



**BLACK STONE
MINERALS**

Non-Affiliate Representation Letter

To: Black Stone Minerals, L.P.
Attn: Steve Putman
Email: **sputman@blackstoneminerals.com**

Vinson & Elkins L.L.P.
Attn: Stancell Haigwood
Email: **shaigwood@velaw.com**

American Stock Transfer & Trust Company, LLC
Attn: Legal Transfer Department
Email: **legaltransfer@astfinancial.com**

The undersigned (A) requests to (i) receive unrestricted common units (“Common Units”) representing limited partner interests in Black Stone Minerals, L.P. (the “Partnership”) in connection with the conversion (the “Conversion”) of the undersigned’s subordinated units (“Subordinated Units”) representing limited partner interests in the Partnership to Common Units pursuant to the First Amended and Restated Agreement of Limited Partnership of the Partnership, as amended, and/or (ii) have the restrictive legends removed from all the undersigned’s Common Units held at American Stock Transfer & Trust Company (including any restricted Common Units received in connection with the Conversion) and (B) hereby represents to you that:

1. The undersigned is not at present, and has not been during the preceding three months, an “affiliate,” as that term is defined in Rule 144 of the Securities Act of 1933, as amended (“Rule 144”), of the Partnership.
2. A period of at least one year has elapsed since the later of (a) the date the undersigned’s aforementioned Subordinated Units and Common Units were acquired from the Partnership and fully paid for as set forth in Rule 144(d)¹ or (b) the date such Subordinated Units and Common Units were acquired from an affiliate of the Partnership and fully paid for as set forth in Rule 144(d).
3. If the undersigned is a pledgee, donee, trust, estate or any other person permitted to “tack” its holding period, as defined in Rule 144², the combined holding period is at least one year.
4. If and when any statement made herein becomes inaccurate or incomplete, the undersigned will notify the Partnership immediately.

Vinson & Elkins L.L.P., the Partnership, the Partnership’s transfer agent, and their respective agents and representatives may rely on this letter.

AST Account Name

AST Account Number

Signature

Date

Name and Title

¹In the event the units were received upon the conversion of Series A Preferred Units (“Preferred Units”) of the Partnership, use the date on which the Preferred Units were originally acquired to determine if a period of at least one year has elapsed for purposes of (a).

²You are permitted to “tack” the holding period of the units to the holding period of a previous holder of the units in determining if a period of at least one year has elapsed for purposes of (2) in a number of circumstances, including when the units were acquired from (i) someone that was not an affiliate of the Partnership, (ii) someone that was an affiliate of the Partnership without the payment of consideration, (iii) a deceased holder or the estate of a deceased holder, (iv) a settlor or trust, or (v) an entity in connection with a pro rata distribution.