

Annual Meeting of Shareholders

June 4, 2021



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Investor Relations Contact and Disclosure Statements

Investor Relations Contact

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Cautionary Note – The 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. Type curves, if any, shown in this presentation are used to compare actual well performance to a range of potential production results calculated without regard to economic conditions; actual recoveries may vary from these type curves based on individual well performance and economic conditions.

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,” “hypothetical,” “forecasted” and similar expressions that are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. Such forward-looking statements include, but are not limited to, statements about guidance, projected or forecasted financial and operating results, future liquidity, the payment of dividends, results in certain basins, objectives, project timing, expectations and intentions, regulatory and governmental actions and other statements that are not historical facts. 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 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 current reserves; costs of operations; delays and other difficulties related to producing oil, natural gas and natural gas liquids; delays and other difficulties related to regulatory and governmental approvals and restrictions; Matador’s ability to make acquisitions on economically acceptable terms; Matador’s ability to integrate acquisitions; availability of sufficient capital to execute Matador’s business plan, including from future cash flows, increases in Matador’s borrowing base and otherwise; weather and environmental conditions; the impact of the worldwide spread of the novel coronavirus, or COVID-19, on oil and natural gas demand, oil and natural gas prices and our business; the operating results of the Company’s midstream joint venture’s Black River cryogenic natural gas processing plant; the timing and operating results of the buildout by the Company’s midstream joint venture of oil, natural gas and water gathering and transportation systems and the drilling of any additional produced water disposal wells; 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 filings with the Securities and Exchange Commission (“SEC”), 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 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.



Chairman's Opening Remarks

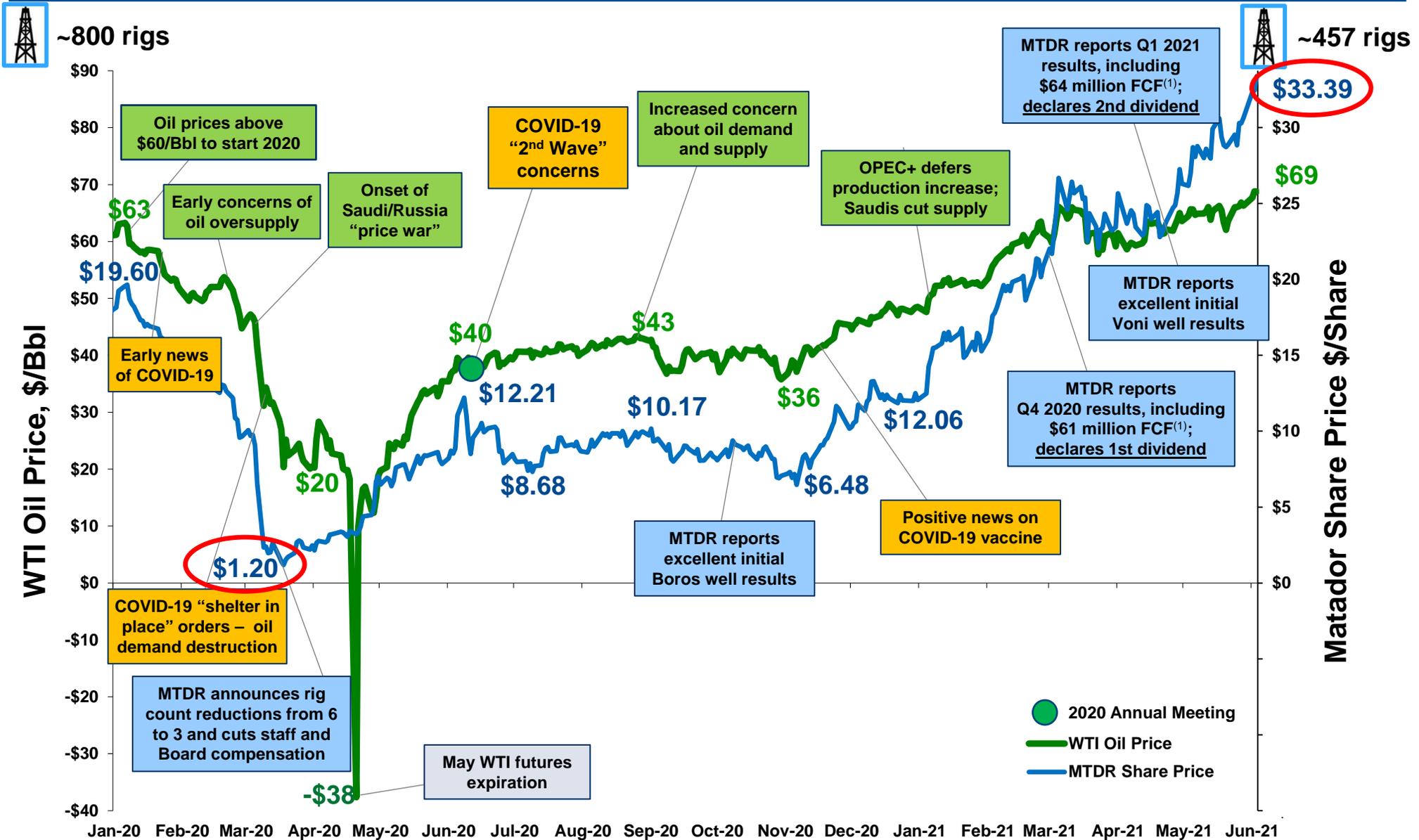


Joseph Wm. Foran, Founder, Chairman and CEO

June 4, 2021

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Unprecedented Challenges Throughout 2020: COVID-19 and Oil Prices - What a Difference A Year Makes!

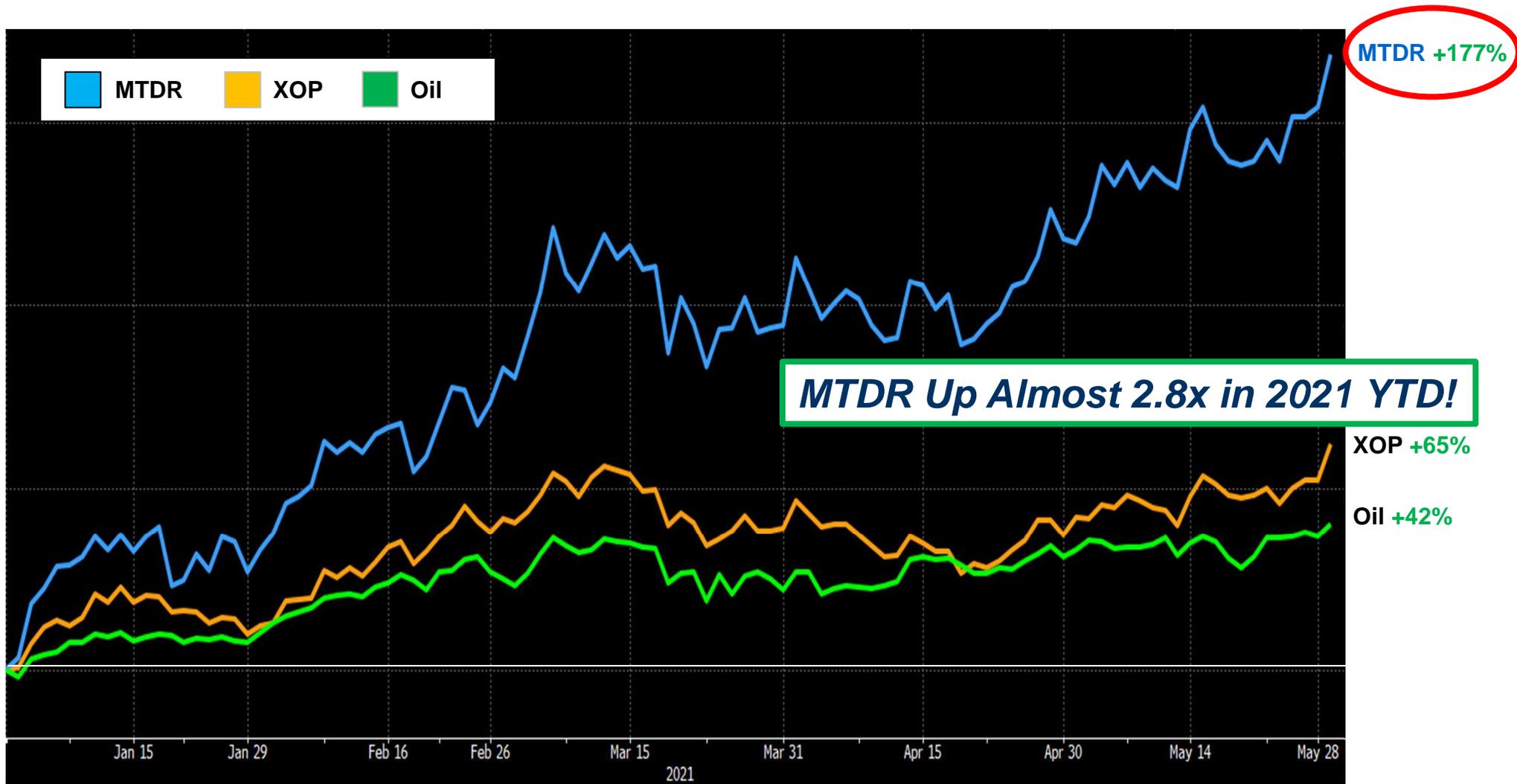


Source: Bloomberg LP and Baker Hughes U.S. Rig Count.
 Note: Market pricing data as of June 3, 2021.

(1) Adjusted free cash flow is a non-GAAP financial measure. For a definition and reconciliation to the comparable GAAP measure, see Appendix.

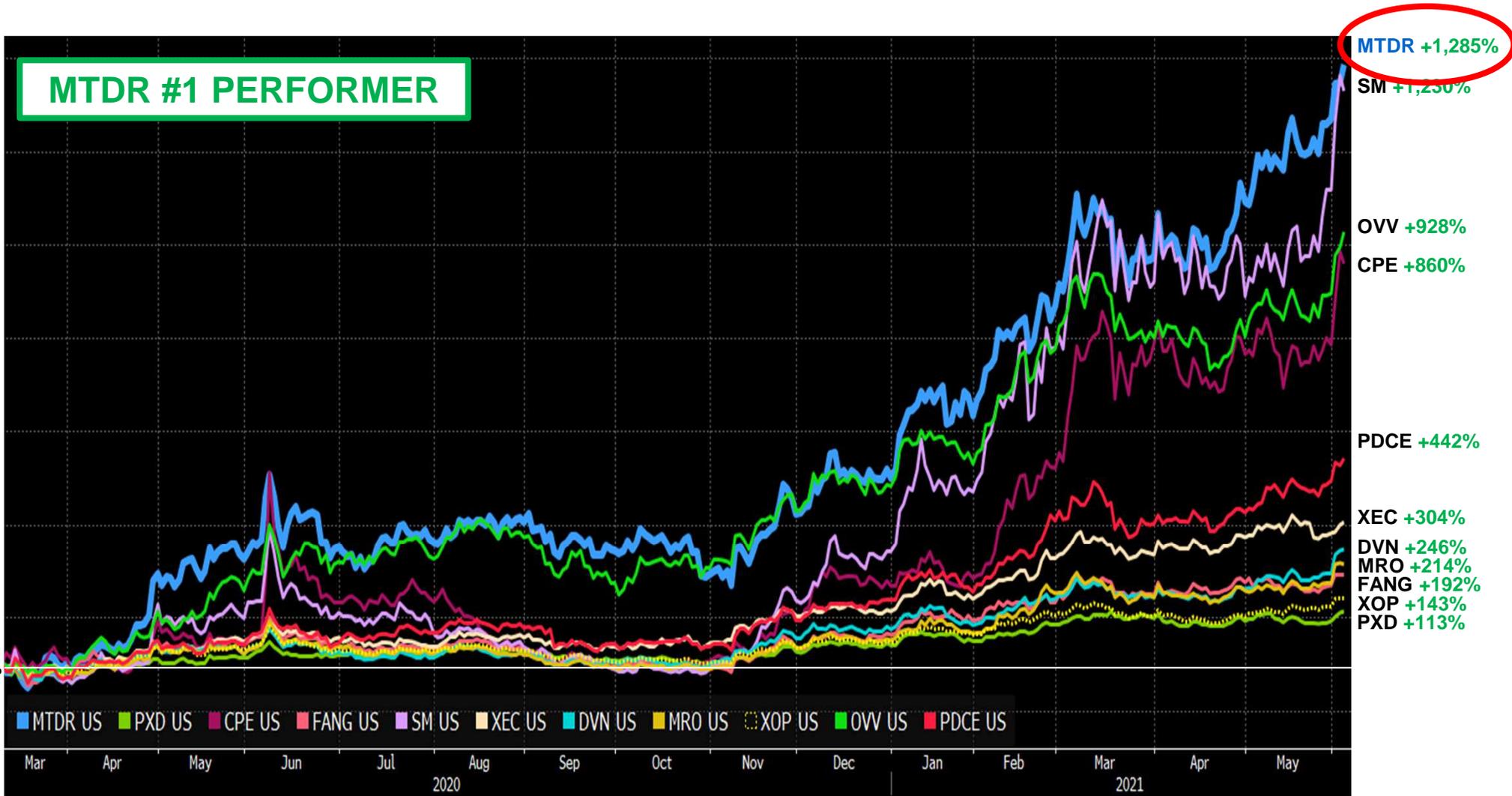
MTDR Relative Performance vs. XOP and Oil

Since January 1, 2021 through June 3, 2021 close



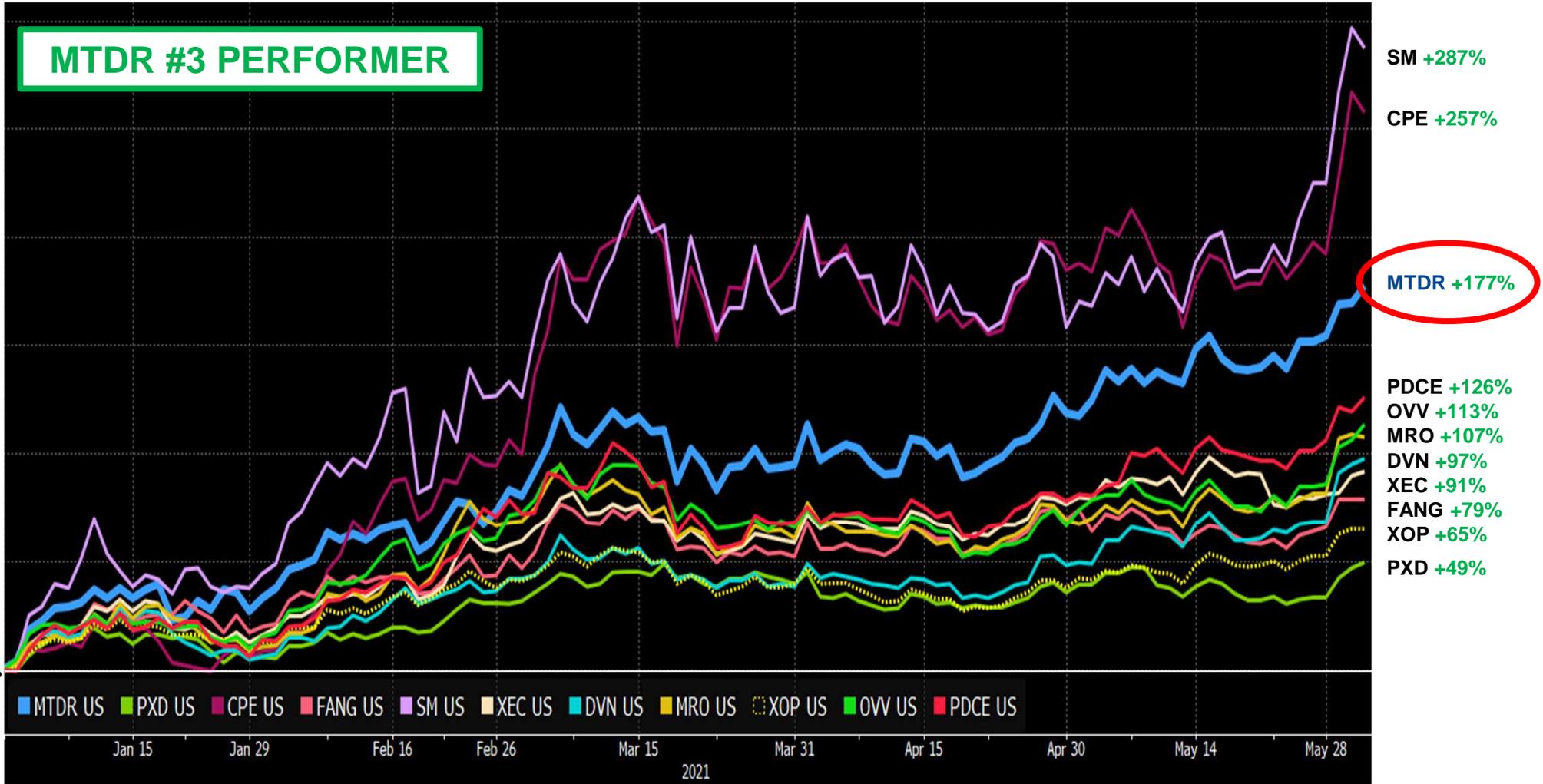
MTDR Relative Performance vs. Peers (Since Saudi/Russia Price War)

Since March 10, 2020 through June 3, 2021 close



MTDR Relative Performance vs. Peers (YTD 2021)

Since January 1, 2021 through June 3, 2021 close



MTDR Among Top Performers in Russell 2000 Energy and Russell 2000!

Russell 2000 Energy (77 companies) year-to-date performance – **MTDR #4!**

Members (77)	Return	Positive Price Return
R2 Energy	45.38%	
Best Performing		
1) TELLURIAN INC	303.12%	
2) SM ENERGY CO	286.93%	
3) PEABODY ENERGY CORP	224.48%	
4) MATADOR RESOURCES CO	176.87%	
5) PBF ENERGY INC-CLASS A	150.14%	
6) GREEN PLAINS INC	144.34%	
7) CONTANGO OIL & GAS	141.92%	
8) ANTERO RESOURCES CORP	139.63%	
9) BONANZA CREEK ENERGY INC	136.68%	
10) CONSOL ENERGY INC	132.87%	

Russell 2000 Index (2,034 companies) year-to-date performance – **MTDR in Top 1%**

Members (2034)	Ticker	Last Price	YTD ↑	Members (2034)	Ticker	Last Price	YTD ↑
RUSSELL 2000 INDEX	RTY	2279.248	15.41%	RUSSELL 2000 INDEX	RTY	2279.248	15.41%
All Members				All Members			
1) AMC ENTERTAINMENT HLDS-CL A	AMC UN	51.34	2321.70%	11) TIMKENSTEEL CORP	TMST UN	14.84	217.77%
2) GAMESTOP CORP-CLASS A	GME UN	258.18	1270.38%	12) RUBIUS THERAPEUTICS INC	RUBY UW	24.09	217.39%
3) CASSAVA SCIENCES INC	SAVA UR	62.06	809.97%	13) HOUGHTON MIFFLIN HARCOURT CO	HMHC UW	10.49	215.02%
4) EXPRESS INC	EXPR UN	5.24	475.82%	14) VERITIV CORP	VRTV UN	63.22	204.09%
5) TELLURIAN INC	TELL UR	5.16	303.12%	15) SOLITON INC	SOLY UR	22.31	190.49%
6) NEMAURA MEDICAL INC	NMRD UR	14.77	291.78%	16) 3D SYSTEMS CORP	DDD UN	30.24	188.55%
7) SM ENERGY CO	SM UN	23.68	286.93%	17) SAFE BULKERS INC	SB UN	3.67	182.31%
8) CHICO'S FAS INC	CHS UN	5.40	239.62%	18) MATADOR RESOURCES CO	MTDR UN	33.39	176.87%
9) EVOLUS INC	EOLS UQ	11.13	231.25%	19) JOINT CORP/THE	JYNT UR	72.00	174.18%
10) PEABODY ENERGY CORP	BTU UN	7.82	224.48%	20) PAVMED INC	PAVM UR	5.62	165.09%

MTDR Relative Performance Since XOP High in July 2018

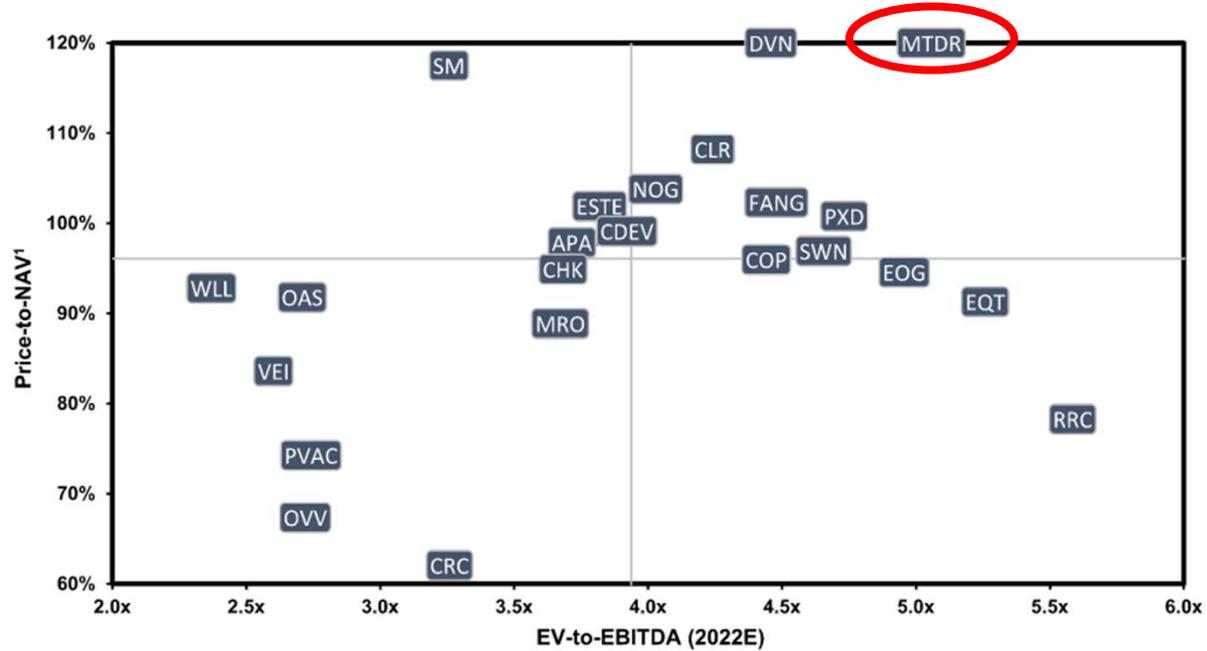
- *Since the XOP high in July 2018, there are only four E&P companies that have traded back above those levels, including MTDR!*
- *Since that time, the XOP is down 46% and Oil is down 5%.*



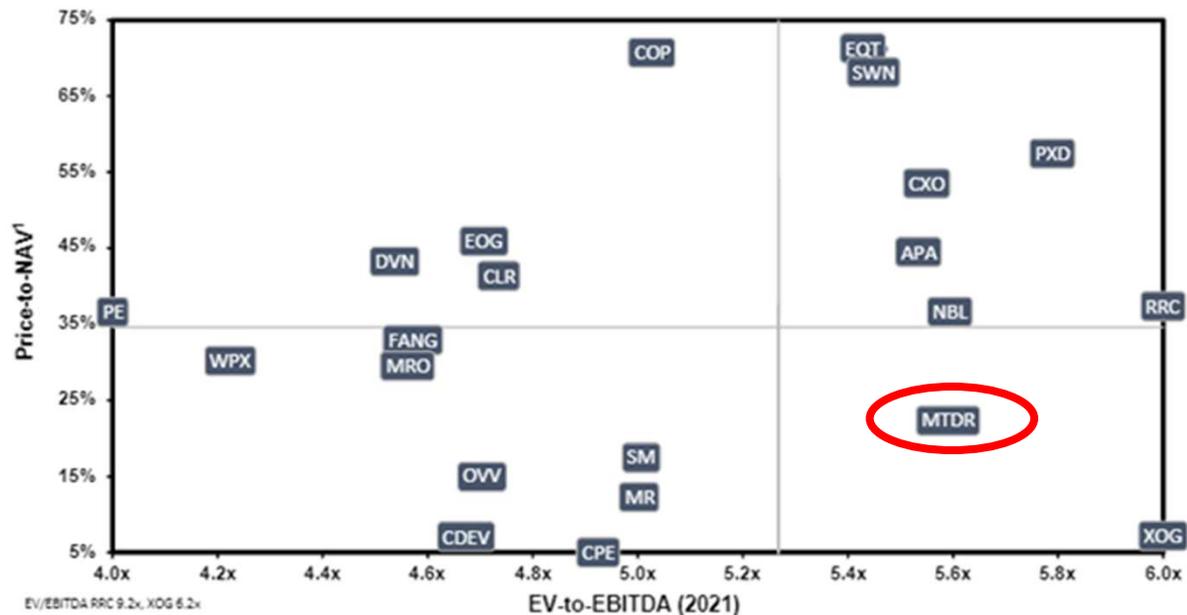
Note: As of June 3, 2021 close and does not include companies which declared bankruptcy during this period.
Source: Bloomberg LP

Matador Enjoys a Premium Valuation Relative to Industry Peers

Relative Valuations as of May 27, 2021



Relative Valuations as of April 16, 2020



Note: RBC Capital Markets estimates, FactSet and Company reports.

Matador Delivered Strong 2020 Results Despite Challenges

✓ ACCOMPLISHED ALL MAJOR OPERATIONAL TARGETS DESPITE REDUCING RIGS

- Matador turned to sales first production from Boros wells in Stateline asset area and Rodney Robinson wells in western Antelope Ridge, among others
- San Mateo Midstream, LLC (“San Mateo”) completed the construction and successful startup of the Black River Processing Plant expansion and placed in service ~43 miles of additional natural gas gathering lines

✓ RECORD PRODUCTION – Up 14% From 2019

- Average daily total oil equivalent production of **75,200 BOE per day** in 2020, including 43,500 barrels of oil per day and 190 million cubic feet of natural gas per day

✓ RECORD OIL AND NATURAL GAS RESERVES – Up 7% From 2019

- Total reserves of **270 million BOE** at December 31, 2020, including 160 million barrels of oil and 662 billion cubic feet of natural gas

✓ RECORD LOW UNIT OPERATING COSTS

- Q4 2020 lease operating costs of **\$3.20 per BOE** and general and administrative expenses of **\$2.16 per BOE** – both all-time quarterly lows

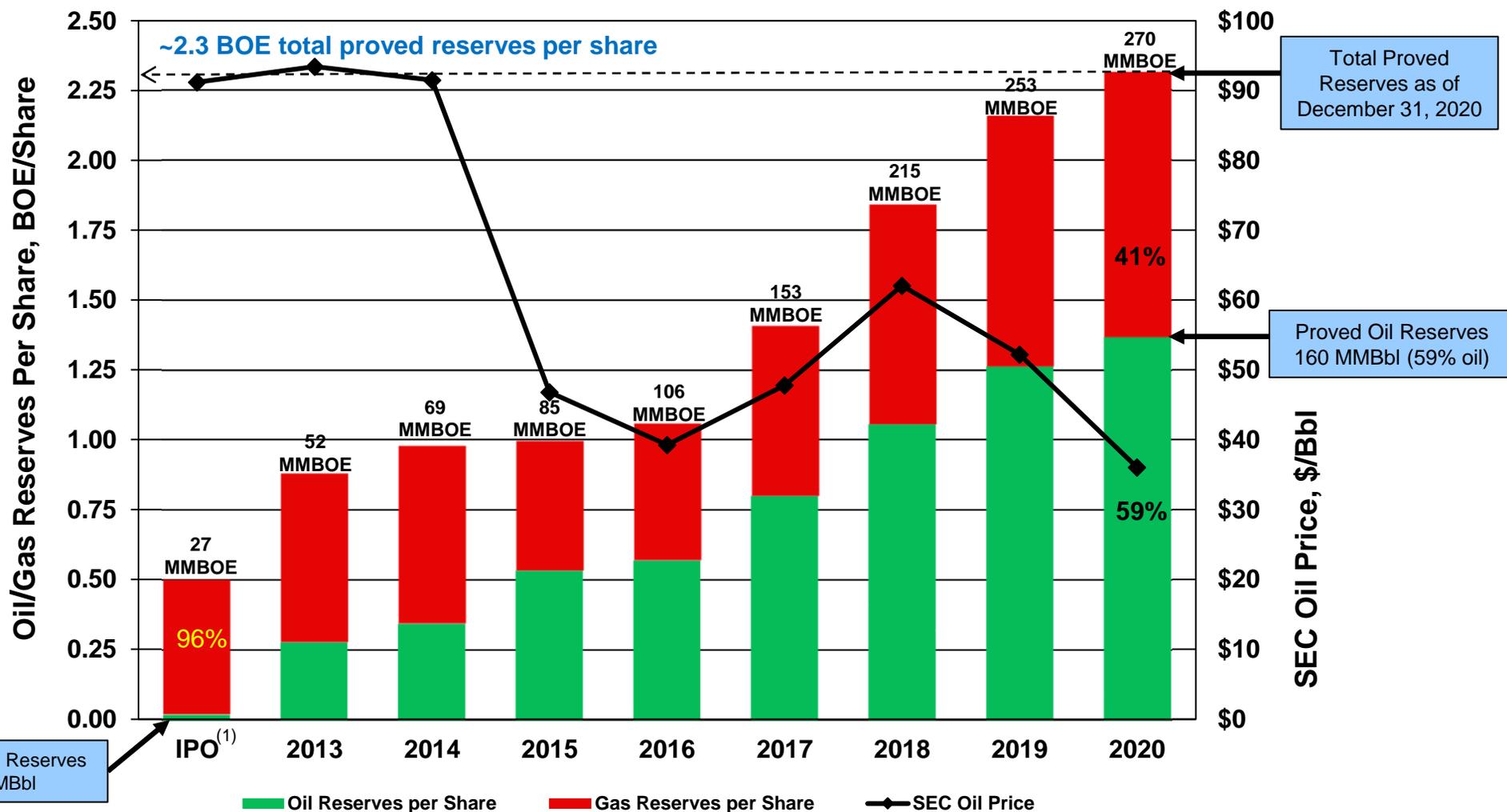
✓ RECORD LOW DRILLING & COMPLETION COSTS; BETTER CAPITAL EFFICIENCY

- Q4 2020 drilling and completion costs of **\$625 per completed lateral foot** – all-time quarterly low

✓ BEGAN GENERATING FREE CASH FLOW and PAYING DOWN DEBT in Q4 2020

Consistent Growth in Proved Reserves per Share

- Matador's total proved reserves per share now at ~2.3 BOE/share
- Since Matador's IPO, reserves have increased 10x, oil reserves increased ~160x



Note: MMBbl = million barrels of oil and MMBOE = million of BOE.

Note: Proved reserves and shares outstanding are as presented in our annual reports on Form 10-K or quarterly reports on Form 10-Q, as applicable.
 (1) As of September 30, 2011.

Midstream Business Continues to Grow: San Mateo's "Three-Pipe" Offering



Gas Gathering & Processing

- 460 MMcf/d of designed natural gas cryogenic processing capacity following plant expansion in Eddy County, NM
- Large diameter pipelines from Greater Stebbins Area and Stateline asset area in service since Q3 2020
- Q1 2021 processing rate: 158 MMcf/d
- Q1 2021 gathering rate: 191 MMcf/d

Water Gathering & Disposal

- 13 salt water disposal wells (SWDs) and water gathering and transportation pipeline in Eddy County, NM and Loving County, TX
 - 10 SWDs in Eddy County and three SWDs in Loving County
- **335,000 Bbl/d of designed disposal capacity**
- Stebbins SWDs and Stateline gathering system operational
- Q1 2021 handling rate: 233,000 Bbl/d

Oil Gathering & Transportation

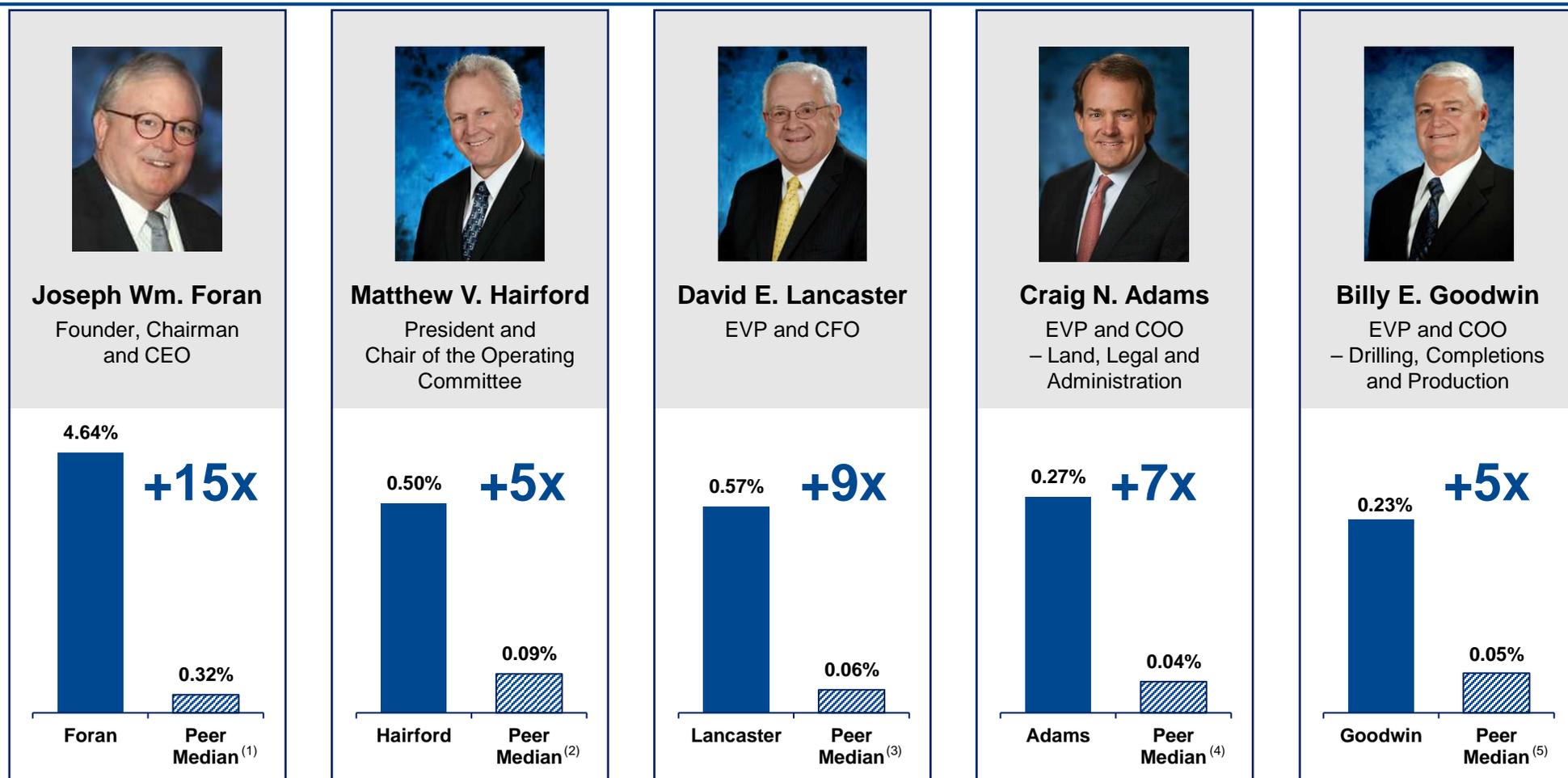
- Eddy County, NM and Loving County, TX oil terminal facilities and pipeline system
- 400,000 acre joint development area with Plains⁽¹⁾ to gather and transport Matador and third-party oil in Eddy County, NM
- Stateline oil gathering system and Central Delivery Point and Greater Stebbins Area expansion in service since Q3 2020
- Q1 2021 gathering rate: 35,000 Bbl/d

~350 MILES OF MIDSTREAM PIPELINE SYSTEMS

(1) Plains All American Pipeline, L.P.

Matador's Significant Officer % Ownership vs. Peer Group

Interests Aligned with Shareholders



- Since January 1, 2020, approximately 200 directors, special advisors and employees, or approximately two-thirds of the staff, have bought Matador stock in the open market!
- First E&P company to announce salary reductions in March 2020; executive officers elected to forego all 2020 cash performance bonuses despite meeting or exceeding all maximum performance goals
- **Matador paid first quarterly dividend of \$0.025 per share on March 31, 2021 and second quarterly dividend on June 3, 2021**

Source: Meridian Compensation Partners, LLC, 2020 Proxy Statements and Form 4s.

Note: "Peer Median" represents the 50th percentile of Matador's 2021 peer group (CPE, DVN, FANG, MRO, OAS, OVV, PDCE, PXD, SM and XEC) as determined by the Strategic Planning and Compensation Committee and Independent Board.

(1) Median among Chief Executive Officers.

(2) Median among Chief Operating Officers.

(3) Median among Chief Financial Officers.

(4) Median among General Counsels.

(5) Median among top Production/Operations Executives.



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Board of Directors - Expertise and Stewardship



Professional Experience

- *Matador Resources Company, Matador Petroleum Corporation, Foran Oil Company*
- *J. Cleo Thompson, Jr., Lawyer*

Business Expertise

- *Oil and Gas Exploration and Development*
- *Finance and Strategic Planning*
- *Law and ESG*

Joseph Wm. Foran

Founder, Chairman and CEO



Professional Experience

- *Former Portfolio Manager and Analyst – Natural Resources, T. Rowe Price & Associates*

Business Expertise

- *Oil and Gas Investments and Capital Markets*
- *Finance and Accounting*
- *Strategic Planning*

Timothy E. Parker

Lead Independent Director
Chair, Capital Markets and Finance Committee



Professional Experience

- *CEO, R. Gaines Baty Associates, Inc. – Executive Search*
- *Published Author*

Business Expertise

- *Executive Leadership, Recruiting and Development*
- *Compensation*

R. Gaines Baty

Deputy Lead Independent Director
Chair, Strategic Planning and Compensation and Nominating Committees

Board of Directors - Expertise and Stewardship



Professional Experience

- *Executive Vice President / Engineering and Co-Founder, NP Resources, LLC*
- *President and CEO, IPR Energy Partners, LLC*
- *Former Vice President, Netherland, Sewell & Associates, Inc.*

Business Expertise

- *Oil and Gas Exploration and Development*
- *Drilling and Completion Operations*
- *Reservoir Engineering and Reserves Estimation*

Reynald A. Baribault

Director

Chair, Operations and Engineering and Prospect Committees



Professional Experience

- *Chief Financial Officer, ROMCO Equipment Co.*

Business Expertise

- *Finance and Accounting*
- *Information Technology*

Craig T. Burkert

Director

Board of Directors - Expertise and Stewardship



Professional Experience

- Retired Partner (energy focus), PricewaterhouseCoopers (PwC)

Business Expertise

- Public Accounting - Longtime Service to Energy Sector Clients
- Accounting and Financial Oversight

William M. Byerley

Director
Chair, Audit Committee



Professional Experience

- Professor of Law and Faculty Director of Oil & Gas, Natural Resources, and Energy Center, University of Oklahoma College of Law
- Petroleum Engineer

Business Expertise

- Law and ESG
- Petroleum Engineering and Midstream Operations
- Risk Management

Monika U. Ehrman

Director



Professional Experience

- Professor of Law, Southern Methodist University Dedman School of Law
- Former Associate Provost, SMU
- Electrical Engineer

Business Expertise

- Law and ESG
- Management and Administration
- Finance and Real Estate

Julia P. Forrester Rogers

Director
Chair, Environmental, Social and Corporate Governance Committee

Board of Directors - Expertise and Stewardship



Professional Experience

- *Retired Trustee of a private family trust in Houston, Texas*
- *Former Vice President, Texon, L.P.*
- *Former Vice President, Tripetrol Oil Trading, Inc.*

Business Expertise

- *Finance and Accounting*
- *Marketing and Midstream*
- *Strategic Planning*

James M. Howard

Director
Chair, Marketing and Midstream Committee



Professional Experience

- *Retired Executive Vice President, Compliance and Legal Affairs, Children's Health System of Texas*
- *Retired Partner, Chair – United States, Norton Rose Fulbright US LLP*

Business Expertise

- *Law and Administration*
- *Public Company Representation (oil and gas focus)*
- *ESG*

Kenneth L. Stewart

Director

Shareholder Advisory Committee for Board Nominations

Committee Member	Professional Experience
Rick H. Fenlaw Co-Chair	<ul style="list-style-type: none">- Owner, Fenlaw Land Services
Scott E. King Co-Chair	<ul style="list-style-type: none">- Former VP, Geophysics and New Ventures, Matador Resources Company- Former VP, Exploration & Development, Petro Harvester Oil & Gas, LLC
J. Barry Banker	<ul style="list-style-type: none">- President, Stewart Home School- Original Matador investor
R. Gaines Baty Deputy Lead Independent Director	<ul style="list-style-type: none">- CEO, R. Gaines Baty Associates, Inc. – Executive Search- Published Author
Joe E. Coleman	<ul style="list-style-type: none">- Of Counsel, Gray, Reed & McGraw LLP- Former Member, Baylor University Board of Regents
Kevin M. Grevey	<ul style="list-style-type: none">- Independent Business Owner- Former NBA Basketball Player (World Champions 1978); Commentator for College Basketball- Professional Basketball Scout
Timothy E. Parker Lead Independent Director	<ul style="list-style-type: none">- Former Portfolio Manager and Analyst – Natural Resources, T. Rowe Price & Associates
Bobby K. Pickard	<ul style="list-style-type: none">- Independent Business Owner- Original Matador investor
George M. Yates	<ul style="list-style-type: none">- Former Director, Matador Resources Company- Chairman & CEO of HEYCO Energy Group, Inc.



Recognition of Management Team

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Meet Our Newest Vice Presidents!

- **Jordan M. Ellington, VP of Drilling and Asset Manager**
- **Billy E. (Trey) Goodwin III, VP, Land Operations**
- **Kyle A. Perkins, VP and Assistant General Counsel, Regulatory and Operational Matters**
- **M. Brooks Verschoyle, VP, Land – Surface Operations**

Congratulations and thanks for all you do for Matador!



Other Important Items

- **Nathan Milton of KPMG LLP, the Company's independent registered public accounting firm is in attendance today**

- Mr. Milton is available to respond to any questions you may have

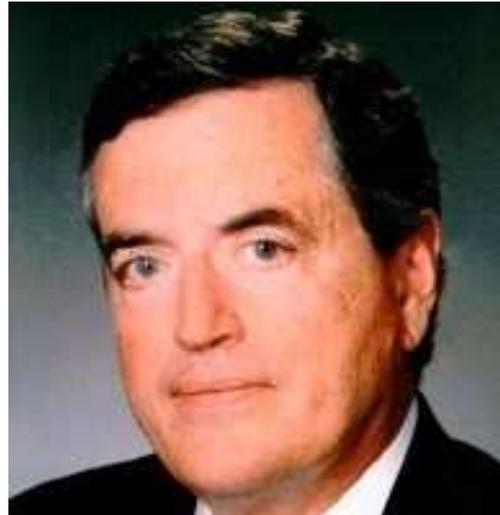
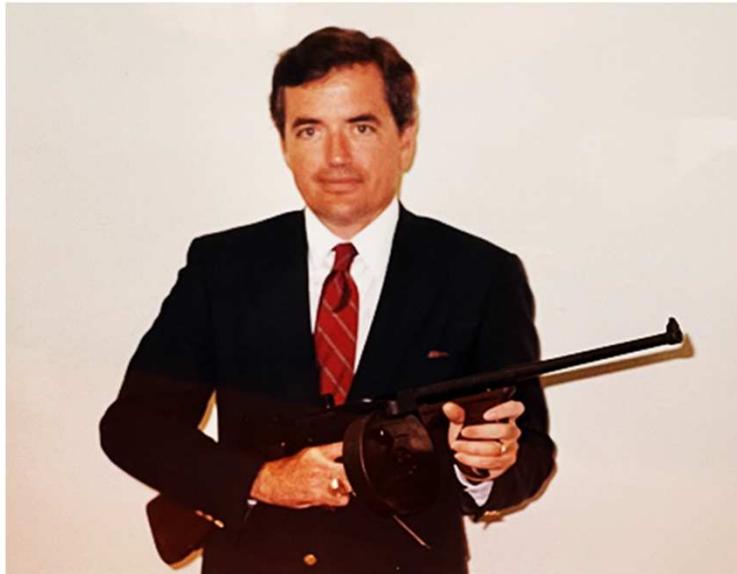


- **To receive mail correspondence or routine investor alerts via our website, please email your request to investors@matadorresources.com**

- **Press releases and investor presentations are also available on our website, www.matadorresources.com**



Remembering Jim Rolfe – Original Matador Shareholder, Board Advisor and Longtime Friend





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Lead Independent Director's Remarks



*Timothy E. Parker, Lead Independent Director
Chair, Capital Markets and Finance Committee*

June 4, 2021

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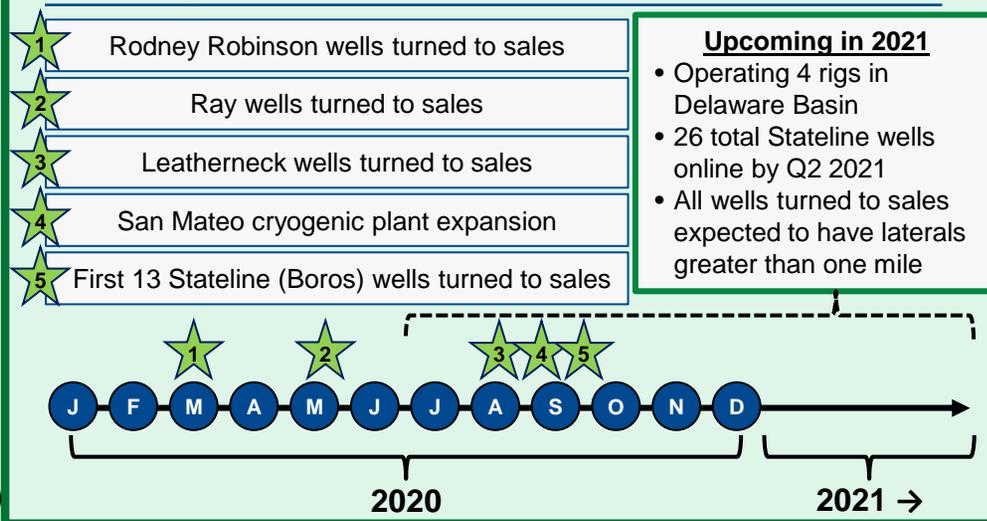
2020 Priorities – Free Cash Flow, Balance Sheet Improvement and Operational Excellence

Balance Sheet Improvements

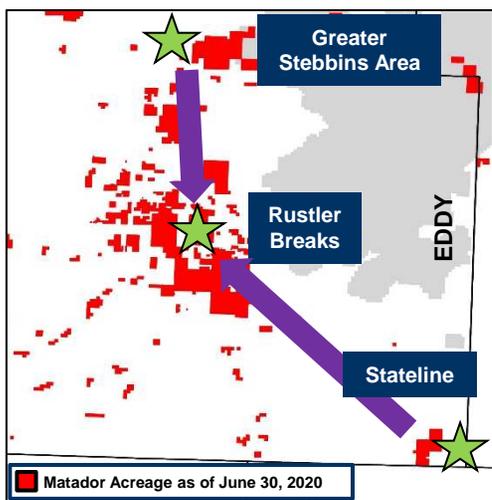
- 1 Reducing Rig Count from 6 to 3 rigs
- 2 Reducing Capital Costs, G&A and LOE
- 3 Capital Efficiency Improvements
- 4 Restructured Hedge Portfolio
- 5 San Mateo Performance Incentives
- 6 Commodity Marketing Options
- 7 Increase in Adjusted EBITDA⁽¹⁾ from San Mateo
- 8 Rising Commodity Prices (Oil @ \$50, Gas @ \$2.70)



Five Significant 2020 Milestones - Timeline



San Mateo Expansion – Completed, In Service!

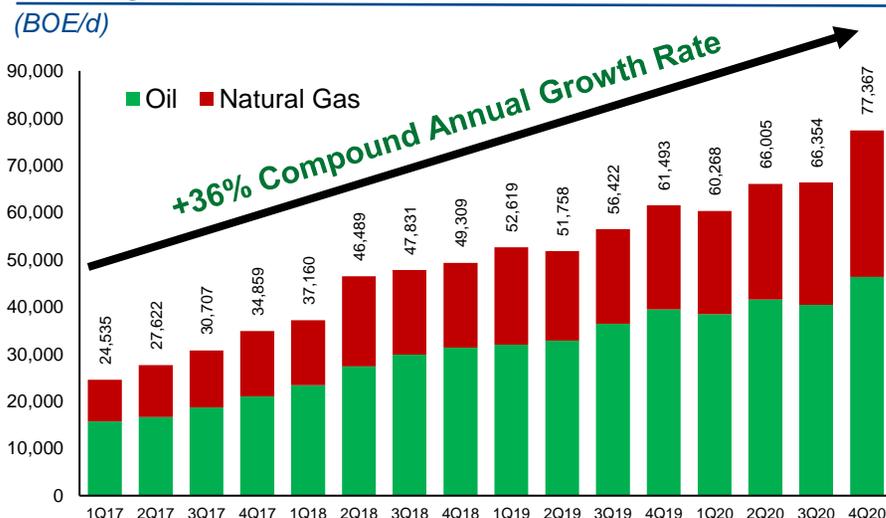


New San Mateo II Infrastructure

- Expansion of gas processing plant by additional 200 MMcf/d
- Gas, oil and water gathering, oil transportation and water disposal infrastructure
- Up to \$150 million in deferred performance incentives

Large-diameter natural gas gathering lines connecting Greater Stebbins Area and Stateline asset area to the Black River Processing Plant – ~43 miles of large diameter pipe

Steady Growth of Delaware Basin Production



(1) Adjusted EBITDA is a non-GAAP financial measure. For a definition and reconciliation to the comparable GAAP measures, see Appendix.

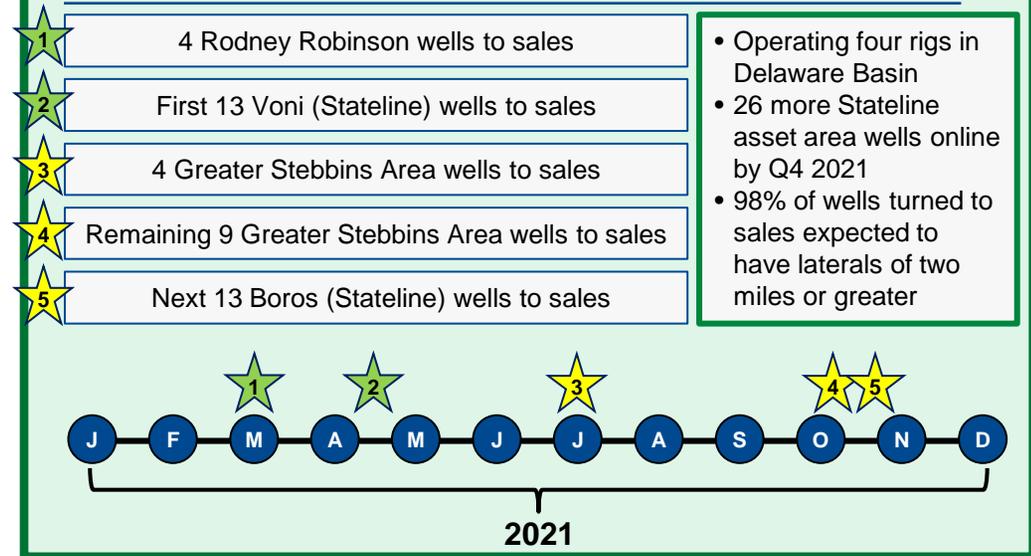
(2) Cost per foot metric shown represents the D&C portion of well costs only. Excludes costs to equip wells, midstream capital expenditures, capitalized G&A or interest expenses and certain other capital expenditures.

2021 Priorities and Milestones – Off to a Great Start!

2021 Priorities

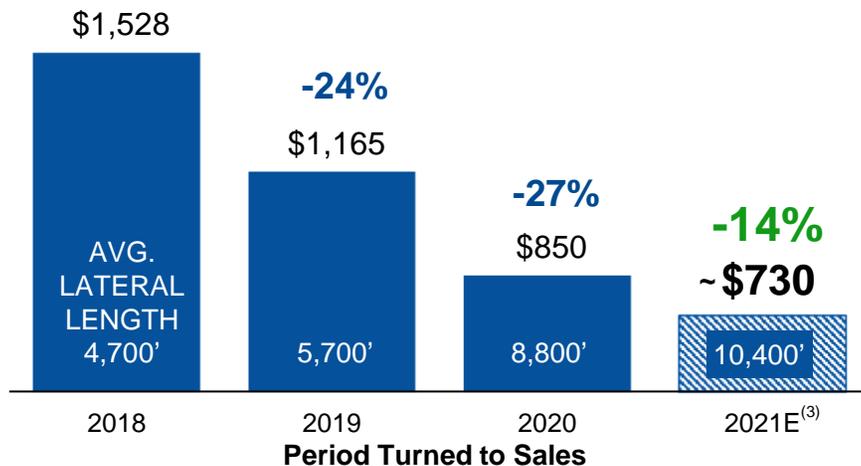
- 1 **Deliver Free Cash Flow**
- 2 **Pay Down Debt**
- 3 **Initiate Dividend**
- 4 **Continue Capital Efficiency Improvements**
- 5 **Focus on Development of Federal Properties**
- 6 **Grow San Mateo Volumes and Revenues**
- 7 **Earn San Mateo Performance Incentives**
- 8 **Employ Proactive Hedging Strategy**

Significant 2021 Milestones - Timeline



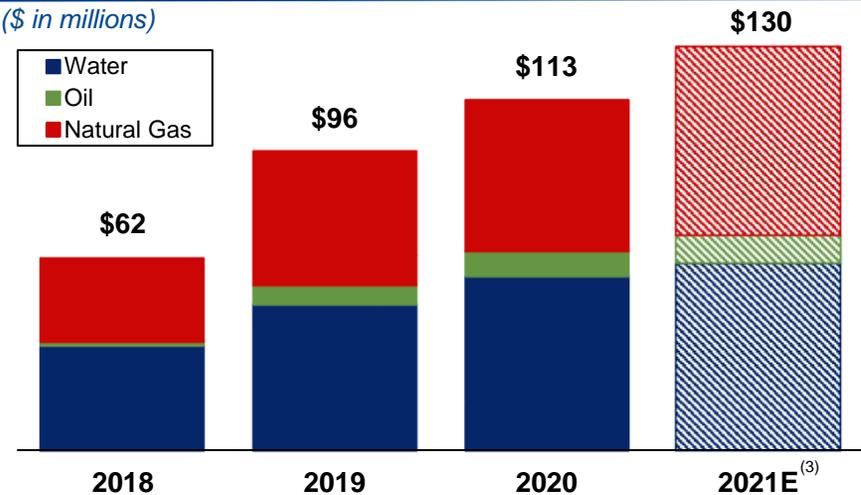
Capital Efficiency: D&C CapEx/ft⁽¹⁾

(\$/ft)



San Mateo Adjusted EBITDA⁽²⁾ Growth

(\$ in millions)



(1) Cost per completed lateral foot metric shown represents the D&C portion of well costs only. Excludes costs to equip wells, midstream capital expenditures, capitalized G&A or interest expenses and certain other capital expenditures.

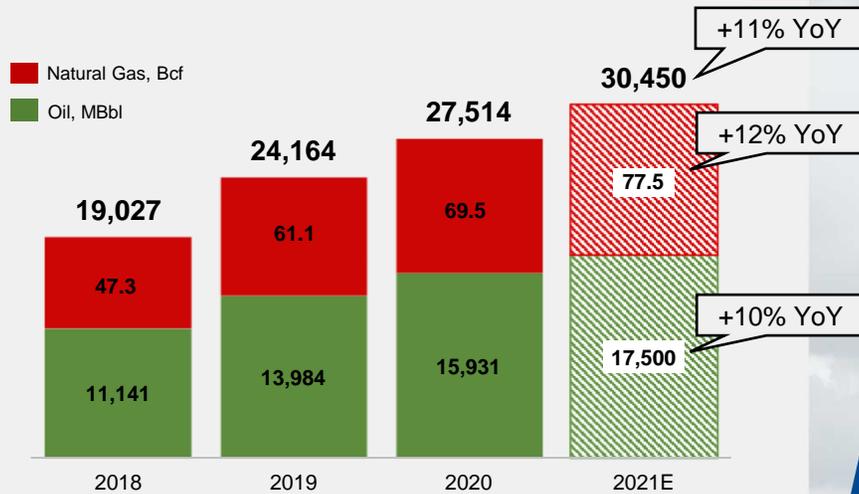
(2) Adjusted EBITDA is a non-GAAP financial measure. For a definition and reconciliation to the comparable GAAP measures, see Appendix.

(3) As of and as provided on February 23, 2021.

An Integrated Strategy: Progress in All Areas

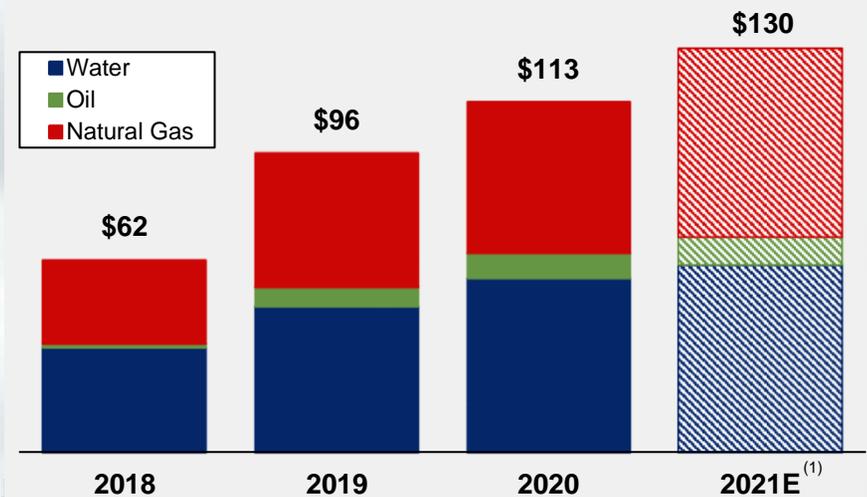
Total Oil and Natural Gas Production⁽¹⁾
(MBOE)

2021E Total Production – 11% Growth YoY



San Mateo's Adjusted EBITDA⁽²⁾
(\$ in millions)

2021E Adjusted EBITDA – 15% Growth YoY



Differentiated E&P growth profile combined with strategic midstream business positions Matador for substantial value growth for stakeholders

(1) As of and as provided on February 23, 2021.

(2) Adjusted EBITDA is a non-GAAP financial measure. For a definition and reconciliation to the comparable GAAP measures, see Appendix.

Matador Generating Free Cash Flow, Reducing Debt and Paying Dividends!

GENERATED \$125 MILLION
in Adjusted Free Cash Flow⁽¹⁾ in Q4 2020 and Q1 2021



REPAID \$135 MILLION
in borrowings outstanding in Q4 2020 and Q1 2021



PAID QUARTERLY DIVIDENDS
of \$0.025 per share on March 31 and June 3, 2021

(1) Adjusted free cash flow is a non-GAAP financial measure. For a definition and reconciliation to the comparable GAAP measure, see Appendix.

Committed to Environmental, Social and Governance (ESG) Stewardship

ENVIRONMENTAL



Reducing Flaring and Associated Emissions

- 38% decrease in flaring intensity, resulting in a 9,300 tonnes/year reduction in CO₂e onsite emissions (2020 vs. 2019)

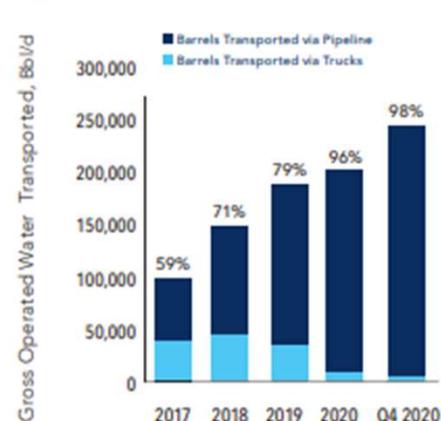
Growing Usage of Recycled Water

- Doubled the percentage of recycled water used in fracture stimulation operations from 2018 to 2020
- Used over 680 million gallons of recycled produced water in our operations by YE 2020

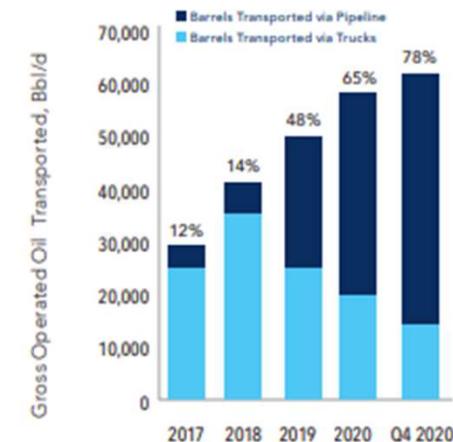
Increasing Transportation on Pipeline

- 98% of operated produced water and 78% of operated produced oil transported on pipe in Q4 2020
- Estimated 8.5 million water truck miles and 1.1 million oil truck miles avoided in 2020⁽¹⁾

Operated Produced Water on Pipe



Operated Produced Oil on Pipe



SOCIAL

Proactive Safety Culture

Zero lost time incidents during more than 2.1 million employee man-hours from 2017 to 2020

Leadership Development Program

Six-month leadership course designed to enhance tactical leadership capabilities

Human Capital Investment

Approximately 15,000 hours of employee continuing education in 2020, equating to approximately 55 hours per employee

Actively Supporting Military Veterans



- Congressional Medal of Honor Foundation
- Michael E. Thornton Foundation



GOVERNANCE

Diverse and Independent Board Composition

- Lead independent director
- 9 of 10 independent directors
- Female membership since 1988⁽²⁾

Engaged Board of Directors with Majority Voting Standard

- No "overboarding"

Shareholder Advisory Committee for Board Nominations

(1) Assumes that each truck transporting one load of oil or water travels ~15 miles per load. One load contains approximately 130 barrels of water or 190 barrels of oil.
 (2) Dating to inception of predecessor company, Matador Petroleum Corporation.



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Summary of Proposals for Consideration at Annual Meeting

- **Proposal 1 – Election of Directors**
- **Proposal 2 – Advisory Vote to Approve Named Executive Officer Compensation**
- **Proposal 3 – Ratification of the Appointment of KPMG LLP**

The Board of Directors recommends that you vote FOR the election of all director nominees and FOR the additional two proposals being considered at today's meeting





Introduction of Director Nominees



*R. Gaines Baty, Deputy Lead Independent Director
Chair, Strategic Planning and Compensation
and Nominating Committees*

June 4, 2021

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Proposal 1 – Election of Directors

Director Nominees

▪ Class I Directors (Terms Expiring at 2024 Annual Meeting of Shareholders)



Professional Experience

- Retired Partner (energy focus), PricewaterhouseCoopers (PwC)

Business Expertise

- Public Accounting - Longtime Service to Energy Sector Clients
- Accounting and Financial Oversight

William M. Byerley
Director
Chair, Audit Committee



Professional Experience

- Professor of Law and Faculty Director of Oil & Gas, Natural Resources, and Energy Center, University of Oklahoma College of Law
- Petroleum Engineer

Business Expertise

- Law and ESG
- Petroleum Engineering and Midstream Operations
- Risk Management

Monika U. Ehrman
Director

The Board of Directors recommends that you vote **FOR** all of the director nominees

Proposal 1 – Election of Directors

Director Nominees

▪ Class I Directors (Terms Expiring at 2024 Annual Meeting of Shareholders)



Professional Experience

- Professor of Law, Southern Methodist University Dedman School of Law
- Former Associate Provost, SMU
- Electrical Engineer

Business Expertise

- Law and ESG
- Management and Administration
- Finance and Real Estate

Julia P. Forrester Rogers

Director
Chair, Environmental, Social and Corporate Governance Committee



Professional Experience

- Retired Executive Vice President, Compliance and Legal Affairs, Children's Health System of Texas
- Retired Partner, Chair – United States, Norton Rose Fulbright US LLP

Business Expertise

- Law and Administration
- Public Company Representation (oil and gas focus)
- ESG

Kenneth L. Stewart

Director

The Board of Directors recommends that you vote **FOR** all of the director nominees

Proposal 1 – Election of Directors

Director Nominee

- **Class II Director (Term Expiring at 2022 Annual Meeting of Shareholders)**



Professional Experience

- *Retired Trustee of a private family trust in Houston, Texas*
- *Former Vice President, Texon, L.P.*
- *Former Vice President, Tripetrol Oil Trading, Inc.*

Business Expertise

- *Finance and Accounting*
- *Marketing and Midstream*
- *Strategic Planning*

James M. Howard

Director
Chair, Marketing and Midstream Committee

The Board of Directors recommends that you vote **FOR** all of the director nominees

Proposal 2 – Advisory Vote on 2020 Named Executive Officer Compensation

- **The Company seeks a non-binding advisory vote from its shareholders regarding the 2020 compensation of its Named Executive Officers as described in the Proxy Statement**

- **“Resolved, that the compensation paid to the Company’s Named Executive Officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby approved.”**

The Board of Directors recommends that you vote FOR approval of this resolution



Ratification of Public Accounting Firm



*William M. Byerley, Director
Chair, Audit Committee*

June 4, 2021



Proposal 3 – Ratification of the Appointment of KPMG LLP

- **KPMG LLP (“KPMG”) served as the Company’s independent registered public accounting firm for the fiscal year ended December 31, 2020**
- **The Audit Committee has appointed KPMG as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021**
- **The Board of Directors has directed that such appointment be submitted to our shareholders for ratification at the Annual Meeting**

The Board of Directors recommends that you vote FOR the ratification of the appointment of KPMG as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021



Summary of Proposals for Consideration at Annual Meeting

- **Proposal 1 – Election of Directors**
- **Proposal 2 – Advisory Vote to Approve Named Executive Officer Compensation**
- **Proposal 3 – Ratification of the Appointment of KPMG LLP**

The Board of Directors recommends that you vote FOR the election of all director nominees and FOR the two additional proposals being considered at today's meeting





Annual Meeting of Shareholders

June 4, 2021

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Operations/Financial Update and 2021 Plans



Matthew V. Hairford, President

David E. Lancaster, EVP and CFO



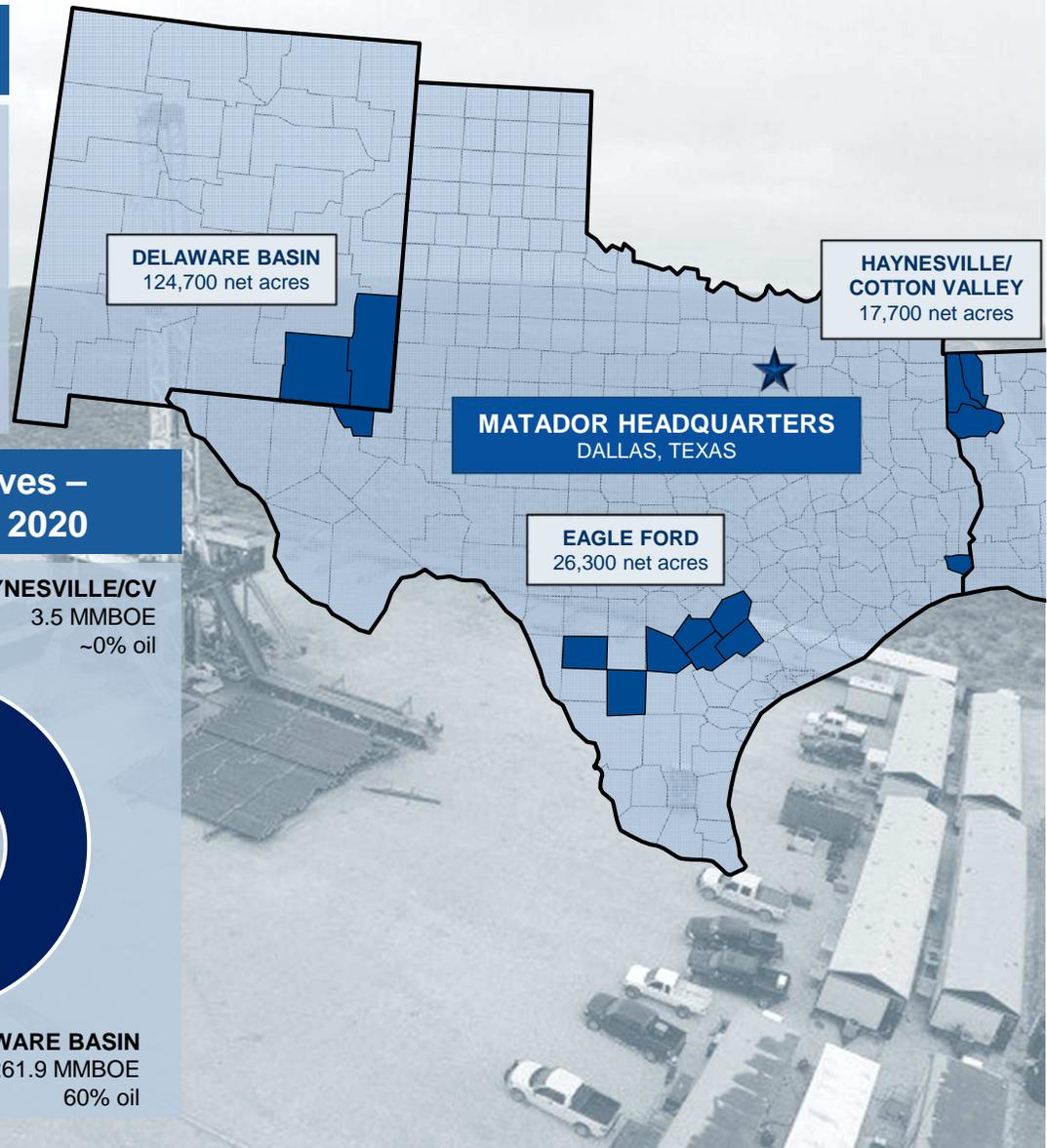
June 4, 2021

**MTDR
LISTED
NYSE**

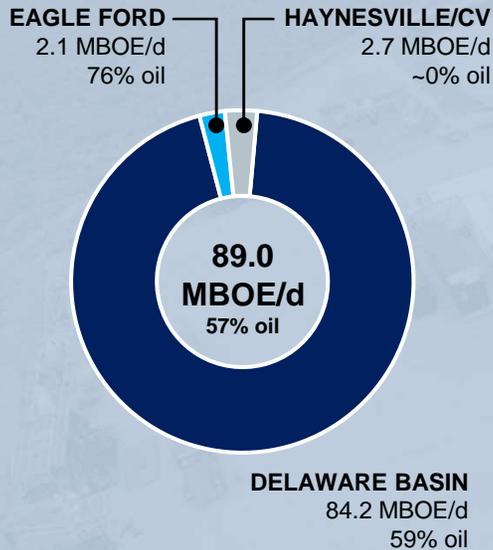
Matador Resources Company Overview

Market Snapshot

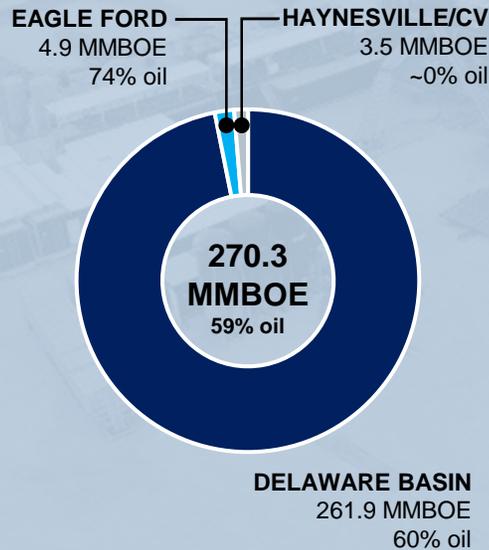
NYSE Symbol	MTDR
Market Capitalization ⁽¹⁾	\$3.9 billion
Avg. Daily Production – Q2 2021E ⁽²⁾	89.0 MBOE/d
Net Debt / LTM Adj. EBITDA ⁽³⁾⁽⁴⁾ – Q2 2021E	~2.0x
Adj. Free Cash Flow ⁽³⁾ – Q1 2021	\$63.9 million
Proved Reserves @ December 31, 2020	270.3 MMBOE
2021 Annualized Dividend (current yield) ⁽⁵⁾	\$0.10 (0.3%)



Avg. Daily Production – Q2 2021E⁽²⁾



Proved Reserves – December 31, 2020



Note: Unless otherwise noted, figures are at or for the quarter ended December 31, 2020.

(1) Market capitalization based on closing share price as of June 3, 2021 and shares outstanding as reported in the Company's most recent Quarterly Report on Form 10-Q.

(2) As of and as provided on April 28, 2021.

(3) Adjusted EBITDA and adjusted free cash flow are non-GAAP financial measures. For definitions and reconciliations to the comparable GAAP measures, see Appendix.

(4) For purposes of the Credit Agreement, Net Debt at March 31, 2021 is calculated as (i) \$1.05 billion in senior notes outstanding, plus (ii) \$386 million in debt under the Credit Agreement, including outstanding borrowings and letters of credit, less (iii) \$18 million in available cash.

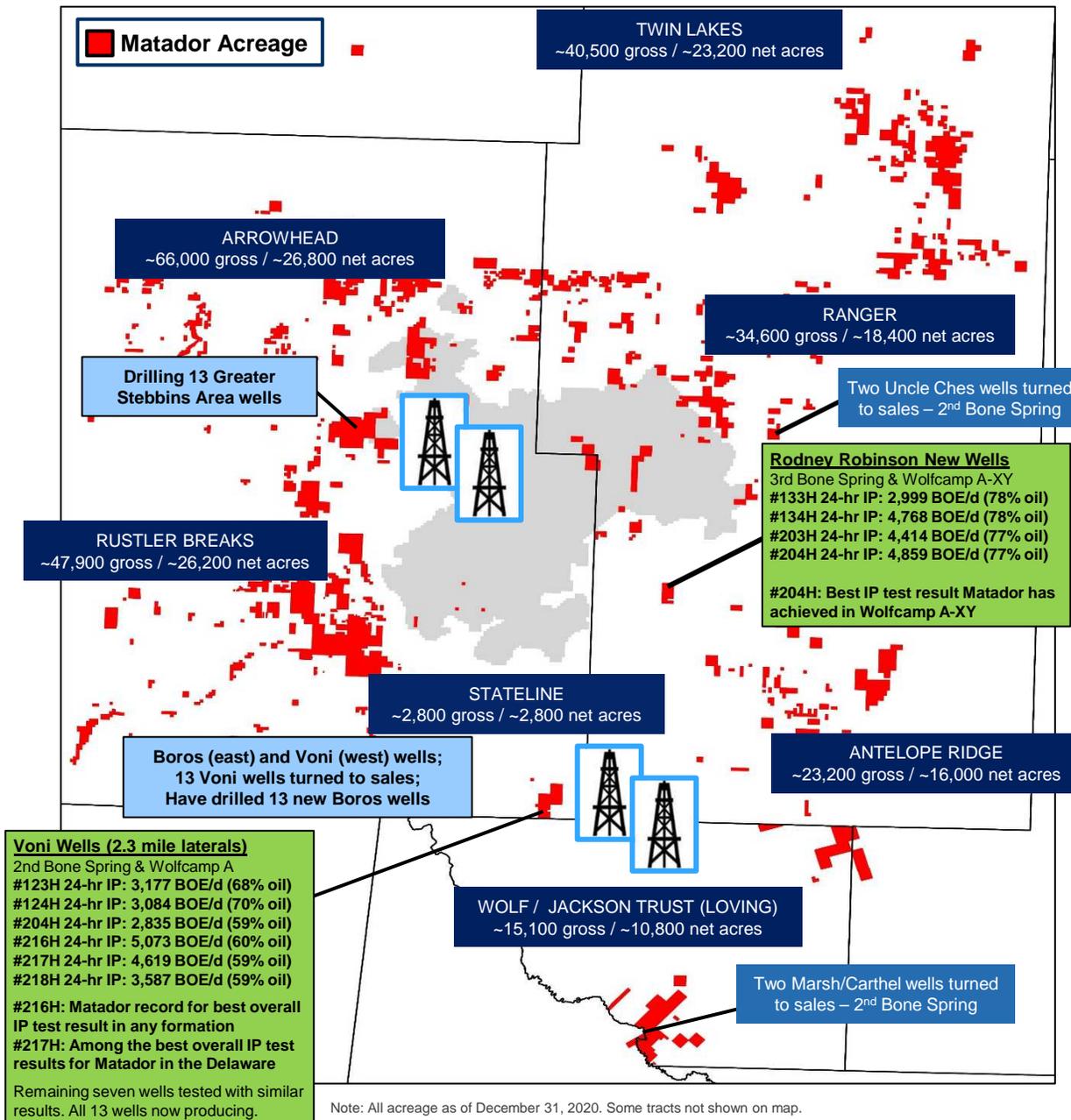
(5) The Company's Board of Directors adopted a dividend policy in February 2021 pursuant to which the Company intends to pay quarterly cash dividends on its common stock of \$0.025 per share. Yield based upon June 3, 2021 closing price.

Strong Results for First Quarter 2021

- ✓ **Q1 2021 PRODUCTION BETTER THAN EXPECTED AT ~74,000 BOE per day**
 - Q2 2021 expected to be up about **20% higher**
- ✓ **RECORD OIL AND NATURAL GAS REVENUES OF ~\$316 MILLION**
 - Realized oil and natural gas prices of \$57.05 per barrel and \$5.88 per thousand cubic feet
- ✓ **CONTINUED CAPITAL EFFICIENCY IMPROVEMENTS**
 - Drilling and completion costs for the first 13 Voni wells turned to sales in the Stateline asset area averaged **\$610 per completed lateral foot** – all-time low for Matador
 - Capital expenditures ~11% below expectations in Q1 2021
- ✓ **ACHIEVED RECORD ADJUSTED EBITDA⁽¹⁾ OF ~\$198 MILLION AND GENERATED ADJUSTED FREE CASH FLOW⁽¹⁾ OF ~\$64 MILLION**
 - Generated a total of \$125 million in adjusted free cash flow⁽¹⁾ in Q4 2020 and Q1 2021
- ✓ **REPAID \$100 MILLION IN DEBT**
 - Repaid a total of \$135 million in borrowings outstanding under the reserves-based credit facility in Q4 2020 and Q1 2021
- ✓ **INITIATED AND PAID FIRST DIVIDEND TO MTDR SHAREHOLDERS!**
- ✓ **MTDR BEAT ANALYSTS' ESTIMATES IN Q1 2021 – 27th CONSECUTIVE QUARTER!**

(1) Adjusted EBITDA and adjusted free cash flow are non-GAAP financial measures. For a definition and reconciliation to the comparable GAAP measures, see Appendix.

Delivering Strong Well Results All Around the Delaware Basin!



RUNNING FOUR RIGS IN THE DELAWARE BASIN

- **Stateline**: Two rigs recently finished drilling 13 additional Boros wells on the eastern portion of the leasehold; first 13 Voni wells turned to sales in April 2021
- **Antelope Ridge**: Four additional Rodney Robinson wells turned to sales in March 2021
- **Rustler Breaks**: No current activity; two Ray State and three Ace Stern Vegas wells turned to sales in Q4 2020
- **Arrowhead/Ranger/Twin Lakes**: Two Uncle Ches wells in Ranger asset area turned to sales in March 2021; two rigs currently drilling next 13 wells at Stebbins
- **Wolf/Jackson Trust**: Two Marsh/Carthel wells turned to sales in April 2021 and flowing back

10,400 ft⁽¹⁾

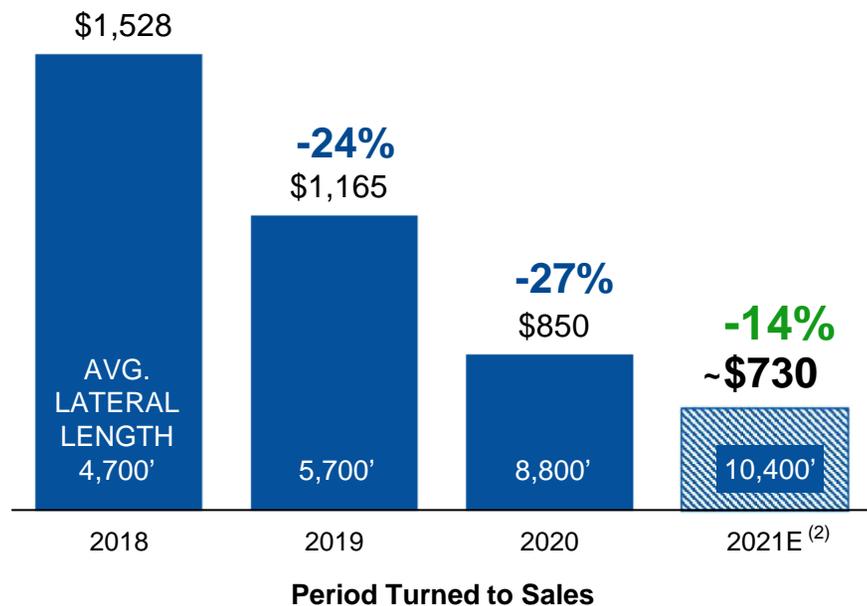
Average lateral length for all 2021 operated wells

(1) Estimate as of and as provided on February 23, 2021.

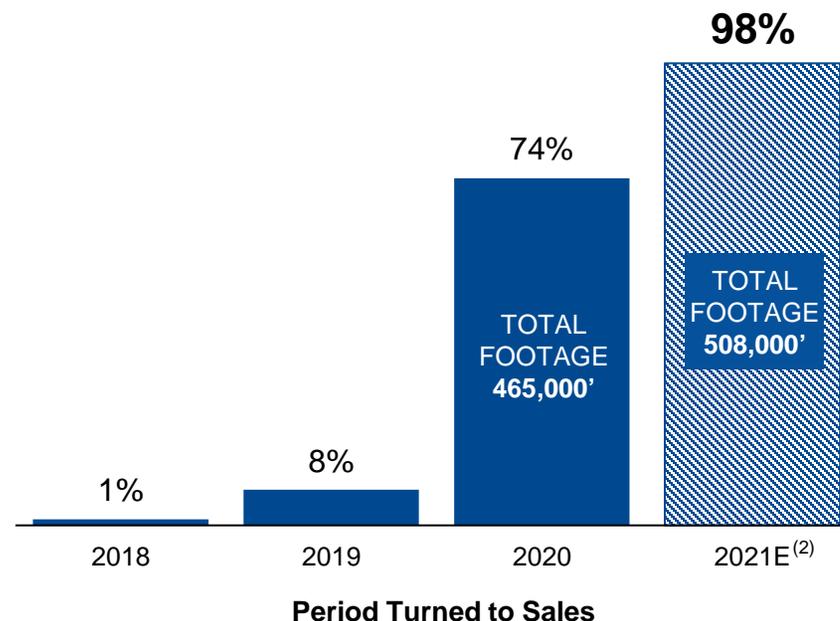
A Step Change in Capital Efficiency: Record Low Costs in 2020 → Even Lower in 2021E

Drilling & Completion (D&C) CapEx/ft⁽¹⁾

(\$/ft)



Percentage of Two-Mile Laterals



- In Q1 2021, D&C CapEx/ft averaged ~\$785/ft
- First 13 Voni wells (April 2021) averaged ~\$610/ft
- Including first 13 Voni wells, 2021 D&C CapEx/ft has averaged ~\$657/ft
- Matador's average D&C CapEx/ft 2021E: ~\$730/ft
 - ~14% as compared to 2020
 - ~37% as compared to 2019

- Matador expects to turn to sales 9% more total footage in 2021 while running a similar number of rigs
- **98% of laterals** in 2021 expected to be two miles or greater, as compared to 74% in 2020
- **100% of laterals** in 2021 expected to be greater than one mile, as compared to 83% in 2020

Note: All footage and percentage of lateral types shown are based on gross operated horizontal wells.

(1) Cost per completed lateral foot metric shown represents the drilling and completion (D&C) portion of operated horizontal well costs only. Excludes costs to equip wells, midstream capital expenditures, capitalized G&A or interest expenses and certain other capital expenditures.

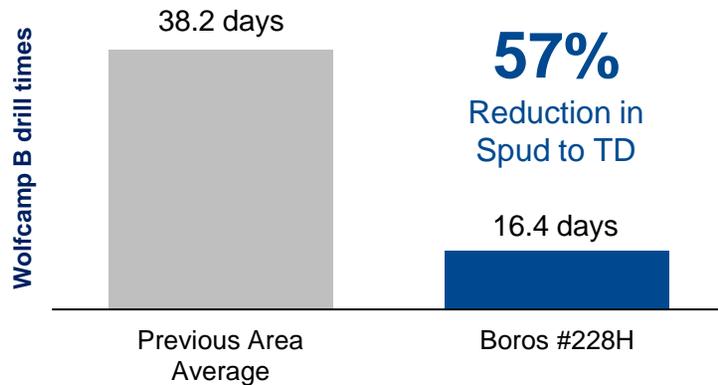
(2) As of and as provided on February 23, 2021.

Delaware Basin Success Driven By Technology Improvements

Drilling Advancements and New Technology

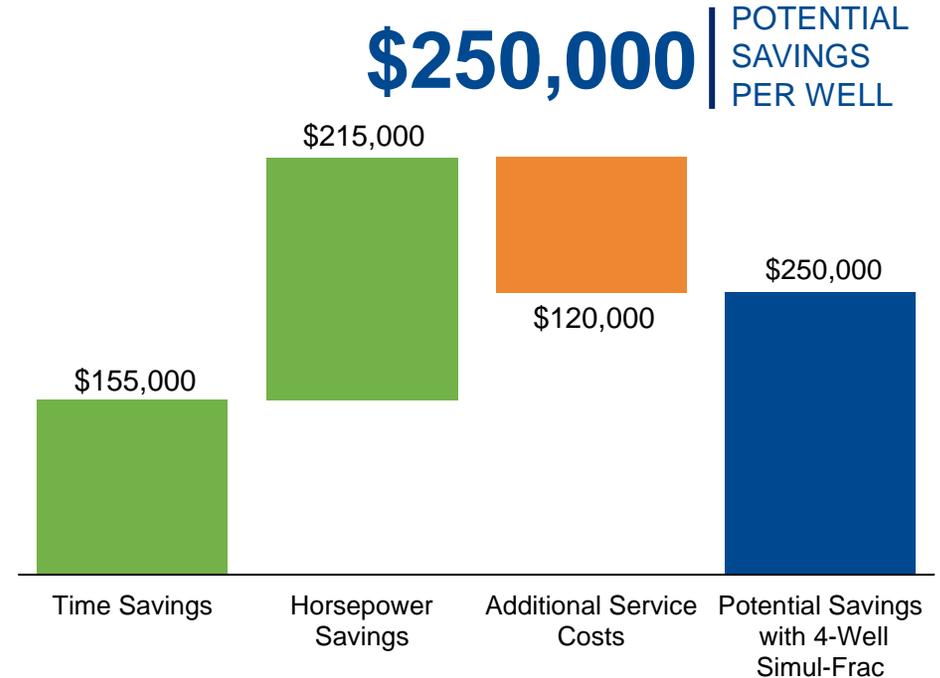
Reduction in drilling time⁽¹⁾ on recent Stateline Wolfcamp B well saved over \$1 million

- Primarily driven by adjustments in targeting and casing design, along with other efficiencies
- Drilled 100% of lateral in the targeted interval



Anticipated Savings from Simul-Frac

(Completion Cost Savings, \$)



123 MTDR Drilling Records and \$15.3 Million Estimated Savings Since MAXCOM Implementation Through May 2021

Delaware Drilling Records

- Spud to Total Depth (“TD”): 9.5 days
- Longest Well: 23,992’ Total Measured Depth⁽¹⁾
- Largest Daily Horizontal Footage: 4,925 ft



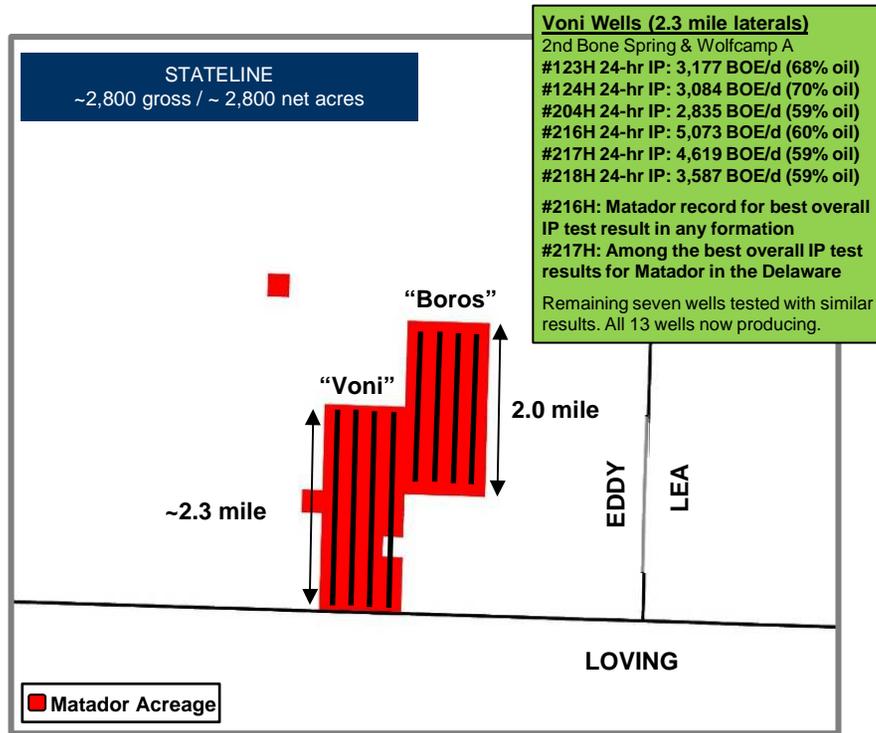
(1) Total measured depth defined as the length of pipe which is needed to reach the toe of the well.

Stateline Asset Area – Eddy County, New Mexico

Stateline Asset Area



Stateline Asset Area – Eddy County, New Mexico



NEW WELLS IN 2021

APRIL 2021
13 VONI WELLS TURNED TO SALES

Q4 2021
13 BOROS WELLS TURNED TO SALES
Including 3rd Bone Spring Carbonate tests

~87.5%
Net Revenue Interest

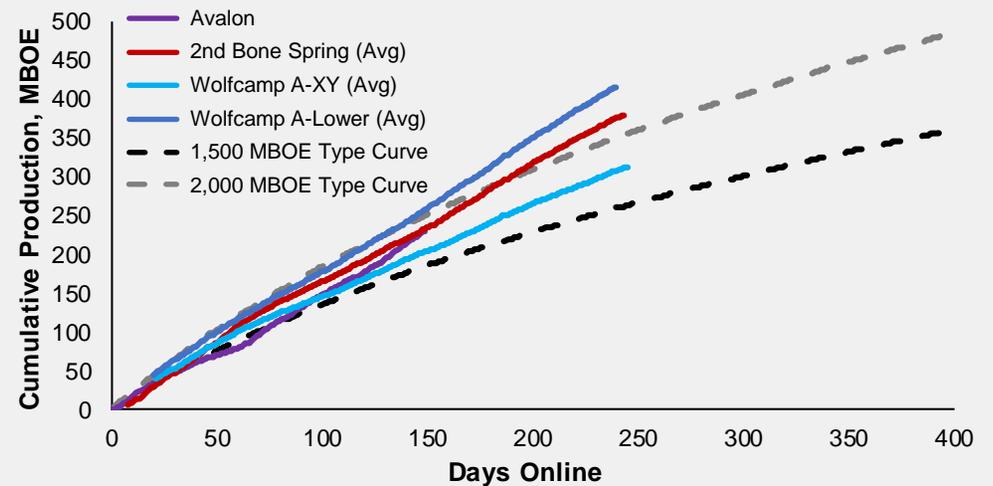
Initial 13 Voni wells averaged
\$610 D&C/FT

Voni #216H 24-hr IP:
5,073 BOE/D (60% OIL)
(Wolfcamp A-Lower)

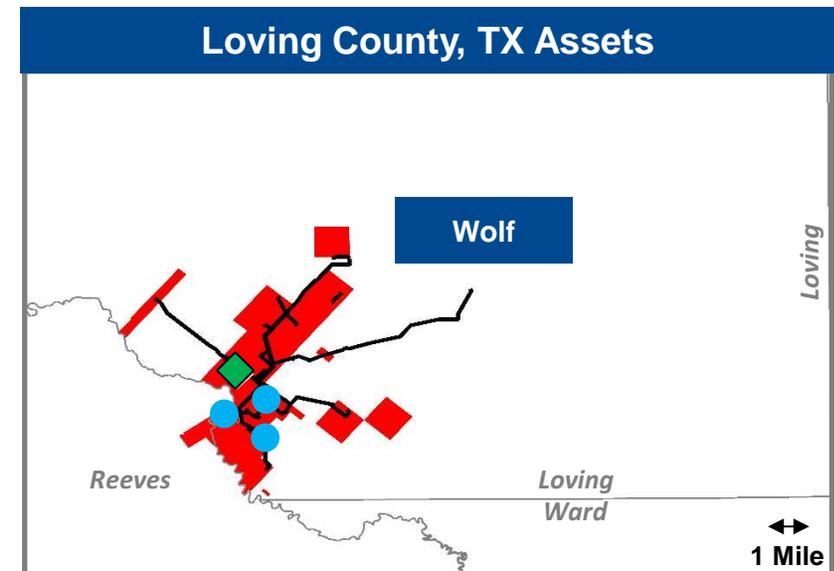
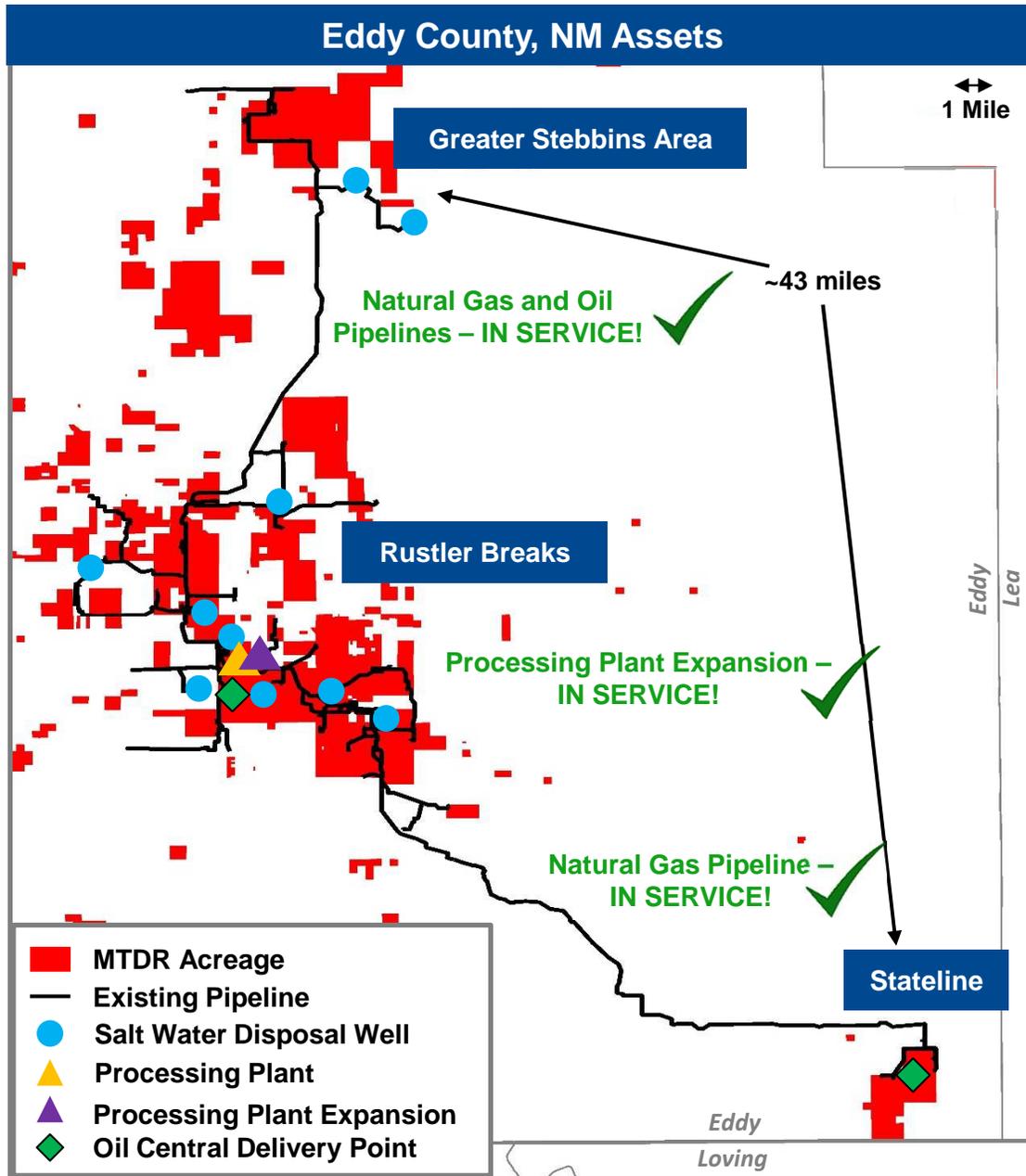
100% OIL & WATER ON PIPE

Initial 13 Boros wells have produced
~4.7 MILLION BOE
in first 8 months

Initial Boros Wells Continuing to Outperform!



San Mateo⁽¹⁾ Assets and Operations – “Three-Pipe” Offering



Natural Gas Gathering and Processing

- 460 MMcf/d of designed natural gas cryogenic processing capacity following plant expansion

Produced Water Gathering and Disposal

- 13 commercial salt water disposal wells and associated facilities with designed produced water disposal capacity of 335,000 Bbl/d

Oil Gathering

- ~400,000 acre joint development area with a subsidiary of Plains⁽²⁾ in Eddy County, NM

~350 Miles of Midstream Pipeline Systems

Note: All acreage as of December 31, 2020. Some tracts not shown on map.

(1) Matador owns 51% of San Mateo.
 (2) Plains All American Pipeline, L.P.

San Mateo Operations and Facilities Update – Natural Gas

- 200 MMcf/d Cryo Plant addition
 - **In service!**
- Belleau Wood pipeline (Stebbins)
 - **In service!**
- Tripoli pipeline (Stateline)
 - **In service!**
 - **2 additional low pressure compressors added in Q1 2021**

Black River Natural Gas Processing Plant 3



Black River Electrical Substation

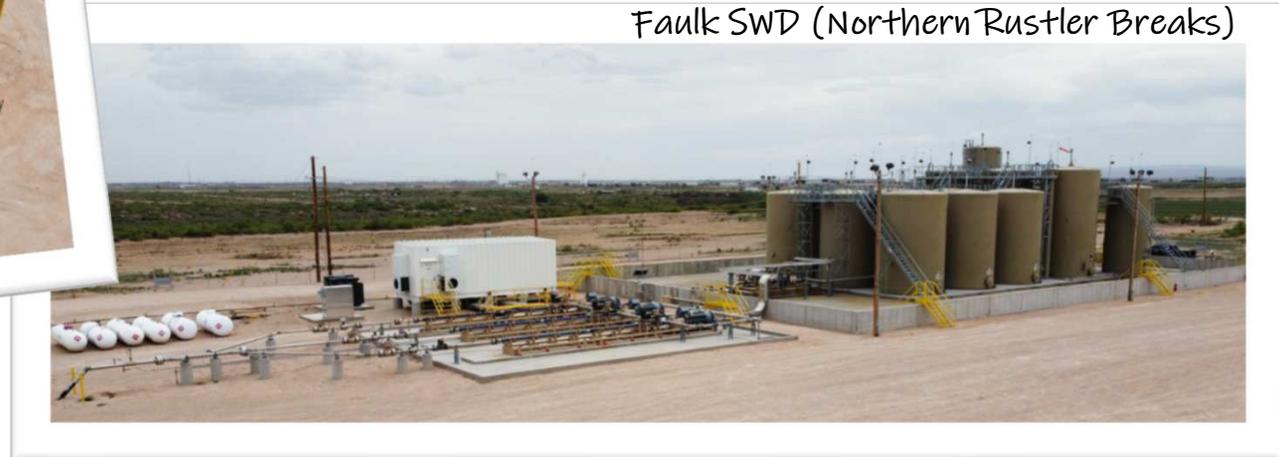
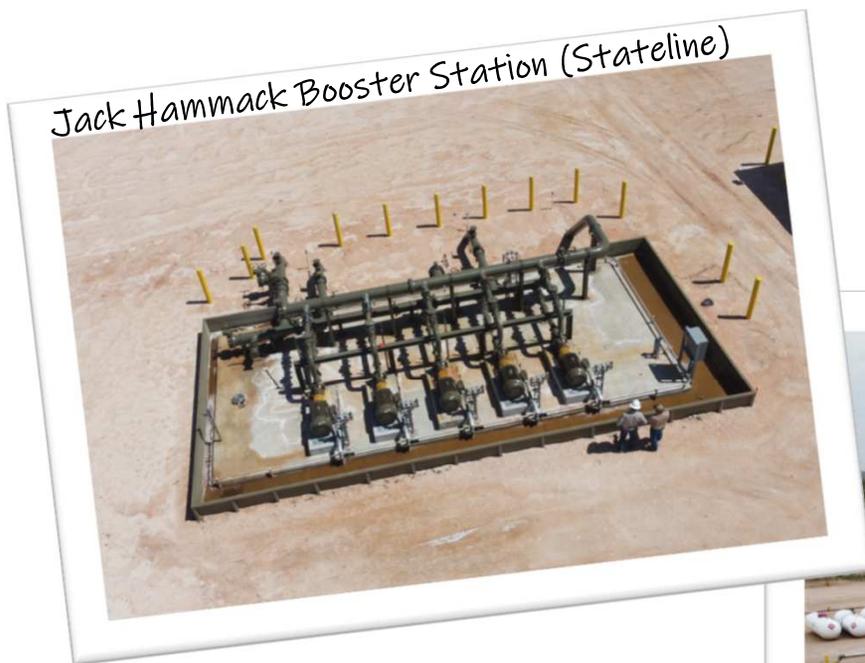


Stateline Compressor Station

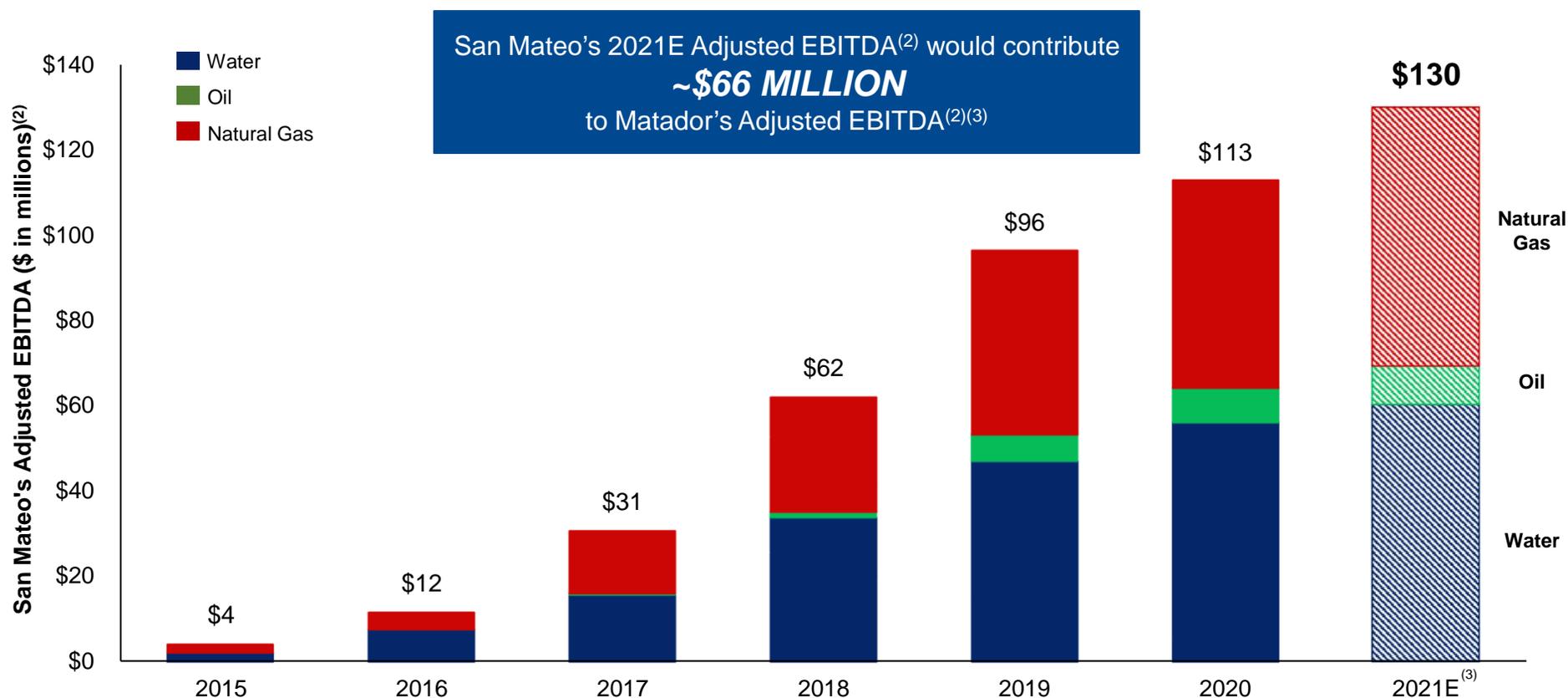
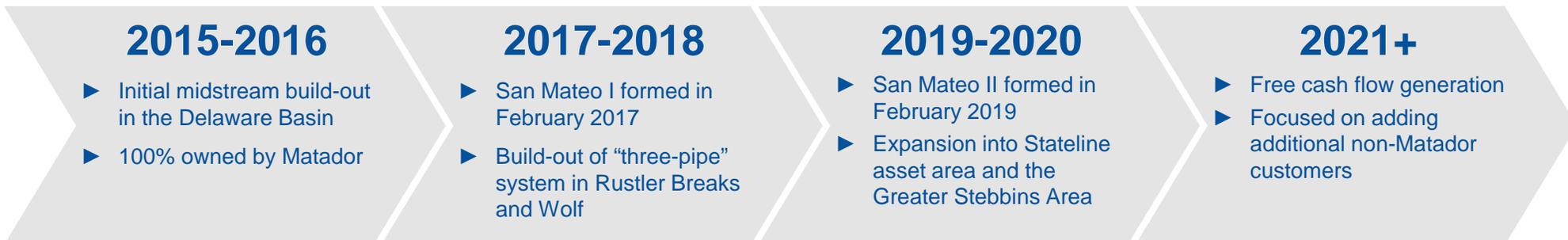


San Mateo Operations and Facilities Update – Water

- Stebbins SWDs operational
 - **In service!**
- Stateline gathering system operational
 - **In service!**
- Off-loading water to third-party commercial SWD systems



San Mateo – Differentiated Midstream Asset Continues to Add Value to Matador⁽¹⁾



Note: Figures (i) reflect the combined Adjusted EBITDA for San Mateo I and San Mateo II prior to their October 2020 merger, including allocations for general and administrative expenses, (ii) are pro forma for February 2017 San Mateo I transaction and the purchase of the non-controlling interest in Fulcrum Delaware Water Resources, LLC not previously owned by Matador and (iii) exclude assets sold to EnLink in October 2015.

(1) A subsidiary of Five Point Energy LLC (“Five Point”) is Matador’s joint venture partner in San Mateo. Matador and Five Point own 51% and 49%, respectively, of San Mateo.

(2) Adjusted EBITDA is a non-GAAP financial measure. For a definition and reconciliation to the comparable GAAP measures, see Appendix.

(3) As of and as provided on February 23, 2021.



2021 Capital Investment Plan Summary⁽¹⁾

Full Year 2021E CapEx⁽²⁾ – \$545 to \$605 million

(Delaware: Added 4th operated rig in late March 2021)

	CapEx Guidance Range
Drilling, Completing, Equipping	\$525 to \$575 million
Operated D/C/E (New Wells)	\$417 to \$455 million
Non-Op	\$55 to \$61 million
Artificial Lift / Other	\$36 to \$40 million
Capitalized G&A and Interest	\$17 to \$19 million
Midstream⁽³⁾	\$20 to \$30 million
Full Year 2021 CapEx⁽²⁾	\$545 to \$605 million

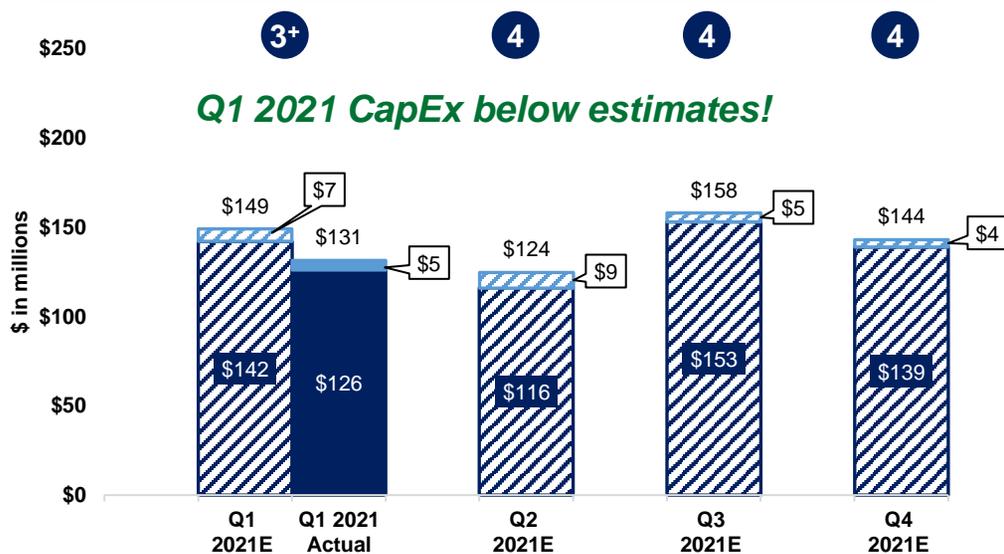
2021E Wells Turned to Sales

	Gross	Net
Operated	49	45.6
Non-Operated	76	7.0
Total	125	52.6

Matador expects to have **34 gross (31.2 net)** operated Delaware Basin wells in progress, but not yet turned to sales, at year-end 2021

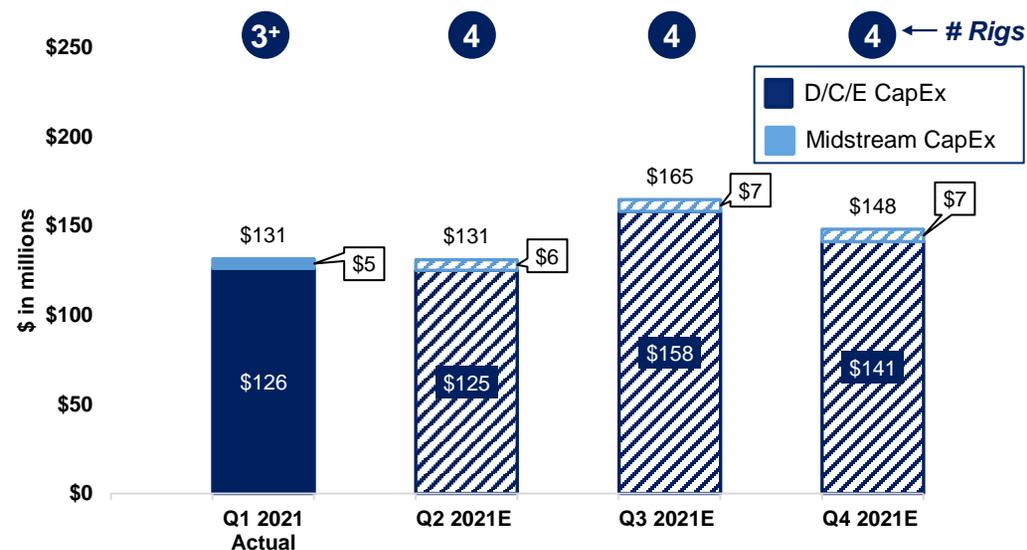
Original 2021E CapEx⁽²⁾⁽³⁾⁽⁴⁾ by Quarter

(Figures at midpoint of \$545 to \$605 million guidance range)



Updated 2021E CapEx⁽¹⁾⁽²⁾⁽³⁾ by Quarter

(Figures at midpoint of \$545 to \$605 million guidance range)



(1) As of and as updated on April 28, 2021.

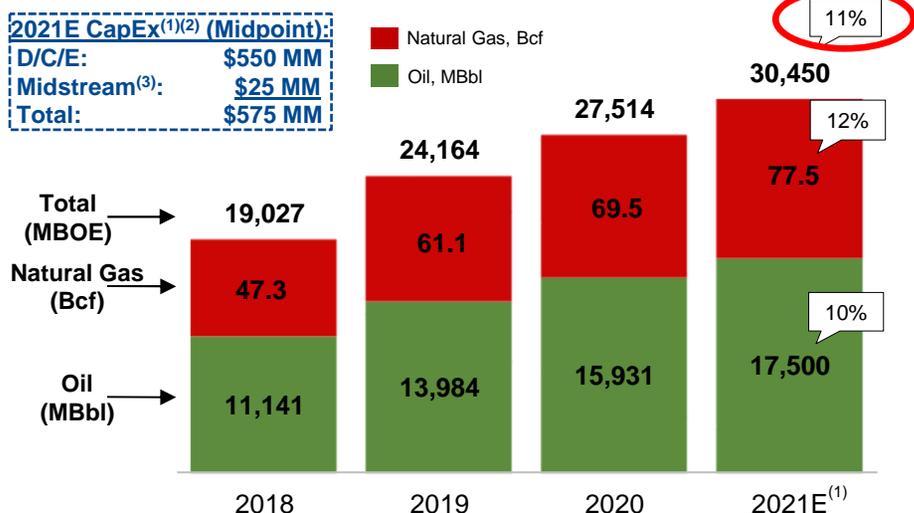
(2) Includes D/C/E capital expenditures and capital expenditures for various midstream projects; does not include any expenditures for land or seismic acquisitions.

(3) Reflects Matador's proportionate share of capital expenditures for San Mateo.

(4) As of and as provided on February 23, 2021.

2021 Oil and Natural Gas Production Estimates⁽¹⁾

Total Oil and Natural Gas Production



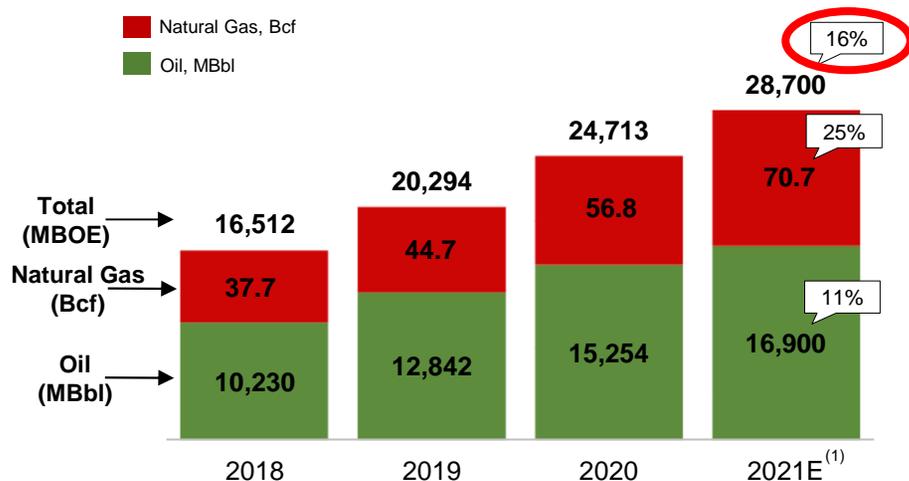
2021E Oil Production – 10% Growth YoY

- Estimated oil production of 17.2 to 17.8 million barrels
 - 10% increase from 2020 to midpoint of 2021 guidance range
- Average daily oil production of 47,900 Bbl/d, up from 43,500 Bbl/d in 2020
 - Delaware Basin ~46,300 Bbl/d (97%) – up 11% YoY
- Q2 2021 expected to be up 21 to 24% sequentially versus Q1 2021⁽⁴⁾

2021E Natural Gas Production – 12% Growth YoY

- Estimated natural gas production of 76.0 to 79.0 Bcf
 - 12% increase from 2020 to midpoint of 2021 guidance range
- Average daily natural gas production of 212 MMcf/d, up from 190 MMcf/d in 2020
 - Delaware Basin ~194 MMcf/d (91%) – up 25% YoY
- Q2 2021 expected to be up 16 to 19% sequentially versus Q1 2021⁽⁴⁾

Delaware Oil and Natural Gas Production



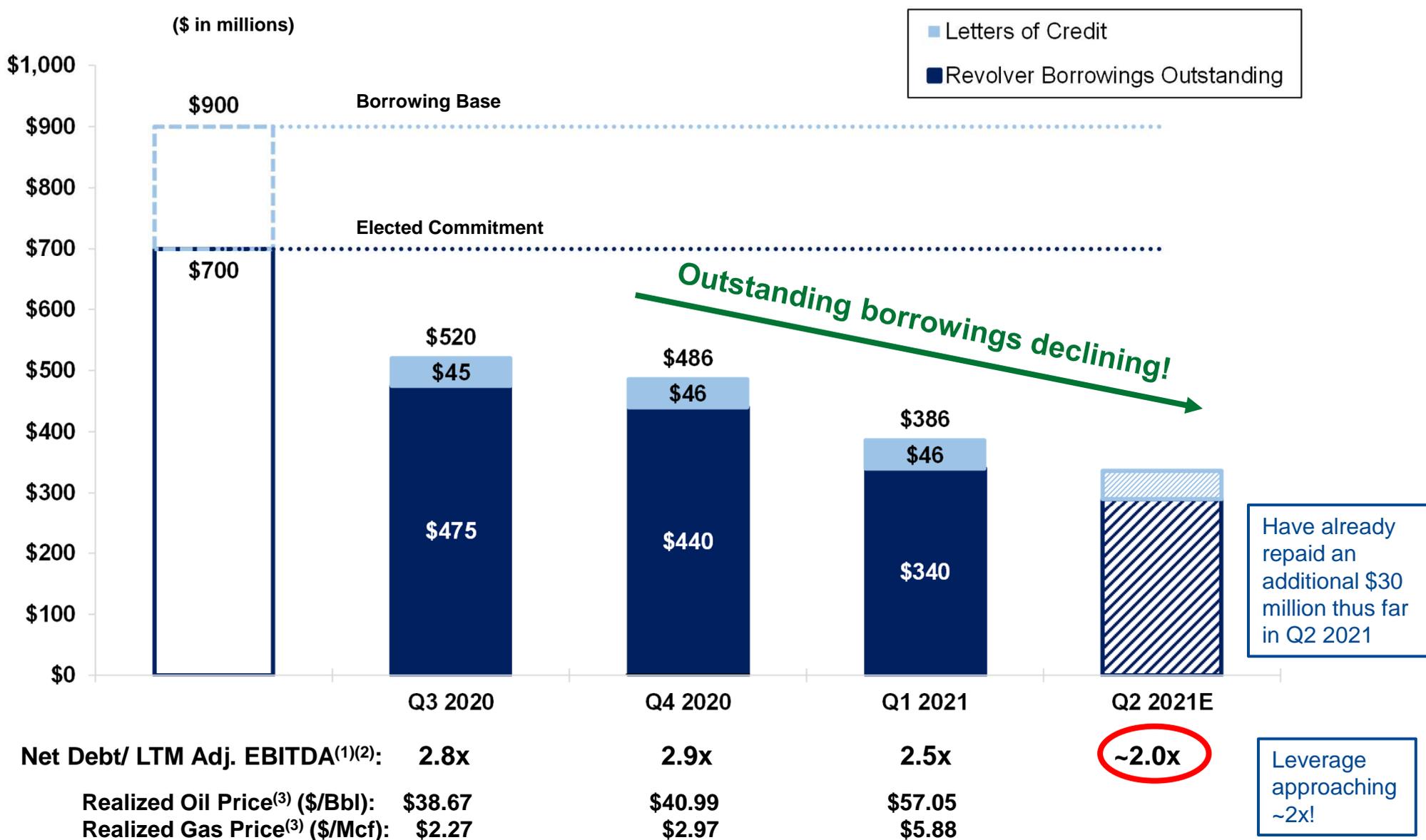
(1) At midpoint of 2021 guidance as of and as provided on February 23, 2021.

(2) Includes D/C/E capital expenditures and capital expenditures for various midstream projects; does not include any expenditures for land or seismic acquisitions.

(3) Reflects Matador's proportionate share of capital expenditures for San Mateo.

(4) As of and as updated on April 28, 2021.

Making Steady Progress on Paying Down Debt



(1) Adjusted EBITDA is a non-GAAP financial measure. Reflects calculation under the Credit Agreement. For a definition and reconciliation to the comparable GAAP measures, see Appendix.

(2) For purposes of the Credit Agreement, Net Debt at March 31, 2021 is calculated as (i) \$1.05 billion in senior notes outstanding, plus (ii) \$386 million in debt under the Credit Agreement, including outstanding borrowings and letters of credit, less (iii) \$18 million in available cash.

(3) Without realized derivatives.

Investment Highlights – Matador Resources Company

Positioned for Continued Free Cash Flow and Differentiated Growth

- Generated adjusted **free cash flow**⁽¹⁾ of **\$63.9 million** in Q1 2021 and **grew total production by ~14%** year-over-year in 2020

Returning Value to Shareholders

- Declared and paid first **quarterly cash dividend of \$0.025 per share in Q1 2021, equating to \$0.10 per share** on an annualized basis

Strong, Simple Balance Sheet

- At March 31, 2021, Matador had **~\$514 million** in potential borrowing capacity⁽²⁾ and no bond maturities **until 2026**
- Repaid a total of \$135 million** in borrowings in Q4 2020 and Q1 2021; Q1 2021 **leverage ratio reduced to 2.5x**⁽¹⁾⁽³⁾

High Quality E&P Assets and Rapidly Growing Midstream Business

- Strong well results across **~124,700 net acres** in the Delaware Basin⁽⁴⁾
- Delaware Basin midstream business (San Mateo JV) has grown its Adjusted EBITDA⁽¹⁾ at a **~56% CAGR** since its formation⁽⁵⁾

Step-Change in Capital Efficiency

- Expect to **reduce average D&C CapEx/ft**⁽⁶⁾ by **37%** and **increase average lateral length by 82%** from 2019 to year-end 2021

Focused on Environmental, Social and Governance (“ESG”) Initiatives

- 78% of oil and 98% of water** Matador produces from the Delaware Basin is transported on pipe⁽⁷⁾

Interests Aligned with Shareholders

- Matador Named Executive Officers (NEOs) hold on average **over 8x more** company stock than NEOs at peer companies⁽⁸⁾

(1) Adjusted EBITDA and adjusted free cash flow are non-GAAP financial measures. For definitions and reconciliations to the comparable GAAP measures, see Appendix.

(2) Potential borrowing capacity of \$514 million under Matador's reserves-based revolving credit agreement (the "Credit Agreement") at March 31, 2021 assuming full availability of \$900 million borrowing base and accounting for \$340 million in outstanding borrowings and \$46 million in outstanding letters of credit under the Credit Agreement.

(3) Defined as Net Debt / LTM Adjusted EBITDA as calculated under the Credit Agreement. For purposes of the Credit Agreement, Net Debt at March 31, 2021 is calculated as (i) \$1.05 billion in senior notes outstanding, plus (ii) \$386 million in debt under the Credit Agreement, including outstanding borrowings and letters of credit, less (iii) \$18 million in available cash.

(4) At December 31, 2020.

(5) Compares Q1 2017 results of San Mateo Q4 2020 results.

(6) Cost per completed lateral foot metric shown represents the drilling and completion (D&C) portion of operated horizontal well costs only. Excludes costs to equip wells, midstream capital expenditures, capitalized G&A or interest expenses and certain other capital expenditures. As of and as provided on February 23, 2021.

(7) Represents Matador's average gross operated oil and water transported on pipe in the Delaware Basin in Q4 2020.

(8) Source: Meridian Compensation Partners, LLC and 2020 peer group Proxy Statements. As compared to the 50th percentile of Matador's 2021 peer group (CPE, DVN, FANG, MRO, OAS, OVV, PDCE, PXD, SM and XEC) as determined by the Strategic Planning and Compensation Committee and Independent Board.

Matador Resources – 2021 Best Overall Investor Relations (Small Cap)!



Nasdaq MarketSite Tower in Times Square!

Annual Meeting of Shareholders

June 4, 2021



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Appendix

June 4, 2021

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Adjusted EBITDA & Adjusted Free Cash Flow Reconciliations

Adjusted EBITDA Reconciliation – This 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 the Company’s consolidated financial statements, such as securities 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, on a consolidated basis and for San Mateo, 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 impairment. Adjusted EBITDA for San Mateo includes the combined financial results of San Mateo Midstream, LLC and San Mateo Midstream II, LLC prior to their October 2020 merger. Adjusted EBITDA is not a measure of net income (loss) or net cash provided by operating activities as determined by GAAP. All references to Matador’s Adjusted EBITDA are those values attributable to Matador Resources Company shareholders after giving effect to Adjusted EBITDA attributable to third-party non-controlling interests, including in San Mateo. 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. This Appendix 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, preliminary or prospective in nature, and not based on historical fact, the table does not provide a reconciliation. The Company could not provide such reconciliation 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, including future income taxes, full-cost ceiling impairments, unrealized gains or losses on derivatives and gains or losses on asset sales and impairment. For the same reasons, the Company is unable to address the probable significance of the unavailable information, which could be material to future results.

Adjusted Free Cash Flow Reconciliation – This presentation includes the non-GAAP financial measure of adjusted free cash flow. This non-GAAP item is measured, on a consolidated basis for the Company and for San Mateo, as net cash provided by operating activities, adjusted for changes in working capital and cash performance incentives that are not included as operating cash flows, less cash flows used for capital expenditures, adjusted for changes in capital accruals. On a consolidated basis, these numbers are also adjusted for the cash flows related to non-controlling interest in subsidiaries that represent cash flows not attributable to Matador shareholders. Adjusted free cash flow should not be considered an alternative to, or more meaningful than, net cash provided by operating activities as determined in accordance with GAAP or as an indicator of the Company’s liquidity. Adjusted free cash flow is used by the Company, securities analysts and investors as an indicator of the Company’s ability to manage its operating cash flow, internally fund its D/C/E capital expenditures, pay dividends and service or incur additional debt, without regard to the timing of settlement of either operating assets and liabilities or accounts payable related to capital expenditures. Additionally, this non-GAAP financial measure may be different than similar measures used by other companies. The Company believes the presentation of adjusted free cash flow provides useful information to investors, as it provides them an additional relevant comparison of the Company’s performance, sources and uses of capital associated with its operations across periods and to the performance of the Company’s peers. In addition, this non-GAAP financial measure reflects adjustments for items of cash flows that are often excluded by securities analysts and other users of the Company’s financial statements in evaluating the Company’s cash spend. This Appendix reconciles adjusted free cash flow to its most directly comparable GAAP measure of net cash provided by operating activities. All references to Matador’s adjusted free cash flow are those values attributable to Matador shareholders after giving effect to adjusted free cash flow attributable to third-party non-controlling interests, including in San Mateo. Adjusted free cash flow for San Mateo includes the combined financial results of San Mateo Midstream, LLC and San Mateo Midstream II, LLC prior to their October 2020 merger.

Adjusted EBITDA Reconciliation – Matador Resources Company

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.

(In thousands)	1Q 2016	2Q 2016	3Q 2016	4Q 2016	1Q 2017	2Q 2017	3Q 2017	4Q 2017	1Q 2018	2Q 2018	3Q 2018	4Q 2018
Unaudited Adjusted EBITDA reconciliation to Net (Loss) Income:												
Net (loss) income attributable to Matador Resources Company shareholders	\$ (107,654)	\$ (105,853)	\$ 11,931	\$ 104,154	\$ 43,984	\$ 28,509	\$ 15,039	\$ 38,335	\$ 59,894	\$ 59,806	\$ 17,794	\$ 136,713
Net (loss) income attributable to non-controlling interest in subsidiaries	(13)	106	116	155	1,916	3,178	2,940	4,106	5,030	5,831	7,321	7,375
Net (loss) income	(107,667)	(105,747)	12,047	104,309	45,900	31,687	17,979	42,441	64,924	65,637	25,115	144,088
Interest expense	7,197	6,167	6,880	7,955	8,455	9,224	8,550	8,336	8,491	8,004	10,340	14,492
Total income tax (benefit) provision	-	-	(1,141)	105	-	-	-	(8,157)	-	-	-	(7,691)
Depletion, depreciation and amortization	28,923	31,248	30,015	31,863	33,992	41,274	47,800	54,436	55,369	66,838	70,457	72,478
Accretion of asset retirement obligations	264	289	276	354	300	314	323	353	364	375	387	404
Full-cost ceiling impairment	80,462	78,171	-	-	-	-	-	-	-	-	-	-
Unrealized loss (gain) on derivatives	6,839	26,625	(3,203)	10,977	(20,631)	(13,190)	12,372	11,734	(10,416)	(1,429)	21,337	(74,577)
Non-cash stock-based compensation expense	2,243	3,310	3,584	3,224	4,166	7,026	1,296	4,166	4,179	4,766	4,842	3,413
Net (gain) loss on asset sales and impairment	(1,065)	(1,002)	(1,073)	(104,137)	(7)	-	(16)	-	-	-	196	-
Prepayment premium on extinguishment of debt	-	-	-	-	-	-	-	-	-	-	31,226	-
Consolidated Adjusted EBITDA	17,196	39,061	47,385	54,650	72,175	76,335	88,304	113,309	122,911	144,191	163,900	152,607
Adjusted EBITDA attributable to non-controlling interest in subsidiaries	4	(115)	(125)	(164)	(2,216)	(3,683)	(3,471)	(4,690)	(5,657)	(6,853)	(8,508)	(9,368)
Adjusted EBITDA attributable to Matador Resources Company shareholders	\$ 17,200	\$ 38,946	\$ 47,260	\$ 54,486	\$ 69,959	\$ 72,652	\$ 84,833	\$ 108,619	\$ 117,254	\$ 137,338	\$ 155,392	\$ 143,239

(In thousands)	1Q 2016	2Q 2016	3Q 2016	4Q 2016	1Q 2017	2Q 2017	3Q 2017	4Q 2017	1Q 2018	2Q 2018	3Q 2018	4Q 2018
Unaudited Adjusted EBITDA reconciliation to Net Cash Provided by Operating Activities:												
Net cash provided by operating activities	\$ 18,358	\$ 31,242	\$ 46,862	\$ 37,624	\$ 61,309	\$ 59,933	\$ 101,274	\$ 76,609	\$ 136,149	\$ 118,059	\$ 165,111	\$ 189,205
Net change in operating assets and liabilities	(8,059)	1,944	(4,909)	9,215	2,455	7,198	(21,481)	36,886	(21,364)	18,174	(11,111)	(50,129)
Interest expense, net of non-cash portion	6,897	5,875	6,573	7,706	8,411	9,204	8,511	7,971	8,126	7,958	9,900	13,986
Current income tax (benefit) provision	-	-	(1,141)	105	-	-	-	(8,157)	-	-	-	(455)
Adjusted EBITDA attributable to non-controlling interest in subsidiaries	4	(115)	(125)	(164)	(2,216)	(3,683)	(3,471)	(4,690)	(5,657)	(6,853)	(8,508)	(9,368)
Adjusted EBITDA attributable to Matador Resources Company shareholders	\$ 17,200	\$ 38,946	\$ 47,260	\$ 54,486	\$ 69,959	\$ 72,652	\$ 84,833	\$ 108,619	\$ 117,254	\$ 137,338	\$ 155,392	\$ 143,239

(In thousands)	1Q 2019	2Q 2019	3Q 2019	4Q 2019	1Q 2020	2Q 2020	3Q 2020	4Q 2020	1Q 2021
Unaudited Adjusted EBITDA reconciliation to Net (Loss) Income:									
Net (loss) income attributable to Matador Resources Company shareholders	\$ (16,947)	\$ 36,752	\$ 43,953	\$ 24,019	\$ 125,729	\$ (353,416)	\$ (276,064)	\$ (89,454)	\$ 60,645
Net (loss) income attributable to non-controlling interest in subsidiaries	7,462	8,320	9,800	9,623	9,354	7,473	9,957	12,861	8,853
Net (loss) income	(9,485)	45,072	53,753	33,642	135,083	(345,943)	(266,107)	(76,593)	69,498
Interest expense	17,929	18,068	18,175	19,701	19,812	18,297	18,231	20,352	19,650
Total income tax (benefit) provision	(1,013)	12,858	13,490	10,197	39,957	(109,823)	26,497	(2,230)	2,840
Depletion, depreciation and amortization	76,866	80,132	92,498	101,043	90,707	93,350	88,025	89,749	74,863
Accretion of asset retirement obligations	414	420	520	468	476	495	478	499	500
Full-cost ceiling impairment	-	-	-	-	-	324,001	251,163	109,579	-
Unrealized loss (gain) on derivatives	45,719	(6,157)	(9,847)	24,012	(136,430)	132,668	13,033	22,737	43,423
Non-cash stock-based compensation expense	4,587	4,490	4,664	4,765	3,794	3,286	3,369	3,176	855
Net (gain) loss on asset sales and impairment	-	368	439	160	-	2,632	-	200	-
Prepayment premium on extinguishment of debt	-	-	-	-	-	-	-	-	-
Consolidated Adjusted EBITDA	135,017	155,251	173,692	193,988	153,399	118,963	134,689	167,469	211,629
Adjusted EBITDA attributable to non-controlling interest in subsidiaries	(10,178)	(11,147)	(12,903)	(12,964)	(12,823)	(11,369)	(13,701)	(17,350)	(13,514)
Adjusted EBITDA attributable to Matador Resources Company shareholders	\$ 124,839	\$ 144,104	\$ 160,789	\$ 181,024	\$ 140,576	\$ 107,594	\$ 120,988	\$ 150,119	\$ 198,115

(In thousands)	1Q 2019	2Q 2019	3Q 2019	4Q 2019	1Q 2020	2Q 2020	3Q 2020	4Q 2020	1Q 2021
Unaudited Adjusted EBITDA reconciliation to Net Cash Provided by Operating Activities:									
Net cash provided by operating activities	\$ 59,240	\$ 135,257	\$ 158,630	\$ 198,915	\$ 109,372	\$ 101,013	\$ 109,574	\$ 157,623	\$ 169,395
Net change in operating assets and liabilities	58,491	2,472	(2,488)	(23,958)	24,899	368	7,599	(9,788)	23,308
Interest expense, net of non-cash portion	17,286	17,522	17,550	19,031	19,128	17,582	17,516	19,634	18,926
Current income tax (benefit) provision	-	-	-	-	-	-	-	-	-
Adjusted EBITDA attributable to non-controlling interest in subsidiaries	(10,178)	(11,147)	(12,903)	(12,964)	(12,823)	(11,369)	(13,701)	(17,350)	(13,514)
Adjusted EBITDA attributable to Matador Resources Company shareholders	\$ 124,839	\$ 144,104	\$ 160,789	\$ 181,024	\$ 140,576	\$ 107,594	\$ 120,988	\$ 150,119	\$ 198,115

Adjusted EBITDA Reconciliation

San Mateo⁽¹⁾



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 (used in) operating activities, respectively, for San Mateo Midstream, LLC.

(In thousands)

	Year Ended December 31,					
	2015	2016	2017	2018	2019	2020
Unaudited Adjusted EBITDA reconciliation to Net Income:						
Net income	\$ 2,719	\$ 10,174	\$ 26,391	\$52,158	\$ 71,850	\$ 80,910
Total income tax provision	647	97	269	—	—	—
Depletion, depreciation and amortization	562	1,739	4,231	9,459	15,068	22,485
Interest expense	—	—	—	333	9,282	7,884
Accretion of asset retirement obligations	16	47	30	61	110	200
Net loss on impairment	—	—	—	—	—	1,261
Adjusted EBITDA (Non-GAAP)	\$ 3,944	\$ 12,057	\$ 30,921	\$62,011	\$ 96,310	\$ 112,740

(In thousands)

	Year Ended December 31,					
	2015	2016	2017	2018	2019	2020
Unaudited Adjusted EBITDA reconciliation to Net Cash Provided by Operating Activities:						
Net cash provided by operating activities	\$ 13,916	\$ 6,694	\$ 21,308	\$ 35,702	\$ 106,650	\$ 96,334
Net change in operating assets and liabilities	(10,007)	5,266	9,344	25,989	(19,137)	9,206
Interest expense, net of non-cash portion	—	—	—	320	8,797	7,200
Current income tax provision	35	97	269	—	—	—
Adjusted EBITDA (Non-GAAP)	\$ 3,944	\$ 12,057	\$ 30,921	\$ 62,011	\$ 96,310	\$ 112,740

(1) Pro forma for February 2017 San Mateo I transaction and the purchase of the non-controlling interest in Fulcrum Delaware Water Resources, LLC not previously owned by Matador.

Adjusted EBITDA Reconciliation – San Mateo⁽¹⁾ (100%)

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 (used in) operating activities, respectively, for San Mateo Midstream, LLC.

	Three Months Ended											
	3/31/2017	6/30/2017	9/30/2017	12/31/2017	3/31/2018	6/30/2018	9/30/2018	12/31/2018	3/31/2019	6/30/2019	9/30/2019	12/31/2019
<i>(In thousands)</i>												
Unaudited Adjusted EBITDA reconciliation to												
Net Income (Loss):												
Net income	\$ 5,741	\$ 6,422	\$ 5,937	\$ 8,291	\$ 10,266	\$ 11,901	\$ 14,940	\$ 15,051	\$ 15,229	\$ 16,979	\$ 20,000	\$ 19,642
Total income tax provision	54	64	63	88	–	–	–	–	–	–	–	–
Depletion, depreciation and amortization	951	1,016	1,083	1,181	1,268	2,086	2,392	3,713	3,406	3,565	3,848	4,249
Interest expense	–	–	–	–	–	–	–	333	2,142	2,180	2,458	2,502
Accretion of asset retirement obligations	–	9	10	11	11	12	18	20	–	25	27	58
Net loss on impairment	–	–	–	–	–	–	–	–	–	–	–	–
Adjusted EBITDA (Non-GAAP)	\$ 6,746	\$ 7,511	\$ 7,093	\$ 9,571	\$ 11,545	\$ 13,999	\$ 17,350	\$ 19,117	\$ 20,777	\$ 22,749	\$ 26,333	\$ 26,451

	Three Months Ended											
	3/31/2017	6/30/2017	9/30/2017	12/31/2017	3/31/2018	6/30/2018	9/30/2018	12/31/2018	3/31/2019	6/30/2019	9/30/2019	12/31/2019
<i>(In thousands)</i>												
Unaudited Adjusted EBITDA reconciliation to												
Net Cash Provided by (Used in) Operating Activities:												
Net cash (used in) provided by operating activities	\$ (1,064)	\$ 2,630	\$ 22,509	\$ (2,767)	\$ 10,385	\$ (160)	\$ 2,093	\$ 23,070	\$ 32,616	\$ 18,650	\$ 31,550	\$ 23,834
Net change in operating assets and liabilities	7,756	4,817	(15,479)	12,250	1,160	14,159	15,257	(4,273)	(13,899)	2,031	(7,468)	199
Interest expense, net of non-cash portion	–	–	–	–	–	–	–	320	2,060	2,068	2,251	2,418
Current income tax provision	54	64	63	88	–	–	–	–	–	–	–	–
Adjusted EBITDA (Non-GAAP)	\$ 6,746	\$ 7,511	\$ 7,093	\$ 9,571	\$ 11,545	\$ 13,999	\$ 17,350	\$ 19,117	\$ 20,777	\$ 22,749	\$ 26,333	\$ 26,451

	Three Months Ended				
	3/31/2020	6/30/2020	9/30/2020	12/31/2020	3/31/2021
<i>(In thousands)</i>					
Unaudited Adjusted EBITDA reconciliation to					
Net Income (Loss):					
Net income	\$ 19,088	\$ 15,252	\$ 20,323	\$ 26,247	\$ 18,068
Total income tax provision	–	–	–	–	–
Depletion, depreciation and amortization	4,600	4,786	5,822	7,277	7,523
Interest expense	2,437	1,854	1,766	1,827	1,928
Accretion of asset retirement obligations	45	49	50	56	60
Net loss on impairment	–	1,261	–	–	–
Adjusted EBITDA (Non-GAAP)	\$ 26,170	\$ 23,202	\$ 27,961	\$ 35,407	\$ 27,579

	Three Months Ended				
	3/31/2020	6/30/2020	9/30/2020	12/31/2020	3/31/2021
<i>(In thousands)</i>					
Unaudited Adjusted EBITDA reconciliation to					
Net Cash Provided by (Used in) Operating Activities:					
Net cash (used in) provided by operating activities	\$ 25,244	\$ 20,164	\$ 24,795	\$ 26,131	\$ 41,198
Net change in operating assets and liabilities	(1,341)	1,354	1,477	7,716	(15,308)
Interest expense, net of non-cash portion	2,267	1,684	1,689	1,560	1,689
Current income tax provision	–	–	–	–	–
Adjusted EBITDA (Non-GAAP)	\$ 26,170	\$ 23,202	\$ 27,961	\$ 35,407	\$ 27,579

(1) Pro forma for February 2017 San Mateo I transaction and the purchase of the non-controlling interest in Fulcrum Delaware Water Resources, LLC not previously owned by Matador.

Adjusted Free Cash Flow Reconciliation

Matador Resources Company

The following table presents the calculation of adjusted free cash flow and the reconciliation of adjusted free cash flow to the GAAP financial measure of net cash provided by operating activities.

	Three Months Ended		
	March 31, 2021	December 31, 2020	March 31, 2020
<i>(In thousands)</i>			
Net cash provided by operating activities	\$ 169,395	\$ 157,623	\$ 109,372
Net change in operating assets and liabilities	23,308	(9,788)	\$ 24,899
San Mateo discretionary cash flow attributable to non-controlling interest in subsidiaries ⁽¹⁾	(12,686)	(16,585)	\$ (11,712)
Performance incentives received from Five Point	15,376	-	14,700
Total discretionary cash flow	195,393	131,250	137,259
Drilling, completion and equipping capital expenditures	85,986	70,531	133,170
Midstream capital expenditures	16,380	36,417	73,439
Expenditures for other property and equipment	133	404	787
Net change in capital accruals	33,376	(30,753)	30,135
San Mateo accrual-based capital expenditures related to non-controlling interest in subsidiaries ⁽²⁾	(4,356)	(6,083)	(47,485)
Total accrual-based capital expenditures⁽³⁾	131,519	70,516	190,046
Adjusted free cash flow	\$ 63,874	\$ 60,734	\$ (52,787)

San Mateo (100%)

The following table presents the calculation of adjusted free cash flow and the reconciliation of adjusted free cash flow to the GAAP financial measure of net cash provided by operating activities for San Mateo Midstream, LLC.

	Three Months Ended		
	March 31, 2021	December 31, 2020	March 31, 2020
<i>(In thousands)</i>			
Net cash provided by San Mateo operating activities	\$ 41,198	\$ 26,131	\$ 25,244
Net change in San Mateo operating assets and liabilities	(15,308)	7,716	(1,341)
Total San Mateo discretionary cash flow	25,890	33,847	23,903
San Mateo capital expenditures	15,332	36,333	73,670
Net change in San Mateo capital accruals	(6,442)	(23,919)	(4,819)
San Mateo accrual-based capital expenditures	8,890	12,414	68,851
San Mateo adjusted free cash flow	\$ 17,000	\$ 21,433	\$ (44,948)

(1) Represents Five Point's 49% interest in San Mateo discretionary cash flow, as computed below.

(2) Represents Five Point's 49% interest in accrual-based San Mateo capital expenditures, and for the three months ended December 31, 2019, amounts related to Five Point's \$50 million carry of Matador's proportionate interest in San Mateo II.

(3) Represents drilling, completion and equipping costs, Matador's share of San Mateo capital expenditures plus 100% of other immaterial midstream capital expenditures not associated with San Mateo.