UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

VASHINGTON, DC 20549

SCHEDULE 14A (Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the registrant \boxtimes Filed by a party other than the registrant \square

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- □ Soliciting Material Pursuant to §240.14a-12

Texas Pacific Land Trust

(Name of registrant as specified in its charter)

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Investor Presentation April 2019

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Leadership Team

Management

Tyler Glover, CEO, Secretary and General Agent

A Midland native, Mr. Glover has been Chief Executive Officer, Co-General Agent and Secretary at Texas Pacific Land Trust since November 2016 and President and Chief Executive Officer of Texas Pacific Water Resources since its formation in June 2017. Under Mr. Glover's leadership, TPL has significantly grown its revenues through the active development of its water business and has positioned TPWR as one of the leading total water solution companies in the Permian Basin. Previously, Mr. Glover served as Assistant General Agent of the Trust and an independent landman in the Permian prior thereto.

Robert J. Packer, CFO and General Agent

Mr. Packer has been the Chief Financial Officer at Texas Pacific Land Trust since December 2014 and has been its Co-General Agent since November 2016. Previously, Mr. Packer served as Accounting Supervisor for Texas Pacific Land Trust, a position he held since March 2011. Formerly, he was Controller at StarCrest Realty. He is a Certified Public Accountant.

Robert A. Crain, EVP — Texas Pacific Water Resources

Mr. Crain came to Texas Pacific Water Resources from EOG Resources where he led the development of EOG's water resource programs across multiple divisions including the Permian Basin and Eagle Ford Shale. Mr. Crain brings a wealth of water resource development experience including large scale brackish water development as well as extensive water recycling treatment experience.

Jeremy Smith, VP, Business Development — Texas Pacific Water Resources

Mr. Smith came to Texas Pacific Water Resources from EOC Resources where he negotiated water sourcing and purchasing agreements across the Permian Basin and Eagle Ford Shale. Prior to EOC, Mr. Smith led a successful real estate broker service. Mr. Smith's transactional knowledge combined with his oil and gas water experience allows for capitalization on all aspects of water and land related business development and contracts.

Board of Trustees

John R. Norris III

Mr. Norris has served as a Trustee since June 2000. He also advised and represented the Trust in legal matters for more than 17 years prior to his election as Trustee. Mr. Norris is currently a partner in the Dallas law firm of Norris & Weber, PLLC. He has been board certified in Estate Planning and Probate Law by the Texas Board of Legal Specialization since 1998.

David E. Barry

Mr. Barry has served as a Trustee since January 2017. He is President of Tarka Resources, Inc., which is engaged in oil and gas exploration in Texas, Oklahoma and Louisiana. He has served as President of Tarka Resources, Inc. and Tarka, Inc. since 2012 and 2014, respectively, continuing through their merger in 2016. Mr. Barry is also the President of Sidra Real Estate, Inc., a real estate company that owns commercial properties including 3 office buildings in Texas. Formerly, Mr. Barry was a partner of the law firm of Kelley Drye & Warren where he represented TPL for 30 years. Mr. Barry is a member of the bar of New York State and retired as a member of the bar of the State of Connecticut.



Pure Play Otero Les **Permian Basin Trust** NEW MEXIC TPL is one of the largest landowners in the TEXAS State of Texas with: ~900,000 surface acres and ~455,000 NPRI acres⁽¹⁾ concentrated in West Texas > TPL operates under two business segments: Classification I. Land and Resource Management Surface 1 NPRI DECEMBER 31, 2018 II. Water Service and Operations **Revenue Summary** NYSE Symbol TPL Water Service and Operations 30% Water Service and Operations 20% Units Outstanding 7,756,156 98 Market Capitalization⁽²⁾ ~ \$6.3bn 2017: Enterprise Value^(2,3) 2018: ~ \$6.2bn \$154.6 \$300.2 2018 Operating Income ~ \$261mm million million 4Q18 Annualized Operating Income ~\$312mm Land and Resource and and Resource lanagement 70% Year over Year Operating Income 21% ~80% Ma Management 80% Growth Oil & Gas Royalties Water Sales & Royalties Land Easements & Sundry Water Easements & Sundry Land and Resources Sales Cash and cash equivalents⁽³⁾ ~ \$120mm ~85,000 at 1/128th net royalty interest and ~370,000 at 1/16th net royalty interest. Does not include 1,826 1/8th net royalty acres acquired in 2018 Based on a closing price of \$8111.00 as of 4/5/2019 Subsequent to 12/31/2018, TPL received \$100mm in proceeds from the sale of 14,000 surface acres, spent \$46.9 million on the acquisition of additional surface acres, announced \$46.6 million for the full-year dividend declared and not yet paid and spent an estimated \$4.4 million on share NYSE: TPL 6

(1) (2) (3) repurchases from 1/1/2019 through 3/14/2019

Royalty and Surface Acreage Position



Royalty and Surface Assets Detail

A			
County	Surface	NPRI (1/128)	NPRI (1/16)
Callahan	•		80
Coke	•	•	1,184
Concho	3,401		
Crane	3,621	265	5,198
Culberson	298,960		111,513
Ector	19,887	33,633	11,793
El Paso	16,613	· ·	-
Fisher	•	•	320
Glasscock	20,713	3,600	11,111
Howard	4,788	3,099	1,840
Hudspeth	163,771	-	1,008
Jeff Davis	13,117		7,555
Loving	73,390	6,107	48,066
Midland	29,008	12,945	13,120
Mitchell	3,842	1,760	586
Nolan	1,600	2,488	3,157
Palo Pinto			800
Pecos	43,407	320	16,895
Presidio			3,200
Reagan		6,162	1,274
Reeves	185,691	3.013	116,691
Stephens		2,817	160
Sterling	5,212	640	2,080
Taylor	690		966
Upton	6,661	6,903	9,101
Winkler	7,804	1,182	3,040
Total	902,177	84,934	370,737





Surface Assets Summary



Note: Mineral interest does not include 1,826 1/8th net royalty acres acquired in 2018 Source: Trust filings (1) Net to 1/16th

Acres



TPL Has Outperformed the Market

TPL has prioritized **capital discipline** with an emphasis on returning capital to shareholders in the form of annual dividends and share repurchases



Total Shareholder Returns Since Beginning of 2014



Total Capital Returned Since 2016 (\$ in millions)



Source: FactSet Note: As of 4/5/2019 (1) 2019 full year dividends declared but not paid; YTD share repurchases of \$4.4 million as of 3/14/2019



History of the Trust





Operational Segments



(1) ~85,000 at]/128th net royalty interest and ~370,000 at 1/16th net royalty interest. Does not include 1,826 1/8th net royalty acres acquired in 2018



Increased Permian Activity = Increased Revenues for TPL

Permian Produced Water Volumes



Source: Baker Hughes, Rystad Energy

The primary economic drivers of TPL's two operating segments are the pace of development in the Permian Basin and the continued evolution of horizontal completion techniques

Accelerates development activities
 ✓ Each new well drilled on TPL's acreage generates an additional royalty cash flow

Significant increase in Permian rig count

stream

2

- E&P operators must negotiate surface rights to use TPL's land, source water for drilling, complete new wells, and arrange for disposal of produced water
- The evolution of unconventional well completion design continues to trend towards larger fracs, which require increased fluids
 - ✓ More brackish water is required per well
 - ✓ Higher production and resource recovery = higher royalty cash flows per well



II. Land and Resource Management Overview



Land and Resource Management Overview



Overview

Summary

- > The Land and Resource Management segment focuses on managing the ~900,000 surface acres, ~455,000 NPRI⁽¹⁾ acres, and related resources owned by the Trust
- TPL is not an oil and gas producer, rather its oil and gas royalty revenue is derived from its royalty interests and does not require capital investment to grow
- > Leading E&P operators across the Trust's acreage include Anadarko and Chevron
- > The revenue streams of this segment principally consist of royalties from oil and gas, revenues from easements and leases, and land sales

Land and Resource Management Offering



ation	Oil and Gas Royalty	>	Revenue derived from perpetual non-participating oil and gas royalties in which the Trust has an interest
Segmentation	Easements	>	Revenue derived from easement contracts covering activities such as oil and gas pipelines and subsurface wellbore easements, leases, material sales, etc.
	Sale of Royalty Interests	>	Revenue generated from the sale of oil and gas royalty interests
Revenue	Land Sales and Other	>	Revenue generated from land sales and grazing leases

(1) ~85,000 at 1/128th net royalty interest and ~370,000 at 1/16th net royalty interest. Does not include 1,826 1/8th net royalty acres acquired in 2018



Growth Underpinned by Blue Chip Operators

Delaware Basin Overview - Key TPL Mineral Acreage



	Surface Acreage	NPRI Acreage ⁽¹⁾	Active Rig Count
Culberson	298,960	111,513	15
Loving	73,390	48,829	24
Pecos	43,407	16,935	19
Reeves	185,691	117,068	69
Total	601,448	294,345	127

Midland Basin Overview - Key TPL Mineral Acreage



	Surface Acreage	NPRI Acreage ⁽¹⁾	Active Rig Count
Glasscock	20,713	11,561	16
Midland	29,008	14,738	42
Reagan	-	2,044	14
Upton	6,661	9,963	13
Total	56,382	38,306	85

Source: Baker Hughes (rig count data) (1) Net to 1/16th

Land and Resource Management Overview

Exposure to Core Delaware

TPL's surface and NPRI position has exposure to multiple tier 1 operators who are achieving best in class well results in the area





Source: Texas Railroad Commission and Trust Data Note: IP24 represents 24-hour average initial production of Boe (converted at 6:1)

Land and Resource Management Overview



Oil & Gas Mineral Interests – Public Company Comparison

	AND TRUT	Royalty Focused Company A	Royalty Focused Company B	Royalty Focused Company C
Organic Growth Potential	\checkmark	×	\checkmark	\checkmark
Pure Play Basin Exposure	\checkmark	\checkmark	×	×
No E&P Capex or LOE	 \checkmark	\checkmark	\checkmark	\checkmark
Substantial Undeveloped Holdings	\checkmark	\checkmark	\checkmark	×
Diversified Income Streams	\checkmark	×	×	×
Flexible Policy on Return of Capital	\checkmark	×	×	x







Overview

Summary

- > The Water Service and Operations segment primarily consists of the direct sale of water, royalties on sales of water, salt water disposal ("SWD") royalties and to a lesser extent, easements and other income
 - In the past, TPL's agreements with operators and service providers primarily allowed third parties to develop their own water infrastructure and sourcing on TPL's land. This model provided little incentive for operators to maximize the Trust's resources
 - The Trust now takes a more active approach to developing and managing its water assets, with TPWR developing sustainable, full service water solutions for oil and gas operators in the Permian Basin
- > We believe our expansive surface position across the Permian Basin gives us a significant advantage to develop water infrastructure, eliminating right of way issues and incentivizing neighbor cooperation via partnerships

Water Service Offering

Segment Revenue Growth



- > Providing brackish water to the well site for use in fracking
- > Collection, treatment and recycling of water produced by the oil and gas wells for reuse into future wells
- Design, construction and management of water infrastructure (well fields, storage pits (ponds), reuse facilities, etc.)
- > Disposal services of produced water through third party providers
- > Tracking, analytics and well testing services providing critical data to operators to optimize their oil and gas operations





Texas Pacific Water Resources Key Milestones Achieved

We believe TPWR is positioned to become the leading water service company in the Permian Basin

Brackish Water Sourcing Systems	 Current Development: +/- 1,000M bbl/day brackish water production capacity +/- 16MM bbl storage capacity +/- 200 miles of delivery lines Phase 1 Electrical infrastructure, system automation and WIFI completed Continuous ongoing development to remain the largest brackish water production, storage and delivery infrastructure system in the Permian Basin
Exclusive Sourcing Commitments	 > TPWR has entered into multiple exclusive sourcing contracts with oil and gas operators throughout the Permian Basin > Delivery commitments provide firm basis to justify current and future infrastructure development and ensure prudent ROI
Commercial Recycle	 > TPWR has introduced a new model of commercial gathering and disposal by implementing commercial recycle operations into the gathering/disposal structure - TPWR has executed multiple commercial gathering and disposal contracts with leading third party disposal providers and operators - TPWR has assumed the role of commercial recycler in this scenario that provides for increased optionality when combined with its existing sourcing contracts - TPWR will commence construction of a commercial recycling facility during 2Q 2019
Technical Advantage	 > TPWR is developing state-of-the-art communication and automation programs across the basin allowing for the lowest cost production, treatment, handling and delivery of brackish and produced water > In-house laboratory and analytics, construction, automations/communications, and field operators position TPWR to build and maintain the most advanced water system in the Permian Basin



Permian Basin Water Landscape Highlights



- More encompassing water contracts with operators
 Contracts that encompass all aspects of upstream cycle: sourcing, recycle, and disposal
- Vast gathering and distribution systems

 Diversity among customers and disposal locations

 Commercial recycling becoming a reality

 Sale of third party produced water to operators is increasing





Permian Basin Water Sub-Markets





Exposure to the Core of the Midland Basin



advance the state-of-the-art in "full-cycle" water services

- Water sourcing during initial well fracking and completion
- 2 Tracking and analytics to maximize efficiency and minimize waste

3 Disposal and recycling to safely and responsibly manage wastewater and facilitate fluid reuse

- > Surface acreage in the most active areas of the Midland Basin
 - TPWR is able to capture operating and service agreements with leading Midland E&P operators and third party service companies





Exposure to the Core of the Delaware Basin

Our expansive and contiguous acreage footprint provides a significant strategic advantage

- > TPL controls over 600,000 surface acres across key counties in the Delaware Basin, giving TPWR unparalleled access and options to transport water throughout the basin
 - Securing water sourcing commitments from blue chip operators across the basin
 - Commanding right-of-way provides unmatched flexibility in transportation and infrastructure development throughout the region





Commercial Recycling Drivers and Benefits



(1) Percentage of produced water compatible for oil & gas operations



Produced Water Supply





TPWR Advantage





IV. Summary of Financials

Summary of Financials

Financial Summary

TPL's Financial Policy



Leverage

We are currently unlevered and intend to > maintain a strong balance sheet



Distributions and Share Repurchases

We intend to continue our practice of share repurchases and TPL's 60+ year history of paying annual cash dividends



Growth

> We intend to continue to execute on our successful water business while also actively managing TPL's Land and Resource Management segment to drive growth

Summary Statements	
(\$ in millions)	As of Decmeber 31, 2018
Capitalization	
Cash and cash equivalents ()	\$119.6
(\$ in millions)	Twelve Months Ended
Revenue	December 31, 2018
Land and Resource Management	\$211.5
Water Service and Operations	88.7
Total Revenue	\$300.2
Operating Expenses	(\$39.4)
Operating Income	\$260.8
Operating Income Margin	86.9%



Subsequent to 12/31/2018, TPL received \$100mm in proceeds from the sale of 14,000 surface acres, spent \$46.9 million on the acquisition of additional surface acres, announced \$46.6 million for the full-year dividend declared and not yet paid and spent an estimated \$4.4 million on share repurchases from 1/1/2019 through 3/14/2019
 Includes \$7.7mm settlement received from Chevron

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V. Appendix



Summary of Mineral & Royalty Interest Categories



A Distinct Asset Class

Attractive Alternative to Traditional E&P Investment



profile, especially when compared to ownership of E&P operating companies

(1) ~85,000 at 1/128th and ~370,000 at 1/16th. Does not include 1,826 1/8th net royalty acres acquired in 2018



Royalty Economics



Mineral Interest Margin Illustration

Given the same revenue per barrel, a mineral interest barrel realizes:

- > Significantly higher operating margin
- > No direct operating or capital expenses
- > No abandonment or environmental liabilities

TPL offers **higher margins**

than conventional working interest production



TPL's NPRI interest varies across its position with a portion of its acreage owning a 1/16th interest and a portion owning a 1/128th interest. This chart represents the margin associated with an illustrative net royalty acre on an 8/8th basis (1) NYSE: TPL 31

Revenue of \$50.00

Easement Revenue Summary



Illustrative Operators Contracted Service Easements

Easements represent a "nonpossessory" property interest that allows the easement holder to use property that they do not possess. TPL leverages its ~900,000 surface acres to generate easement revenue from a **diverse set of activities**, with a majority of easements carrying **10-year terms**, locking in predictable, long term income



(1) A rod is equal to 16.5 feet

Water Sourcing Management



Illustrative Produced Water Logistics



- Local brackish aquifer identified and water wells drilled for source
- Earthen impoundment pit built and lined for water storage
- Water wells are pumped via poly piping to fill storage pits



1

Storage Impoundment and Transfer

- Logistic "take-points" identified for economical access to water and additional pits built for storage
- > Water is transferred from well field storage pit to take-point pits via 12" lay flat hose using large horsepower diesel or electric pumps



Oil & Gas Well Completion Water Management

- Water is transferred from take-point pits to the nearby operator frac locations
- Multiple take-points may be needed to make water accessible over large distances away from the water well field source





Texas Pacific Land Trust

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