q2 2015; Q4 2015 natural gas production up ~20% over Q4 2014
- *Average daily natural gas production of 72.6 MMcf/d, up from 41.9 MMcf/d in 2014*
  - Haynesville ~46.4 MMcf/d (64%)
  - Eagle Ford ~15.0 MMcf/d (21%)
  - Permian ~11.2 MMcf/d (15%)

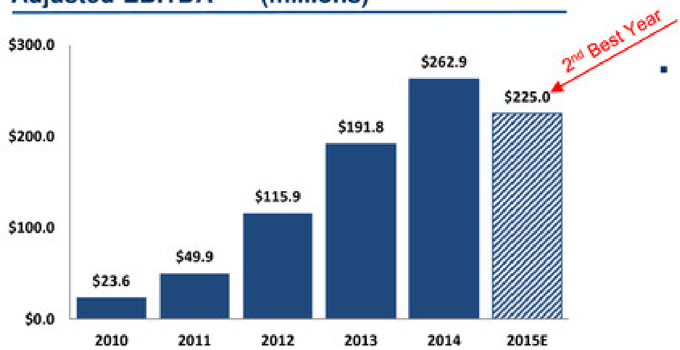
(1) At midpoint of 2015 guidance range as revised on August 4, 2015.
(2) The Company raised its 2015 oil production guidance to 4.4 to 4.5 million Bbl on August 4, 2015 from 4.1 to 4.3 million Bbl. The Company had previously raised its 2015 oil production guidance to 4.1 to 4.3 million Bbl from 4.0 to 4.2 million Bbl on May 6, 2015.
(3) The Company raised its 2015 natural gas production guidance range to 26.0 to 27.0 Bcf from 24.0 to 26.0 Bcf on August 4, 2015.

2015 Updated Capital Investment Plan

Oil and Natural Gas Revenues(2) (millions)



Adjusted EBITDA(1)(2) (millions)



2015E Revenues and Adjusted EBITDA(1)(2)

- *Revenues and Adjusted EBITDA(1)(2) growth significantly impacted by lower estimated 2015 realized oil and natural gas prices*
  - 2015E realized oil price of ~$50/Bbl vs ~$87/Bbl realized in 2014
  - 2015E realized natural gas price of ~$3.00/Mcf vs ~$5.00/Mcf in 2014
- *Estimated oil and natural gas revenues of $290 to $300 million*
  - Increased guidance on August 4, 2015 from $270 to $290 million
  - Decrease of ~20% from $367.7 million in 2014
  - Oil and natural gas hedges estimated to contribute $66 million in additional revenues in 2015, as compared to $5 million in 2014
- *Estimated Adjusted EBITDA(1)(2) of $220 to $230 million*
  - Increased guidance on August 4, 2015 from $200 to $220 million
  - Decrease of ~14% from $262.9 million in 2014
- *~50% oil by volume, ~74% oil by revenue in 2015(2); compared to ~57% oil by volume, ~79% oil by revenue in 2014*

(1) Adjusted EBITDA is a non-GAAP financial measure. For a definition of Adjusted EBITDA and a reconciliation of Adjusted EBITDA to our net (loss) income and net cash provided by operating activities, see Appendix.
(2) Estimated 2015 oil and natural gas revenues, Adjusted EBITDA and production based upon the midpoint of 2015 guidance range as revised on August 4, 2015. Prices for oil and natural gas used in these estimates were $50.00/Bbl (WTI oil price of $55.00/Bbl less $5.00/Bbl differentials and transportation costs) and $3.00/Mcf (NYMEX Henry Hub natural gas price assuming regional differentials and uplifts from natural gas processing roughly offset), respectively, for the period July through December 2015 and weighted average realized prices for the period January through June 2015 of $49.48/Bbl and $2.80/Mcf.

2015 Updated Capital Investment Summary

- **2015E CapEx of ~$425 million**
  - *Revised from $350 million on August 4, 2015*
  - *Excluding CapEx associated with HEYCO merger or associated JVs*
- **2015E CapEx was highest in Q1 2015 – falls quickly thereafter**
  - *Q1 at $159 million (37%); Q2 at $107 million (25%); Q3 and Q4 at $159 million total (remaining 38%)*
  - *Reduced drilling program from 5 rigs at YE 2014 to 2 rigs by end of Q1 due to lower commodity prices, with primary focus on Permian (Delaware) Basin*
- **Eagle Ford operated drilling and completion operations completed for 2015 – over 95% of acreage held by production or not subject to near-term expirations[1]**
- **Delaware Basin drilling program focused on Wolf development, further delineation of Ranger and Rustler Breaks areas and integration of HEYCO acreage**
  - *$5 to $10 million increase in CapEx due to beginning to drill wells faster, higher working interests and increased focus on Wolfcamp wells (vs. shallower Bone Spring wells)*
- **Added third Delaware Basin drilling rig in July 2015 due to success and progress with Delaware Basin program in 2015**
  - *$25 to $30 million increase in CapEx but minimal production impact in 2015*
  - *Starting with three well "stack" in Jackson Trust (NE Loving County) prospect area*
- **Haynesville development includes continued selective participation in non-operated wells, primarily CHK drilling at Elm Grove; Haynesville acreage ~100% held by production**
  - *$10 million increase in CapEx due to increased drilling by Chesapeake on Elm Grove properties; $25 million represents only ~6% of 2015E CapEx*
- **$25 to $30 million increase in CapEx for land opportunities in the Delaware Basin and increased midstream initiatives**
- **$5 million increase in CapEx due to additional non-op well participation in the Delaware Basin**

(1) At December 31, 2014.

Summary and 2015 Guidance

- **Moved from 5 rigs to 2 rigs in early 2015; currently operating 3 rigs in Delaware Basin**
  - *Added third drilling rig in the Delaware Basin in late July 2015*
- **Delaware drilling focused on Wolf development and further delineation of Ranger and Rustler Breaks prospect areas, plus integration of HEYCO acreage**
- **Eagle Ford drilling temporarily suspended as over 95% of acreage held-by-production or not subject to near-term expiration(1)**

	2014 Actual	*Prior 2015 Guidance*	*Updated 2015 Guidance(2)*	*% Change*
Capital Spending	$610 million	$350 million	$425 million	- 30%
Total Oil Production	3.3 million Bbl	4.1 to 4.3 million Bbl(3)	4.4 to 4.5 million Bbl	+ 34%
Total Natural Gas Production	15.3 Bcf	24.0 to 26.0 Bcf	26.0 to 27.0 Bcf	+ 73%
Oil and Natural Gas Revenues	$367.7 million	$270 to $290 million	$290 to $300 million(4)	- 20%
Adjusted EBITDA(5)	$262.9 million	$200 to $220 million	$220 to $230 million(4)	- 14%

(1) At December 31, 2014.
(2) The Company raised its full-year 2015 guidance estimates on August 4, 2015.
(3) The Company raised its 2015 oil production guidance from 4.0 to 4.2 million Bbl to 4.1 to 4.3 million Bbl on May 6, 2015.
(4) Estimated 2015 oil and natural gas revenues and Adjusted EBITDA based upon the midpoint of 2015 guidance range as revised on August 4, 2015. Prices for oil and natural gas used in these estimates were $50.00/Bbl (WTI oil price of $55.00/Bbl less $5.00/Bbl differentials and transportation costs) and $3.00/Mcf (NYMEX Henry Hub natural gas price assuming regional differentials and uplifts from natural gas processing roughly offset), respectively, for the period July through December 2015 and weighted average realized prices for the period January through June 2015 of $49.48/Bbl and $2.80/Mcf.
(5) Adjusted EBITDA is a non-GAAP financial measure. For a definition of Adjusted EBITDA and a reconciliation of Adjusted EBITDA to our net income (loss) and net cash provided by operating activities, see Appendix.

Appendix

Proven Management Team – Experienced Leadership

Management Team	Background and Prior Affiliations	Industry Experience	Matador Experience
Joseph Wm. Foran Founder, Chairman and CEO	- Matador Petroleum Corporation, Foran Oil Company, James Cleo Thompson Jr.	34 years	Since Inception
Matthew V. Hairford President, Chair of Operating Committee	- Samson, Sonat, Conoco	30 years	Since 2004
David E. Lancaster EVP and CFO	- Schlumberger, S.A. Holditch & Associates, Inc., Diamond Shamrock	35 years	Since 2003
Craig N. Adams EVP – Land, Legal & Administration	- Baker Botts L.L.P., Thompson & Knight LLP	22 years	Since 2012
Van H. Singleton, II EVP – Land	- Southern Escrow & Title, VanBrannon & Associates	18 years	Since 2007
Bradley M. Robinson VP – Reservoir Engineering and CTO	- Schlumberger, S.A. Holditch & Associates, Inc., Marathon	37 years	Since Inception
Billy E. Goodwin VP – Drilling	- Samson, Conoco	30 years	Since 2010
G. Gregg Krug VP – Marketing	- Williams Companies, Samson, Unit Corporation	31 years	Since 2005
Trent W. Green VP – Production	- HEYCO, Bass Enterprises, Schlumberger, S.A. Holditch & Associates, Inc., Amerada Hess	26 years	Since 2015
Robert T. Macalik VP and CAO	- Pioneer Natural Resources, PricewaterhouseCoopers (PwC)	13 years	Since 2015
Kathryn L. Wayne Controller and Treasurer	- Matador Petroleum Corporation, Mobil	30 years	Since Inception

Board of Directors – Expertise and Stewardship

Board Members	Professional Experience	Business Expertise
David M. Laney Lead Director	- Past Chairman, Amtrak Board of Directors - Former Partner, Jackson Walker LLP	Law and Investments
Reynald A. Baribault Director	- Vice President / Engineering and Co-founder, North Plains Energy, LLC - President and CEO, IPR Energy Partners, LLC - Former Vice President, Netherland, Sewell & Associates, Inc.	Oil and Gas Exploration & Development
Gregory E. Mitchell Director	- President and CEO, Toot'n Totum Food Stores	Petroleum Retailing
Dr. Steven W. Ohnimus Director	- Retired Vice President and General Manager, Unocal Indonesia	Oil and Gas Operations
Carlos M. Sepulveda, Jr. Director	- Executive Chairman of the Board, Triumph Bancorp, Inc. - Retired President and CEO, Interstate Battery System International, Inc. - Director and Audit Chair, Cinemark Holdings, Inc.	Business and Finance
Margaret B. Shannon Director	- Retired Vice President and General Counsel, BJ Services Co. - Former Partner, Andrews Kurth LLP	Law and Corporate Governance
Don C. Stephenson Director	- Retired Partner, Baker Botts L.L.P.	Law and Tax Strategy
George M. Yates Director	- Chairman & CEO of HEYCO Energy Group, Inc.	Oil and Gas Exploration & Development

Special Board Advisors – Expertise and Stewardship

Special Board Advisors	Professional Experience	Business Expertise
Ronney F. Coleman	- Retired President – North America, Archer - Former Vice President North America Pumping, BJ Services Co.	Oilfield Services
Marlan W. Downey	- Retired President, ARCO International - Former President, Shell Pecten International - Past President of American Association of Petroleum Geologists	Oil and Gas Exploration
John R. Gass	- VP, Eastern Hemisphere Operations, Nabors Drilling International Limited based in Dubai, UAE - Previously spent 28 years with Parker Drilling Company in various management roles	Oil and Gas Drilling
David F. Nicklin	- Retired Executive Director of Exploration, Matador Resources Company	Oil and Gas Exploration
Wade I. Massad	- Managing Member, Cleveland Capital Management, LLC - Formerly with KeyBanc Capital Markets and RBC Capital Markets	Capital Markets
Greg L. McMichael	- Retired Vice President and Group Leader – Energy Research of A.G. Edwards	Capital Markets
Dr. James D. Robertson	- Retired VP Exploration, Chief Geophysicist, ARCO International	Oil and Gas Exploration
Michael C. Ryan	- Partner, Berens Capital Management - Former Director, Matador Resources Company	International Business and Finance
W.J. “Jack” Sleeper, Jr.	- Retired President, DeGolyer and MacNaughton (Worldwide Petroleum Consultants)	Oil and Gas Executive Management

Hedging Profile

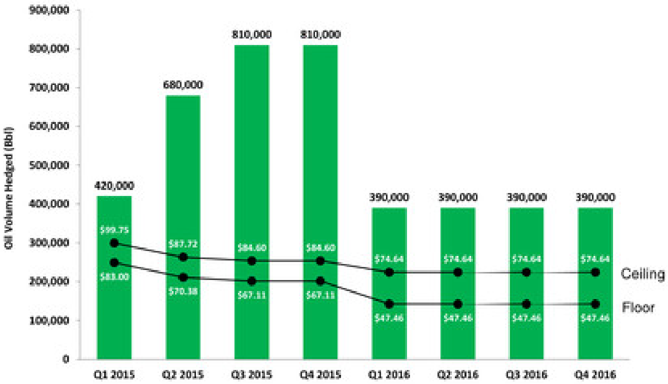
2015 Hedges[1]

- **Oil**: 0.8 million barrels of oil hedged for remainder of 2015 at weighted average floor and ceiling prices of $67/Bbl and $85/Bbl, respectively – Approximately 75% of oil hedged for remainder of 2015[2]
- **Natural Gas**: 4.1 Bcf of natural gas hedged for remainder of 2015 at weighted average floor and ceiling of $3.30/MMBtu and $3.99/MMBtu, respectively – Approximately 65% of natural gas hedged for remainder of 2015[2]
- **Natural Gas Liquids**: 1.0 million gallons of natural gas liquids hedged for remainder of 2015 at weighted average price of $1.02/gal
- *Oil and natural gas hedges estimated to add $66 million to projected oil and natural gas revenues in 2015*

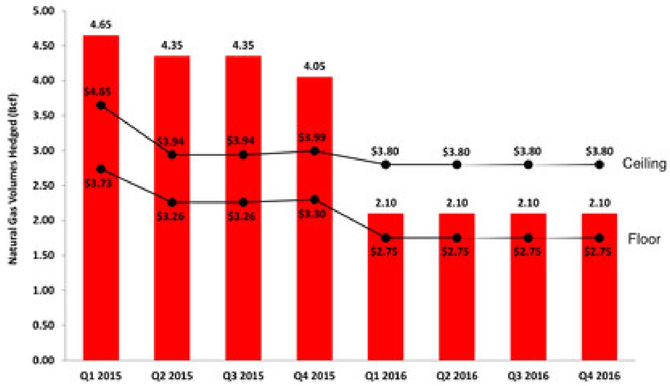
2016 Hedges

- **Oil**: 1.6 million Bbl of oil ($47/Bbl floor and $75/Bbl ceiling)
- **Natural Gas**: 8.4 Bcf of natural gas ($2.75/MMBtu floor and $3.80/MMBtu ceiling)

2015 Oil Hedges (Costless Collars)



2015 Natural Gas Hedges (Costless Collars)



(1) At October 2, 2015.
(2) Based upon the midpoint of 2015 guidance range of 4.4 to 4.5 million Bbl of oil as revised upward on August 4, 2015 and 26.0 to 27.0 Bcf of natural gas as revised upward on August 4, 2015.

Credit Agreement Status

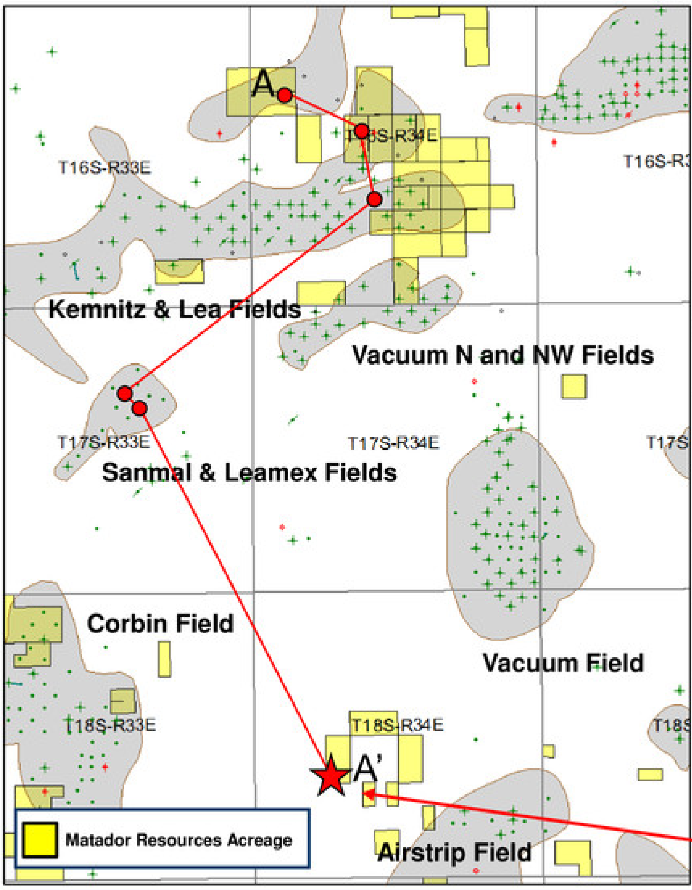
- **Strong, supportive bank group led by Royal Bank of Canada**
- **Borrowing base at $375 million based on December 31, 2014 reserves**
  - *Bank group affirmed $375 million conforming borrowing base in April 2015*
  - *Retained full $375 million conforming borrowing base upon closing of Senior Notes offering*
- **No borrowings outstanding at October 1, 2015**
- **Net Debt/Adjusted EBITDA[(1)(2)] of 1.0x**

TIER	Conforming Borrowing Base Utilization	LIBOR Margin	BASE Margin	Commitment Fee
Tier One	x < 25%	150 bps	50 bps	37.5 bps
Tier Two	25% < or = x < 50%	175 bps	75 bps	37.5 bps
Tier Three	50% < or = x < 75%	200 bps	100 bps	50 bps
Tier Four	75% < or = x < 90%	225 bps	125 bps	50 bps
Tier Five	90% < or = x < 100%	250 bps	150 bps	50 bps

- **Financial covenants**
  - *Maximum Total Debt to Adjusted EBITDA[(2)] Ratio of not more than 4.25:1.00*
  - *Under this covenant, Total Debt could be ~$1.1 billion based on LTM Adjusted EBITDA[(1)]*

(1) Net Debt at October 1, 2015 and LTM Adjusted EBITDA at June 30, 2015.
(2) Adjusted EBITDA is a non-GAAP financial measure. For a definition of Adjusted EBITDA an a reconciliation of Adjusted EBITDA to our net income (loss) and net cash provided by operating activities, see Appendix.

North Ranger-Twin Lakes Area Pennsylvanian/Wolfcamp Production Distribution



Townsend Field
166 wells
25 million Bbl, 49 Bcf

Kemnitz Field
94 wells
19 million Bbl, 78 Bcf

Sanmal and Leamex Fields
40 wells
3.4 million Bbl, 5.4 Bcf

Vacuum Field
135 wells
19 million Bbl, 48 Bcf

Corbin Field
77 wells
7.6 million Bbl, 18 Bcf

Airstrip Field
14 wells
0.26 million Bbl, 0.17 Bcf

Wolfcamp/ Upper Pennsylvanian Production

~74 million Bbl, 190 Bcf
~526 vertical wells

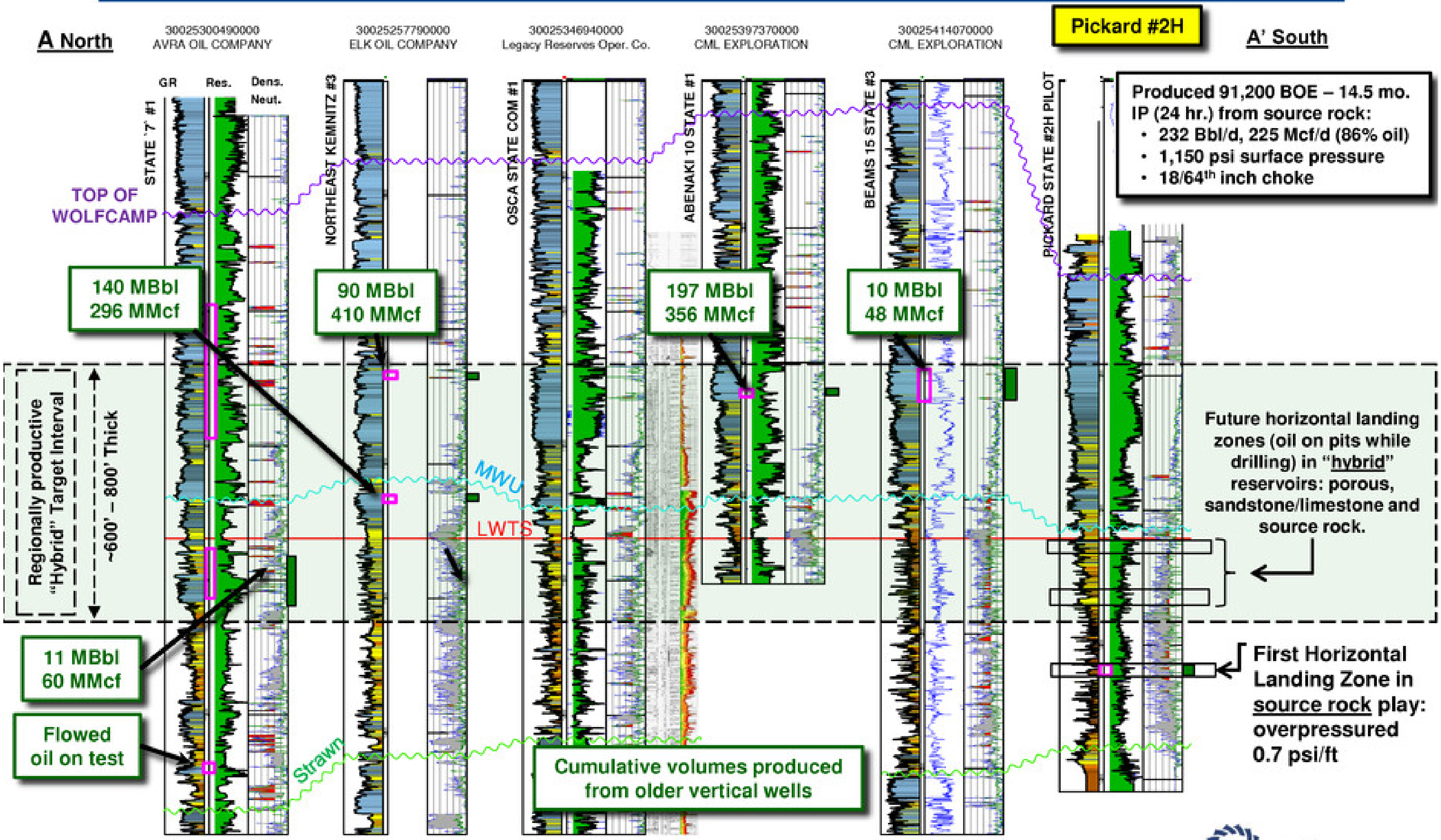
~141,000 Bbl per vertical well

MATADOR RESOURCES COMPANY
PICKARD STATE 20-18-34 #2H
Northern Delaware Horizontal
Pennsylvanian/Wolfcamp Shale Test

Note: Information from public sources available as of November 2014.

Bcf = billions of cubic feet of natural gas.

Pennsylvanian/Wolfcamp "Hybrid" Production Target Interval



MMBbl = millions of barrels of oil.
Bcf = billions of cubic feet of natural gas.
MMcf = millions of cubic feet of natural gas.

Adjusted EBITDA Reconciliation

This investor presentation includes the non-GAAP financial measure of Adjusted EBITDA. Adjusted EBITDA is a supplemental non-GAAP financial measure that is used by management and external users of consolidated financial statements, such as industry analysts, investors, lenders and rating agencies. "GAAP" means Generally Accepted Accounting Principles in the United States of America. The Company believes Adjusted EBITDA helps it evaluate its operating performance and compare its results of operations from period to period without regard to its financing methods or capital structure. The Company defines Adjusted EBITDA as earnings before interest expense, income taxes, depletion, depreciation and amortization, accretion of asset retirement obligations, property impairments, unrealized derivative gains and losses, certain other non-cash items and non-cash stock-based compensation expense, and net gain or loss on asset sales and inventory impairment. Adjusted EBITDA is not a measure of net income (loss) or net cash provided by operating activities as determined by GAAP.

Adjusted EBITDA should not be considered an alternative to, or more meaningful than, net income (loss) or net cash provided by operating activities as determined in accordance with GAAP or as an indicator of the Company's operating performance or liquidity. Certain items excluded from Adjusted EBITDA are significant components of understanding and assessing a company's financial performance, such as a company's cost of capital and tax structure. Adjusted EBITDA may not be comparable to similarly titled measures of another company because all companies may not calculate Adjusted EBITDA in the same manner. The following table presents the calculation of Adjusted EBITDA and the reconciliation of Adjusted EBITDA to the GAAP financial measures of net income (loss) and net cash provided by operating activities, respectively, that are of a historical nature. Where references are pro forma, forward-looking or prospective in nature, and not based on historical fact, the table does not provide a reconciliation. The Company could not provide such reconciliations without undue hardship because such Adjusted EBITDA numbers are estimations, approximations and/or ranges. In addition, it would be difficult for the Company to present a detailed reconciliation on account of many unknown variables for the reconciling items.

Adjusted EBITDA Reconciliation

The following table presents our calculation of Adjusted EBITDA and reconciliation of Adjusted EBITDA to the GAAP financial measures of net income (loss) and net cash provided by operating activities, respectively.

(In thousands)	1Q 2012	2Q 2012	3Q 2012	4Q 2012	1Q 2013	2Q 2013	3Q 2013	4Q 2013	1Q 2014	2Q 2014	3Q 2014	4Q 2014	1Q 2015	2Q 2015
Unaudited Adjusted EBITDA reconciliation to Net (loss) Income:														
Net (loss) income	$ 3,801	$ (6,676)	$ (9,197)	$ (21,188)	$ (15,505)	$ 25,119	$ 20,105	$ 15,374	$ 16,363	$ 18,226	$ 29,619	$ 46,563	$ (50,234)	$ (157,091)
Interest expense	308	1	144	549	1,271	1,609	2,038	768	1,396	1,616	673	1,649	2,070	5,869
Total income tax provision (benefit)	3,064	(3,713)	(593)	(188)	46	32	2,563	7,056	9,536	10,634	16,504	27,701	(26,390)	(89,350)
Depletion, depreciation and amortization	11,205	19,914	21,680	27,655	28,232	20,234	26,127	23,802	24,030	31,797	35,143	43,767	46,470	51,768
Accretion of asset retirement obligations	53	58	59	86	81	80	86	100	117	123	130	134	112	132
Full-cost ceiling impairment	-	33,205	3,596	26,674	21,230	-	-	-	-	-	-	-	67,127	229,026
Unrealized (gain) loss on derivatives	3,270	(15,114)	12,993	3,653	4,825	(7,526)	9,327	606	3,108	5,234	(16,293)	(50,351)	8,557	23,532
Stock-based compensation expense	(363)	191	(51)	363	492	1,032	1,239	1,134	1,795	1,834	1,038	857	2,337	2,794
Net loss on asset sales and inventory impairment	-	60	-	425	-	192	-	-	-	-	-	-	97	-
Adjusted EBITDA	**$ 21,338**	**$ 27,926**	**$ 28,631**	**$ 38,029**	**$ 40,672**	**$ 40,772**	**$ 61,485**	**$ 48,840**	**$ 56,345**	**$ 69,464**	**$ 66,814**	**$ 70,320**	**$ 50,146**	**$ 66,680**

(In thousands)	1Q 2012	2Q 2012	3Q 2012	4Q 2012	1Q 2013	2Q 2013	3Q 2013	4Q 2013	1Q 2014	2Q 2014	3Q 2014	4Q 2014	1Q 2015	2Q 2015
Unaudited Adjusted EBITDA reconciliation to Net Cash Provided by Operating Activities:														
Net cash provided by operating activities	$ 5,110	$ 46,416	$ 28,799	$ 43,903	$ 32,229	$ 51,684	$ 43,280	$ 52,278	$ 31,945	$ 81,530	$ 66,883	$ 71,123	$ 93,346	$ 20,043
Net change in operating assets and liabilities	15,920	(18,491)	(500)	(6,235)	7,126	(12,553)	15,265	(3,630)	21,729	(15,221)	(586)	56	(45,234)	40,843
Interest expense	308	1	144	549	1,271	1,609	2,038	768	1,396	1,616	673	1,649	2,070	5,869
Current income tax (benefit) provision	- -		188	(188)	46	32	902	(576)	1,275	1,539	(156)	(2,525)	-	-
Net (income) loss attributable to non-controlling interest in subsidiary	-	-	-	-	-	-	-	-	-	-	-	17	(36)	(75)
Adjusted EBITDA	**$ 21,338**	**$ 27,926**	**$ 28,631**	**$ 38,029**	**$ 40,672**	**$ 40,772**	**$ 61,485**	**$ 48,840**	**$ 56,345**	**$ 69,464**	**$ 66,814**	**$ 70,320**	**$ 50,146**	**$ 66,680**

Adjusted EBITDA Reconciliation

The following table presents our calculation of Adjusted EBITDA and reconciliation of Adjusted EBITDA to the GAAP financial measures of net income (loss) and net cash provided by operating activities, respectively.

	Year Ended December 31,							LTM at	LTM at	LTM at
(In thousands)	2008	2009	2010	2011	2012	2013	2014	6/30/2013	9/30/2014	6/30/2015
Unaudited Adjusted EBITDA reconciliation to Net Income (Loss):										
Net income (loss)	$103,878	($14,425)	$6,377	($10,309)	($33,261)	$45,094	$110,771	($20,771)	$79,582	($131,143)
Interest expense	-	-	3	683	1,002	5,687	5,334	3,574	4,453	10,261
Total income tax (benefit) provision	20,023	(9,925)	3,521	(5,521)	(1,430)	9,697	64,375	(703)	43,730	(71,535)
Depletion, depreciation and amortization	12,127	10,743	15,596	31,754	80,454	98,395	134,737	97,801	114,772	177,148
Accretion of asset retirement obligations	92	137	155	209	256	348	504	307	470	508
Full-cost ceiling impairment	22,195	25,244	-	35,673	63,475	21,229	-	51,499	-	296,153
Unrealized loss (gain) on derivatives	(3,592)	2,375	(3,139)	(5,138)	4,802	7,232	(58,302)	13,945	(7,345)	(34,555)
Stock-based compensation expense	665	656	898	2,406	140	3,897	5,524	1,836	5,801	7,026
Net (gain) loss on asset sales and inventory impairment	(136,977)	379	224	154	485	192	-	617	-	97
Adjusted EBITDA	**$18,411**	**$15,184**	**$23,635**	**$49,911**	**$115,923**	**$191,771**	**$262,943**	**$148,105**	**$241,463**	**$253,960**

	Year Ended December 31,							LTM at	LTM at	LTM at
(In thousands)	2008	2009	2010	2011	2012	2013	2014	6/30/2013	9/30/2014	6/30/2015
Unaudited Adjusted EBITDA reconciliation to Net Cash Provided by Operating Activities:										
Net cash provided by operating activities	$25,851	$1,791	$27,273	$61,868	$124,228	$179,470	$251,481	$156,614	$232,636	$251,395
Net change in operating assets and liabilities	(17,888)	15,717	(2,230)	(12,594)	(9,307)	6,210	5,978	(12,161)	2,292	(4,921)
Interest expense	-	-	3	683	1,002	5,687	5,334	3,574	4,453	10,261
Current income tax (benefit) provision	$10,448	($2,324)	(1,411)	(46)	-	404	133	78	2,082	(2,681)
Net (income) loss attributable to non-controlling interest in subsidiary	-	-	-	-	-	-	17	-	-	(94)
Adjusted EBITDA	**$18,411**	**$15,184**	**$23,635**	**$49,911**	**$115,923**	**$191,771**	**$262,943**	**$148,105**	**$241,463**	**$253,960**

Note: LTM is last 12 months.

PV-10 Reconciliation

PV-10 is a non-GAAP financial measure and generally differs from Standardized Measure, the most directly comparable GAAP financial measure, because it does not include the effects of income taxes on future net revenues. PV-10 is not an estimate of the fair market value of the Company's properties. Matador and others in the industry use PV-10 as a measure to compare the relative size and value of proved reserves held by companies and of the potential return on investment related to the companies' properties without regard to the specific tax characteristics of such entities. PV-10 may be reconciled to the Standardized Measure of discounted future net cash flows at such dates by reducing PV-10 by the discounted future income taxes associated with such reserves.

	At December 31, 2009	At December 31, 2010	At September 30, 2011	At December 31, 2011	At March 31, 2012	At June 30, 2012	At September 30, 2012	At December 31, 2012	At March 31, 2013
PV-10 *(in millions)*	$70.4	$119.9	$155.2	$248.7	$329.6	$303.4	$363.6	$423.2	$438.1
Discounted Future Income Taxes *(in millions)*	$(5.3)	$(8.8)	$(11.8)	$(33.2)	$(42.2)	$(21.9)	$(29.7)	$(28.6)	$(31.1)
Standardized Measure *(in millions)*	$65.1	$111.1	$143.4	$215.5	$287.4	$281.5	$333.9	$394.6	$407.0

	At June 30, 2013	At September 30, 2013	At December 31, 2013	At March 31, 2014	At June 30, 2014	At September 30, 2014	At December 31, 2014	At March 31, 2015	At June 30, 2015
PV-10 *(in millions)*	$522.3	$538.6	$655.2	$739.8	$826.0	$952.0	$1,043.4	$1,070.1	$942.8
Discounted Future Income Taxes *(in millions)*	$(44.7)	$(52.5)	$(76.5)	$(86.2)	$(103.0)	$(116.9)	$(130.1)	$(120.9)	$(78.7)
Standardized Measure *(in millions)*	$477.6	$486.1	$578.7	$653.6	$723.0	$835.1	$913.3	$949.2	$864.1