

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC. 20549
FORM 10-Q**

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **September 30, 2022**
or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: **000-50175**

DORCHESTER MINERALS, L.P.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

81-0551518

(I.R.S. Employer Identification No.)

3838 Oak Lawn Avenue, Suite 300, Dallas, Texas 75219

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(214) 559-0300**

None

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Units Representing Limited Partnership Interest	DMLP	NASDAQ Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth 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.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒

Smaller reporting company ☒

Emerging growth company ☐

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 ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Number of common units representing limited partnership interests outstanding as of November 3, 2022: 38,371,493

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DORCHESTER MINERALS, L.P.
(A Delaware Limited Partnership)

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

Statements included in this report that are not historical facts (including any statements concerning plans and objectives of management for future operations or economic performance, or assumptions or forecasts related thereto), are forward-looking statements. These statements can be identified by the use of forward-looking terminology including “may,” “believe,” “will,” “expect,” “anticipate,” “estimate,” “continue,” or other similar words. These statements discuss future expectations, contain projections of results of operations or of financial condition or state other forward-looking information. In this report, the terms “us,” “our,” “we,” and “its” are sometimes used as abbreviated references to the Partnership.

These forward-looking statements are made based upon management's current plans, expectations, estimates, assumptions and beliefs concerning future events impacting us and, therefore, involve a number of risks and uncertainties. We caution that forward-looking statements are not guarantees and that actual results could differ materially from those expressed or implied in the forward-looking statements for a number of important reasons, including those discussed under “Item 1A – Risk Factors” in the Partnership’s annual report on Form 10-K and in this report, in the Partnership’s other filings with the Securities and Exchange Commission and elsewhere in this report. Examples of such reasons include, but are not limited to, changes in the price or demand for oil and natural gas, public health crises including the worldwide coronavirus (COVID-19) outbreak beginning in early 2020 and its ongoing variants, changes in the operations on or development of our properties, changes in economic and industry conditions and changes in regulatory requirements (including changes in environmental requirements) and our financial position, business strategy and other plans and objectives for future operations.

You should read these statements carefully because they may discuss our expectations about our future performance, contain projections of our future operating results or our future financial condition, or state other forward-looking information. Before you invest, you should be aware that the occurrence of any of the events herein described in “Item 1A – Risk Factors” in the Partnership’s annual report on Form 10-K and its other filings with the Securities and Exchange Commission and elsewhere in this report could substantially harm our business, results of operations and financial condition and that upon the occurrence of any of these events, the trading price of our common units could decline, and you could lose all or part of your investment.

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

See attached financial statements on the following pages.

DORCHESTER MINERALS, L.P.
(A Delaware Limited Partnership)

CONDENSED CONSOLIDATED BALANCE SHEETS
(In Thousands)
(Unaudited)

	September 30, 2022	December 31, 2021
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 51,988	\$ 28,306
Trade and other receivables	17,635	11,533
Net profits interest receivable - related party	5,955	6,822
Total current assets	75,578	46,661
Oil and natural gas properties (full cost method)	473,086	440,052
Accumulated full cost depletion	(355,150)	(341,733)
Total	117,936	98,319
Leasehold improvements	989	989
Accumulated amortization	(399)	(330)
Total	590	659
Operating lease right-of-use asset	1,009	1,168
Total assets	\$ 195,113	\$ 146,807
LIABILITIES AND PARTNERSHIP CAPITAL		
Current liabilities:		
Accounts payable and other current liabilities	\$ 5,220	\$ 2,512
Operating lease liability	284	291
Total current liabilities	5,504	2,803
Operating lease liability	1,381	1,594
Total liabilities	6,885	4,397
Commitments and contingencies (Note 4)		
Partnership capital:		
General Partner	1,428	982
Unitholders	186,800	141,428
Total partnership capital	188,228	142,410
Total liabilities and partnership capital	\$ 195,113	\$ 146,807

The accompanying notes are an integral part of these condensed consolidated financial statements.

DORCHESTER MINERALS, L.P.
(A Delaware Limited Partnership)

CONDENSED CONSOLIDATED INCOME STATEMENTS
(In Thousands, except per unit amounts)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Net operating revenues:				
Royalties	\$ 33,530	\$ 20,031	\$ 105,549	\$ 51,172
Net profits interests	2,995	3,493	17,478	10,692
Lease bonus	7,344	12	8,596	456
Other	188	433	294	799
Total net operating revenues	44,057	23,969	131,917	63,119
Costs and expenses:				
Operating, including production taxes	3,184	2,126	10,259	5,291
Depreciation, depletion and amortization	4,247	2,902	13,486	7,684
General and administrative expenses	2,425	910	6,023	3,803
Total costs and expenses	9,856	5,938	29,768	16,778
Net income	\$ 34,201	\$ 18,031	\$ 102,149	\$ 46,341
Allocation of net income:				
General Partner	\$ 1,288	\$ 631	\$ 3,623	\$ 1,579
Unitholders	\$ 32,913	\$ 17,400	\$ 98,526	\$ 44,762
Net income per common unit (basic and diluted)	\$ 0.88	\$ 0.49	\$ 2.64	\$ 1.28
Weighted average basic and diluted common units outstanding	37,564	35,405	37,372	34,927

The accompanying notes are an integral part of these condensed consolidated financial statements.

DORCHESTER MINERALS, L.P.
(A Delaware Limited Partnership)

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN PARTNERSHIP CAPITAL
(In Thousands)
(Unaudited)

	General Partner	Unitholders	Total	Unitholder Units
Three Months Ended September 30, 2021				
Balance at July 1, 2021	\$ 831	\$ 104,681	\$ 105,512	35,405
Net income	631	17,400	18,031	
Distributions (\$0.480528 per Unit)	(602)	(17,013)	(17,615)	
Balance at September 30, 2021	<u>\$ 860</u>	<u>\$ 105,068</u>	<u>\$ 105,928</u>	<u>35,405</u>
Three Months Ended September 30, 2022				
Balance at July 1, 2022	\$ 1,497	\$ 169,876	\$ 171,373	37,555
Net income	1,288	32,913	34,201	
Acquisition of assets for units	-	20,402	20,402	817
Distributions (\$0.969012 per Unit)	(1,357)	(36,391)	(37,748)	
Balance at September 30, 2022	<u>\$ 1,428</u>	<u>\$ 186,800</u>	<u>\$ 188,228</u>	<u>38,372</u>
	General Partner	Unitholders	Total	Unitholder Units
Nine Months Ended September 30, 2021				
Balance at January 1, 2021	\$ 536	\$ 84,028	\$ 84,564	34,680
Net income	1,579	44,762	46,341	
Acquisition of assets for units	-	12,216	12,216	725
Distributions (\$1.026229 per Unit)	(1,255)	(35,938)	(37,193)	
Balance at September 30, 2021	<u>\$ 860</u>	<u>\$ 105,068</u>	<u>\$ 105,928</u>	<u>35,405</u>
Nine Months Ended September 30, 2022				
Balance at January 1, 2022	\$ 982	\$ 141,428	\$ 142,410	36,985
Net income	3,623	98,526	102,149	
Acquisitions of assets for units	-	35,194	35,194	1,387
Distributions (\$2.362225 per Unit)	(3,177)	(88,348)	(91,525)	
Balance at September 30, 2022	<u>\$ 1,428</u>	<u>\$ 186,800</u>	<u>\$ 188,228</u>	<u>38,372</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

DORCHESTER MINERALS, L.P.
(A Delaware Limited Partnership)

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In Thousands)
(Unaudited)

	Nine Months Ended September 30,	
	2022	2021
Net cash provided by operating activities	\$ 113,382	\$ 47,461
Cash flows provided by investing activities:		
Net cash contributed in acquisitions of oil and natural gas properties	1,825	563
Proceeds from the sale of oil and natural gas properties	-	262
Total cash flows provided by investing activities	1,825	825
Cash flows used in financing activities:		
Distributions paid to General Partner and unitholders	(91,525)	(37,193)
Increase in cash and cash equivalents	23,682	11,093
Cash and cash equivalents at beginning of period	28,306	11,232
Cash and cash equivalents at end of period	\$ 51,988	\$ 22,325
Non-cash investing and financing activities:		
Fair value of common units issued for acquisitions of oil and natural gas properties	\$ 35,194	\$ 12,216

The accompanying notes are an integral part of these condensed consolidated financial statements.

DORCHESTER MINERALS, L.P.
(A Delaware Limited Partnership)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Business and Basis of Presentation

Description of the Business

Dorchester Minerals, L.P. (the “Partnership”) is a publicly traded Delaware limited partnership that commenced operations on January 31, 2003. Our business may be described as the acquisition, ownership and administration of Royalty Properties (which consists of producing and nonproducing mineral, royalty, overriding royalty, net profits, and leasehold interests located in 592 counties and parishes in 28 states (“Royalty Properties”)) and net profits overriding royalty interests (referred to as the Net Profits Interest, or “NPI”).

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of the Partnership have been prepared in accordance with generally accepted accounting principles in the United States (“U.S. GAAP”) and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”). The unaudited condensed consolidated financial statements do not include all of the disclosures required for complete annual financial statements prepared in conformity with U.S. GAAP. Therefore, the accompanying unaudited condensed consolidated financial statements and related notes should be read in conjunction with the consolidated financial statements and notes thereto included in the Partnership’s 2021 Annual Report on Form 10-K. The accompanying unaudited condensed consolidated financial statements reflect all adjustments (consisting only of normal and recurring adjustments unless indicated otherwise) that are, in the opinion of management, necessary for the fair presentation of our financial position and operating results for the interim period. Interim period results are not necessarily indicative of the results for the calendar year. For more information regarding limitations on the forward-looking statements contained herein, see page 1 of this Quarterly Report on Form 10-Q. Per unit information is calculated by dividing the income or loss applicable to holders of the Partnership’s common units by the weighted average number of units outstanding. The Partnership has no potentially dilutive securities and, consequently, basic and diluted income per unit do not differ.

The unaudited condensed consolidated financial statements include the accounts of the Partnership and its wholly-owned subsidiaries Dorchester Minerals Oklahoma LP, Dorchester Minerals Oklahoma GP, Inc., Maecenas Minerals LLP, Dorchester-Maecenas GP LLC, The Buffalo Co., A Limited Partnership, and DMLPTBC GP LLC. All significant intercompany balances and transactions have been eliminated in consolidation.

Recent Events

In January 2020, the World Health Organization (“WHO”) announced a global health emergency because of a new strain of coronavirus (“COVID-19”) and the significant risks to the international community and economies as the virus spread globally beyond its point of origin. In March 2020, the WHO classified COVID-19 as a pandemic, based on the rapid increase in exposure globally, and thereafter, COVID-19 continued to spread throughout the U.S. and worldwide. Multiple variants emerged in 2021 and became highly transmissible, which contributed to pricing volatility during 2021 to date. The financial results of companies in the oil and natural gas industry have been impacted materially as a result of changing market conditions. Such circumstances generally increase uncertainty in the Partnership’s accounting estimates.

In February 2022, Russian military forces invaded Ukraine, and sustained conflict and disruption in the region is likely. Although the length, impact and outcome of the ongoing military conflict in Ukraine is highly unpredictable, this conflict could lead to significant market and other disruptions, including significant volatility in commodity prices and supply of energy resources along with instability in financial markets. As a result of the invasion, various economic and trade sanctions have been implemented by countries and private market participants on Russia which have resulted in a lower worldwide supply of oil and natural gas, contributing to a sharp increase in market prices for these commodities in the first half of 2022. However, during the third quarter of 2022, oil prices slightly softened due partly to slowing economic growth resulting from higher inflation and rising interest rates. Despite this slowing of the global economic recovery, demand and market prices for oil and natural gas remain strong, due in part to the ongoing Russian invasion of Ukraine along with rising energy use. However, the sanctions imposed against Russia, and other measures, as well as the existing and potential further responses from Russia or other countries to such sanctions, supply chain disruptions, tensions and military actions, could adversely affect the global economy and financial markets and could adversely affect our business, financial condition and results of operations. We cannot predict events that may lead to future price volatility and the near-term energy outlook remains subject to heightened levels of uncertainty.

We are continuing to closely monitor the overall impact and the evolution of the COVID-19 pandemic, including the ongoing spread of any variants, along with future OPEC actions and the Russian invasion of Ukraine on all aspects of our business, including how these events may impact our future operations, financial results, liquidity, employees, and operators. While there has been a reduction in global constraints, additional actions may be required in response to the COVID-19 pandemic on a national, state, and local level by governmental authorities, and such actions may further adversely affect general and local economic conditions, particularly if the resurgence and spread of the COVID-19 pandemic continues. We cannot predict the long-term impact of these events on our liquidity, financial position, results of operations or cash flows due to uncertainties including the severity of COVID-19 or any of the ongoing variants, and the effect the virus will have on the demand for oil and natural gas. These situations remain fluid and unpredictable, and we are actively managing our response.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Partnership evaluates these estimates on an ongoing basis, using historical experience, consultation with experts and other methods the Partnership considers reasonable in each circumstance. Any effects on the Partnership's business, financial position, or results of operations resulting from revisions to these estimates are recorded in the period in which the facts that give rise to the revision become known. Although the Partnership believes these estimates are reasonable, actual results could differ from those estimates.

Recent Accounting Pronouncements

The Partnership considers the applicability and impact of all ASUs. There are no recent accounting pronouncements not yet adopted that are expected to have a material effect on the Partnership upon adoption.

3. Acquisitions for Units

On September 30, 2022, pursuant to a non-taxable contribution and exchange agreement with Excess Energy, LLC, a Texas limited liability company ("Excess"), the Partnership acquired mineral, royalty and overriding royalty interests totaling approximately 2,100 net royalty acres located in 12 counties across Texas and New Mexico in exchange for 816,719 common units representing limited partnership interests in the Partnership valued at \$20.4 million and issued pursuant to the Partnership's registration statement on Form S-4. We believe that the acquisition is considered complementary to our business. The transaction was accounted for as an acquisition of assets under U.S. GAAP. Accordingly, the cost of the acquisition was allocated on a relative fair value basis and transaction costs were capitalized as a component of the cost of the assets acquired. At closing, in addition to conveying mineral, royalty and overriding royalty interests to the Partnership, Excess delivered funds to the Partnership in an amount equal to their cash receipts during the period from July 1, 2022 through September 30, 2022 of \$0.9 million. The contributed cash is included in net cash contributed in acquisitions on the condensed consolidated statement of cash flows for the nine months ended September 30, 2022. The condensed consolidated balance sheet as of September 30, 2022 includes \$19.1 million of net oil and natural gas properties acquired in the transaction. Net property additions for the nine months ended September 30, 2022 includes \$1.8 million of unproved properties acquired that were recorded to the oil and natural gas properties full cost pool, thereby accelerating the costs subject to depletion.

On March 31, 2022, pursuant to a non-taxable contribution and exchange agreement with multiple unrelated third parties, the Partnership acquired mineral and royalty interests representing approximately 3,600 net royalty acres located in 13 counties across Colorado, Louisiana, Ohio, Oklahoma, Pennsylvania, West Virginia and Wyoming in exchange for 570,000 common units representing limited partnership interests in the Partnership valued at \$14.8 million and issued pursuant to the Partnership's registration statement on Form S-4. We believe that the acquisition is considered complementary to our business. The transaction was accounted for as an acquisition of assets under U.S. GAAP. Accordingly, the cost of the acquisition was allocated on a relative fair value basis and transaction costs were capitalized as a component of the cost of the assets acquired. Contributed cash delivered at closing and final settlement net cash received, net of capitalized transaction costs paid, of \$0.8 million are included in net cash contributed in acquisitions on the condensed consolidated statement of cash flows for the nine months ended September 30, 2022. The condensed consolidated balance sheet as of September 30, 2022 includes \$14.0 million of net proved oil and natural gas properties acquired in the transaction.

On December 31, 2021, pursuant to a non-taxable contribution and exchange agreement with Gemini 5 Thirty, LP, a Texas limited partnership ("Gemini"), the Partnership acquired mineral and royalty interests representing approximately 4,600 net royalty acres located in 27 counties across New Mexico, Oklahoma, Texas and Wyoming in exchange for 1,580,000 common units representing limited partnership interests in the Partnership valued at \$31.3 million and issued pursuant to the Partnership's registration statement on Form S-4. We believe that the acquisition is considered complementary to our business. The transaction was accounted for as an acquisition of assets under U.S. GAAP. Accordingly, the cost of the acquisition was allocated on a relative fair value basis and transaction costs were capitalized as a component of the cost of the assets acquired. At closing, in addition to conveying mineral and royalty interests to the Partnership, Gemini delivered funds to the Partnership in an amount equal to their cash receipts during the period from October 1, 2021 through December 31, 2021 of \$1.9 million. The condensed consolidated balance sheet as of December 31, 2021 includes \$29.3 million of net proved oil and natural gas properties acquired in the transaction. Final settlement net cash received, net of capitalized transaction costs, of \$0.1 million are included in the net cash contributed in acquisitions on the condensed consolidated statement of cash flows for the nine months ended September 30, 2022.

On June 30, 2021, pursuant to a non-taxable contribution and exchange agreement with JSFM, LLC, a Wyoming limited liability company ("JSFM"), the Partnership acquired overriding royalty interests in the Bakken Trend totaling approximately 6,400 net royalty acres located in Dunn, McKenzie, McLean and Mountrail Counties, North Dakota in exchange for 725,000 common units representing limited partnership interests in the Partnership valued at \$12.2 million and issued pursuant to the Partnership's registration statement on Form S-4. We believe that the acquisition is considered complementary to our business. The transaction was accounted for as an acquisition of assets under U.S. GAAP. Accordingly, the cost of the acquisition was allocated on a relative fair value basis and transaction costs were capitalized as a component of the cost of the assets acquired. Contributed cash delivered at closing and final settlement net cash received, net of capitalized transaction costs paid, of \$0.6 million are included in net cash contributed in acquisitions on the condensed consolidated statement of cash flows for the nine months ended September 30, 2021. The condensed consolidated balance sheet as of December 31, 2021 includes \$11.5 million of net oil and natural gas properties acquired in the transaction.

4. Commitments and Contingencies

The Partnership and Dorchester Minerals Operating LP, a Delaware limited partnership owned directly and indirectly by our General Partner, are involved in legal and/or administrative proceedings arising in the ordinary course of their businesses, none of which have predictable outcomes, and none of which are believed to have any significant effect on our consolidated financial position, cash flows, or operating results.

5. Distributions to Holders of Common Units

The distribution for the third quarter of 2022 will be paid on 38,371,493 common units. The third quarter 2022 distribution of \$1.135019 per common unit will be paid on November 10, 2022. The distribution for the third quarter of 2021 was paid on 35,404,774 common units. Our partnership agreement requires the fourth quarter 2022 distribution to be paid by February 14, 2023.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion contains forward-looking statements. For a description of limitations inherent in forward-looking statements, see page 1 of this Quarterly Report on Form 10-Q.

Objective

This discussion, which presents our results of operations for the three and nine months ended September 30, 2022 and September 30, 2021, should be read in conjunction with our Condensed Consolidated Financial Statements and the accompanying notes. We intend for this discussion to provide the reader with information that will assist in understanding our financial statements, the changes in certain key items in those financial statements from period to period, and the primary factors that accounted for those changes.

Overview

We own producing and nonproducing mineral, royalty, overriding royalty, net profits and leasehold interests. We refer to these interests as the Royalty Properties. We currently own Royalty Properties in 592 counties and parishes in 28 states.

As of September 30, 2022, we own a net profits overriding royalty interest (referred to as the Net Profits Interest, or "NPI") in various properties owned by Dorchester Minerals Operating LP (the "Operating Partnership"), a Delaware limited partnership owned directly and indirectly by our General Partner. We receive monthly payments from the NPI equaling 96.97% of the net profits actually realized by the Operating Partnership from these properties in the preceding month. In the event that costs, including budgeted capital expenditures, exceed revenues on a cash basis in a given month for properties subject to the Net Profits Interest, no payment is made, and any deficit is accumulated and reflected in the following month's calculation of net profit.

In the event the NPI has a deficit of cumulative revenue versus cumulative costs, the deficit will be borne solely by the Operating Partnership.

From a cash perspective, as of September 30, 2022, the NPI was in a surplus position and had outstanding capital commitments, primarily in the Bakken region, equaling cash on hand of \$5.6 million.

Commodity Price Risks

The pricing of oil and natural gas sales is primarily determined by supply and demand in the global marketplace and can fluctuate considerably. As a royalty owner and non-operator, we have extremely limited access to timely information and involvement and no operational control over the volumes of oil and natural gas produced and sold or the terms and conditions on which such volumes are marketed and sold.

Our profitability is affected by oil and natural gas market prices. Oil and natural gas market prices have fluctuated significantly in recent years in response to changes in the supply and demand for oil and natural gas in the market, along with domestic and international political and economic conditions.

In January 2020, the World Health Organization ("WHO") announced a global health emergency because of a new strain of coronavirus ("COVID-19") and the significant risks to the international community and economies as the virus spread globally beyond its point of origin. In March 2020, the WHO classified COVID-19 as a pandemic, based on the rapid increase in exposure globally, and thereafter, COVID-19 continued to spread throughout the U.S. and worldwide. In addition, in early March 2020, oil prices dropped sharply and continued to decline, briefly reaching negative levels, as a result of multiple factors affecting the supply and demand in global oil and natural gas markets, including (i) actions taken by OPEC members and other exporting nations impacting commodity price and production levels and (ii) a significant decrease in demand due to the COVID-19 pandemic. Additionally, multiple variants emerged in 2021 and became highly transmissible, which contributed to additional pricing and demand volatility during 2021 to date. However, certain restrictions on conducting business that were implemented in response to the COVID-19 pandemic have been lifted as improved treatments and vaccinations became available for COVID-19 since late 2020.

Furthermore, in February 2022, Russian military forces invaded Ukraine leading to various trade and economic sanctions being implemented by countries and private market participants on Russia which have resulted in a global supply shortage of oil and natural gas.

As a result of the lifting of certain restrictions put in place in response to COVID-19 and the global supply shortage of oil and natural gas caused by the Russian invasion of Ukraine, in addition to other changing market conditions, oil and natural gas market prices sharply increased during the first half of 2022. While oil prices have slightly softened in the third quarter of 2022, due partly to slowing economic growth resulting from higher inflation and rising interest rates, demand and market prices for oil and natural gas remain strong, due in part to the ongoing Russian invasion of Ukraine along with rising energy use. However, commodity prices have historically been volatile, and we cannot predict events which may lead to future fluctuations in these prices. Additional actions may be required in response to the COVID-19 pandemic on a national, state and local level by governmental authorities, and such actions may further adversely affect general and local economic conditions (including further closures of businesses), particularly if the resurgence and spread of the COVID-19 pandemic continues. The COVID-19 pandemic continues to be dynamic and evolving, and its ultimate duration and effects remain uncertain. Similarly, the length, impact and outcome of the ongoing military conflict between Russia and Ukraine is highly unpredictable and could lead to significant market disruptions and increased volatility in oil and natural gas prices and supply of energy resources along with instability in the global commodity and financial markets.

Results of Operations

Acquisitions for Units

On September 30, 2022, pursuant to a non-taxable contribution and exchange agreement with Excess, the Partnership acquired mineral, royalty and overriding royalty interests totaling approximately 2,100 net royalty acres located in 12 counties across Texas and New Mexico in exchange for 816,719 common units representing limited partnership interests in the Partnership valued at \$20.4 million and issued pursuant to the Partnership's registration statement on Form S-4. We believe that the acquisition is considered complementary to our business. The transaction was accounted for as an acquisition of assets under U.S. GAAP. Accordingly, the cost of the acquisition was allocated on a relative fair value basis and transaction costs were capitalized as a component of the cost of the assets acquired. At closing, in addition to conveying mineral, royalty and overriding royalty interests to the Partnership, Excess delivered funds to the Partnership in an amount equal to their cash receipts during the period from July 1, 2022 through September 30, 2022 of \$0.9 million. The contributed cash is included in net cash contributed in acquisitions on the condensed consolidated statement of cash flows for the nine months ended September 30, 2022.

On March 31, 2022, pursuant to a non-taxable contribution and exchange agreement with multiple unrelated third parties, the Partnership acquired mineral and royalty interests representing approximately 3,600 net royalty acres located in 13 counties across Colorado, Louisiana, Ohio, Oklahoma, Pennsylvania, West Virginia and Wyoming in exchange for 570,000 common units representing limited partnership interests in the Partnership valued at \$14.8 million and issued pursuant to the Partnership's registration statement on Form S-4. We believe that the acquisition is considered complementary to our business. The transaction was accounted for as an acquisition of assets under U.S. GAAP. Accordingly, the cost of the acquisition was allocated on a relative fair value basis and transaction costs were capitalized as a component of the cost of the assets acquired. Contributed cash delivered at closing and final settlement net cash received, net of capitalized transaction costs paid, of \$0.8 million are included in net cash contributed in acquisitions on the condensed consolidated statement of cash flows for the nine months ended September 30, 2022.

On December 31, 2021, pursuant to a non-taxable contribution and exchange agreement with Gemini, the Partnership acquired mineral and royalty interests representing approximately 4,600 net royalty acres located in 27 counties across New Mexico, Oklahoma, Texas and Wyoming in exchange for 1,580,000 common units representing limited partnership interests in the Partnership valued at \$31.3 million and issued pursuant to the Partnership's registration statement on Form S-4. We believe that the acquisition is considered complementary to our business. The transaction was accounted for as an acquisition of assets under U.S. GAAP. Accordingly, the cost of the acquisition was allocated on a relative fair value basis and transaction costs were capitalized as a component of the cost of the assets acquired. At closing, in addition to conveying mineral and royalty interests to the Partnership, Gemini delivered funds to the Partnership in an amount equal to their cash receipts during the period from October 1, 2021 through December 31, 2021 of \$1.9 million. Final settlement net cash received, net of capitalized transaction costs, of \$0.1 million are included in the net cash contributed in acquisitions on the condensed consolidated statement of cash flows for the nine months ended September 30, 2022.

On June 30, 2021, pursuant to a non-taxable contribution and exchange agreement with JSFM, the Partnership acquired overriding royalty interests in the Bakken Trend totaling approximately 6,400 net royalty acres located in Dunn, McKenzie, McLean and Mountrail Counties, North Dakota in exchange for 725,000 common units representing limited partnership interests in the Partnership valued at \$12.2 million and issued pursuant to the Partnership's registration statement on Form S-4. We believe that the acquisition is considered complementary to our business. The transaction was accounted for as an acquisition of assets under U.S. GAAP. Accordingly, the cost of the acquisition was allocated on a relative fair value basis and transaction costs were capitalized as a component of the cost of the assets acquired. Contributed cash delivered at closing and final settlement net cash received, net of capitalized transaction costs paid, of \$0.6 million are included in net cash contributed in acquisitions on the condensed consolidated statement of cash flows for the nine months ended September 30, 2021.

Three and Nine Months Ended September 30, 2022 as compared to Three and Nine Months Ended September 30, 2021

Our period-to-period changes in net income and cash flows from operating activities are principally determined by changes in oil and natural gas sales volumes and prices, and to a lesser extent, by capital expenditures deducted under the NPI calculation. Our portion of oil and natural gas sales volumes and average sales prices are shown in the following table. Oil sales volumes include volumes attributable to natural gas liquids and oil sales prices include natural gas liquids prices combined by volumetric proportions.

	Three Months Ended September 30,			% Change	Nine Months Ended September 30,			% Change
	2022	2021			2022	2021		
Accrual basis sales volumes:								
Royalty properties natural gas sales (mmcf)	1,086	971	12%		3,338	2,725	22%	
Royalty properties oil sales (mbbls)	322	271	19%		1,009	742	36%	
NPI natural gas sales (mmcf)	290	304	(5%)		963	997	(3%)	
NPI oil sales (mbbls)	80	80	-		313	267	17%	
Accrual basis average sales price:								
Royalty properties natural gas sales (\$/mcf)	\$ 6.91	\$ 3.74	85%		\$ 5.93	\$ 3.24	83%	
Royalty properties oil sales (\$/bbl)	\$ 80.90	\$ 60.65	33%		\$ 85.03	\$ 57.06	49%	
NPI natural gas sales (\$/mcf)	\$ 6.42	\$ 4.88	32%		\$ 6.48	\$ 3.71	75%	
NPI oil sales (\$/bbl)	\$ 82.99	\$ 62.75	32%		\$ 82.61	\$ 56.58	46%	

Both oil and natural gas sales price changes reflected in the table above resulted from changing market conditions.

The increase in oil sales volumes attributable to our Royalty Properties from the third quarter of 2021 to the same period of 2022 is primarily a result of increased production in the Permian Basin, Rockies, and South Texas and higher suspense releases on new wells in the Rockies and South Texas, partially offset by lower suspense releases on new wells in the Permian Basin and Bakken region. The increase in oil sales volumes attributable to our Royalty Properties from the first nine months of 2021 to the same period of 2022 is primarily a result of increased production in the Permian Basin and Bakken region and higher suspense releases on new wells in the Permian Basin, Rockies, South Texas, and Bakken region. The increase in natural gas sales volumes attributable to our Royalty Properties from the third quarter of 2021 to the same period of 2022 is primarily a result of increased production and higher suspense releases on new wells in the Permian Basin and Rockies, partially offset by natural production declines in the Barnett Shale and Bakken region. The increase in natural gas sales volumes attributable to our Royalty Properties from the first nine months of 2021 to the same period of 2022 is primarily a result of increased production in the Permian Basin and Mid-Continent and higher suspense releases on new wells in the Permian Basin, Rockies, Southeast and South Texas, partially offset by natural production declines in the Barnett Shale.

Oil sales volumes attributable to our NPI properties remained consistent from the third quarter of 2021 to the same period of 2022. This is primarily a result of increased production in the Permian Basin and higher suspense releases on new wells in the Bakken region, offset by natural declines in the Bakken region and lower suspense releases on new wells in the Permian Basin. The increase in oil sales volumes attributable to our NPI properties from the first nine months of 2021 to the same period of 2022 is primarily a result of increased production in the Permian Basin, higher suspense releases on new wells in the Permian Basin during the first six months of 2022, and higher suspense releases on new wells in the Bakken region during the first nine months of 2022, partially offset by natural production declines in the Bakken region. The decrease in natural gas sales volumes attributable to our NPI properties from the third quarter of 2021 to the same period of 2022 is primarily a result of natural production declines in the Bakken region and lower suspense releases on new wells in the Permian Basin, partially offset by increased production in the Permian Basin. The decrease in natural gas sales volumes attributable to our NPI properties from the first nine months of 2021 to the same period of 2022 is primarily a result of natural production declines in the Bakken region and decreased Fayetteville Shale production due to higher prior period adjustments in the second quarter of 2021, partially offset by increased production and higher suspense releases on new wells in the Permian Basin.

Lease bonus revenue for the third quarter and first nine months of 2022 is primarily attributable to receipt of a bonus of approximately \$7.3 million from a lease executed on September 30, 2022, wherein the Partnership leased 243 net acres in two tracts of land in Reagan County, Texas for \$30,000 per acre and a 25% royalty.

Operating costs, including production taxes, increased 50% from the third quarter of 2021 to the same period of 2022 and 94% from the first nine months of 2021 to the same period of 2022. The increases are primarily a result of higher proportionate production taxes due to higher Royalty Properties oil and natural gas sales volumes and sales prices and higher ad valorem taxes.

Depreciation, depletion and amortization increased 46% from the third quarter of 2021 to the same period of 2022 and 76% from the first nine months of 2021 to the same period of 2022. We adjust our depletion rate each quarter for significant changes in our estimates of oil and natural gas reserves, including recent acquisitions.

General and administrative expenses increased 166% from the third quarter of 2021 to the same period of 2022 primarily as a result of higher compensation expenses due to market adjustments and forgiveness of the Operating Partnership's \$0.8 million Paycheck Protection Program loan in the third quarter of 2021, which was applied as a non-recurring credit of compensation costs previously reimbursed between the Partnership and the Operating Partnership. General and administrative expenses increased 58% from the first nine months of 2021 to the same period of 2022 primarily as a result of higher compensation expenses due to market adjustments and forgiveness of the Operating Partnership's \$0.9 million and \$0.8 million Paycheck Protection Program loans in the second and third quarter of 2021, respectively, which were applied as non-recurring credits of compensation costs previously reimbursed between the Partnership and the Operating Partnership, partially offset by lower information technology project costs in the first nine months of 2022 when compared to the same period of 2021.

Net cash provided by operating activities increased 139% from the first nine months of 2021 to the same period of 2022. The increase is primarily a result of higher royalty revenue receipts, net of operating costs, including production taxes, higher NPI payment receipts, and higher lease bonus receipts.

In an effort to provide the reader with information concerning prices of oil and natural gas sales that correspond to our quarterly distributions, management calculates the average price by dividing gross revenues received by the net volumes of the corresponding product without regard to the timing of the production to which such sales may be attributable. This "indicated price" does not necessarily reflect the contract terms for such sales and may be affected by transportation costs, location differentials, and quality and gravity adjustments. While the relationship between our cash receipts and the timing of the production of oil and natural gas may be described generally, actual cash receipts may be materially impacted by purchasers' release of suspended funds and by purchasers' prior period adjustments.

Cash receipts attributable to our Royalty Properties during the third quarter of 2022 totaled \$35.0 million. Approximately 79% of these receipts reflect oil sales during June 2022 through August 2022 and natural gas sales during May 2022 through July 2022, and approximately 21% from prior sales periods. The average indicated prices for oil and natural gas sales cash receipts attributable to the Royalty Properties during the third quarter of 2022 were \$91.49/bbl and \$6.55/mcf, respectively.

Cash receipts attributable to our Net Profits Interest during the third quarter of 2022 totaled \$6.4 million. Approximately 66% of these receipts reflect oil and natural gas sales during May 2022 through July 2022, and approximately 34% from prior sales periods. The average indicated prices for oil and natural gas sales cash receipts attributable to the NPI properties during the third quarter of 2022 were \$87.87/bbl and \$6.40/mcf, respectively.

Liquidity and Capital Resources**Capital Resources**

Our primary sources of capital, on both a short-term and long-term basis, are our cash flows from the Royalty Properties and the NPI. Our partnership agreement requires that we distribute quarterly an amount equal to all funds that we receive from Royalty Properties and NPIs (other than cash proceeds received by the Partnership from a public or private offering of securities of the Partnership) less certain expenses and reasonable reserves. Additional cash requirements include the payment of oil and natural gas production and property taxes not otherwise deducted from gross production revenues and general and administrative expenses incurred on our behalf and allocated to the Partnership in accordance with the partnership agreement. Because the distributions to our unitholders are, by definition, determined after the payment of all expenses actually paid by us, the only cash requirements that may create liquidity concerns for us are the payment of expenses. Because many of these expenses vary directly with oil and natural gas sales prices and volumes, we anticipate that sufficient funds will be available at all times for payment of these expenses. See Note 5 to the unaudited Condensed Consolidated Financial Statements included in “Item 1 – Financial Statements” of this Quarterly Report on Form 10-Q for additional information regarding cash distributions to unitholders.

Contractual Obligations

The Partnership leases its office space at 3838 Oak Lawn Avenue, Suite 300, Dallas, Texas, through an operating lease (the “Office Lease”). The third amendment to our Office Lease was executed in April 2017 for a term of 129 months, beginning June 1, 2018 and expiring in 2029. Under the third amendment to the Office Lease, monthly rental payments range from \$25,000 to \$30,000. Future maturities of Office Lease liabilities representing monthly cash rental payment obligations as of September 30, 2022 are summarized as follows:

	In Thousands
2022	\$ 86
2023	350
2024	356
2025	362
2026	368
Thereafter	816
Total lease payments	2,338
Less amount representing interest	(673)
Total lease obligation	<u>\$ 1,665</u>

We are not directly liable for the payment of any exploration, development or production costs. We do not have any transactions, arrangements or other relationships that could materially affect our liquidity or the availability of capital resources. We have not guaranteed the debt of any other party, nor do we have any other arrangements or relationships with other entities that could potentially result in unconsolidated debt.

Pursuant to the terms of the partnership agreement, we cannot incur indebtedness, other than trade payables, (i) in excess of \$50,000 in the aggregate at any given time or (ii) which would constitute “acquisition indebtedness” (as defined in Section 514 of the Internal Revenue Code of 1986, as amended).

We currently expect to have sufficient liquidity to fund our distributions to unitholders and operations despite potential material uncertainties that may impact us as a result of the spread of COVID-19 and any ongoing variants and increased oil and natural gas market volatility caused by the Russian invasion of Ukraine and the recent rise in inflation and interest rates. Although demand and market prices for oil and natural gas have remained strong due to the rising energy use and worldwide shortage of oil due to sanctions implemented on Russia, we cannot predict events that may lead to future price volatility. Our ability to fund future distributions to unitholders may be affected by the prevailing economic conditions in the oil and natural gas market and other financial and business factors, including the evolution of COVID-19 and any ongoing variants, along with the military conflict between Russia and Ukraine which are beyond our control. If market conditions were to change due to declines in oil prices or uncertainty created by COVID-19 or any ongoing variants and our revenues were reduced significantly or our operating costs were to increase significantly, our cash flows and liquidity could be reduced. Despite recent improvements, the current economic environment is volatile, and therefore, we cannot predict the ultimate impact that COVID-19 or the ongoing military conflict between Russia and Ukraine will have on our liquidity or cash flows.

Liquidity and Working Capital

Cash and cash equivalents totaled \$52.0 million at September 30, 2022 and \$28.3 million at December 31, 2021.

Critical Accounting Policies and Estimates

As of September 30, 2022, there have been no significant changes to our critical accounting policies and related estimates previously disclosed in our 2021 Annual Report on Form 10-K.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, our principal executive officer and principal financial officer carried out an evaluation of the effectiveness of our disclosure controls and procedures. Based on their evaluation, they have concluded that our disclosure controls and procedures were effective.

Changes in Internal Control

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) of the Securities Exchange Act of 1934) during the quarter ended September 30, 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Partnership and the Operating Partnership are involved in legal and/or administrative proceedings arising in the ordinary course of their businesses, none of which have predictable outcomes, and none of which are believed to have any significant effect on consolidated financial position, cash flows, or operating results.

ITEM 1A. RISK FACTORS

This section supplements and updates certain risk factors disclosed in “Item 1A – Risk Factors” of Part I of the Partnership’s annual report on Form 10-K for the year ended December 31, 2021 (the “Annual Report”) and in “Item 1A – Risk Factors” of Part II of the Partnership’s quarterly report on Form 10-Q for the quarter ended March 31, 2022 (the “First Quarter Report” and together with the Annual Report, the “Former Reports”). The following risk factor should be read together with the other risk factors disclosed in the Former Reports. In addition to the other information in this report, all of these risk factors should be carefully considered in evaluating us and our common units. Any of these risks, many of which are beyond our control, could materially and adversely affect our financial condition, results of operations or cash flows, or cause our actual results to differ materially from those projected in any forward-looking statements. We may also face other risks and uncertainties that are not presently known, are not currently believed to be material, or are not identified below because they are common to all businesses. Past financial performance may not be a reliable indicator of future performance, and historical trends should not be used to anticipate results or trends in future periods. For more information, see “Disclosure Regarding Forward-Looking Statements” on page 1 of this report.

Our unitholders may be subject to withholding tax upon transfers of their common units.

If a unitholder sells or otherwise disposes of a common unit on or after January 1, 2023, the transferee generally will be required to withhold 10% of the amount realized by the transferor unless the transferor certifies that it is not a foreign person. However, final regulations issued by the Treasury Department on the application of these rules to transfers of certain publicly traded partnership interests, including our common units, provide that the obligation to withhold on a transfer of interests in a publicly traded partnership that is effected through a broker is imposed on the transferor’s broker (instead of the transferee), and the “amount realized” on such a transfer will generally be the amount of gross proceeds paid to the broker effecting the applicable transfer on behalf of the transferor (and thus determined without regard to any decrease in that transferor’s share of the publicly traded partnership’s liabilities). Prospective foreign unitholders should consult their tax advisors regarding the impact of these rules on an investment in our common units.

ITEM 6. EXHIBITS

<u>Number</u>	<u>Description</u>
3.1	<u>Certificate of Limited Partnership of Dorchester Minerals, L.P. (incorporated by reference to Exhibit 3.1 to Dorchester Minerals' Registration Statement on Form S-4, Registration Number 333-88282)</u>
3.2	<u>Amended and Restated Agreement of Limited Partnership of Dorchester Minerals, L.P. (incorporated by reference to Exhibit 3.2 to Dorchester Minerals' Annual Report on Form 10-K filed for the year ended December 31, 2002)</u>
3.3	<u>Amendment No. 1 to Amended and Restated Partnership Agreement of Dorchester Minerals, L.P. (incorporated by reference to Exhibit 3.1 to Dorchester Minerals' Current Report on Form 8-K filed with the SEC on December 22, 2017)</u>
3.4	<u>Amendment No. 2 to Amended and Restated Partnership Agreement of Dorchester Minerals, L.P. (incorporated by reference to Exhibit 3.4 to Dorchester Minerals' Quarterly Report on Form 10-Q filed with the SEC on August 6, 2018)</u>
3.5	<u>Certificate of Limited Partnership of Dorchester Minerals Management LP (incorporated by reference to Exhibit 3.4 to Dorchester Minerals' Registration Statement on Form S-4, Registration Number 333-88282)</u>
3.6	<u>Amended and Restated Limited Partnership Agreement of Dorchester Minerals Management LP (incorporated by reference to Exhibit 3.4 to Dorchester Minerals' Annual Report on Form 10-K for the year ended December 31, 2002)</u>
3.7	<u>Certificate of Formation of Dorchester Minerals Management GP LLC (incorporated by reference to Exhibit 3.7 to Dorchester Minerals' Registration Statement on Form S-4, Registration Number 333-88282)</u>
3.8	<u>Amended and Restated Limited Liability Company Agreement of Dorchester Minerals Management GP LLC (incorporated by reference to Exhibit 3.6 to Dorchester Minerals' Annual Report on Form 10-K for the year ended December 31, 2002)</u>
3.9	<u>Certificate of Formation of Dorchester Minerals Operating GP LLC (incorporated by reference to Exhibit 3.10 to Dorchester Minerals' Registration Statement on Form S-4, Registration Number 333-88282)</u>
3.10	<u>Limited Liability Company Agreement of Dorchester Minerals Operating GP LLC (incorporated by reference to Exhibit 3.11 to Dorchester Minerals' Registration Statement on Form S-4, Registration Number 333-88282)</u>
3.11	<u>Certificate of Limited Partnership of Dorchester Minerals Operating LP (incorporated by reference to Exhibit 3.12 to Dorchester Minerals' Registration Statement on Form S-4, Registration Number 333-88282)</u>
3.12	<u>Amended and Restated Agreement of Limited Partnership of Dorchester Minerals Operating LP (incorporated by reference to Exhibit 3.10 to Dorchester Minerals' Annual Report on Form 10-K for the year ended December 31, 2002)</u>
3.13	<u>Certificate of Limited Partnership of Dorchester Minerals Oklahoma LP (incorporated by reference to Exhibit 3.11 to Dorchester Minerals' Annual Report on Form 10-K for the year ended December 31, 2002)</u>
3.14	<u>Agreement of Limited Partnership of Dorchester Minerals Oklahoma LP (incorporated by reference to Exhibit 3.12 to Dorchester Minerals' Annual Report on Form 10-K for the year ended December 31, 2002)</u>
3.15	<u>Certificate of Incorporation of Dorchester Minerals Oklahoma GP, Inc. (incorporated by reference to Exhibit 3.13 to Dorchester Minerals' Annual Report on Form 10-K for the year ended December 31, 2002)</u>
3.16	<u>Bylaws of Dorchester Minerals Oklahoma GP, Inc. (incorporated by reference to Exhibit 3.14 to Dorchester Minerals' Annual Report on Form 10-K for the year ended December 31, 2002)</u>
10.1	<u>Contribution and Exchange Agreement dated September 16, 2022, by and among Dorchester Minerals, L.P., and Excess Energy, LLC (incorporated by reference to Exhibit 2.1 to Dorchester Minerals' Current Report on Form 8-K filed with the SEC on September 21, 2022)</u>
31.1*	<u>Certification of Chief Executive Officer of the Partnership pursuant to Rule 13a-14(a) / 15d-14(a) of the Securities Exchange Act of 1934</u>
31.2*	<u>Certification of Chief Financial Officer of the Partnership pursuant to Rule 13a-14(a) / 15d-14(a) of the Securities Exchange Act of 1934</u>
32.1**	<u>Certification of Chief Executive Officer and Chief Financial Officer of the Partnership pursuant to 18 U.S.C. Sec. 1350</u>

101.INS*	XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
<u>104</u>	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith

**Furnished herewith

SIGNATURES

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

DORCHESTER MINERALS, L.P.

Date: November 3, 2022

By: /s/ Bradley Ehrman
Bradley Ehrman
Chief Executive Officer

Date: November 3, 2022

By: /s/ Leslie Moriyama
Leslie Moriyama
Chief Financial Officer

CERTIFICATIONS

I, Bradley Ehrman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Dorchester Minerals, L.P.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 3, 2022

/s/ Bradley Ehrman

 Bradley Ehrman
 Chief Executive Officer of
 Dorchester Minerals, L.P.

I, Leslie Moriyama, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Dorchester Minerals, L.P.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Leslie Moriyama

Leslie Moriyama
Chief Financial Officer of
Dorchester Minerals, L.P.

Date: November 3, 2022

CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)

In connection with the accompanying Quarterly Report of Dorchester Minerals, L.P., (the "Partnership") on Form 10-Q for the period ended September 30, 2022 (the "Report"), each of the undersigned officers of the Partnership, hereby certifies that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

Date: November 3, 2022

/s/ Bradley Ehrman

Bradley Ehrman
Chief Executive Officer

Date: November 3, 2022

/s/ Leslie Moriyama

Leslie Moriyama
Chief Financial Officer