

CIMAREX ENERGY CO
Form S-4
December 14, 2018

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As filed with the Securities and Exchange Commission on December 14, 2018

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Cimarex Energy Co.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1311
(Primary Standard Industrial
Classification Code Number)
1700 Lincoln Street, Suite 3700
Denver, Colorado 80203
(303) 295-3995

45-0466694
(I.R.S. Employer
Identification Number)

(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

Francis B. Barron
Senior Vice President - General Counsel
Cimarex Energy Co.
1700 Lincoln Street, Suite 3700
Denver, Colorado 80203
(303) 295-3995

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Christine B. LaFollette
Akin Gump Strauss Hauer & Feld LLP
1111 Louisiana St., 44th Floor

Michael N. Stefanoudakis
Resolute Energy Corporation
1700 Lincoln Street, Suite 2800

Ronald R. Levine, II
Arnold & Porter Kaye Scholer LLP
370 17th Street, Suite 4400

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Houston, Texas 77002
(713) 220-5896

Denver, Colorado 80203
(303) 534-4600

Denver, Colorado 80202
(303) 863-2335

Approximate date of commencement of proposed sale of the securities to the public:

As soon as practicable after this Registration Statement becomes effective and all other conditions to the proposed merger contemplated by the Agreement and Plan of Merger, dated as of November 18, 2018, described in the enclosed proxy statement/prospectus, have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input type="checkbox"/>
			Emerging growth company <input type="checkbox"/>

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

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee(6)
Common Stock, par value \$0.01 per share	6,510,315(1)	N/A	\$490,103,617.31(4)	\$59,400.56
8 1/8% Series A Cumulative Perpetual Convertible Preferred Stock, par value \$0.01 per share	62,500(2)	N/A	\$62,500,000.00(5)	\$7,575.00
Common Stock, par value \$0.01 per share, issuable upon conversion of the registrant's 8 1/8% Series A Cumulative Perpetual Convertible Preferred Stock, par value \$0.01 per share	(3)			(7)

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- (1) Represents the maximum number of shares of common stock, par value \$0.01 per share, of the registrant estimated to be issuable upon completion of the merger with Resolute Energy Corporation ("Resolute") described in the proxy statement/prospectus.
 - (2) Represents the maximum number of shares of 8¹/₈% Series A Cumulative Perpetual Convertible Preferred Stock, par value \$0.01 per share, of the registrant ("Cimarex Preferred Stock") estimated to be issuable upon completion of the merger with Resolute described in the proxy statement/prospectus. This number is based on the number of shares of 8¹/₈% Series B Cumulative Perpetual Convertible Preferred Stock, par value \$0.0001 per share, of Resolute ("Resolute Preferred Stock"), and the exchange of each such share of Resolute Preferred Stock for one share of Cimarex Preferred Stock pursuant to the terms of the merger agreement.
 - (3) Includes 959,644 shares of common stock of the registrant issuable upon conversion of 62,500 shares of Cimarex Preferred Stock at the initial maximum conversion rate of 15.3543 shares of common stock per share of Cimarex Preferred Stock. Under Rule 416 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), the number of shares of common stock whose offer and sale are registered hereby includes an indeterminate number of shares of common stock that may be issued in connection with stock splits, stock dividends, or similar transactions.
 - (4) Pursuant to Rules 457(c), 457(f)(1) and 457(f)(3) promulgated under the Securities Act, and solely for the purpose of calculating the registration fee, the proposed aggregate maximum offering price of the common stock is (a) the product of (x) \$31.81 (the average of the high and low prices of Resolute common stock, as quoted on the New York Stock Exchange, on December 11, 2018, rounded to the nearest cent) *multiplied by* (y) 27,518,451, the estimated number of shares of Resolute common stock that may be exchanged or converted for shares of common stock of the registrant being registered as merger consideration (including shares to be issued to equity award holders) that will be converted into a right to receive merger consideration, *less* (b) \$385,258,308.69, the estimated amount of cash to be paid by the registrant as merger consideration (including cash paid to equity award holders).
 - (5) Pursuant to Rule 457(f)(2) promulgated under the Securities Act, and solely for the purpose of calculating the registration fee, the proposed aggregate maximum offering price of the Cimarex Preferred Stock was calculated based upon the liquidation preference per share of Resolute Preferred Stock to be exchanged in the merger, as disclosed in Resolute's Form 10-Q for the quarter ended September 30, 2018.
 - (6) The registration fee for the securities registered hereby has been calculated pursuant to Section 6(b) of the Securities Act by multiplying the proposed maximum aggregate offering price for the securities by 0.0001212.
 - (7) Under Rule 457(i) promulgated under the Securities Act, there is no additional filing fee payable with respect to the shares of common stock issuable upon conversion of Cimarex Preferred Stock because no additional consideration will be received in connection with the exercise of the conversion privilege.
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The information in this proxy statement/prospectus is not complete and may be changed. We may not sell the securities offered by this proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction where an offer, solicitation or sale is not permitted.

PRELIMINARY SUBJECT TO COMPLETION DATED DECEMBER 14, 2018

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PROPOSED MERGER YOUR VOTE IS VERY IMPORTANT

Dear Stockholders:

Each of the boards of directors of Cimarex Energy Co. ("Cimarex") and Resolute Energy Corporation ("Resolute") has unanimously approved a transaction for the combination of Cimarex and Resolute, as described below (the "merger"). Resolute is sending you this proxy statement/prospectus to invite you to attend a special meeting of Resolute stockholders being held to vote on the merger (the "Resolute special meeting") and to ask you to vote at the Resolute special meeting in favor of adopting the agreement and plan of merger.

Cimarex and Resolute entered into an agreement and plan of merger on November 18, 2018 (as it may be amended from time to time, the "merger agreement") pursuant to which, subject to Resolute stockholder approval and certain other customary closing conditions, Cimarex and Resolute will combine their businesses through the merger and Resolute will become a wholly owned subsidiary of Cimarex.

If the merger is completed, at the effective time of the merger, each share of common stock, par value \$0.0001 per share, of Resolute ("Resolute common share") issued and outstanding immediately prior to the effective time (other than Resolute common shares held in treasury and Resolute common shares held by stockholders who properly comply in all respects with the provisions of Section 262 of the General Corporation Law of the State of Delaware ("DGCL") as to appraisal rights, but including each Resolute equity award that has been converted into the right to receive the merger consideration), will be cancelled and extinguished and automatically converted into the right to receive, at the election of the Resolute stockholder (including the holder of each Resolute equity award), one of the following forms of consideration (the "merger consideration"), subject to proration as described below:

an amount in cash equal to \$14.00, without interest, and 0.2366 validly issued, fully paid and non-assessable shares of common stock of Cimarex, par value \$0.01 per share ("Cimarex common stock" or "Cimarex common shares") (such consideration, the "mixed election consideration");

an amount of cash equal to \$35.00, without interest (such consideration, the "cash election consideration"); or

0.3943 validly issued, fully paid and non-assessable shares of Cimarex common stock (such consideration, the "stock election consideration").

The merger consideration is subject to proration so that the aggregate merger consideration paid in respect of all Resolute common shares (including each Resolute equity award that has been converted) consists of 60% Cimarex common shares and 40% cash, based on the closing sale prices for the Cimarex shares on November 16, 2018. No fractional Cimarex common shares will be issued in the merger, and holders of Resolute common shares will, instead, receive cash in lieu of fractional Cimarex common shares, if any. The merger consideration will also be adjusted appropriately to fully reflect the effect of any subdivisions, reclassifications, splits, share distributions, combinations or exchanges of Resolute common shares or Cimarex common shares.

Also in the merger, each share of Resolute 8¹/₈% Series B Cumulative Perpetual Convertible Preferred Stock, par value \$0.0001 per share, issued and outstanding immediately prior to the effective time of the merger will be exchanged for one share of newly issued Cimarex 8¹/₈% Series A Cumulative Perpetual Convertible Preferred Stock, par value \$0.01 per share. But for the par value of the securities, the Cimarex preferred stock to be issued in connection with the merger will have terms that are substantially similar to the terms of the outstanding Resolute preferred stock.

Holders of Resolute preferred stock are not, as such, entitled to and are not being requested to vote at the Resolute special meeting.

Upon completion of the merger, Resolute's former stockholders will own approximately 5.6% of the then outstanding Cimarex common shares, based on the number of shares of Cimarex and Resolute outstanding on November 16, 2018. The value of the merger consideration (except for the cash election consideration and the cash portion of the mixed election consideration) to be received in exchange for each Resolute common share will fluctuate with the market value of the

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Cimarex common shares until the merger is completed.

Based on the closing sale price for the Cimarex common shares on November 16, 2018, the last trading day before public announcement of the merger, the stock election consideration represented approximately \$35.00 in value for each Resolute common share and the mixed election consideration represented approximately \$35.00 in value for each Resolute common share.

Cimarex common shares are listed on the New York Stock Exchange (the "NYSE") under the symbol "XEC." Resolute common shares are listed on the NYSE under the symbol "REN." We urge you to obtain current market quotations for the shares of common stock of Cimarex and Resolute.

Your vote is very important regardless of the number of Resolute common shares you own. The merger cannot be completed unless Resolute stockholders adopt the merger agreement at the Resolute special meeting. Information about this meeting, the merger and the other business to be considered by Resolute stockholders at the Resolute special meeting is contained in this proxy statement/prospectus. We urge you to read this proxy statement/prospectus carefully. You should also carefully consider the risks that are described in the "Risk Factors" section beginning on page 28.

Whether or not you plan to attend the Resolute special meeting, please submit your proxy as soon as possible to make sure that your shares are represented at that meeting.

The Resolute board of directors recommends that Resolute stockholders vote "FOR" the proposal to adopt the merger agreement, which is necessary to complete the merger.

Richard F. Betz
Chief Executive Officer
Resolute Energy Corporation

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the merger or the other transactions described in this proxy statement/prospectus or the securities to be issued in connection with the merger or determined if this proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

This proxy statement/prospectus is dated _____, and is first being mailed to stockholders of Resolute on or about _____.

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1700 Lincoln Street, Suite 2800
Denver, Colorado 80203

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON

To the stockholders of Resolute Energy Corporation:

Notice is hereby given that a special meeting of stockholders of Resolute Energy Corporation will be held on _____ at _____, Mountain time, at the offices of Arnold & Porter, 370 17th Street, Suite 4400, Denver, CO 80202, for the following purposes:

1. **Merger Proposal:** To consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated as of November 18, 2018, as it may be amended from time to time, by and among Cimarex Energy Co., CR Sub 1 Inc., CR Sub 2 LLC and Resolute Energy Corporation, a copy of which is attached as Annex A to the proxy statement/prospectus accompanying this notice;
2. **Adjournment Proposal:** To consider and vote on a proposal to approve the adjournment of the Resolute special meeting, *if* necessary to solicit additional proxies if there are not sufficient votes to approve the merger proposal at the time of the Resolute special meeting; and
3. **Advisory Compensation Proposal:** To consider and vote on a proposal to approve, on an advisory (non-binding) basis, the payments that will or may be paid to Resolute's named executive officers in connection with the merger.

Approval of the merger proposal by the common stockholders is required for completion of the merger. Neither the adjournment proposal nor the advisory compensation proposal is a condition to the obligations of Cimarex or Resolute to complete the merger. Holders of Resolute preferred stock are not, as such, entitled to and are not being requested to vote at the Resolute special meeting.

Resolute will transact no other business at the Resolute special meeting, except for business properly brought before the Resolute special meeting or any adjournment or postponement thereof.

The accompanying proxy statement/prospectus further describes the matters to be considered at the Resolute special meeting.

The Resolute board of directors has set _____ as the record date (the "record date") for the Resolute special meeting. Only Resolute stockholders of record at the close of business on the record date will be entitled to notice of and to vote at the Resolute special meeting and any adjournments thereof.

Your vote is very important. To ensure your representation at the Resolute special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the internet. Please submit your proxy promptly, whether or not you expect to attend the Resolute special meeting. Submitting a proxy now will not prevent you from being able to vote in person at the Resolute special meeting.

The Resolute board of directors has unanimously approved the merger agreement and the transactions contemplated thereby and recommends that you vote "FOR" the merger proposal, "FOR" the adjournment proposal, if necessary, and "FOR" the advisory compensation proposal.

By Order of the Board of Directors of Resolute Energy Corporation,

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Michael N. Stefanoudakis

Executive Vice President, Corporate Development / Strategy, General Counsel and Secretary

Denver, Colorado

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PLEASE SUBMIT YOUR PROXY PROMPTLY FOLLOWING THE INSTRUCTIONS ON THE ENCLOSED PROXY CARD. IF YOU HAVE QUESTIONS ABOUT THE PROPOSALS OR ABOUT SUBMITTING A PROXY FOR YOUR SHARES, YOU SHOULD CONTACT MACKENZIE PARTNERS, INC., RESOLUTE'S PROXY SOLICITOR TOLL-FREE AT (800) 322-2885 OR COLLECT AT (212) 929-5500, OR BY EMAIL AT PROXY@MACKENZIEPARTNERS.COM.

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ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates by reference important business and financial information about Cimarex and Resolute from other documents that are not included in or delivered with this proxy statement/prospectus. For a listing of the documents incorporated by reference into this proxy statement/prospectus, see "Where You Can Find More Information" beginning on page 177.

You can obtain any of the documents incorporated by reference into this proxy statement/prospectus free of charge by requesting them in writing or by telephone from MacKenzie Partners, Inc., Resolute's proxy solicitor, at the following address: 1407 Broadway, 27th Floor, New York, New York 10018, or telephone number: toll-free at (800) 322-2885 or collect at (212) 929-5500, or email address: proxy@mackenziepartners.com.

To receive timely delivery of the documents in advance of the Resolute special meeting, you should make your request no later than

You may also obtain any of the documents incorporated by reference into this proxy statement/prospectus without charge through the website of the U.S. Securities and Exchange Commission (the "SEC") at www.sec.gov. In addition, you may obtain copies of documents filed by Cimarex with the SEC by accessing Cimarex's website at www.cimarex.com under the tab "Investors Relations" and then under the heading "Financial Information." You may also obtain copies of documents filed by Resolute with the SEC by accessing Resolute's website at www.resoluteenergy.com under the tab "Investors" and then under the heading "SEC Filings."

The contents of the websites of the SEC, Cimarex, Resolute or any other entity into this proxy statement/prospectus are not being incorporated. This information has been provided only for your convenience and to inform you how you can obtain certain documents that are incorporated by reference into this proxy statement/prospectus at these websites.

ABOUT THIS DOCUMENT

This document, which forms part of a registration statement on Form S-4 filed with the SEC by Cimarex (File No. 333-), constitutes a prospectus of Cimarex under Section 5 of the Securities Act of 1933, as amended (the "Securities Act"), with respect to the Cimarex common shares and preferred shares to be issued pursuant to the merger agreement and the Cimarex common shares issuable upon the conversion of such preferred shares. This document also constitutes a notice of meeting and a proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), with respect to the Resolute special meeting, at which Resolute stockholders will be asked to consider and vote on, among other matters, a proposal to adopt the merger agreement.

You should rely only on the information contained in or incorporated by reference into this proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this proxy statement/prospectus. This proxy statement/prospectus is dated . The information contained in this proxy statement/prospectus is accurate only as of that date or, in the case of information in a document incorporated by reference, as of the date of such document, unless the information specifically indicates that another date applies. Neither the mailing of this proxy statement/prospectus to Resolute stockholders nor the issuance by Cimarex of Cimarex common shares and preferred shares pursuant to the merger agreement will create any implication to the contrary.

This proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction in which or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction.

The information concerning Cimarex contained in this proxy statement/prospectus or incorporated by reference has been provided by Cimarex, and the information concerning Resolute contained in this proxy statement/prospectus or incorporated by reference has been provided by Resolute.

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QUESTIONS AND ANSWERS ABOUT THE RESOLUTE SPECIAL MEETING

The following questions and answers briefly address some commonly asked questions about the Resolute special meeting. They may not include all the information that is important to Resolute stockholders. Resolute stockholders should carefully read this entire proxy statement/prospectus, including the annexes and the other documents referred to herein.

Q: Why am I receiving this proxy statement/prospectus?

A: Cimarex Energy Co. ("Cimarex") and Resolute Energy Corporation ("Resolute") have agreed to a merger, pursuant to which Resolute will become a wholly owned subsidiary of Cimarex, as more fully described below. Resolute is sending this proxy statement/prospectus to its stockholders to help them decide how to vote their Resolute common shares with respect to the merger and other matters to be considered at the Resolute special meeting.

The merger cannot be completed unless Resolute stockholders adopt the Agreement and Plan of Merger, by and among Cimarex, Resolute, CR Sub 1 Inc. ("Merger Sub 1"), a wholly owned subsidiary of Cimarex, and CR Sub 2 LLC ("Merger Sub 2" and together with Merger Sub 1, the "Merger Subs"), a wholly owned subsidiary of Cimarex, dated as of November 18, 2018 (as it may be amended from time to time, the "merger agreement"). Information about the Resolute special meeting, the merger and the other business to be considered by stockholders at the Resolute special meeting is contained in this proxy statement/prospectus. Holders of Resolute 8¹/₈% Series B Cumulative Perpetual Convertible Preferred Stock, par value \$0.0001 per share (the "Resolute preferred stock"), are not, as such, entitled to and are not being requested to vote at the Resolute special meeting.

This document constitutes both a proxy statement of Resolute and a prospectus of Cimarex. It is a proxy statement because the board of directors of Resolute (the "Resolute board") is soliciting proxies from its common stockholders. It is a prospectus because, pursuant to the merger, Cimarex will issue (i) shares of its common stock as part of the total merger consideration payable by Cimarex in exchange for all of the outstanding Resolute common shares and (ii) shares of its newly issued Cimarex 8¹/₈% Series A Cumulative Perpetual Convertible Preferred Stock, par value \$0.01 per share (the "new Cimarex preferred stock"), in exchange for all of the outstanding Resolute preferred stock. Cimarex's prospectus also includes the Cimarex common shares issuable upon conversion of the new Cimarex preferred stock.

Q: What will happen in the merger?

A: Under the merger agreement, at the effective time, Merger Sub 1, will merge with and into Resolute in the first merger (the "first merger"), with Resolute continuing as the surviving entity and a wholly owned subsidiary of Cimarex ("surviving corporation"). After completion of the first merger, but as part of the same plan of merger, at the effective time of the second merger (the "second merger effective time"), Resolute, as the surviving corporation in the first merger, will merge (the "second merger," and together with the first merger, the "merger") with and into Merger Sub 2, with Merger Sub 2 continuing as the surviving entity and a wholly owned subsidiary of Cimarex ("surviving company").

Q: What will I receive in the merger?

A: Upon completion of the merger, each Resolute common share issued and outstanding immediately prior to the effective time of the first merger (the "effective time") (other than Resolute common shares held in treasury and Resolute common shares held by stockholders who properly comply in all respects with the provisions of Section 262 of the General Corporation Law of the State of Delaware ("DGCL") as to appraisal rights, but including each Resolute equity award that has been

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converted into the right to receive the merger consideration) will be cancelled and extinguished and automatically converted into the right to receive, at the election of the stockholder, but subject to proration as described below, one of (i) \$14.00 in cash, without interest, and 0.2366 shares of Cimarex common stock (the "mixed election consideration"), (ii) \$35.00 in cash, without interest (the "cash election consideration"), or (iii) 0.3943 shares of Cimarex common stock (the "stock election consideration"). Each share of Resolute preferred stock will be exchanged for one share of new Cimarex preferred stock in the merger.

You may elect to receive the stock election consideration, the mixed election consideration or the cash election consideration. However, the ability to receive the merger consideration of your choice will depend on the elections of other Resolute stockholders (including holders of certain Resolute equity awards that have been converted). The proration of the merger consideration payable to Resolute stockholders in the merger will not be known until Cimarex tallies the results of the elections made by Resolute stockholders (including holders of certain Resolute equity awards that have been converted), which may not occur until near or after the closing of the merger.

The merger consideration is subject to proration so that the aggregate merger consideration paid in respect of all Resolute common shares (including each Resolute equity award that has been converted) consists of 60% Cimarex common shares and 40% cash, based on the closing sale price for the Cimarex shares on November 16, 2018.

Resolute stockholders will not be entitled to receive any fractional shares of Cimarex common stock in the merger, and no Resolute stockholders will be entitled to dividends, voting rights or any other rights in respect of any fractional shares of Cimarex common stock. Resolute stockholders that would have otherwise been entitled to receive a fractional share of Cimarex common stock will instead be entitled to receive, in lieu of fractional shares, an amount in cash, without interest, equal to the product of such fractional part of a share of Cimarex common stock *multiplied by* the volume weighted average price of Cimarex common stock for the five consecutive trading days ending on the date that is two business days prior to the closing date as reported by *The Wall Street Journal*.

Q:

What will holders of Resolute equity awards receive in the merger?

A:

Resolute Restricted Stock. Immediately prior to the effective time, each share of Resolute restricted stock ("Resolute restricted stock") granted pursuant to the Resolute 2009 Performance Incentive Plan (the "Resolute Equity Plan") (whether subject to time-based and/or performance-based vesting) will become fully vested and all restrictions thereon will lapse (with any performance-based vesting deemed satisfied at the maximum level), and each holder thereof will have the right to receive the merger consideration in the form set forth in their election (less required withholdings), subject to the proration procedures.

Resolute Outperformance RSUs. Immediately prior to the effective time, each outstanding Resolute outperformance share right granted pursuant to the Resolute Equity Plan (each, a "Resolute Outperformance RSU") will become fully vested and earned (with any performance-based vesting deemed satisfied at the maximum level), and automatically cancelled and converted into the right to receive the merger consideration in the form set forth in the holder's election (less required withholdings), subject to the proration procedures.

Resolute Options. Immediately prior to the effective time, each outstanding option to purchase Resolute common stock granted pursuant to the Resolute Equity Plan (a "Resolute Option") will become fully vested (to the extent not already vested) and automatically cancelled and converted into the right to receive the excess of (i) the merger consideration (in the form set forth in the

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holder's election and subject to the proration procedures) *minus* (ii) the applicable exercise price per share under such Resolute option (less required withholdings).

Resolute SARs. Immediately prior to the effective time, each outstanding Resolute stock appreciation right granted pursuant to the Resolute Equity Plan (a "Resolute SAR") will become fully vested (to the extent not already vested) and automatically cancelled and converted into the right to receive an amount in cash equal to (i) the total number of shares of Resolute common stock subject to such Resolute SAR immediately prior to the effective time *multiplied by* (ii) the excess of (A) the cash election consideration *minus* (B) the per share base price of such Resolute SAR (less any required withholdings).

Resolute Restricted Cash Awards. Immediately prior to the effective time, each outstanding Resolute award of restricted cash granted pursuant to the Resolute Equity Plan will become fully vested (to the extent not already vested) and payable at the time set forth in the Resolute Equity Plan and the applicable award agreement.

Q: **What will holders of Resolute preferred stock receive in the merger?**

A: Upon completion of the merger, each share of Resolute preferred stock issued and outstanding immediately prior to the effective time will be exchanged for one share of new Cimarex preferred stock.

Holders of Resolute preferred stock are not, as such, entitled to and are not being requested to vote on the merger or at the Resolute special meeting.

Q: **What will happen to the preferred shares purchase rights attached to Resolute common stock?**

A: Prior to completion of the merger, Resolute will terminate the rights agreement by and between Resolute and Continental Stock Transfer & Trust Company, dated as of May 17, 2016 (the "Rights Agreement"). In connection with such termination, all of the rights to purchase Series A Junior Participating Preferred Stock, par value \$0.0001 per share, of Resolute (the "Resolute Series A Junior Preferred Stock") will expire in their entirety immediately prior to the effective time without any consideration therefor. Prior to the execution and delivery of the merger agreement, an amendment to the Rights Agreement was approved in an action approved by the Resolute board, such that the restrictions set forth in the Rights Agreement would not apply to the merger, the merger agreement, or the Voting Agreements.

Q: **Will I receive the form of merger consideration that I elect?**

A: Even if you make a valid election, you may not receive the exact form of merger consideration that you elect. If you make no valid election with respect to your Resolute common shares (and do not exercise appraisal rights), you will receive the mixed election merger consideration.

The merger consideration is subject to proration so that the aggregate merger consideration paid in respect of all Resolute common shares (including Resolute common shares received by certain holders of outstanding or unvested Resolute equity compensation awards in conjunction with the closing of the merger) consists of 60% Cimarex common stock and 40% cash, based on the closing sale price for the Cimarex common shares on November 16, 2018. The ability to receive the merger consideration of a holder's choice will depend on the elections of other Resolute stockholders (including each Resolute equity award that has been converted). You may not receive the form of merger consideration that you elect in the merger, and you may instead receive a pro-rata amount of cash, Cimarex common shares or both.

The greater the oversubscription of the stock election consideration, if any, the fewer Cimarex common shares and more cash a Resolute stockholder making the stock election will receive.

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Reciprocally, the greater the oversubscription of the cash election consideration, if any, the less cash and more Cimarex common shares a Resolute stockholder making the cash election will receive. The proration of the merger consideration payable to Resolute stockholders in the merger will not be known until the exchange agent tallies the results of the elections made by Resolute stockholders and Resolute equity award holders, which will not occur until near or after the closing of the merger. See "The Merger Agreement Proration Procedures" beginning on page 97.

Q: **When do Cimarex and Resolute expect to complete the merger?**

A: Cimarex and Resolute are working to complete the merger as soon as practicable. If Resolute stockholders approve the merger proposal, the parties currently expect that the merger will be completed by the end of the first quarter of 2019. Neither Cimarex nor Resolute can predict, however, the actual date on which the merger will be completed because it is subject to conditions beyond each company's control, including the approval of the merger proposal by Resolute stockholders. See "The Merger Agreement Conditions to the Completion of the Merger" beginning on page 120.

Q: **What happens if the merger is not completed?**

A: If the merger proposal is not approved by Resolute stockholders or if the merger is not completed for any other reason, you will not receive any form of consideration for your Resolute common shares in connection with the merger. Instead, Resolute will remain an independent publicly traded corporation and its common stock will continue to be listed and traded on the New York Stock Exchange ("NYSE"). If the merger agreement is terminated under specified circumstances, including in certain circumstances in connection with an alternative proposal, or if there is a change in recommendation by the Resolute board, Resolute will be required to pay Cimarex a termination fee in the amount of \$35.9 million (the "termination fee"), or if the merger agreement is terminated because the merger proposal is not approved by Resolute stockholders, Resolute will be required to reimburse Cimarex for its transaction expenses in the amount of \$7.5 million. Following payment of any termination fee, Resolute will not have any further liability to Cimarex in respect of the merger agreement (other than liability for any willful breach or fraud). See "The Merger Agreement Effect of Termination" beginning on page 123.

Q: **What am I being asked to vote on and why is this approval necessary?**

A: Resolute stockholders are being asked to vote on the following proposals:

1. **Merger Proposal:** To consider and vote on a proposal to adopt the merger agreement, a copy of which is attached as Annex A to this proxy statement/prospectus;
2. **Adjournment Proposal:** To consider and vote on a proposal to approve the adjournment of the Resolute special meeting, if necessary to solicit additional proxies if there are not sufficient votes to approve the merger proposal at the time of the Resolute special meeting; and
3. **Advisory Compensation Proposal:** To consider and vote on a proposal to approve, on an advisory (non-binding) basis, the payments that will or may be paid to Resolute's named executive officers in connection with the merger.

Approval of the merger proposal by Resolute common stockholders is required for completion of the merger. Neither the approval of the adjournment proposal nor the approval of the advisory compensation proposal is a condition to the obligations of Cimarex or Resolute to complete the merger.

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Q: **What vote is required to approve each proposal at the Resolute special meeting?**

A: The following vote is needed for each proposal:

1. **Merger Proposal:** The affirmative vote of holders of a majority of the outstanding Resolute common shares entitled to vote on the merger proposal.
2. **Adjournment Proposal:** The affirmative vote of a majority of the votes cast at the Resolute special meeting (in person or by proxy) and entitled to vote on the adjournment proposal.
3. **Advisory Compensation Proposal:** The affirmative vote of a majority of the votes cast at the Resolute special meeting (in person or by proxy) and entitled to vote on the advisory compensation proposal.

Q: **Have any stockholders already committed to voting in favor of the merger agreement?**

A: Yes. Concurrently with the execution of the merger agreement on November 18, 2018, as inducement for Cimarex to enter into the merger agreement, Cimarex entered into separate voting agreements with each of (i) Monarch Alternative Capital LP, MDRA GP LP, Monarch GP LLC (collectively, "Monarch"), (ii) John C. Goff, John C. Goff 2010 Family Trust, JCG 2016 Holdings, LP, Goff Family Investments, LP Kulik Partners, LP, Cuerno Largo Partners, LP, Goff Family Foundation, Goff Ren Holdings, LLC, Goff Ren Holdings II, LLC (collectively, "Goff"), (iii) RR Advisors, LLC d/b/a RCH Energy ("RCH"), (iv) Richard Betz ("Betz"), (v) Nicholas Sutton ("Sutton") and (vi) Theodore Gazulis ("Gazulis" and together with Monarch, Goff, RCH, Betz and Sutton, the "Resolute VA Stockholders"), which collectively beneficially own approximately 26% of the issued and outstanding Resolute common shares (collectively, the "Voting Agreements").

Pursuant to the Voting Agreements, each Resolute VA Stockholder agreed during the term of its respective Voting Agreement to, among other things, upon the terms and subject to the conditions therein, (i) vote all of its Resolute common shares in favor of the merger proposal and against any Resolute competing proposals, (ii) not exercise or assert any appraisal rights under Section 262 of the DGCL in connection with the merger and (iii) subject to certain exceptions, not sell or otherwise transfer its Resolute common shares.

Q: **What constitutes a quorum?**

A: Holders of a majority of Resolute's outstanding common stock entitled to vote must be present, in person or by proxy, at the Resolute special meeting for a quorum to exist. Any abstentions will be treated as present for the purposes of determining whether a quorum exists at the Resolute special meeting. Since brokers do not have discretionary authority to vote on any of the proposals at the Resolute special meeting, there will be no broker non-votes to be treated as present for the purposes of determining whether a quorum exists.

Q: **How does the Resolute board recommend that I vote?**

A: The Resolute board recommends that Resolute stockholders vote "**FOR**" the merger proposal, "**FOR**" the adjournment proposal, if necessary to solicit additional proxies if there are not sufficient votes to approve the merger proposal at the time of the Resolute special meeting, and "**FOR**" the advisory compensation proposal.

Q: **What do I need to do now?**

A: After carefully reading and considering the information contained in this proxy statement/prospectus, please submit a proxy or voting instructions for your shares by following the

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instructions set forth on the proxy card or on the voting instruction form provided by the record holder if your shares are held in the name of your broker, bank or other nominee.

Q: **How do I vote?**

A: If you are a stockholder of record of Resolute as of the record date (), you may vote by proxy before the Resolute special meeting in one of the following ways:

By Telephone: By dialing the toll-free number specified on the proxy card and following the instructions on the proxy card;

Via the Internet: By accessing the website specified on the proxy card and following the instructions on the proxy card; or

By Mail: By completing and returning the proxy card in the enclosed envelope. The envelope requires no additional postage if mailed in the United States.

You may also cast your vote in person at the Resolute special meeting.

If your shares are held in "street name" through a broker or other nominee, that institution will send you separate instructions describing the procedure that you must follow in order to have your shares voted.'

Q: **When and where is the Resolute special meeting?**

A: The Resolute special meeting will be held at the offices of Arnold & Porter, 370 17th Street, Suite 4400, Denver, CO 80202 on . Subject to space availability, all Resolute stockholders as of the record date, or their duly appointed proxies, may attend the meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. Registration and seating will begin at , Mountain time, on the day of the Resolute special meeting.

Q: **If my shares are held in "street name" by a broker, bank or other nominee, will my broker, bank or other nominee vote my shares for me?**

A: No. If your shares are held in "street name" in a stock brokerage account or by a bank or other nominee, you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by your broker, bank or other nominee. Please note that you may not vote shares held in street name by returning a proxy card directly to Resolute or by voting in person at the Resolute special meeting unless you provide a "legal proxy," which you must obtain from your broker, bank or other nominee.

If you do not provide voting instructions to your broker, bank or other nominee and your broker, bank or other nominee returns a proxy but does not have discretionary authority to vote on a particular proposal, your shares will not be voted on any proposal on which your broker or other nominee does not have discretionary authority to vote. This is referred to in this proxy statement/prospectus and in general as a broker non-vote. In these cases, the broker or other nominee cannot register your shares as being present at the Resolute special meeting for purposes of determining a quorum, and will not be able to vote your shares on those matters for which specific authorization is required. Under the current NYSE rules, brokers do not have discretionary authority to vote on any of the proposals at the Resolute special meeting, including the merger proposal. As a result, a broker non-vote of a Resolute common share will have the same effect as a vote "AGAINST" the merger proposal. Broker non-votes will not be considered represented at the Resolute special meeting and entitled to vote on the adjournment proposal or the advisory compensation proposal, and will have no effect on the outcome of the vote on those proposals (assuming that a quorum is present).

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Q: **What if I do not vote or abstain?**

A: For purposes of the Resolute special meeting, an abstention occurs when a stockholder attends the Resolute special meeting in person and does not vote or returns a proxy with an "abstain" vote. If you fail to vote, or if you respond with an "abstain" vote on the merger proposal, your proxy will have the same effect as a vote cast "**AGAINST**" the merger proposal. If you attend the Resolute special meeting and fail to vote, or if you respond with an "abstain" vote on the adjournment proposal or the advisory compensation proposal, your proxy will have no effect on the outcome of the vote on that proposal.

If you fail to instruct your broker, bank or other nominee how to vote on the merger proposal, it will have the same effect as a vote "**AGAINST**" the merger proposal. If you fail to instruct your broker, bank or other nominee how to vote on the adjournment proposal or the advisory compensation proposal, it will have no effect on the outcome of the vote on that proposal (assuming that a quorum is present).

Q: **What will happen if I return my proxy or voting instruction card without indicating how to vote?**

A: If you sign and return your proxy or voting instruction card without indicating how to vote on any particular proposal, the Resolute common shares represented by your proxy will be voted as recommended by the Resolute board with respect to that proposal. Unless a Resolute stockholder checks the box on its proxy card to withhold discretionary authority, the proxyholders may use their discretion to vote on other matters relating to the Resolute special meeting.

The Resolute board recommends that Resolute stockholders vote "**FOR**" the merger proposal, "**FOR**" the adjournment proposal, if necessary to solicit additional proxies if there are not sufficient votes to approve the merger proposal at the time of the Resolute special meeting, and "**FOR**" the advisory compensation proposal.

Q: **May I revoke my proxy or change my vote after I have delivered my proxy or voting instruction card?**

A: Yes. You may revoke your proxy and/or change your voting instructions at any time before your Resolute common shares are voted at the Resolute special meeting. You may do this by:

sending a written notice, which is received prior to your vote being cast at the Resolute special meeting, to Resolute Energy Corporation at 1700 Lincoln Street, Suite 2800, Denver, Colorado 80203, Attention: Secretary, that bears a date later than the date of the proxy and states that you revoke your proxy;

submitting a valid, later-dated proxy by mail, telephone or via the internet that is received prior to your vote being cast at the Resolute special meeting; or

attending the Resolute special meeting and voting by ballot in person (your attendance at the Resolute special meeting will not, by itself, revoke any proxy that you have previously given).

If you hold your Resolute common shares through a broker, bank or other nominee, you must follow the directions you receive from your broker, bank or other nominee in order to revoke your proxy or change your voting instructions.

Q: **What does it mean if I receive more than one proxy card or vote instruction card?**

A: Your receipt of more than one proxy card or vote instruction card may mean that you have multiple accounts with Resolute's transfer agent or with a broker, bank or other nominee. If voting by proxy by mail, you will need to sign and return all proxy cards or vote instruction cards to ensure that all of your Resolute common shares are voted. Each proxy card or vote instruction

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card represents a distinct number of Resolute common shares and it is the only means by which those particular Resolute common shares may be voted by proxy.

Q: **How do I make an election as to the form of merger consideration I wish to receive in the merger?**

A: At the time of mailing of this proxy statement/prospectus, each record holder of Resolute common shares and each holder of certain Resolute equity awards that will be converted is also separately being sent an election form and letter of transmittal (an "election form"). The election form contains instructions for making a selection of merger consideration and for surrendering your Resolute common shares in exchange for the merger consideration. Continental Stock Transfer & Trust Company, the exchange agent for the merger (the "exchange agent"), must receive your properly completed and signed election form and your stock certificates or book-entry shares, or an appropriate and customary guarantee of delivery thereof, and any additional documents specified in the election form, by no later than the election deadline in order for your choice as to the form of merger consideration to be considered with those timely made by the other Resolute stockholders (including holders of certain Resolute equity awards that have been converted). **Cimarex and Resolute currently anticipate that the "election deadline" will be 5:00 p.m., Eastern time, on** . Cimarex and Resolute will issue a joint press release announcing the anticipated date of the election deadline at least 10 business days prior to the closing date. Cimarex and Resolute will also issue a joint press release if the election deadline changes. See "The Merger Agreement Election and Exchange Procedures" beginning on page 98.

Q: **What happens if I do not make a valid election as to the form of merger consideration before the election deadline?**

A: If you do not make a valid election as to the form of merger consideration before the election deadline, you will be deemed to have elected the mixed election and will receive such merger consideration as is determined in accordance with the mixed election provisions. If the merger is completed, the exchange agent will send any Resolute stockholder who does not make a valid election a new letter of transmittal that such stockholder can use to surrender its Resolute common shares in exchange for the merger consideration.

Q: **Can I change my election as to the form of merger consideration?**

A: Yes. You can change your election as to the form of merger consideration by submitting a properly completed and signed revised election form. For a change of election to be effective, the exchange agent must receive your signed revised election form before the election deadline. See "The Merger Agreement Election and Exchange Procedures" beginning on page 98.

Q: **Should Resolute stockholders send in their stock certificates with the enclosed proxy?**

A: No. Resolute stockholders should not send in any stock certificates with the enclosed proxy. At the time of mailing of this proxy statement/prospectus, each record holder of Resolute common shares is also separately being sent an election form. The election form contains instructions for surrendering your Resolute common shares to the exchange agent in exchange for the merger consideration. For information regarding delivery of your stock certificates, if any, see "The Merger Agreement Election and Exchange Procedures" beginning on page 98.

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Q: **What happens if I sell my Resolute common shares after the record date but before the Resolute special meeting?**

A: The record date for the Resolute special meeting is earlier than the date of the Resolute special meeting and earlier than the date on which the merger is expected to be completed. If you sell or otherwise transfer your Resolute common shares after the record date but before the date of the Resolute special meeting, you will retain your right to vote at the Resolute special meeting. However, you will not have the right to receive the merger consideration to be received by Resolute stockholders in the merger. In order to receive the merger consideration, you must hold your Resolute common shares through completion of the merger.

Q: **What are the U.S. federal income tax consequences of the merger?**

A: The first merger and the second merger, considered together, are intended to constitute a single integrated transaction that qualifies as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"). The holders of Resolute common shares are generally not expected to recognize any gain or loss for U.S. federal income tax purposes on the exchange of Resolute common shares for Cimarex common shares in the merger, except that such holders will recognize gain (but not loss) to the extent such holders receive cash. The holders of Resolute common shares that receive the entirety of their merger consideration in the form of cash, however, are expected to recognize gain or loss equal to the difference between the amount of cash received and the basis in the Resolute common shares exchanged. The obligations of Cimarex and Resolute to complete the merger are subject to, among other conditions described in this proxy statement/prospectus, the receipt by each of Cimarex and Resolute of an opinion of counsel to the effect that the first merger and the second merger, considered together, will qualify as a "reorganization" within the meaning of Section 368(a) of the Code.

You should read "U.S. Federal Income Tax Consequences" beginning on page 88 for a more complete discussion of the United States federal income tax consequences of the merger. Tax matters can be complicated and the tax consequences of the merger to you will depend on your particular tax situation. **You should consult your tax advisor to determine the tax consequences of the merger to you.**

Q: **Do I have appraisal rights in connection with the merger?**

A: Yes. As a holder of Resolute common shares, you are entitled to seek appraisal rights under the DGCL in connection with the merger if you do not vote for approval of the merger proposal and comply with the other statutory requirements for demanding appraisal. Failure to follow precisely any of the statutory requirements could result in the loss of your appraisal rights. Holders of Resolute preferred stock are not entitled to any appraisal rights under the DGCL in connection with the merger. See "The Merger Appraisal Rights" beginning on page 83.

Q: **Whom should I contact if I have any questions about the proxy materials or voting?**

A: If you have any questions about the merger or if you need assistance submitting your proxy or voting your shares or need additional copies of this proxy statement/prospectus or the enclosed proxy card, you should contact MacKenzie Partners, Inc., Resolute's proxy solicitor, toll-free at (800) 322-2885 or collect at (212) 929-5500, or by email at proxy@mackenziepartners.com.

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SUMMARY

This summary highlights selected information contained in this proxy statement/prospectus and does not contain all the information that may be important to you. Cimarex and Resolute urge you to read carefully this proxy statement/prospectus in its entirety, including the annexes. Additionally, important information, which Cimarex and Resolute also urge you to read, is contained in the documents incorporated by reference into this proxy statement/prospectus. See "Where You Can Find More Information" beginning on page 177. Unless stated otherwise, all references in this proxy statement/prospectus to Cimarex are to Cimarex Energy Co., all references to Resolute are to Resolute Energy Corporation, and all references to the merger agreement are to the Agreement and Plan of Merger, dated as of November 18, 2018, as it may be amended from time to time, by and among Cimarex, Merger Sub 1, Merger Sub 2 and Resolute, a copy of which is attached as Annex A to this proxy statement/prospectus and incorporated by reference herein.

Information About Cimarex (See Page 128)

Cimarex is an independent oil and gas exploration and production company. Its principal areas of operations are located in Oklahoma, Texas and New Mexico. Most of Cimarex's wells are drilled in the Wolfcamp Shale and Bone Spring Sands in the Permian Basin and in the Woodford and Meramec Shales in Western Oklahoma.

Cimarex's principal offices are located at 1700 Lincoln Street, Suite 3700, Denver, Colorado 80203 and its telephone number is (303) 295-3995. Cimarex common shares are listed on the NYSE, trading under the symbol "XEC."

Information About Resolute (See Page 128)

Resolute is an independent oil and gas company engaged in the exploitation, development, exploration for and acquisition of oil and gas properties with assets located in the Delaware Basin in West Texas. Resolute has significant assets in one of the major oil shale plays in the United States, the Wolfcamp Shale in the Southern Delaware Basin of West Texas.

Resolute's principal offices are located at 1700 Lincoln Street, Suite 2800, Denver, Colorado 80203 and its telephone number is (303) 534-4600. Resolute common shares are listed on the NYSE, trading under the symbol "REN."

Information About Merger Sub 1 and Merger Sub 2 (See Page 128)

Merger Sub 1. Merger Sub 1, a wholly owned subsidiary of Cimarex, is a Delaware corporation formed on November 16, 2018 for the purpose of effecting the merger. At the effective time, Merger Sub 1 will merge with and into Resolute, with Resolute continuing as the surviving corporation and a wholly owned subsidiary of Cimarex. Merger Sub 1 has not conducted any activities other than those incidental to its formation and the matters contemplated by the merger agreement, including the preparation of applicable regulatory filings in connection with the merger.

Merger Sub 2. Merger Sub 2, a wholly owned subsidiary of Cimarex, is a Delaware limited liability company formed on November 16, 2018 for the purpose of effecting the second merger. After completion of the first merger of Merger Sub 1 with and into Resolute, Resolute will merge with and into Merger Sub 2 in the second merger, with Merger Sub 2 continuing as the surviving company and a wholly owned subsidiary of Cimarex. Merger Sub 2 has not conducted any activities other than those incidental to its formation and the matters contemplated by the merger agreement, including the preparation of applicable regulatory filings in connection with the merger.

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The Merger (See Page 38)

Upon the terms and subject to the conditions of the merger agreement, and in accordance with the DGCL and the Delaware Limited Liability Company Act (the "DLLCA"), (a) at the effective time, Merger Sub 1 will merge with and into Resolute in the merger, with Resolute continuing as the surviving corporation and a wholly owned subsidiary of Cimarex, and (b) after completion of the first merger, but as part of the same plan, Resolute, as the surviving corporation in the first merger, will merge with and into Merger Sub 2 in the second merger, with Merger Sub 2 continuing as the surviving company and wholly owned subsidiary of Cimarex. The combined business of Cimarex and Resolute for periods following completion of the merger is sometimes referred to as the "combined company."

Consideration to be Received in the Merger by Resolute Stockholders (See Page 38)

If the merger is completed, at the effective time, each Resolute common share issued and outstanding immediately prior to the effective time (other than Resolute common shares held in treasury and Resolute common shares held by stockholders who properly comply in all respects with the provisions of Section 262 of the DGCL as to appraisal rights, but including each Resolute restricted share, each Resolute Outperformance RSU and each Resolute Option that has been converted) will be cancelled and extinguished and automatically converted into the right to receive, at the election of the Resolute stockholder, but subject to proration as described below, one of the following forms of merger consideration (less required withholdings as provided in the merger agreement);

for each Resolute common share, one of (i) \$14.00 in cash, without interest, and 0.2366 Cimarex common shares; (ii) \$35.00 in cash, without interest, or (iii) 0.3943 Cimarex common shares.

for each Resolute restricted share, one of (i) \$14.00 in cash, without interest, and 0.2366 Cimarex common shares; (ii) \$35.00 in cash, without interest, or (iii) 0.3943 Cimarex common shares, in respect of such Resolute restricted share;

for each Resolute Outperformance RSU, one of (i) \$14.00 in cash, without interest, and 0.2366 Cimarex common shares; (ii) \$35.00 in cash, without interest, or (iii) 0.3943 Cimarex common shares, in respect of such Resolute Outperformance RSU, in lieu of the issuance of a Resolute common share with respect to such Resolute Outperformance RSU; and

for each Resolute Option, the excess of one of (i) \$14.00 in cash, without interest, and 0.2366 Cimarex common shares; (ii) \$35.00 in cash, without interest, or (iii) 0.3943 Cimarex common shares, *minus* the applicable exercise price per share under such Resolute Option.

The merger consideration is subject to proration so that the aggregate merger consideration paid in respect of all Resolute common shares (including each Resolute restricted share, each Resolute Outperformance RSU and each Resolute Option that has been converted into the right to receive the merger consideration in accordance with the terms of the merger agreement) consists of 60% Cimarex common shares and 40% cash, based on the closing sale price for the Cimarex common shares on November 16, 2018. No fractional Cimarex common shares will be issued in the merger, and holders of Resolute common shares will, instead, receive cash in lieu of fractional Cimarex common shares, if any. The merger consideration will also be adjusted appropriately to fully reflect the effect of any subdivisions, reclassifications, splits, share distributions, combinations or exchanges of Resolute common shares or Cimarex common shares.

Also in the merger, each share of Resolute preferred stock issued and outstanding immediately prior to the effective time will be exchanged for one share of new Cimarex preferred stock. But for the par value of the securities, the new Cimarex preferred stock to be issued in connection with the merger will have terms that are substantially similar to the terms of the outstanding Resolute preferred stock. Following completion of the merger, Cimarex will have 62,500 shares of new Cimarex preferred stock outstanding.

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For a more complete description of the merger consideration, see "The Merger Agreement Effect of the Merger on Capital Stock; Merger Consideration" beginning on page 94.

Election and Exchange Procedures (See Page 98)

At the time of mailing of this proxy statement/prospectus, each record holder of Resolute common shares and each holder of certain outstanding or unvested Resolute equity compensation awards is also separately being sent an election form and letter of transmittal. The election form contains instructions for making a selection of merger consideration and for surrendering Resolute common shares in exchange for the merger consideration. The exchange agent must receive a properly completed and signed election form and, for Resolute stockholders, related stock certificates or book-entry shares or an appropriate and customary guarantee of delivery thereof, and any additional documents specified in the election form, by no later than the election deadline in order for a choice as to the form of merger consideration to be considered with those timely made by the other Resolute stockholders. **Cimarex and Resolute currently anticipate that the "election deadline" will be 5:00 p.m., Eastern time, on** . Cimarex and Resolute will issue a joint press release announcing the anticipated date of the election deadline at least 10 business days prior to the closing date. Cimarex and Resolute will also issue a joint press release if the election deadline changes.

For a more completed discussion of the election procedures, see "The Merger Agreement Election and Exchange Procedures" beginning on page 98.

Proration Procedures (See Page 97)

Even if a valid election is made, a Resolute stockholder may not receive the exact form of merger consideration that it elects. If a Resolute stockholder does not make a valid election with respect to such holder's Resolute common shares (and does not exercise appraisal rights), such holder will be deemed to have elected the mixed election and will receive such merger consideration as is determined in accordance with the mixed election provision.

The merger consideration is subject to proration so that the aggregate merger consideration paid in respect of all Resolute common shares (including holders of certain Resolute equity awards that have been converted) consists of 60% Cimarex common shares and 40% cash, based on the closing sale price for the Cimarex common shares on November 16, 2018. The ability to receive the merger consideration of a holder's choice will depend on the elections of other Resolute stockholders (including each Resolute equity award that has been converted). A Resolute stockholder may not receive the form of merger consideration that it elects in the merger, and may instead receive a pro-rata amount of cash, Cimarex common shares or both.

The greater the oversubscription of the stock election consideration, if any, the fewer Cimarex common shares and more cash a Resolute stockholder making the stock election will receive. Reciprocally, the greater the oversubscription of the cash election consideration, if any, the less cash and more Cimarex common shares a Resolute stockholder making the cash election will receive. See "The Merger Agreement Proration Procedures" beginning on page 97.

Resolute Board Recommendation and Its Reasons for the Merger (See Page 50)

The Resolute board recommends that Resolute stockholders vote "**FOR**" the merger proposal, "**FOR**" the adjournment proposal, if necessary to solicit additional proxies if there are not sufficient votes to approve the merger proposal at the time of the Resolute special meeting, and "**FOR**" the advisory compensation proposal.

In the course of reaching its decision to approve the merger agreement and the transactions contemplated thereby, the Resolute board considered a number of factors. For a more complete

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discussion of these factors, see "The Merger Rationale for the Merger" and "The Merger Resolute Board Recommendation and Its Reasons for the Merger" beginning on pages 48 and 50, respectively.

Opinions of Resolute's Financial Advisors (See Page 55)

On November 18, 2018, Goldman Sachs & Co. LLC ("Goldman Sachs") delivered its opinion to the Resolute board that, as of such date, and based upon and subject to the limitations, qualifications and assumptions set forth therein, the merger consideration to be paid to the holders (other than Cimarex and its affiliates) of Resolute common shares pursuant to the merger agreement was fair from a financial point of view to such holders. On November 18, 2018, Petrie Partners, LLC through its affiliates ("Petrie Partners") delivered its opinion to the Resolute board that, as of such date, and based upon and subject to the limitations, qualifications and assumptions set forth therein, the merger consideration to be paid to the holders of Resolute common shares pursuant to the merger agreement was fair from a financial point of view to such holders.

The full text of the written opinions of Goldman Sachs and Petrie Partners, each dated November 18, 2018, which set forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with such opinions, are attached as Annex B and Annex C, respectively, and are incorporated by reference into this proxy statement/prospectus. The summaries of the opinions of Goldman Sachs and Petrie Partners in this proxy statement/prospectus are qualified in their entirety by reference to the full text of such opinions.

Goldman Sachs and Petrie Partners each provided advisory services and their opinions for the information and assistance of the Resolute board in connection with its consideration of the merger. Neither the Goldman Sachs opinion nor the Petrie Partners opinion is a recommendation as to how any holder of Resolute common shares should vote with respect to the merger or any other matter.

For a more complete discussion of the opinions of Goldman Sachs and Petrie Partners, see "The Merger Opinions of Resolute's Financial Advisors" beginning on page 55.

Financing of the Transactions (See Page 74)

Excluding any funds required to refinance and/or pay off any indebtedness of Resolute and its subsidiaries on the closing date, Cimarex anticipates that the total amount of funds necessary to pay the cash portion of the merger consideration and to pay transaction fees and expenses will be approximately \$350 million. This amount is expected to be funded through a combination of available cash on hand (including proceeds from the previously announced sale of assets in Ward County, Texas) and borrowings under Cimarex's existing revolving credit facility. The merger, however, is not conditioned upon receipt of any financing by Cimarex.

Board of Directors and Executive Officers After Completion of the Merger (See Page 74)

Upon completion of the merger, the board of directors of the combined company will consist of the then-current Cimarex directors. The executive officers of Cimarex are expected to continue serving as executive officers of the combined company.

Interests of Resolute Directors and Executive Officers in the Merger (See Page 74)

Some of Resolute's directors and executive officers have financial interests in the merger that may be different from, or in addition to, those of Resolute stockholders generally. The Resolute board was aware of these interests and considered them, among other matters, in approving the merger agreement

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and making its recommendation that the Resolute stockholders approve the merger proposal. These interests include the following:

Each of Resolute's executive officers is party to an employment agreement with Resolute pursuant to which, in the event that the executive's employment is terminated by Resolute or Cimarex without "cause" or by the executive with "good reason" (as such terms are defined therein), within six months prior to the occurrence of a change in control or within two years following a change in control (in each case, a "qualifying termination"), then, subject to the executive officer signing and not revoking a release of claims in favor of Resolute, the executive officer will be entitled to the compensation and benefits described in the following bullet point, in addition to earned but unpaid compensation, bonus payments, employee benefits and business expense reimbursements.

Upon a qualifying termination, the executive officer will become entitled to (i) an amount equal to a multiple of the sum of (a) the executive's annual base salary as of the termination date, or, if greater, as of the date of the change in control, *plus* (b) his target short-term incentive payment, calculated based on his annual base salary as of the termination date, or, if greater, as of the date of the change in control, (ii) payment of an amount equal to a pro-rata portion of the target short-term incentive payment that the executive would have been entitled to for the calendar year of termination, and (iii) reimbursement on a monthly basis of premiums for payments for COBRA or equivalent health care coverage for up to 24 months.

In connection with the merger, the compensation committee of the Resolute board recommended and the Resolute board approved the accelerated vesting of equity awards held by all participants, including each of Resolute's directors and executive officers such that, upon the effective time, the directors and executive officers will become entitled to full and immediate vesting of all outstanding Resolute restricted stock, Resolute Outperformance RSUs, Resolute Options, Resolute SARs, and Resolute restricted cash awards held by the director or executive officer immediately prior to the effective time.

Resolute's directors and executive officers also are entitled to continued indemnification/expense advancement and directors' and officers' liability insurance coverage under the merger agreement. For a further discussion of the interests of directors and executive officers in the merger, see "The Merger Interests of Resolute Directors and Executive Officers in the Merger" beginning on page 74.

Voting Agreements (See Page 81)

Concurrently with the execution of the merger agreement on November 18, 2018, as inducement for Cimarex to enter into the merger agreement, Cimarex entered into the Voting Agreements with the Resolute VA Stockholders, which collectively beneficially own approximately 26% of the issued and outstanding Resolute common shares. Pursuant to the Voting Agreements, each Resolute VA Stockholder agreed during the term of its respective Voting Agreement to, among other things, upon the terms and subject to the conditions, (i) vote all of its Resolute common shares in favor of the merger proposal and against any Resolute competing proposals, (ii) not exercise or assert any appraisal rights under Section 262 of the DGCL in connection with the merger and (iii) subject to certain exceptions, not sell or otherwise transfer its Resolute common shares. For a further discussion on the Voting Agreements, please see "The Merger The Voting Agreements" beginning on page 81.

Rights Agreement Amendment (See Page 81)

Concurrently with the execution of the merger agreement, Resolute amended its Rights Agreement. The Rights Agreement Amendment (the "Rights Agreement Amendment") amends the Rights Agreement to provide that the rights to purchase the Resolute Series A Junior Preferred Stock will expire in their entirety immediately prior to the effective time. The Rights Agreement Amendment

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further confirms the Resolute board's determination that the restrictions set forth in the Rights Agreement would not apply to the merger, the merger agreement, and the Voting Agreements, and the consummation of the transactions contemplated thereby.

Accounting Treatment of the Merger (See Page 81)

The merger will be accounted for using the acquisition method of accounting according to U.S. generally accepted accounting principles ("GAAP"), with Cimarex being considered the acquirer of Resolute for accounting purposes. For a more complete description of the accounting treatment of the merger, see "The Merger Accounting Treatment of the Merger" beginning on page 81.

Regulatory Approvals Required for the Merger (See Page 81)

The completion of the merger is subject to antitrust review in the United States. Under the Hart-Scott-Rodino Act ("HSR Act") and the rules promulgated thereunder, the merger cannot be completed until the parties to the merger agreement have given notification and furnished information to the Federal Trade Commission and the United States Department of Justice, and until the applicable waiting period has expired or has been terminated.

On December 10, 2018, Cimarex and Resolute each filed a premerger notification and report form under the HSR Act.

Neither Cimarex nor Resolute is aware of any material governmental approvals or actions that are required for completion of the merger other than as described above. It is presently contemplated that if any such additional material governmental approvals or actions are required, those approvals or actions will be sought.

Treatment of Resolute Equity Awards and Restricted Cash Awards in the Merger (See Page 97)

Resolute Restricted Stock. Immediately prior to the effective time of the merger, each share of Resolute restricted stock granted pursuant to the Resolute 2009 Performance Incentive Plan (the "Resolute Equity Plan") (whether subject to time-based and/or performance-based vesting) will become fully vested and all restrictions thereon will lapse (with any performance-based vesting deemed satisfied at the maximum level), and each holder thereof will have the right to receive the merger consideration in the form set forth in their election (less required withholdings), subject to the proration procedures.

Resolute Outperformance RSUs. Immediately prior to the effective time, each outstanding Resolute outperformance share right granted pursuant to the Resolute Equity Plan (each, a "Resolute Outperformance RSU") will become fully vested and earned (with any performance-based vesting deemed satisfied at the maximum level), and automatically cancelled and converted into the right to receive the merger consideration in the form set forth in the holder's election (less required withholdings), subject to the proration procedures.

Resolute Options. Immediately prior to the effective time, each outstanding option to purchase Resolute common stock granted pursuant to the Resolute Equity Plan (a "Resolute Option") will become fully vested (to the extent not already vested) and automatically cancelled and converted into the right to receive the excess of (i) the merger consideration (in the form set forth in the holder's election and subject to the proration procedures) *minus* (ii) the applicable exercise price per share under such Resolute option (less required withholdings).

Resolute SARs. Immediately prior to the effective time, each outstanding Resolute stock appreciation right granted pursuant to the Resolute Equity Plan (a "Resolute SAR") will become fully vested (to the extent not already vested) and automatically cancelled and converted into the right to receive an amount in cash equal to (i) the total number of shares of Resolute common stock subject to

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such Resolute SAR immediately prior to the effective time *multiplied by* (ii) the excess of (A) the cash election consideration *minus* (B) the per share base price of such Resolute SAR (less any required withholdings).

Resolute Restricted Cash Awards. Immediately prior to the effective time, each outstanding Resolute award of restricted cash granted pursuant to the Resolute Equity Plan will become fully vested (to the extent not already vested) and payable at the time set forth in the Resolute Equity Plan and the applicable award agreement.

The merger consideration is subject to proration so that the aggregate merger consideration paid in respect of all Resolute common shares (including each Resolute equity award that has been converted) consists of 60% Cimarex common shares and 40% cash, based on the closing sale prices for the Cimarex shares on November 16, 2018.

For a more complete discussion of the treatment of Resolute options, restricted stock and other stock-based awards, see "The Merger Agreement Treatment of Resolute Equity Awards and Restricted Cash Awards in the Merger" beginning on page 97.

For further discussion of the treatment of Resolute options, restricted stock and other stock-based awards held by certain directors and executive officers of Resolute, see "The Merger Interests of Resolute Directors and Executive Officers in the Merger" beginning on page 74.

Treatment of Resolute Preferred Stock (See Page 82)

Upon completion of the merger, (i) each share of Resolute preferred stock issued and outstanding immediately prior to the effective time will be exchanged for one share of new Cimarex preferred stock and (ii) all of the rights to purchase Resolute Series A Junior Preferred Stock will expire in their entirety immediately prior to the effective time without any consideration therefor. As of December 13, 2018, there were 62,500 shares of Resolute preferred stock issued and outstanding and 150,000 shares of Resolute Series A Junior Preferred Stock reserved for issuance under the Rights Agreement.

But for the par value of the securities, the new Cimarex preferred stock to be issued in connection with the merger will have terms that are substantially similar to the terms of the outstanding Resolute preferred stock. Unless shares of Resolute preferred stock are converted into Resolute common stock prior to closing, following completion of the merger, Cimarex will have 62,500 shares of new Cimarex preferred stock outstanding.

Holder of Resolute preferred stock are not, as such, entitled to and are not being requested to vote at the Resolute special meeting. In addition, holders of Resolute preferred stock are not entitled to any appraisal rights under the DGCL in connection with the merger.

For more information, see "The Merger Treatment of Resolute Preferred Stock" beginning on page 82.

Appraisal Rights (See Page 83)

The holders of Resolute common shares are entitled to appraisal rights in connection with the merger under Delaware law. Resolute common shares held by stockholders that do not vote for approval of the merger proposal and make a demand for appraisal in accordance with Delaware law will not be converted into the merger consideration, but will be converted into the right to receive from the combined company the "fair value" of such Resolute common shares, in cash, as determined in accordance with Delaware law. Holders of Resolute preferred stock are not entitled to any appraisal rights under the DGCL in connection with the merger. For a more complete discussion of the appraisal rights available to holders of Resolute capital stock, see "The Merger Appraisal Rights" beginning on page 83.

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U.S. Federal Income Tax Consequences (See Page 88)

The first merger and the second merger, considered together, are intended to constitute a single integrated transaction that qualifies as a "reorganization" within the meaning of Section 368(a) of the Code. The holders of Resolute common shares are generally not expected to recognize any gain or loss for U.S. federal income tax purposes on the exchange of Resolute common shares for Cimarex common shares in the merger, except that such holders will recognize gain (but not loss) to the extent such holders receive cash. The holders of Resolute common shares that receive the entirety of their merger consideration in the form of cash, however, are expected to recognize gain or loss equal to the difference between the amount of cash received and the basis in the Resolute common shares exchanged. The obligations of Cimarex and Resolute to complete the merger are subject to, among other conditions described in this proxy statement/prospectus, the receipt by each of Cimarex and Resolute of an opinion of counsel to the effect that the first merger and the second merger, considered together, will qualify as a "reorganization" within the meaning of Section 368(a) of the Code.

You should read "U.S. Federal Income Tax Consequences" beginning on page 88 for a more complete discussion of the United States federal income tax consequences of the merger. Tax matters can be complicated and the tax consequences of the merger to you will depend on your particular tax situation. You should consult your tax advisor to determine the tax consequences of the merger to you.

Completion of the Merger (See Page 93)

The merger is expected to be completed by the end of the first quarter of 2019 subject to the approval of the merger proposal by the Resolute stockholders, the receipt of necessary regulatory approvals and the satisfaction or waiver of other closing conditions. For a discussion of the timing of the merger, see "The Merger Agreement Closing" beginning on page 93.

Conditions to the Completion of the Merger (See Page 120)

The parties expect to complete the merger by the end of the first quarter of 2019, after all of the conditions to the merger in the merger agreement are satisfied or waived. However, it is possible that factors outside of each company's control could require them to complete the merger at a later time or not to complete it at all.

Each party's obligation to complete the merger is subject to the satisfaction or waiver of the following mutual conditions:

approval of the Resolute merger proposal by the affirmative vote of a majority of the outstanding shares of Resolute common stock;

termination or expiration of any waiting period under the HSR Act applicable to the merger;

absence of any order, decree, ruling, injunction or other action (whether temporary, preliminary or permanent) restraining, enjoining or otherwise prohibiting the consummation of the merger;

effectiveness of the registration statement, of which this proxy statement/prospectus is a part, under the Securities Act and the registration statement is not subject to any stop order or proceedings seeking a stop order;

approval for listing the shares of Cimarex common stock issuable to Resolute stockholders as merger consideration on the NYSE, upon official notice of issuance;

the accuracy of the representations and warranties of the other parties contained in the merger agreement as of the closing date, subject to the materiality standards provided in the merger agreement;

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performance and compliance with, in all material respects, all of the other parties obligations under the merger agreement required to be performed or complied with at or prior to the effective time;

receipt of a certificate signed by an executive officer of the other party, dated as of the closing date, confirming that the two preceding conditions have been satisfied; and,

receipt of an opinion from tax counsel, dated as of the closing date, to the effect that, based on the facts, representations and assumptions set forth or referred to in such opinion, the first merger and the second merger, considered together, will qualify as a "reorganization" within the meaning of Section 368(a) of the Code.

The conditions set forth in the merger agreement may be waived by Cimarex or Resolute, subject to applicable law and the agreement of the other party in certain circumstances. For a more complete discussion of the conditions to the merger, see "The Merger Agreement Conditions to the Completion of the Merger" beginning on page 120.

No Solicitation of Other Offers (See Page 108)

Pursuant to the merger agreement, Resolute has agreed that it will, and will cause its subsidiaries, and its and their respective directors, officers and representatives to, immediately cease, and cause to be terminated, any solicitation, encouragement, discussion or negotiations that began prior to and were ongoing as of November 18, 2018 with any person with respect to a Resolute competing proposal (as defined in the section entitled "The Merger Agreement No Solicitation; Changes of Recommendation Definition of Competing Proposal" beginning on page 111). Resolute has also agreed that until the effective time or the termination of the merger agreement, it will not, and will cause its subsidiaries, and its and their respective directors and officers, and will cause its representatives not to, directly or indirectly:

initiate, solicit or knowingly encourage or knowingly facilitate any inquiries, proposals, or offers regarding, or the making of a Resolute competing proposal;

engage in any discussions or negotiations with any person with respect to a Resolute competing proposal;

furnish any non-public information regarding Resolute or its subsidiaries, or access to the properties, assets or employees of Resolute or its subsidiaries, to any person in connection with or in response to a Resolute competing proposal;

enter into any letter of intent or agreement in principle, or other agreement or commitment in respect of any proposal or offer that constitutes a Resolute competing proposal; or

resolve, agree or publicly propose to, or permit Resolute or any of its subsidiaries or any of its or their representatives to agree or publicly propose to take any of the actions referred to in the bullets directly above.

The merger agreement does not, however, prohibit Resolute from considering an unsolicited alternative proposal from a third party if certain specified conditions are met. For a discussion of the prohibition on solicitation of acquisition proposals from third parties, see "The Merger Agreement No Solicitation; Changes of Recommendation" beginning on page 108.

Termination of the Merger Agreement (See Page 122)

Cimarex and Resolute may terminate the merger agreement and abandon the merger at any time prior to the effective time by mutual written consent of Cimarex and Resolute. The merger agreement

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may also be terminated by either Cimarex or Resolute at any time prior to the effective time in any of the following situations:

if there is a final nonappealable order, decree, ruling or injunction or any other action permanently restraining, enjoining or otherwise prohibiting the consummation of the merger; provided that this termination right will not be available to a party whose violation or breach of any material covenant or agreement in the merger agreement was the primary cause of or resulted in such order, decree, ruling or injunction or other action;

if the closing of the merger has not occurred before 5:00 p.m., Mountain time, on July 18, 2019; provided that this termination right will not be available to a party whose violation or breach of any material covenant or agreement in the merger agreement was the primary cause of the failure of the closing;

upon a Cimarex terminable breach event or Resolute terminable breach event (as each term is defined in the section entitled "The Merger Agreement Termination" beginning on page 122); or

the Resolute special meeting has occurred and the Resolute stockholders have not approved the merger proposal.

In addition, the merger agreement may be terminated by Cimarex if prior to, but not after, the time the merger proposal has been approved by Resolute stockholders, the Resolute board has effected a Resolute recommendation change.

Further, the merger agreement may be terminated by Resolute prior to, but not after, the time the merger proposal has been approved by Resolute stockholders, upon a Resolute superior proposal termination event (as defined in the section entitled "The Merger Agreement Termination" beginning on page 122).

Expenses and Termination Fees (See Page 123)

The merger agreement requires Resolute to pay Cimarex a termination fee of \$35.9 million if:

Resolute terminates the merger agreement due to a Resolute recommendation change;

Resolute terminates the merger agreement due to a Resolute superior proposal event; or

(i)(A) Cimarex or Resolute terminates the merger agreement if the Resolute special meeting has occurred and the Resolute stockholders have not approved the merger proposal or (B) Cimarex terminates the merger agreement due to a Resolute terminable breach event and such breach giving rise to such termination was a willful and material breach by Resolute of a covenant or other agreement in the merger agreement, (ii) on or before the date of any such termination a Resolute competing proposal shall have been publicly announced or disclosed prior to the Resolute stockholders meeting and (iii) within 12 months after the date of such termination, Resolute enters into a definitive agreement with respect to a Resolute competing proposal or consummates any transaction meeting the parameters of a Resolute competing proposal. For purposes of this paragraph, any reference in the definition of Resolute competing proposal to "25%" will be deemed to be a reference to "more than 80%."

In no event will Resolute be required to pay the termination fee on more than one occasion.

If Cimarex or Resolute terminates the merger agreement because of a failure of Resolute's stockholders to approve the proposals required to complete the merger, Resolute will reimburse Cimarex for its transaction expenses in an amount equal to \$7.5 million.

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Purpose of the Resolute Special Meeting; Required Vote (See Pages 135 and 136)

At the Resolute special meeting, Resolute stockholders will be asked to consider and vote upon:

1. **Merger Proposal:** To consider and vote on a proposal to adopt the merger agreement, a copy of which is attached as Annex A to this proxy statement/prospectus;
2. **Adjournment Proposal:** To consider and vote on a proposal to approve the adjournment of the Resolute special meeting, if necessary to solicit additional proxies if there are not sufficient votes to approve the merger proposal at the time of the Resolute special meeting; and
3. **Advisory Compensation Proposal:** To consider and vote on a proposal to approve, on an advisory (non-binding) basis, the payments that will or may be paid to Resolute's named executive officers in connection with the merger.

Approval of the merger proposal is required for completion of the merger.

The affirmative vote of holders of a majority of the outstanding Resolute common shares entitled to vote is required to approve the merger proposal. The affirmative vote of a majority of the votes cast at the Resolute special meeting (in person or by proxy) and entitled to vote thereon is required to approve the adjournment proposal and the advisory compensation proposal.

The Resolute board unanimously recommends that Resolute stockholders vote "**FOR**" each of the proposals set forth above, as more fully described in the section entitled "Resolute Special Meeting" beginning on page 135.

Voting by Resolute Directors and Executive Officers (See Page 138)

As of _____, directors and executive officers of Resolute and their affiliates owned and were entitled to vote _____ Resolute common shares, or approximately _____ % of the Resolute common shares outstanding on that date.

Richard Betz and Nicholas Sutton, each a director and executive officer of Resolute, Theodore Gazulis, an executive officer of Resolute, and Goff, Monarch and RCH, each of which has representation on the Resolute board, have entered into separate Voting Agreements with Cimarex, pursuant to which each agreed during the term of its respective Voting Agreement to, among other things, upon the terms and subject to the conditions therein, (i) vote all of their Resolute common shares in favor of the merger proposal and against any Resolute competing proposals, (ii) not to exercise or assert any appraisal rights under Section 262 of the DGCL in connection with the merger and (iii) subject to certain exceptions, not sell or otherwise transfer its Resolute common shares.

Resolute Debt and Termination of Liens (See Page 119)

Resolute has agreed to use commercially reasonable efforts to, at the request of Cimarex and concurrently with the closing of the merger, and upon the delivery of funds sufficient by Cimarex to repay in full any amounts then borrowed or currently outstanding under Resolute's revolving credit facility, (i) obtain customary payoff letters and take all such actions as may be necessary to terminate or cause to be terminated the revolving credit facility and all applicable commitments related to or under the revolving credit facility, (ii) make arrangements for the release of all liens arising from or granted in connection with the revolving credit facility and (iii) make arrangements for the release of any guarantees in connection therewith.

In connection with the merger, in the event that Cimarex desires that Resolute consummate an optional redemption and a satisfaction and discharge with respect to Resolute's 8.50% Senior Notes due 2020, Resolute has agreed to use commercially reasonable efforts to, and to cause its subsidiaries

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to, cooperate with Cimarex to facilitate the optional redemption and satisfaction and discharge of such notes concurrently with the closing of the merger.

For a more complete discussion of the treatment of debt and the termination of liens pursuant to the merger agreement, see "The Merger Agreement Resolute Debt and Termination of Liens" beginning on page 119.

Listing of Cimarex Common Stock; Delisting and Deregistration of Resolute Common Stock (See Page 87)

If the merger is completed, the shares of Cimarex common stock to be issued in the merger will be listed for trading on the NYSE, shares of Resolute common stock will be delisted from the NYSE and deregistered under the Exchange Act, and Resolute will no longer be required to file periodic reports with the SEC pursuant to the Exchange Act.

Cimarex does not intend to list the new Cimarex preferred stock on a national securities exchange or interdealer quotation system.

Comparison of Rights of Stockholders of Resolute and Cimarex (See Page 167)

The rights of Resolute stockholders who receive shares of Cimarex common stock in the merger will be governed by the amended and restated certificate of incorporation of Cimarex and the amended and restated bylaws of Cimarex, rather than by the amended and restated certificate of incorporation of Resolute and the amended and restated bylaws of Resolute. As a result, Resolute stockholders will have different rights once they become Cimarex stockholders due to the differences in the organizational documents of Resolute and Cimarex. For a more completed discussion of the key differences, see "Comparison of Rights of Stockholders of Resolute and Cimarex" beginning on page 167.

Risk Factors (See Page 28)

Before voting at the Resolute special meeting, you should carefully consider all of the information contained in or incorporated by reference into this proxy statement/prospectus, as well as the specific factors under the heading "Risk Factors" beginning on page 28.

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The selected historical consolidated financial data of Cimarex (i) for each of the years ended December 31, 2017, 2016 and 2015 and as of December 31, 2017 and 2016 have been derived from Cimarex's audited consolidated financial statements and related notes thereto contained in Cimarex's Annual Report on Form 10-K for the year ended December 31, 2017, and (ii) as of and for the nine months ended September 30, 2018 and 2017, have been derived from Cimarex's unaudited consolidated financial statements and related notes thereto contained in Cimarex's Quarterly Report on Form 10-Q for such periods. The selected historical consolidated financial data for the years ended December 31, 2014 and 2013, and as of December 31, 2015, 2014 and 2013 have been derived from "Item 6. Selected Financial Data" contained in Cimarex's Annual Report on Form 10-K for the year ended December 31, 2017. The information set forth below is only a summary and is not necessarily indicative of the results of future operations of Cimarex or the combined company, and you should read the following information together with Cimarex's audited consolidated financial statements, the related notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in Cimarex's Annual Report on Form 10-K for the year ended December 31, 2017 and Cimarex's unaudited consolidated financial statements, the related notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in Cimarex's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018, both of which are incorporated by reference into this proxy statement/prospectus. For more information, see "Where You Can Find More Information" beginning on page 177.

	Years Ended December 31,					Nine Months Ended September 30,	
	2017	2016	2015	2014	2013	2018	2017
	(in millions, except per share amounts)						
Operating results:							
Oil, gas and NGL sales	\$ 1,874	\$ 1,221	\$ 1,418	\$ 2,373	\$ 1,953	\$ 1,682	\$ 1,335
Total revenues(1)	1,918	1,257	1,453	2,424	1,998	1,715	1,367
Net income (loss)(2)	494	(409)	(2,580)	526	462	476	320
Earnings (loss) per share to common stockholders:							
Basic	5.19	(4.38)	(27.75)	6.01	5.30	5.00	3.36
Diluted	5.19	(4.38)	(27.75)	6.00	5.29	5.00	3.36
Cash dividends declared per share	0.32	0.32	0.64	0.64	0.56	0.50	0.24
Cash flow data:							
Net cash provided by operating activities(3)	1,097	626	726	1,633	1,334	1,158	756
Net cash used by investing activities	(1,266)	(692)	(1,009)	(1,740)	(1,531)	(652)	(925)
Net cash (used) provided by financing(3) activities	(83)	(60)	656	508	132	(42)	(61)

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	As of December 31,					As of	
	2017	2016	2015	2014	2013	September 30,	2017
	(in millions, except reserves amounts)						
Balance sheet data:							
Cash and cash equivalents	\$ 401	\$ 653	\$ 779	\$ 406	\$ 5	\$ 864	\$ 423
Oil and gas properties, net(2)	3,242	2,354	2,741	6,638	5,669	3,489	3,014
Goodwill	620	620	620	620	620	620	620
Total assets(2)(4)	5,043	4,238	4,708	8,443	6,947	5,818	4,769
Deferred income tax liability (asset)	102	(56)	157	1,657	1,351	245	100
Long-term obligations:							
Long-term debt (principal)	1,500	1,500	1,500	1,500	924	1,500	1,500
Other	206	184	197	194	164	215	188
Stockholders' equity	2,568	2,043	2,458	4,332	3,834	3,026	2,402
Proved reserves:							
Oil (MBbbls)	137,238	105,878	107,798	118,992	108,533		
Gas (Bcf)	1,608	1,471	1,517	1,667	1,294		
NGL (MBbbls)	153,860	130,633	124,277	125,273	92,044		
Total (Bcfe)	3,354	2,890	2,909	3,132	2,497		

- (1) Prior to 2014, Cimarex's average realized prices for gas and NGLs were net of certain processing fees. Beginning in 2014, these fees were no longer netted against realized prices, but were included in "Transportation, processing, and other operating" costs. The effect of this change in 2014 was that total revenue was \$51.4 million higher with an offsetting increase in total transportation, processing, and other operating costs. This change had no effect on operating income. Periods prior to 2014 were not reclassified to reflect this change in accounting treatment as it was impracticable to do so.
- (2) During 2016, 2015 and 2013, Cimarex recorded non-cash full cost ceiling test impairments of Cimarex's oil and gas properties totaling \$757.7 million (\$481.4 million, net of tax), \$4.03 billion (\$2.56 billion, net of tax), and \$190.2 million (\$120.8 million, net of tax), respectively.
- (3) Cimarex adopted Accounting Standards Update 2016-09, Improvements to Employee Share-Based Payment Accounting ("ASU 2016-09") effective January 1, 2017. Pursuant to ASU 2016-09, Cimarex adjusted the statements of cash flows for all prior periods presented. For the years ended December 31, 2016, 2015, 2014, and 2013, Cimarex decreased cash outflows for operating activities and cash inflows for financing activities by \$26.6 million, \$34.2 million, \$13.6 million, and \$10.1 million, respectively, for the payment of employee tax withholdings on the net settlement of equity-classified awards and for excess tax benefits, as applicable.
- (4) Effective December 31, 2015, Cimarex adopted new accounting guidance which requires debt issuance costs (except for those related to revolving credit facilities) to be presented in the balance sheet as a direct deduction from the carrying amount of the related debt liability rather than as an asset. Such costs were previously recorded as deferred assets. Prior periods have been adjusted to conform to this guidance.

Table of Contents**SELECTED HISTORICAL FINANCIAL DATA OF RESOLUTE**

The selected historical consolidated financial data of Resolute (i) for each of the years ended December 31, 2017, 2016 and 2015 and as of December 31, 2017 and 2016 have been derived from Resolute's audited consolidated financial statements and related notes thereto contained in Resolute's Annual Report on Form 10-K for the year ended December 31, 2017, and (ii) as of and for the nine months ended September 30, 2018 and 2017, have been derived from Resolute's unaudited consolidated financial statements and related notes thereto contained in Resolute's Quarterly Report on Form 10-Q for such periods. The selected historical consolidated financial data for the years ended December 31, 2014 and 2013 and as of December 31, 2015, 2014 and 2013 have been derived from "Item 6. Selected Financial Data" contained in Resolute's Annual Report on Form 10-K for the year ended December 31, 2017. The information set forth below is only a summary and is not necessarily indicative of the results of future operations of Resolute or the combined company, and you should read the following information together with Resolute's audited consolidated financial statements, the related notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in Resolute's Annual Report on Form 10-K for the year ended December 31, 2017 and Resolute's unaudited consolidated financial statements, the related notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in Resolute's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018, both of which are incorporated by reference into this proxy statement/prospectus. For more information, see "Where You Can Find More Information" beginning on page 177.

	Year Ended December 31,					Nine Months Ended September 30,	
	2017	2016	2015	2014	2013	2018	2017
(in millions, except per share data)							
Statement of operation data:							
Revenue	\$ 303	\$ 164	\$ 155	\$ 329	\$ 350	\$ 255	\$ 214
Operating expenses	259	256	931	442	484	214	184
Income (loss) from operations	44	(92)	(776)	(113)	(134)	41	30
Other income (expense)	(46)	(70)	12	87	(45)	(72)	(30)
Income (loss) before income taxes	(2)	(162)	(764)	(26)	(179)	(31)	
Income tax benefit (expense)	1		22	4	65		
Net income (loss)	(1)	(162)	(742)	(22)	(114)	(31)	
Net loss available to common stockholders	(8)	(162)	(742)	(22)	(114)	(35)	(4)
Loss per share:							
Common stock, basic and diluted	(0.35)	(10.33)	(49.55)	(1.50)	(8.35)	(1.56)	(0.22)
Weighted average shares outstanding:							
Common stock, basic and diluted	22	16	15	15	14	22	22
Cash flow data:							
Net cash provided by operating activities	137	84	69	143	133	139	112
Net cash provided by (used in) investing activities	(271)	(190)	200	(176)	(406)	(286)	(345)
Net cash provided by (used in) financing activities	5	231	(264)	37	271	147	101

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	As of December 31,					As of September 30,	
	2017	2016	2015	2014	2013	2018	2017
	(in millions, except reserves amounts)						
Balance sheet data:							
Total assets	\$ 642	\$ 588	\$ 391	\$ 1,440	\$ 1,469	\$ 898	\$ 792
Long term debt	551	406	515	760	737	706	645
Total liabilities	716	664	594	913	935	993	866
Stockholders' equity (deficit)	(74)	(76)	(203)	527	534	(95)	(74)
Proved reserves:							
Oil (MBbls)	25,319	43,804	28,747	63,715	47,511		
Gas (Bcf)	95	52	14	37	42		
NGL (MBbls)	12,309	7,722	2,063	4,370	4,817		
Total (Bcfe)	321	362	199	445	356		

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The following table presents Cimarex's and Resolute's historical per share data as of and for the year ended December 31, 2017 and as of and for the nine months ended September 30, 2018. This information should be read together with the historical consolidated financial statements and related notes of Cimarex and Resolute, filed by each with the SEC, and incorporated by reference in this proxy statement/prospectus.

	As of and For the Nine Months Ended September 30, 2018	As of and For the Year Ended December 31, 2017
Cimarex historical data:		
Net income attributable to common stockholders (per basic share)	\$ 5.00	\$ 5.19
Net income attributable to common stockholders (per diluted share)	\$ 5.00	\$ 5.19
Book value per share(1)	\$ 31.65	\$ 26.91
Cash dividends declared per share	\$ 0.50	\$ 0.32
Resolute historical data:		
Net income (loss) attributable to common stockholders (per basic share)	\$ (1.56)	\$ (0.35)
Net income (loss) attributable to common stockholders (per diluted share)	\$ (1.56)	\$ (0.35)
Book value per share(1)	\$ (6.79)	\$ (6.08)
Cash dividends declared per share	\$	\$

(1)

Book value per share is defined as net assets attributable to common stockholders divided by the number of common shares outstanding at the applicable balance sheet date. Net assets attributable to common stockholders is equal to the sum of total assets, less total liabilities, less the liquidation value of outstanding preferred stock. The dilutive effect of outstanding options has not been considered as it would not result in a lower book value per share.

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**COMPARISON OF CIMAREX AND RESOLUTE MARKET PRICES
AND IMPLIED SHARE VALUE OF THE MERGER CONSIDERATION**

The following table sets forth the closing sale prices per share of Cimarex common stock and Resolute common stock as reported on the NYSE on November 16, 2018, the last trading day prior to the public announcement of the merger, and on _____, the last practicable trading day prior to the mailing of this proxy statement/prospectus. Cimarex common stock is traded on the NYSE under the symbol "XEC" and Resolute common stock is traded on the NYSE under the symbol "REN." The table also shows the estimated implied value of the merger consideration proposed for each share of Resolute common stock as of the same two dates. The implied value for stock election consideration was calculated by multiplying the closing sales price of a share of Cimarex common stock on the relevant date by the stock election exchange ratio of 0.3943 shares of Cimarex common stock for each share of Resolute common stock. The implied value for the mixed election consideration was calculated by (i) *multiplying* the closing sales price of a share of Cimarex common stock on the relevant date *by* the mixed election exchange ratio of 0.2366 shares of Cimarex common stock (ii) *plus* \$14.00 in cash for each share of Resolute common stock.

	Cimarex Common Stock	Resolute Common Stock	Implied Per Share Value of Stock Consideration	Implied Per Share Value of Mixed Consideration
November 16, 2018	\$ 88.76	\$ 30.49	\$ 35.00	\$ 35.00
, 20	\$	\$	\$	\$

Holders of Cimarex and Resolute common stock are encouraged to obtain current market quotations for Cimarex common stock and Resolute common stock and to review carefully the other information contained in this proxy statement/prospectus or incorporated by reference herein. No assurance can be given concerning the market price of Cimarex common stock before or after the effective time. For additional information, see "Where You Can Find More Information" beginning on page 177.

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RISK FACTORS

In addition to the other information included or incorporated by reference in this proxy statement/prospectus, including the matters addressed in "Cautionary Statement Regarding Forward-Looking Statements" beginning on page 36, you should carefully consider the following risks before deciding how to vote. In addition, you should read and carefully consider the risks associated with each of Cimarex and Resolute and their respective businesses. These risks can be found in Cimarex's and Resolute's respective Annual Reports on Form 10-K for the year ended December 31, 2017, their subsequent reports on Form 10-Q and other documents, which are filed with the SEC and incorporated by reference into this proxy statement/prospectus. For further information regarding the documents incorporated into this proxy statement/prospectus by reference, please see the section titled "Where You Can Find More Information." Realization of any of the risks described below, any of the events described under "Cautionary Statement Regarding Forward-Looking Statements" or any of the risks or events described in the documents incorporated by reference could have a material adverse effect on Cimarex's, Resolute's or the combined company's businesses, financial condition, cash flows and results of operations and could result in a decline in the trading prices of their respective shares of common stock.

Risks Relating to the Merger

Because the stock election consideration and the mixed election consideration will not be adjusted for stock price changes and the market price of Cimarex common shares will fluctuate, Resolute stockholders cannot be sure of the value of the merger consideration they will receive.

Upon completion of the merger, each Resolute common share issued and outstanding immediately prior to the effective time (other than Resolute common shares held in treasury and Resolute common shares held by stockholders who properly comply in all respects with the provisions of Section 262 of the DGCL as to appraisal rights, but including each Resolute equity award that has been converted into the right to receive the merger consideration) will be converted into the right to receive, at the election of the stockholder, subject to proration as set forth in the merger agreement, one of (i) \$14.00 in cash, without interest, and 0.2366 shares of Cimarex common stock (the "mixed election exchange ratio"), (ii) \$35.00 in cash, without interest, or (iii) 0.3943 shares of Cimarex common stock (the "stock election exchange ratio").

Neither the stock election consideration nor the mixed election consideration will change to reflect changes in the market prices of Cimarex and Resolute common shares. The market price of Cimarex common shares at the time of completion of the merger may vary significantly from the market price of Cimarex common shares on the date the merger agreement was executed, the date of this proxy statement/prospectus and the date of the Resolute special meeting. In addition, as discussed below, the merger consideration will be subject to proration. Accordingly, Resolute stockholders will not know or be able to calculate at the time of the Resolute special meeting the market value of the merger consideration they will receive upon completion of the merger.

In addition, the merger might not be completed until a significant period of time has passed after the Resolute special meeting. Because the stock election exchange ratio and mixed election exchange ratio will not be adjusted to reflect any changes in the market values of Cimarex common shares and Resolute common shares, the market value of the Cimarex common shares issued in connection with the merger and the Resolute common shares surrendered in connection with the merger may be higher or lower than the values of those shares on earlier dates. Stock price changes may result from, among other things, changes in the business, operations or prospects of Cimarex or Resolute prior to the merger, litigation or regulatory considerations, general business, market, industry or economic conditions and other factors both within and beyond the control of Cimarex and Resolute. For additional information on risks related to Cimarex common shares, see "Risks Inherent in an Investment in Cimarex" beginning on page 33. Neither Cimarex nor Resolute is permitted to terminate

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the merger agreement solely because of changes in the market price of either company's common stock.

The value of the cash election consideration and the stock election consideration may differ considerably.

Since the cash election consideration is a fixed amount of \$35.00 and the market value of the stock election consideration will continuously change with the market price for Cimarex common stock, it is possible that, at any point in time including at the time of the Resolute special meeting, the election deadline and the effective time, the cash election consideration could be worth more, less or the same amount as the stock election consideration. Further, because you will not be able to change your election after the election deadline (and because of the allocation and proration procedures discussed below), you may receive per share merger consideration that is worth less than the other per share merger consideration you could have elected, even if the per share merger consideration you elected to receive is worth more at the election deadline than the per share merger consideration you actually receive. Additionally, since cash elections are subject to proration, in the event the cash election consideration is worth more than the stock election consideration, Resolute stockholders may not be able to realize the excess of such difference even if they make a cash election with respect to all of their shares of Resolute common stock. Similarly, since stock elections are subject to proration, in the event the stock election consideration is worth more than the cash election consideration, Resolute stockholders may not be able to realize the excess of such difference even if they make a stock election with respect to all of their shares of Resolute common stock.

Holders may not receive the form of merger consideration that they elect.

The merger consideration is subject to proration so that the aggregate merger consideration paid in respect of all Resolute common shares (including each Resolute equity award that has been converted into the right to receive merger consideration, but not including cash paid in lieu of fractional shares or to dissenters) consists of 60% Cimarex common shares and 40% cash, based on the closing sale price for the Cimarex common shares on November 16, 2018. Accordingly, there is no assurance that Resolute stockholders will receive the form of consideration that they elect with respect to all Resolute common shares they hold. There is a risk that Resolute stockholders will receive a portion of the merger consideration in the form that they do not elect, which could result in, among other things, tax consequences that differ from those that would have resulted from receipt of the form of merger consideration elected, including with respect to the recognition of taxable gain to the extent cash is received. For more information on the proration procedures, see "The Merger Agreement Election and Exchange Procedures" beginning on page 98.

Current Resolute stockholders will have a reduced ownership and voting interest after the merger and will exercise less influence over management.

Cimarex will issue approximately 6.5 million Cimarex common shares to Resolute stockholders in the merger. As a result of these issuances, current Resolute stockholders are expected to hold approximately 5.6% of Cimarex's outstanding common stock immediately following completion of the merger.

Resolute stockholders currently have the right to vote for their respective directors and on other matters affecting Resolute. When the merger occurs, the Cimarex common shares that each Resolute stockholder receives in exchange for its Resolute common shares will represent a percentage ownership of the combined company that is significantly smaller than the Resolute stockholder's percentage ownership of Resolute. As a result of these reduced ownership percentages, former Resolute stockholders will have less influence on the management and policies of Cimarex than they now have with respect to Resolute.

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The merger agreement contains provisions that limit Resolute's ability to pursue alternatives to the merger, which could discourage a potential acquirer of Resolute from making an alternative transaction proposal and, in certain circumstances, could require Resolute to pay Cimarex a termination fee.

The merger agreement contains certain provisions that restrict Resolute's ability to initiate, solicit or knowingly encourage or knowingly facilitate any inquiries, proposals, or offers regarding, or the making of a Resolute competing proposal, engage in any discussions or negotiations with respect to a Resolute competing proposal or furnish any non-public information or access to its assets to any person in connection with a Resolute competing proposal, or enter into any letter of intent or agreement in principle concerning a Resolute competing proposal. In addition, Cimarex generally has an opportunity to offer to modify the terms of the transactions contemplated by the merger agreement in response to any third-party alternative transaction proposal before the Resolute board may change, withdraw, modify, or qualify its recommendation with respect to the merger agreement proposal. In some circumstances, upon termination of the merger agreement, Resolute will be required to pay a termination fee of \$35.9 million to Cimarex.

These provisions could discourage a potential third-party acquirer or merger partner that might have an interest in acquiring all or a significant portion of Resolute or pursuing an alternative transaction with Resolute from considering or proposing such a transaction. In Resolute's case, the provisions could discourage a potential third-party acquirer or merger partner that was prepared to pay consideration with a higher per share price than the per share price proposed to be received in the merger, or might result in a potential third-party acquirer or merger partner proposing to pay a lower per share price than it might otherwise have proposed to pay because of the added expense of the termination fee that is payable in certain circumstances.

For additional information, see the sections entitled "The Merger Agreement No Solicitation; Changes of Recommendation" and "The Merger Agreement Termination," beginning on pages 108 and 122, respectively.

Resolute will be subject to various uncertainties and contractual restrictions while the merger is pending that could adversely affect its financial results.

Uncertainty about the effect of the merger on employees, suppliers and customers may have an adverse effect on Resolute. These uncertainties may impair Resolute's ability to attract, retain and motivate key personnel until the merger is completed, and could cause customers, suppliers and others that deal with Resolute to seek to change existing business relationships with Resolute. Employee retention and recruitment for Resolute may be particularly challenging prior to completion of the merger, as employees and prospective employees may experience uncertainty about their future roles with the combined company.

The pursuit of the merger and the preparation for the integration may place a significant burden on Resolute's management and internal resources. Any significant diversion of management attention away from ongoing business and any difficulties encountered in the transition and integration process could affect Resolute's financial results.

In addition, the merger agreement restricts Resolute, without Cimarex's consent, from making certain acquisitions and dispositions and taking other specified actions while the merger is pending. These restrictions may prevent Resolute from pursuing attractive business opportunities and making other changes to its business prior to completion of the merger or termination of the merger agreement. See "The Merger Agreement Interim Operations Pending the Merger Interim Operations of Resolute" beginning on page 103.

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The merger and related transactions are subject to approval by Resolute stockholders.

In order for the merger to be completed, the Resolute stockholders must approve the merger proposal, which requires the approval of the holders of a majority of the outstanding Resolute common shares entitled to vote on the merger proposal as of the record date for the Resolute special meeting.

The merger is subject to conditions, including certain conditions that may not be satisfied, or completed on a timely basis, if at all.

The merger is subject to a number of other conditions beyond Cimarex's and Resolute's control that may prevent, delay or otherwise materially adversely affect its completion, including the approval of the merger proposal by Resolute's stockholders. Neither Cimarex nor Resolute can predict whether and when these other conditions will be satisfied. Any delay in completing the merger could cause the combined company not to realize some or all of the synergies expected to be achieved if the merger is successfully completed within its expected time frame. See "The Merger Agreement Conditions to the Completion of the Merger" beginning on page 120.

Failure to complete the merger could negatively affect Resolute's stock price, its future business and financial results.

If the merger is not completed, Resolute's ongoing businesses may be adversely affected and Resolute will be subject to several risks and consequences, including the following:

under the merger agreement, Resolute may be required, under certain circumstances, to pay Cimarex a termination fee of \$35.9 million, or pay \$7.5 million in reimbursement for transaction expenses;

Resolute will be required to pay certain costs relating to the merger, whether or not the merger is completed, such as legal, accounting, financial advisor and printing fees;

Resolute would not realize the expected benefits of the merger;

under the merger agreement, Resolute is subject to certain restrictions on the conduct of its business prior to completing the merger, which may adversely affect its ability to execute certain of its business strategies;

matters relating to the merger may require substantial commitments of time and resources by Resolute management, which could otherwise have been devoted to other opportunities that may have been beneficial to Resolute as an independent company; and

Resolute may lose key employees during the period in which Resolute and Cimarex are pursuing the merger, which may adversely affect Resolute in the future if it is not able to hire and retain qualified personnel to replace departing employees.

In addition, if the merger is not completed, Resolute may experience negative reactions from the financial markets and from its customers and employees. Resolute also could be subject to litigation related to any failure to complete the merger or to enforcement proceedings commenced against Resolute to attempt to force it to perform its obligations under the merger agreement.

Cimarex and Resolute will incur substantial transaction fees and merger-related costs in connection with the merger.

Cimarex and Resolute have incurred and expect to continue to incur non-recurring transaction fees, which include legal and advisory fees and substantial merger-related costs associated with completing the merger, combining the operations of the two companies and achieving desired synergies. Additional unanticipated costs may be incurred in the course of the integration of the businesses of

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Cimarex and Resolute. The companies cannot be certain that the realization of other benefits related to the integration of the two businesses will offset the transaction and merger-related costs in the near term, or at all.

Certain directors and executive officers of Resolute have interests in the merger that are different from, or in addition to, those of other Resolute stockholders, which could have influenced their decisions to support or approve the merger.

In considering whether to approve the proposals at the Resolute special meeting, Resolute stockholders should recognize that certain directors and executive officers of Resolute have interests in the merger that differ from, or that are in addition to, their interests as stockholders of Resolute. These interests include, among others, ownership interests in the combined company, the accelerated vesting of certain equity awards and/or certain severance benefits in connection with the merger. These interests, among others, may influence the directors and executive officers of Resolute to support or approve the merger proposal. See the sections entitled "The Merger - Interests of Resolute Directors and Executive Officers in the Merger" beginning on page 74.

Completion of the merger may trigger change in control or other provisions in certain agreements to which Resolute is a party.

The completion of the merger may trigger change in control or other provisions in certain agreements to which Resolute is a party. If Cimarex and Resolute are unable to negotiate waivers of those provisions, the counterparties may exercise their rights and remedies under the agreements, potentially terminating the agreements or seeking monetary damages. Even if Cimarex and Resolute are able to negotiate waivers, the counterparties may require a fee for such waivers or seek to renegotiate the agreements on terms less favorable to Resolute or the combined company.

After a Resolute stockholder has made an election in respect of his or her shares of Resolute common stock, he or she will not be able to sell those shares unless he or she revokes his or her election prior to the election deadline or the merger agreement is terminated.

To be effective, a form of election must be properly completed, signed and submitted to the exchange agent by 5:00 p.m., Eastern time, on the day of the Resolute special meeting, or, if the closing date is more than 10 days after the Resolute special meeting, a date that is seven business days prior to the closing date. After a Resolute stockholder has submitted a form of election, under the terms of the election, he or she will not be able to sell any Resolute common shares covered by his or her form of election, regardless of whether those Resolute common shares are held in certificated or book-entry form, unless he or she revokes his or her election before the deadline by written notice received by the exchange agent prior to the election deadline. While the parties have agreed to establish an election deadline that is a relatively short time before the anticipated completion date of the first merger, there can be no assurance that unforeseen circumstances will not cause the completion of the first merger to be delayed after the deadline has been established.

Risks Relating to the Combined Company Following the Merger

If completed, the merger may not achieve its intended results, and Cimarex and Resolute may be unable to successfully integrate their operations.

Cimarex and Resolute entered into the merger agreement with the expectation that the merger will result in various benefits, including, among other things, expanding Cimarex's asset base and creating synergies. Achieving the anticipated benefits of the merger is subject to a number of uncertainties, including whether the businesses of Cimarex and Resolute can be integrated in an efficient and effective manner.

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It is possible that the integration process could take longer than anticipated and could result in the loss of valuable employees, the disruption of each company's ongoing businesses, processes and systems or inconsistencies in standards, controls, procedures, practices, policies and compensation arrangements, any of which could adversely affect the combined company's ability to achieve the anticipated benefits of the merger. The combined company's results of operations could also be adversely affected by any issues attributable to either company's operations that arise or are based on events or actions that occur prior to the closing of the merger. The companies may have difficulty addressing possible differences in corporate cultures and management philosophies. The integration process is subject to a number of uncertainties, and no assurance can be given that the anticipated benefits will be realized or, if realized, the timing of their realization. Failure to achieve these anticipated benefits could result in increased costs or decreases in the amount of expected revenues and could adversely affect the combined company's future business, financial condition, operating results and prospects.

The combined company is expected to incur expenses related to the integration of Cimarex and Resolute.

The combined company is expected to incur expenses in connection with the integration of Cimarex and Resolute. There are a large number of processes, policies, procedures, operations, technologies and systems that must be integrated, including purchasing, accounting and finance, sales, billing, payroll, pricing, revenue management, maintenance, marketing and benefits. While Cimarex and Resolute have assumed that a certain level of expenses will be incurred, there are many factors beyond their control that could affect the total amount or the timing of the integration expenses. Moreover, many of the expenses that will be incurred are, by their nature, difficult to estimate accurately. These integration expenses likely will result in the combined company taking charges against earnings following the completion of the merger, and the amount and timing of such charges are uncertain at present.

Uncertainties associated with the merger may cause a loss of management personnel and other key employees, which could adversely affect the future business and operations of the combined company.

Cimarex and Resolute are dependent on the experience and industry knowledge of their officers and other key employees to execute their business plans. Each company's success until the merger and the combined company's success after the merger will depend in part upon the ability of Cimarex and Resolute to retain key management personnel and other key employees. Current and prospective employees of Cimarex and Resolute may experience uncertainty about their roles within the combined company following the merger, which may have an adverse effect on the ability of Cimarex and Resolute to attract or retain key management and other key personnel. Accordingly, no assurance can be given that the combined company will be able to attract or retain key management personnel and other key employees of Cimarex and Resolute to the same extent that Cimarex and Resolute have previously been able to attract or retain their own employees.

Risks Inherent in an Investment in Cimarex

The market price of Cimarex common shares may be volatile and Cimarex's stock price could decline.

Upon completion of the merger, holders of Resolute common stock who receive Cimarex common shares as stock election consideration or mixed election consideration will become holders of shares of Cimarex common stock. The market price of shares of Cimarex common stock may fluctuate significantly following completion of the merger and holders of Resolute common stock could lose some or all of the value of their investment in Cimarex common stock. In addition, the stock market has experienced significant price and volume fluctuations in recent times, which, if they continue to occur, could have a material adverse effect on the market for, or liquidity of, the Cimarex common stock, regardless of Cimarex's actual operating performance.

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The market price of Cimarex common shares may be affected by a number of factors, including the volatility of crude oil, natural gas and NGL prices, Cimarex's operating results, changes in Cimarex's earnings estimates, additions or departures of key personnel, Cimarex's financial condition, drilling activities, legislative and regulatory changes, general conditions in the oil and natural gas exploration and development industry, general economic conditions, and general conditions in the securities markets. In particular, a significant or extended decline in crude oil and natural gas prices could have a material adverse effect on the market price of Cimarex common shares. Other risks described elsewhere under "Risk Factors" in this proxy statement/prospectus and the documents incorporated by reference in this proxy statement/prospectus could also materially and adversely affect the market price of Cimarex common shares.

Although Cimarex's board has declared quarterly dividends on Cimarex common shares in recent years, Cimarex may not pay cash dividends in the future.

Although Cimarex has paid cash dividends on Cimarex common shares in the past, the Cimarex board may determine not to declare dividends in the future or may reduce the amount of dividends paid in the future. Any payment of future dividends will be at the discretion of the Cimarex board and will depend on Cimarex's results of operations, financial condition, cash requirements, future prospects and other considerations that the Cimarex board deems relevant.

Cimarex is not obligated to pay dividends on the new Cimarex preferred stock and no payment or adjustment will be made upon conversion for any undeclared or, subject to limited exceptions, unpaid dividends.

Quarterly dividends on the new Cimarex preferred stock are only payable when, as and if declared by the Cimarex board or an authorized committee thereof. The Cimarex board is not legally obligated to declare dividends, even if Cimarex has funds available for such purposes. Under Delaware law, dividends on capital stock may only be paid from "surplus" or, if there is no "surplus," from the corporation's net profits for the then current or the preceding fiscal year. Unless Cimarex operates profitably, Cimarex's ability to pay dividends on the new Cimarex preferred stock would require the availability of adequate "surplus," which is defined as the excess, if any, of our net assets (total assets less total liabilities) over Cimarex's statutory capital. Further, even if adequate surplus is available to pay dividends on the new Cimarex preferred stock, Cimarex may not have sufficient cash to pay dividends on the new Cimarex preferred stock.

No allowance or adjustment will be made upon conversion for any undeclared or, subject to limited exceptions, unpaid dividends.

There may be future dilution of Cimarex common shares, which could adversely affect the market price of Cimarex common shares.

Cimarex is not restricted from issuing additional Cimarex common shares. Cimarex may also issue securities convertible into, or exchangeable for, or that represent the right to receive, Cimarex common shares. In the future, Cimarex may issue Cimarex common shares to raise cash for future drilling and development activities or acquisitions. Cimarex regularly evaluates acquisition opportunities as part of Cimarex's overall business strategy and may periodically pursue opportunistic prospects as they arise. Cimarex may pay the purchase price for any such acquisition by using cash, common stock, or a combination of both. Any of these events may dilute holders' ownership interest in Cimarex, reduce Cimarex's earnings per share and have an adverse effect on the price of Cimarex common shares.

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Provisions in Cimarex's amended and restated certificate of incorporation and Delaware law may inhibit a takeover of Cimarex, which could limit the price investors might be willing to pay in the future for Cimarex common shares.

Under Cimarex's amended and restated certificate of incorporation, the Cimarex board is authorized to issue shares of Cimarex common or preferred stock without approval of its stockholders, except for issuances for stock that is senior to the new Cimarex preferred stock (the "senior stock"), in which case, holders of new Cimarex preferred stock would be entitled to vote and approve the issuance of the senior stock. Issuance of these shares could make it more difficult to acquire Cimarex without the approval of its board, as more shares would have to be acquired to gain control. In addition, Delaware law imposes restrictions on mergers and other business combinations between Cimarex and any holder of 15% or more of its outstanding common stock. These provisions may deter hostile takeover attempts that could result in an acquisition of Cimarex that would have been financially beneficial to its stockholders.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This proxy statement/prospectus and the documents incorporated by reference, as well as oral statements made or to be made by Cimarex and Resolute, include "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act and Section 21E of the Exchange Act. The statements contained in this proxy statement/prospectus that are not historical facts are forward-looking statements that represent management's beliefs and assumptions based on currently available information. These statements may be made directly in this proxy statement/prospectus or may be incorporated by reference to other documents and may include statements for the period after completion of the merger. These forward-looking statements relate to outlooks or expectations for earnings, revenues, expenses, asset quality or other future financial or business performance, strategies or expectations, or the effect of legal, regulatory or supervisory matters on business, results of operations or financial condition, and include, among others:

statements about the benefits of the proposed merger, including future financial and operating results, Cimarex's and Resolute's plans, objectives, expectations and intentions, the expected timing of completion of the merger;

other statements that are not historical facts, including growth strategies, future results of operations, projected cash flow, liquidity and ability to finance the parties' exploration, development, and acquisition activities, ability to make and integrate acquisitions, ability to successfully and economically explore for and develop crude oil, natural gas and NGL resources, estimates of future production, anticipated trends in the business, market conditions in the oil and gas industry, the impact of governmental fiscal regulation, including federal, state, local, and foreign host tax regulations, and/or terms, such as that involving the protection of the environment or marketing of production, as well as other regulations, and access to resources; and

all statements that are not historical facts, which can be identified by the use of forward-looking terminology such as the words "may," "will," "could," "should," "would," "expect," "plan," "project," "intend," "anticipate," "believe," "estimate," "forecast," "predict," "potential," "pursue," "target" or "continue," the negative of such terms or variations thereon, or other comparable terminology, or by discussions of strategy or trends.

The management of Cimarex and Resolute believe that these forward-looking statements are reasonable and have made assumptions regarding, among other things, future demand and market prices of crude oil, natural gas and NGLs, operating, general and administrative costs, financial and economic market conditions and legislative, regulatory and/or market developments. The future and assumptions about the future cannot be ensured. Actual results may differ materially from those in the forward-looking statements. Some factors, risks and uncertainties that could cause actual results to differ include:

the ability to obtain the requisite Resolute stockholder approval and complete the merger;

the risk that Cimarex or Resolute may be unable to obtain governmental and regulatory approvals required for the merger, or required governmental and regulatory approvals may delay the merger or result in the imposition of conditions that could cause the parties to abandon the merger;

the risk that an event, change or other circumstances could give rise to the termination of the proposed merger;

the risk that a condition to closing of the merger may not be satisfied;

the timing to consummate the proposed merger;

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the risk that the businesses will not be integrated successfully;

the risk that the cost savings and any other synergies from the transaction may not be fully realized or may take longer to realize than expected;

the risk that any announcement relating to the proposed transaction could have adverse effects on the market price of Cimarex common stock or Resolute common stock;

the risk that the merger may not be accretive, and may be dilutive, to Cimarex's earnings per share, which may negatively affect the market price of Cimarex shares;

the possibility that Cimarex and Resolute will incur significant transaction and other costs in connection with the merger, which may be in excess of those anticipated by Cimarex or Resolute;

the risk of litigation related to the proposed transaction;

disruption from the transaction making it more difficult to maintain relationships with customers, employees or suppliers;

the diversion of management time on merger-related issues;

the volatility in commodity prices for crude oil, natural gas and NGLs;

the presence or recoverability of estimated reserves;

the ability to replace reserves;

environmental risks;

drilling and operating risks;

exploration and development risks;

competition;

government regulation or other actions;

the ability of management to execute its plans to meet its goals;

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other risks inherent in Cimarex's and Resolute's businesses that are discussed in Cimarex's and Resolute's most recent annual reports on Form 10-K, respectively, and in other Cimarex and Resolute reports on file with the SEC; and

those set forth in or incorporated by reference into this proxy statement/prospectus in the section entitled "Risk Factors" beginning on page 28.

You are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date of this proxy statement/prospectus, or in the case of a document incorporated by reference, as of the date of that document. Except as required by law, neither Cimarex nor Resolute undertakes any obligation to publicly update or release any revisions to these forward-looking statements to reflect any events or circumstances after the date that they were made or to reflect the occurrence of unanticipated events.

Additional factors, risks and uncertainties that could cause actual results to differ materially from those expressed in the forward-looking statements are discussed in Cimarex's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2018, June 30, 2018 and September 30, 2018, Current Reports on Form 8-K and other filings Cimarex makes with the SEC, which are incorporated herein by reference, and in Resolute's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2018, June 30, 2018 and September 30, 2018, Current Reports on Form 8-K and other filings Resolute makes with the SEC, which are incorporated herein by reference. For additional information, see "Risk Factors" and "Where You Can Find More Information" beginning on pages 28 and 177, respectively.

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THE MERGER

The following is a discussion of the merger and the material terms of the merger agreement between Cimarex and Resolute. You are urged to read carefully the merger agreement in its entirety, a copy of which is attached as Annex A to this proxy statement/prospectus and incorporated by reference herein.

Transaction Structure

At the effective time of the first merger, Merger Sub 1, will merge with and into Resolute. As a result of the first merger, the separate corporate existence of Merger Sub 1 will cease, and Resolute will continue as the surviving entity and as a wholly owned subsidiary of Cimarex. After completion of the first merger, Resolute will merge with and into Merger Sub 2. Upon completion of the second merger, the separate corporate existence of Resolute will cease, and Merger Sub 2 will continue as the surviving entity and as a wholly owned subsidiary of Cimarex.

Consideration to Resolute Stockholders

As a result of the merger, each share of Resolute common stock issued and outstanding immediately prior to the first merger (other than Resolute common shares held in treasury and Resolute common shares held by stockholders who properly comply in all respects with the provisions of Section 262 DGCL as to appraisal rights, but including each Resolute equity award that has been converted into the right to receive the merger consideration), will be converted into the right to receive, at the election of the Resolute stockholder (including the holder of each Resolute equity award that has been converted), subject to proration; (i) the mixed election consideration of cash equal to \$14.00, without interest, and 0.2366 shares of Cimarex common stock; (ii) the cash election consideration of cash equal to \$35.00, without interest, or (iii) the stock election consideration of 0.3943 shares of Cimarex common stock. Also in the merger, each share of Resolute preferred stock issued and outstanding immediately prior to the effective time of the merger will be exchanged for one share of new Cimarex preferred stock.

The merger consideration is subject to proration so that the aggregate merger consideration paid in respect of all Resolute common shares (including each Resolute equity award that has been converted) consists of 60% Cimarex common shares and 40% cash, based on the closing sale prices for the Cimarex shares on November 16, 2018. The proration of the merger consideration payable to Resolute stockholders in the merger will not be known until Cimarex tallies the results of the elections made by Resolute stockholders (including holders of certain Resolute equity awards that have been converted), which may not occur until near or after the closing of the merger.

Resolute stockholders will not be entitled to receive any fractional shares of Cimarex common stock in the merger, and no Resolute stockholders will be entitled to dividends, voting rights or any other rights in respect of any fractional shares of Cimarex common stock. Resolute stockholders that would have otherwise been entitled to receive a fractional share of Cimarex common stock will instead be entitled to receive, in lieu of fractional shares, an amount in cash, without interest, equal to the product of such fractional part of a share of Cimarex common stock multiplied by the volume weighted average price of Cimarex common stock for the five consecutive trading days ending on the date that is two business days prior to the closing date as reported by *The Wall Street Journal*.

Neither Resolute nor Cimarex is making any recommendation as to whether a Resolute stockholder should elect to receive the mixed election consideration, the cash election consideration or the stock election consideration. If you are a Resolute stockholder, you must make your own decision with respect to this election and seek the advice of your own attorneys, financial advisors and/or accountants.

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Background of the Merger

Resolute's management and the Resolute board regularly review Resolute's performance, prospects and strategy in light of changing business and economic conditions and developments in the oil and gas exploration and production ("E&P") sector, particularly in West Texas's Permian Basin region where Resolute's assets and operations are located. A routine part of that process is to understand the environment for strategic activity, such as mergers, acquisitions or divestitures, at both a corporate and asset level. These regular reviews frequently include information provided to the board and management by independent advisors to Resolute, including financial advisors and lawyers. Resolute also has a longstanding practice of maintaining an active dialogue with its stockholders regarding Resolute and actively considering input that could advance Resolute's goal of enhancing stockholder value. In the course of some of these discussions, during 2017 and 2018 certain Resolute stockholders suggested that Resolute consider, among other things, exploring various strategic alternatives, including those noted above.

The Cimarex board and Cimarex management periodically review opportunities to increase Cimarex's drilling inventory, reserves and production through acquisitions as well as dispositions of non-strategic assets that both meet its strategic and financial objectives and enhance its stockholder value.

Monarch is one of the stockholders with which Resolute has maintained an ongoing dialogue, starting in 2015 with Monarch's initial investment in Resolute. Late in 2017, Richard F. Betz, Resolute's Chief Executive Officer, had several telephonic meetings with Monarch to discuss its views. On January 24, 2018, Monarch, which at that time reported ownership of approximately 9.2% of Resolute's outstanding shares, sent a letter to Mr. Betz, and the Resolute board demanding that Resolute: (i) "[i]ncrease stockholder representation on the Board through the immediate appointment of two Monarch-designated directors"; (ii) "[f]orm a committee of the Board consisting of the two Monarch-designees and one other independent director to explore strategic transactions, including a potential sale of Resolute or combination with another company"; and (iii) "[e]ngage a reputable financial advisor with deep industry expertise and relationships to assist the newly formed committee and Board in evaluating and executing on potential transactions." On January 26, 2018, Monarch filed a Schedule 13D with the SEC publicly disclosing its January 24, 2018 letter.

On January 29, 2018, Kimmeridge Energy Management Co. ("Kimmeridge"), which at the time claimed to own approximately 4.9% of Resolute's outstanding shares, publicly voiced support for Monarch's proposal set forth in its January 26, 2018 Schedule 13D filing, including Monarch's demands for seats on the Resolute board and a merger.

On February 5, 2018, Fir Tree Capital Management LP, which at the time reported ownership of approximately 9% of Resolute's outstanding shares and shares issuable upon conversion of Resolute preferred stock, filed a Schedule 13D in support of the proposal set forth in Monarch's January 26, 2018 Schedule 13D filing.

On February 7, 2018, VR Global Partners, L.P. ("VR"), which at the time reported ownership of approximately 5% of Resolute's outstanding shares and shares issuable upon conversion of Resolute preferred stock, filed a Schedule 13D also noting support of the proposal set forth in Monarch's January 26, 2018 Schedule 13D filing.

Resolute engaged Petrie Partners and Goldman Sachs on January 22, 2018 and February 16, 2018, respectively, as financial advisors with respect to shareholder activism defense services.

In February 2018, the CEO of a large-cap multi-basin oil and gas company ("Company X") held a meeting with Petrie Partners, at which the CEO of Company X indicated an interest in exploring a potential business combination with Resolute. On February 7, 2018, Resolute entered into a customary non-disclosure and standstill agreement with Company X, and thereafter the two companies' senior

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management teams met and exchanged non-public information. Over the ensuing months, Company X's senior management team met several times with Petrie Partners to discuss a range of topics and expressed varying levels of continued interest in Resolute until, as noted below, September 2018 when Company X informed representatives of Petrie Partners that it was not interested in pursuing a business combination with Resolute. Company X never made a proposal to acquire Resolute.

From late January through mid-May 2018, members of Resolute's senior management team held discussions with Monarch and with other stockholders to better understand their views regarding Resolute, its prospects and its governance. During this period, the Resolute board met on several occasions, together with members of Resolute's senior management and representatives of its financial advisors, Petrie Partners and Goldman Sachs, as well as its legal advisors, Arnold & Porter Kaye Scholer LLP ("Arnold & Porter") and Wachtell, Lipton, Rosen & Katz ("Wachtell Lipton"), to discuss the status of discussions of Resolute's senior management with, and input received from, Resolute's stockholders, including Monarch, and to review and discuss Resolute's performance, competitive positioning and potential strategic alternatives.

At a May 15, 2018 telephonic board meeting, at which Resolute executive management and representatives of Petrie Partners, Goldman Sachs, Arnold & Porter and Wachtell Lipton were also in attendance, the Resolute board determined that it would be in the best interests of Resolute and its stockholders to enter into an agreement with Monarch pursuant to which, among other things: (i) the size of the Resolute board would be expanded from eight to eleven members; (ii) Joseph Citarrella, Managing Principal of Monarch, Wilkie S. Colyer, Jr., Principal of Goff, a long-term investor in Resolute, and Robert J. Raymond, founding member and portfolio manager of RCH, also a long-term investor in Resolute, would be appointed to the Resolute board effective as of May 15, 2018; and (iii) Resolute would seek stockholder approval, at Resolute's 2018 Annual Meeting of Stockholders, to amend its certificate of incorporation to provide for the declassification of the Resolute board, which approval was subsequently obtained. In addition, based on its updated assessment of the prevailing industry, macroeconomic and commodity price environment, and taking into account the input of its financial and legal advisors and stockholders, the Resolute board also determined to promptly conduct, with the assistance of its financial advisors, an in-depth review of Resolute's business plan, competitive positioning and any potential strategic alternatives that could enhance Resolute's goal of creating stockholder value. Also on May 15, 2018, following the Resolute board meeting, Resolute issued a press release publicly disclosing the agreement with Monarch and announcing Resolute's intention to conduct its in-depth strategic review.

On May 22, 2018, the Resolute board met telephonically, together with members of Resolute management and representatives of Petrie Partners, Goldman Sachs and Arnold & Porter, to, among other things, engage Petrie Partners and Goldman Sachs to conduct the strategic review discussed at the May 15, 2018 meeting and discuss the scope and process for the review. The Resolute board selected Petrie Partners based on its long-standing relationship with Resolute, its reputation in the energy industry, its oil and gas industry knowledge and its deep experience in providing investment banking and merger and acquisition advisory services to companies operating in the energy industry generally and in the E&P sector specifically. The Resolute board selected Goldman Sachs based on its international reputation and its experience in providing investment banking and merger and acquisition advisory services, including to companies in the energy industry and in the E&P sector. The Resolute board also selected Goldman Sachs because it is a major investment banking firm that had not previously provided such services to Resolute, and therefore could provide a fresh analysis of Resolute's position.

From the May 22, 2018 Resolute board meeting through late July 2018, Resolute management, with the assistance of Petrie Partners and Goldman Sachs, reviewed and analyzed Resolute's business plan, competitive positioning and potential strategic alternatives. During this period, Resolute's

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management maintained its focus on the execution of Resolute's business plan while continuing to engage in dialogue with Resolute's stockholders and advisors regarding Resolute's strategy and business.

On June 14, 2018, Kimmeridge filed a Schedule 13D with the SEC, which at the time reported ownership of approximately 7% of Resolute's outstanding shares, noting Kimmeridge's support of the agreement between Resolute and Monarch regarding a review of potential strategic alternatives for Resolute.

On August 1, 2018, the Resolute board met in person, together with members of Resolute management and representatives of Petrie Partners, Goldman Sachs and Arnold & Porter to receive independently developed presentations from Petrie Partners and Goldman Sachs and to discuss Resolute's business plan, competitive positioning, and a wide range of potential strategic alternatives, including, among other things, potential merger, sale, acquisition, or business combination transactions. Resolute expected to see significant production growth resulting from its drilling program in the Delaware Basin region of the Permian Basin, and the Resolute board believed that this production growth was not fully reflected in Resolute's stock price. In light of the challenging conditions for mergers and acquisitions activity in the E&P sector, the Resolute board determined to continue to actively monitor and evaluate all potential strategic alternatives while also having Resolute pursue its drilling program in the Delaware Basin.

On August 6, 2018, Resolute issued a press release reporting its second quarter operating and financial results. That release publicly reiterated the Resolute board's determination to continue to actively monitor market opportunities and to evaluate a range of potential strategic alternatives.

On August 8, 2018, representatives of Petrie Partners met with Thomas Jorden, President and CEO of Cimarex. During that meeting, among other things, the Petrie Partners representatives discussed with Mr. Jorden Resolute's August 6, 2018 press release and noted the geographic proximity of Resolute's properties to Cimarex's Reeves County properties.

Following the August 8, 2018 meeting between Petrie Partners and Mr. Jorden, Cimarex's Asset Evaluation Team conducted an analysis of Resolute and its Reeves County properties using publicly available data. In this analysis, Cimarex applied its knowledge of the area to project future development of stacked opportunities on the Resolute properties based on Cimarex's nearby operations, including Cimarex's spacing pilots, different landing zones for horizontal wells, well completion techniques and production from its wells. Cimarex presented the Resolute opportunity to Cimarex's board and obtained board authorization to pursue discussions with Resolute.

On August 31, 2018, Mr. Jorden informed representatives of Petrie Partners of Cimarex's interest in a potential business combination transaction with Resolute. Petrie Partners informed Mr. Betz, who in turn discussed Cimarex's verbal expression of interest with Nicholas J. Sutton, Resolute's Executive Chairman, and subsequently with other members of the Resolute board.

On September 10, 2018, Cimarex and Resolute entered into a customary non-disclosure and standstill agreement enabling confidential discussions between the parties and exchange of non-public information. Also on that date, representatives of senior management from Resolute and Cimarex, along with representatives of Petrie Partners, met in-person to discuss Cimarex's interest in a potential transaction. Cimarex was subsequently provided with certain non-public information concerning Resolute.

Beginning on September 12 and continuing throughout September 2018, (i) Cimarex performed due diligence on Resolute, and in the course of Cimarex's due diligence, members of Resolute management and representatives of Petrie Partners regularly interacted with representatives of Cimarex and (ii) Cimarex's Asset Evaluation Team updated its valuation and analysis of Resolute and its properties using the non-public information provided by Resolute.

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On September 14, 2018 during a discussion of multiple topics, the CEO of Company X confirmed to representatives of Petrie Partners that it was no longer interested in a business combination with Resolute primarily due to its relatively small acreage footprint and gas-weighted production mix.

On September 17, 2018, Stephen Bell, Cimarex's Executive Vice President of Business Development, informed a representative of Petrie Partners of Cimarex's continued interest in a transaction, but expressed concern with respect to the potential market response to Resolute's upcoming report of third quarter operating and financial results.

On September 20, 2018, a representative of Petrie Partners visited by phone with Mr. Jorden to discuss Cimarex's interest in a transaction and the potential terms of any such transaction.

On October 1, 2018, the Resolute board met telephonically, together with members of Resolute management, to, among other things, receive a report from Mr. Betz on the recent discussions with Cimarex. The Resolute board considered that due to (i) Cimarex's size and financial position, which would permit Cimarex to acquire Resolute without the need for contingencies relating to financing or Cimarex stockholder approval, (ii) the geographic adjacency or proximity of Cimarex's acreage to Resolute's acreage, and (iii) Cimarex's interest and motivation, Cimarex seemed the most logical acquirer of Resolute and the counterparty most likely to offer the most compelling transaction for Resolute and its stockholders. While acknowledging those factors, the Resolute board nevertheless instructed senior management, together with Petrie Partners and Goldman Sachs, to conduct a confidential outreach to a number of other potential counterparties to assess the interest of each of the parties in a potential acquisition of, or business combination transaction with, Resolute.

On October 4, 2018, Mr. Jorden met in person with Mr. Betz and informed him that Cimarex was not prepared to propose a transaction on financial terms that would provide a premium for Resolute's stockholders to Resolute's then current trading price. The parties discussed maintaining open lines of communication going forward.

Also on October 4, 2018, Resolute management met with its financial and legal advisors to discuss the extended confidential outreach directed by the Resolute board. In consultation with the financial advisors, Resolute management identified select companies and instructed the financial advisors to contact those companies to determine their level of interest in a business combination transaction with Resolute, should Resolute decide to pursue such a transaction.

Between October 4 and October 10, 2018, Resolute and its financial advisors contacted eight other industry participants (excluding Cimarex) identified by Resolute's management with the assistance of its financial advisors, as potentially interested in and capable of engaging in a transaction with Resolute that could be compelling to Resolute's stockholders, in order to determine the interest of each participant in exploring a business combination or acquisition transaction with Resolute. During this time, two additional companies initiated conversation with Resolute regarding a potential combination. The companies contacted by Resolute and its financial advisors included large cap Permian pure-play companies, mid-cap Permian pure-play companies, large cap multi-basin companies and small cap Permian pure-play and multi-basin companies. Two of the eight had been identified by Resolute's management, with the assistance of its financial advisors, as the counterparties most likely to have a high level of interest and capability to efficiently execute a transaction (the "priority potential counterparties").

By October 23, 2018, five of the contacted parties, including both of the priority potential counterparties, had indicated they were not interested in, or not capable of, pursuing a transaction with Resolute at that time, while three of the contacted parties, none of which was a priority potential counterparty, indicated some interest in exploring further a potential transaction. On October 10, 2018, the Resolute board met telephonically, together with members of Resolute management and

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representatives of Petrie Partners, Goldman Sachs and Arnold & Porter, to discuss, among other things, the ongoing strategic review and the outreaches to potential counterparties.

On October 11, 2018, Resolute issued a press release reporting its preliminary third quarter operating and financial results and its updated full year 2018 guidance, and stating that, in conjunction with its financial advisors, it continued to monitor Resolute's competitive positioning in the Permian Basin in light of the improving industry conditions, the strong macroeconomic backdrop and the recent transactional activity. The press release further stated that, as part of Resolute's ongoing effort to maximize stockholder value, the Resolute board was engaged in ongoing evaluation of all alternatives available to Resolute, including potential strategic combinations, while Resolute, at the same time, was pursuing its previously announced Delaware Basin drilling program.

On October 18, 2018, Mr. Bell informed a representative of Petrie Partners of Cimarex's continued interest in a possible transaction.

On October 19, 2018, Resolute received a letter and accompanying amended Schedule 13D filing from Kimmeridge, which at the time reported ownership of approximately 9.7% of Resolute's outstanding shares, calling for Resolute to, among other things, immediately launch a formal process with the goal of selling or merging Resolute with another Delaware Basin operator before year end.

On October 19, 2018, Mr. Jorden met with representatives of Petrie Partners and expressed Cimarex's continuing interest. The parties also discussed the possibility of Cimarex documenting specifics of its interest in Resolute in the form of a non-binding letter.

On October 21, 2018, a representative of Petrie Partners spoke telephonically to representatives of Cimarex's financial advisor to discuss the parameters of a potential transaction between Resolute and Cimarex and the possibility of Cimarex delivering a written indication of its interest in a Resolute transaction, including the possibility of a request for an exclusivity period providing for a period of exclusive negotiations between Resolute and Cimarex.

On October 22, 2018, Resolute received a letter from Lion Point Capital, LP ("Lion Point"), which at the time reported ownership of approximately 16.9% of Resolute's outstanding shares and economic equivalents, stating its belief that, among other things, Resolute should immediately engage in a comprehensive strategic review, including reaching out to potential buyers and setting up a data room, conducting a full board review of Resolute's business plan and its achievability, and engaging third party advisors to aid in the development of an executable 2019 plan for Resolute. On October 23, 2018, Lion Point subsequently filed a Schedule 13D with the SEC in which it reiterated publicly certain of the positions contained in its letter.

Also on October 22, 2018, Resolute received a letter from VR, which at the time reported ownership of approximately 4.5% of Resolute's outstanding shares, calling for the Resolute board to immediately launch a formal process aimed at achieving a sale or merger of Resolute in the nearest future and to take all steps to preserve stockholder value in the meantime. On November 1, 2018, VR filed a Schedule 13D/A with the SEC in which it reiterated the positions in its letter.

During the period between October 10 and 29, 2018, share prices for companies operating in the E&P sector, including the share prices of both Cimarex and Resolute, experienced significant declines, with Cimarex and Resolute share prices declining 19% and 23%, respectively. However, following the filings of the Kimmeridge, Lion Point and VR Schedule 13Ds referred to above, Resolute's share price performed significantly better than the share prices of several of its peers.

On October 22, 2018, Cimarex held a telephonic board meeting at which management reviewed materials concerning the analysis of a potential acquisition of Resolute, assumptions used in the analysis, and the potential market reaction. Management described the potential acquisition, including possible transaction structures and consideration, transaction costs and upside potential, per share data

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and the accretive nature of the potential acquisition, and resulting debt assumption and metrics and management's comfort level with those metrics. Following discussion, the Cimarex board authorized management to proceed with a non-binding indication of interest to Resolute and to continue with due diligence and the negotiation of a definitive agreement to acquire Resolute, subject to Cimarex board approval.

On October 23, 2018, Mr. Jorden transmitted a letter to Mr. Betz with a non-binding indication of Cimarex's interest in acquiring Resolute at a price in the range of \$35.00 to \$37.00 per Resolute share or an implied exchange ratio in the range of 0.390 to 0.412 Cimarex shares per Resolute share, with the consideration ultimately to be paid in the form of a mutually agreed mix of cash and Cimarex shares. The letter also included a request for a 30-day exclusivity period to finalize a transaction. Later that day, Messrs. Jorden and Betz spoke by telephone to discuss Cimarex's letter.

On October 25, 2018, the Resolute board met telephonically, together with members of Resolute management and representatives of Petrie Partners, Goldman Sachs, Arnold & Porter and Wachtell Lipton to discuss (i) the letters received from Kimmeridge, Lion Point and VR, (ii) Cimarex's indication of interest and Resolute's contact with ten other potentially interested parties, and (iii) to discuss financial analyses prepared by its financial advisors concerning Resolute. The Resolute board determined Resolute should continue to engage with Cimarex regarding a potential transaction, but not grant Cimarex any exclusivity period, prepare to engage with other interested potential counterparties, and further discuss the results of any such conversations at a meeting scheduled for October 30, 2018.

On October 26, 2018, Messrs. Jorden and Betz spoke by telephone. Mr. Jorden indicated that the volatility in the market made it difficult for the parties to agree to a per share cash valuation for Resolute or relative exchange ratio. Accordingly, the parties determined, subject to authorization by the Resolute board, to first complete due diligence and seek to negotiate the non-financial terms of Cimarex's potential acquisition of Resolute, and then to revisit valuation in the near future. Mr. Jorden stated that because he believed Cimarex's common stock was undervalued in the market, Cimarex likely would prefer any potential transaction in which a majority of the consideration would be paid in cash, and not in Cimarex shares.

On October 30, 2018, the Resolute board met in person, together with members of Resolute management and representatives of Petrie Partners, Goldman Sachs, Arnold & Porter and Wachtell Lipton to discuss Cimarex's indication of interest and recent discussions with Cimarex and the process for engaging with other potentially interested parties, and to discuss financial analyses prepared by Resolute's financial advisors concerning Resolute, and the environment for mergers and acquisitions in the E&P sector. Mr. Betz informed the Resolute board that, due to continued commodity and stock price volatility, valuation discussions with Cimarex had not progressed, but that the parties had discussed the possibility of continuing to engage on due diligence and on the non-financial terms of a potential transaction. The Resolute board also discussed perspectives around the most desirable mix of cash and stock in any transaction with Cimarex. As a result of the meeting, the Resolute board reaffirmed its earlier determination to authorize management (i) to proceed with Cimarex to complete due diligence and to negotiate the non-financial terms of a potential acquisition of Resolute by Cimarex and to engage in valuation negotiations should the opportunity arise, and (ii) to seek to engage with select other potentially interested counterparties, including one additional counterparty to the ten previously contacted, believed to be motivated and capable of engaging in an acquisition of or business combination with Resolute at a valuation level that would be attractive relative to Resolute's stand-alone prospects and competitive with a likely proposal from Cimarex, and to re-contact one of the priority potential counterparties to determine if such party could be persuaded to explore a transaction with Resolute. The other priority potential counterparty had been firm in expressing its lack of interest, and was not re-contacted.

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On October 30 and 31 and November 4 and 5, 2018, representatives from Resolute and Cimarex, along with their respective advisors, conducted in-person meetings as part of the companies' mutual due diligence efforts.

On October 31, 2018, Resolute received a letter from Wellington Management Company LP ("Wellington"), which at the time reported ownership of approximately 11.8% of Resolute's outstanding shares, calling for the Resolute board to revisit the results of its strategic review. Wellington did not make public the contents of its letter.

On November 1 and 2, 2018, Resolute's representatives re-contacted a total of six potentially interested companies to determine their interest in a business combination transaction with Resolute. Of the companies contacted, three subsequently entered into customary non-disclosure and standstill agreements with Resolute and subsequently were provided with certain non-public information, including an oil and gas company which signed a non-disclosure agreement dated November 3, 2018 ("Company A"), a second oil and gas company which signed a non-disclosure agreement dated November 6, 2018 ("Company B"), and a third oil and gas company which signed a non-disclosure agreement dated November 5, 2018 ("Company C"). The other three contacted companies indicated they were not interested or not able to pursue a transaction with Resolute at that time. Of the contacted parties that entered into non-disclosure agreements with Resolute, only Cimarex had the size and financial capacity to acquire Resolute without the risks associated with obtaining third party financing, a vote of the acquirer's stockholders, or both.

Companies A, B and C were offered the opportunity to conduct due diligence, including through access to a virtual data room, to meet with Resolute management and to receive management presentations. Resolute requested that preliminary indications of interest be submitted by November 15, 2018, and Companies A, B and C indicated that they could reach at least an indicative conclusion in such time frame. Throughout early November 2018, members of Resolute management and representatives of Petrie Partners and Goldman Sachs regularly interacted with representatives of Companies A, B and C.

On November 1, 2018, Kimmeridge, which at the time reported ownership of approximately 11.9% of Resolute's outstanding shares, filed an amendment to its Schedule 13D with the SEC in which it stated that it intended to communicate with Resolute's management and board about a broad range of operational and strategic matters and to communicate with other stockholders or third parties, including potential acquirers, service providers and financing sources regarding the foregoing.

On November 1, 2018, the Resolute board met telephonically, together with members of Resolute management and a representative of Arnold & Porter to discuss the Schedule 13Ds filed by Kimmeridge and VR and to receive an update on discussions with Cimarex and on Resolute's outreach to the six potentially interested parties, including Companies A, B and C.

On November 5, 2018, Resolute issued a press release reporting its third quarter operating and financial results, acknowledging receipt of letters from certain stockholders and confirming its continued appreciation of stockholder communications and consideration of stockholder input to advance Resolute's goal of enhancing stockholder value. Resolute stated that with the assistance of its financial advisors, the Resolute board was continuing its in-depth review of Resolute's competitive positioning while actively exploring all alternatives available to Resolute, including potential strategic combinations.

On November 8, 2018, at Resolute's request, the senior management from Resolute and Cimarex, along with representatives of Petrie Partners, Goldman Sachs and Cimarex's financial advisor, held an in-person meeting in which Cimarex management provided a detailed business, asset and operations overview of Cimarex.

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On November 8, 2018, the Resolute board met telephonically, together with members of Resolute management and representatives of Petrie Partners, Goldman Sachs, Arnold & Porter and Wachtell Lipton to discuss recent communication and interaction with Cimarex and the other potential strategic transaction partners.

On November 9, 2018, Akin Gump Strauss Hauer & Feld LLP ("Akin Gump"), Cimarex's legal advisor, sent Arnold & Porter an initial draft merger agreement. The draft indicated that as a condition to Cimarex's willingness to engage in a transaction with Resolute, Cimarex would require that, concurrently with the execution of any merger agreement between Cimarex and Resolute, the three Resolute stockholders represented on the Resolute board, Monarch, Goff and RCH, as well as three executives of Resolute, Messrs. Betz and Sutton and Theodore Gazulis, Resolute's Chief Financial Officer, and each of their respective affiliates (collectively, the "voting agreement parties") enter into customary individual voting agreements pursuant to which such persons would commit to vote their Resolute common shares in favor of the transaction provided for in any such merger agreement entered into between Cimarex and Resolute and against competing or alternative transactions. In the aggregate, the voting agreement parties reported ownership of approximately 26% of Resolute's outstanding voting power as of November 18, 2018. From November 9, 2018, through the evening of November 18, 2018, Cimarex and Resolute and their respective legal advisors negotiated the non-financial terms of the merger agreement and continued mutual due diligence. Also during this period, based on an initial draft provided by Cimarex, Cimarex's and Resolute's respective legal advisors negotiated a mutually acceptable form of voting agreement, and Cimarex, with the consent of Resolute's board, negotiated the final form of voting agreement with each of the voting agreement parties.

During the first half of November 2018, Cimarex's and Resolute's respective stock prices had returned to the levels generally prevailing in mid-October prior to their respective late-October declines.

On November 12, 2018, Messrs. Betz and Michael Stefanoudakis, Resolute's Executive Vice President, Corporate Development/Strategy, General Counsel and Secretary, met with Mr. Jorden. Cimarex confirmed its continuing interest in pursuing a transaction but was not yet prepared to make an offer with respect to financial terms of a transaction.

On November 12 and 13, 2018, representatives from Resolute conducted in-person due diligence meetings with representatives from Company A and Company C, respectively. Company B declined Resolute's offer of an in-person meeting.

On or about November 14, 2018, Company B indicated to Petrie Partners that it was unsure of its interest in engaging in a transaction with Resolute and would be weeks away from reaching a conclusion as to its level of interest.

On November 15, 2018, Company A's Chief Executive Officer and another member of senior management met with Messrs. Betz, Stefanoudakis and Gazulis and communicated to Resolute that Company A was not in a position to pursue a transaction with Resolute now or in the near future.

On November 15, 2018, Messrs. Betz and Stefanoudakis met with Messrs. Jorden and Bell to discuss financial terms. Mr. Jorden communicated a verbal proposal for an acquisition transaction that would value Resolute at \$35.00 per share, with 50% of the consideration to be paid in cash and 50% to be paid in the form of Cimarex stock.

On November 16, 2018, the Resolute board met telephonically, together with members of Resolute management and representatives of Petrie Partners, Goldman Sachs, Arnold & Porter and Wachtell Lipton to discuss the verbal offer received from Cimarex and the status of discussions with Companies A and B. Company C had not yet provided any definitive feedback but had indicated that it would communicate with Resolute senior management by the end of that day. Representatives of Petrie

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Partners and Goldman Sachs discussed their respective financial analyses concerning the Cimarex proposal and a potential combination with Cimarex. The Resolute board also discussed a potential combination with Company C should it submit a proposal and Resolute's stand-alone prospects. As a result of this meeting, the Resolute board instructed Resolute's management and advisors to proceed with negotiation of definitive transaction documents with Cimarex while also authorizing management and the advisors to seek an improvement from Cimarex through increased price or increased percentage of stock versus cash in the mix of consideration or both and leaving open the possibility that Company C would make a competing proposal.

Later on November 16, 2018, Mr. Stefanoudakis contacted Mr. Bell to seek an improvement in the proposed transaction consideration. Mr. Bell stated that Cimarex was not willing to increase its proposed valuation and that Resolute should consider the proposed \$35.00 per share valuation to be Cimarex's best and final offer. Mr. Bell indicated that though Cimarex preferred a higher percentage of cash and viewed a 50%/50% mix as appropriate, he believed Cimarex would be willing to increase the stock component of the consideration to as high as 60% (from 50%), with the remaining 40% to be paid in cash. Messrs. Jorden and Betz later spoke telephonically, and Mr. Jorden confirmed that Cimarex's best and final offer was \$35.00 per share in total value, to be paid 60% in stock and 40% in cash.

Also on November 16, 2018, a representative of Company C contacted Goldman Sachs to inform Resolute that Company C would not be submitting an indication of interest.

In the afternoon of November 18, 2018, the Resolute board met telephonically, together with members of Resolute management and representatives of Petrie Partners, Goldman Sachs, Arnold & Porter and Wachtell Lipton. Representatives of Wachtell Lipton presented to the board a detailed summary of the terms of the negotiated form of merger agreement and form of voting agreement to be entered into between Cimarex and each of the voting agreement parties and reviewed the outcome of negotiations with Cimarex's counsel. Representatives of Arnold & Porter reviewed the directors' fiduciary duties in evaluating and approving the potential transaction. Representatives of Petrie Partners and Goldman Sachs discussed with the directors their respective financial analyses of the proposed transaction. After discussion among the Resolute board and Resolute's advisors, representatives of Petrie Partners delivered its oral opinion, confirmed by delivery of a written opinion dated November 18, 2018, to the Resolute board to the effect that, based upon and subject to the limitations, qualifications and assumptions set forth therein, as of such date, the aggregate consideration to be paid to the holders of Resolute common stock pursuant to the merger agreement was fair, from a financial point of view, to such stockholders, and representatives of Goldman Sachs delivered its oral opinion, confirmed by delivery of a written opinion dated November 18, 2018, to the Resolute board to the effect that, based upon and subject to the limitations, qualifications and assumptions set forth therein, as of such date, the aggregate consideration to be paid to the holders (other than Cimarex and its affiliates) of Resolute common stock pursuant to the merger agreement was fair, from a financial point of view, to such stockholders. See the sections entitled " Opinion of Petrie Partners, Resolute's Financial Advisor" and " Opinion of Goldman Sachs, Resolute's Financial Advisor" for more information.

After carefully considering the proposed terms of the transaction and the voting agreements, and taking into consideration the matters discussed during that meeting and the numerous prior meetings of the Resolute board, including the factors described under the sections entitled " Recommendation of the Resolute Board and Resolute's Reasons for the Merger," the Resolute board unanimously: (i) determined that the merger agreement and the transactions contemplated thereby were fair to, and in the best interests of, Resolute and its stockholders; (ii) adopted and approved the merger agreement and the transactions contemplated thereby; (iii) directed that the merger agreement be submitted to Resolute's common stockholders for approval; and (iv) resolved to recommend the approval of the merger agreement and the transactions contemplated thereby by Resolute common stockholders.

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Also on November 18, 2018, the Cimarex board met together with management and representatives of Akin Gump and Cimarex's financial advisor. Management reviewed its updated analysis of a potential acquisition of Resolute, assumptions used in the analysis, and planned investor communications and potential market reaction. Francis Barron, Cimarex's Senior Vice President - General Counsel, presented to the Cimarex board a detailed summary of the terms of the negotiated form of merger agreement and form of Voting Agreement to be entered into between Cimarex and each of the Resolute VA Stockholders. The Cimarex board reviewed the possible benefits and risks of the merger to Cimarex and its stockholders and considered, among other things, (i) the presentations and information presented to the Cimarex board by Cimarex's management and (ii) other factors the Cimarex board deemed relevant in connection with the merger. The Cimarex board determined that the merger, merger agreement and voting agreements were fair to, advisable, and in the best interests of, Cimarex and its stockholders, and the merger, merger agreement and Voting Agreements were authorized, approved and adopted in all respects.

Following the approval of the Resolute board and the Cimarex board, respectively, of the merger and the merger agreement, during the evening of November 18, 2018, Resolute and Cimarex finalized and executed the merger agreement and the voting agreement parties executed the voting agreements. Early on November 19, 2018, Cimarex and Resolute issued a joint press release announcing execution of the merger agreement.

Rationale for the Merger

In the course of their discussions, both Cimarex and Resolute identified substantial potential strategic and financial benefits of the proposed merger. This section summarizes the principal potential strategic and financial benefits that the parties expect to realize in the merger. For a discussion of various factors that could prevent or limit the parties from realizing some or all of these benefits, see "Risk Factors" beginning on page 28.

Cimarex believes that Resolute's assets are a strategic fit with its existing Reeves County, Texas position and will allow the combined company, as a leader in the Delaware Basin, to leverage Cimarex's knowledge and improve returns over a broader asset base for the benefit of both Cimarex and Resolute stockholders.

Resolute believes that the transaction provides its stockholders with substantial and immediate value, as well as the opportunity to participate in the significant upside potential for the combined company.

The following are a few of the key compelling and strategic benefits of the transaction:

Consistent with Disciplined Investment and Capital Allocation Strategy: Cimarex utilized its disciplined returns-driven approach in analyzing the Resolute assets, employing Cimarex's strong balance sheet to optimize the cost of capital. Cimarex believes the returns on the acquired assets are attractive and are competitive with those in Cimarex's existing portfolio.

Operational Excellence Results in Productivity Gains: Through the application of sound, idea-driven science, Cimarex has shown significant well productivity gains in this area over the past three years. Cimarex expects to apply these learnings to the acquired properties in the future. Factors that drive productivity include completion design, optimization, landing zone and spacing and well configuration.

Increases Scale of Key Delaware Basin Asset: Cimarex's net acres in Reeves County, Texas, increase 34% with the addition of the Resolute 21,100 net acres.

Financially Accretive: The transaction is expected to be accretive to Cimarex's 2019 earnings per share and cash flow per share.

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Cimarex's Reasons for the Merger

In evaluating the merger, in addition to the specific reasons described under " Rationale for the Merger" beginning on page 48, the Cimarex board considered a variety of factors, including the following (which are not necessarily presented in order of relative importance):

Cimarex's knowledge of Resolute's Reeves County acreage, which is mostly contiguous acreage, as well as its business, operations, financial condition, earnings and prospects, taking into account Resolute's publicly-filed information and the results of Cimarex's due diligence review of Resolute.

Cimarex's technical evaluation of Resolute assets, which included the following:

geologic analysis and interpretations of the Delaware Wolfcamp formation to identify undeveloped inventory by geologic horizon;

analysis of existing wells and Cimarex's offset performance to prepare forecasts for all Resolute producing wells;

development of normalized type curves for Wolfcamp to create cases for long lateral wells;

development of an economic model to perform discounted cash flow analysis of Resolute properties and calculated present value for numerous potential development scenarios at a variety of product, price and cost scenarios; and

implementation of a technology model with Cimarex's knowledge of landing zones and spacing and well developments.

The prevailing macroeconomic conditions, and the economic environment of the industries in which Cimarex and Resolute operate, which Cimarex viewed as supporting the rationale for seeking a strategic transaction in the Delaware Basin that should create a stronger combined company that will be better positioned to benefit from future growth in the general U.S. economy and the potential for higher future crude oil and natural gas prices.

Cimarex's expectation that the increased scale and resources of Cimarex in the Delaware Basin following the merger will produce savings from Resolute's higher interest expense and general administrative cost savings.

The variety of risks, uncertainties and other potential factors, including but not limited to the timing of completion, if at all, of the merger, the attention and diversion of Cimarex's management to implement and integrate the assets and the impact of the merger on Cimarex's existing and future debt financing arrangements as well as various other risks described in the section entitled "Risk Factors" beginning on page 28.

Cimarex's expectation that the significant portion of the acquired assets held by production and current takeaway capacity will allow for development optimization in the Delaware Basin.

The recommendation of the merger by Cimarex's management team that will continue to lead the combined company with its strong record to drive growth and create value for its stockholders.

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The assistance of a financial advisor to the Cimarex board.

The voting agreements entered into by Cimarex with certain directors, officers and investors, which collectively beneficially own approximately 26% of the outstanding Resolute common shares and have agreed to vote in favor of the merger. For additional information see " Voting Agreements" beginning on page 81.

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The limited circumstances in which the Resolute board may terminate the merger agreement or change its recommendation that the Resolute stockholders approve the merger proposal, and if the merger agreement is terminated by Cimarex as a result of a change in recommendation of the Resolute board or by Resolute in order to enter in a definitive agreement with a third party providing for the consummation of a Resolute superior proposal, then in each case Resolute has agreed to pay Cimarex a termination fee of \$35.9 million. For additional information, see the section entitled "The Merger Agreement Termination" beginning on page 122.

If the merger agreement is terminated by either party because Resolute stockholders have not approved the merger proposal, Resolute has agreed to pay Cimarex an expense reimbursement fee of \$7.5 million. For additional information, see the section entitled "The Merger Agreement Termination" beginning on page 122.

The strong commitment on the part of both parties to complete the merger pursuant to their respective obligations under the terms of the merger agreement.

The Cimarex board considered all of these and other factors as a whole and unanimously concluded that they supported a determination to approve the merger agreement and the transactions contemplated thereby, including the payment of cash and the issuance of shares of Cimarex common stock in connection with the merger. The foregoing discussion of the information and factors considered by the Cimarex board is not exhaustive or intended to be quantified, ranked or otherwise assigned relative weights to the specific factors that it considered in reaching its decision.

Resolute Board Recommendation and Its Reasons for the Merger

At a meeting on November 18, 2018, the Resolute board, by unanimous vote, (i) determined that the merger agreement and the transactions contemplated thereby, including the first merger, are advisable, fair to and in the best interests of Resolute and its stockholders; (ii) adopted and approved the merger agreement and the transactions contemplated thereby, including the first merger; and (iii) resolved to recommend the approval of the merger agreement and the transactions contemplated thereby, including the first merger, by Resolute's common stockholders.

In evaluating the merger and reaching its conclusions and recommendation, the Resolute board consulted with Resolute's management, as well as Resolute's legal and financial advisors, and considered the following factors that weighed in favor of the merger:

Attractive Consideration. The value of the consideration to be received by Resolute stockholders represented a premium relative to the market prices of Resolute common stock prior to the Resolute board's approval of the merger and relative to the Resolute board's assessment of the value that would likely be generated if Resolute continued as an independent entity, taking into account the risks, costs and uncertainties associated with continuing as an independent entity and executing on its drilling plans. In this regard, the Resolute board considered that:

based on the closing price of Cimarex common stock of \$88.76 on November 16, 2018, the last trading day prior to public announcement of the merger, the merger consideration represented an implied value of \$35.00 per share of Resolute common stock, a premium of 14.8% to the \$30.49 closing trading price of Resolute common stock on November 16, 2018 and a premium of 17.3% to the volume weighted average price of Resolute common stock of \$29.83 for the 30 trading days ended November 16, 2018;

60% of the merger consideration will, in the aggregate, be paid in the form of Cimarex common stock, providing Resolute stockholders who receive such shares the opportunity to participate in the expected future earnings and growth of the combined company and in any future appreciation in the value of Cimarex common stock following the merger.

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40% of the merger consideration will, in the aggregate, be paid in cash, providing Resolute stockholders the opportunity to receive immediate cash value for a portion of their Resolute common shares.

Subject to proration to preserve the overall mix of 0.2366 Cimarex common shares and \$14.00 in cash for each Resolute common share outstanding at the time the transaction is completed, Resolute stockholders will have the opportunity to elect to receive their merger consideration (i) entirely in the form of Cimarex stock, at a stock election exchange ratio of 0.3943 Cimarex share for each Resolute share, (ii) entirely in cash, at a price of \$35.00 per share, or (iii) in a mix of 0.2366 Cimarex common shares and \$14.00 in cash for each Resolute common share held;

The fact that the stock election exchange ratio and the mixed election exchange ratio are fixed and therefore the value of the consideration payable to Resolute stockholders could increase if the market price of Cimarex common shares increases prior to the closing of the merger.

Benefits of Continued Equity Participation in a Stronger Combined Company. The belief of the Resolute board that the combined company resulting from a merger of Cimarex and Resolute would be better positioned than Resolute on a standalone basis to withstand operational, financial and energy market risks and generate earnings and growth for Resolute stockholders who receive Cimarex common shares in the merger, for reasons including:

significant operational synergies from combining the companies' acreage positions given the geographic adjacency or proximity of Cimarex's and Resolute's assets in the Delaware Basin region of the Permian Basin;

significant primary and secondary synergies including cost savings in the drilling, completing and equipping of wells, in general and administrative expense, in lease expense reduction and from economies of scale compared to Resolute on a standalone basis;

the expectation that Cimarex is expected to maintain an industry-leading cost structure;

the fact that Cimarex has, and after the merger is expected to continue to have, a stronger, less-leveraged balance sheet and financial position than does Resolute, greater access to and a lower cost of capital, and an investment grade credit rating; and

the combined company will be many times larger than Resolute on a standalone basis and will have greater ability as a larger enterprise to withstand commodity price volatility and other industry-specific and macro-economic risks.

Superior Alternative to Continuing Resolute on an Independent, Standalone Basis. The Resolute board determined that entering into the merger agreement with Cimarex provided the best alternative for maximizing stockholder value reasonably available to Resolute, including when compared to continuing to operate on a standalone basis in light of certain identifiable risks associated with continuing to operate as a standalone company, such as:

the risk that, as the performance of Permian Basin producers becomes more dependent on the most efficient development of existing resources and less dependent on the acquisition and discovery of new resources, Resolute may become less competitive, on a relative basis, compared with larger Permian Basin producers, due to the scale-related advantages available to larger companies;

the risk that, given the increasingly capital intensive nature of its development activities, it will be difficult for Resolute to attract the capital necessary to grow its production and

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reserves, and that in view of its smaller acreage footprint it is less likely to be able to develop the scale of its Permian Basin competitors; and

the risks that (i) Resolute may not be able to continue to withstand significant volatility in the prices of underlying commodities or basis differentials, (ii) Resolute may not be able to withstand prolonged basis differential pressure or be able to successfully negotiate agreements to mitigate basis differential risks, (iii) Resolute may not be able to withstand other industry-specific and macro-economic risks or lack of success or delays in success in its drilling program, (iv) the capital or financing needed to refinance existing indebtedness, including its senior notes due 2020 and its bank credit facility, may not be available on acceptable or attractive terms, (v) Resolute experiences reduction in the borrowing base under its revolving credit facility, leaving it without the required liquidity to continue as a standalone company, and (vi) Resolute may not be able to continue to attract and retain key personnel, including high quality senior management and employees, as larger companies gain competitive advantage in the industry.

Strategic Review Process.

The Resolute board considered that (i) although Resolute's intention to review and consider its strategic alternatives had been publicly announced on multiple occasions during the period from May 2018 through November 2018, and (ii) during the fall of 2018, Resolute engaged in an organized process to solicit indications of interest for a business combination with or acquisition of Resolute, including contacting a total of 13 industry participants and entering into non-disclosure agreements with four of such industry participants, no indications of interest or proposals ultimately were received from any company or entity other than Cimarex.

In the course of conducting its strategic review, the Resolute board considered that due to Cimarex's size and financial position, which would permit Cimarex to acquire Resolute without the need for contingencies relating to financing or Cimarex stockholder approval, the geographic adjacency or proximity of Cimarex's acreage to Resolute's acreage, and Cimarex's interest and motivation, Cimarex seemed the most logical acquirer of Resolute and the counterparty most likely to offer the most compelling transaction for Resolute and its stockholders.

During the period in October 2018 during which Resolute was engaged in transaction discussions and due diligence with Cimarex and concurrently soliciting indications of interest from other potential transaction partners, the Resolute board received communications from several of Resolute's large stockholders, including receiving separate letters from four stockholders representing in the aggregate more than 40% of Resolute's outstanding shares, in which such stockholders in varying terms strongly urged Resolute to immediately commence a process to explore a merger transaction or sale of Resolute in the immediate term. Based on these communications, the Resolute board had reason to believe that stockholders would be in favor of this transaction.

Opportunity to Receive Alternative Acquisition Proposals and to Terminate the Merger in Order to Accept a Superior Proposal. The Resolute board considered that:

subject to compliance with certain procedures and waiting periods and the payment to Cimarex of a termination fee, the Resolute board may terminate the merger agreement in order to accept an unsolicited superior proposal from a third party;

subject to compliance with certain procedures and waiting periods, the Resolute board may withdraw or change its favorable recommendation of the merger if the Resolute board determines in good faith (after consultation with its outside financial and legal advisors)

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that a Resolute competing proposal is a superior proposal or, with respect to an intervening event, the failure to take such action would be reasonably likely to be inconsistent with the Resolute board's fiduciary obligations;

under certain circumstances, Resolute may furnish information and enter into discussions or negotiations with respect to unsolicited Resolute competing proposals that may be received from third parties; and

while the merger agreement contains a termination fee of \$35.9 million that Resolute would be required to pay to Cimarex in certain circumstances, including if (i) Cimarex terminates the merger agreement in connection with a change in the Resolute board's recommendation to Resolute's stockholders with respect to approval of the merger agreement or (ii) if Resolute terminates the merger agreement in order to enter into a definitive agreement with respect to a superior proposal, the Resolute board believed that the termination fee is reasonable in light of the circumstances and the overall terms of the merger agreement, consistent with fees in comparable transactions, and not preclusive of other offers.

Stockholder Support. The Resolute board considered that three of Resolute's largest stockholders, Monarch, Goff and RCH, whose representatives on the Resolute board were fully engaged and informed throughout the process and whose ownership in the aggregate is approximately 21% of Resolute's outstanding shares, viewed the transaction favorably and were willing to enter into the voting agreements as a sign of their support. In addition, certain members of Resolute management agreed to enter into voting agreements to support the transaction, bringing the aggregate ownership of those executing voting agreements to approximately 26% of Resolute's outstanding shares. The Resolute board also considered the terms of the voting agreements, which the Resolute board believed to be customary and which do not interfere with the ability of the Resolute board to terminate the merger agreement in order to accept an unsolicited superior proposal from a third party.

Volatility of Market Conditions. Because of the Resolute board's understanding of, and management's review of, overall market conditions, including then-current and prospective commodity prices and the current and historical trading prices for Resolute and Cimarex common stock, the Resolute board determined that, in light of these factors, the timing of the potential transaction was favorable to Resolute.

Tax Considerations. The Resolute board considered that the merger is intended to qualify as a "reorganization" within the meaning of Section 368(a) of the Code with the result that U.S. holders of shares of Resolute common stock generally will not recognize any gain or loss for U.S. federal income tax purposes upon receipt of any portion of the merger consideration delivered in the form of Cimarex common stock.

Receipt of Fairness Opinions and Presentations from Petrie Partners and Goldman Sachs. The Resolute board considered the (i) financial analyses and presentations of Petrie Partners to the Resolute board, and Petrie Partners' related written opinion, dated as of November 18, 2018, to the effect that, based upon and subject to the limitations, qualifications and assumptions set forth therein, as of the date of such opinions, the aggregate consideration to be of the Resolute common stock pursuant to the merger agreement was fair from a financial point of view to such stockholders and (ii) financial analyses and presentations of Goldman Sachs to the Resolute board, and Goldman Sachs' related written opinion, dated as of November 18, 2018, to the effect that, based upon and subject to the limitations, qualifications and assumptions set forth therein, as of the date of such opinions, the aggregate consideration to be paid to the holders (other than Cimarex and its affiliates) of the Resolute common stock pursuant to the merger agreement was fair from a financial point of view to such stockholders. See " Opinion of Resolute's Financial Advisor Goldman Sachs," " Opinion of Resolute's Financial Advisor

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Petrie Partners," Annex B and Annex C, respectively, to this proxy statement/prospectus, which discuss the limitations, qualifications and assumptions on the review undertaken in connection with each opinion. The full text of Goldman Sachs' and Petrie Partners' respective written opinions are attached as Annex B and Annex C, respectively, and are incorporated by reference into this section of the proxy statement/prospectus.

Extensive Knowledge of Cimarex, Resolute and the Oil & Gas Industry. The Resolute board considered Resolute's business, operations, financial condition, earnings and prospects, and Cimarex's business, operations, financial condition, earnings, prospects and trading liquidity, taking into account the results of Resolute's due diligence review of Cimarex. The Resolute board also retained outside financial and legal advisors with knowledge and experience with respect to public merger and acquisition transactions, Resolute's and Cimarex's industry generally and Resolute particularly, as well as substantial experience advising other E&P companies with respect to transactions similar to the merger.

Terms of the Merger Agreement. The Resolute board reviewed and considered that the terms of the merger agreement, taken as a whole, including the parties' representations, warranties and covenants, and the circumstances under which the merger agreement may be terminated, in its belief, are reasonable. The Resolute board also reviewed and considered the conditions to the completion of the merger, and concluded that while the completion of the merger is subject to regulatory approvals, such approvals were likely to be satisfied on a timely basis. In this regard, the Resolute board noted that the transaction is not conditioned upon receipt of financing or upon Cimarex stockholder approval.

In the course of its deliberations, the Resolute board, in consultation with Resolute's management and Resolute's outside financial and legal advisors, also considered a variety of risks and other potentially negative factors, including the following:

The fact that the stock election exchange ratio and the mixed election exchange ratio are fixed and therefore the value of the consideration payable to Resolute stockholders would decrease if the market price of Cimarex common shares decreases prior to the closing of the merger.

Depending on the elections made by the Resolute stockholders, there may be a proration of the stock election consideration and the cash election consideration to ensure that the aggregate number of Cimarex common shares and the aggregate amount of cash paid in the merger will be the same as if all Resolute stockholders received 0.2366 Cimarex common shares and \$14.00 in cash per Resolute common share held, which may result in some Resolute stockholders not receiving the consideration that such stockholder elected.

The risks and contingencies relating to the announcement and pendency of the merger, including the potential for diversion of management and employee attention and for increased employee attrition during the period prior to completion of the merger, and the potential effect of the merger on Resolute's business and relations with customers, suppliers and regulators.

The potential challenges and difficulties in integrating the operations of Cimarex and Resolute and the risk that the anticipated cost savings and operational efficiencies between the two companies, or other anticipated benefits of the merger, might not be realized or might take longer to realize than expected.

The requirement that Resolute would pay Cimarex a termination fee of (i) \$35.9 million if the Resolute board were to terminate the merger agreement in order for Resolute to enter into a superior proposal, should one be made, or if the merger agreement were to be terminated by Cimarex in connection with a change in the Resolute board's recommendation to stockholders with respect to approval of the merger agreement or (ii) \$7.5 million if the Resolute stockholders do not approve the merger agreement. The Resolute board believed that this termination fee is consistent with fees in comparable transactions, and would not be preclusive of other offers.

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The Resolute board also considered the risks of the type and nature described under "Risk Factors" beginning on page 28, and the matters described under "Cautionary Statement Regarding Forward-Looking Statements" beginning on page 36.

The Resolute board concluded that the potential benefits that it expected Resolute stockholders would achieve as a result of the merger outweighed the uncertainties, risks and potential negative factors relevant to the merger.

In addition, the Resolute board was aware of and considered that Resolute's directors and executive officers may have interests in the merger that may be different from, or be in addition to, their interests as stockholders of Resolute generally, as described under the heading "Interests of Resolute Directors and Executives Officers in the Merger" beginning on page 74.

The foregoing discussion is not intended to be exhaustive, but is intended to address the material information and principal factors considered by the Resolute board in considering the merger. In view of the number and variety of factors and the amount of information considered, the Resolute board did not find it practicable to, and did not make specific assessments of, quantify or otherwise assign relative weights to, the specific factors considered in reaching its determination. In addition, the Resolute board did not undertake to make any specific determination as to whether any particular factor, or any aspect of any particular factor, was favorable or unfavorable to its ultimate determination, and individual members of the Resolute board may have given different weights to different factors.

The Resolute board made its recommendation based on the totality of information presented to, and the investigation conducted by, the Resolute board. It should be noted that certain statements and other information presented in this section are forward-looking in nature and, therefore, should be read in light of the factors discussed under the heading "Cautionary Statement Regarding Forward-Looking Statements" beginning on page 36.

The Resolute board recommends that Resolute stockholders vote "**FOR**" the merger proposal, "**FOR**" the adjournment proposal, if necessary to solicit additional proxies if there are not sufficient votes to approve the merger proposal at the time of the Resolute special meeting, and "**FOR**" the advisory compensation proposal.

Opinions of Resolute's Financial Advisors

Opinion of Goldman Sachs

On November 18, 2018, Goldman Sachs delivered its opinion to the Resolute board that, as of such date and based upon and subject to the factors and assumptions set forth therein, the merger consideration to be paid to the holders (other than Cimarex and its affiliates) of shares of Resolute common stock pursuant to the merger agreement was fair from a financial point of view to such holders.

The full text of the written opinion of Goldman Sachs, dated November 18, 2018, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex C and is incorporated by reference into this proxy statement/prospectus. The summary of the opinion of Goldman Sachs in this proxy statement/prospectus is qualified in its entirety by reference to the full text of the opinion.

Goldman Sachs provided advisory services and its opinion for the information and assistance of the Resolute board in connection with its consideration of the merger. The Goldman Sachs opinion is not a recommendation as to how any holder of shares of Resolute common stock should vote or make any election with respect to the merger or any other matter.

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In connection with rendering the opinion described above and performing its related financial analyses, Goldman Sachs reviewed, among other things:

the merger agreement;

annual reports to stockholders and Annual Reports on Form 10-K of Resolute and Cimarex for the five fiscal years ended December 31, 2017;

certain interim reports to stockholders and Quarterly Reports on Form 10-Q of Resolute and Cimarex;

certain other communications from Resolute and Cimarex to their respective stockholders;

certain publicly available research analyst reports for Resolute and Cimarex; and

certain internal financial analyses and forecasts for Resolute prepared by its management, as approved for Goldman Sachs' use by Resolute (the "forecasts").

Goldman Sachs also held discussions with members of the senior managements of Resolute and Cimarex regarding their assessment of the past and current business operations, financial condition and future prospects of Cimarex and with members of the senior management of Resolute regarding their assessment of the past and current business operations, financial condition and future prospects of Resolute; reviewed the reported price and trading activity for the Resolute common shares and the Cimarex common shares; compared certain financial and stock market information for the shares of Resolute common stock and the shares of Cimarex common stock with similar information for certain other companies the securities of which are publicly traded; reviewed the financial terms of certain recent business combinations and certain recent asset divestitures in the oil and gas industry; and performed such other studies and analyses, and considered such other factors, as Goldman Sachs deemed appropriate.

For purposes of rendering its opinion, Goldman Sachs, with Resolute's consent, relied upon and assumed the accuracy and completeness of all of the financial, legal, regulatory, tax, accounting and other information provided to, discussed with or reviewed by, it, without assuming any responsibility for independent verification thereof. In that regard, Goldman Sachs assumed with Resolute's consent that the forecasts were reasonably prepared on a basis reflecting the best currently available estimates and judgments of the management of Resolute. Goldman Sachs did not make an independent evaluation, appraisal or geological or technical assessment of the assets and liabilities (including any contingent, derivative or other off-balance-sheet assets and liabilities) of Resolute, Cimarex or any of their respective subsidiaries and it was not furnished with any such evaluation, appraisal or assessment. Goldman Sachs assumed that all governmental, regulatory or other consents and approvals necessary for the consummation of the merger will be obtained without any adverse effect on Resolute or Cimarex or on the expected benefits of the merger in any way meaningful to its analysis. Goldman Sachs has also assumed that the merger will be consummated on the terms set forth in the merger agreement, without the waiver or modification of any term or condition the effect of which would be in any way meaningful to its analysis.

Goldman Sachs' opinion does not address the underlying business decision of Resolute to engage in the merger or the relative merits of the merger as compared to any strategic alternatives that may be available to Resolute; nor does it address any legal, regulatory, tax or accounting matters. Goldman Sachs' opinion addresses only the fairness from a financial point of view, as of the date of the opinion, of the merger consideration to be paid to the holders (other than Cimarex and its affiliates) of shares of Resolute common stock pursuant to the merger agreement. Goldman Sachs' opinion does not express any view on, and does not address, any other term or aspect of the merger agreement or the merger or any term or aspect of any other agreement or instrument contemplated by the merger agreement or entered into or amended in connection with the transaction, including the fairness of the merger to, or any consideration received in connection therewith by, the holders of any other class of

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securities, creditors, or other constituencies of Resolute; nor as to the fairness of the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of Resolute, or class of such persons in connection with the merger, whether relative to the merger consideration to be paid to the holders (other than Cimarex and its affiliates) of shares of Resolute common stock pursuant to the merger agreement or otherwise. In addition, Goldman Sachs does not express any opinion as to the prices at which shares of Cimarex common stock will trade at any time or as to the impact of the merger on the solvency or viability of Resolute or Cimarex or the ability of Resolute or Cimarex to pay their respective obligations when they come due. Goldman Sachs' opinion was necessarily based on economic, monetary, market and other conditions, as in effect on, and the information made available to it as of the date of the opinion and Goldman Sachs assumed no responsibility for updating, revising or reaffirming its opinion based on circumstances, developments or events occurring after the date of its opinion. Goldman Sachs' opinion was approved by a fairness committee of Goldman Sachs.

The following is a summary of the material financial analyses delivered by Goldman Sachs to the Resolute board of in connection with rendering the opinion described above. The following summary, however, does not purport to be a complete description of the financial analyses performed by Goldman Sachs, nor does the order of analyses described represent relative importance or weight given to those analyses by Goldman Sachs. Some of the summaries of the financial analyses include information presented in tabular format. The tables must be read together with the full text of each summary and are alone not a complete description of Goldman Sachs' financial analyses. Except as otherwise noted, the following quantitative information, to the extent that it is based on market data, is based on market data as it existed on or before November 16, 2018, the last trading day before the public announcement of the merger, and is not necessarily indicative of current market conditions.

Historical Stock Trading Analysis. Goldman Sachs analyzed the \$35.00 implied consideration per share of Resolute common stock represented by the merger consideration in relation to (i) the closing price of shares of Resolute common stock on November 16, 2018, (ii) the volume weighted average price per share of Resolute common stock over the 30-day period ended November 16, 2018 and (iii) the highest and lowest closing price per share of Resolute common stock over the 52-week period ended November 16, 2018. In the case of the mixed election consideration, such implied consideration was obtained by multiplying the 0.2336 mixed election exchange ratio by the closing price of shares of Cimarex common stock on November 16, 2018, and adding to the product thereof the \$14.00 in mixed election cash consideration. In the case of the all-stock consideration, such implied consideration was obtained by multiplying the 0.3943 stock election exchange ratio by the closing price of shares of Cimarex common stock on November 16, 2018.

This analysis indicated the following implied premia (discounts) to Resolute's share price:

Historical Date or Period	Share Price Premium / (Discount)
November 16, 2018	15%
30-Day VWAP	18%
52-Week High	(10)%
52-Week Low	40%

Implied Exchange Ratio Analysis. Goldman Sachs reviewed the historical trading prices for the shares of Resolute common stock and the shares of Cimarex common stock for the three-year period ending November 16, 2018 and calculated (i) an implied exchange ratio, by dividing the closing price per share of Resolute common stock on November 16, 2018 by the closing price per share of Cimarex common stock on the same trading day and (ii) the historical average exchange ratios over the 1-year and 3-year periods ended November 16, 2018, by first dividing the closing price per share of Resolute common stock on each trading day during such period by the closing price per share of Cimarex

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common stock on the same trading day, and subsequently taking the average of these daily historical exchange ratios over such periods.

The following table presents the results of this analysis:

Historical Date or Period	Historical Exchange Ratio
November 16, 2018	0.3435x
1-Year Average	0.3325x
3-Year Average	0.2387x

Illustrative Net Asset Value Analysis. Goldman Sachs performed an illustrative net asset value analysis of Resolute. Goldman Sachs calculated indications of the present value of the after-tax future cash flows that Resolute could be expected to generate from its existing proved developed reserves, its four-year development plan for undeveloped reserves and development of additional undeveloped reserves as of January 1, 2019 using the forecasts. Goldman Sachs calculated indications of net present values of the after-tax cash flows for Resolute using discount rates ranging from 10.5% to 12.5%, reflecting an estimate of Resolute's weighted average cost of capital. Goldman Sachs then calculated indications of Resolute's illustrative net asset value by adding (i) the present value of estimated mark to market commodity hedges and earnouts, and subtracting (ii) (A) the present value of general and administrative costs, (B) other corporate expenses, (C) the estimated face value of Resolute's net debt as of December 31, 2018 and (D) the present value of taxes payable by Resolute, calculated using the forecasts and Resolute's net debt provided by the management of Resolute for Goldman Sachs' use and by applying discount rates ranging from 10.5% to 12.5%, reflecting an estimate of Resolute's weighted average cost of capital. Goldman Sachs derived such discount rates by application of the Capital Asset Pricing Model, which requires certain company-specific inputs, including the company's target capital structure weightings, the cost of long-term debt, after-tax yield on permanent excess cash, if any, future applicable marginal cash tax rate and a beta for the company, as well as certain financial metrics for the United States financial markets generally. This analysis implied an illustrative range of net asset values per Resolute common share from \$25.35 to \$33.49.

Illustrative Present Value of Future Share Price Analysis. Goldman Sachs performed an illustrative analysis of the implied present value of an illustrative future value per share of Resolute common stock on a standalone basis, which is designed to provide an indication of the present value of a theoretical future value of Resolute's equity on a standalone basis as a function of estimated future EBITDA and one-year forward EV/EBITDA multiples. Using the forecasts for each of the fiscal years ending December 31, 2019 and December 31, 2020, Goldman Sachs calculated the implied values per share of Resolute common stock as of December 31, 2018 and December 31, 2019 on a standalone basis by applying one-year forward EV/EBITDA multiples ranging from 3.5x to 4.5x to estimated EBITDA for fiscal year 2019 (the "2019 EBITDA estimates") and for fiscal year 2020 (the "2020 EBITDA estimates") as reflected in the forecasts. These illustrative multiple estimates were derived by Goldman Sachs utilizing its professional judgment and experience, taking into account current and historical trading data and EV / NTM EBITDA multiples for the Company. Goldman Sachs then discounted to present value as of November 16, 2018, using an illustrative discount rate of 12.7%, reflecting an estimate of Resolute's cost of equity. Goldman Sachs derived such discount rate by application of the Capital Asset Pricing Model, which requires certain company-specific inputs, including a beta for the company, as well as certain financial metrics for the United States financial markets generally. This analysis resulted in a range of implied present values of (i) \$8.99 to \$19.72 per share of Resolute common stock using the 2019 EBITDA estimates and (ii) \$28.12 to \$44.33 per share of Resolute common stock using the 2020 EBITDA estimates.

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Selected Transactions Analysis. Goldman Sachs analyzed certain information relating to the following selected transactions involving oil and gas-related assets in the Delaware Basin region announced from January 2018 through November 16, 2018 for aggregate consideration greater than \$100 million:

Announcement Date	Transaction
02/06/2018	Halcón Resources Corporation's acquisition of certain acreage from Royal Dutch Shell
02/06/2018	Halcón Resources Corporation's acquisition of certain acreage from an undisclosed seller
02/20/2018	Luxe Energy II LLC's acquisition of certain acreage from Concho Resources Inc.
02/26/2018	Luxe Energy II LLC's acquisition of certain acreage from Centennial Resource Development, Inc.
05/10/2018	Matador Resources Company's acquisition of acreage from an undisclosed seller
05/24/2018	Callon Petroleum Company's acquisition of certain oil and gas properties from Cimarex Energy Co.
08/14/2018	Carrizo Oil & Gas, Inc.'s acquisition of Delaware Basin properties from Devon Energy Corporation

While none of the companies or assets that were sold in the selected transactions are directly comparable to Resolute or its assets, the companies or assets sold in the selected transactions, for the purposes of analysis, may be considered similar to certain of Resolute's assets.

For each of the selected transactions, Goldman Sachs calculated adjusted price per acre multiples by subtracting the estimated value of current production at an illustrative \$30,000 per flowing barrel of oil equivalent per day, as provided by the management of Resolute for Goldman Sachs' use, from the transaction value for such selected transaction and then dividing the remaining value by the net acreage acquired in the selected transaction, in each case as publicly disclosed in connection with the selected transaction. This analysis resulted in illustrative adjusted price per acre multiples ranging from \$12,487 to \$22,037. Goldman Sachs then applied the illustrative adjusted price per acre multiples to the estimate of 20,487 total net acres owned by Resolute in the Delaware Basin region provided by management of Resolute for Goldman Sachs' use, which resulted in an illustrative range of prices per share of Resolute common stock of \$22.45 to \$29.87.

Premia Analysis. Using publicly available information, Goldman Sachs reviewed and analyzed the acquisition premia for the following U.S. E&P acquisition transactions announced from January 1, 2009

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through November 16, 2018 involving a public company target where the disclosed enterprise value was between \$1 billion and \$10 billion:

Announcement Date	Acquiror(s)	Target
11/01/2009	Denbury Resources Inc.	Encore Acquisition Company
04/04/2010	SandRidge Energy, Inc.	Arena Resources, Inc.
11/09/2010	Chevron Corporation	Atlas Energy, Inc.
10/17/2011	Statoil ASA	Brigham Exploration Company
04/25/2012	Halcón Resources Corporation	GeoResources, Inc.
02/21/2013	LINN Energy, LLC and LinnCo, LLC	Berry Petroleum Company
09/29/2014	Encana Corporation	Athlon Energy Inc.
05/11/2015	Noble Energy, Inc.	Rosetta Resources Inc.
05/16/2016	Range Resources Corporation	Memorial Resource Development Corp.
01/16/2017	Noble Energy, Inc.	Clayton Williams Energy, Inc.
06/19/2017	EQT Corporation	Rice Energy Inc.
03/28/2018	Concho Resources Inc.	RSP Permian, Inc.
08/14/2018	Diamondback Energy, Inc.	Energren Corporation
10/28/2018	Denbury Resources Inc.	Penn Virginia Corporation
10/30/2018	Chesapeake Energy Corporation	WildHorse Resource Development Corporation
11/01/2018	Encana Corporation	Newfield Exploration Company

For the entire period, using publicly available information, Goldman Sachs calculated the premium of the price paid in each of the U.S. E&P acquisition transactions relative to the target's last undisturbed closing stock price prior to announcement of the transaction. This analysis indicated a range of illustrative premia of 16.8% to 37.7%. Goldman Sachs then applied this reference range of illustrative premia to the closing price per share of Resolute common stock as of November 16, 2018 to calculate an illustrative range of implied prices per share of Resolute common stock of \$35.67 to \$42.08.

General

The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. Selecting portions of the analyses or of the summary set forth above, without considering the analyses as a whole, could create an incomplete view of the processes underlying Goldman Sachs' opinion. In arriving at its fairness determination, Goldman Sachs considered the results of all of its analyses and did not attribute any particular weight to any factor or analysis considered by it. Rather, Goldman Sachs made its determination as to fairness on the basis of its experience and professional judgment after considering the results of all of its analyses. No company or transaction used in the above analyses as a comparison is directly comparable to Resolute or the merger.

Goldman Sachs prepared these analyses for purposes of Goldman Sachs' providing its opinion to the Resolute board as to the fairness from a financial point of view of the merger consideration to be paid to the holders (other than Cimarex and its affiliates) of shares of Resolute common stock pursuant to the merger agreement. These analyses do not purport to be appraisals nor do they necessarily reflect the prices at which businesses or securities actually may be sold. Analyses based upon forecasts of future results are not necessarily indicative of actual future results, which may be significantly more or less favorable than suggested by these analyses. Because these analyses are inherently subject to uncertainty, being based upon numerous factors or events beyond the control of the parties or their respective advisors, none of Resolute, Cimarex, Goldman Sachs or any other person assumes responsibility if future results are materially different from those forecast.

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The merger consideration was determined through arm's-length negotiations between Resolute and Cimarex and was approved by the Resolute board. Goldman Sachs provided advice to Resolute during these negotiations. Goldman Sachs did not, however, recommend any specific amount of consideration to Resolute or the Resolute board or that any specific amount of consideration constituted the only appropriate consideration for the merger.

As described above, Goldman Sachs' opinion to the Resolute board was one of many factors taken into consideration by the Resolute board in making its determination to approve the merger agreement. The foregoing summary does not purport to be a complete description of the analyses performed by Goldman Sachs in connection with the fairness opinion and is qualified in its entirety by reference to the written opinion of Goldman Sachs included as Annex C to this proxy statement/prospectus.

Goldman Sachs and its affiliates are engaged in advisory, underwriting and financing, principal investing, sales and trading, research, investment management and other financial and non-financial activities and services for various persons and entities. Goldman Sachs and its affiliates and employees, and funds or other entities they manage or in which they invest or have other economic interests or with which they co-invest, may at any time purchase, sell, hold or vote long or short positions and investments in securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments of Resolute, Cimarex, any of their respective affiliates and third parties, or any currency or commodity that may be involved in the transaction contemplated by the merger agreement. Goldman Sachs acted as financial advisor to Resolute in connection with, and participated in certain of the negotiations leading to, the merger. Goldman Sachs has provided certain financial advisory and/or underwriting services to Resolute and its affiliates from time to time for which the Investment Banking Division of Goldman Sachs has received, and may receive, compensation, including having acted as bookrunner with respect to a private placement of Resolute's 8.50% Senior Notes due 2020 (aggregate principal amount \$75,000,000) in April 2018; as bookrunner with respect to a private placement of Resolute's 8.50% Senior Notes due 2020 (aggregate principal amount \$125,000,000) in May 2017; and as bookrunner with respect to a public offering of 4,370,000 shares of Resolute common stock in December 2016. During the two-year period ended November 18, 2018, Goldman Sachs has recognized compensation for financial advisory and/or underwriting services provided by its Investment Banking Division to Resolute and/or its affiliates of approximately \$3.1 million. During the two-year period ended November 18, 2018, the Investment Banking Division of Goldman Sachs has not been engaged by Cimarex to provide financial advisory or underwriting services for which Goldman Sachs has recognized compensation. Goldman Sachs may also in the future provide financial advisory and/or underwriting services to Resolute and Cimarex and their respective affiliates for which the Investment Banking Division of Goldman Sachs may receive compensation.

The Resolute board selected Goldman Sachs as its financial advisor because it is an internationally recognized investment banking firm that has substantial experience in transactions similar to the merger. Pursuant to a letter agreement dated November 18, 2018, Resolute engaged Goldman Sachs to act as its financial advisor in connection with the contemplated transaction. The engagement letter between Resolute and Goldman Sachs provides for a transaction fee that is estimated, based on the information available as of the date of public announcement of the merger, at approximately \$7.5 million, the principal portion of which is contingent upon consummation of the merger. In addition, Resolute has agreed to reimburse Goldman Sachs for certain of its expenses, including attorney's fees and disbursements, and to indemnify Goldman Sachs and related persons against various liabilities, including certain liabilities under the federal securities laws.

Opinion of Petrie Partners

Petrie Partners was retained by Resolute to act as financial advisor in connection with the merger. On November 18, 2018, at a meeting of the Resolute board, Petrie Partners rendered its oral opinion,

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subsequently confirmed by delivery of a written opinion, that, as of November 18, 2018, and based upon and subject to the factors, procedures, assumptions, qualifications and limitations set forth in its opinion, the merger consideration to be paid to holders of Resolute common shares pursuant to the merger agreement is fair, from a financial point of view, to such holders.

The full text of the written opinion of Petrie Partners, dated as of November 18, 2018, which sets forth, among other things, the procedures followed, assumptions made, matters considered and qualifications and limitations on the scope of review undertaken in rendering its opinion, is attached as Annex C to this proxy statement/prospectus and is incorporated by reference in its entirety. You are urged to read the opinion carefully and in its entirety. This summary is qualified in its entirety by reference to the full text of such opinion. Petrie Partners' opinion was addressed to, and provided for the information and benefit of, the Resolute board in connection with its evaluation of whether the merger consideration to be paid to holders of Resolute common shares was, as of November 18, 2018, fair, from a financial point of view, to such holders. Petrie Partners' opinion did not address any other aspects of the merger and did not and does not constitute a recommendation as to how holders of Resolute common shares should vote at the Resolute special meeting.

In connection with rendering its opinion and performing its related financial analysis, Petrie Partners, among other things:

reviewed certain publicly available information relating to Resolute and Cimarex, including (i) Annual Reports on Form 10-K and related audited financial statements of Resolute and Cimarex for the fiscal year ended December 31, 2017, and (ii) the Quarterly Reports on Form 10-Q for Resolute and Cimarex and related unaudited financial statements for the fiscal period ended September 30, 2018;

reviewed certain non-public forecasted financial and operating data relating to Resolute prepared and furnished to Petrie Partners by the management team and staff of Resolute;

reviewed certain estimates of Resolute's oil and gas reserves, including estimates of proved developed producing and development reserves prepared by Resolute as of January 1, 2019;

compared recent stock market capitalization indicators for Resolute with recent stock market capitalization indicators for certain similar publicly-traded independent exploration and production companies that Petrie Partners deemed to be relevant;

discussed current operations, financial positioning and future prospects of Resolute and Cimarex with the respective management teams of Resolute and Cimarex;

reviewed historical market prices and trading histories of Resolute common shares and Cimarex common stock;

reviewed published Wall Street research analyst reports on Resolute and Cimarex;

compared the financial terms of the merger with the financial terms of similar transactions that Petrie Partners deemed to be relevant;

participated in certain discussions and negotiations among the representatives of Resolute and Cimarex and their respective financial and legal advisors;

reviewed a draft of the merger agreement dated November 18, 2018; and

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reviewed such other financial studies and analyses and performed such other investigations and have taken into account such other matters as Petrie Partners deemed necessary and appropriate.

Petrie Partners also held due diligence discussions with members of the senior managements of Resolute and Cimarex regarding their assessment of the past and current business operations, financial condition and future prospects of Cimarex and with members of the senior management of Resolute

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regarding their assessment of the past and current business operations, financial condition and future prospects of Resolute.

In rendering its opinion, Petrie Partners assumed and relied upon, without assuming any responsibility or liability for, or independently verifying the accuracy or completeness of, all of the information publicly available and all of the information supplied or otherwise made available to Petrie Partners by Resolute and Cimarex. Petrie Partners further relied upon the assurances of representatives of the management of Resolute that they were unaware of any facts that would make the information provided to Petrie Partners incomplete, inaccurate or misleading in any material respect. With respect to forecasted financial and operating data, Petrie Partners assumed, upon the advice of Resolute, that such data had been reasonably prepared in a manner consistent with historical financial and operating data and on bases reflecting the best currently available estimates and good faith judgments of the management and staff of Resolute relating to the future financial and operational performance of Resolute. Petrie Partners expressed no view as to any forecasted financial and operating data relating to Resolute or the assumptions on which they were based.

With respect to the estimates of oil and gas reserves, Petrie Partners assumed, upon the advice of Resolute, that they had been reasonably prepared on bases reflecting the best available estimates and good faith judgments of the management and staff of Resolute relating to the oil and gas properties of Resolute. Petrie Partners expressed no view as to any reserve or potential resource data relating to Resolute or the assumptions on which they were based.

Petrie Partners did not make an independent evaluation or appraisal of the assets or liabilities of Resolute, nor, except for the estimates of oil and gas reserves referred to above, was Petrie Partners furnished with any such evaluations or appraisals, nor did Petrie Partners evaluate the solvency or fair value of Resolute under any state or federal laws relating to bankruptcy, insolvency or similar matters. In addition, Petrie Partners did not assume any obligation to conduct, nor did Petrie Partners conduct, any physical inspection of the properties or facilities of Resolute.

For purposes of rendering its opinion, Petrie Partners assumed, in all respects material to its analysis, that the representations and warranties of each party contained in the merger agreement were true and correct, that each party will perform all of the covenants and agreements required to be performed by it under the merger agreement and that all conditions to consummation of the merger will be satisfied without material waiver or modification thereof. Petrie Partners further assumed, upon the advice of Resolute, that all governmental, regulatory or other consents, approvals or releases necessary for the consummation of the transactions contemplated by the merger agreement will be obtained without any material delay, limitation, restriction or condition that would have an adverse effect on Resolute or Cimarex or on the consummation of the merger or that would materially reduce the benefits of the merger to the holders of Resolute common shares.

Petrie Partners' opinion relates solely to the fairness, from a financial point of view, of the merger consideration to be paid to holders of Resolute common shares pursuant to the merger agreement. Petrie Partners did not express any view on, and its opinion does not address, the fairness of the proposed merger to, or any consideration received in connection therewith by, any creditors or other constituencies of Resolute, nor did Petrie Partners express an opinion as to the fairness of the amount or nature of any compensation payable to any of the officers, directors or employees of Resolute, or any class of such persons, whether relative to the merger consideration or otherwise. Petrie Partners assumed that any modification to the structure of the merger would not vary in any material respect from what had been assumed in its analysis. Petrie Partners' advisory services and the opinion expressed herein were provided for the information and benefit of the Resolute board in connection with its consideration of the transactions contemplated by the merger agreement, and Petrie Partners' opinion does not constitute a recommendation to any holder of Resolute common shares as to how such holder should vote with respect to any of the transactions contemplated by the merger agreement. The issuance of Petrie Partners' opinion was approved by the Opinion Committee of Petrie Partners.

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Petrie Partners' opinion does not address the relative merits of the merger as compared to any alternative business transaction or strategic alternative that might be available to Resolute, nor does it address the underlying business decision of Resolute to engage in the merger. Petrie Partners was not asked to consider, and its opinion does not address, the tax consequences of the merger to any particular stockholder of Resolute or Cimarex, or the prices at which shares of Cimarex common stock or Resolute common shares will actually trade at any time, including following the announcement or consummation of the merger. Petrie Partners did not render any legal, accounting, tax or regulatory advice and understands Resolute is relying on other advisors as to legal, accounting, tax and regulatory matters in connection with the merger.

Petrie Partners' opinion was rendered on the basis of conditions in the securities markets and the oil and gas markets as they existed and could be evaluated on November 18, 2018, and the conditions and prospects, financial and otherwise, of Resolute and Cimarex as they were represented to Petrie Partners on that date or as they were reflected in the materials and discussions described above. It is understood that subsequent developments may affect Petrie Partners' opinion and that Petrie Partners does not have any obligation to update, revise or reaffirm its opinion.

Summary of Financial Analyses

Set forth below is a summary of the material financial analyses performed by Petrie Partners and reviewed with the Resolute board in connection with rendering Petrie Partners' oral opinion on November 18, 2018 and the preparation of its written opinion letter dated November 18, 2018. Each analysis was provided to the Resolute board. In connection with arriving at its opinion, Petrie Partners considered all of its analyses as a whole, and the order of the analyses described and the results of these analyses do not represent any relative importance or particular weight given to these analyses by Petrie Partners. Except as otherwise noted, the following quantitative information, to the extent that it is based on market data, is based on market data (including the closing prices for Resolute common shares and Cimarex common stock) that existed on November 16, 2018, and is not necessarily indicative of current market conditions.

The following summary of financial analyses includes information presented in tabular format. These tables must be read together with the text of each summary in order to understand fully the financial analyses performed by Petrie Partners. The tables alone do not constitute a complete description of the financial analyses performed by Petrie Partners. Considering the tables below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of Petrie Partners' financial analyses.

Discounted Cash Flow Analysis

Petrie Partners performed a discounted cash flow analysis to determine indicative reference values of Resolute common shares based on the present value of the future after-tax cash flows expected to be generated from proved developed producing and development reserves based on Resolute's internal estimates.

Petrie Partners evaluated four scenarios in which the principal variable was oil and gas prices. The four price case scenarios represent long-term potential future benchmark prices per barrel of oil and per million British thermal units ("MMBtu") of natural gas. Adjustments were made to these prices to reflect location and quality differentials. One price scenario was based on New York Mercantile Exchange ("NYMEX") 5-year strip pricing as of November 15, 2018, for the calendar years 2019 through 2023, held constant thereafter. Benchmark prices for the other three scenarios were based on \$55.00, \$60.00 and \$65.00 per barrel of oil, respectively, and \$2.75 per MMBtu for gas, and were held constant. Applying various discount rates ranging from 8% to 20%, depending on reserve category, formation and development status, to the cash flows of the proved developed and development reserve

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estimates and adjusting for the present value of future estimated general and administrative expenses, commodity derivatives, cash taxes, other assets and liabilities and estimated long-term debt and estimated net working capital as of December 31, 2018, Petrie Partners determined the following implied per share equity reference value ranges of Resolute common shares.

	NYMEX Strip (November 15, 2018)		\$55.00 Oil & \$2.75 Gas		\$60.00 Oil & \$2.75 Gas		\$65.00 Oil & \$2.75 Gas	
	Low	High	Low	High	Low	High	Low	High
Resolute Implied Equity Value (\$/share)	\$ 27.14	\$ 35.60	\$ 21.50	\$ 29.65	\$ 36.06	\$ 45.26	\$ 50.62	\$ 61.01

Comparable Transaction Analysis

Petrie Partners reviewed selected publicly-available information for 14 oil and gas transactions announced since July 2016 that included assets in the Texas Delaware Basin and had a value greater than or equal to \$400 million. Petrie Partners reviewed all transactions with publicly-available information that it deemed to have certain characteristics similar to those of Resolute, although Petrie Partners noted that none of the reviewed transactions or the companies that participated in the selected transactions were directly comparable to Resolute.

Precedent Transactions for Resolute

Date Announced	Buyer	Seller
05/24/18	Callon Petroleum Company	Cimarex Energy Co.
12/11/17	Oasis Petroleum Inc.	Forge Energy, LLC
06/28/17	Carrizo Oil & Gas, Inc.	ExL Petroleum Management, LLC
01/24/17	Halcón Resources Corporation	Samson Exploration LLC
01/12/17	WPX Energy, Inc.	Panther Energy Company II, LLC; Carrier Energy Partners, LLC
12/20/16	KLR Energy Acquisition Corp.	Tema Oil and Gas Company
12/14/16	Diamondback Energy, Inc.	Brigham Resources Operating, LLC
12/13/16	Callon Petroleum Company	American Resource Development LLC
11/28/16	Centennial Resource Development, Inc.	Silverback Exploration, LLC
10/31/16	Occidental Petroleum Corporation	J Cleo Thompson Operating; Et al.
10/13/16	RSP Permian, Inc.	Silver Hill Energy Partners, LLC; Silver Hill E&P II, LLC
08/23/16	PDC Energy Inc.	Arris Petro. and 299 Resources
07/13/16	Diamondback Energy, Inc.	Luxe Energy LLC
07/06/16	Silver Run Acquisition Corporation	Centennial Resource Production, LLC

Based on the dollar per acre multiples implied by these transactions, adjusted for the value of current production, and Petrie Partners' judgment on the comparability of each transaction versus the oil and gas assets of Resolute (all of which are located in the Texas Delaware Basin), Petrie Partners applied a transaction multiple of \$30,000 to \$40,000 per acre to Resolute's assets and adjusted for the value of current production, the estimated value of other assets and liabilities, and long-term debt and net working capital as of September 30, 2018 to calculate an implied equity reference value range of Resolute common shares. Petrie Partners determined an implied per share equity reference value range of \$31.16 to \$38.91 per share for Resolute common shares.

Petrie Partners also reviewed 28 selected transactions with publicly-available information for oil and gas corporate transactions announced since April 2009 in which the acquired or target company was an exploration and production company with oil and gas assets in the United States, although Petrie Partners noted that none of the selected transactions or the companies that participated in the selected transactions were directly comparable to Resolute.

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Precedent Transactions Oil & Gas Corporate Transactions

Date Announced	Acquiring Company	Target Company
11/01/18	Encana Corporation	Newfield Exploration Company
10/30/18	Chesapeake Energy Corporation	WildHorse Resource Development Corporation
10/28/18	Denbury Resources Inc.	Penn Virginia Corporation
08/14/18	Diamondback Energy, Inc.	Energen Corporation
06/18/18	MLCJR LLC (Cox Oil)	Energy XXI Gulf Coast, Inc.
03/28/18	Concho Resources Inc.	RSP Permian, Inc.
06/19/17	EQT Corporation	Rice Energy Inc.
01/16/17	Noble Energy, Inc.	Clayton Williams Energy, Inc.
05/16/16	Range Resources Corporation	Memorial Resource Development Corp.
05/11/15	Noble Energy, Inc.	Rosetta Resources Inc.
09/29/14	Encana Corporation	Athlon Energy Inc.
07/13/14	Whiting Petroleum Corporation	Kodiak Oil & Gas Corp.
03/12/14	Energy XXI (Bermuda) Limited	EPL Oil & Gas, Inc.
04/30/13	Contango Oil & Gas Company	Crimson Exploration Inc.
02/21/13	LINN Energy, LLC and LinnCo, LLC	Berry Petroleum Company
12/05/12	Freeport-McMoRan Copper & Gold Inc.	McMoRan Exploration Co.
12/05/12	Freeport-McMoRan Copper & Gold Inc.	Plains Exploration & Production Company
04/25/12	Halcón Resources Corporation	GeoResources, Inc.
01/16/12	Denver Parent Corporation	Venoco, Inc.
10/17/11	Statoil ASA	Brigham Exploration Company
07/14/11	BHP Billiton Petroleum (North America) Inc.	Petrohawk Energy Corporation
11/09/10	Chevron Corporation	Atlas Energy, Inc.
04/15/10	Apache Corporation	Mariner Energy, Inc.
04/04/10	SandRidge Energy, Inc.	Arena Resources, Inc.
12/14/09	ExxonMobil Corporation	XTO Energy Inc.
11/01/09	Denbury Resources Inc.	Encore Acquisition Company
09/15/09	Apollo Management, LP	Parallel Petroleum Corporation
04/27/09	Atlas America, Inc.	Atlas Energy Resources, LLC

For each of the precedent corporate transactions, Petrie Partners calculated the following:

Purchase Price/Current Year Discretionary Cash Flow, which is defined as the total purchase price paid by the acquiring company for the equity of the target ("Purchase Price"), divided by an estimate of discretionary cash flow of the target company for the calendar year in which the transaction occurred ("Current Year Discretionary Cash Flow");

Purchase Price/Forward Year Discretionary Cash Flow, which is defined as the Purchase Price, divided by an estimate of discretionary cash flow of the target company for the calendar year following the year in which the transaction occurred ("Forward Year Discretionary Cash Flow");

Total Investment/Current Year EBITDA, which is defined as the total investment made by the acquiring company including purchase price of common equity plus the assumption of target company net indebtedness ("Total Investment"), divided by estimated earnings before interest, taxes, depreciation and amortization ("EBITDA") of the target company for the calendar year in which the transaction occurred ("Current Year EBITDA");

Total Investment/Forward Year EBITDA, which is defined as Total Investment divided by estimated EBITDA of the target company for the calendar year following the year in which the transaction occurred ("Forward Year EBITDA");

Total Investment/Proved Reserves, which is defined as Total Investment divided by proved reserves of the target company as of the latest published reserve report prior to the date of the transaction ("Proved Reserves"); and

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Total Investment/Current Production, which is defined as Total Investment divided by the most recent publicly available average daily production figure of the target company prior to the date of the transaction ("Current Production").

Petrie Partners applied the relevant multiples to Resolute's estimated discretionary cash flow for calendar years 2018 and 2019 based on publicly available consensus research analyst estimates as of November 16, 2018, estimated EBITDA for calendar years 2018 and 2019 based on publicly available consensus research analyst estimates as of November 16, 2018, proved reserves as of December 31, 2017 and the latest current net production publicly disclosed by Resolute prior to November 18, 2018.

The minimum, mean, median and maximum transaction multiples implied for each benchmark for the precedent corporate transactions are set forth below.

Measure	Minimum	Mean	Median	Maximum
Purchase Price/Current Year Discretionary Cash Flow (\$MM)	3.1x	7.2x	5.5x	18.5x
Purchase Price/Forward Year Discretionary Cash Flow (\$MM)	1.5x	5.5x	5.4x	17.7x
Total Investment/Current Year EBITDA (\$MM)	4.9x	8.6x	8.0x	16.9x
Total Investment/Forward Year EBITDA (\$MM)	1.7x	6.8x	6.6x	16.4x
Total Investment/Proved Reserves (\$/barrel of oil equivalent ("Boe"))	\$ 3.81	\$ 18.79	\$ 15.84	\$ 69.81
Total Investment/Current Production (\$/barrel of oil equivalent per day ("Boepd"))	\$ 12,647	\$ 82,749	\$ 71,977	\$ 195,920

Petrie Partners also evaluated the premiums paid in connection with the above corporate transactions based on the value of the per share consideration announced in each transaction relative to the closing stock price of the target company as of one day, 30 days and 60 days prior to the announcement date of the relevant transaction. The minimum, mean, median and maximum premiums paid for the precedent transactions are set forth below.

Period	Minimum	Mean	Median	Maximum
One day prior	(2)%	29%	25%	74%
30 days prior	(6)%	28%	23%	86%
60 days prior	(7)%	28%	24%	74%

Based upon its review of these transactions, Petrie Partners selected purchase price multiple ranges for Resolute of 5.0x - 7.0x estimated Current Year Discretionary Cash Flow and 3.5x - 5.5x estimated Forward Year Discretionary Cash Flow, total investment multiple ranges of 7.0x - 9.0x estimated Current Year EBITDA, 5.0x - 6.5x estimated Forward Year EBITDA, \$20.00 - \$25.00 per Boe of Proved Reserves and \$55,000 - \$70,000 per Boepd of Current Production. Petrie Partners selected these multiples for Resolute based in part on geographic location, historical and estimated operating margins, historical and estimated growth, and its overall judgment of the current transaction market. Petrie Partners applied relevant premiums ranging from 10% to 30% to the one-day, 30-day and 60-day Resolute closing prices prior to November 16, 2018. Based on the application of the above transaction multiples and taking into account the premiums paid analysis, Petrie Partners selected an enterprise value reference range of \$1.75 billion to \$2.0 billion. Petrie Partners then adjusted for long-term debt and net working capital as of September 30, 2018 to determine an implied per share equity reference value range of \$32.26 to \$41.71 per share of Resolute common shares.

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Capital Market Comparison Analysis

Petrie Partners performed a capital market comparison analysis of Resolute by reviewing the market values and trading multiples of the following publicly-traded companies that Petrie Partners deemed comparable to Resolute.

Resolute Peer Group

Centennial Resource Development, Inc.

Callon Petroleum Company

Jagged Peak Energy Inc.

Laredo Petroleum, Inc.

Halcón Resources Corporation

Rosehill Resources Inc.

Lilis Energy, Inc.

Although the peer group companies were compared to Resolute for purposes of this analysis, no entity included in the capital market comparison analysis is identical to Resolute because of differences between the business mixes and other characteristics of the peer group companies. In evaluating the peer group companies, Petrie Partners relied on publicly-available filings and publicly available equity research analyst estimates, which estimates are based in part on judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions and other matters. Many of these matters are beyond the control of such analysts, Resolute or Petrie Partners.

All peer group multiples were calculated using closing stock prices on November 16, 2018. Peer group estimates of discretionary cash flow, EBITDA and production were based on publicly available consensus research analyst estimates as of November 16, 2018. Peer group proved reserves are as of December 31, 2017 as disclosed in publicly-filed year-end annual reports on Form 10-K. For each of the peer group entities, Petrie Partners calculated the following:

Market Value/2018E Discretionary Cash Flow, which is defined as each company's current common stock share price divided by that company's estimated discretionary cash flow per share for the calendar year 2018 ("2018E discretionary cash flow");

Market Value/2019E Discretionary Cash Flow, which is defined as each company's current common stock share price divided by that company's estimated discretionary cash flow per share for the calendar year 2019 ("2019E discretionary cash flow");

Enterprise Value/2018E EBITDA, which is defined as market value of common equity, plus debt and preferred stock, less net working capital ("enterprise value"), divided by estimated EBITDA for the calendar year 2018 ("2018E EBITDA");

Enterprise Value/2019E EBITDA, which is defined as enterprise value divided by estimated EBITDA for the calendar year 2019 ("2019E EBITDA");

Enterprise Value/Proved Reserves, which is defined as enterprise value divided by proved reserves;

Enterprise Value/2018E Production, which is defined as enterprise value divided by forecasted average daily production for calendar year 2018 ("2018E production"); and

Enterprise Value/2019E Production, which is defined as enterprise value divided by forecasted average daily production for calendar year 2019 ("2019E production").

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The minimum, mean, median and maximum trading multiples for the Resolute peer group are set forth below.

Measure	Minimum	Mean	Median	Maximum
Market Value/2018E Discretionary Cash Flow	0.9x	5.2x	6.3x	7.8x
Market Value/2019E Discretionary Cash Flow	0.7x	3.0x	2.6x	5.3x
Enterprise Value/2018E EBITDA	3.1x	7.3x	7.7x	10.7x
Enterprise Value/2019E EBITDA	2.3x	4.5x	4.9x	5.8x
Enterprise Value/Proved Reserves (\$/Boe)	\$ 10.49	\$ 25.67	\$ 25.39	\$ 38.97
Enterprise Value/2018E Production (\$/Boepd)	\$ 35,859	\$ 72,866	\$ 76,319	\$ 106,884
Enterprise Value/2019E Production (\$/Boepd)	\$ 27,033	\$ 51,110	\$ 41,955	\$ 77,210

Based upon its review of the peer group, Petrie Partners selected market value multiple ranges for Resolute of 4.0x - 6.0x 2018E discretionary cash flow and 3.0x - 4.0x 2019E discretionary cash flow, enterprise value multiple ranges of 6.5x - 8.0x 2018E EBITDA, 4.0x - 5.0x 2019E EBITDA, \$25.00 - \$30.00 per Boe of proved reserves, \$60,000 - \$75,000 per Boepd of 2018E production and \$40,000 - \$50,000 per Boepd of 2019E production.

From the enterprise value reference range implied by each metric, Petrie Partners determined an enterprise reference value range of \$1.6 billion to \$1.9 billion for Resolute. Petrie Partners then adjusted for long-term debt and net working capital as of September 30, 2018 to determine an implied per share equity reference value range of \$26.58 to \$37.93 per share of Resolute common shares.

Going Concern Analysis

Petrie Partners received certain financial and operating forecasts from Resolute. These forecasts were prepared and provided by Resolute management and staff regarding Resolute's potential future financial and operating performance. Using such financial and operating forecasts, Petrie Partners analyzed the potential standalone financial performance of Resolute, without giving effect to the proposed merger, for the years 2018 - 2020. The analysis was performed under four separate oil and gas pricing scenarios. One scenario was based on NYMEX 3-year strip pricing as of November 15, 2018 for 2018 through 2020, held constant thereafter. Benchmark prices for the other three scenarios were based on NYMEX strip pricing for 2018 and \$55.00, \$60.00 and \$65.00 per barrel of oil, respectively, and \$2.75 per MMBtu for gas, for 2019 and 2020.

For Resolute, Petrie Partners applied terminal EBITDA multiples of 3.5x, 4.5x and 5.5x to estimated 2020 EBITDA and assumed discount rates of 10.0% to 15.0%. From the enterprise reference values implied by this analysis, Petrie Partners then adjusted for long-term debt and net working capital as of September 30, 2018 to determine a composite per share equity reference value range of \$30.00 to \$45.00 per share of Resolute common shares.

Miscellaneous

The foregoing summary of certain material financial analyses does not purport to be a complete description of the analyses or data presented by Petrie Partners. In connection with the review of the merger by the Resolute board, Petrie Partners performed a variety of financial and comparative analyses for purposes of rendering its opinion. The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. Selecting portions of the analyses or of the summary described above, without considering the analyses as a whole, could create an incomplete view of the processes underlying Petrie Partners' opinion. In arriving at its fairness determination, Petrie Partners considered the results of all the analyses and did not draw, in isolation, conclusions from or with regard to any one analysis or factor considered by it for purposes of its opinion. Rather, Petrie Partners made its determination as to fairness on the basis of its experience

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and professional judgment after considering the results of all the analyses. In addition, Petrie Partners may have given various analyses and factors more or less weight than other analyses and factors and may have deemed various assumptions more or less probable than other assumptions. As a result, the ranges of valuations resulting from any particular analysis or combination of analyses described above should not be taken to be the view of Petrie Partners with respect to the actual equity value of Resolute. No company reviewed or considered in the above analyses for comparison purposes is directly comparable to Resolute, and no transaction reviewed or considered in the above analyses is directly comparable to the merger. Furthermore, Petrie Partners' analyses involved complex considerations and judgments concerning financial and operating characteristics and other factors that could affect the public trading or other values of the companies or transactions used, including judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond the control of Resolute and its advisors.

Petrie Partners prepared these analyses solely for the purpose of rendering an opinion to the Resolute board as to the fairness, from a financial point of view, of the merger consideration to be paid to holders of Resolute common shares, pursuant to the merger agreement, to such holders. These analyses do not purport to be appraisals or to necessarily reflect the prices at which the business or securities actually may be sold. Any estimates contained in these analyses are not necessarily indicative of actual future results, which may be significantly more or less favorable than those suggested by such estimates. Accordingly, estimates used in, and the results derived from, Petrie Partners' analyses are inherently subject to substantial uncertainty, and Petrie Partners assumes no responsibility if future results are materially different from those forecasted in such estimates.

The issuance of the fairness opinion was approved by Petrie Partners' Opinion Committee.

The merger consideration was determined through arm's-length negotiations between Resolute and Cimarex and was approved by the Resolute board. Petrie Partners provided advice to the Resolute board during these negotiations. Petrie Partners did not, however, recommend any specific per share equity value to the Resolute board or that any specific per share equity value constituted the only appropriate consideration for the merger. Petrie Partners' opinion to the Resolute board was one of many factors taken into consideration by the Resolute board in deciding to approve the merger.

Resolute engaged Petrie Partners to act as financial advisor based on its qualifications, experience and reputation. Petrie Partners is a nationally recognized investment banking firm and is regularly engaged in the valuation of businesses in connection with mergers and acquisitions, competitive divestiture processes, private placements and other purposes.

Under the terms of Petrie Partners' engagement letter with Resolute, Petrie Partners provided Resolute financial advisory services and rendered a fairness opinion in connection with the merger. The engagement letter between Resolute and Petrie Partners provides for a transaction fee that is estimated, based on the information available as of the date of public announcement of the merger, at approximately \$10.0 million, the principal portion of which is contingent upon consummation of the merger. In addition, Resolute has agreed to reimburse Petrie Partners for certain of its expenses, including attorney's fees and disbursements, and to indemnify Petrie Partners and related persons against various liabilities.

During the two-year period prior to the date of the opinion, no material relationship existed between Petrie Partners and Cimarex and its applicable affiliates pursuant to which Petrie Partners received compensation as a result of such relationship. During the two-year period prior to the date of the opinion, Petrie Partners performed advisory services for Resolute and its affiliates and received customary compensation for such services. Additionally, Petrie Partners may provide financial or other services to Resolute and Cimarex in the future and in connection with any such services Petrie Partners may receive customary compensation for such services.

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Certain Resolute Unaudited Forecasted Financial and Operating Information

Resolute does not as a matter of course make public its long-term forecasts or internal projections as to future performance, revenues, production, earnings or other results given, among other reasons, the uncertainty, unpredictability and subjectivity of the underlying assumptions and estimates. However, in connection with its evaluation of the merger, Resolute's management prepared certain non-public unaudited internal financial and operating forecasts with respect to Resolute for the fourth quarter of 2018 through 2020 for Resolute on a standalone basis, which were based upon the internal financial model that Resolute has historically used in connection with strategic planning, and which were provided to the Resolute board and Resolute's financial advisors in connection with their evaluation of the proposed merger. The inclusion of this information should not be regarded as an indication that any of Resolute or its advisors or other representatives or any other recipient of this information considered, or now considers, it to be necessarily predictive of actual future performance or events, or that it should be construed as financial guidance, and such summary forecasts set forth below should not be relied on as such. The Resolute unaudited forecasted financial and operating information was prepared by and is the responsibility of Resolute management.

This information was prepared solely for internal use and is subjective in many respects. While presented with numeric specificity, the unaudited forecasted financial and operating information reflects numerous estimates and assumptions that are inherently uncertain and may be beyond the control of Resolute's management, including, among others, Resolute's future results, oil and gas industry activity, commodity prices, demand for crude oil, natural gas and NGLs, the availability of financing to fund the exploration and development costs associated with the projected drilling programs, takeaway capacity and the availability of services in the areas in which Resolute operates, general economic and regulatory conditions and other matters described in the sections entitled "Cautionary Statement Regarding Forward-Looking Statements," "Where You Can Find More Information," and "Risk Factors," beginning on pages 36, 177 and 28, respectively. The unaudited forecasted financial and operating information reflects both assumptions as to certain business decisions that are subject to change and, in many respects, subjective judgment, and thus is susceptible to multiple interpretations and periodic revisions based on actual experience and business developments. Resolute can give no assurance that the unaudited forecasted financial and operating information and the underlying estimates and assumptions will be realized. In addition, because the unaudited forecasted financial and operating information covers multiple years, such information by its nature becomes less predictive with each successive year. This information constitutes "forward-looking statements" and actual results may differ materially and adversely from those projected. Actual results may differ materially from those set forth below, and important factors that may affect actual results and cause the unaudited forecasted financial and operating information not to be realized include, but are not limited to, risks and uncertainties relating to Resolute's business, industry performance, the regulatory environment, general business and economic conditions and other matters described under the section of this proxy statement/prospectus titled "Risk Factors," beginning on page 28. See also "Cautionary Statement Regarding Forward-Looking Statements" beginning on page 36, and "Where You Can Find More Information," beginning on page 177.

This unaudited forecasted financial information was not prepared with a view toward compliance with published guidelines of the SEC or the guidelines established by the American Institute of Certified Public Accountants for preparation or presentation of forecasted financial information. The forecasted financial information included in this document has been prepared by, and is the responsibility of, Resolute's management. KPMG LLP has not audited, reviewed, examined, compiled nor applied agreed-upon procedures with respect to the accompanying forecasted financial information and, accordingly, KPMG LLP does not express an opinion or any other form of assurance with respect thereto. The KPMG LLP report incorporated by reference in this document relates to Resolute's

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previously issued historical financial statements. It does not extend to the forecasted financial information and should not be read to do so.

Furthermore, the unaudited forecasted financial and operating information does not take into account any circumstances or events occurring after the date it was prepared. Resolute can give no assurance that, had the unaudited forecasted financial and operating information been prepared either as of the date of the merger agreement or as of the date of this proxy statement/prospectus, similar estimates and assumptions would be used. Except as required by applicable securities laws, Resolute does not intend to, and disclaims any obligation to, make publicly available any update or other revision to the unaudited forecasted financial and operating information to reflect circumstances existing since its preparation or to reflect the occurrence of events, even in the event that any or all of the underlying assumptions are shown to be not appropriate, including with respect to the accounting treatment of the merger under GAAP, or to reflect changes in general economic or industry conditions. The unaudited forecasted financial and operating information does not take into account possible financial and other effects on Resolute of the merger, the effect on Resolute of any business or strategic decision or action that has been or will be taken as a result of the merger agreement having been executed, or the effect of any business or strategic decisions or actions which would likely have been taken if the merger agreement had not been executed, but which were instead altered, accelerated, postponed or not taken in anticipation of the merger. Further, the unaudited forecasted financial and operating information does not take into account the effect on Resolute of any possible failure of the merger to occur. None of Resolute or its affiliates, officers, directors, advisors or other representatives has made, makes or is authorized in the future to make any representation to any Resolute stockholder or Cimarex stockholder or other person regarding Resolute's or Cimarex's ultimate performance compared to the information contained in the unaudited forecasted financial and operating information or that the forecasted results will be achieved. The inclusion of the unaudited forecasted financial and operating information herein should not be deemed an admission or representation by Resolute or its advisors or any other person that it is viewed as material information of Resolute, particularly in light of the inherent risks and uncertainties associated with such forecasts. The summary of the unaudited forecasted financial and operating information included below is not being included to influence your decision whether to vote in favor of the merger proposal or any other proposal to be considered at the Resolute special meeting.

In light of the foregoing, and considering that the Resolute special meeting will be held several months after the unaudited forecasted financial and operating information was prepared, as well as the uncertainties inherent in any forecasted information, Resolute stockholders and Cimarex stockholders are cautioned not to place undue reliance on such information, and Resolute urges all Resolute stockholders and Cimarex stockholders to review Resolute's most recent SEC filings for a description of Resolute's reported financial and operating results. See the section entitled "Where You Can Find More Information" beginning on page 177.

Resolute's Assumptions. In preparing the unaudited forecasted financial and operating information for Resolute described below, the management team of Resolute used the following price assumptions, which are based on NYMEX oil and gas strip pricing from the fourth quarter of 2018 to 2020, as of November 15, 2018:

	NYMEX oil and gas strip pricing		
	4Q 2018E	2019E	2020E
Commodity Prices			
Oil (\$/bbl)	\$ 65.49	\$ 57.57	\$ 57.87
Gas (\$/MMbtu)	\$ 3.46	\$ 2.95	\$ 2.65

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The Resolute unaudited forecasted financial and operating information also reflects assumptions regarding the continuing nature of ordinary course operations that may be subject to change.

Resolute Management Forecasts for Resolute. The following table presents select unaudited forecasted financial and operating information of Resolute for the fourth quarter of 2018 through the fiscal year ended 2020 prepared by Resolute's management and provided to the Resolute board and Resolute's financial advisors, which is referred to as the "Resolute unaudited forecasted financial and operating information." As described above, the Resolute unaudited forecasted financial and operating information is based on commodity pricing assumptions as of November 15, 2018, taking into account basis adjustments.

	4Q 2018E	2019E	2020E
Unaudited Financial and Operating Forecast			
Production (Mboe)	3,631	15,851	19,546
Revenue (\$mm)	\$ 116	\$ 449	\$ 683
EBITDA (\$mm)(1)	\$ 77	\$ 286	\$ 487
Capital Expenditure (Capex) (\$mm)	\$ (63)	\$ (297) ⁽²⁾	\$ (490) ⁽²⁾

(1) EBITDA, which is calculated as earnings before interest, taxes, depreciation and amortization expenses, is a non-GAAP financial measure as it excludes amounts included in net earnings, the most directly comparable measure calculated in accordance with GAAP. This measure should not be considered as an alternative to net earnings or other measures derived in accordance with GAAP.

(2) Capital expenditures in excess of cash flow reflect deterioration in commodity prices subsequent to Resolute's prior statements regarding 2019 capital spending.

The estimates and assumptions underlying the Resolute unaudited forecasted financial and operating information are inherently uncertain and, though considered reasonable by the management of Resolute as of the date of the preparation of such unaudited forecasted financial and operating information, are subject to a wide variety of significant business, economic, regulatory and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the unaudited forecasted financial and operating information, including, among other things, the matters described in the sections entitled "Cautionary Statement Regarding Forward-Looking Statements" and "Risk Factors" beginning on pages 36 and 28, respectively. Accordingly, there can be no assurance that the forecasted results are indicative of the future performance of Resolute, or that actual results will not differ materially from those presented in the Resolute unaudited forecasted financial and operating information. Inclusion of the Resolute unaudited forecasted financial and operating information in this proxy statement/prospectus should not be regarded as a representation by any person that the results contained in the Resolute unaudited forecasted financial and operating information will be achieved.

The Resolute unaudited forecasted financial and operating information is not included in this proxy statement/prospectus in order to induce any Resolute stockholder to vote in favor of any of the proposals at the Resolute special meeting.

RESOLUTE DOES NOT INTEND TO UPDATE OR OTHERWISE REVISE THE ABOVE UNAUDITED FINANCIAL AND OPERATING FORECASTS TO REFLECT CIRCUMSTANCES EXISTING AFTER THE DATE WHEN MADE OR TO REFLECT THE OCCURRENCE OF FUTURE EVENTS, EVEN IN THE EVENT THAT ANY OR ALL OF THE ASSUMPTIONS UNDERLYING SUCH UNAUDITED FINANCIAL AND OPERATING FORECASTS ARE NO LONGER APPROPRIATE, EXCEPT AS MAY BE REQUIRED BY APPLICABLE LAW.

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Financing of the Transactions

Excluding any funds required to refinance and/or pay off any indebtedness of Resolute and its subsidiaries on the closing date, Cimarex anticipates that the total amount of funds necessary to pay the cash portion of the merger consideration and to pay transaction fees and expenses will be approximately \$350 million. This amount is expected to be funded through a combination of available cash on hand (including proceeds from the previously announced sale of assets in Ward County, Texas) and borrowings under Cimarex's existing revolving credit facility. The merger, however, is not conditioned upon receipt of any financing by Cimarex.

In connection with the merger, Cimarex expects to repay and terminate the existing credit facility of Resolute and to redeem, repurchase or otherwise retire Resolute's existing senior notes. For more information, see the section entitled "The Merger Agreement Resolute Debt and Termination of Liens" beginning on page 119.

Board of Directors and Executive Officers After Completion of the Merger

Upon completion of the merger, the board of directors of the combined company will consist of the then-current Cimarex directors, and the executive officers of Cimarex are expected to continue serving as executive officers of the combined company.

Interests of Resolute Directors and Executive Officers in the Merger

In considering the recommendation of the Resolute board that Resolute stockholders vote "FOR" the merger proposal, Resolute stockholders should be aware that some of Resolute's directors and executive officers have financial interests in the merger that may be different from, or in addition to, those of Resolute stockholders generally. The Resolute board was aware of these interests and considered them, among other matters, in approving the merger agreement and making its recommendation that the Resolute stockholders approve the merger proposal. For purposes of all of the Resolute agreements and plans described below, the completion of the merger will constitute a change in control.

Effects of the Merger on Company Equity Awards and Restricted Cash Awards

Pursuant to the merger agreement, equity compensation awards held by Resolute's directors and executive officers as of the effective time will be treated as set forth below. For more information, see "The Merger Agreement Treatment of Resolute Equity Awards and Restricted Cash Awards in the Merger" beginning on page 97.

Resolute Restricted Stock. Immediately prior to the effective time of the merger, each share of Resolute restricted stock granted pursuant to the Resolute Equity Plan (whether subject to time-based and/or performance-based vesting) will become fully vested and all restrictions thereon will lapse (with any performance-based vesting deemed satisfied at the maximum level), and each holder thereof will have the right to receive the merger consideration in the form set forth in their election (less required withholdings), subject to the proration procedures.

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The following table sets forth the number of Resolute restricted shares held by Resolute executive officers and non-employee directors as of the date of this proxy statement/prospectus:

Name	Number of Shares of Resolute Restricted Stock
<i>Executive Officers</i>	
Nicholas J. Sutton	36,400
Richard F. Betz	129,553
Theodore Gazulis	70,313
Michael N. Stefanoudakis	68,728
Bob D. Brady, Jr.	54,257
James A. Tuell	37,592
James M. Piccone(1)	15,527
<i>Non-Employee Directors</i>	
Tod C. Benton	4,483
Joseph Citarrella	2,770
Wilkie S. Colyer, Jr.	2,770
James E. Duffy	4,483
Thomas O. Hicks, Jr.	4,483
Gary L. Hultquist	4,483
Janet W. Pasque	4,483
Robert J. Raymond	2,770
William K. White	4,483

(1)

On November 6, 2017, Resolute announced that, in connection with the closing of the sale of its Aneth Field assets on November 6, 2017 to an affiliate of Elk Petroleum Limited, James M. Piccone would resign from his position as President of Resolute at the end of 2017. On January 1, 2018, Mr. Piccone resigned from his position as President and as a member of the Resolute board and from all other officer or board positions of Resolute's subsidiaries. In connection with his resignation, Mr. Piccone and Resolute entered into a Separation Agreement and Release (the "Separation Agreement") dated January 1, 2018.

Resolute Outperformance RSUs. Immediately prior to the effective time, each outstanding Resolute Outperformance RSU will become fully vested and earned (with any performance-based vesting deemed satisfied at the maximum level), and automatically cancelled and converted into the right to receive the merger consideration in the form set forth in the holder's election (less required withholdings), subject to the proration procedures.

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The following table sets forth the number of Resolute Outperformance RSUs held by each Resolute executive officer as of the date of this proxy statement/prospectus. Resolute's non-employee directors do not hold any Resolute Outperformance RSUs.

Name	Number of Resolute Outperformance RSUs
Nicholas J. Sutton	21,045
Richard F. Betz	72,662
Theodore Gazulis	40,491
Michael N. Stefanoudakis	39,343
Bob D. Brady, Jr.	30,431
James A. Tuell	21,590
James M. Piccone	21,767

Resolute Options. Immediately prior to the effective time, each outstanding Resolute Option will become fully vested (to the extent not already vested) and automatically cancelled and converted into the right to receive the excess of (i) the merger consideration (in the form set forth in the holder's election and subject to the proration procedures) *minus* (ii) the applicable exercise price per share under such Resolute option (less required withholdings).

The following table sets forth the number of unexercised Resolute Options (vested and unvested) held by each Resolute executive officer as of the date of this proxy statement/prospectus, including the exercise price applicable to each Resolute Option. Resolute's non-employee directors do not hold any Resolute Options.

Name	Number of Resolute Common Shares Subject To Resolute Options	Exercise Price of Resolute Options (\$)
Nicholas J. Sutton	144,350	2.915
	73,140	6.75
Richard F. Betz	17,126	2.915
Theodore Gazulis	17,126	2.915
Michael N. Stefanoudakis	9,786	2.915
Bob D. Brady, Jr.	25,689	2.915
	13,016	6.75
James A. Tuell	22,692	2.915
	10,630	6.75
James M. Piccone		

Resolute SARs. Immediately prior to the effective time, each outstanding Resolute SAR will become fully vested (to the extent not already vested) and automatically cancelled and converted into the right to receive an amount in cash equal to (i) the total number of shares of Resolute common stock subject to such Resolute SAR immediately prior to the effective time *multiplied by* (ii) the excess of (A) the cash election consideration *minus* (B) the per share base price of such Resolute SAR (less any required withholding).

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The following table sets forth the number of unexercised Resolute SARs (vested and unvested) held by Resolute executive officers and non-employee directors as of the date of this proxy statement/prospectus, including the base price applicable to each Resolute SAR.

Name	Number of Resolute SARs	Base Price of Resolute SARs (\$)
<i>Executive Officers</i>		
Nicholas J. Sutton	422,429	2.915
Richard F. Betz	103,915	2.915
Theodore Gazulis	51,305	2.915
Michael N. Stefanoudakis	29,317	2.915
Bob D. Brady, Jr.	76,957	2.915
James A. Tuell	27,979	2.915
James M. Piccone		
<i>Non-Employee Directors</i>		
Tod C. Benton		
Joseph Citarrella		
Wilkie S. Colyer, Jr.		
James E. Duffy		
Thomas O. Hicks, Jr.		
Gary L. Hultquist		
Janet W. Pasque		
Robert J. Raymond		
William K. White	20,833	2.65

Resolute Restricted Cash Awards. Immediately prior to the effective time, each outstanding Resolute award of restricted cash granted pursuant to the Resolute Equity Plan will become fully vested (to the extent not already vested) and payable at the time set forth in the Resolute Equity Plan and the applicable award agreement.

The following table sets forth the dollar value of Resolute unvested restricted cash awards held by each Resolute executive officer as of the date of this proxy statement/prospectus. Resolute's non-employee directors do not hold any Resolute restricted cash awards.

Name	Value of Unvested Resolute Restricted Cash (\$)
Nicholas J. Sutton	273,872
Richard F. Betz	97,480
Theodore Gazulis	97,480
Michael N. Stefanoudakis	55,702
Bob D. Brady, Jr.	48,740
James A. Tuell	43,053
James M. Piccone	154,111

Executive Employment Agreements

Each of Resolute's executive officers is party to an employment agreement with Resolute pursuant to which, in the event that the executive's employment is terminated by Resolute or Cimarex without "cause" or by the executive with "good reason" (as such terms are defined therein), within six months prior to the occurrence of a change in control or within two years following a change in control (in each case, a "qualifying termination"), then, subject to the executive officer signing and not revoking a

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release of claims in favor of Resolute, the executive officer will be entitled to the compensation and benefits described below, in addition to earned but unpaid compensation, bonus payments, employee benefits and business expense reimbursements.

Severance Payment. Upon a qualifying termination, the executive officer will become entitled to (i) an amount equal to a multiple of the sum of (a) the executive's annual base salary as of the termination date, or, if greater, as of the date of the change in control, *plus* (b) his target short-term incentive ("STI") payment, calculated based on his annual base salary as of the termination date, or, if greater, as of the date of the change in control, (ii) payment of an amount equal to a pro-rata portion of the target STI payment that the executive would have been entitled to for the calendar year of termination (a "Pro Rata Bonus"), and (iii) reimbursement on a monthly basis of premiums for payments for COBRA or equivalent health care coverage for up to 24 months. For Mr. Betz the severance multiple in clause (i) is 3.0x and for Messrs. Gazulis, Stefanoudakis and Brady the severance multiple is 2.5x.

Accelerated Vesting of Equity Compensation Awards. In connection with the merger, the compensation committee of the Resolute board approved the accelerated vesting of equity awards held by all participants, including each of Resolute's executive officers such that, upon the effective time, the directors and executive officers will become entitled to full and immediate vesting of all outstanding Resolute restricted stock, Resolute Outperformance RSUs, Resolute Options, Resolute SARs, and Resolute restricted cash awards held by the director or executive officer immediately prior to the effective time. For more information regarding the treatment of the equity awards and restricted cash awards held by Resolute's executive officers in connection with the merger, see " Effects of the Merger on Company Equity Awards and Restricted Cash Awards" beginning on page 94.

Indemnification; Expense Advancements; Directors' and Officers' Insurance

Pursuant to the terms of the merger agreement, from and after the effective time, Cimarex and the surviving company would indemnify certain persons, including Resolute's directors and executive officers. In addition, for a period of not less than six years from the effective time, Cimarex and the surviving company would maintain an insurance policy for the benefit of certain persons, including Resolute's directors and executive officers. For additional information, see "The Merger Agreement Indemnification; Directors' and Officers' Insurance."

Quantification of Payments and Benefits to Resolute's Named Executive Officers

The following table sets forth the information required by Item 402(t) of Regulation S-K regarding the compensation that is based on or otherwise relates to the merger and that may be paid or become payable to Resolute's named executive officers, which is referred to as the "golden parachute" compensation. The information set forth in the table below is intended to comply with Item 402(t) of Regulation S-K, which requires disclosure of information about certain compensation for each of Resolute's named executive officers that is based on or otherwise relates to the merger.

For purposes of this disclosure, the group of executive officers who comprise Resolute's named executive officers includes the following individuals: Richard F. Betz, Chief Executive Officer and director; Theodore Gazulis, Executive Vice President and Chief Financial Officer; James M. Piccone, former President and director; Michael N. Stefanoudakis, Executive Vice President, Corporate Development / Strategy, General Counsel and Secretary; and Bob D. Brady, Jr., Executive Vice President, Operations. Mr. Piccone was a named executive officer during the last full fiscal year prior to the date of the merger agreement and ceased being an executive officer and director of Resolute, effective as of January 1, 2018.

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The amounts indicated below are estimates based on the material assumptions described in the notes to the table below, which may or may not actually occur. Some of these assumptions are based on information not currently available and, as a result, the actual amounts, if any, that may be paid or become payable to a named executive officer of Resolute may differ materially from the amounts set forth below. Furthermore, for purposes of calculating such amounts, Resolute has assumed the following:

the relevant price per Resolute common share is \$33.81, which is the average closing market price per Resolute common share as quoted on the NYSE over the first five business days following the first public announcement of the merger on November 19, 2018;

the merger will close on March 1, 2019; and

each named executive officer experiences a qualifying termination immediately following the closing of the merger.

Name(1)	Cash \$(1)	Equity \$(2)	Perquisites/ Benefits \$(3)	Other \$(4)	Total \$(5)
Richard F. Betz	4,309,366	8,951,065	60,303	97,480	13,418,214
James M. Piccone		1,260,910		154,111	1,415,021
Theodore Gazulis	1,950,651	5,860,459	48,487	97,480	7,957,076
Michael N. Stefanoudakis	1,950,651	4,861,968	69,441	55,702	6,937,761
Bob D. Brady, Jr.	1,893,836	3,920,374	40,610	48,740	5,903,560

(1)

Pursuant to the employment agreements with each of the named executive officers except for Mr. Piccone, the cash severance amounts are payable in a lump sum in the event the named officer is terminated without cause or the executive resigns for good reason, in each case, within two years following the merger. All cash severance amounts are "double-trigger" and are subject to the named executive officer signing and not revoking a release of claims in favor of Resolute within 30 days following the date of the qualifying termination. Mr. Piccone resigned as Resolute's President and a director effective January 1, 2018. Mr. Piccone entered into the Separation Agreement, pursuant to which he is entitled to receive monthly cash severance payments equal to two times the sum of (i) his then-current base salary and (ii) target STI payment, which such payments will continue until January 1, 2020. For more information, see " Executive Employment Agreements" beginning on page 77. Set forth below are the aggregate values of the cash amounts that are attributable to cash severance, STI payment and Pro-Rata Bonus that would be receivable in connection with a qualifying termination in connection with the merger for each named executive officer other than Mr. Piccone.

Name	Salary Severance Payment (\$)	Target STI Payment (\$)	Pro-Rated Bonus (\$)	Total (\$)
Richard F. Betz	1,755,000	2,193,750	360,616	4,309,366
James M. Piccone				
Theodore Gazulis	901,250	901,250	148,151	1,950,651
Michael N. Stefanoudakis	901,250	901,250	148,151	1,950,651
Bob D. Brady, Jr.	875,000	875,000	143,836	1,893,836

(2)

The aggregate value of Resolute equity awards held by each named executive officer that will accelerate on a "single-trigger" basis includes unvested Resolute restricted stock, Resolute Outperformance RSUs, Resolute Options and Resolute SARs, calculated based on the number of shares subject to such equity award multiplied by the assumed per share value of \$33.81. With respect to Mr. Piccone, pursuant to the terms of his Separation Agreement, all of Mr. Piccone's unvested Resolute Outperformance RSUs and performance-based Resolute restricted stock

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remained outstanding following his termination and will accordingly vest in full in accordance with the terms of the merger agreement. Set forth below are the aggregate values of the amounts that are attributable to each Resolute equity award.

Name	Resolute Restricted Stock (\$)	Resolute Outperformance RSUs (\$)	Resolute Options (\$)	Resolute SARs (\$)	Total (\$)
Richard F. Betz	4,380,187	2,456,702	529,108	1,585,068	8,951,065
James M. Piccone	524,968	735,942			1,260,910
Theodore Gazulis	2,377,283	1,369,001	529,108	1,585,068	5,860,459
Michael N. Stefanoudakis	2,323,694	1,330,187	302,338	905,749	4,861,968
Bob D. Brady, Jr.	1,834,429	1,028,872	264,554	729,519	3,920,374

- (3) Pursuant to the employment agreements with each of the named executive officers other than Mr. Piccone, if the named executive officer is terminated without cause or resigns for good reason, in each case, within two years following the merger, then he will be entitled to reimbursement on a monthly basis of premiums for payments for COBRA or equivalent health care coverage for up to 24 months following termination. The amounts represented in this column quantify the value of benefits that each named executive officer would be entitled to receive based on the current cost of health insurance premiums. All benefits payments are "double-trigger." With respect to Mr. Piccone, pursuant to the terms of his Separation Agreement, if, within a period of 24 months from January 1, 2018, he loses his health coverage, he will have the right to elect payment or reimbursement under his employment agreement for his COBRA continuation medical premiums (including gross-up, if necessary) for the remaining months in such 24-month period following his January 1, 2018 termination date.
- (4) The amounts presented represent the "single-trigger" value of all outstanding restricted cash awards held by the named executive officers. Pursuant to the terms of Mr. Piccone's Separation Agreement, any unvested restricted cash awards held by Mr. Piccone remained outstanding following his termination and will accordingly vest in accordance with the terms of the merger agreement.
- (5) The respective employment agreements for each named executive officer other than Mr. Piccone includes a modified cutback provision, such that if any severance payments or benefits would constitute a "parachute payment" and would be subject to the excise tax imposed by Section 4999 of the Code, the aggregate benefits will either be delivered in full or delivered in a lesser amount that would result in no portion of the aggregate benefits being subject to the excise tax, whichever results in the receipt by the named executive officer of the greatest amount of aggregate benefits on an after-tax basis. For purposes of this disclosure and the table set forth above, it has been assumed that the payments and benefits will not be reduced pursuant to the preceding sentence and, accordingly, include the full value of such payments and benefits.

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Voting Agreements

Concurrently with the execution of the merger agreement, Cimarex entered into the Voting Agreements with the Resolute VA Stockholders, which collectively beneficially own approximately 26% of the outstanding Resolute common shares. Pursuant to the Voting Agreements, the Resolute VA Stockholders agreed, among other things, (i) during the period from the date of the entry into the Voting Agreements until the Expiration Time (as defined in each Voting Agreement), to vote all of their Resolute common shares they beneficially own as of any applicable record date for every meeting of the stockholders of Resolute called with respect to the merger (A) in favor of the merger proposal and (B) against any Resolute competing proposals, each subject to certain exceptions, and (ii) not to exercise or assert any appraisal rights under Section 262 of the DGCL in connection with the merger. For a further discussion on the Voting Agreements, please see "The Voting Agreements" beginning on page 126.

Rights Agreement Amendment

Concurrently with the execution of the merger agreement, the Resolute board approved and Resolute entered into, the Rights Agreement Amendment. Prior to the Rights Agreement Amendment, the Rights Agreement generally provided for certain stockholder rights to be triggered in the event a person or entity acquired more than 20% of Resolute common stock. The Rights Agreement permits Resolute to, subject to certain exceptions, amend the Rights Agreement without the approval of any holders of the Rights (as defined in the Rights Agreement). The Rights Agreement Amendment, among other things, permits the execution of the merger agreement and exempts the performance and consummation of the transactions contemplated by the merger agreement, including the merger, and the Voting Agreements, without triggering the provisions of the Rights Agreement. Immediately prior to the effective time, the Rights Agreement, as amended, will be terminated and all outstanding rights to purchase the Resolute Series A Junior Preferred Stock will expire in their entirety without any consideration therefor.

Accounting Treatment of the Merger

Cimarex prepares its financial statements in accordance with GAAP. The merger will be accounted for using the acquisition method of accounting with Cimarex being considered the acquirer of Resolute for accounting purposes. This means that Cimarex will allocate the purchase price to the fair value of Resolute's tangible and intangible assets and liabilities at the acquisition date, with the excess purchase price, if any, being recorded as goodwill.

Regulatory Approvals Required for the Merger

To complete the merger, Cimarex and Resolute must make filings with and obtain authorizations, approvals or consents from a number of regulatory authorities. The merger is subject to requirements of the HSR Act. In addition, the new Cimarex common shares issued to former Resolute stockholders must be approved for listing on the NYSE, subject to official notice of issuance.

Treatment of Resolute Stock Options and Other Equity Based Awards

Resolute Restricted Stock. Immediately prior to the effective time, each share of Resolute restricted stock granted pursuant to the Resolute Equity Plan (whether subject to time-based and/or performance-based vesting) will become fully vested and all restrictions thereon will lapse (with any performance-based vesting deemed satisfied at the maximum level), and each holder thereof will have the right to receive the merger consideration in the form set forth in their election (less required withholdings), subject to the proration procedures.

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Resolute Outperformance RSUs. Immediately prior to the effective time, each outstanding Resolute Outperformance RSU will become fully vested and earned (with any performance-based vesting deemed satisfied at the maximum level), and automatically cancelled and converted into the right to receive the merger consideration in the form set forth in the holder's election (less required withholdings), subject to the proration procedures.

Resolute Options. Immediately prior to the effective time, each outstanding Resolute Option will become fully vested (to the extent not already vested) and automatically cancelled and converted into the right to receive the excess of (i) the merger consideration (in the form set forth in the holder's election and subject to the proration procedures) *minus* (ii) the applicable exercise price per share under such Resolute option (less required withholdings).

Resolute SARs. Immediately prior to the effective time, each outstanding Resolute SAR will become fully vested (to the extent not already vested) and automatically cancelled and converted into the right to receive an amount in cash equal to (i) the total number of shares of Resolute common stock subject to such Resolute SAR immediately prior to the effective time *multiplied by* (ii) the excess of (A) the cash election consideration *minus* (B) the per share base price of such Resolute SAR (less any required withholdings).

Resolute Restricted Cash Awards. Immediately prior to the effective time, each outstanding Resolute award of restricted cash granted pursuant to the Resolute Equity Plan will become fully vested (to the extent not already vested) and payable at the time set forth in the Resolute Equity Plan and the applicable award agreement.

For a more complete discussion of the treatment of Resolute options, restricted stock and other stock-based awards, see "The Merger Agreement Treatment of Resolute Equity Awards and Restricted Cash Awards in the Merger" beginning on page 97. For further discussion of the treatment of Resolute options, restricted stock and other stock-based awards held by certain directors and executive officers of Resolute, see "Interests of Resolute Directors and Executive Officers in the Merger" beginning on page 74.

The merger consideration is subject to proration so that the aggregate merger consideration paid in respect of all Resolute common shares (including each Resolute equity award that has been converted) consists of 60% Cimarex common shares and 40% cash, based on the closing sale prices for the Cimarex shares on November 16, 2018.

Treatment of Resolute Preferred Stock

Upon completion of the merger, (i) each share of Resolute preferred stock issued and outstanding immediately prior to the effective time will be exchanged for one share of new Cimarex preferred stock and (ii) all of the rights to purchase Resolute Series A Junior Preferred Stock will expire in their entirety immediately prior to the effective time without any consideration therefor. As of December 13, 2018, there were 62,500 shares of Resolute preferred stock issued and outstanding and 150,000 shares of Resolute Series A Junior Preferred Stock reserved for issuance under the Rights Agreement.

Holders of Resolute preferred stock are not, as such, entitled to and are not being requested to vote at the Resolute special meeting. In addition, holders of Resolute preferred stock are not entitled to any appraisal rights under the DGCL in connection with the merger.

But for the par value of the securities, the new Cimarex preferred stock to be issued in connection with the merger will have terms that are identical to the terms of the outstanding Resolute preferred stock. Following completion of the merger, Cimarex will have 62,500 shares of new Cimarex preferred stock outstanding.

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Holders of the new Cimarex preferred stock who convert during the period beginning on the open of business on the first trading day following the Initial Issue Date and ending on the close of business on the 20th trading day following the Initial Issue Date (the "Initial Fundamental Change Period") will receive as the make-whole premium in respect of the "fundamental change" constituting the merger such amount of additional shares of Cimarex common stock as equals the product of (i) 0.3943 (i.e., the stock election exchange ratio) *times* (ii) such number of additional shares of Resolute common stock as corresponds to the Stock Price (as defined in the certificate of designations for the Resolute preferred stock to be the average of the closing sale prices of the Resolute common stock over the 10 consecutive trading days immediately preceding, but not including, the effective date of the merger) in the table for the make-whole premium in the certificate of designations for the Resolute preferred stock, such make-whole premium being payable in shares of Cimarex common stock, cash or a combination thereof as specified below. Prior to the effective date of the merger, Resolute has paid, or expects to pay, all accumulated and unpaid dividends on all shares of Resolute preferred stock for all dividend periods ending on or prior to the _____, 2019 dividend payment date. Thus, each converting holder of new Cimarex preferred stock that converts during the Initial Fundamental Change Period will not receive any amount in respect of accumulated and unpaid dividends on such converted shares. If a holder of new Cimarex preferred stock does not elect to convert during the Initial Fundamental Change Period, those shares will remain outstanding and be convertible at the option of the holder at any time until those shares are mandatorily converted in accordance with their terms.

Resolute will send a "Fundamental Change Notice" (as defined in the certificate of designations for the Resolute preferred stock) to each holder of Resolute preferred stock pursuant to the certificate of designations for the Resolute preferred stock.

Restrictions on Sales of Cimarex Common Shares Received in the Merger

All Cimarex common shares received by Resolute stockholders in the merger will be freely tradable for purposes of the Securities Act and the Exchange Act, except for Cimarex common shares received by any Resolute stockholder who becomes an "affiliate" of Cimarex after completion of the merger (such as Resolute executive officers who become executive officers of Cimarex after the merger). This proxy statement/prospectus does not cover resales of Cimarex common shares received by any person upon completion of the merger, and no person is authorized to make any use of this proxy statement/prospectus in connection with any resale.

Appraisal Rights

Resolute Common Stock

Under Delaware law, Resolute common stockholders have the right to demand appraisal of their Resolute common shares in connection with the merger and to receive payment in cash for the fair value of their Resolute common shares as determined by the Delaware Court of Chancery, together with interest, if any, as determined by the court, in lieu of the consideration Resolute stockholders would otherwise be entitled to pursuant to the merger agreement. These rights are known as appraisal rights. Resolute stockholders electing to exercise appraisal rights must comply with the provisions of Section 262 of the DGCL in order to perfect their rights. Resolute will require strict compliance with the statutory procedures.

The following is intended as a brief summary of the material provisions of the Delaware statutory procedures required to be followed by a Resolute stockholder in order to perfect appraisal rights. This summary, however, is not a complete statement of all applicable requirements and is qualified in its entirety by reference to Section 262 of the DGCL, the full text of which appears in Annex D to this proxy statement/prospectus. Failure to precisely follow any of the statutory procedures set forth in

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Section 262 of the DGCL may result in a termination or waiver of appraisal rights. All references in this summary to a "stockholder" are to the record holder of Resolute common shares unless otherwise indicated.

Section 262 requires that stockholders for whom appraisal rights are available be notified not less than 20 days before the stockholders' meeting to vote on the merger that appraisal rights will be available. A copy of Section 262 must be included with such notice. This proxy statement/prospectus constitutes notice to Resolute stockholders of the availability of appraisal rights in connection with the merger in compliance with the requirements of Section 262. If a Resolute stockholder wishes to consider exercising appraisal rights, such stockholder should carefully review the text of Section 262 contained in Annex D to this proxy statement/prospectus because failure to timely and properly comply with the requirements of Section 262 will result in the loss of appraisal rights under Delaware law.

If you elect to demand appraisal of your Resolute common shares, you must satisfy each of the following conditions:

You must deliver to Resolute a written demand for appraisal of your Resolute common shares before the vote with respect to the merger is taken. This written demand for appraisal must be in addition to and separate from any proxy or vote abstaining from or voting against the approval of the merger proposal. Voting against or failing to vote for the approval of the merger proposal by itself does not constitute a demand for appraisal within the meaning of Section 262.

You must not vote in favor of, or consent in writing to, the approval of the merger proposal. A vote in favor of the approval of the merger proposal, by proxy or in person, will constitute a waiver of your appraisal rights in respect of the shares so voted and will nullify any previously filed written demands for appraisal. A proxy which does not contain voting instructions will, unless revoked, be voted in favor of the approval of the merger proposal. Therefore, a Resolute stockholder who votes by proxy and who wishes to exercise appraisal rights must vote against the merger proposal or abstain from voting on the merger proposal.

You must continue to hold your Resolute common shares through the effective time of the merger. Therefore, a Resolute stockholder who is the record holder of Resolute common shares on the date the written demand for appraisal is made but who thereafter transfers the shares prior to the effective time of the merger will lose any right to appraisal with respect to such shares.

If you fail to comply with any of these conditions and the merger is completed, you will be entitled to receive the merger consideration, but you will have no appraisal rights with respect to your Resolute common shares.

All demands for appraisal should be addressed to Resolute Energy Corporation, 1700 Lincoln Street, Suite 2800, Denver, Colorado 80203 Attention: Secretary, and must be delivered before the vote on the merger agreement is taken at the Resolute special meeting and should be executed by, or on behalf of, the record holder of the Resolute common shares. The demand must reasonably inform Resolute of the identity of the stockholder and the intention of the stockholder to demand appraisal of his, her or its shares.

To be effective, a demand for appraisal by a holder of Resolute common shares must be made by, or in the name of, such registered stockholder, fully and correctly, as the stockholder's name appears on his, her or its stock certificate(s). Beneficial owners who do not also hold the shares of record may not directly make appraisal demands to Resolute. The beneficial holder must, in such cases, have the registered owner, such as a broker, bank or other nominee, submit the required demand in respect of those shares. If shares are owned of record in a fiduciary capacity, such as by a trustee, guardian or custodian, execution of a demand for appraisal should be made by or for the fiduciary; and if the shares are owned of record by more than one person, as in a joint tenancy or tenancy in common, the

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demand should be executed by or for all joint owners. An authorized agent, including an authorized agent for two or more joint owners, may execute the demand for appraisal for a Resolute stockholder of record; however, the agent must identify the record owner or owners and expressly disclose the fact that, in executing the demand, he or she is acting as agent for the record owner. A record owner, such as a broker or bank who holds shares as a nominee for others, may exercise his or her right of appraisal with respect to the shares held for one or more beneficial owners, while not exercising this right for other beneficial owners. In that case, the written demand should state the number of shares as to which appraisal is sought. Where no number of shares is expressly mentioned, the demand will be presumed to cover all Resolute common shares held in the name of the record owner.

If a Resolute stockholder holds Resolute common shares in a brokerage account or in other nominee form and wishes to exercise appraisal rights, such stockholder should consult with his, her or its broker, bank or the other nominee to determine the appropriate procedures for the making of a demand for appraisal by the nominee.

Within 10 days after the effective time, Merger Sub 2, as the surviving company, must give written notice that the merger has become effective to each former Resolute stockholder who has properly filed a written demand for appraisal and who did not vote in favor of the merger proposal. Within 120 days after the effective time of the merger, any stockholder who has complied with Section 262 will, upon written request to Merger Sub 2 as the surviving company, be entitled to receive a written statement setting forth the aggregate number of Resolute common shares not voted in favor of the merger proposal and with respect to which demands for appraisal rights have been received and the aggregate number of holders of such shares. A person who is the beneficial owner of Resolute common shares held of record in a voting trust or by a nominee on behalf of such person may, in such person's own name, request from the surviving corporation the statement described in the previous sentence. Such written statement will be mailed to the requesting Resolute stockholder within 10 days after such written request is received by the surviving company or within 10 days after expiration of the period for delivery of demands for appraisal, whichever is later.

Within 120 days after the effective time, either the surviving company or any Resolute stockholder who has complied with the requirements of Section 262 and who is otherwise entitled to appraisal rights may file a petition in the Delaware Court of Chancery demanding a determination of the fair value of the Resolute common shares held by all Resolute stockholders entitled to appraisal. A person who is the beneficial owner of Resolute common shares held of record in a voting trust or by a nominee on behalf of such person may, in such person's own name, file the petition described in the previous sentence. Upon the filing of the petition by a Resolute stockholder, service of a copy of such petition shall be made upon Merger Sub 2, as the surviving company. There is no present intent on the part of Merger Sub 2 to file an appraisal petition, and Resolute stockholders seeking to exercise appraisal rights should not assume that Merger Sub 2 will file such a petition or that Merger Sub 2 will initiate any negotiations with respect to the fair value of such shares. Accordingly, the failure of a Resolute stockholder to file such a petition within the period specified could nullify the Resolute stockholder's previously written demand for appraisal, and Resolute stockholders who desire to have their Resolute common shares appraised should initiate any petitions necessary for the perfection of their appraisal rights within the time periods and in the manner prescribed in Section 262.

If a petition for appraisal is duly filed by a Resolute stockholder and a copy of the petition is delivered to the surviving company, the surviving company will then be obligated, within 20 days after receiving service of a copy of the petition, to provide the Delaware Court of Chancery with a duly verified list containing the names and addresses of all Resolute stockholders who have demanded an appraisal of their shares and with whom agreements as to the value of their shares have not been reached by the surviving company. After notice to dissenting stockholders who demanded appraisal of their shares, the Delaware Court of Chancery is empowered to conduct a hearing upon the petition, and to determine those Resolute stockholders who have complied with Section 262 and who have

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become entitled to the appraisal rights provided thereby. The Delaware Court of Chancery may require the Resolute stockholders who have demanded appraisal for their Resolute common shares to submit their stock certificates, if any, to the Register in Chancery for notation thereon of the pendency of the appraisal proceedings; and if any Resolute stockholder fails to comply with that direction, the Delaware Court of Chancery may dismiss the proceedings as to that stockholder.

After determination of the Resolute stockholders entitled to appraisal of their Resolute common shares, the Delaware Court of Chancery will appraise the shares, determining their fair value exclusive of any element of value arising from the accomplishment or expectation of the merger, together with interest, if any. Unless the Delaware Court of Chancery in its discretion determines otherwise for good cause shown, interest from the effective time of the merger through the date of payment of the judgment shall be compounded quarterly and shall accrue at 5% over the Federal Reserve discount rate (including any surcharge) as established from time to time during the period between the effective time of the merger and the date of payment of the judgment. Notwithstanding the foregoing, at any time before the entry of judgment in the proceedings, Merger Sub 2 may pay to each Resolute stockholder entitled to appraisal an amount in cash, in which case interest shall accrue thereafter as provided herein only upon the sum of (i) the difference, if any, between the amount so paid and the fair value of the shares as determined by the Delaware Court of Chancery, and (ii) interest theretofore accrued, unless paid at that time. When the value is determined, the Delaware Court of Chancery will direct the payment of such value, with interest thereon accrued during the pendency of the proceeding, if the Delaware Court of Chancery so determines, to the Resolute stockholders entitled to receive the same, upon surrender by such holders of such stock certificates or book-entry shares.

In determining fair value, and, if applicable, interest, the Delaware Court of Chancery is required to take into account all relevant factors. In *Weinberger v. UOP, Inc.*, the Delaware Supreme Court discussed the factors that could be considered in determining fair value in an appraisal proceeding, stating that "proof of value by any techniques or methods which are generally considered acceptable in the financial community and otherwise admissible in court" should be considered, and that "fair price obviously requires consideration of all relevant factors involving the value of a company." Section 262 provides that fair value is to be "exclusive of any element of value arising from the accomplishment or expectation of the merger." In *Cede & Co. v. Technicolor, Inc.*, the Delaware Supreme Court stated that such exclusion is a "narrow exclusion [that] does not encompass known elements of value," but which rather applies only to the speculative elements of value arising from such accomplishment or expectation. In *Weinberger*, the Delaware Supreme Court construed Section 262 to mean that "elements of future value, including the nature of the enterprise, which are known or susceptible of proof as of the date of the merger and not the product of speculation, may be considered."

Resolute stockholders should be aware that the fair value of Resolute common shares as determined under Section 262 could be more than, the same as, or less than the value that such Resolute stockholder is entitled to receive under the terms of the merger agreement.

Costs of the appraisal proceeding may be imposed upon the surviving company and the Resolute stockholders participating in the appraisal proceeding by the Delaware Court of Chancery as the Court deems equitable in the circumstances. Upon the application of a Resolute stockholder, the Delaware Court of Chancery may order all or a portion of the expenses incurred by any Resolute stockholder in connection with the appraisal proceeding, including, without limitation, reasonable attorneys' fees and the fees and expenses of experts, to be charged pro rata against the value of all shares entitled to appraisal. Any Resolute stockholder who has demanded appraisal rights will not, after the effective time, be entitled to vote shares subject to that demand for any purpose or to receive payments of dividends or any other distribution with respect to those shares, other than with respect to payment as of a record date prior to the effective time; however, if no petition for appraisal is filed within 120 days after the effective time, or if the Resolute stockholder delivers a written withdrawal of such stockholder's demand for appraisal and an acceptance of the terms of the merger within 60 days after

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the effective time, then the right of that Resolute stockholder to appraisal will cease and that Resolute stockholder will be entitled to receive \$14.00 in cash (subject to applicable withholding tax), without interest, and 0.2366 Cimarex common shares for each Resolute common share pursuant to the merger agreement. No appraisal proceeding in the Delaware Court of Chancery will be dismissed as to any Resolute stockholder without the prior approval of the Court, and such approval may be conditioned upon such terms as the Delaware Court of Chancery deems just; provided, however, that any Resolute stockholder who has not commenced an appraisal proceeding or joined that proceeding as a named party will have the right to withdraw its demand for appraisal within 60 days after the effective time of the merger and to accept the consideration that such holder would have received pursuant to the merger agreement.

Notwithstanding the above, the Court shall dismiss the appraisal proceedings as to all holders of shares who are otherwise entitled to appraisal rights unless (i) the total number of shares entitled to appraisal exceeds 1% of the outstanding Resolute common shares eligible for appraisal, or (ii) the value of the consideration otherwise payable under the merger agreement in respect of such total number of shares entitled to appraisal exceeds \$1 million.

In view of the complexity of Section 262, Resolute stockholders who may wish to dissent from the merger and pursue appraisal rights should consult their legal advisors.

Resolute Preferred Stock

Holders of Resolute preferred stock are not entitled to any appraisal rights under the DGCL in connection with the merger.

NYSE Listing of Cimarex Common Stock; Delisting and Deregistration of Resolute Common Stock

If the merger is completed, the shares of Cimarex common stock to be issued in the merger will be listed for trading on the NYSE, shares of Resolute common stock will be delisted from the NYSE and deregistered under the Exchange Act, and Resolute will no longer be required to file periodic reports with the SEC pursuant to the Exchange Act.

Cimarex does not intend to list the new Cimarex preferred stock on a national securities exchange or interdealer quotation system.

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U.S. FEDERAL INCOME TAX CONSEQUENCES

The following is a general discussion of the U.S. federal income tax consequences of the merger to U.S. holders (as defined below) of Resolute common shares that exchange their Resolute common shares for Cimarex common shares and cash in the merger. The following discussion is based upon the Code, the U.S. Treasury regulations promulgated thereunder and judicial and administrative authorities, rulings and decisions, all as in effect as of the date of this proxy statement/prospectus. These authorities may change, possibly with retroactive effect, and any such change could affect the accuracy of the statements and conclusions set forth in this discussion. This discussion assumes that the merger will be completed in accordance with the merger agreement and as further described in this proxy statement/prospectus. This discussion is not a complete description of all of the tax consequences of the merger and, in particular, does not address any tax consequences arising under the net investment income tax pursuant to the Health Care and Education Reconciliation Act of 2010, nor does it address any tax consequences arising under the laws of any state, local or foreign jurisdiction, or under any U.S. federal laws other than those pertaining to the income tax.

The following discussion applies only to U.S. holders of Resolute common shares who hold such shares as a capital asset within the meaning of Section 1221 of the Code (generally, property held for investment). Further, this discussion does not purport to consider all aspects of U.S. federal income taxation that might be relevant to U.S. holders in light of their particular circumstances and does not apply to U.S. holders subject to special treatment under the U.S. federal income tax laws (such as, for example, dealers or brokers in securities, commodities or foreign currencies; traders in securities that elect to apply a mark-to-market method of accounting; banks and certain other financial institutions; insurance companies; mutual funds; tax-exempt organizations; holders subject to the alternative minimum tax provisions of the Code; partnerships, S corporations or other pass-through entities, regulated investment companies, real estate investment trusts, controlled foreign corporations, passive foreign investment companies, or investors in any of the foregoing; holders whose functional currency is not the U.S. dollar; holders of Resolute equity awards, including Resolute restricted stock, outperformance share rights, options, stock appreciation rights, restricted cash awards, and other forms of compensation; holders who hold Resolute common shares as part of a hedge, straddle, constructive sale or conversion transaction or other integrated investment; holders who acquire Resolute common shares pursuant to the exercise of employee stock options, through a tax qualified retirement plan or otherwise as compensation; holders who exercise appraisal rights; and holders who actually or constructively own more than 5% of the Resolute common shares).

For purposes of this discussion, the term "U.S. holder" means a beneficial owner of Resolute common shares that is for U.S. federal income tax purposes (i) an individual citizen or resident of the United States, (ii) a corporation, or entity treated as a corporation for U.S. federal income tax purposes, organized in or under the laws of the United States or any state thereof or the District of Columbia, (iii) a trust if (a) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust or (b) such trust has made a valid election to be treated as a U.S. person for U.S. federal income tax purposes or (iv) an estate, the income of which is includible in gross income for U.S. federal income tax purposes regardless of its source.

If an entity or arrangement treated as a partnership for U.S. federal income tax purposes holds Resolute common shares, the tax treatment of a partner in such partnership generally will depend on the status of the partner and the activities of the partnership. Any entity treated as a partnership for U.S. federal income tax purposes that holds Resolute common shares, and any partners in such partnership, should consult their own independent tax advisors regarding the tax consequences of the merger to them under their specific circumstances.

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Determining the actual tax consequences of the merger to you may be complex and will depend on your specific situation and on factors that are not within the parties' control. You should consult your own independent tax advisor as to the specific tax consequences of the merger in your particular circumstances, including the applicability and effect of the alternative minimum tax and any state, local, foreign and other tax laws and of changes in those laws.

Consequences of the Merger Generally to U.S. Holders

Cimarex and Resolute intend for the first merger and the second merger, considered together, to be treated as a "reorganization" within the meaning of Section 368(a) of the Code for U.S. federal income tax purposes. It is a condition to the obligation of Cimarex to complete the merger that Cimarex receive an opinion from its tax counsel, dated the closing date of the merger, to the effect that, on the basis of facts, representations, assumptions and exclusions set forth or referred to in such opinion, the first merger and the second merger, considered together, will qualify for U.S. federal income tax purposes as a "reorganization" within the meaning of Section 368(a) of the Code. It is a condition to the obligation of Resolute to complete the merger that Resolute receive an opinion from its tax counsel dated the closing date of the merger, to the effect that, on the basis of facts, representations, assumptions and exclusions set forth or referred to in such opinion, the first merger and the second merger, considered together, will qualify for U.S. federal income tax purposes as a "reorganization" within the meaning of Section 368(a) of the Code. In connection with the filing of this proxy statement/prospectus, Cimarex's tax counsel and Resolute's tax counsel have delivered opinions with respect to the foregoing matters. These opinions and the opinions required to be delivered at the closing of the merger are and will be based on representations, warranties and covenants contained in representation letters provided by Cimarex and Resolute and on customary factual assumptions, including the assumption that the merger will be completed in the manner described in the merger agreement and this proxy statement/prospectus. Neither of the opinions described above will be binding on the Internal Revenue Service (the "IRS") or any court. Cimarex and Resolute have not sought and will not seek any ruling from the IRS regarding any matters relating to the merger or the second merger, and as a result, there can be no assurance that the IRS will not assert, or that a court would not sustain, a position contrary to any of the conclusions set forth below. In addition, if any of the representations, warranties, covenants or assumptions upon which those opinions are based are inconsistent with the actual facts, the U.S. federal income tax consequences of the first merger and the second merger could be adversely affected. Assuming that, in accordance with the opinions described above, the first merger and the second merger, considered together, qualify as a "reorganization" within the meaning of Section 368(a) of the Code, upon the exchange of Resolute common shares for Cimarex common shares and cash, the U.S. federal income tax consequences will be as follows:

Except as discussed below with respect to cash received in lieu of a fractional Cimarex common share, no gain or loss will be recognized by U.S. holders who exchange all of their Resolute common shares solely for Cimarex common shares.

Upon exchanging Resolute common shares for both Cimarex common shares and cash, U.S. holders will recognize gain (but not loss) in an amount equal to the lesser of: (i) the amount, if any, by which the sum of the cash and the fair market value of the Cimarex common shares received by such U.S. holder exceeds such U.S. holder's adjusted tax basis in such U.S. holder's Resolute common shares exchanged therefor and (ii) the amount of cash received by such U.S. holder (except with respect to cash received in lieu of a fractional Cimarex common share, as discussed below).

Such gain will be capital gain (except for gain treated as a dividend, as discussed below) and will be long-term capital gain if the U.S. holder's holding period in their surrendered Resolute common shares exceeds one year at the effective time.

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The aggregate tax basis of the Cimarex common shares received by a U.S. holder of Resolute common shares in the merger (including fractional Cimarex common shares deemed received and sold as described below) will be the same as the aggregate adjusted tax basis of such U.S. holder's Resolute common shares exchanged therefor, decreased by the cash received (other than cash received in lieu of a fractional Cimarex common share) and increased by the amount of any gain recognized by the holder, other than with respect to cash received in lieu of a fractional Cimarex common share.

The holding period of the Cimarex common shares received in exchange for Resolute common shares will include the holding period of the Resolute common shares exchanged for such Cimarex common shares.

If you acquired different blocks of Resolute common shares at different times or at different prices, you should consult your own tax advisor regarding the manner in which cash and Cimarex common shares should be allocated among different blocks of Resolute common shares. Any recognized gain will generally be long-term capital gain if your holding period in the surrendered Resolute common shares exceeds one year at the effective time.

At the time a U.S. holder makes a cash election or stock election pursuant to the terms of the merger agreement, such U.S. holder will not know whether, and to what extent, the proration provisions of the merger agreement might alter the mix of merger consideration such U.S. holder will receive. As a result, the U.S. federal income tax consequences to such U.S. holder will not be ascertainable with certainty until such U.S. holder knows the precise amount of cash and Cimarex common shares that such U.S. holder will receive in the merger.

If you receive the entirety of your merger consideration in the form of cash pursuant to the cash election, you will generally recognize gain or loss equal to the difference between the amount of cash received and the basis in your Resolute common shares exchanged therefor. In addition, if you receive cash in lieu of a fractional Cimarex common share, you will be treated as having received such fractional Cimarex common share pursuant to the merger and then as having sold such fractional Cimarex common share for cash. As a result, you generally will recognize gain or loss equal to the difference between the amount of cash received for such fractional Cimarex common share and your basis in such fractional Cimarex common share as set forth above. The gain or loss recognized by U.S. holders described in this paragraph will generally be capital gain or loss, and will be long-term capital gain or loss if, as of the effective time of the merger, the U.S. holder's holding period for the relevant Resolute common shares is greater than one year. Long-term capital gains of individuals are generally eligible for reduced rates of taxation. The deductibility of capital losses is subject to limitations.

Under certain circumstances, cash received by a U.S. holder that is also the beneficial owner of Cimarex common shares may be treated as a dividend for U.S. federal income tax purposes. In general, the determination of whether any gain recognized will be treated as capital gain or has the effect of a distribution of a dividend depends upon whether and to what extent the exchange reduces the U.S. holder's deemed percentage stock ownership of Cimarex (as calculated for U.S. federal income tax purposes). In general, such treatment generally will not apply to a stockholder in a publicly held corporation, such as Cimarex, whose relative stock interest is minimal and who exercises no control with respect to corporate affairs. These rules are complex and depend upon the specific factual circumstances particular to each U.S. holder. Consequently, each U.S. holder that may be subject to these rules should consult its tax advisor as to the application of these rules to its particular facts.

Tax Consequences of the Merger Generally to Holders of Resolute Preferred Stock

The determination of whether the exchange of Resolute preferred stock for new Cimarex preferred stock pursuant to the merger is taxable or nontaxable will depend, amongst other facts, on whether the exchange is for "nonqualified preferred stock" for U.S. federal income tax purposes. Nonqualified

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preferred stock generally includes preferred stock if the issuer or a related person has the right to redeem or purchase the stock and, as of the issue date, it is more likely than not that the preferred stock would be redeemed within 20 years.

Cimarex has made a determination that it is not more likely than not that the new Cimarex preferred stock issued pursuant to the merger will be redeemed within 20 years, and therefore takes the position that the new Cimarex preferred stock does not constitute nonqualified preferred stock. Under this position, no gain or loss will be recognized by holders of Resolute preferred stock that receive shares of new Cimarex preferred stock in exchange for shares of Resolute preferred stock. The aggregate tax basis in the shares of new Cimarex preferred stock received in the merger will equal the aggregate tax basis of a holder of Resolute preferred stock in the Resolute preferred stock surrendered in the merger and such holder's holding period for the shares of new Cimarex preferred stock received in the merger will include their holding period for the shares of Resolute preferred stock surrendered in the merger. If a holder of Resolute preferred stock acquired different blocks of Resolute preferred stock at different times or at different prices, such holder's basis and holding period in their shares of new Cimarex preferred stock may be determined with reference to each block of Resolute preferred stock and the holder should consult their own tax advisor with regard to identifying the bases or holding periods of the particular shares of new Cimarex preferred stock received in the merger.

Cimarex's determination that it is not more likely than not that the new Cimarex preferred stock issued pursuant to the merger will be redeemed within 20 years is based on its own internal analysis, and this determination does not create any commitment by Cimarex that it will or will not redeem the new Cimarex preferred stock within 20 years. Further, this determination is not binding on, and could be challenged by, the IRS. Holders of Resolute preferred stock are urged to consult their tax advisors about the tax consequences of the exchange of Resolute preferred stock for new Cimarex preferred stock.

Information Reporting and Backup Withholding

U.S. holders may be subject to information reporting and backup withholding on any cash payments they receive in the merger. A U.S. holder generally will not be subject to backup withholding, however, if such holder (i) timely furnishes its correct taxpayer identification number, certifies that such holder is not subject to backup withholding on IRS Form W-9 or successor form included in the letter of transmittal and otherwise complies with all applicable requirements of the backup withholding rules; or (ii) provides proof that such holder is otherwise exempt from backup withholding. Any amounts withheld under the backup withholding rules are not additional tax and will generally be allowed as a refund or credit against a U.S. holder's U.S. federal income tax liability, provided such holder timely furnishes the required information to the IRS.

This discussion of certain material U.S. federal income tax consequences is not intended to be, and should not be construed as, tax advice. Holders of Resolute common shares are urged to consult their independent tax advisors with respect to the application of U.S. federal income tax laws to their particular situations as well as any tax consequences arising under the U.S. federal estate or gift tax rules, or under the laws of any state, local, foreign or other taxing jurisdiction or under any applicable tax treaty.

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THE MERGER AGREEMENT

This section describes the material terms of the merger agreement, which was executed on November 18, 2018. The description of the merger agreement in this section and elsewhere in this proxy statement/prospectus is qualified in its entirety by reference to the complete text of the merger agreement, a copy of which is attached as Annex A to this proxy statement/prospectus and is incorporated by reference herein in its entirety. This summary does not purport to be complete and may not contain all of the information about the merger agreement that is important to you. You are encouraged to read the merger agreement carefully and in its entirety because it is the legal document that governs the merger.

Explanatory Note Regarding the Merger Agreement

The merger agreement and this summary are included solely to provide you with information regarding the terms of the merger agreement. Factual disclosures about Cimarex, Resolute, or any of their respective subsidiaries or affiliates contained in this proxy statement/prospectus or in Cimarex's or Resolute's public reports filed with the SEC may supplement, update or modify the factual disclosures about Cimarex or Resolute, as applicable, contained in the merger agreement. The representations, warranties and covenants made in the merger agreement by Cimarex, Resolute and the Merger Subs were made solely for the purposes of the merger agreement and as of specific dates and were qualified and subject to important limitations agreed to by Cimarex, Resolute and the Merger Subs in connection with negotiating the terms of the merger agreement. In particular, in your review of the representations and warranties contained in the merger agreement and described in this summary, it is important to bear in mind that the representations and warranties were negotiated with the principal purposes of establishing the circumstances in which a party to the merger agreement may have the right not to complete the merger if the representations and warranties of the other party prove to be untrue due to a change in circumstance or otherwise, and allocating risk between the parties to the merger agreement, rather than establishing matters as facts. The representations and warranties may also be subject to a contractual standard of materiality different from those generally applicable to stockholders and reports and documents filed with the SEC, and in some cases were qualified by the matters contained in the respective disclosure letters that Cimarex and Resolute delivered to each other in connection with the merger agreement, which disclosures were not reflected in the merger agreement. Moreover, information concerning the subject matter of the representations and warranties, which do not purport to be accurate as of the date of this proxy statement/prospectus, may have changed since November 18, 2018. You should not rely on the merger agreement representations, warranties, covenants or any descriptions thereof as characterizations of the actual state of facts of Cimarex, Resolute and the Merger Subs or any of their respective subsidiaries or affiliates.

The First Merger

Upon the terms and subject to the conditions of the merger agreement, at the effective time of the first merger, Merger Sub 1 will be merged with and into Resolute in accordance with the DGCL. As a result of the first merger, the separate existence of Merger Sub 1 will cease and Resolute will continue its existence under the laws of the State of Delaware as the surviving corporation (in such capacity, the "surviving corporation").

At the effective time of the first merger, the first merger shall have the effects set forth in the merger agreement and the applicable provisions of the DGCL and all rights, immunities, and franchises of each of Resolute and Merger Sub 1, of a public as well as a private nature, and all debts and obligations due Resolute and Merger Sub 1, shall be taken and deemed to be transferred and vested in the surviving corporation, and the surviving corporation shall be responsible and liable for all of the liabilities and obligations of Resolute and Merger Sub 1.

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The Second Merger

Upon the terms and subject to the conditions of the merger agreement, at the effective time of the second merger, the surviving corporation will be merged with and into Merger Sub 2 in accordance with the DGCL and the DLLCA. As a result of the second merger, the separate existence of the surviving corporation will cease and Merger Sub 2 will continue its existence under the laws of the State of Delaware as the surviving company (in such capacity, the "surviving company").

At the effective time of the second merger, all rights, immunities, and franchises of each of the surviving corporation and Merger Sub 2, of a public as well as a private nature, and all debts and obligations due the surviving corporation and Merger Sub 2, shall be taken and deemed to be transferred and vested in the surviving company, and the surviving company shall be responsible and liable for all of the liabilities and obligations of the surviving corporation and Merger Sub 2. The first merger and second merger are referred to together as the "merger."

Closing

Unless otherwise mutually agreed to in writing between Cimarex and Resolute, the completion of the merger will take place at 8:00 a.m., Mountain time, on the second business day following the satisfaction or waiver of the conditions to the completion of the merger (excluding conditions that, by their nature, are to be satisfied by actions taken at the closing, but subject to the continuing satisfaction or waiver of all conditions as of the closing) (the "closing date"). For more information on the conditions to the completion of the merger, please see the section entitled " Conditions to the Completion of the Merger" beginning on page 120.

As early as practicable on the closing date, a certificate of merger prepared and executed in accordance with the relevant provisions of the DGCL shall be filed with the Office of the Secretary of State of the State of Delaware. The first merger shall become effective upon the filing of the certificate of merger with the Office of the Secretary of State of the State of Delaware, or at such later time as shall be agreed upon in writing by Cimarex and Resolute and specified in the certificate of merger. Immediately following the effective time of the first merger, the surviving corporation and Cimarex shall cause a certificate of merger prepared and executed in accordance with the relevant provisions of the DGCL and the DLLCA to be filed with the Office of the Secretary of State of the State of Delaware. The second merger shall become effective upon the filing of the certificate of merger with the Office of the Secretary of State of the State of Delaware, or at such later time as shall be agreed upon in writing by Cimarex and Resolute and specified in the certificate of merger.

Organizational Documents; Directors and Officers

At the effective time of the first merger, (a) the certificate of incorporation of Resolute in effect immediately prior to the effective time of the first merger shall be amended and restated in its entirety to be in the form set forth in Annex D to the merger agreement, and as so amended shall be the certificate of incorporation of the surviving corporation until thereafter amended as provided therein or by applicable law, and (b) subject to the terms of the merger agreement, the bylaws of Resolute in effect immediately prior to the effective time of the first merger shall be amended and restated in the entirety to be in the form of the bylaws of Merger Sub 1 in effect immediately prior to the effective time of the first merger, and as so amended shall be the bylaws of the surviving corporation until thereafter amended as provided therein or as provided by applicable law.

At the effective time of the second merger, (a) the certificate of formation of Merger Sub 2 in effect immediately prior to the effective time of the second merger shall be the certificate of formation of the surviving company until thereafter amended as provided therein or by applicable law, and (b) subject to the terms of the merger agreement, the limited liability company agreement of Merger Sub 2 in effect immediately prior to the effective time of the second merger shall be the limited

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liability company agreement of the surviving company until thereafter amended as provided therein or as provided by applicable law.

The directors and officers of Merger Sub 1 immediately prior to the effective time of the first merger shall be the directors and officers of the surviving corporation, to serve until their respective successors are duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the certificate of incorporation and bylaws of the surviving corporation. Cimarex shall take all actions necessary so that from and after the effective time of the second merger, the officers of the surviving corporation immediately prior to the effective time of the second merger shall be the officers of the surviving company, to hold office until their earlier death, resignation or removal in accordance with the certificate of formation and limited liability company agreement of the surviving company.

Effect of the Merger on Capital Stock; Merger Consideration

Merger Consideration

As a result of the first merger, each share of Resolute common stock issued and outstanding immediately prior to the effective time of the first merger, other than Resolute common stock held by Resolute as treasury shares or Resolute common stock held by Cimarex or Merger Sub 1, which will be cancelled at the effective time ("cancelled shares"), Resolute common stock held by Resolute or Cimarex (other than Merger Sub 1) subsidiaries, which will be converted into Cimarex common shares at the stock election exchange ratio at the effective time ("converted shares"), and Resolute common shares held by a person who properly demanded appraisal rights ("appraisal shares"), will be converted into the "merger consideration" of (i) \$14.00 in cash, without interest, and 0.2366 shares of Cimarex common stock (the "mixed election consideration"), (ii) \$35.00 in cash, without interest (the "cash election consideration"), or (iii) 0.3943 shares of Cimarex common stock (the "stock election consideration"). As further described below in the section entitled " Election and Exchange Procedures" beginning on page 98, and in more detail in the merger agreement, each Resolute stockholder will, until the election deadline, be entitled to elect to receive the mixed election consideration (the "mixed election"), the cash election consideration (the "cash election"), or the stock election consideration, (the "stock election"), in exchange for each share of Resolute common stock held by such holder that was issued and outstanding immediately prior to the effective time (other than any cancelled shares, converted shares and appraisal shares), subject to the allocation and proration procedures described below and in further detail in the merger agreement. Resolute stockholders (other than holders of cancelled shares, converted shares and appraisal shares) who make no election or an untimely election (or who otherwise are deemed not to have submitted an effective form of election) will be deemed to have made a mixed election. The determination of the exchange agent (or Cimarex, in the event that the exchange agent declines to make a determination) as to whether a holder has properly made a mixed election, cash election or stock election, shall be conclusive and binding. For more information regarding the election deadline, see " Election and Exchange Procedures" beginning on page 98.

Resolute stockholders will not be entitled to receive any fractional shares of Cimarex common stock in the merger, and no Resolute stockholders will be entitled to dividends, voting rights or any other rights in respect of any fractional shares of Cimarex common stock. Resolute stockholders that would have otherwise been entitled to receive a fractional share of Cimarex common stock will instead be entitled to receive, in lieu of fractional shares, an amount in cash, without interest, equal to the product of such fractional part of a share of Cimarex common stock *multiplied by* the volume weighted average price of Cimarex common stock for the five consecutive trading days ending on the date that is two business days prior to the closing date as reported by *The Wall Street Journal*.

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At the effective time of the first merger, all shares of Resolute common stock will cease to be outstanding, will be cancelled and will cease to exist, and each certificate formerly representing any shares of Resolute common stock, and each non-certificated share of Resolute common stock represented by book-entry (other than, in each case, those representing cancelled shares, converted shares and appraisal shares) will thereafter represent only the right to receive the applicable merger consideration, and (with respect to the mixed election and the stock election) the right, if any, to receive cash in lieu of fractional shares into which such shares have been converted and any distribution or dividend on shares of Cimarex common stock issued in the first merger payable after the effective time of the first merger.

Each share of Resolute preferred stock issued and outstanding immediately prior to the effective time of the first merger shall remain outstanding from and after the effective time as one share of surviving corporation preferred stock having the powers, preferences and rights substantially similar to the Resolute preferred stock. All outstanding certificates which immediately prior to the effective time represented such shares of Resolute preferred stock and book-entry shares which immediately prior to the effective time represented such shares of Resolute preferred stock shall, from and after the effective time, continue to represent a number of shares of surviving corporation preferred stock equal to the number of shares of Resolute preferred stock represented thereby immediately prior to the effective time. For the avoidance of doubt, any holder of a share of Resolute preferred stock may exercise its right to convert its shares of Resolute preferred stock into Resolute common stock pursuant to the applicable provisions of the Resolute preferred stock certificate of designations prior to the effective time, and such holder may make an election with respect to such shares of Resolute common stock following such conversion. At the effective time of the second merger, each share of surviving corporation preferred stock outstanding immediately prior to such effective time shall be converted into the right to receive one share of new Cimarex preferred stock. All outstanding certificates which immediately prior to the effective time of the second merger represented such shares of surviving corporation preferred stock and book-entry shares which immediately prior to such effective time represented such shares of surviving corporation preferred stock shall, from and after such effective time, continue to represent a number of shares of new Cimarex preferred stock equal to the number of shares of surviving corporation preferred stock represented thereby immediately prior to the effective time of the second merger.

At the effective time of the first merger, all shares of Resolute Series A Junior Preferred Stock will be cancelled and will cease to exist without any consideration therefor.

No Interest. No interest will be paid or accrued for the benefit of holders of the certificates or book-entry shares on the merger consideration payable in respect of the certificates or book-entry shares.

Termination of Rights. All merger consideration (including any dividends or other distributions with respect to Cimarex common stock and any cash in lieu of fractional shares of Cimarex common stock) paid upon the surrender of and in exchange for shares of Resolute common stock in accordance with the terms of the merger agreement will be deemed to have been paid in full satisfaction of all rights pertaining to such Resolute common stock. At the effective time of the first merger, the stock transfer books of the surviving corporation will be closed immediately, and there will be no further registration of transfers on the stock transfer books of the surviving corporation of the shares of Resolute common stock that were outstanding immediately prior to the effective time of the first merger. If, after the effective time of the first merger, certificates or book-entry shares are presented to the surviving corporation (which, following the consummation of the second merger, will include the surviving company) for any reason, they will be canceled and exchanged for the merger consideration payable in respect of the shares of Resolute common stock previously represented by such certificates or book-entry shares, any cash in lieu of fractional shares of Cimarex common stock and any dividends or other distributions on shares of Cimarex common stock.

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Termination of Exchange Fund. Any portion of the exchange fund that remains undistributed to the former stockholders of Resolute on the 180th day after the closing date will be delivered to Cimarex, upon demand, and any former common stockholders of Resolute who have not received the merger consideration, any cash without interest in lieu of fractional shares of Cimarex common stock to which they are entitled and any dividends or other distributions with respect to Cimarex common stock to which they are entitled, to which they are entitled under the merger agreement must look only to Cimarex for payment of their claim for such amounts.

No Liability. None of the surviving corporation, Cimarex, the Merger Subs or the exchange agent will be liable to any holder of Resolute common stock for any amount of merger consideration properly delivered to a public official pursuant to any applicable abandoned property, escheat or similar law. If any certificate or book-entry share has not been surrendered prior to the time that is immediately prior to the time at which merger consideration for such certificate or book-entry share would otherwise escheat to or become the property of any governmental agency, any such shares, cash, dividends or distributions in respect of such certificate or book-entry share will, to the extent permitted by applicable law, become the property of Cimarex, free and clear of all claims or interest of any person previously entitled thereto.

Lost, Stolen, or Destroyed Certificates. If any certificate shall have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming such certificate to be lost, stolen or destroyed and, if reasonably required by the surviving corporation, the posting of a bond in such reasonable amount as the surviving corporation may direct as indemnity against any claim that may be made against it with respect to such certificate, the exchange agent will issue in exchange for such lost, stolen or destroyed certificate the merger consideration payable for of the shares of Resolute common stock formerly represented by such certificate, any cash in lieu of fractional shares of Cimarex common stock to which the holders thereof are entitled and any dividends or other distributions to which the holders thereof are entitled.

Distributions with Respect to Unexchanged Shares of Cimarex Common Stock. No dividends or other distributions declared or made with respect to shares of Cimarex common stock with a record date after the effective time shall be paid to the holder of any unsurrendered certificate or book-entry shares for the whole shares of Cimarex common stock that such holder would be entitled to receive upon surrender of such certificate or book-entry shares, and no cash payment in lieu of fractional shares of Cimarex common stock will be paid to any such holder, in each case until such holder surrenders such certificate or book-entry shares in accordance with the merger agreement. Following surrender of any certificate or book-entry shares, payment will be made to such holder of whole shares of Cimarex common stock (i) promptly after the time of such surrender, the amount of dividends or other distributions with a record date after the effective time theretofore paid with respect to such whole shares of Cimarex common stock, and (ii) at the appropriate payment date, the amount of dividends or other distributions with a record date after the effective time but with a subsequent payment date with respect to such whole shares of Cimarex common stock.

No Fractional Shares of Cimarex Common Stock. No certificates or scrip or shares representing fractional shares of Cimarex common stock will be issued upon the surrender for exchange of certificates or book-entry shares and such fractional share interests will not entitle the owner thereof to vote or to have any rights of a stockholder of Cimarex or a holder of shares of Cimarex common stock.

Each holder of shares of Resolute common stock exchanged pursuant to the merger who would otherwise have been entitled to receive a fraction of a share of Cimarex common stock (after taking into account all certificates and book-entry shares delivered by such holder) will receive, in lieu thereof, cash (without interest) in an amount equal to the product of (i) such fractional part of a share of Cimarex common stock multiplied by (ii) the volume weighted average price of Cimarex common stock

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for the five consecutive trading days ending on the date that is two business days prior to the closing date as reported by *The Wall Street Journal*.

Treatment of Resolute Equity Awards and Restricted Cash Awards in the Merger

Resolute Restricted Stock. Immediately prior to the effective time, each share of Resolute restricted stock granted pursuant to the Resolute Equity Plan (whether subject to time-based and/or performance-based vesting) will become fully vested and all restrictions thereon will lapse (with any performance-based vesting deemed satisfied at the maximum level), and each holder thereof will have the right to receive the merger consideration in the form set forth in their election (less required withholdings), subject to the proration procedures.

Resolute Outperformance RSUs. Immediately prior to the effective time, each outstanding Resolute Outperformance RSU will become fully vested and earned (with any performance-based vesting deemed satisfied at the maximum level), and automatically cancelled and converted into the right to receive the merger consideration in the form set forth in the holder's election (less required withholdings), subject to the proration procedures.

Resolute Options. Immediately prior to the effective time, each outstanding Resolute Option will become fully vested (to the extent not already vested) and automatically cancelled and converted into the right to receive the excess of (i) the merger consideration (in the form set forth in the holder's election and subject to the proration procedures) *minus* (ii) the applicable exercise price per share under such Resolute option (less required withholdings).

Resolute SARs. Immediately prior to the effective time, each outstanding Resolute SAR will become fully vested (to the extent not already vested) and automatically cancelled and converted into the right to receive an amount in cash equal to (i) the total number of shares of Resolute common stock subject to such Resolute SAR immediately prior to the effective time *multiplied by* (ii) the excess of (A) the cash election consideration *minus* (B) the per share base price of such Resolute SAR (less any required withholdings).

Resolute Restricted Cash Awards. Immediately prior to the effective time, each outstanding Resolute award of restricted cash granted pursuant to the Resolute Equity Plan will become fully vested (to the extent not already vested) and payable at the time set forth in the Resolute Equity Plan and the applicable award agreement.

The merger consideration is subject to proration so that the aggregate merger consideration paid in respect of all Resolute common shares (including holders of certain Resolute equity awards that have been converted) consists of 60% Cimarex common shares and 40% cash, based on the closing sale price for the Cimarex common shares on November 16, 2018.

Proration Procedures

As promptly as practicable after the completion of the merger, Cimarex will cause the exchange agent to effect the allocation of merger consideration among the holders of Resolute common shares (including each Resolute equity award that has been converted into the right to receive merger consideration). The ability to elect to receive cash, Cimarex common shares or a mix in exchange is subject to the proration procedures set forth in the merger agreement. Notwithstanding any elections made by holders of Resolute common shares, these procedures are designed to ensure that the aggregate merger consideration paid in respect of all Resolute common shares (including holders of certain Resolute equity awards that have been converted into the right to receive merger consideration) consists of 60% Cimarex common shares and 40% cash, based on the closing sale price for the Cimarex common shares on November 16, 2018. The ability to receive the merger consideration of a holder's choice will depend on the elections of other Resolute stockholders (including each Resolute equity

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award that has been converted). You may not receive the form of merger consideration that you elect in the merger, and you may instead receive a pro-rata amount of cash, Cimarex common shares or both.

The greater the oversubscription of the stock election consideration, if any, the fewer Cimarex common shares and more cash a Resolute stockholder making the stock election will receive. Reciprocally, the greater the oversubscription of the cash election consideration, if any, the less cash and more Cimarex common shares a Resolute stockholder making the cash election will receive. The proration of the merger consideration payable to Resolute stockholders in the merger will not be known until the exchange agent tallies the results of the elections made by Resolute stockholders and Resolute equity award holders, which will not occur until near or after the closing of the merger.

Stock elections and cash elections are subject to the proration procedures set forth in the merger agreement to ensure that the total amount of cash paid in connection with the merger does not exceed \$385,258,308.69 (the "maximum cash consideration"), and the total number of shares of Cimarex common stock issued in connection with the merger does not exceed 6,510,315 shares of Cimarex common stock (the "maximum stock consideration").

In the event that the aggregate cash election consideration payable in respect of the shares of Resolute common stock (including holders of certain Resolute equity awards that have been converted) to which cash elections have been made (collectively, the "cash election shares") exceeds the maximum cash consideration, the number of cash election shares that shall be converted into the right to receive the cash election consideration will be equal to the product obtained by multiplying (A) the number of cash election shares by (B) a fraction, the numerator of which is the maximum cash consideration and the denominator of which is the aggregate cash election consideration payable in respect of the aggregate cash election shares, with the remaining number of cash election shares being converted into the right to receive the stock election consideration.

In the event that the aggregate stock election consideration payable in respect of the shares of Resolute common stock (including holders of certain Resolute equity awards that have been converted) to which stock elections have been made (collectively, the "stock election shares") exceeds the maximum stock consideration, the number of stock election shares that shall be converted into the right to receive the stock election shall be equal to the product obtained by multiplying (A) the number of stock election shares by (B) a fraction, the numerator of which is the maximum stock consideration and the denominator of which is the aggregate stock election consideration payable in respect of the aggregate stock election shares, with the remaining number of stock election shares being converted into the right to receive the cash election consideration.

Election and Exchange Procedures

Resolute and Cimarex have selected Continental Stock Transfer & Trust Company to serve as the exchange agent and to handle the exchange of shares of Resolute common stock and certain Resolute equity awards for merger consideration, as described above.

On the closing date and prior to the effective time of the first merger, Cimarex shall deposit, or cause to be deposited, with the exchange agent, for the benefit of the holders of shares of Resolute common stock for distribution through the exchange agent, an amount in cash and a number of shares of Cimarex common stock constituting at least the amounts necessary to satisfy the payment of the merger consideration and payment of cash in lieu of fractional shares to the holders of Resolute common stock outstanding (including holders of certain Resolute equity awards that have been converted) immediately prior to the effective time of the first merger. In addition, Cimarex has agreed to make available to the exchange agent, from time to time as needed, cash sufficient to make payments in lieu of fractional shares of Cimarex common stock and to pay any dividends and other

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distributions with respect to shares of Cimarex common stock, as further described in the section entitled "Effect of the Merger on Capital Stock; Merger Consideration" beginning on page 94.

An election form has been mailed with this proxy statement/prospectus to each Resolute stockholder and each holder of certain outstanding Resolute equity compensation awards as of the record date to be used to make a mixed election, cash election or stock election. Resolute stockholders should not return their stock certificates with the enclosed proxy card, and Resolute stockholders should not forward their stock certificates to the exchange agent without a valid election form.

To be effective, an election form must be properly completed, signed and submitted to the exchange agent at its designated office by 5:00 p.m., Eastern time, on the date of the Resolute stockholders meeting or if the closing date is more than 10 business days after the date of the Resolute stockholders meeting, the date that is seven business days preceding the closing date.

As soon as practicable after the effective time, but in no event more than two business days after the closing date, the exchange agent shall deliver to each record holder of Resolute common stock as of immediately prior to the effective time a letter of transmittal and instructions for surrendering certificated shares or book-entry shares for the payment of the merger consideration. Delivery shall be effected, and risk of loss and title to the certificates shall pass, only upon proper delivery of the certificates to the exchange agent or, in the case of book-entry shares, upon adherence to the procedures set forth in the letter of transmittal.

Each (i) holder of a share of Resolute common stock represented by a certificate or a book-entry share who did not properly make an election upon surrender to the exchange agent of a certificate or book-entry shares (together with the letter of transmittal, duly completed and validly executed in accordance with the instructions thereto and such other customary documents as may be reasonably required by the exchange agent or Cimarex), and (ii) each holder of certain outstanding and unvested Resolute equity compensation awards, will be entitled to receive in exchange therefor the mixed election consideration for each such share of Resolute common stock, any dividends or other distributions with respect to shares of Cimarex common stock, and cash in lieu of any fractional shares of Cimarex common stock.

Any holder of a share of Resolute common stock and each holder of certain outstanding and unvested Resolute equity compensation awards may, at any time prior to the election deadline, change or revoke such holder's election by written notice received by the exchange agent prior to the election deadline, accompanied by a properly completed and signed revised election form. If an election is revoked, the holder of the Resolute common stock or Resolute equity awards to which such election previously applied will be deemed to have made the mixed election with respect to such Resolute common stock unless and until a valid election in respect of such Resolute common stock is subsequently submitted to the exchange agent on or prior to the election deadline in accordance with the procedures set forth in the merger agreement.

Withholding Taxes

Cimarex, Resolute and the Merger Subs and the exchange agent are entitled to deduct and withhold from the consideration otherwise payable pursuant to the merger agreement any amount required to be deducted and withheld with respect to the making of such payment under applicable tax laws. To the extent that any amounts are so deducted or withheld and paid over to the relevant taxing authority, such deducted or withheld amounts will be treated for all purposes of the merger agreement as having been paid to the person in respect of which such deduction or withholding was made.

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Appraisal Rights in the Merger

Under the DGCL, subject to the closing of the merger, record holders of Resolute common stock who do not vote for approval of the Resolute merger proposal and who otherwise properly exercise and perfect their appraisal rights in accordance with Section 262 of the DGCL will be entitled to seek appraisal for, and obtain payment in cash for the judicially determined fair value of, their shares of Resolute common stock, in lieu of receiving the merger consideration. Holders of Resolute preferred stock are not entitled to any appraisal rights under the DGCL in connection with the merger. The "fair value" could be higher or lower than, or the same as, the merger consideration. Resolute stockholders who wish to exercise the right to seek an appraisal of their shares must so advise Resolute by submitting a written demand for appraisal in the form described in this proxy statement/prospectus prior to the vote on the approval of the Resolute merger proposal at the Resolute special meeting and must otherwise follow the procedures prescribed by Section 262 of the DGCL. A person having a beneficial interest in shares of Resolute common stock held of record in the name of another person, such as a bank, broker or other nominee, must act promptly to cause the record holder to follow the steps summarized in this proxy statement/prospectus in a timely manner to perfect appraisal rights.

The full text of Section 262 of the DGCL is attached as Annex D to this proxy statement/prospectus. Resolute stockholders are encouraged to read these provisions carefully and in their entirety. Moreover, due to the complexity of the procedures for exercising and perfecting the right to seek appraisal, Resolute stockholders who are considering exercising and perfecting that right are encouraged to seek the advice of legal counsel. Failure to strictly comply with these provisions may result in a waiver of, or the inability to exercise, appraisal rights. For more information regarding appraisal rights, see the section entitled " Appraisal Rights" beginning on page 83.

Representations and Warranties

The merger agreement contains customary and, in certain cases, reciprocal, representations and warranties by Resolute and Cimarex that are subject, in some cases, to specified exceptions and qualifications contained in the merger agreement, in forms, reports, certifications, schedules, statements and documents filed with or furnished to the SEC by Resolute or Cimarex, as applicable, from January 1, 2017 and prior to November 18, 2018 or in the disclosure letters delivered by Resolute and Cimarex to each other in connection with the merger agreement. These representations and warranties relate to, among other things:

organization, good standing and qualification to conduct business;

capitalization, including regarding:

the number of shares of common stock, preferred stock and/or other capital stock, and the number of outstanding equity awards, of Cimarex (or, as applicable, Resolute) issued, outstanding and/or reserved for issuance, and that such stock has been duly authorized and validly issued;

the absence of pre-emptive rights and other rights giving any persons the right to acquire, or requiring Cimarex or its subsidiaries (or, as applicable, Resolute and its subsidiaries) to sell, any securities of Cimarex and its subsidiaries (or, as applicable, Resolute and its subsidiaries) or any securities convertible into or exchangeable or exercisable for, or giving any person a right to subscribe for or acquire, any such securities;

the absence of obligations of Cimarex or its subsidiaries (or, as applicable, Resolute and its subsidiaries) to redeem or otherwise acquire any securities of it or its affiliates or any securities convertible into or exchangeable or exercisable for, or giving any person a right to subscribe for or acquire, any such securities;

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the absence of any bonds, debentures, notes or other obligations the holders of which have the right to vote, or which are convertible into securities having the right to vote on any matters on which the Cimarex stockholders and its subsidiaries (or, as applicable, Resolute and its subsidiaries) may vote;

the absence of any stockholders agreements, voting trusts or other agreements, other than the Voting Agreements and other disclosed agreements;

the absence of interests in any material joint venture, or other similar material equity interests or obligations to consummate any material additional investment in any individual, partnership, limited liability company, corporation, joint stock company, trust, estate, joint venture, governmental entity, association or unincorporated organization, or any other form of business or professional entity, other than such party's subsidiaries and disclosed joint ventures; and

the absence of any adjustment to the conversion rate of the Resolute preferred stock and the payment of all regular quarterly dividends payable on the Resolute preferred stock.

corporate authority and approval relating to the execution, delivery and performance of the merger agreement, including regarding the approval by the Cimarex board and Resolute board of the merger agreement and the transactions contemplated by the merger agreement;

the absence of a default or adverse change in the rights or obligations under any provision of any material contract or license to which Cimarex or any of its subsidiaries (or, as applicable, Resolute or any of Resolute's subsidiaries) are a party or violation of Cimarex's (or, as applicable, Resolute's) organizational documents as a result of entering into, delivering and performing under the merger agreement and consummating the merger;

governmental filings, notices, reports, registrations, approvals, consents, ratifications, permits, permissions, waivers or expirations of waiting periods or authorizations required in connection with the execution, delivery and performance of the merger agreement and the completion of the merger;

filings with the SEC since January 1, 2017 and the financial statements included therein;

compliance with the applicable requirements under the Securities Act, the Exchange Act and the Sarbanes-Oxley Act of 2002;

the conduct of business in the ordinary course of business since September 30, 2018;

the absence of certain undisclosed liabilities;

certain consents and permissions of the other party required to conduct the business of such party;

compliance with applicable laws, the absence of governmental investigations and the possession of and compliance with licenses and permits necessary for the conduct of business;

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employee benefit plan and labor matters;

tax matters;

the absence of certain legal proceedings, investigations and governmental orders against Cimarex and its subsidiaries (or, as applicable, against Resolute and its subsidiaries);

intellectual property matters;

real property and rights-of-way;

certain oil and gas matters;

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environmental matters;

certain material contracts of Resolute and its subsidiaries;

derivative transactions of Resolute and its subsidiaries;

insurance of Resolute and its subsidiaries;

receipt by the Cimarex and Resolute boards of opinions from financial advisors;

the absence of any undisclosed broker's or finder's fees; and

certain regulatory matters relating to utilities and investment companies.

In addition, Resolute represented that the Resolute board has taken all necessary actions to render the Rights Agreement inapplicable to the merger, the merger agreement, the Voting Agreements and the transactions contemplated thereby.

The merger agreement also contains additional representations and warranties by Cimarex and the Merger Subs relating to the following, among other things:

issuance of Cimarex common stock;

ownership of shares of Resolute common stock;

conduct of business of Merger Sub 1 and Merger Sub 2;

the capitalization of Merger Sub 1 and Merger Sub 2; and

sufficiency of funds to pay the merger consideration.

Definition of Material Adverse Effect. A "material adverse effect" means, when used with respect to Cimarex or Resolute, as applicable, any fact, occurrence, effect, change, event or development that (i) is materially adverse to the business, properties, operations or the financial condition of such party and its subsidiaries, taken as a whole, or (ii) prevents the consummation of the transactions contemplated by the merger agreement prior to the end date by such party, except, however, that with respect to the foregoing clause (i) only, no effect (by itself or when aggregated or taken together with any and all other effects) directly or indirectly resulting from, arising out of, attributable to, or related to any of the following will be deemed to be or constitute a material adverse effect or will be taken into account when determining whether a material adverse effect has occurred or may, would or could occur:

general economic conditions (or changes in such conditions) or conditions in the global economy generally;

conditions (or changes in such conditions) in the securities markets, credit markets, currency markets or other financial markets, including changes in interest rates and changes in exchange rates for the currencies of any countries and any

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suspension of trading in securities (whether equity, debt, derivative or hybrid securities) generally on any securities exchange or over-the-counter market;

conditions (or changes in such conditions) in the oil and gas exploration and production industry (including changes in commodity prices, general market prices and regulatory changes affecting the industry);

political conditions (or changes in such conditions) or acts of war, sabotage or terrorism (including any escalation or general worsening of any such acts of war, sabotage or terrorism);

earthquakes, hurricanes, tsunamis, tornadoes, floods, mudslides, wild fires or other natural disasters, and weather conditions;

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the announcement of the merger agreement or the pendency or consummation of the merger and the other transactions contemplated by the merger agreement (other than with respect to any representation or warranty that is intended to address the consequences of the execution or delivery of the merger agreement or the announcement or consummation of the merger and the other transactions contemplated by the merger agreement);

any actions taken or failure to take action, in each case, to which Cimarex or Resolute, as applicable, has requested;

compliance with the terms of, or the taking of any action expressly permitted or required by, the merger agreement;

the failure to take any action prohibited by the merger agreement;

changes in law or other legal or regulatory conditions, or the interpretation thereof, or changes in GAAP or other accounting standards (or the interpretation thereof), or that result from any action taken for the purpose of complying with any of the foregoing;

any changes in such party's stock price or the trading volume of such party's stock, or any change in the ratings or ratings outlook for such party or any of its subsidiaries;

any failure by such party to meet any analysts' estimates or expectations of such party's revenue, earnings or other financial performance or results of operations for any period, or any failure by such party or any of its subsidiaries to meet any internal budgets, plans or forecasts of its revenues, earnings or other financial performance or results of operations (it being understood that the facts or occurrences giving rise to or contributing to such changes or failures may constitute, or be taken into account in determining whether there has been or will be, a material adverse effect);

any proceedings made or brought or other actions taken by any of the current or former stockholders (on their own behalf or on behalf of such person) against Resolute, Cimarex, Merger Sub 1, Merger Sub 2 or any of their directors or officers, arising out of the merger or in connection with any other transactions contemplated by the merger agreement; and

effects, including impacts on relationships with customers, suppliers, employees, labor organizations or governmental entities, in each case, attributable solely to the identity of Cimarex or its affiliates.

Notwithstanding the foregoing, if such effects directly or indirectly resulting from, arising out of, attributable to or related to the matters described in the first five bullets directly above disproportionately adversely affect such party and its subsidiaries, taken as a whole, as compared to other similarly situated participants operating in the oil and gas exploration, development or production industry, such adverse effects (if any) may be taken into account when determining whether a material adverse effect has occurred or may, would or could occur, but solely to the extent they are disproportionate.

A "Resolute material adverse effect" means a material adverse effect with respect to Resolute, and a "Cimarex material adverse effect" means a material adverse effect with respect to Cimarex.

Interim Operations Pending the Merger

Interim Operations of Resolute

Resolute has agreed that, until the earlier of the effective time and the termination of the merger agreement, it will, and will cause each of its subsidiaries to, conduct its businesses in the ordinary course, including by using commercially reasonable efforts to preserve substantially intact its present

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business organization and preserve its existing relationships with its key customers, suppliers, employees and creditors.

In addition, Resolute has further agreed that, subject to certain exceptions set forth in the merger agreement, the disclosure letter it delivered to Cimarex in connection with the merger agreement, as required by applicable law or otherwise consented to by Cimarex in writing (which consent will not be unreasonably withheld, delayed or conditioned), until the earlier of the effective time and the termination of the merger agreement, Resolute will not, and will not permit its subsidiaries to:

except as specifically set forth on the disclosure letter Resolute delivered to Cimarex in connection with the merger agreement, which provides that Resolute may declare and pay regularly dividends to holders of the Resolute preferred stock, declare, set aside or pay any dividends on, or make any other distribution in respect of any outstanding capital stock of, or other equity interests in, or other securities or obligations convertible into or exchangeable for any shares of capital stock of, Resolute or its subsidiaries, except for dividends or distributions required by the certificate of incorporation and bylaws of any subsidiary of Resolute, and dividends or distributions by a wholly owned subsidiary of Resolute to Resolute or another wholly owned subsidiary of Resolute;

split, combine or reclassify any capital stock of, or equity interests in, Resolute or any of its subsidiaries;

purchase, redeem or otherwise acquire, or offer to purchase, redeem or otherwise acquire, any capital stock of, or other equity interests in, Resolute, except as required by the terms of any capital stock or equity interest of a subsidiary or as contemplated by the terms of any Resolute benefit plan (including any Resolute equity award);

offer, issue, deliver, grant or sell, or authorize or propose to offer, issue, deliver, grant or sell, any capital stock of, or equity interests in, Resolute or any of its subsidiaries or any securities convertible into, or any rights, warrants or options to acquire, any such capital stock or equity interests, other than (i) the issuance of Resolute common stock upon the vesting, settlement, exercise or lapse of any restrictions on any Resolute equity awards granted under Resolute equity plans and outstanding as of November 18, 2018 or issued in compliance with clause (ii); (ii) issuances of Resolute equity awards under Resolute equity plans in accordance with the express terms of the disclosure letter it delivered to Cimarex in connection with the merger agreement; (iii) the issuance of Resolute common stock upon the conversion of shares of Resolute preferred stock into shares of Resolute common stock in accordance with the terms of the certificate of designations; (iv) the shares of capital stock or other equity issued as a dividend made in accordance with the merger agreement, and (v) transactions solely between Resolute and a wholly owned subsidiary of Resolute or solely between wholly owned subsidiaries of Resolute;

amend or propose to amend Resolute's certificate of incorporation and bylaws or amend or propose to adopt any material change in the certificate of incorporation and bylaws or other governing document of any of Resolute's material subsidiaries or otherwise take any action to exempt any person from any provision of the certificate of incorporation and bylaws or other governing document of Resolute or any of its subsidiaries;

merge, consolidate, combine or amalgamate with any person, or acquire or agree to acquire (including by merging or consolidating with, purchasing any equity interest in or a substantial portion of the assets of, exchanging, licensing, or by any other manner), any properties, assets, business or any corporation, partnership, association or other business organization or division thereof, in each case other than (i) any such action solely between or among Resolute and its subsidiaries or between or among subsidiaries of Resolute; (ii) acquisitions of inventory or other

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assets in the ordinary course of business consistent with past practice or pursuant to existing contracts or (iii) acquisitions for which the consideration is \$1,000,000 individually and \$5,000,000 in the aggregate or less;

sell, lease, exchange or otherwise dispose of, or agree to sell, lease, exchange or otherwise dispose of, any material portion of its assets or properties, other than (i) pursuant to an agreement of Resolute or its subsidiaries in effect on November 18, 2018, (ii) among Resolute and its wholly owned subsidiaries or among wholly owned subsidiaries of Resolute, (iii) sales, leases or dispositions for which the consideration is \$1,000,000 individually or \$5,000,000 in the aggregate or less or (iv) the sale of hydrocarbons in the ordinary course of business;

consummate, authorize, recommend, propose or announce any intention to adopt a plan of complete or partial liquidation or dissolution of Resolute or any of its subsidiaries, other than such transactions solely among Resolute and any subsidiaries of Resolute or solely among subsidiaries of Resolute;

change in any material respect their material accounting principles, practices or methods that would materially affect the consolidated assets, liabilities or results of operations of Resolute and its subsidiaries, except as required by GAAP or applicable law;

make (other than in the ordinary course of business), change or rescind any material election relating to taxes (including any such election for any joint venture, partnership, limited liability company or other investment where Resolute has the authority to make such binding election, but excluding any such election that is made periodically and consistent with past practice), except where such election would not have a material and adverse effect on the tax position of Resolute and its subsidiaries; amend any material tax return, except where such amendment would not have a material and adverse effect on the tax position of Resolute and its subsidiaries; settle or compromise any tax claim or assessment by any taxing authority, except where the amount of any such settlement or compromise does not exceed \$2,500,000; or change any material method of tax accounting from those employed in the preparation of its tax returns that have been filed for prior taxable years;

except as required by the terms of any Resolute benefit plan, enter into, adopt or terminate any material Resolute benefit plan, other than entering into employment agreements in the ordinary course of business; amend any Resolute benefit plan (including, for the avoidance of doubt, annual renewals of welfare benefit plans) and other than amendments that do not materially increase the cost to Resolute of maintaining such Resolute benefit plan; or materially increase the cash compensation payable to any current or former employee or director, except in the ordinary course of business;

incur, create, assume or guarantee any indebtedness, other than incurrences under Resolute's existing credit agreement in the ordinary course of business, transactions solely between or among Resolute and its subsidiaries or solely between or among subsidiaries of Resolute or any indebtedness incurred or assumed in connection with any acquisition permitted by the merger agreement in an aggregate amount not to exceed the purchase price of any such acquisition, and in each case guarantees thereof or incur, create or suffer to exist any encumbrance, other than encumbrances securing Resolute's existing credit agreement or other indebtedness of Resolute and its subsidiaries existing on November 18, 2018 or incurred in accordance with the other terms of the merger agreement; encumbrances in existence on September 30, 2018 and disclosed in Resolute's quarterly report on Form 10-Q for the quarter ended September 30, 2018; encumbrances securing indebtedness incurred or assumed in connection with any acquisition permitted by the merger agreement or other permitted encumbrances under the merger agreement;

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other than in the ordinary course of business consistent with past practice, enter into or assume any contract that would have been a material contract had it been entered into prior to November 18, 2018 or terminate, materially amend, assign, transfer, modify, supplement, deliver a notice of termination under, fail to renew, or waive or accelerate any material rights or defer any liabilities under any material contract or any contract that would have been a material contract had it been entered into prior to November 18, 2018, excluding any termination upon expiration of a term in accordance with the terms of such material contract;

other than the settlement of any proceedings reflected or reserved against on the balance sheet of Resolute (or in the notes thereto), settle or offer or propose to settle, any proceeding (excluding any audit, claim or other proceeding in respect of taxes and any transaction litigation) involving solely the payment of monetary damages by Resolute or any of its subsidiaries of any amount exceeding \$1,000,000 in the aggregate; provided, however, that neither Resolute nor any of its subsidiaries shall settle or compromise any proceeding if such settlement or compromise involves a material conduct remedy or other material injunctive or similar relief; involves an admission of criminal wrongdoing by Resolute or any of its subsidiaries; or has a materially restrictive impact on the business of Resolute or any of its subsidiaries;

authorize or make capital expenditures that are, in the aggregate greater than 112.5% of the aggregate amount of capital expenditures scheduled to be made in Resolute's capital expenditure budget for the applicable quarter of 2018 and 2019, except to the extent such operations are specifically described in the disclosure letter it delivered to Cimarex in connection with the merger agreement, except for capital expenditures to repair damage resulting from insured casualty events or capital expenditures required on an emergency basis or for the safety of individuals, assets or the environment;

hire any executive officer or any employees, consultants or other independent contractors (other than for the purpose of filling current openings or backfilling positions that become open after November 18, 2018) receiving annual salary or annual guaranteed compensation in excess of \$175,000, individually, or \$750,000, in the aggregate;

enter into any lease for real property that would be a material real property lease if entered into prior to November 18, 2018 or terminate, amend, assign, transfer, modify, supplement, deliver a notice of termination under, fail to renew, or waive or accelerate any rights or defer any liabilities under any material real property lease;

fail to maintain in full force and effect in all material respects, or fail to replace or renew, the material insurance policies of Resolute and its subsidiaries to the extent commercially reasonable in Resolute's business judgment in light of prevailing conditions in the insurance market; or

agree to take any action described above.

Interim Operations of Cimarex

Cimarex has agreed that, until the earlier of the effective time and the termination of the merger agreement pursuant to the merger agreement, it will, and will cause each of its subsidiaries to, conduct its businesses in the ordinary course, including by using commercially reasonable efforts to preserve substantially intact its present business organization and preserve its existing relationships with its key customers, suppliers, employees and creditors.

In addition, Cimarex has further agreed that, subject to certain exceptions set forth in the merger agreement, the disclosure letter Cimarex delivered to Resolute in connection with the merger agreement, as required by applicable law or otherwise consented to by Resolute in writing (which consent will not be unreasonably withheld, delayed or conditioned), until the earlier of the effective

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time and the termination of the merger agreement, Cimarex will not, and will not permit its subsidiaries to:

except as specifically set forth on the disclosure letter it delivered to Resolute in connection with the merger agreement, which provides that Cimarex may declare regular quarterly dividends to its common stockholders in an amount not to exceed \$0.24 per share, declare, set aside or pay any dividends on, or make any other distribution in respect of any outstanding capital stock of, or other equity interests in, Cimarex or its subsidiaries, except for (i) dividends and distributions required by the certificate of incorporation and bylaws of any subsidiary of Cimarex and (ii) dividends and distributions by a wholly owned subsidiary of Cimarex to Cimarex or another wholly owned subsidiary of Cimarex;

split, combine or reclassify any capital stock of, or other equity interests in, Cimarex or any of its subsidiaries;

purchase, redeem or otherwise acquire, or offer to purchase, redeem or otherwise acquire, any capital stock of, or other equity interests in, Cimarex, except as required by the terms of any capital stock or equity interest of a subsidiary or as contemplated by the terms of any Cimarex benefit plan (including any Cimarex equity-based award);

offer, issue, deliver, grant or sell, or authorize or propose to offer, issue, deliver, grant or sell, any capital stock of, or other equity interests in, Cimarex or any of its subsidiaries or any securities convertible into, or any rights, warrants or options to acquire, any such capital stock or equity interests, other than: (i) the issuance of Cimarex common stock upon the vesting, settlement, exercise or lapse of any restrictions on any awards granted under the Cimarex equity plan and outstanding on November 18, 2018 or issued in compliance with clause (iii); (ii) issuances by a wholly owned subsidiary of Cimarex of such subsidiary's capital stock or other equity interests to Cimarex or any other wholly owned subsidiary of Cimarex; (iii) issuances of awards granted under the Cimarex equity plan to employees, directors and other service providers in the ordinary course of business and consistent with past practice; (iv) the issuance of Cimarex common stock in connection with transactions between Cimarex and a wholly owned subsidiary of Cimarex or between wholly owned subsidiaries of Cimarex; and (v) issuances in connection with an acquisition by Cimarex permitted by the terms of the merger agreement;

amend Cimarex's, Merger Sub 1's or Merger Sub 2's organizational documents or adopt any material change in the organizational documents of any of Cimarex's material subsidiaries that would adversely affect the consummation of the transactions, in either case, including by merger, consolidation or otherwise;

adopt a plan of complete or partial liquidation or dissolution of Cimarex or any of its subsidiaries, other than such transactions among the Cimarex and any wholly owned subsidiaries of Cimarex or among wholly owned subsidiaries of Cimarex;

change in any material respect their material accounting principles, practices or methods that would materially affect the consolidated assets, liabilities or results of operations of Cimarex and its subsidiaries, except as required by GAAP or applicable law;

make (other than in the ordinary course of business), change or rescind any material election relating to taxes (including any such election for any joint venture, partnership, limited liability company or other investment where Cimarex has the authority to make such binding election, but excluding any such election that is made periodically and consistent with past practice), except where such election would not have a material and adverse effect on the tax position of Cimarex and its subsidiaries; and change any material method of tax accounting from those employed in the preparation of its tax returns that have been filed for prior taxable years;

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except pursuant to a definitive agreement entered into prior to November 18, 2018 and set forth on the disclosure letter it delivered to Resolute in connection with the merger agreement, enter into, participate or engage in, complete, or continue any discussions or negotiations with respect to (i) a merger, consolidation, combination or amalgamation with any person other than another wholly owned subsidiary of Cimarex; (ii) an acquisition or agreement to acquire (including by merging or consolidating with, purchasing any equity interest in or a substantial portion of the assets of, licensing, or by any other manner), any business or any corporation, partnership, association or other business organization or division thereof; (iii) entry into any partnership, joint venture or similar arrangement involving a material investment or expenditure of funds by Cimarex or any of its subsidiaries, in each case of the foregoing clauses (i)-(iii) if such action could reasonably be expected to prevent the consummation of the transactions contemplated by the merger agreement; or (iv) any transaction pursuant to which Cimarex would issue shares of Cimarex common stock in consideration of such transaction and the such issuance would require the vote of the stockholders of Cimarex pursuant to NYSE Rule 312.03(c); or

agree to take any action described above.

No Solicitation; Changes of Recommendation

Resolute has agreed that, from and after November 18, 2018, Resolute will, and will cause its subsidiaries, and its and their respective directors, officers and representatives to, immediately cease, and cause to be terminated, any solicitation, encouragement, discussion or negotiations that commenced prior to and were ongoing as of November 18, 2018 with respect to a Resolute competing proposal (as such term is defined in the section entitled " No Solicitation; Changes of Recommendation Definition of Competing Proposal" beginning on page 111).

Resolute has also agreed that, from and after November 18, 2018 until the effective time or the termination of the merger agreement in accordance with the terms thereof, Resolute will not, and will cause its subsidiaries and its and their respective directors, officers and representatives not to, directly or indirectly:

initiate, solicit or knowingly encourage or knowingly facilitate any inquiries, proposals, or offers regarding, or the making of a Resolute competing proposal;

engage in any discussions or negotiations with any person with respect to a Resolute competing proposal;

furnish any non-public information regarding Resolute or its subsidiaries, or access to the properties, assets or employees of Resolute or its subsidiaries, to any person in connection with or in response to a Resolute competing proposal;

enter into any letter of intent or agreement in principle, or other agreement or commitment in respect of any proposal or offer that constitutes a Resolute competing proposal (other than a confidentiality agreement in accordance with the merger agreement); or

resolve, agree or publicly propose to, or permit Resolute or any of its subsidiaries or any of its or their representatives to agree or publicly propose to take any of the actions referred to in the bullets directly above.

No Solicitation Exceptions. Notwithstanding the agreements described above, prior to, but not after, the time the merger proposal has been approved by Resolute stockholders, Resolute may engage in the matters described in the first, second and third bullets directly above with any person if Resolute receives a bona fide written Resolute competing proposal that did not arise from a breach of the

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obligations described directly above and in the section entitled " No Solicitation; Changes of Recommendation Definition of Competing Proposal" beginning on page 111; provided, however, that:

no information that is prohibited from being furnished pursuant to the foregoing obligations may be furnished until Resolute receives an executed confidentiality agreement, from the person making such Resolute competing proposal, subject to certain conditions; and

prior to taking any such actions, the Resolute board determines in good faith, after consultation with its financial advisors and outside legal counsel, that such Resolute competing proposal is, or could reasonably be expected to lead to, a Resolute superior proposal (as defined below).

A "Resolute superior proposal" means any bona fide, written Resolute competing proposal (with references to 25% being deemed to be replaced with references to 80%) by a third party, that in the good faith determination of the Resolute board, after consultation with Resolute's financial advisors and outside legal counsel and after taking into account relevant legal, financial, regulatory, estimated timing of consummation and other aspects of such proposal and the person or group making such proposal, taking into account financing requirements of the purchaser, would, if consummated in accordance with its terms, result in a transaction more favorable to Resolute's stockholders than the transactions contemplated by the merger agreement.

Notwithstanding the agreements described above, prior to, but not after, the time the merger proposal has been approved by Resolute stockholders, Resolute or any of its representatives may seek clarification from any person that has made a Resolute competing proposal solely to clarify and understand the terms and conditions of such proposal to provide adequate information for the Resolute board to determine to make an informed determination under the relevant provisions of the merger agreement.

Restrictions on Changes of Recommendation. Subject to certain exceptions described below, the Resolute board, may not:

fail to include its recommendation that Resolute stockholders approve the merger proposal in this proxy statement/prospectus;

withdraw, modify or qualify, or propose publicly to withdraw, modify or qualify, in a manner adverse to Cimarex, its recommendation that Resolute stockholders approve the merger proposal;

recommend, adopt or approve, or propose publicly to recommend, adopt or approve, any Resolute competing proposal; or

publicly make any recommendation in connection with a tender or exchange offer for any outstanding capital stock of Resolute, other than a recommendation to reject such offer.

The actions described in the four bullets directly above are referred to as the "Resolute recommendation change."

Permitted Changes of Recommendation and Permitted Termination to Enter into a Resolute Superior Proposal. Prior to, but not after, the merger proposal has been approved by Resolute stockholders, in response to a bona fide written Resolute competing proposal from a third party that did not arise from a breach of the "no solicitation" obligations described above and in the section entitled " No Solicitation; Changes of Recommendation No Solicitation by Resolute," the Resolute board may effect a Resolute recommendation change or terminate the merger agreement if:

the Resolute board determines in good faith, after consultation with its financial advisors and outside legal counsel, that such Resolute competing proposal is a Resolute superior proposal (taking into account any adjustment to the terms and conditions of the merger proposed by Cimarex in response to such Resolute competing proposal);

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Resolute will have given five business days' prior notice to Cimarex that Resolute has received such proposal, specifying the material terms and conditions of such proposal (including the identity of the person making such proposal), and, that Resolute intends to take such action;

after giving such notice and prior to effecting such Resolute recommendation change or termination, Resolute negotiates in good faith with Cimarex (to the extent Cimarex wishes to negotiate) to make such adjustments or revisions to the terms of the merger agreement such that the Resolute competing proposal would no longer constitute a Resolute superior proposal; and

at the end of the five-business-day period, prior to taking action to effect a Resolute recommendation change or terminate the merger agreement, the Resolute board takes into account any adjustments or revisions to the terms of the merger agreement proposed by Cimarex in writing, and determines in good faith after consultation with its financial advisors and outside legal counsel that the Resolute competing proposal remains a Resolute superior proposal.

In the event of any change to the financial terms of, or any other material amendment or material modification to any Resolute superior proposal, Resolute will be required to deliver a new written notice to Cimarex and to comply with the foregoing requirements with respect to such new written notice, except that the advance written notice obligation will be reduced to two business days.

Permitted Changes of Recommendation in Connection with Intervening Events. Prior to, but not after, the time the merger proposal has been approved by Resolute stockholders, in response to a Resolute intervening event (as defined below) that occurs or arises after November 18, 2018, Resolute may effect a Resolute recommendation change if:

the Resolute board determines in good faith, after consultation with its financial advisors and outside legal counsel, that a Resolute intervening event has occurred and that failure to effect a Resolute recommendation change in response to such Resolute intervening event would be reasonably likely to be inconsistent with the fiduciary obligations owed by the Resolute board to the Resolute stockholders under applicable law;

Resolute shall have given five business days' prior notice to Cimarex that Resolute has determined that a Resolute intervening event has occurred or arisen (which notice will reasonably describe such Resolute intervening event) and that Resolute intends to effect a Resolute recommendation change;

after giving such notice and prior to effecting such Resolute recommendation change, Resolute negotiates in good faith with Cimarex (to the extent Cimarex wishes to negotiate) to make such adjustments or revisions to the terms of the merger agreement as would permit the Resolute board not to effect a Resolute recommendation change in response thereto; and

at the end of the five-business-day period, prior to taking action to effect a Resolute recommendation change, the Resolute board takes into account any adjustments or revisions to the terms of the merger agreement proposed by Cimarex in writing and any other information offered by Cimarex in response to the notice, and determines in good faith after consultation with its financial advisors and outside legal counsel, that the failure to effect a Resolute recommendation change in response to such Resolute intervening event would be reasonably likely to be inconsistent with the fiduciary obligations owed by the Resolute board to the stockholders of Resolute under applicable law.

In the event of any material changes regarding any Resolute intervening event, Resolute will be required to deliver a new written notice to Cimarex and to comply with the foregoing requirements with respect to such new written notice, except that the advance written notice obligation will be reduced to three business days.

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A "Resolute intervening event" is a material fact, occurrence, effect, change, event or development that occurs or arises after November 18, 2018 that was not known to or reasonably foreseeable by the Resolute board as of November 18, 2018 (or, if known or reasonably foreseeable, the magnitude or material consequences of which were not known or reasonably foreseeable by the Resolute board as of November 18, 2018), subject to certain exceptions for events that would not constitute a Resolute intervening event, including the receipt, existence or terms of an actual or possible Resolute competing proposal and conditions (or changes in conditions) in the oil and gas exploration and production industry.

Confidentiality Agreement. Cimarex and Resolute have entered into a confidentiality agreement, dated as of September 10, 2018, which shall survive the execution and delivery of the merger agreement and applies to all information furnished under the confidentiality agreement and merger agreement. The confidentiality agreement will terminate as of the effective time.

Certain Permitted Disclosures. Resolute, directly or indirectly through one or more of its representatives, may, to the extent applicable, disclose to Resolute stockholders a position contemplated by Rules 14d-9 and 14e-2(a) promulgated under the Exchange Act or make any "stop, look and listen" communication to Resolute stockholders pursuant to Rule 14d-9(f) promulgated under the Exchange Act, or any similar statement in response to any publicly disclosed Resolute competing proposal. However, Resolute has agreed not to effect any Resolute change of recommendation other than in accordance with the applicable provisions of the merger agreement.

Definition of Competing Proposal. A "Resolute competing proposal" means any contract, proposal, inquiry, offer or indication of interest relating to any transaction or series of related transactions (other than transactions only with Cimarex or any of its subsidiaries) involving:

any direct or indirect acquisition (by asset purchase, stock purchase, merger, or otherwise) by any person or group of any business or assets of Resolute or any of its subsidiaries (including capital stock of the subsidiaries of Resolute) that account for 25% (based on the fair market value) or more of the consolidated assets of Resolute and its subsidiaries (including capital stock of the subsidiaries of Resolute), taken as a whole, or from which 25% or more of the consolidated revenues or earnings of Resolute and its subsidiaries are derived;

any direct or indirect acquisition of beneficial ownership by any person or group of 25% or more of the common shares of Resolute or any tender or exchange offer that if consummated would result in any person or group beneficially owning 25% or more of the common shares of Resolute; or

merger, consolidation, share exchange, business combination, recapitalization, liquidation, dissolution or similar transaction involving Resolute which is structured to permit any person or group to acquire beneficial ownership of at least 25% of Resolute's and its subsidiaries' assets or equity interests.

Preparation of Proxy Statement/Prospectus and Registration Statement

Cimarex and Resolute have agreed to promptly furnish to the other party such data and information relating to it, its subsidiaries (including, in Cimarex's case, the Merger Subs) and the holders of its capital stock, as such other party may reasonably request for the purpose of including such data and information in the registration statement, of which this proxy statement/prospectus forms a part, and this proxy statement/prospectus, and any amendments or supplements hereto.

Resolute and Cimarex have agreed to each use reasonable best efforts to cause this proxy statement/prospectus and the registration statement, of which this proxy statement/prospectus forms a part, to comply with the rules and regulations promulgated by the SEC and to respond promptly to any

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comments of the SEC or its staff. Cimarex and Resolute will each use its reasonable best efforts to cause the registration statement, of which this proxy statement/prospectus forms a part, to become effective under the Securities Act as soon after such filing as reasonably practicable and Cimarex will use reasonable best efforts to keep the registration statement, of which this proxy statement/prospectus forms a part, effective as long as is necessary to consummate the merger. Each of Resolute and Cimarex will advise the other promptly after it receives any request by the SEC for amendment of this proxy statement/prospectus or the registration statement, of which this proxy statement/prospectus forms a part, or comments thereon and responses thereto or any request by the SEC for additional information. Each of Resolute and Cimarex have agreed to use reasonable best efforts to cause all documents that it is responsible for filing with the SEC in connection with the transactions contemplated by the merger agreement to comply as to form and substance in all material respects with the applicable requirements of the Securities Act and the Exchange Act.

Prior to filing the registration statement, of which this proxy statement/prospectus forms a part (or any amendment or supplement thereto), or mailing this proxy statement/prospectus (or any amendment or supplement thereto) or responding to any comments of the SEC with respect thereto, each of Resolute and Cimarex has agreed to (i) provide the other with a reasonable opportunity to review and comment on such document or response (including the proposed final version of such document or response), (ii) include in such document or response all comments reasonably and promptly proposed by the other and (iii) not file or mail such document or respond to the SEC prior to receiving the approval of the other, which approval will not be unreasonably withheld, conditioned or delayed.

Cimarex and Resolute have agreed to make all necessary filings with respect to the merger and the transactions contemplated by the merger agreement under the Securities Act, the Exchange Act and applicable blue sky laws and the rules and regulations thereunder. Each party will advise the other, promptly after it receives notice thereof, of the time when the registration statement, of which this proxy statement/prospectus forms a part, has become effective or any supplement or amendment has been filed, the issuance of any stop order, the suspension of the qualification of the Cimarex common stock issuable in connection with the merger for offering or sale in any jurisdiction. Each of Resolute and Cimarex will use reasonable best efforts to have any such stop order or suspension lifted, reversed or otherwise terminated.

If at any time prior to the effective time of the first merger, any information relating to Cimarex or Resolute, or any of their respective affiliates, officers or directors, should be discovered by Cimarex or Resolute that should be set forth in an amendment or supplement to the registration statement, of which this proxy statement/prospectus forms a part, or this proxy statement/prospectus, so that such documents would not include any misstatement of a material fact or omit to state any material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading, the party which discovers such information will promptly notify the other party and an appropriate amendment or supplement describing such information will be promptly filed with the SEC and, to the extent required by applicable law, disseminated to the Resolute stockholders.

Resolute Stockholders' Meeting

Resolute has agreed to take all action necessary in accordance with applicable laws and the organizational documents of Resolute to duly give notice of, convene and hold a meeting of its stockholders for the purpose of obtaining the approval of the merger proposal by Resolute stockholders, to be held as promptly as reasonably practicable after the clearance of this proxy statement/prospectus by the SEC and the registration statement, of which this proxy statement/prospectus forms a part, is declared effective by the SEC. Except as permitted in the merger agreement, the Resolute board must recommend that the stockholders of Resolute vote in favor of the merger proposal and the Resolute board must solicit from Resolute stockholders proxies in favor of the

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merger proposal, and this proxy statement/prospectus is required to include such recommendation of the Resolute board.

Resolute (i) will be required to adjourn or postpone the Resolute stockholders meeting to the extent necessary to ensure that any supplement or amendment to this proxy statement/prospectus that is required to be filed and disseminated under applicable law is provided to Resolute's stockholders or if, as of the time for which the Resolute stockholders meeting is scheduled, there are insufficient shares of Resolute common stock represented (either in person or by proxy) to constitute a quorum necessary to conduct business at such Resolute stockholders meeting; provided, that a proxy related to the shares of Resolute common stock subject to a voting agreement will be deemed to have been received by Resolute for such purpose, and (ii) may adjourn or postpone the Resolute stockholders meeting if, Resolute reasonably determines in good faith that there are insufficient shares of Resolute common stock represented (either in person or by proxy) to obtain Resolute stockholder approval of the merger proposal. Notwithstanding the foregoing, the Resolute stockholders meeting will not be adjourned or postponed to a date that is more than 30 days after the date for which the Resolute stockholders meeting was previously scheduled (though the Resolute stockholders meeting shall be adjourned or postponed every time the circumstances described in (i) exist, and may be adjourned or postponed every time the circumstances described in (ii) exist) or to a date on or after two business days prior to the end date.

Resolute will promptly provide all voting tabulation reports relating to the Resolute stockholders meeting and will otherwise keep Cimarex reasonably informed regarding the status of the solicitation and any material oral or written communications from or to Resolute's stockholders with respect thereto. Unless there has been a Resolute recommendation change, the parties agree to cooperate and use their reasonable best efforts to defend against any efforts by any of Resolute's stockholders or any other person to prevent the approval of the merger proposal by Resolute stockholders.

Voting Agreements

Resolute has acknowledged that, pursuant to the Voting Agreements, the Resolute VA Stockholders have appointed and constituted Cimarex (subject to the terms of the applicable Voting Agreement) as such Resolute VA Stockholder's true and lawful attorney-in-fact and proxy (which proxy is irrevocable and which appointment is coupled with an interest, including for purposes of Section 212 of the DGCL), to the fullest extent of such Resolute VA Stockholder's rights with respect to the Subject Securities (as defined in the applicable Voting Agreement) beneficially owned by such Resolute VA Stockholder, to vote such Subject Securities at the Resolute stockholders meeting solely on the matters and in the manner specified in the Voting Agreement, and has agreed to recognize such proxy and the exercise thereof by Cimarex in accordance with its terms at any meeting of the Resolute stockholders, subject to applicable law.

Access to Information

Subject to applicable law and certain other exceptions set forth in the merger agreement, Resolute and Cimarex have each agreed to (and to cause its subsidiaries to), upon request by the other, furnish the other with all information concerning itself, its subsidiaries, directors, officers and stockholder and such other matters as may be reasonably necessary or advisable in connection with this proxy statement/prospectus, the registration statement, of which this proxy statement/prospectus forms a part, or any other statement, filing, notice or application made by or on behalf of Cimarex, Resolute or any of their respective subsidiaries to any third party or any governmental entity in connection with the transactions contemplated by the merger agreement.

Each party has agreed to, and to cause each of its subsidiaries to, afford to the other party and its representatives, during the period prior to the earlier of the effective time and the termination of the

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merger agreement, reasonable access, at reasonable times upon reasonable prior notice, to the officers, key employees, agents, properties, offices and other facilities of its and its subsidiaries and to their books, records, contracts and documents and to, and to cause each of its subsidiaries to, furnish reasonably promptly to the other party and its representatives such information concerning its and its subsidiaries' business, properties, contracts, records and personnel as may be reasonably requested, from time to time, by or on behalf of the applicable party. Each party and its representatives are required to conduct any such activities in such a manner as not to interfere unreasonably with the business or operations of the other party or its subsidiaries or otherwise cause any unreasonable interference with the prompt and timely discharge by the employees of the other party or its subsidiaries of their normal duties.

HSR and Other Regulatory Approvals

Except for the filings and notifications made pursuant to the HSR Act, promptly after November 18, 2018, the parties have agreed to prepare and file with the appropriate governmental entities and other third parties all authorizations, consents, notifications, certifications, registrations, declarations and filings that are necessary in order to consummate the transactions contemplated by the merger agreement and to diligently and expeditiously prosecute, and cooperate fully with each other in the prosecution of, such matters. Neither party nor its subsidiaries will agree to any actions, restrictions or conditions with respect to obtaining any consents, registrations, approvals, permits, expirations of waiting periods or authorizations in connection with the transactions contemplated by the merger agreement without the prior written consent of the other party (which consent shall not be unreasonably withheld, conditioned or delayed).

On December 10, 2018, Cimarex and Resolute each filed a pre-merger notification and report form under the HSR Act. Each of Cimarex and Resolute will, and will cause their respective subsidiaries to, cooperate fully with each other and will furnish to the other such necessary information and reasonable assistance as the other may reasonably request in connection with its preparation of any filings under any applicable antitrust laws. Unless otherwise agreed, Cimarex and Resolute will each use its reasonable best efforts to ensure the prompt expiration or termination of any applicable waiting period under the HSR Act. Cimarex and Resolute shall each use its reasonable best efforts to respond to and comply with any request for information or documentary material from any governmental entity charged with enforcing, applying, administering, or investigating any antitrust law, or any other competition authority of any other jurisdiction. In connection with the foregoing, each of Cimarex and Resolute have agreed to (and agreed to cause their respective subsidiaries to):

cooperate in all respects with each other in connection with any investigation or other inquiry, including any proceeding initiated by a private party;

promptly notify the other party of any communication concerning the merger agreement or any of the transactions contemplated thereby to that party from or with any governmental entity, or from any other person alleging that the consent of such person (or another person) is or may be required in connection with the transactions, and consider in good faith the views of the other party and keep the other party reasonably informed of the status of matters related to the transactions contemplated by the merger agreement; and

permit the other party to review in draft any proposed communication to be submitted by it to any governmental entity with reasonable time and opportunity to comment, and consult with each other in advance of any in-person or telephonic meeting or conference with any governmental entity (or, in connection with any proceeding by a private party, with any other person), and, to the extent permitted by the applicable governmental entity or person, not participate in any meeting or discussion with any governmental entity relating to any filings or investigations concerning the merger agreement or any of the transactions contemplated thereby

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unless it consults with the other party and its representatives in advance and invites the other party's representatives to attend in accordance with applicable laws.

Cimarex has agreed to take any and all action necessary to ensure that no governmental entity enters any order, decision, judgment, decree, ruling or injunction (preliminary or permanent), or establishes any law or other action preliminarily or permanently restraining, enjoining or prohibiting the consummation of the merger, or to ensure that no governmental antitrust authority with the authority to clear, authorize or otherwise approve the consummation of the merger fails to do so by the end date, including, but not limited to:

selling or otherwise disposing of, or holding separate and agreeing to sell or otherwise dispose of, assets, categories of assets or businesses of Resolute or Cimarex or their respective subsidiaries;

terminating existing relationships, contractual rights or obligations of Resolute or Cimarex or their respective subsidiaries;

terminating any venture or other arrangement;

creating any relationship, contractual rights or obligations of Resolute or Cimarex or their respective subsidiaries; or

effectuating any other change or restructuring of Resolute or Cimarex or their respective subsidiaries (and, in each case, to enter into agreements or stipulate to the entry of an order or decree or file appropriate applications with any governmental antitrust authority in connection with any of the foregoing and in the case of actions by or with respect to Resolute or its subsidiaries or its or their businesses or assets) (a "divestiture action").

However, none of Cimarex or any of its subsidiaries is required to take or agree to take any divestiture action or other action that would reasonably be expected to have, individually or in the aggregate, an adverse effect on the business, financial conditions or operations of Cimarex and Resolute on a combined basis, taken as a whole, after giving effect to the merger which effect would be a material adverse effect relative to a company that is of a size and scope substantially similar to Resolute, taken as a whole.

In the event that any action is threatened or instituted challenging the merger as violative of any antitrust law, Cimarex will take such action, including any divestiture action, as may be necessary to avoid, resist or resolve such action (provided, that in no event will Cimarex be required to make or agree to take any divestiture action that would reasonably be expected to have, individually or in the aggregate, an adverse effect on the business, financial conditions or operations of Cimarex and Resolute on a combined basis, taken as a whole, after giving effect to the merger which effect would be a material adverse effect relative to a company that is of a size and scope substantially similar to Resolute, taken as a whole). In the event that any permanent or preliminary injunction or other order is entered or becomes reasonably foreseeable to be entered in any proceeding that would make consummation of the transactions contemplated by the merger agreement in accordance with the terms of the merger agreement unlawful or that would restrain, enjoin or otherwise prevent or materially delay the consummation of the transactions contemplated by the merger agreement, Cimarex will promptly take any and all steps necessary to vacate, modify or suspend such injunction or order so as to permit such consummation prior to the end date.

Resolute, Cimarex, Merger Sub 1 and Merger Sub 2 have each agreed not to take any action that could reasonably be expected to hinder or delay obtaining the clearance or the expiration or termination of the required waiting period under the HSR Act.

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Employee Matters

Immediately following the effective time of the first merger, Cimarex has agreed to employ (or cause the surviving company or one of its subsidiaries to employ) each employee of Resolute and its subsidiaries who continues to be employed by Cimarex or its subsidiaries (including the surviving company and its subsidiaries) as of the effective time of the first merger and to provide to each such employee the base salary or wages and annual target cash bonus opportunity in effect as of immediately prior to the effective time of the first merger. Notwithstanding the foregoing, nothing herein shall, after the effective time of the first merger, impose on Cimarex or its subsidiaries, or the surviving company or any of its subsidiaries, any obligation to retain any employee for any amount of time or on any terms and conditions of employment.

With respect to any employee benefit plans of Cimarex or its subsidiaries in which any employees of Resolute or one of its subsidiaries immediately prior to the closing become eligible to participate on or after the effective time (the "new plans"), Cimarex will or will cause the surviving company or one of its subsidiaries to: (i) waive all pre-existing conditions, exclusions and waiting periods with respect to participation and coverage requirements applicable to such employees and their eligible dependents under any new plans, except to the extent such pre-existing conditions, exclusions or waiting periods would apply under the analogous Resolute benefit plan, (ii) provide each such employee and his or her eligible dependents with credit for any eligible expenses incurred by such employee or dependent prior to the effective time under a Resolute benefit plan (to the same extent that such credit was given under the analogous Resolute benefit plan prior to the effective time) in satisfying any applicable deductible, co-payment or out-of-pocket requirements under any new plans, and (iii) recognize all service of such employees with Resolute and its subsidiaries for all purposes in any new plan to the same extent that such service was taken into account under the analogous Resolute benefit plan prior to the effective time; provided that the foregoing service recognition will not apply to the extent it would result in duplication of benefits for the same period of services.

Indemnification; Directors' and Officers' Insurance

Cimarex and the surviving company have agreed to, jointly and severally, indemnify, defend and hold harmless each person who is now, or has been at any time prior to November 18, 2018 or who becomes prior to the effective time of the first merger, a director, officer or employee of Resolute or any of its subsidiaries or who acts as a fiduciary under any employee benefit plan of Resolute or any of its subsidiaries or is or was serving at the request of Resolute or any of its subsidiaries as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, employee benefit plan, trust or other enterprise ("indemnified persons") against all losses, claims, damages, costs, fines, penalties, expenses (including attorneys' and other professionals' fees and expenses), liabilities or judgments or amounts that are paid in settlement of, or incurred in connection with, any threatened or actual proceeding to which such indemnified person is a party or is otherwise involved (including as a witness) based, in whole or in part, on or arising, in whole or in part, out of the fact that such person is or was a director, officer or employee of Resolute or any of its subsidiaries, a fiduciary under any employee benefit plan of Resolute or any of its subsidiaries or is or was serving at the request of Resolute or any of its subsidiaries as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, employee benefit plan, trust or other enterprise or by reason of anything done or not done by such person in any such capacity, whether pertaining to any act or omission occurring or existing prior to, at or after the effective time of the first merger (the "indemnified liabilities"), including all indemnified liabilities based in whole or in part on, or arising in whole or in part out of, or pertaining to, the merger agreement or the transactions, in each case to the fullest extent permitted under applicable law (and Cimarex and the surviving company will, jointly and severally, pay expenses incurred in advance of the final disposition of any such proceeding to each indemnified person to the fullest extent permitted under applicable law and in

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accordance with the procedures (if any) set forth in the organizational documents of Resolute or any subsidiary of Resolute; provided, that such indemnified person to whom expenses are advanced provides an undertaking to repay such advances if it is ultimately determined that such indemnified person is not entitled to indemnification).

Cimarex and the surviving company will not amend, repeal or otherwise modify any provision in the organizational documents of the surviving company or its subsidiaries in any manner that would affect (or manage the surviving company or its subsidiaries, with the intent to or in a manner that would) adversely the rights thereunder or under the organizational documents of the surviving company or any of its subsidiaries of any indemnified person to indemnification, exculpation and advancement except to the extent required by applicable law. Cimarex will, and will cause the surviving company and its subsidiaries to, fulfill and honor any indemnification, expense advancement or exculpation agreements between Resolute or any of its subsidiaries and any of its directors, officers or employees existing immediately prior to the effective time of the first merger.

Cimarex and Resolute will cause to be put in place, and Cimarex will fully prepay immediately prior to the effective time of the first merger, "tail" insurance policies with a claims period of at least six years from the effective time of the first merger (the "tail period") from an insurance carrier with the same or better credit rating as Resolute's current insurance carrier with respect to directors' and officers' liability insurance with terms and conditions no less favorable as Resolute's existing policies, with respect to matters, acts or omissions existing or occurring at or prior to, but not after, the effective time of the first merger, provided, however, that Cimarex may elect in its sole discretion to, but will not be required to, spend more than 300% (the "cap amount") of the last annual premium paid by Resolute prior to the date hereof for the six years of coverage under such "tail" policy; provided, further, that if the cost of such insurance exceeds the cap amount, and Cimarex elects not to spend more than the cap amount for such purpose, then Cimarex will purchase the greatest coverage available for the six year period for the cap amount.

In the event that Cimarex, the surviving company, or any subsidiary of the surviving company, or any of their successors or assignees (i) consolidates with or merges into any other person and shall not be the continuing or surviving company or entity of such consolidation or merger or (ii) transfers all or substantially all of its properties and assets to any person, then, in each such case, proper provisions shall be made so that the successors and assigns of Cimarex, the surviving company, or any subsidiary of the surviving company, as the case may be, shall assume the obligations will assume the indemnification, insurance coverage and expense advancement obligations set forth in the merger agreement.

Transaction Litigation

In the event of any litigation or other legal proceedings by any governmental entity or other person is commenced or, to the knowledge of Cimarex or Resolute, as applicable, threatened, that questions the validity or legality of the transactions contemplated by the merger agreement or seeks damages in connection therewith, the parties agree to promptly (and in any event within two business days) notify the other party of such transaction litigation and will keep the other party reasonably informed with respect to the status thereof and cooperate and use their reasonable best efforts to defend against and respond thereto. Each party will give the other party a reasonable opportunity to participate in the defense or settlement of any transaction litigation against the first party and will consider in good faith the other party's advice with respect to such transaction litigation. Each party will not cease to defend, consent to the entry of any judgment, settle or offer to settle or take any other material action with respect to any transaction litigation against it without the prior written consent of the other party (which consent will not be unreasonably withheld, conditioned or delayed).

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Public Announcements

Except as described below each of Resolute and Cimarex agreed to not, and to cause its representatives not to, issue any public announcements or make other public disclosures regarding the merger agreement or the transactions contemplated thereby, without the prior written approval of the parties. Notwithstanding the forgoing, each of Resolute and Cimarex and its representatives may issue public announcements or make other public disclosures regarding the merger agreement or the transactions contemplated by the merger agreement, (i) as required by law or (ii) as required by the rules of any stock exchange upon which such party's or any of its subsidiaries' capital stock is traded. However, in each case, the disclosing party will endeavor, on a basis reasonable under the circumstances, to provide an opportunity to the other party to review and comment upon such public announcement or statement in advance and will give due consideration to all reasonable changes suggested thereto. In addition, each party may issue public announcements or make other public disclosures regarding the merger agreement or the transactions contemplated by the merger agreement with the prior written approval of the other party or that consist solely of information previously disclosed in press releases or announcements previously approved by either party or made by either party in compliance with the agreement. Furthermore, each party may make internal communications with its employees which are not made public, and neither party is required to consult with or obtain approval from the other party with respect to a public announcement or press release issued in connection with the receipt and existence of a Resolute competing proposal or a Resolute change of recommendation (other than as set forth in the merger agreement).

Advice of Certain Matters

Subject to compliance with applicable law, Resolute and Cimarex, as the case may be, have agreed to confer on a regular basis with each other and will promptly advise each other orally and in writing of any change or event having, or which would be reasonably likely to have, individually or in the aggregate, a Resolute material adverse effect or a Cimarex material adverse effect, as the case may be. Except with respect to antitrust laws, Resolute and Cimarex have agreed to promptly provide each other (or their respective counsel) with copies of all filings made by such party or its subsidiaries with the SEC or any other governmental entity in connection with the merger agreement and the transactions contemplated by the merger agreement.

Section 16 Matters

Prior to the effective time, the parties have agreed to take all such steps as may be required to cause any dispositions of equity securities of Resolute or acquisitions of equity securities of Cimarex in connection with the merger agreement by each individual who is subject to the reporting requirements of Section 16(a) of the Exchange Act with respect to Resolute, or will become subject to such reporting requirements with respect to Cimarex, to be exempt under Rule 16b-3 under the Exchange Act.

Stock Exchange Listing

Prior to the closing, Cimarex will take all action necessary to cause the shares of Cimarex common stock to be issued in the merger to be approved for listing on NYSE prior to the closing date, subject to official notice of issuance.

Tax Matters

The merger agreement is intended to constitute a "plan of reorganization" within the meaning of Treasury Regulations Sections 1.368-2(g) and 1.368-3 and the parties adopt it as such. Each of Cimarex and Resolute have agreed to use (and to cause its respective subsidiaries to use) its reasonable best efforts to cause the merger to qualify, and have agreed not to take or knowingly fail to take (and to

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cause its subsidiaries not to take or knowingly fail to take) any action that would, or would reasonably be expected to, prevent or impede the merger from qualifying, as a "reorganization" within the meaning of Section 368(a) of the Code. Further, the merger agreement contains additional representations, warranties and covenants relating to the preservation of the tax-free status of the merger.

Anti-Takeover Laws

Each party to the merger agreement has agreed that it will not take any action that would cause the transactions contemplated by the merger agreement to be subject to the requirements imposed by any "fair price," "moratorium," "control share acquisition," "business combination" or any other anti-takeover statute or similar statute enacted under applicable law, and each of them will take all reasonable steps within its control to exempt (or ensure the continued exemption of) the transactions contemplated by the merger agreement from any such anti-takeover law that purports to apply to the merger agreement or the transactions contemplated by the merger agreement.

Resignations

At the closing, except as otherwise may be agreed by Cimarex, Resolute shall request the resignation of each member of the Resolute board who is in office immediately prior to the effective time of the first merger, which resignations shall be effective as of (but conditioned on the occurrence of) the effective time of the first merger.

Resolute Debt and Termination of Liens

Resolute has agreed to use commercially reasonable efforts to, at the request of Cimarex and concurrently with the closing of the merger, and upon the delivery of funds sufficient by Cimarex to repay in full any amounts then borrowed or currently outstanding under Resolute's revolving credit facility, (i) obtain customary payoff letters and take all such actions as may be necessary to terminate or cause to be terminated the revolving credit facility and all applicable commitments related to or under the revolving credit facility, (ii) make arrangements for the release of all liens arising from or granted in connection with the revolving credit facility and (iii) make arrangements for the release of any guarantees in connection therewith.

In connection with the merger, in the event that Cimarex desires that Resolute consummate an optional redemption and a satisfaction and discharge with respect to Resolute's 8.50% Senior Notes due 2020, Resolute has agreed to use commercially reasonable efforts to, and to cause its subsidiaries to, cooperate with Cimarex to facilitate the optional redemption and satisfaction and discharge of such notes concurrently with the closing of the merger.

Cimarex has agreed to, promptly upon Resolute's request, reimburse Resolute for any documented reasonable out-of-pocket fees and expenses incurred in connection with the debt repayments. In addition, Cimarex will indemnify and hold harmless Resolute, its subsidiaries and their respective officers, directors, employees, accountants, consultants, agents, legal counsel, financial advisors and other representatives for and against any and all liabilities, losses, damages, claims, costs, expenses (including reasonable attorney's fees), interest, awards, judgments and penalties suffered or incurred by them in connection with the debt repayments.

For a description of Resolute's existing indebtedness, see Resolute's Annual Report on Form 10-K for the year ended December 31, 2017, filed on March 12, 2018, which is incorporated by reference into this proxy statement/prospectus.

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Resolute Benefit Plans

Prior to the closing date, Resolute shall take all actions necessary or appropriate to adopt resolutions to terminate each Resolute benefit plan that includes a "qualified cash or deferred arrangement" as defined in Section 401(k)(2) of the Code (the "Resolute 401(k) plan") effective no later than the day immediately preceding the closing date; provide evidence that each Resolute 401(k) plan has been terminated; and take such other actions reasonably necessary or appropriate in furtherance of terminating each Resolute 401(k) plan as Cimarex may reasonably require. Each participant in the Resolute 401(k) plan who is employed by Cimarex or the surviving corporation after the effective time of the first merger shall be immediately eligible, as of the effective time of the first merger, to commence participation in a tax-qualified defined contribution plan of Cimarex or one of its affiliates (the "Cimarex 401(k) plan") and be given the opportunity to elect to "roll over" the account balance (including any outstanding loans) under the Resolute 401(k) plan to the Cimarex 401(k) plan.

Conditions to the Completion of the Merger

Mutual Conditions. Each party's obligation to complete the merger is subject to the satisfaction or waiver of the following mutual conditions:

Resolute Stockholder Approval. The Resolute merger proposal must have been approved by the affirmative vote of a majority of the outstanding shares of Resolute common stock entitled to vote on the merger proposal, in accordance with the DGCL and the Resolute organizational documents.

Regulatory Approval. Any waiting period under the HSR Act applicable to the merger and the other transactions contemplated by the merger agreement must have expired or been terminated.

No Injunctions or Restraints. No governmental entity of the United States or any state thereof having jurisdiction over Cimarex, Resolute or the Merger Subs shall have issued any order, decree, ruling, injunction or other action that is in effect (whether temporary, preliminary or permanent) restraining, enjoining or otherwise prohibiting the consummation of the merger and no law that makes the consummation of the merger illegal or otherwise prohibited shall have been adopted after November 18, 2018.

Effectiveness of the Registration Statement. The registration statement, of which this proxy statement/prospectus forms a part, must have been declared effective by the SEC under the Securities Act and must not be the subject of any stop order or proceedings seeking a stop order.

NYSE Listing. The shares of Cimarex common stock issuable to Resolute stockholders pursuant to the merger agreement must have been authorized for listing on the NYSE, upon official notice of issuance.

Additional Conditions to the Obligations of Cimarex and the Merger Subs. The obligations of Cimarex and the Merger Subs to complete the merger are subject to the satisfaction or waiver of further conditions, including:

Certain representations and warranties of Resolute set forth in the merger agreement regarding capital stock and absence of certain changes or events since September 30, 2018 must have been true and correct as of November 18, 2018 and must be true and correct as of the closing date, as though made on and as of the closing date (except, with respect to certain representations and warranties regarding capital stock, for any de minimis inaccuracies) (except that representations and warranties that speak as of a specified date or period of time will have been true and correct only as of such date or period of time);

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Certain other representations and warranties of Resolute set forth in the merger agreement relating to organization, standing and power, payment of preferred stock dividends, authority, opinion of financial advisors and brokers must have been true and correct in all material respects as of November 18, 2018 and must be true and correct in all material respects as of the closing date, as though made on and as of the closing date (except that representations and warranties that speak as of a specified date or period of time will have been true and correct in all material respects only as of such date or period of time);

All other representations and warranties of Resolute set forth in the merger agreement must have been true and correct as of November 18, 2018 and must be true and correct as of the closing date, as though made on and as of the closing date (except that representations and warranties that speak as of a specified date or period of time must have been true and correct only as of such date or period of time), except where the failure of such representations and warranties to be so true and correct (without regard to qualification or exceptions contained therein as to "materiality," "in all material respects" or "Resolute material adverse effect") that would not reasonably be expected to have, individually or in the aggregate, a Resolute material adverse effect;

Resolute having performed and complied with in all material respects all of its obligations under the merger agreement required to be performed or complied with at or prior to the effective time of the first merger;

Cimarex having received a certificate of Resolute signed by an executive officer of Resolute, dated as of the closing date, confirming that the conditions set forth in the four bullets directly above have been satisfied; and

Cimarex having received an opinion from Cimarex tax counsel, in form and substance reasonably satisfactory to Cimarex, dated as of the closing date, to the effect that, on the basis of the facts, representations and assumptions set forth or referred to in such opinion, the merger will qualify as a "reorganization" within the meaning of Section 368(a) of the Code.

Additional Conditions to the Obligations of Resolute. The obligation of Resolute to complete the merger is subject to the satisfaction or waiver of the following additional conditions:

Certain representations and warranties of Cimarex and the Merger Subs set forth in the merger agreement regarding capital stock and absence of certain changes or events since September 30, 2018 must have been true and correct as of November 18, 2018 and must be true and correct as of the closing date, as though made on and as of the closing date (except, with respect to certain representations and warranties regarding capital stock, for any de minimis inaccuracies) (except that representations and warranties that speak as of a specified date or period of time will have been true and correct only as of such date or period of time);

Certain other representations and warranties of Cimarex and the Merger Subs set forth in the merger agreement relating to organization, standing and power, authority, opinion of financial advisor and brokers must have been true and correct in all material respects as of November 18, 2018 and must be true and correct in all material respects as of the closing date, as though made on and as of the closing date (except that representations and warranties that speak as of a specified date or period of time will have been true and correct in all material respects only as of such date or period of time);

All other representations and warranties of Cimarex and the Merger Subs set forth in the merger agreement must have been true and correct as of November 18, 2018 and must be true and correct as of the closing date, as though made on and as of the closing date (except that representations and warranties that speak as of a specified date or period of time must have been true and correct only as of such date or period of time), except where the failure of such

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representations and warranties to be so true and correct (without regard to qualification or exceptions contained therein as to "materiality," "in all material respects" or "Cimarex material adverse effect") that would not reasonably be expected to have, individually or in the aggregate, a Cimarex material adverse effect;

Cimarex and the Merger Subs having performed and complied with in all material respects all of their respective obligations under the merger agreement required to be performed or complied with by them at or prior to the effective time of the first merger;

Resolute having received a certificate of Cimarex signed by an executive officer of Cimarex, dated as of the closing date, confirming that the conditions in the four bullets directly above have been satisfied; and

Resolute having received an opinion from Resolute tax counsel, in form and substance reasonably satisfactory to Resolute, dated as of the closing date, to the effect that, on the basis of the facts, representations and assumptions set forth or referred to in such opinion, the merger will qualify as a "reorganization" within the meaning of Section 368(a) of the Code.

Frustration of Closing Conditions. None of Cimarex, Resolute or the Merger Subs may rely, either as a basis for not consummating the merger or for terminating the merger agreement, on the failure of any condition set forth above, as the case may be, to be satisfied if such failure was caused by such party's breach in any material respect of any provision of the merger agreement.

Termination

Cimarex and Resolute may terminate the merger agreement and abandon the merger at any time prior to the effective time of the first merger by mutual written consent of Cimarex and Resolute.

The merger agreement may also be terminated by either Cimarex or Resolute at any time prior to the effective time in any of the following situations:

If any governmental entity of the United States or any state thereof having jurisdiction over any party has issued any order, decree, ruling or injunction or taken any other action permanently restraining, enjoining or otherwise prohibiting the consummation of the merger and such order, decree, ruling or injunction or other action has become final and nonappealable, or if any law has been adopted that permanently makes the consummation of the merger illegal or otherwise permanently prohibited, so long as the terminating party has not violated or breached any material covenant or agreement under the merger agreement that has been the primary cause of or resulted in such order, decree, ruling or injunction or other action;

If the merger has not been consummated on or before 5:00 p.m., Mountain time, on July 18, 2019 (subject to extension to October 18, 2019 for the sole purpose of obtaining regulatory clearances) (the "end date"), so long as the terminating party has not violated or breached any material covenant or agreement under the merger agreement where such failure has been the primary cause of or resulted in the failure of the merger to occur on or before such date (the "end date termination event");

In the event of a breach by the other party of any representation, warranty, covenant or other agreement contained in the merger agreement which would give rise to the failure of an applicable closing condition if it was continuing as of the closing date (and such breach cannot be or has not been cured by the earlier of (i) 45 days after the giving of written notice to the breaching party of such breach and (ii) two business days prior to the end date) (a "terminable breach"), so long as the terminating party is not then in terminable breach of any representation, warranty, covenant or other agreement under the merger agreement (which, in

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the case of a breach by Resolute, referred to as a "Resolute terminable breach event" and, in the case of a breach by Cimarex, referred to as a "Cimarex terminable breach event"); or

If Resolute stockholders do not approve the merger proposal upon a vote held at a duly held Resolute stockholders meeting, or at any adjournment or postponement thereof (the "Resolute stockholder approval termination event").

Further, the merger agreement may be terminated by Resolute if prior to, but not after, the approval of the merger proposal by Resolute stockholders, the Resolute board has received a Resolute superior proposal, so long as Resolute has contemporaneously with such termination tendered payment to Cimarex of the termination fee (as described below) and Resolute has complied with the match right and "no solicitation" obligations under the merger agreement with respect to such Resolute superior proposal (the "Resolute superior proposal termination event").

The merger agreement may also be terminated by Cimarex if prior to, but not after, the approval of the merger proposal by Resolute stockholders, if the Resolute board effects a Resolute recommendation change.

Termination Fees Payable. The merger agreement requires Resolute to pay Cimarex the termination fee if:

Cimarex terminates the merger agreement due to a Resolute recommendation change;

Resolute terminates the merger agreement due to a Resolute superior proposal termination event; or

(i) Cimarex or Resolute terminates the merger agreement due to a Resolute stockholder approval termination event or Cimarex terminates the merger agreement due to a Resolute terminable breach event and such breach giving rise to such termination was a willful and material breach by Resolute of a covenant or other agreement in the merger agreement, (ii) on or before the date of any such termination a Resolute competing proposal shall have been publicly announced or disclosed prior to the Resolute stockholders meeting and (iii) within 12 months after the date of such termination, Resolute enters into a definitive agreement with respect to a Resolute competing proposal or consummates any transaction meeting the parameters of a Resolute competing proposal. For purposes of this paragraph, any reference in the definition of Resolute competing proposal to "25%" will be deemed to be a reference to "more than 80%."

In no event will Resolute be required to pay the termination fee on more than one occasion.

Expenses Payable by Resolute. If the merger agreement is terminated because of a Resolute stockholder approval termination event, Resolute shall be required to reimburse Cimarex for its transaction expenses in an amount equal to \$7.5 million. In no event will Cimarex be entitled to receive more than one termination fee, net of any expense reimbursement.

Effect of Termination

In the event of termination of the merger agreement pursuant to the provisions described in the section entitled " Termination" beginning on page 122, the merger agreement (other than certain provisions as set forth in the merger agreement) will become void and of no effect with no liability on the part of any party to the merger agreement. However, except as otherwise expressly provided in the merger agreement, no termination of the merger agreement will relieve any party to the merger agreement of any liability or damages to the other parties resulting from any willful and material breach of the merger agreement.

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Expenses. Except as otherwise provided in the merger agreement, whether or not the merger is completed, all costs and expenses incurred in connection with the merger agreement, the merger and the other transactions contemplated by the merger agreement will be paid by the party incurring the expense.

Specific Performance; Remedies

Cimarex, Resolute and the Merger Subs have agreed that (i) any non-breaching party will be entitled to injunctive and other equitable relief, without proof of actual damages; (ii) the breaching party will not to raise any objections to the availability of the equitable remedy of specific performance to prevent or restrain breaches or threatened breaches of, or to enforce compliance with, the covenants and obligations of such party under the merger agreement and will not plead in defense thereto that there would be an adequate remedy at law; and (iii) the breaching party agrees to waive any requirement that the non-breaching party obtain, furnish or post any bond or similar instrument in connection with or as a condition to obtaining any remedy in the merger agreement.

The monetary remedies and the specific performance remedies set forth in the merger agreement will be the sole and exclusive remedies of (i) Resolute and its subsidiaries against Cimarex and the Merger Subs and any of their respective former, current or future directors, officers, stockholders, representatives or affiliates for any loss suffered as a result of the failure of the merger to be consummated except in the case of intentional and knowing fraud or a willful and material breach of any covenant, agreement or obligation (in which case only Cimarex shall be liable for damages for such intentional and knowing fraud or willful and material breach), and upon payment of such amount, none of Cimarex or the Merger Subs or any of their respective former, current or future general or limited partners, stockholders, managers, members, representatives or affiliates shall have any further liability or obligation relating to or arising out of the merger agreement or the transactions, except for the liability of Cimarex in the case of intentional and knowing fraud or a willful and material breach of any covenant, agreement or obligation; and (ii) Cimarex and the Merger Subs against Resolute and its subsidiaries and any of their respective former, current or future directors, officers, stockholders, representatives or affiliates for any loss suffered as a result of the failure of the merger to be consummated except in the case of intentional and knowing fraud or a willful and material breach of any covenant, agreement or obligation (in which case only Resolute shall be liable for damages for such intentional and knowing fraud or willful and material breach), and upon payment of such amount, none of Resolute and its subsidiaries or any of their respective former, current or future directors, officers, stockholders, representatives or affiliates shall have any further liability or obligation relating to or arising out of the merger agreement or the transactions, except for the liability of Resolute in the case of intentional and knowing fraud or a willful and material breach of any covenant, agreement or obligation.

No Third Party Beneficiaries

Nothing in the merger agreement, express or implied, is intended to or confers upon any person other than Cimarex, Resolute and the Merger Subs any right, benefit or remedy of any nature whatsoever under or by reason of the merger agreement, except:

In the event of Cimarex's, Merger Sub 1's or Merger Sub 2's willful and material breach of the merger agreement or intentional and knowing fraud, then Resolute's stockholders, acting solely through Resolute, shall be beneficiaries of the merger agreement and shall be entitled to pursue any and all legally available remedies, including equitable relief, and to seek recovery of all losses, liabilities, damages, costs and expenses of every kind and nature, including reasonable attorneys' fees provided, however, that the rights granted pursuant to this sentence shall be enforceable only by Resolute, on behalf of the Resolute stockholders, in Resolute's sole discretion, it being understood and agreed such rights shall attach to such Resolute shares and

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subsequently trade and transfer therewith and, consequently, any damages, settlements, or other amounts recovered or received by Resolute with respect to such rights may, in Resolute's sole discretion, be (a) distributed, in whole or in part, by Resolute to the holders of shares of Resolute's common stock of record as of any date determined by Resolute or (b) retained by Resolute for the use and benefit of Resolute on behalf of its stockholders in any manner Resolute deems fit;

The rights of the former holders of Resolute common stock, Resolute preferred stock and/or Resolute equity awards to receive the merger consideration obligations described under " Effect of the Merger on Capital Stock; Merger Consideration" and " Treatment of Resolute Equity Awards and Restricted Cash Awards in the Merger" beginning on pages 94 and 97; and

The right of the indemnified persons to enforce the obligations described under " Indemnification; Directors' and Officers' Insurance" beginning on page 116.

Amendment

The merger agreement may be amended by Cimarex, Resolute and the Merger Subs by action taken or authorized by their respective boards; however, after the approval by Resolute stockholders of the merger proposal, no amendment or waiver may be made which requires further approval by Resolute stockholders under applicable law unless such further approval is obtained. The merger agreement may not be amended except by an instrument in writing signed on behalf of each of the parties.

Governing Law; Venue; Waiver of Jury Trial

The merger agreement, and all claims or causes of action (whether in contract or tort) that may be based upon, arise out of or relate to the merger agreement, or the negotiation, execution or performance of the merger agreement, are governed by and construed in accordance with the laws of the State of Delaware, without giving effect to the principles of conflicts of law thereof.

The parties to the merger agreement irrevocably submit to the jurisdiction of the Court of Chancery of the State of Delaware or, if the Court of Chancery of the State of Delaware or the Delaware Supreme Court determines that the Court of Chancery of the State of Delaware does not have or should not exercise subject matter jurisdiction over such matter, the Superior Court of the State of Delaware and the federal courts of the United States of America located in the State of Delaware solely in connection with any dispute that arises in respect of the interpretation and enforcement of the provisions of the merger agreement and the documents referred to in the merger agreement or in respect of the transactions contemplated by the merger agreement.

Each party to the merger agreement irrevocably waived any right to a trial by jury in respect of any litigation directly or indirectly arising out or relating to the merger agreement or the transactions contemplated by the merger agreement.

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THE VOTING AGREEMENTS

This section describes the material terms of the Voting Agreements, which were executed on November 18, 2018. The description of the Voting Agreements in this section and elsewhere in this proxy statement/prospectus is qualified in its entirety by reference to the complete text of the Voting Agreements, the forms of which are attached as Annex B and Annex C to the merger agreement attached as Annex A and incorporated by reference into this proxy statement/prospectus. This summary does not purport to be complete and may not contain all of the information about the Voting Agreements that are important to you.

Concurrently with the execution of the merger agreement, on November 18, 2018, as inducement for Cimarex to enter into the merger agreement, Cimarex entered into the Voting Agreements with each of the Resolute VA Stockholders, which collectively beneficially own approximately 26% of the issued and outstanding Resolute common shares.

Pursuant to the Voting Agreements, each Resolute VA Stockholder agreed during the term of its respective Voting Agreement to, among other things, upon the terms and subject to the conditions therein:

vote all of its Resolute common shares in favor of the merger proposal and the adjournment proposal;

vote all of its Resolute common shares against (i) any action or agreement that would reasonably be expected to result in any condition to the consummation of the merger in the merger agreement not being fulfilled, (ii) any Resolute competing proposal, (iii) any action which would materially delay, postpone or adversely affect the consummation of the transactions contemplated by the merger agreement, including the merger, or dilute, in any material respect, the benefit of such transactions to Cimarex or to Cimarex's stockholders, and (iv) any action which would result in a breach of any representation, warranty, covenant or agreement of Resolute in the merger agreement;

not exercise or assert any appraisal rights under Section 262 of the DGCL in connection with the merger; and

not sell or otherwise transfer its Resolute common shares, subject to certain exceptions.

Each Resolute VA Stockholder appointed and constituted Cimarex during the term of its respective Voting Agreement with full power of substitution and resubstitution, as such Resolute VA Stockholder's true and lawful attorney-in-fact and proxy (which proxy is irrevocable and which appointment is coupled with an interest, including for purposes of Section 212 of the DGCL), to the fullest extent of such Resolute VA Stockholder's rights with respect to the Resolute shares beneficially owned by such Resolute VA Stockholder, to vote such shares solely with respect to the matters set forth above, subject to certain exceptions, and each Resolute VA Stockholder retained the authority to vote its shares in its discretion on all other matters.

The Voting Agreements apply to the Resolute VA Stockholders only in their capacity as stockholders of Resolute and will not (a) restrict any actions taken (or failure to take actions) by such Resolute VA Stockholder or its designees or representatives who are a director or officer of Resolute solely in his or her capacity as a director or officer of Resolute or (b) be construed to prohibit, limit or restrict such Resolute VA Stockholder from exercising its fiduciary duties as a director or officer of Resolute.

The Voting Agreements with Betz, Sutton and Gazulis will terminate upon the earliest to occur of the effective time of the first merger, the termination of the merger agreement pursuant to and in compliance with the terms thereof or the termination of such party's Voting Agreement by mutual written consent of the parties thereto. The Voting Agreements with Monarch, Goff and RCH will

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terminate upon the earliest to occur of (a) the receipt of Resolute stockholder approval, (b) the date of any amendment, waiver or modification of the merger agreement without Resolute stockholders' prior written consent that has the effect of (i) decreasing the merger consideration, (ii) changing the form of merger consideration, in each case, payable to the Resolute stockholders or (iii) otherwise affecting the Resolute stockholders in a materially adverse manner, (c) the termination of the merger agreement pursuant to and in compliance with the terms thereof or (d) the termination of such party's Voting Agreement by mutual written consent of the parties thereto.

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INFORMATION ABOUT THE COMPANIES

Cimarex

Cimarex is an independent oil and gas exploration and production company. Its principal areas of operations are located in Oklahoma, Texas and New Mexico. Most of Cimarex's wells are drilled in the Wolfcamp Shale and Bone Spring Sands in the Permian Basin and in the Woodford and Meramec Shales in Western Oklahoma.

Cimarex's principal offices are located at 1700 Lincoln Street, Suite 3700, Denver, Colorado 80203 and its telephone number is (303) 295-3995. Cimarex common shares are listed on the NYSE, trading under the symbol "XEC."

Resolute

Resolute is an independent oil and gas company engaged in the exploitation, development, exploration for and acquisition of oil and gas properties with assets located in the Delaware Basin in West Texas. Resolute has significant assets in one of the major oil shale plays in the United States, the Wolfcamp Shale in the Southern Delaware Basin of West Texas.

Resolute's principal offices are located at 1700 Lincoln Street, Suite 2800, Denver, Colorado 80203 and its telephone number is (303) 534-4600. Resolute common shares are listed on the NYSE, trading under the symbol "REN."

Merger Sub 1

Merger Sub 1, a wholly owned subsidiary of Cimarex, is a Delaware corporation formed on November 16, 2018 for the purpose of effecting the merger. At the effective time, Merger Sub 1 will merge with and into Resolute, with Resolute continuing as the surviving corporation and a wholly owned subsidiary of Cimarex. Merger Sub 1 has not conducted any activities other than those incidental to its formation and the matters contemplated by the merger agreement, including the preparation of applicable regulatory filings in connection with the merger.

Merger Sub 2

Merger Sub 2, a wholly owned subsidiary of Cimarex, is a Delaware limited liability company formed on November 16, 2018 for the purpose of effecting the second merger. After completion of the first merger of Merger Sub 1 with and into Resolute, Resolute will merge with and into Merger Sub 2 in the second merger, with Merger Sub 2 continuing as the surviving company and a wholly owned subsidiary of Cimarex. Merger Sub 2 has not conducted any activities other than those incidental to its formation and the matters contemplated by the merger agreement, including the preparation of applicable regulatory filings in connection with the merger.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

The following table, based in part upon information supplied by officers, directors and principal stockholders, sets forth certain information known to Resolute with respect to beneficial ownership of Resolute common stock as of December 7, 2018 (or with respect to beneficial owners of more than 5% of Resolute common stock, such date as indicated in the footnote for such beneficial owner in the table below), by (i) each person known to Resolute to be a beneficial owner of more than 5% of Resolute common stock, (ii) each named executive officer, (iii) each director of Resolute, and (iv) all directors and executive officers of Resolute as a group. Except as otherwise indicated, each person has sole voting and investment power with respect to all shares shown as beneficially owned, subject to community property laws where applicable. Voting power is the power to vote or direct the voting of securities, and dispositive power is the power to dispose of or direct the disposition of securities. The address for all directors and officers is c/o Resolute Energy Corporation, 1700 Lincoln Street, Suite 2800, Denver, CO 80203.

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Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership(1)	Percent of Class
Cimarex Energy Co. 1700 Lincoln Street, Suite 3700 Denver, Colorado 80203 KEMC Fund IV GP, LLC	6,147,236(2)	26.4%
c/o Kimmeridge Energy Management Company, LLC 400 Madison Avenue, Suite 14C New York, New York 10017 Wellington Management Group LLP	2,824,506(3)	12.1%
c/o Wellington Management Company LLP 280 Congress Street Boston, Massachusetts 02210 Monarch Alternative Capital LP	2,545,120(4)	10.9%
535 Madison Avenue New York, New York 10022 Lion Point Capital, LP	2,268,072(5)(26)	9.7%
250 West 55th Street, 33 rd Floor New York, New York 10019 John C. Goff	2,218,708(6)	9.5%
c/o Goff Capital, Inc. 500 Commerce Street, Suite 700 Fort Worth, Texas 76102 BlackRock, Inc.	1,963,302(7)(26)	8.4%
55 East 52nd Street New York, New York 10055 The Vanguard Group	1,399,693(8)	6.0%
100 Vanguard Blvd. Malvern, Pennsylvania 19355 Nicholas J. Sutton	1,297,500(9)	5.6%
Richard F. Betz	542,164(10)(26)	2.3%
James M. Piccone	314,838(11)(26)	1.4%
Theodore Gazulis	77,932(12)	*
Michael N. Stefanoudakis	264,563(13)(26)	1.1%
Bob D. Brady, Jr.	119,264(14)	*
James E. Duffy	113,740(15)	*
Gary L. Hultquist	6,635(16)	*
Thomas O. Hicks, Jr.	32,964(17)	*
William K. White	105,032(18)	*
Janet W. Pasque	19,428(19)	*
Tod C. Benton	12,217(20)	*
Joseph Citarrella	6,617(21)	*
Wilkie S. Colyer, Jr.	2,770(22)	*
Robert J. Raymond	73,390(23)	*
All directors and executive officers as a group (15 persons)	559,326(24)(26)	2.4%
	2,265,917(25)	9.7%

*

Represents less than 1% of the outstanding shares of Resolute common stock.

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- (1) Security ownership information for beneficial owners is taken from statements filed with the SEC pursuant to Sections 13(d), 13(g) and 16(a) of the Exchange Act, and information made known to Resolute. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Shares of Resolute common stock subject to options or warrants or other derivative securities that are currently exercisable within 60 days of December 7, 2018 are deemed to be outstanding for the purpose of computing the percentage ownership of the person holding those options or warrants or derivative securities, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Restricted stock subject to conditions on vesting is considered issued and outstanding for all purposes. The percentage of beneficial ownership is based on 23,319,139 shares of Resolute common stock outstanding as of December 7, 2018.
- (2) Cimarex does not own any shares of Resolute common stock. However, because Cimarex is a party to the Voting Agreements, Cimarex may be deemed to have shared voting power to vote up to an aggregate of 6,147,236 shares of Resolute common stock (which as of the date of the Voting Agreements (November 18, 2018) includes (i) 239,036 shares of Resolute restricted stock, (ii) options to purchase 372,314 shares of Resolute common stock, (iii) 134,198 Outperformance RSUs which would, if the relevant performance and other vesting conditions were met, result in the issuance of one share of Resolute common stock to the holder of each such outperformance share right, and (iv) 67,723 shares of Resolute common stock issuable upon conversion of 2,000 shares of Resolute preferred stock) with respect to the matters covered by the Voting Agreements. Pursuant to Rule 13d-4, Cimarex disclaims all such beneficial ownership. Please see "The Voting Agreements" beginning on page 126 for more information.
- (3) This disclosure is based on a Form 4 filed with the SEC on November 14, 2018 and Amendment No. 3 to Schedule 13D filed with the SEC on November 1, 2018 on behalf of KEMC Fund IV GP, LLC ("KEMC"). KEMC shares voting and dispositive power over 2,824,506 shares of Resolute common stock. KEMC shares voting and dispositive power with Kimmeridge Energy Exploration Fund IV, LP, Kimmeridge Energy Net Profits Interest Fund IV, LP, Kimmeridge Energy (Public) Fund IV Co-Invest, LP, Kimmeridge Holdings, LLC and Kimmeridge Madison, LLC.
- (4) This disclosure is based on Amendment No. 4 to Schedule 13G filed with the SEC on October 10, 2018 on behalf of each of the following persons: (i) Wellington Management Group LLP ("WMG"); (ii) Wellington Group Holdings LLP ("WGH"); (iii) Wellington Investment Advisors Holdings LLP ("WIA"); and (iv) Wellington Management Company LLP ("WMC"). Each of WMG, WGH and WIA share voting power over 2,090,707 shares of Resolute common stock and share dispositive power over 2,545,120 shares of Resolute common stock. WMC shares voting power over 2,061,523 shares of Resolute common stock and shares dispositive power over 2,514,673 shares of Resolute common stock. The securities as to which the Schedule 13G is filed are owned of record by clients of one or more investment advisers directly or indirectly owned by WMG.
- (5) This disclosure is based on Amendment No. 4 to Schedule 13D filed with the SEC on November 19, 2018 on behalf of each of the following persons: (i) Monarch Alternative Capital LP ("MAC"), which serves as advisor to a variety of funds (such funds collectively, the "Funds"); (ii) MDRA GP LP ("MDRA GP"), which is the general partner of MAC; and (iii) Monarch GP LLC ("Monarch GP"), which is the general partner of MDRA GP. MAC, MDRA GP and Monarch GP share voting and dispositive power over 2,268,072 shares of Resolute common stock with each applicable Fund directly holding such shares, except for 100 of such shares, which the Funds hold indirectly through affiliated entities.

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- (6) This disclosure is based on Schedule 13D filed with the SEC on October 23, 2018 on behalf of each of the following persons: Lion Point Master, LP ("Lion Point"), which shares voting and dispositive power with Lion Point Capital GP ("Lion Point Capital GP"), as the general partner of Lion Point, Lion Point Capital ("Lion Point Capital"), as the investment manager of Lion Point, Lion Point Holdings GP ("Lion Point Holdings GP"), as the general partner of Lion Point Capital, and Messrs. Cederholm and Freeman, as a Founding Partner and Chief Investment Officer of each of Lion Point Capital GP and Lion Point Capital and as a Managing Member of Lion Point Holdings GP, may be deemed the beneficial owner of the shares of Resolute common stock owned by Lion Point.
- (7) This disclosure is based on Amendment No. 8 to Schedule 13D filed with the SEC on November 21, 2018 on behalf of each of the following persons: (i) John C. Goff; (ii) The John C. Goff 2010 Family Trust ("Goff Family Trust"); (iii) Goff Family Investments, LP ("Goff Family Investments"); (iv) Kulik Partners, LP ("Kulik Partners"); (v) Cuerno Largo Partners, LP ("Cuerno Partners"); (vi) The Goff Family Foundation ("Goff Foundation"); (vii) Kulik GP, LLC ("Kulik GP"); (viii) Goff Capital, Inc. ("Goff Capital"); (ix) JCG 2016 Management, LLC ("JCG Management"); (x) JCG 2016 Holdings, LP ("JCG Holdings"); (xi) Goff REN Holdings, LLC ("Goff REN"); (xii) Goff REN Holdings II, LLC ("Goff REN II"); (xiii) GFS REN GP, LLC ("GFS REN GP"); (xiv) GFS Management, LLC ("GFS Management"); (xv) Goff Focused Strategies LLC ("GFS") and (xvi) GFT Strategies, LLC ("GFT"). As of the date of such filing, John C. Goff may be deemed the beneficial owner of (1) 590,063 shares owned by Goff Family Trust, (2) 110,000 shares owned by Goff Family Investments, (3) 82,000 shares owned by Kulik Partners, (4) 42,000 shares owned by Cuerno Partners, (5) 15,360 shares owned by Goff Foundation, (6) 252,139 shares owned by Goff REN, (7) 103,900 shares owned by Goff REN II, (8) 704,891 shares beneficially owned by JCG 2016 Holdings and (9) 62,949 shares owned by him individually or held in family members' accounts over which he shares investment and/or dispositive power. As general partner of the Kulik Partners, Kulik GP may be deemed to have the shared power to vote or direct the vote of and the shared power to dispose or direct the disposition of the Kulik Partners shares. Kulik GP disclaims beneficial ownership of the Kulik Partner shares, except to the extent of its pecuniary interest therein. As general partner of Goff Family Investments and Cuerno Partners, Goff Capital may be deemed to have the power to vote or direct the vote of and the power to dispose or direct the disposition of Goff Family Investments Shares. Goff Capital disclaims beneficial ownership of Goff Family Investments and Cuerno Partners Shares, except to the extent of its pecuniary interest therein. As manager of Goff REN and Goff REN II, GFS REN GP may be deemed to have the power to vote or direct the vote of and the power to dispose or direct the disposition of Goff REN and Goff REN II Shares. GFS REN GP disclaims beneficial ownership of Goff REN and Goff REN II Shares, except to the extent of its pecuniary interest therein. As managing member of GFS REN GP, GFS Management may be deemed to have the shared power to vote or direct the vote of and the shared power to dispose or direct the disposition of Goff REN and Goff REN II Shares. GFS Management disclaims beneficial ownership of Goff REN and Goff REN II Shares, except to the extent of its pecuniary interest therein. As managing member of GFS Management, GFS may be deemed to have the shared power to vote or direct the vote of and the shared power to dispose or direct the disposition of Goff REN and Goff REN II Shares. GFS disclaims beneficial ownership of Goff REN and Goff REN II Shares, except to the extent of its pecuniary interest therein. As controlling equity holder of GFS, GFT may be deemed to have the shared power to vote or direct the vote of and the shared power to dispose or direct the disposition of Goff REN and Goff REN II Shares. GFS disclaims beneficial ownership of Goff REN and Goff REN II Shares, except to the extent of its pecuniary interest therein. As managing member of GFT and controlling shareholder of Goff Capital, Goff Family Trust may be deemed to have the shared power to vote or direct the vote of and the shared power to dispose or direct the disposition of Goff REN, Goff REN II, Goff Family

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Investments, Cuerno Partners, and the Shares directly held by Goff Family Trust. Goff Family Trust disclaims beneficial ownership of those Shares, except to the extent of its pecuniary interest therein. As general partner of JCG 2016 Holdings, JCG 2016 Management may be deemed to have the power to vote or direct the vote of and the power to dispose or direct the disposition of JCG 2016 Holdings Shares. JCG 2016 Management disclaims beneficial ownership of JCG 2016 Holdings Shares, except to the extent of its pecuniary interest therein. As trustee of Goff Family Trust, as managing member of Kulik GP and JCG 2016 Management, as the sole board member of Goff Foundation, as president of Goff Capital, and as managing member and Chief Executive Officer of GFS, John C. Goff may be deemed to have the power to vote or direct the vote of (and the power to dispose or direct the disposition of) the Goff Family Trust Shares, the Kulik Partner Shares, the Cuerno Partner Shares, the Goff Foundation Shares, the Goff Family Investments Shares, the Goff REN Shares, the Goff REN II Shares, and the JCG 2016 Holdings Shares. Mr. Goff disclaims beneficial ownership of those Shares, except to the extent of its pecuniary interest therein.

- (8) This disclosure is based on a Schedule 13G filed with the SEC on February 1, 2018 on behalf of BlackRock, Inc. ("Blackrock"). BlackRock is the beneficial owner of 1,399,693 shares of Resolute common stock (holding sole voting power over 1,361,159 shares of Resolute common stock and sole dispositive power over 1,399,693 shares of Resolute common stock) as a result of being a parent holding company to the following subsidiaries which hold shares of Resolute common stock: BlackRock Advisors, LLC; BlackRock Asset Management Canada Limited; BlackRock (Netherlands) B.V.; BlackRock Fund Advisors; BlackRock Asset Management Ireland Limited; BlackRock Institutional Trust Company, National Association; BlackRock Financial Management, Inc.; BlackRock Asset Management Schweiz AG; and BlackRock Investment Management, LLC.
- (9) This disclosure is based on a Schedule 13G filed by The Vanguard Group ("Vanguard"), a parent holding company, with the SEC on February 9, 2018. Vanguard is the beneficial owner of 1,297,500 shares of Common Stock with sole dispositive power over 1,273,895 shares, shared dispositive power over 23,605 shares, sole voting power over 23,872 shares, and shared voting power over 800 shares. Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of Vanguard, is the beneficial owner of 22,805 shares as a result of its serving as investment manager of collective trust accounts. Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of Vanguard, is the beneficial owner of 1,867 shares as a result of its serving as investment manager of Australian investment offerings.
- (10) The disclosure for Mr. Sutton includes 36,400 shares of restricted stock that are subject to future vesting. Also includes 94,150 shares held by the reporting person in an IRA account, 242,240 shares held in revocable trusts and options to purchase 169,374 shares of Resolute common stock that are exercisable or will become exercisable within 60 days of December 7, 2018.
- (11) The disclosure for Mr. Betz includes 129,553 shares of restricted stock that are subject to future vesting. Also includes 32,660 shares held by the reporting person in an IRA account.
- (12) The disclosure for Mr. Piccone includes 15,527 shares of restricted stock that are subject to future vesting.
- (13) The disclosure for Mr. Gazulis includes 70,313 shares of restricted stock that are subject to future vesting, 111,113 shares held by the reporting person in a revocable trust, 8,782 shares held in a custodial account, 2,000 shares held in a joint account, and 1,000 shares held in an IRA FBO George Gazulis, Theodore Gazulis, beneficiary.
- (14) The disclosure for Mr. Stefanoudakis includes 68,728 shares of restricted stock that are subject to future vesting. Also includes 11,000 shares held by the reporting person in an IRA account.

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- (15) The disclosure for Mr. Brady includes 54,257 shares of restricted stock that are subject to future vesting. Also includes options to purchase 30,142 shares of Resolute common stock that are exercisable or will become exercisable within 60 days of December 7, 2018.
- (16) The disclosure for Mr. Duffy includes 4,843 shares of restricted stock that are subject to future vesting. Also includes 1,792 shares held by the reporting person in a revocable trust that are pledged as collateral for a loan.
- (17) The disclosure for Mr. Hultquist includes 4,843 shares of restricted stock that are subject to future vesting.
- (18) The disclosure for Mr. Hicks includes 4,843 shares of restricted stock that are subject to future vesting.
- (19) The disclosure for Mr. White includes 4,843 shares of restricted stock that are subject to future vesting.
- (20) The disclosure for Ms. Pasque includes 4,843 shares of restricted stock that are subject to future vesting. Also includes 5,600 shares held by the reporting person in a revocable trust.
- (21) The disclosure for Mr. Benton includes 4,843 shares of restricted stock that are subject to future vesting.
- (22) The disclosure for Mr. Citarrella includes 2,770 shares of restricted stock that are subject to future vesting. Pursuant to the terms of Mr. Citarrella's employment with Monarch Alternative Capital LP, Mr. Citarrella is required to turn over such restricted stock to Monarch Alternative Capital LP and shall transfer ownership of such restricted stock to Monarch Alternative Capital LP at the earliest opportunity. As such, Mr. Citarrella does not have a pecuniary interest in such restricted stock and disclaims beneficial ownership of the restricted stock for all purposes.
- (23) The disclosure for Mr. Colyer includes 2,770 shares of restricted stock that are subject to future vesting. Also includes (i) 1,020 shares held by the reporting person in an IRA account and (ii) 60,000 shares owned by Colyer Holdings LP and 4,600 shares owned by Cook CLC Family Limited Partnership over which Mr. Colyer has shared voting and dispositive power.
- (24) The disclosure for Mr. Raymond includes 2,770 shares of restricted stock that are subject to future vesting. Also includes 556,556 shares owned by RR Advisors, LLC d/b/a RCH Energy, or affiliated funds controlled by RCH Energy, over which Mr. Raymond has shared voting and dispositive power as the sole member of RCH Energy. Certain of these shares are held in a margin account. The shares owned by RCH Energy include 1,000 shares subject to certain put contracts and 300,000 shares subject to certain call contracts.
- (25) This disclosure includes 449,738 shares of restricted stock that are subject to future vesting and options to purchase 225,274 shares of Resolute common stock that are exercisable or will become exercisable within 60 days of December 7, 2018.
- (26) The shares disclosed are subject to a Voting Agreement with the named beneficial owner. Please see "The Voting Agreements" beginning on page 126 for more information.

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RESOLUTE SPECIAL MEETING

Date, Time and Place

The Resolute special meeting will be held on _____, at _____, Mountain time, at the offices of Arnold & Porter, 370 17th Street, Suite 4400, Denver, CO 80202. On or about _____, Resolute commenced mailing this proxy statement/prospectus and the enclosed form of proxy to its stockholders entitled to vote at the Resolute special meeting.

Purpose of the Resolute Special Meeting

At the Resolute special meeting, Resolute common stockholders will be asked to consider and vote solely on the following proposals:

1. **Merger Proposal:** To consider and vote on a proposal to adopt the merger agreement, a copy of which is attached as Annex A to this proxy statement/prospectus;
2. **Adjournment Proposal:** To consider and vote on a proposal to approve the adjournment of the Resolute special meeting, if necessary to solicit additional proxies if there are not sufficient votes to approve the merger proposal at the time of the Resolute special meeting; and
3. **Advisory Compensation Proposal:** To consider and vote on a proposal to approve, on an advisory (non-binding) basis, the payments that will or may be paid to Resolute's named executive officers in connection with the merger.

Approval of the merger proposal by Resolute common stockholders is required for completion of the merger. Neither the approval of the adjournment proposal nor the approval of the advisory compensation proposal is a condition to the obligations of Cimarex or Resolute to complete the merger.

Recommendation of the Resolute Board

The Resolute board has unanimously determined that the merger is advisable, fair to and in the best interests of Resolute and its stockholders and unanimously recommends that Resolute stockholders vote:

"FOR" the merger proposal;

"FOR" the adjournment proposal, if necessary; and

"FOR" the advisory compensation proposal.

See "The Merger Resolute Board Recommendation and Its Reasons for the Merger" beginning on page 50.

Resolute Record Date; Stock Entitled to Vote

Only Resolute common stockholders of record at the close of business on _____, the record date, will be entitled to notice of, and to vote at, the Resolute special meeting or any adjournments thereof. Holders of Resolute preferred stock are not, as such, entitled to and are not being requested to vote at the Resolute special meeting.

As of _____, the last practicable date before the date of this proxy statement/prospectus, there were Resolute common shares outstanding. Each Resolute common share outstanding on the record date is entitled to one vote on each proposal to be considered at the Resolute special meeting, in person or by proxy through the internet or by telephone or by a properly executed and delivered proxy with respect to the Resolute special meeting.

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A complete list of stockholders entitled to vote at the Resolute special meeting will be available for examination by any Resolute stockholder at Resolute's headquarters, located at 1700 Lincoln Street, Suite 2800, Denver, Colorado 80203, for any purpose germane to the Resolute special meeting, during ordinary business hours for a period of 10 days before the Resolute special meeting and at the Resolute special meeting.

Quorum

A quorum of stockholders represented in person or by proxy at the Resolute special meeting is required to vote on the adoption of the merger agreement and the approval of compensation to be paid to Resolute's named executive officers in connection with the merger. Holders of a majority of Resolute's outstanding common stock entitled to vote must be present, in person or by proxy, at the Resolute special meeting for a quorum to exist. Any abstentions will be treated as present for the purposes of determining whether a quorum exists at the Resolute special meeting. Since brokers do not have discretionary authority to vote on any of the proposals at the Resolute special meeting, there will be no broker non-votes to be treated as present for the purposes of determining whether a quorum exists.

Required Vote

Required Vote to Approve the Merger Proposal (Item 1 on the Proxy Card)

Approval of the merger proposal requires the affirmative vote of holders of a majority of the outstanding Resolute common shares entitled to vote on the merger proposal.

Required Vote to Approve the Adjournment Proposal (Item 2 on the Proxy Card)

Approval of the adjournment proposal requires the affirmative vote of a majority of the votes cast at the Resolute special meeting (in person or by proxy) and entitled to vote thereon.

Required Vote to Approve the Advisory Compensation Proposal (Item 3 on the Proxy Card)

Approval of the advisory compensation proposal requires the affirmative vote of a majority of the votes cast at the Resolute special meeting (in person or by proxy) and entitled to vote thereon.

Treatment of Abstentions; Failure to Vote

For purposes of the Resolute special meeting, an abstention occurs when a Resolute stockholder attends the Resolute special meeting, either in person or by proxy, but abstains from voting or fails to vote.

For the merger proposal, an abstention or a failure to submit a proxy card or to vote in person at the Resolute special meeting will have the same effect as a vote "**AGAINST**" such proposal.

For the adjournment proposal, an abstention will not count as a vote cast and will have no effect on such proposal. A failure to submit a proxy card or to vote in person at the Resolute special meeting will have no effect on the outcome of the vote for the adjournment proposal.

For the advisory compensation proposal, an abstention will not count as a vote cast and will have no effect on such proposal. A failure to submit a proxy card or to vote in person at the Resolute special meeting will have no effect on the outcome of the vote for the advisory compensation proposal, assuming a quorum is present.

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Voting of Proxies; Incomplete Proxies

Giving a proxy means that a Resolute stockholder authorizes the persons named in the enclosed proxy card to vote its shares at the Resolute special meeting in the manner it directs. A Resolute stockholder may vote by proxy or in person at the Resolute special meeting. If you hold your Resolute common shares in your name as a stockholder of record, you, as a Resolute stockholder, may submit a proxy:

By Telephone: By dialing the toll-free number specified on the proxy card and following the instructions on the proxy card;

Via the Internet: By accessing the website specified on the proxy card and following the instructions on the proxy card; or

By Mail: By completing and returning the proxy card in the enclosed envelope. The envelope requires no additional postage if mailed in the United States.

Resolute requests that Resolute stockholders submit their proxies over the phone or internet or by completing and returning the accompanying proxy as soon as possible in the enclosed postage-paid envelope. When the accompanying proxy is returned properly executed, the Resolute common shares represented by it will be voted at the Resolute special meeting in accordance with the instructions contained on the proxy card.

If any proxy is properly signed and dated but returned without indication as to how to vote, the Resolute common shares represented by the proxy will be voted as recommended by the Resolute board. Unless a Resolute stockholder checks the box on its proxy card to withhold discretionary authority, the proxyholders may use their discretion to vote on other matters relating to the Resolute special meeting.

Every Resolute stockholder's vote is important. Accordingly, each Resolute stockholder should sign, date and return the enclosed proxy card, or submit a proxy by telephone or via the Internet, whether or not it plans to attend the Resolute special meeting in person. Proxies must be received by 11:59 p.m., Eastern time, on .

Shares Held in Street Name; Broker Non-Votes

If you are a Resolute stockholder and your shares are held in an account at a broker or bank or through another nominee, you must instruct the broker or other nominee on how to vote your shares by following the instructions that the broker, bank or other nominee provides to you with this prospectus/proxy statement. Most brokers offer the ability for stockholders to submit voting instructions by mail by completing a voting instruction card, by telephone and via the internet.

If you do not provide voting instructions to your broker, bank or other nominee and your broker, bank or other nominee returns a proxy but does not have discretionary authority to vote on a particular proposal, your shares will not be voted on any proposal on which your broker or other nominee does not have discretionary authority to vote. This is referred to in this proxy statement/prospectus and in general as a broker non-vote. In these cases, the broker or other nominee cannot register your shares as being present at the Resolute special meeting for purposes of determining a quorum, and will not be able to vote your shares on those matters for which specific authorization is required. Under current NYSE rules, brokers do not have discretionary authority to vote on any of the proposals at the Resolute special meeting, including the merger proposal. As a result, a broker non-vote of a Resolute common share will have the same effect as a vote "**AGAINST**" the merger proposal and will have no effect on the outcome of the vote on the adjournment proposal or the advisory compensation proposal (assuming in the case of the advisory compensation proposal that a quorum is present).

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Revocability of Proxies and Changes to a Resolute Stockholder's Vote

You may revoke your proxy and/or change your vote at any time before your Resolute common shares are voted by proxy at the Resolute special meeting by:

sending a written notice, which is received prior to your vote being cast at the Resolute special meeting, to 1700 Lincoln Street, Suite 2800, Denver, Colorado 80203, Attention: Secretary, that bears a date later than the date of the proxy and states that you revoke your proxy;

submitting a valid, later-dated proxy by mail, telephone or via the internet that is received prior to your vote being cast at the Resolute special meeting; or

attending the Resolute special meeting and voting by ballot in person (your attendance at the Resolute special meeting will not, by itself, revoke any proxy that you have previously given).

If you hold your Resolute common shares through a broker or other nominee, you must follow the directions you receive from your broker or other nominee in order to revoke your proxy or change your voting instructions.

Solicitation of Proxies

This proxy statement/prospectus is furnished in connection with the solicitation of proxies by the Resolute board. Resolute will bear all costs and expenses in connection with the solicitation of proxies. Resolute has engaged MacKenzie Partners, Inc. to assist in the solicitation of proxies for the Resolute special meeting. Resolute estimates it will pay MacKenzie Partners, Inc. a fee of approximately \$ for these services.

In addition to solicitation of proxies by mail, proxies may be solicited by Resolute's officers, directors and regular employees, without additional remuneration, by personal interview, telephone or other means of communication. Resolute may also reimburse brokerage houses, custodians, nominees and fiduciaries for their reasonable expenses incurred in forwarding proxy solicitation materials to beneficial owners of Resolute common shares.

Voting by Resolute Directors and Executive Officers

On , the last practicable date before the date of this proxy statement/prospectus, directors and executive officers of Resolute and their affiliates owned and were entitled to vote Resolute common shares, or approximately % of the total common shares of the Resolute common shares outstanding on that date. It is currently expected that Resolute's directors and executive officers will vote their Resolute common shares in favor of each of the proposals to be considered at the Resolute special meeting.

Concurrently with the execution of the merger agreement, Cimarex entered into the Voting Agreements with the Resolute VA Stockholders, which collectively beneficially own approximately 26% of the outstanding Resolute common shares. Pursuant to the Voting Agreements, the Resolute VA Stockholders agreed, among other things, (i) during the period from the date of the entry into the Voting Agreements until the Expiration Time (as defined in each Voting Agreement), to vote all of their Resolute common shares they beneficially own as of any applicable record date for every meeting of the stockholders of Resolute called with respect to the merger (A) in favor of the merger proposal and (B) against any Resolute competing proposals, each subject to certain exceptions, and (ii) not to exercise or assert any appraisal rights under Section 262 of the DGCL in connection with the merger.

Stockholders Should Not Send Certificates with Their Proxies

Resolute stockholders should not send in any stock certificates with the enclosed proxy. At the time of mailing of this proxy statement/prospectus, each record holder of Resolute common shares is

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also separately being sent an election form. The election form contains instructions for surrendering your Resolute common shares to the exchange agent in exchange for the merger consideration. For information regarding delivery of your stock certificates, if any, see "The Merger Agreement Election and Exchange Procedures" beginning on page 98.

Attending the Resolute Special Meeting

Subject to space availability, all Resolute stockholders as of the record date, or their duly appointed proxies, may attend the Resolute special meeting. Since seating is limited, admission to the Resolute special meeting will be on a first-come, first-served basis. Registration and seating will begin at _____, Mountain time.

If you hold your Resolute common shares in your name as a stockholder of record and you wish to attend the Resolute special meeting, please bring your proxy and evidence of your stock ownership, such as your most recent account statement, to the Resolute special meeting. You should also bring valid picture identification.

If your Resolute common shares are held in "street name" in a stock brokerage account or by a bank or nominee and you wish to attend the Resolute special meeting, you need to bring a copy of a bank or brokerage statement to the Resolute special meeting reflecting your stock ownership as of the record date. You should also bring valid picture identification.

No Other Business

Under Resolute's bylaws, the business to be conducted at the Resolute special meeting will be limited to the purposes stated in the notice to Resolute stockholders provided with this proxy statement/prospectus and any matters reasonably related thereto.

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RESOLUTE PROPOSALS

Item 1. The Merger Proposal

(Item 1 on Proxy Card)

It is a condition to the completion of the merger that the Resolute common stockholders approve the merger proposal. As discussed throughout this proxy statement/prospectus, Resolute is asking Resolute stockholders to approve the merger proposal. Resolute common stockholders should carefully read this proxy statement/prospectus in its entirety, including the annexes, for more detailed information concerning the merger agreement and the merger. In particular, Resolute common stockholders are directed to the merger agreement, a copy of which is attached as Annex A to this proxy statement/prospectus.

In addition to being a condition to the completion of the merger, the approval by the Resolute common stockholders of this proposal is required by Section 251 of the DGCL.

Approval of the merger proposal requires the affirmative vote of holders of a majority of the outstanding Resolute common shares entitled to vote on the merger proposal. Abstentions and broker non-votes will have the same effect as a vote "AGAINST" the merger proposal. Failure to vote on the merger proposal will have the same effect as a vote "AGAINST" the merger proposal.

The Resolute board recommends that you vote "FOR" the merger proposal.

Item 2. The Adjournment Proposal

(Item 2 on Proxy Card)

The Resolute special meeting may be adjourned to another time or place, if necessary to solicit additional proxies if there are insufficient votes at the time of the Resolute special meeting to approve the merger proposal.

If, at the Resolute special meeting, the number of Resolute common shares present or represented by proxy and voting in favor of the merger is insufficient to approve the merger proposal, Resolute intends to move to adjourn the Resolute special meeting in order to enable the Resolute board to solicit additional proxies for approval of the merger proposal. In that event, Resolute will ask its common stockholders to vote only upon the adjournment proposal, and not upon any other proposal.

In this proposal, Resolute is asking Resolute common stockholders to authorize the proxy holders, and each of them individually, to adjourn the Resolute special meeting to another time and place for the purpose of soliciting additional proxies. If the Resolute common stockholders approve the adjournment proposal, Resolute could adjourn the Resolute special meeting and use the additional time to solicit additional proxies, including the solicitation of proxies from Resolute common stockholders who have previously voted.

Approval of the adjournment proposal requires the affirmative vote of a majority of the votes cast at the Resolute special meeting (in person or by proxy) and entitled to vote on the adjournment proposal. Abstentions and broker non-votes will have no effect on the outcome of the vote.

The Resolute board recommends that you vote "FOR" the adjournment proposal, if necessary.

Item 3. The Advisory Compensation Proposal

(Item 3 on Proxy Card)

In considering the recommendations of the Resolute board, Resolute stockholders should be aware that Resolute's directors and executive officers may have interests that are different from, or in addition to, the interests of Resolute stockholders more generally. For more information see the section

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titled "The Merger Interests of Resolute Directors and Executive Officers in the Merger" beginning on page 74.

Section 14A of the Exchange Act, which was enacted as part of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, requires that Resolute provide its stockholders with the opportunity to vote to approve, on an advisory (non-binding) basis, specified compensation that may be payable to Resolute's named executive officers in connection with the merger, as described in the section entitled "The Merger Interests of Resolute Directors and Executive Officers in the Merger" beginning on page 74. This vote is commonly referred to as a "golden parachute say-on-pay" vote. Accordingly, Resolute's common stockholders are being provided with the opportunity to cast an advisory vote on the compensation that is related to the merger.

Accordingly, Resolute is seeking approval of the following resolution at the Resolute special meeting:

"RESOLVED, that the compensation that may be paid or become payable to Resolute's named executive officers in connection with the merger, as disclosed in the section of the proxy statement/prospectus entitled "Interests of Resolute Directors and Executive Officers in the Merger Quantification of Payments and Benefits to Resolute's Named Executive Officers" (which disclosure includes the compensation table and related narrative named executive officer compensation disclosures required pursuant to Item 402(t) of Regulation S-K), are hereby APPROVED."

The advisory vote on executive compensation payable in connection with the merger is a vote separate and apart from the vote to adopt the merger agreement, and approval of such executive compensation is not a condition to completion of the merger. Accordingly, you may vote to approve the merger proposal and vote not to approve the advisory executive compensation and vice versa. Because the vote is advisory in nature only, it will not be binding on either Resolute or Cimarex. Accordingly, to the extent Resolute or Cimarex is contractually obligated to pay the compensation, the compensation will be payable to the named executive officers, subject only to the conditions applicable thereto, if the merger proposal is approved and the merger completed, regardless of the outcome of the advisory vote.

Approval of the advisory compensation proposal requires the affirmative vote of a majority of the votes cast at the Resolute special meeting (in person or by proxy) and entitled to vote on the advisory compensation proposal. Abstentions and broker non-votes will have no effect on the outcome of the vote.

The Resolute board recommends that you vote "FOR" the advisory compensation proposal.

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DESCRIPTION OF CIMAREX CAPITAL STOCK

This section of this proxy statement/prospectus summarizes the material terms of Cimarex's capital stock that will be in effect if the merger is completed. You are encouraged to read the Cimarex amended and restated certificate of incorporation, which is incorporated by reference as Exhibit 3.1 to this proxy statement/prospectus, the Cimarex bylaws, which are incorporated by reference as Exhibit 3.2 to this proxy statement/prospectus, and the DGCL for greater detail on the provisions that may be important to you. All references within this section to common shares and preferred shares mean the common shares and preferred shares, respectively, of Cimarex unless otherwise noted.

Authorized Capital Stock of Cimarex

The Cimarex amended and restated certificate of incorporation provides that the total number of shares of capital stock which may be issued by Cimarex is 200,000,000 of common stock, par value \$0.01 per share, and 15,000,000 shares of preferred stock, par value \$0.01 per share. As of December 7, 2018, there were 95,900,120 shares of Cimarex common stock and no shares of Cimarex preferred stock issued and outstanding.

The outstanding shares of Cimarex common stock are duly authorized, validly issued, fully paid and nonassessable. Cimarex's common stock is listed on the NYSE under the symbol "XEC."

Description of Cimarex Common Stock

Dividends

Dividends may be paid on the Cimarex common stock out of assets or funds legally available for dividends, when, as and if declared by Cimarex's board, subject to any preferential rights of preferred stock, if preferred stock of Cimarex is then outstanding.

Voting Rights

Each share of Cimarex common stock entitles the holder of record to one vote at all meetings of stockholders and the votes are non-cumulative. The Cimarex common stock has no redemption, conversion or subscription rights and does not entitle the holder to any preemptive rights.

Rights Upon Liquidation

If Cimarex is liquidated, dissolved or wound up, the holders of shares of Cimarex common stock will be entitled to receive the assets and funds of Cimarex available for distribution after payments to creditors and to the holders of any preferred stock that may be outstanding at the time, in proportion to the number of shares held by them.

Miscellaneous

Holders of Cimarex common shares are not entitled to preemptive rights. Cimarex common shares are not convertible into shares of any other class of capital stock. There are no redemption, purchase, retirement or sinking fund provisions applicable to the Cimarex common shares.

Description of New Cimarex Preferred Stock

The Cimarex board has the authority, without further stockholder approval, to create series of preferred stock, to issue shares of preferred stock in such series up to the maximum number of shares of the relevant class of preferred stock authorized, and to determine the preferences, rights, privileges and restrictions of any such series, including the dividend rights, voting rights, rights and terms of redemption, liquidation preferences, the number of shares constituting any such series and the

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designation of such series. Prior to the merger and the issuance of the new Cimarex preferred stock, in conjunction therewith, Cimarex had not issued any preferred stock.

Transfer Agent and Registrar

The transfer agent and registrar for Cimarex's common stock is Continental Stock Transfer & Trust Company, One State Street, 30th Floor, New York, New York 10004.

Cimarex Stockholder Protection Measures and Delaware Anti-Takeover Law

The amended and restated certificate of incorporation and amended and restated bylaws of Cimarex provide for a classified board of directors with staggered terms, provide that the authorized number of directors may be changed only by resolution of the Cimarex board, allow the board to fill vacancies and newly created directorships resulting from an increase in the authorized number of directors by an affirmative vote of a majority of the directors then in office, and provide any other vacancy on the Cimarex board may be filled by a majority of the Cimarex board then in office, even if less than a quorum, or by a sole remaining director, provide for the ability of stockholders to remove directors only for cause and by the affirmative vote of the holders of at least a majority of the voting power of Cimarex's then outstanding capital stock entitled to vote at an election of directors, restrict the ability of stockholders to take action by written consent, prevent stockholders from calling a special meeting of the stockholders and provide that certain provisions of the amended and restated certificate of incorporation and amended and restated bylaws may be amended only with the affirmative vote of the holders of at least 80% of the voting power of the shares entitled to vote at an election of directors and that the amended and restated bylaws may be amended by the affirmative vote of a majority of the Cimarex board.

The amended and restated bylaws of Cimarex provide that stockholders seeking to bring business before or to nominate candidates for election as directors at an annual meeting of stockholders must provide timely notice of their proposal in writing to the corporate secretary. To be timely, a stockholder's notice to the corporate secretary must be delivered to or mailed and received at the principal executive offices of Cimarex no later than the 90th day or earlier than the 120th day before the anniversary date of the preceding year's annual meeting. If, however, no meeting was held in the prior year or the date of the annual meeting has been changed by more than 30 days from the date contemplated in the notice of annual meeting, notice by the stockholder in order to be timely must be received no later than the 10th day following the earlier of the day on which notice of the date of the annual meeting was mailed or publicly disclosed. In the case of a special meeting of stockholders for the purpose of electing directors, notice to the corporate secretary must be delivered to or mailed and received at the principal executive offices of Cimarex no later than the 10th day following the earlier of the day on which notice of the date of the annual meeting was mailed or publicly disclosed. The amended and restated bylaws of Cimarex also specify requirements as to the form and content of a stockholder's notice. These provisions may preclude stockholders from bringing matters before an annual meeting of stockholders or from making nominations for directors at an annual meeting of stockholders or may discourage or defer a potential acquirer from conducting a solicitation of proxies to elect its own slate of directors or otherwise attempting to obtain control of Cimarex.

The amended and restated certificate of incorporation of Cimarex provides that authorized but unissued shares of common stock and preferred stock are available for future issuance without stockholder approval, subject to various limitations imposed by the NYSE. These additional shares may be utilized for a variety of corporate purposes, including future public offerings to raise additional capital, corporate acquisitions and employee benefit plans. The existence of authorized but unissued shares of common stock and preferred stock could make it more difficult or discourage an attempt to obtain control of Cimarex by means of a proxy contest, tender offer, merger or otherwise.

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In addition, the DGCL, which applies to Cimarex as a corporation organized in the State of Delaware, imposes restrictions on business combinations with interested parties. Section 203 of the DGCL, an anti-takeover law, prevents Delaware corporations under certain circumstances from engaging in a "business combination" with an "interested stockholder" (generally, a holder of 15% or more of the outstanding voting stock of the corporation). A "business combination" includes a merger or sale of 10% or more of a company's assets. However, the above provisions of Section 203 of the DGCL do not apply if (i) the board approves the transaction; (ii) after the completion of the transaction that resulted in the stockholder becoming an "interested stockholder," that stockholder owned at least 85% of the company's voting stock outstanding at the time the transaction commenced, excluding shares owned by officers and directors and certain employee benefit plans; or (iii) on or subsequent to the date of the transaction, the business combination is approved by the board of directors and authorized at a meeting of stockholders by an affirmative vote of at least two-thirds of the outstanding voting stock not owned by the "interested stockholder." These provisions of the DGCL and Cimarex's amended and restated certificate of incorporation and bylaws may have the effect of delaying, deferring or preventing a change in control of Cimarex, even if the change in control might be beneficial to Cimarex stockholders.

Description of New Cimarex Preferred Stock

In connection with the merger, Cimarex will issue Cimarex 8¹/₈% Series A Cumulative Perpetual Convertible Preferred Stock, par value \$0.01, which will be issued automatically in the merger to holders of Resolute preferred stock in exchange for Resolute preferred stock.

The following summary of the terms and provisions of the new Cimarex preferred stock is not complete and is qualified in its entirety by reference to the pertinent sections of the certificate of designations of the new Cimarex preferred stock.

General

Under Cimarex's amended and restated certificate of incorporation, the Cimarex board is authorized, without further stockholder action, to issue up to 15,000,000 shares of preferred stock, par value \$0.01 per share, in one or more series, and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers (if any) of the shares of such series, and the preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or restrictions thereof, as shall be set forth in the resolutions providing therefor and included in the certificate of designations and as may be permitted by the DGCL. Cimarex currently has no preferred stock outstanding and no capital stock that is senior to or on parity with the new Cimarex preferred stock.

At or prior to the consummation of the merger, Cimarex will designate and issue 62,500 shares of new Cimarex preferred stock or such lesser number of shares as shall equal the number of shares of Resolute preferred stock outstanding on the effective time of the first merger.

When issued, the new Cimarex preferred stock and Cimarex common stock issued upon the conversion of the new Cimarex preferred stock will be fully paid and non assessable. The holders of the new Cimarex preferred stock will have no preemptive or preferential right to purchase or subscribe to stock, obligations, warrants or other securities of Cimarex of any class.

The transfer agent, registrar, redemption, conversion and dividend disbursing agent for shares of both the new Cimarex preferred stock and Cimarex common stock is Continental Stock Transfer & Trust Company.

Cimarex does not intend to list the new Cimarex preferred stock on a national securities exchange or interdealer quotation system.

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The new Cimarex preferred stock is subject to mandatory conversion at Cimarex's option, as described below in the "Mandatory Conversion" section beginning on page 151, but Cimarex is not required to redeem or retire the new Cimarex preferred stock and there is no "sinking fund" for the accumulation of funds to undertake a redemption or retirement of the new Cimarex preferred stock.

Ranking

The new Cimarex preferred stock, with respect to dividend rights and distribution rights upon Cimarex's liquidation, winding-up or dissolution, will rank:

senior to (i) Cimarex common stock and (ii) each other class or series of Cimarex's capital stock established after the date of original issuance of the new Cimarex preferred stock (the "Initial Issue Date"), the terms of which do not expressly provide that such class or series ranks senior to or on parity with the new Cimarex preferred stock as to dividend rights and distribution rights upon Cimarex's liquidation, winding-up or dissolution (collectively, the "junior stock");

on parity with any class or series of capital stock established after the Initial Issue Date, the terms of which expressly provide that such class or series will rank on parity with the new Cimarex preferred stock as to dividend rights and distribution rights upon Cimarex's liquidation, winding-up or dissolution (collectively, the "parity stock");

junior to each class or series of capital stock established after the Initial Issue Date, the terms of which expressly provide that such class or series will rank senior to the new Cimarex preferred stock as to dividend rights and distribution rights upon Cimarex's liquidation, winding-up or dissolution (collectively, the "senior stock");

junior to all of Cimarex's existing and future indebtedness; and

structurally junior to all existing and future indebtedness and other liabilities (including trade payables) of each of Cimarex's subsidiaries and any capital stock of Cimarex's subsidiaries not held by Cimarex.

The term "capital stock" does not include convertible or exchangeable debt securities, which, prior to conversion or exchange, will rank senior in right of payment to the new Cimarex preferred stock.

While any shares of new Cimarex preferred stock are outstanding, Cimarex may not authorize or issue any class or series of senior stock (or any security convertible into senior stock) without the affirmative vote or consent of the holders of at least a majority in voting power of the outstanding shares of new Cimarex preferred stock, voting together as a single class with all series of parity stock upon which similar rights have been conferred and are exercisable. Without the consent of any holder of new Cimarex preferred stock, however, Cimarex may authorize, increase the authorized amount of, or issue any class or series of, parity stock (including additional new Cimarex preferred stock) or junior stock. See "Voting Rights" beginning on page 142.

Dividends

Subject to the rights of holders of any class or series of Cimarex's capital stock ranking senior to the new Cimarex preferred stock with respect to dividends, holders of shares of new Cimarex preferred stock will be entitled to receive, when, as and if declared by the Cimarex board, or an authorized committee thereof, out of funds legally available for payment, cumulative cash dividends at the rate per annum of 8¹/₈% per share on the liquidation preference of \$1,000.00 per share of new Cimarex preferred stock (the "dividend rate," equivalent to \$81.25 per annum per share).

Dividends on the new Cimarex preferred stock will be payable quarterly in arrears on January 15, April 15, July 15 and October 15 of each year, beginning on _____, 2019 (each, a "dividend payment date") at such annual rate, and dividends shall accumulate from the most recent date as to

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which dividends shall have been paid, or if no dividends have been paid, from the most recent date as to which dividends shall have been paid on the Resolute preferred stock, whether or not any of Cimarex's agreements prohibit the current payment of dividends, Cimarex has earnings or funds legally available to pay such dividends or Cimarex declares the payment of dividends.

Declared dividends will be paid in cash on the relevant dividend payment date as provided below under the "Method of Payment of Dividends" section beginning on page 147. Dividends will be payable to holders of record as they appear on Cimarex's stock register at the close of business on January 1, April 1, July 1 and October 1 as the case may be, immediately preceding the relevant dividend payment date (each, a "regular record date"). If any dividend payment date falls on a day that is not a business day, the required payment will be made on the next succeeding business day and no interest or dividends on such payment will accrue or accumulate, as the case may be, in respect of the delay.

A "business day" refers to any day other than a Saturday, a Sunday or a day on which the Federal Reserve Bank of New York is authorized or required by law or executive order to close or be closed.

The "close of business" refers to 5:00 p.m., New York City time, and the "open of business" refers to 9:00 a.m., New York City time.

A "trading day" means a day during which trading in Cimarex's common stock generally occurs on the NYSE or, if Cimarex's common stock is not listed on the NYSE, on the principal other U.S. national or regional securities exchange on which Cimarex's common stock is then listed or, if Cimarex's common stock is not listed on a U.S. national or regional securities exchange, on the principal other market on which Cimarex's common stock is then listed or admitted for trading. If Cimarex's common stock is not so listed or admitted for trading, "trading day" means a business day.

Dividends payable on the new Cimarex preferred stock for any period less than a full quarterly dividend period (based upon the number of days elapsed during the period) will be computed on the basis of a 360-day year consisting of twelve 30-day months.

No dividend will be declared or paid upon, or any sum of cash set apart for the payment of dividends upon, any outstanding share of the new Cimarex preferred stock with respect to any dividend period unless all accumulated dividends for all preceding dividend periods have been declared and paid upon, or a sufficient sum in cash has been set apart for the payment of such dividends upon, all outstanding shares of new Cimarex preferred stock.

So long as any shares of new Cimarex preferred stock remain outstanding, no dividends or other distributions (other than (i) in the case of parity stock, a dividend or distribution payable solely in shares of parity stock or junior stock, (ii) in the case of junior stock, a dividend or distribution payable solely in shares of junior stock, and (iii) cash in lieu of fractional shares) may be declared, made or paid upon, or set apart for payment upon, any parity stock or junior stock, nor may any parity stock or junior stock be redeemed, purchased or otherwise acquired for any consideration (or any money paid to or made available for a sinking fund for the redemption of any parity stock or junior stock) by Cimarex or on Cimarex's behalf or by any of Cimarex's subsidiaries, unless all accumulated and unpaid dividends for all preceding dividend periods have been or contemporaneously are declared and paid in full in cash, or a sum sufficient of cash for the payment thereof is set apart for such dividends upon, the new Cimarex preferred stock and any parity stock for all dividend payment periods ending on or prior to the date of such declaration, payment, redemption, purchase or acquisition. The foregoing limitation shall not apply to:

conversions into or exchanges for (i) in the case of parity stock, shares of parity stock or junior stock or cash solely in lieu of fractional shares of parity stock or junior stock and (ii) in the case of junior stock, shares of junior stock or cash solely in lieu of fractional shares of junior stock;

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payments in connection with the satisfaction of employees' tax withholding obligations pursuant to employee benefit plans or outstanding awards (and payment of any corresponding requisite amounts to the appropriate governmental authority);

purchases, redemptions or other acquisitions of parity stock or junior stock in connection with the administration of any benefit or other incentive plan, including any employment contract, in the ordinary course of business;

any dividends or distributions of rights in connection with a stockholders' rights plan or any redemption or repurchase of rights pursuant to any stockholders' rights plan; or

the deemed purchase or acquisition of fractional interests in shares of parity stock or junior stock pursuant to the conversion or exchange provisions of such shares or the security being converted or exchanged.

Notwithstanding the foregoing, if full dividends have not been paid on the new Cimarex preferred stock and any parity stock, dividends may be declared and paid on the new Cimarex preferred stock and such parity stock so long as the dividends are declared and paid pro rata so that the amounts of dividends declared per share on the new Cimarex preferred stock and such parity stock will in all cases bear to each other the same ratio that accumulated and unpaid dividends per share (whether or not declared) on the shares of the new Cimarex preferred stock and such parity stock bear to each other, in proportion to their respective liquidation preferences.

Holders of shares of the new Cimarex preferred stock will not be entitled to any dividend in excess of full cumulative dividends.

Cimarex's ability to declare and pay cash dividends and make other distributions with respect to Cimarex's capital stock, including the new Cimarex preferred stock, may be limited by the terms of Cimarex's and Cimarex's subsidiaries' existing and future indebtedness and may be limited by applicable Delaware law. For example, any credit facilities and indentures Cimarex enters into in the future may contain dollar limits and other restrictions on Cimarex's ability to make cash dividend payments. See "Risk Factors Cimarex is not obligated to pay dividends on the new Cimarex preferred stock and no payment or adjustment will be made upon conversion for any undeclared or, subject to limited exceptions, unpaid dividends."

Subject to the foregoing, such dividends (payable in cash, securities or other property) as may be determined by the Cimarex board, or an authorized committee thereof, may be declared and paid on any securities, including Cimarex's common stock, from time to time out of funds legally available for such payment, and holders of the new Cimarex preferred stock shall not be entitled to participate in any such dividends.

Method of Payment of Dividends

Cimarex will pay any dividend on the new Cimarex preferred stock for a current dividend period or any prior dividend period (including in connection with the payment of declared and unpaid dividends pursuant to the provisions described in " Mandatory Conversion" beginning on page 151; " Special Rights upon the Merger or Future Fundamental Change" beginning on page 161; and " Determination of the Make-whole Premium" beginning on page 163) in cash.

All payments to which a holder of new Cimarex preferred stock is entitled in connection with a declared dividend on the new Cimarex preferred stock will be rounded to the nearest cent.

Liquidation Preference

In the event of Cimarex's voluntary or involuntary liquidation, winding-up or dissolution, each holder of new Cimarex preferred stock will be entitled to receive and to be paid out of Cimarex's

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assets legally available for distribution to Cimarex's stockholders, after satisfaction of liabilities to Cimarex's creditors and holders of shares of senior stock and before any payment or distribution is made to holders of junior stock (including Cimarex's common stock), a liquidation preference in the amount of \$1,000.00 per share of new Cimarex preferred stock (the "liquidation preference"), plus an amount equal to accumulated and unpaid dividends on the shares, whether or not declared, to, but not including, the date fixed for liquidation, winding-up or dissolution. If, upon Cimarex's voluntary or involuntary liquidation, winding-up or dissolution, the amounts payable with respect to the liquidation preference, plus an amount equal to accumulated and unpaid dividends, whether or not declared, of the new Cimarex preferred stock and all parity stock are not paid in full, the holders of the new Cimarex preferred stock and such parity stock will share equally and ratably in any distribution of Cimarex's assets in proportion to their respective full liquidation preference and an amount equal to accumulated and unpaid dividends, whether or not declared, to which they are entitled. After payment of the full amount of the liquidation preference and an amount equal to accumulated and unpaid dividends, whether or not declared, to which they are entitled, the holders of the new Cimarex preferred stock will have no right or claim to any of Cimarex's remaining assets.

Neither the sale, conveyance, exchange or transfer of all or substantially all Cimarex's assets or business (other than in connection with Cimarex's liquidation, winding-up or dissolution), nor Cimarex's merger or consolidation into or with any other person, nor any share exchange or division involving Cimarex pursuant to applicable statutes providing for the consolidation, merger, share exchange or division will be deemed to be Cimarex's voluntary or involuntary liquidation, winding-up or dissolution, notwithstanding that for other purposes, such as for tax purposes, such an event may constitute a liquidation, dissolution or winding up. In addition, no payment will be made to the holders of the new Cimarex preferred stock pursuant to this "Liquidation Preference" section upon the voluntary or involuntary liquidation, dissolution or winding up of any of Cimarex's subsidiaries or upon any reorganization of Cimarex's subsidiaries with or without Cimarex's approval or the approval of Cimarex's stockholders.

The certificate of designations will not contain any provision requiring funds to be set aside to protect the liquidation preference of the new Cimarex preferred stock even though it is substantially in excess of the par value thereof.

Voting Rights

The holders of the new Cimarex preferred stock will not have voting rights other than those described below, except as specifically required by Delaware corporate law or by Cimarex's amended and restated certificate of incorporation from time to time.

If dividends on the new Cimarex preferred stock or dividends on any other series of preferred stock or preference securities that ranks equally with the new Cimarex preferred stock as to payment of dividends and with similar voting rights are in arrears and unpaid for six or more quarterly dividend periods (whether or not consecutive and including the dividend period beginning on _____, 2019 and ending on _____, 2019) (a "nonpayment"), the holders of the new Cimarex preferred stock, voting as a single class with any other series of preferred stock or preference securities having similar voting rights that are exercisable, will be entitled at Cimarex's next regular or special meeting of stockholders to elect two additional directors to the Cimarex board. Upon the election of any additional directors, the number of directors that comprise the Cimarex board shall be increased by such number of additional directors.

Such voting rights and the terms of the directors so elected will continue until such time as the dividend arrearage on the new Cimarex preferred stock have been paid in full (a "nonpayment remedy"), and at such time, automatically and without any further action by Cimarex, the right of the holders of the new Cimarex preferred stock to elect these two additional directors will cease (subject to

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the reinstatement of such rights in the event of each subsequent nonpayment), the terms of office of these two directors will forthwith terminate and the number of directors constituting the Cimarex board will be reduced accordingly.

Any preferred stock director may be removed at any time, with or without cause, by the holders of record of a majority of the outstanding shares of new Cimarex preferred stock and any other shares of voting preferred stock then outstanding (voting together as a class) when they have the voting rights described above. In the event that a nonpayment shall have occurred and there shall not have been a nonpayment remedy, any vacancy in the office of a preferred stock director (other than prior to the initial election after a nonpayment) may be filled by the written consent of the preferred stock director remaining in office or, if none remains in office, by a vote of the holders of record of a majority of the outstanding shares of new Cimarex preferred stock and any other shares of voting preferred stock then outstanding (voting together as a class) when they have the voting rights described above; provided that the filling of each vacancy will not cause Cimarex to violate Cimarex's amended and restated bylaws as in effect on the date of this prospectus or the corporate governance requirements of the NYSE (or any other exchange or automated quotation system on which Cimarex's securities may be listed or quoted) that requires listed or quoted companies to have a majority of independent directors. The preferred stock directors will each be entitled to one vote per director on any matter.

So long as any shares of the new Cimarex preferred stock remain outstanding, Cimarex will not, without the affirmative vote or consent of the holders of at least a majority in voting power of the shares of the new Cimarex preferred stock outstanding at the time, voting together as a single class with all series of parity stock upon which similar voting rights have been conferred and are exercisable, given in person or by proxy, either in writing or at a meeting:

amend or alter the provisions of Cimarex's amended and restated certificate of incorporation or the certificate of designations so as to authorize or create, or increase the authorized or issued amount of, any class or series of senior stock or reclassify any of Cimarex's authorized capital stock into shares of senior stock, or create, authorize or issue any obligation or security convertible into or evidencing the right to purchase any shares of senior stock;

amend, alter or repeal the provisions of Cimarex's amended and restated certificate of incorporation or the certificate of designations so as to adversely affect any right, preference, privilege or voting power of the new Cimarex preferred stock; or

consummate a binding share exchange or reclassification involving the shares of new Cimarex preferred stock or a merger or consolidation of Cimarex with another entity, unless in each case: (i) shares of new Cimarex preferred stock remain outstanding or, in the case of any such merger or consolidation with respect to which Cimarex is not the surviving or resulting entity, are converted into or exchanged for preference securities of the surviving or resulting entity or its ultimate parent; and (ii) such shares of new Cimarex preferred stock remaining outstanding or such preference securities, as the case may be, have such rights, preferences, privileges and voting powers, taken as a whole, as are not materially less favorable to the holders thereof than the rights, preferences, privileges and voting powers of the new Cimarex preferred stock immediately prior to such consummation, taken as a whole;

provided, however, that:

any increase in the amount of Cimarex's authorized but unissued shares of preferred stock;

any increase in the authorized or issued shares of new Cimarex preferred stock; and

the creation and issuance, or an increase in the authorized or issued amount, of any other series of parity stock or junior stock,

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will be deemed not to adversely affect the rights, preferences, privileges or voting powers of the new Cimarex preferred stock and shall not require the affirmative vote or consent of holders of the new Cimarex preferred stock.

If any amendment, alteration, repeal, share exchange, reclassification, merger or consolidation described above would affect one or more but not all series of voting preferred stock (including the new Cimarex preferred stock for this purpose), then only the series of voting preferred stock adversely affected and entitled to vote shall vote as a class in lieu of all other series of voting preferred stock.

Whether a plurality, majority or other portion of the new Cimarex preferred stock and any other voting preferred stock have been voted in favor of any matter shall be determined by reference to the respective liquidation preference amounts of the new Cimarex preferred stock and such other voting preferred stock.

Without the consent of the holders of the new Cimarex preferred stock, Cimarex may amend, alter, supplement or repeal any terms of the new Cimarex preferred stock to (i) conform the terms of the new Cimarex preferred stock to the description thereof in this "Description of New Cimarex Preferred Stock" or (ii) file a certificate of correction with respect to the certificate of designations to the extent permitted by Section 103(f) of the DGCL.

Conversion Rights

Holders may convert each share of new Cimarex preferred stock at any time into a package of consideration (the "Conversion Consideration") comprised of (a) shares of Cimarex's common stock and/or (b) cash. The amount of Conversion Consideration initially receivable upon conversion of each share of new Cimarex preferred stock shall equal the product of (i) the conversion rate in effect under the Resolute preferred stock at the Initial Issue Date (expected to be 33.8616) times (ii) the weighted average per share of Resolute common stock of the (x) cash and (y) shares of Cimarex's common stock received in the merger by the holders of Resolute common stock that affirmatively elect the form of consideration to be received by such holders. From and after the Initial Issue Date, upon conversion of each share of new Cimarex preferred stock, (i) the amount of cash receivable will be the cash portion of the Conversion Consideration (the "Cash Consideration") and (ii) the number of shares of Cimarex's common stock receivable will be the number of shares of Cimarex's common stock comprising the Conversion Consideration (such number of shares in this clause (ii), the "initial conversion rate"). If the Conversion Consideration does not include any Cash Consideration, the initial conversion rate will be 13.3516 shares of Cimarex common stock per share of new Cimarex preferred stock (which is equivalent to an initial conversion price of approximately \$74.8972 per share of Cimarex's common stock). If the Conversion Consideration is entirely Cash Consideration, none of Cimarex's common stock will be issued upon conversion of new Cimarex preferred stock and each share of new Cimarex preferred stock will be entitled to receive \$1,185.1560 in cash upon conversion. The initial conversion rate will be fixed at the time of filing of the certificate of designations and will be subject to adjustment as described under " Conversion Rate Adjustments" beginning on page 153 (as so adjusted from time to time, the "conversion rate"). The "conversion price" at any time means \$1,000.00, divided by the conversion rate in effect at such time.

Upon conversion, Cimarex will deliver, to the fullest extent permitted by law, the cash and shares of Cimarex's common stock comprising the Conversion Consideration for each share of new Cimarex preferred stock being converted on the third business day immediately following the relevant conversion date.

The holders of shares of new Cimarex preferred stock at the close of business on a regular record date will be entitled to receive, when, as and if declared by the Cimarex board, or an authorized committee thereof, out of funds legally available for payment, the dividend payment on those shares on the corresponding dividend payment date notwithstanding the conversion of such shares following such

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regular record date. However, notwithstanding the foregoing, shares of new Cimarex preferred stock surrendered for conversion during the period between the close of business on any regular record date and the close of business on the business day immediately preceding the corresponding dividend payment date must be accompanied by payment of an amount equal to the dividend payable on such shares on such dividend payment date; provided, that no such payment is required in respect of a mandatory conversion during such period or if the special rights end date occurs during such period. Except as provided in this paragraph with respect to a voluntary conversion, Cimarex will make no payment or allowance for unpaid dividends, whether or not in arrears, on converted shares.

If you hold a beneficial interest in a global share of new Cimarex preferred stock, to convert you must comply with The Depository Trust Company's ("DTC") procedures for converting a beneficial interest in a global security and, if required, pay funds equal to any dividend payable on the next dividend payment date to which you are not entitled (as described in the preceding paragraph).

If you hold a certificated share of new Cimarex preferred stock, to convert you must:

complete and manually sign the conversion notice on the back of the certificated share, or a facsimile of the conversion notice;

deliver the conversion notice, which is irrevocable, and the certificated share to the conversion agent;

if required, furnish appropriate endorsements and transfer documents;

if required, pay funds equal to any dividend payable on the next dividend payment date to which you are not entitled (as described in the preceding paragraph); and

if required, pay all transfer or similar taxes, if any, described below.

You will not be required to pay any transfer or similar taxes due upon conversion other than any tax or duty that may be payable relating to any transfer involved in the issuance or delivery of shares of common stock, if any, due upon conversion in a name other than that of the converting holder (in which case, the holder will pay such tax or duty). Shares of common stock will be issued and delivered only after all applicable transfer or similar taxes, if any, payable by you have been paid in full.

Upon surrender of a share of new Cimarex preferred stock for conversion, Cimarex may deduct and withhold from the consideration otherwise deliverable to such holder the amount required to be deducted and withheld under applicable law.

Cimarex refers to the date you satisfy all the foregoing requirements and comply with the relevant procedures for conversion described above as the "conversion date."

Each conversion will be deemed to have been effected as to any shares of new Cimarex preferred stock surrendered for conversion immediately prior to the close of business on the conversion date, and the person in whose name any shares of Cimarex's common stock shall be issuable upon such conversion will become the holder of record of such shares as of the close of business on such conversion date.

Mandatory Conversion

At any time on or after October 15, 2021, Cimarex may give notice of Cimarex's election to cause all, and not part, of the outstanding shares of the new Cimarex preferred stock to be automatically converted, if the closing sale price of Cimarex's common stock as adjusted to add thereto the Cash Consideration Factor (as defined below) equals or exceeds 150% of the then-effective conversion price (initially to be the quotient of \$1,000 and the initial conversion rate determined as set forth above under " Conversion Rights" beginning on page 150, or, assuming there is no Cash Consideration, \$74.8972 per share) for at least 20 trading days (whether or not consecutive) in a period of 30

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consecutive trading days, including the last trading day of such 30 trading day period, ending on, and including, the trading day immediately preceding the business day on which Cimarex issues a press release announcing the mandatory conversion of the new Cimarex preferred stock as described below, in which case each holder will receive, for each share of new Cimarex preferred stock being converted, the cash and shares of Cimarex's common stock comprising the Conversion Consideration.

The "closing sale price" of Cimarex's common stock on any date means the closing sale price per share (or if no closing sale price is reported, the average of the closing bid and ask prices or, if more than one in either case, the average of the average closing bid and the average closing ask prices) on such date as reported in composite transactions for the principal U.S. national or regional securities exchange on which Cimarex's common stock is traded or, if Cimarex's common stock is not listed for trading on a U.S. national or regional securities exchange on the relevant date, the "closing sale price" will be the last quoted bid price for Cimarex's common stock in the over-the-counter market on the relevant date as reported by OTC Markets Group Inc. or a similar organization. In the absence of such a quotation, the "closing sale price" will be the average of the mid-point of the last bid and ask prices for Cimarex's common stock on the relevant date from each of at least three nationally recognized independent investment banking firms selected by Cimarex for this purpose.

The "Cash Consideration Factor" at any time is the quotient of (x) the Cash Consideration and (y) the then-effective conversion rate.

To exercise the mandatory conversion right described above, Cimarex must issue a press release for publication on the Dow Jones News Service or Bloomberg Business News (or another broadly disseminated news or press release service selected by Cimarex) prior to the open of business on the first trading day immediately following any date on which the condition described in the first paragraph of this "Mandatory Conversion" section is met, announcing such a mandatory conversion. The conversion date will be a date selected by Cimarex (the "mandatory conversion date") that will be no later than 10 calendar days after the date on which Cimarex issues such press release.

In addition to any information required by applicable law or regulation, the press release and notice of a mandatory conversion shall state, as appropriate:

the mandatory conversion date;

the number of shares of common stock and amount of cash comprising the Conversion Consideration to be delivered upon conversion of each share of new Cimarex preferred stock; and

that dividends on the new Cimarex preferred stock to be converted will cease to accumulate on the mandatory conversion date.

On and after the mandatory conversion date, dividends will cease to accumulate on the new Cimarex preferred stock called for a mandatory conversion and all rights of holders of such new Cimarex preferred stock will terminate except for the right to receive the cash and shares of Cimarex common stock comprising the Conversion Consideration to be delivered upon conversion thereof and, if applicable, a dividend on a dividend payment date as provided in the following sentence. The full amount of any dividend payment with respect to the new Cimarex preferred stock called for a mandatory conversion on a date during the period beginning at the close of business on any regular record date for the payment of dividends and ending at the close of business on the corresponding dividend payment date will be payable when, as and if declared by the Cimarex board, or an authorized committee thereof, out of funds legally available for payment on such dividend payment date to the record holder of such share at the close of business on such regular record date if such share has been mandatorily converted after such regular record date and prior to such dividend payment date. Except as provided in the immediately preceding sentence with respect to a mandatory conversion, no payment or adjustment will be made upon conversion of new Cimarex preferred stock for accumulated and unpaid dividends (whether or not declared).

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Cimarex may not authorize, issue a press release or give notice of any mandatory conversion unless, prior to giving the mandatory conversion notice, all accumulated and unpaid dividends on the new Cimarex preferred stock (whether or not declared) for dividend periods ended prior to the date of such mandatory conversion notice shall have been paid or such accumulated and unpaid dividends are declared and a sum sufficient in cash for payment of the dividends shall have been set aside for payment on or prior to the mandatory conversion date.

No Fractional Shares

No fractional shares of common stock or securities representing fractional shares of common stock will be delivered upon redemption or conversion of the new Cimarex preferred stock, whether voluntary or mandatory. Instead, Cimarex will round up to the nearest whole share of common stock.

Conversion Rate Adjustments

The conversion rate will be adjusted, without duplication, upon the occurrence of any of the following events:

- (1) If Cimarex exclusively issues shares of Cimarex's common stock as a dividend or distribution on all shares of Cimarex's common stock, or if Cimarex effects a share subdivision or share combination, the conversion rate will be adjusted based on the following formula:

where,

- CR_0 = the conversion rate in effect immediately prior to the close of business on the record date (as defined below) for such dividend or distribution, or immediately prior to the open of business on the effective date of such share subdivision or share combination, as the case may be;
- CR_1 = the conversion rate in effect immediately after the close of business on the record date for such dividend or distribution, or immediately after the open of business on the effective date of such share subdivision or share combination, as the case may be;
- OS_0 = the number of shares of Cimarex's common stock outstanding immediately prior to the close of business on the record date for such dividend or distribution, or immediately prior to the open of business on the effective date of such share subdivision or share combination, as the case may be; and
- OS_1 = the number of shares of Cimarex's common stock outstanding immediately after, and solely as a result of, giving effect to such dividend or distribution, or such share subdivision or share combination, as the case may be.

Any adjustment made under this clause (1) shall become effective immediately after the close of business on the record date for such dividend or distribution, or immediately after the open of business on the effective date for such share subdivision or share combination, as the case may be. If any dividend, distribution, share subdivision or share combination of the type described in this clause (1) is declared but not so paid or made, the conversion rate shall be immediately readjusted, effective as of the earlier of (a) the date the Cimarex board, or an authorized committee thereof, determines not to pay or make such dividend, distribution, subdivision or combination and (b) the date the dividend or distribution was to be paid or the date the subdivision or combination was to have been effective, to the conversion rate that would then be in effect if such dividend, distribution, subdivision or combination had not been declared.

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As used in this clause (1), "effective date" means the first date on which the shares of Cimarex's common stock trade on the applicable exchange or in the applicable market, regular way, reflecting the relevant share subdivision or share combination, as applicable.

(2)

If Cimarex distributes to all or substantially all holders of Cimarex's common stock any rights, options or warrants entitling them, for a period expiring not more than 45 calendar days after the date of issuance thereof, to purchase or subscribe for shares of Cimarex's common stock at a price per share that is less than the average of the closing sale prices of Cimarex's common stock over the 10 consecutive trading day period ending on, and including, the trading day immediately preceding the ex-date of such distribution, the conversion rate will be adjusted based on the following formula:

where,

- CR₀ = the conversion rate in effect immediately prior to the close of business on the record date for such distribution;
- CR₁ = the conversion rate in effect immediately after the close of business on the record date for such distribution;
- OS₀ = the number of shares of Cimarex's common stock outstanding immediately prior to the close of business on the record date for such distribution;
- X = the total number of shares of Cimarex's common stock issuable pursuant to such rights, options or warrants; and
- Y = the number of shares of Cimarex's common stock equal to the quotient of (A) the aggregate price payable to exercise such rights, options or warrants and (B) the average of the closing sale prices of Cimarex's common stock over the 10 consecutive trading day period ending on, and including, the trading day immediately preceding the ex-date of such distribution.

Any increase made under this clause (2) will be made successively whenever any such rights, options or warrants are issued and shall become effective immediately after the close of business on the record date for such distribution. To the extent that shares of common stock are not issued prior to the expiration or termination of such rights, options or warrants, the conversion rate shall be decreased, effective as of the date of such expiration, to the conversion rate that would then be in effect had the increase with respect to the distribution of such rights, options or warrants been made on the basis of delivery of only the number of shares of common stock actually delivered. If such rights, options or warrants are not so distributed, the conversion rate shall be decreased, effective as of the earlier of (a) the date the Cimarex board, or an authorized committee thereof, determines not to make such distribution and (b) the date such rights, options or warrants were to have been issued, to be the conversion rate that would then be in effect if such record date for such distribution had not occurred. If such rights, options or warrants are only exercisable upon the occurrence of certain triggering events, then the conversion rate shall not be adjusted until the triggering events occur.

For purposes of this clause (2), in determining whether any rights, options or warrants entitle the holders of Cimarex's common stock to subscribe for or purchase shares of Cimarex's common stock at less than such average of the closing sale prices of Cimarex's common stock for the 10 consecutive trading day period ending on, and including, the trading day immediately preceding the ex-date of such distribution, and in determining the aggregate offering price of such shares of Cimarex's common stock, there shall be taken into account any consideration received by Cimarex for such rights, options or

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warrants and any amount payable on exercise or conversion thereof, the value of such consideration, if other than cash, to be determined by the Cimarex board, or an authorized committee thereof.

(3)

If Cimarex distributes shares of Cimarex's capital stock, evidences of Cimarex's indebtedness or other assets, securities or property of Cimarex's or rights, options or warrants to acquire Cimarex's capital stock or other securities, to all or substantially all holders of Cimarex's common stock, excluding:

dividends, distributions, rights, warrants, options or other issuances as to which an adjustment was effected pursuant to clause (1) or clause (2) above;

rights issued to all holders of Cimarex's common stock pursuant to a rights plan, where such rights are not presently exercisable, trade with the common stock and the plan provides that holders of new Cimarex preferred stock will receive such rights along with any common stock received upon conversion of the new Cimarex preferred stock;

dividends or distributions paid exclusively in cash as to which an adjustment was effected pursuant to (or a cash amount paid pursuant to the last paragraph of) clause (4) below;

any dividends and distributions in connection with any recapitalization, reclassification, change, consolidation, merger or other combination, share exchange, or sale, lease or other transfer or disposition resulting in the change in the Conversion Consideration as described below under " Recapitalizations, Reclassifications and Changes in Cimarex's Common Stock" beginning on page 160; and

spin-offs as to which the provisions set forth in the last two paragraphs of this clause (3) shall apply,

then the conversion rate will be adjusted based on the following formula:

where,

- CR_0 = the conversion rate in effect immediately prior to the close of business on the record date for such distribution;
- CR_1 = the conversion rate in effect immediately after the close of business on the record date for such distribution;
- SP_0 = the average of the closing sale prices of Cimarex's common stock over the 10 consecutive trading day period ending on, and including, the trading day immediately preceding the ex-date for such distribution; and
- FMV = the fair market value as of the record date for such distribution (as determined by the Cimarex board or an authorized committee thereof) of the shares of capital stock (other than Cimarex's common stock), evidences of indebtedness, assets, securities, property, rights, options or warrants distributed with respect to each outstanding share of Cimarex's common stock.

Any increase made under the portion of this clause (3) above will become effective immediately after the close of business on the record date for such distribution. If such distribution is not so paid or made, the conversion rate shall be decreased, effective as of the earlier of (a) the date the Cimarex board, or an authorized committee thereof, determines not to pay the distribution and (b) the date such dividend or distribution was to have been paid, to be the conversion rate that would then be in effect if such distribution had not been declared.

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Notwithstanding the foregoing, if "FMV" (as defined above) is equal to or greater than "SP₀" (as defined above), or if the difference is less than \$1.00, in lieu of the foregoing increase, each holder of new Cimarex preferred stock shall receive, for each share of new Cimarex preferred stock at the same time and upon the same terms as holders of Cimarex's common stock, the amount and kind of Cimarex's capital stock (other than Cimarex's common stock), evidences of Cimarex's indebtedness, or other assets, securities or property of Cimarex's or rights, options or warrants to acquire Cimarex's capital stock or other securities that such holder would have received if such holder owned a number of shares of common stock equal to the conversion rate in effect immediately prior to the close of business on the record date for the distribution.

With respect to an adjustment pursuant to this clause (3) where there has been a payment of a dividend or other distribution on Cimarex's common stock consisting solely of shares of capital stock of any class or series, or similar equity interests, of or relating to a subsidiary or other business unit of Cimarex's where such capital stock or similar equity interest is, or will be when issued, listed or admitted for trading on a U.S. national securities exchange, which Cimarex refers to as a "spin-off," the conversion rate will be increased based on the following formula:

where,

CR₀ = the conversion rate in effect immediately prior to the close of business on the tenth trading day immediately following, and including, the ex-date for the spin-off;

CR₁ = the conversion rate in effect immediately after the close of business on the tenth trading day immediately following, and including, the ex-date for the spin-off;

FMV = the average of the closing sale prices of the capital stock or similar equity interest distributed to holders of Cimarex's common stock applicable to one share of Cimarex's common stock over the 10 consecutive trading day period immediately following, and including, the ex-date for the spin-off; and

MP₀ = the average of the closing sale prices of Cimarex's common stock over the 10 consecutive trading-day period immediately following, and including, the ex-date for the spin-off.

The adjustment to the conversion rate under the preceding paragraph shall become effective at the close of business on the 10th trading day immediately following, and including, the ex-date for the spin-off; provided that, for purposes of determining the conversion rate, in respect of any conversion during the 10 trading days following, and including, the ex-date of any spin-off, references within the portion of this clause (3) related to "spin-offs" to 10 consecutive trading days shall be deemed to be replaced with such lesser number of consecutive trading days as have elapsed between the ex-date of such spin-off and the relevant conversion date.

(4)

If any cash dividend or distribution is made to all or substantially all holders of Cimarex's common stock (excluding dividends or distributions made in connection with the liquidation, dissolution or winding-up of Cimarex and any consideration payable in connection with a

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tender or exchange offer made by Cimarex or any of Cimarex's subsidiaries), the conversion rate will be adjusted based on the following formula:

where,

- CR_0 = the conversion rate in effect immediately prior to the close of business on the record date for such dividend or distribution;
- CR_1 = the conversion rate in effect immediately after the close of business on the record date for such dividend or distribution;
- SP_0 = the average of the closing sale prices of Cimarex's common stock over the 10 consecutive trading day period ending on, and including, the trading day immediately preceding the ex-date for such dividend or distribution; and
- C = the amount in cash per share of Cimarex's common stock Cimarex distributes to all or substantially all holders of Cimarex's common stock.

Such adjustment shall become effective immediately after the close of business on the record date for such dividend or distribution. If such dividend or distribution is not so paid, the conversion rate shall be decreased, effective as of the earlier of (a) the date the Cimarex board, or an authorized committee thereof, determines not to pay or make such dividend or distribution and (b) the date such dividend or distribution was to have been paid, to be the conversion rate that would then be in effect if such dividend or distribution had not been declared.

Notwithstanding the foregoing, if "C" (as defined above) is equal to or greater than "SP₀" (as defined above), or if the difference is less than \$1.00, in lieu of the foregoing increase, each holder of new Cimarex preferred stock shall receive, for each share of new Cimarex preferred stock at the same time and upon the same terms as holders of Cimarex's common stock, the amount of cash that such holder would have received if such holder owned a number of shares of Cimarex's common stock equal to the conversion rate on the record date for such cash dividend or distribution.

(5)

If Cimarex or any of Cimarex's subsidiaries makes a payment in respect of a tender or exchange offer for Cimarex's common stock, to the extent that the cash and value of any other consideration included in the payment per share of Cimarex's common stock exceeds the average of the closing sale prices of Cimarex's common stock over the 10 consecutive trading day period commencing on, and including, the trading day next succeeding the last date on which tenders or exchanges may be made pursuant to such tender or exchange offer (the "expiration date"), the conversion rate will be adjusted based on the following formula:

where,

- CR_0 = the conversion rate in effect immediately prior to the close of business on the last trading day of the 10 consecutive trading day period commencing on, and including, the trading day next succeeding the expiration date;
- CR_1 = the conversion rate in effect immediately after the close of business on the last trading day of the 10 consecutive trading day period commencing on, and including, the trading day next succeeding the expiration date;

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- AC = the aggregate value of all cash and any other consideration (as determined by the Cimarex board, or an authorized committee thereof) paid or payable for shares purchased in such tender or exchange offer;
- OS₀ = the number of shares of Cimarex's common stock outstanding immediately prior to the expiration date (prior to giving effect to the purchase of all shares accepted for purchase or exchange in such tender or exchange offer);
- OS₁ = the number of shares of Cimarex's common stock outstanding immediately after the expiration date (after giving effect to the purchase of all shares accepted for purchase or exchange in such tender or exchange offer); and
- SP₁ = the average of the closing sale prices of Cimarex's common stock over the 10 consecutive trading day period commencing on, and including, the trading day next succeeding the expiration date.

The increase to the conversion rate under the preceding paragraph will become effective at the close of business on the 10th trading day immediately following, and including, the trading day next succeeding the expiration date; provided that, for purposes of determining the conversion rate, in respect of any conversion during the 10 trading days immediately following, and including, the trading day next succeeding the expiration date, references within this clause (5) to 10 consecutive trading days shall be deemed to be replaced with such lesser number of consecutive trading days as have elapsed between the expiration date for such tender or exchange offer and the relevant conversion date.

In the event that Cimarex is, or one of Cimarex's subsidiaries is, obligated to purchase shares of Cimarex's common stock pursuant to any such tender offer or exchange offer, but Cimarex is, or such subsidiary is, permanently prevented by applicable law from effecting any such purchases, or all such purchases are rescinded, then the conversion rate shall be readjusted to be such conversion rate that would then be in effect if such tender offer or exchange offer had not been made.

Cimarex may also (but is not required to) increase each conversion rate to avoid or diminish any income tax to holders of Cimarex's common stock or rights to purchase shares of Cimarex's common stock in connection with a dividend or distribution of shares (or rights to acquire shares) or similar event. However, in either case, Cimarex may only make such a discretionary adjustment if Cimarex makes the same proportionate adjustment to each conversion rate.

A holder may, in some circumstances, including a distribution of cash dividends to holders of Cimarex's shares of common stock, be deemed to have received a distribution subject to U.S. federal income tax as a result of an adjustment or the nonoccurrence of an adjustment to a fixed conversion rate. If you are a holder that is not a U.S. holder (as defined in "U.S. Federal Income Tax Consequences" beginning on page 88), any deemed dividend may be subject to U.S. federal withholding tax at a 30% rate, or such lower rate as may be specified by an applicable treaty, which may be set off against subsequent payments on the new Cimarex preferred stock.

As used in this section, the "ex-date" is the first date on which Cimarex's common stock trades on the applicable exchange or in the applicable market, regular way, without the right to receive the issuance, dividend or distribution in question from Cimarex or, if applicable, from the seller of Cimarex's common stock on such exchange or market (in the form of due bills or otherwise) as determined by such exchange or market.

As used in this section, "record date" means, with respect to any dividend, distribution or other transaction or event in which the holders of Cimarex's common stock (or other applicable security) have the right to receive any cash, securities or other property or in which Cimarex's common stock (or such other security) is exchanged for or converted into any combination of cash, securities or other property, the date fixed for determination of holders of Cimarex's common stock (or such other

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security) entitled to receive such cash, securities or other property (whether such date is fixed by the Cimarex board, an authorized committee thereof, statute, contract or otherwise).

Cimarex will not adjust the conversion rate pursuant to the clauses above unless the adjustment would result in a change of at least 1% in the then effective conversion rate. However, Cimarex will carry forward any adjustment that Cimarex would otherwise have to make and take that adjustment into account in any subsequent adjustment. However, (i) on December 31 of each year, (ii) with respect to any converted shares of new Cimarex preferred stock, (iii) upon the occurrence of a fundamental change and (iv) in the event that Cimarex exercises its mandatory conversion right, Cimarex will give effect to all adjustments that Cimarex has otherwise deferred pursuant to this paragraph, and those adjustments will no longer be carried forward and taken into account in any subsequent adjustment. Adjustments to the conversion rate will be calculated to the nearest 1/10,000th. No adjustment to the conversion rate will be made if it results in a conversion price that is less than the par value (if any) of Cimarex's common stock.

To the extent permitted by law and the continued listing requirements of the NYSE, Cimarex may, from time to time, increase the conversion rate of the new Cimarex preferred stock by any amount for a period of at least 20 business days or any longer period permitted or required by law, so long as the increase is irrevocable during that period and the Cimarex board, or an authorized committee thereof, determines that such increase would be in Cimarex's best interests. Cimarex will send a notice of the increase to registered holders at least 15 days in advance of the day on which the increase becomes effective.

If Cimarex has in effect a rights plan while any new Cimarex preferred stock remains outstanding, holders of new Cimarex preferred stock will receive, upon a conversion of their new Cimarex preferred stock, in addition to shares of Cimarex's common stock, rights under the rights plan. However, if, prior to any conversion, the rights have separated from the shares of Cimarex's common stock in accordance with the provisions of the applicable rights plan, the conversion rate will be adjusted at the time of separation as if Cimarex had distributed to all or substantially all holders of Cimarex's common stock, shares of Cimarex's capital stock, evidences of indebtedness, assets, securities, property, rights, options or warrants as described in clause (3) under "Conversion Rate Adjustments" above, subject to readjustment in the event of the expiration, termination or redemption of such rights. Any distribution of rights, options or warrants pursuant to a rights plan that would allow a holder to receive upon conversion, in addition to any shares of Cimarex's common stock, the rights described therein (unless such rights, options or warrants have separated from Cimarex's common stock (in which case the conversion rate will be adjusted at the time of separation as if Cimarex made a distribution to all holders of Cimarex's common stock as described in clause (3) above, subject to readjustment in the event of the expiration, termination or redemption of such rights)) shall not constitute a distribution of rights, options or warrants that would entitle such holder to an adjustment to the conversion rate.

Notwithstanding the foregoing, the conversion rate will not be adjusted for:

the issuance of any shares of Cimarex's common stock pursuant to any present or future plan providing for the reinvestment of dividends or interest payable on Cimarex's securities and the investment of additional optional amounts in shares of Cimarex's common stock under any plan;

the issuance of any shares of Cimarex's common stock, options, restricted stock, restricted stock units, performance units or rights to purchase those shares or similar equity instruments pursuant to any present or future employee, director, trustee or consultant benefit plan, employee agreement or arrangement or program of Cimarex or any of Cimarex's subsidiaries;

the issuance of any shares of Cimarex's common stock pursuant to any option, warrant, right, or exercisable, exchangeable or convertible security outstanding as of Initial Issue Date;

a change in the par value of Cimarex's common stock;

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a sale of Cimarex's common stock, or securities convertible or exercisable for shares of Cimarex's common stock, for cash, other than in a transaction described in clauses (1) through (5) above;

ordinary course of business stock repurchases that are not tender offers referred to in clause (5) of the adjustments above, including structured or derivative transactions or pursuant to a stock repurchase program approved by the Cimarex board;

a third-party tender or exchange offer, other than a tender or exchange offer by one of Cimarex's subsidiaries as described in clause (5) above; and

accumulated and unpaid dividends or distributions, except as described under the " Special Rights upon the Merger or Future Fundamental Change," section beginning on page 161, the " Determination of the Make-whole Premium" section beginning on page 163, and the " Mandatory Conversion" section beginning on page 151.

Except as described above in this section, Cimarex will not adjust the conversion rate.

Recapitalizations, Reclassifications and Changes in Cimarex's Common Stock

In the case of:

any recapitalization, reclassification or change in Cimarex's common stock (other than a change in par value, or from par value to no par value, or from no par value to par value, or changes resulting from a subdivision or combination),

any consolidation, merger or other combination involving Cimarex,

any sale, lease or other transfer or disposition to a third party of the consolidated assets of Cimarex and Cimarex's subsidiaries substantially as an entirety, or

any statutory share exchange of Cimarex's securities with another person (other than in connection with a merger or acquisition),

in each case, as a result of which Cimarex's common stock would be converted into, or exchanged for, stock, other securities, other property or assets (including cash or any combination thereof) (any such transaction or event, a "reorganization event"), then, at and after the effective date of the reorganization event, the right to convert each share of new Cimarex preferred stock into the amount of cash and number of shares of Cimarex's common stock comprising the Conversion Consideration will be changed into a right to convert such share of new Cimarex preferred stock into a modified package of consideration consisting of (i) the Cash Consideration and (ii) the kind and amount of shares of stock, other securities or other property or assets (including cash or any combination thereof) that a holder of a number of shares of Cimarex's common stock equal to the conversion rate immediately prior to such reorganization event would have been entitled to receive upon such reorganization event (such stock, securities or other property or assets, "reference property"). Cimarex will amend its amended and restated certificate of incorporation to effect this change, if applicable. In the event holders of Cimarex's common stock have the opportunity to elect the form of all or any portion of the consideration to be received in such reorganization event, the reference property into which the new Cimarex preferred stock will be convertible will be deemed to be the weighted average of the types and amounts of consideration received by the holders of Cimarex's common stock that affirmatively make such an election (or of all holders of Cimarex's common stock if none makes an election). The certificate of designations will provide that Cimarex may not become a party to any such reorganization event unless its terms are consistent with the foregoing. No adjustment to the conversion rate will be made for any reorganization event to the extent stock, securities or other property or assets become the reference property for the new Cimarex preferred stock.

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Throughout this section, if Cimarex's common stock has been replaced by reference property as a result of any such reorganization event, references to Cimarex's common stock are intended to refer to such reference property.

Special Rights upon the Merger or Future Fundamental Change

Inasmuch as the merger constitutes a "fundamental change" under the terms of the Resolute preferred stock, Resolute will give notice of the merger to each holder of Resolute preferred stock no later than 15 business days prior to the anticipated effective date of merger.

In the future, Cimarex must give notice of each "fundamental change" (as defined below) after the merger to all record holders of the new Cimarex preferred stock no later than 15 business days prior to the anticipated effective date of the fundamental change or, if such prior notice is not practicable, no later than two business days after such fundamental change. If Cimarex notifies holders of a fundamental change later than the 15th business day prior to the actual effective date of a fundamental change, the fundamental change conversion period (as defined below) will be extended by a number of days equal to the number of days from, and including, the 15th business day prior to the effective date of the fundamental change to, but not including, the date of the notice; provided that the fundamental change conversion period will not be extended beyond the mandatory conversion date, if applicable.

Holders of the new Cimarex preferred stock who convert during the period beginning on the open of business on the first trading day following the Initial Issue Date and ending on the close of business on the 20th trading day following the Initial Issue Date (the "Initial Fundamental Change Period"), will receive as the make-whole premium in respect of the "fundamental change" constituting the merger such amount of additional shares of Cimarex common stock as equals the product of (i) 0.3943 (i.e., the stock election exchange ratio) times (ii) such number of additional shares of Resolute common stock as corresponds to the Stock Price (as defined in the certificate of designations for the Resolute preferred stock to be the average of the closing sale prices of the Resolute common stock over the 10 consecutive trading days immediately preceding, but not including, the effective date of the merger (i.e., the Initial Issue Date)) in the table for the make-whole premium in the certificate of designations for the Resolute preferred stock, such make-whole premium being payable in shares of Cimarex common stock, cash or a combination thereof as specified below. Prior to the effective date of the merger, Resolute has paid, or expects to pay, all accumulated and unpaid dividends on all shares of Resolute preferred stock for all dividend periods ending on or prior to the _____, 2019 dividend payment date. Thus, each converting holder of new Cimarex preferred stock that converts during the Initial Fundamental Change Period will not receive any amount in respect of accumulated and unpaid dividends on such converted shares.

With respect to any fundamental change after the merger, if a holder converts its new Cimarex preferred stock at any time during the period (the "fundamental change conversion period") beginning at the open of business on the trading day immediately following the date on which such fundamental change occurs or becomes effective (the "effective date") and ending at the close of business on the 20th trading day immediately following such effective date (or (x) if earlier, the mandatory conversion date, if applicable, or (y) if later, as extended pursuant to the preceding paragraph) (the "special rights end date"), Cimarex will deliver to the converting holder, for each share of new Cimarex preferred stock surrendered for conversion, (i) a number of shares of Cimarex common stock equal to the conversion rate and (ii) the make-whole premium, if any, as calculated and described under " Determination of the Make-whole Premium" beginning on page 163, such make-whole premium being payable in shares of Cimarex common stock, cash or a combination thereof as specified below.

In addition, each converting holder, in addition to the number of shares of common stock issuable upon conversion pursuant to the preceding paragraph will, on any conversion date during the fundamental change conversion period, have the right to receive an amount equal to any accumulated and unpaid dividends on such converted shares, whether or not declared prior to that date, for all prior

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dividend periods ending on or prior to the dividend payment date immediately preceding (or, if applicable, ending on) the conversion date (other than previously declared dividends payable to holders of record as of a prior date), provided that Cimarex is then legally permitted to pay such dividends. The amount payable in respect of such dividends will be paid in cash.

A "fundamental change" will be deemed to have occurred at the time after the new Cimarex preferred stock is originally issued if any of the following occurs:

- (1) the consummation of any transaction (other than any transaction described in clause (2) below whether or not the proviso therein applies) the result of which is that a "person" or "group" (within the meaning of Section 13(d) of the Exchange Act), other than Cimarex, Cimarex's wholly-owned subsidiaries and Cimarex's and Cimarex's wholly-owned subsidiaries' employee benefit plans, has become the direct or indirect "beneficial owner," as defined in Rule 13d-3 under the Exchange Act, of more than 50% of the voting power of Cimarex's common equity;
- (2) the consummation of (A) any recapitalization, reclassification or change of Cimarex common stock (other than a change in par value, or from par value to no par value, or from no par value to par value, or changes resulting from a subdivision or combination), as a result of which Cimarex common stock would be converted into, or exchanged for, stock, other securities, other property or assets (including cash or any combination thereof); (B) any consolidation, merger or other combination of Cimarex or binding share exchange pursuant to which Cimarex common stock would be converted into, or exchanged for, stock, other securities, other property or assets (including cash or any combination thereof); or (C) any sale, lease or other transfer or disposition in one transaction or a series of transactions of all or substantially all of the consolidated assets of Cimarex and Cimarex's subsidiaries, taken as a whole, to any person other than one or more of Cimarex's wholly-owned subsidiaries; *provided, however*, that none of the transactions described in clauses (A), (B) or (C) shall constitute a fundamental change if (i) the holders of all classes of Cimarex's common equity immediately prior to such transaction continue to own at least, directly or indirectly, more than 50% of the surviving corporation or transferee, or the parent thereof, immediately after such event or (ii) such transaction is effected solely to change Cimarex's jurisdiction of formation or to form a holding company for Cimarex and that results in a share exchange or reclassification or similar exchange of the outstanding common stock solely into common stock of the surviving entity;
- (3) Cimarex's common stock (or other common stock into which the new Cimarex preferred stock is convertible) ceases to be listed or quoted on any of the NYSE, the NASDAQ Global Select Market or the NASDAQ Global Market (or any of their respective successors), other than any cessation to be listed or quoted that persists for not more than ten (10) days in connection with a transition among the above exchanges; or
- (4) Cimarex's stockholders approve any plan or proposal for the liquidation or dissolution of Cimarex (other than in a transaction described in clause (2) above);

provided, however that a transaction or transactions described in clause (1) or (2) above will not constitute a fundamental change if at least 90% of the consideration received or to be received by holders of Cimarex's common stock (excluding cash payments for fractional shares and cash payments made pursuant to dissenters' appraisal rights) in connection with such transaction or transactions that would otherwise constitute a "fundamental change" consists of shares of common stock or common equity interests that are listed or quoted on any of the NYSE, the NASDAQ Global Select Market or the NASDAQ Global Market (or any of their respective successors), or that will be so listed or quoted when issued or exchanged in connection with such transaction or transactions and as a result of such transaction or transactions the new Cimarex preferred stock becomes convertible into such consideration, excluding cash payments for fractional shares and cash payments made pursuant to dissenters' appraisal rights.

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For any shares of new Cimarex preferred stock that are converted during the Initial Fundamental Change Period or any subsequent fundamental change conversion period, subject to the limitations described below, Cimarex may pay the make-whole premium, determined in Cimarex's sole discretion:

in cash;

by delivery of shares of Cimarex's common stock; or

by delivery of any combination of cash and shares of Cimarex's common stock.

Except to the extent Cimarex elects to make all or any portion of such payment in shares of Cimarex's common stock, Cimarex will pay the make-whole premium on the new Cimarex preferred stock in cash.

The definition of "fundamental change" includes the phrase "all or substantially all" relating to the sale or other disposition of the consolidated assets of Cimarex and Cimarex's subsidiaries. There is no precise, established definition of the phrase "all or substantially all" under the law applicable to the shares of new Cimarex preferred stock or the issuance of the new Cimarex preferred stock in the merger. Accordingly, the ability of a holder of shares of new Cimarex preferred stock to require Cimarex to repurchase its shares of new Cimarex preferred stock as a result of the sale or other disposition of less than all of Cimarex's consolidated assets may be uncertain.

Determination of the Make-whole Premium

For new Cimarex preferred stock converted in accordance with " Special Rights upon the Merger or Future Fundamental Change" beginning on page 161 with respect to any fundamental change subsequent to the merger, the number of additional shares, if any, by which the conversion rate will be increased in connection with a conversion during any subsequent fundamental change period will be determined by *multiplying* (a) the Equity Factor (as defined below) and (b) the base reference number of additional shares determined by reference to the table below, based on the effective date and the price paid (or deemed to be paid) per share of Cimarex's common stock in such subsequent fundamental change (such price, the "stock price"). If holders of Cimarex's common stock receive in exchange for their common stock only cash in the transaction constituting such subsequent fundamental change, the stock price shall be the cash amount paid per share. Otherwise, the stock price shall be the average of the closing sale prices of Cimarex's common stock on the 10 consecutive trading days immediately preceding, but not including, the effective date of such subsequent fundamental change. The "Equity Factor" represents the fraction of the Conversion Consideration constituting equity having the potential to appreciate in value after the merger and shall equal the quotient of (a) the difference of (x) \$1,185.1560 and (y) the Cash Consideration and (b) \$1,185.1560.

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The following table sets forth the base reference number of additional shares that will be multiplied by the Equity Factor to compute the number of additional shares that will be added to the conversion rate as described above for each stock price and effective date below:

Effective Date	<u>Cimarex Common Stock Price</u>⁽¹⁾									
	\$65.13	\$69.74	\$74.89	\$82.42	\$88.76	\$101.45	\$112.35	\$126.81	\$190.21	\$253.61
October 7, 2016	2.0027	1.7910	1.5888	1.3455	1.1755	0.9102	0.7379	0.5632	0.1729	0.0356
October 15, 2017	2.0027	1.7293	1.5328							