Exhibit (6)(b)  
LOAN AGREEMENT  
THIS LOAN AGREEMENT (the “Agreement”) made this \_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_, 2023, by and between Phoenix Capital Group Holdings, LLC, a Delaware limited liability company (the “Borrower”), and Phoenix Capital Group Holdings I LLC, a Delaware limited liability company (the “Lender”).  
RECITALS  
A. The Lender is an affiliate of the Borrower and pursuant to that certain Offering Circular dated \_\_\_\_\_\_\_, 2023, as the same may be supplemented or amended (the “Offering Circular”), the Lender is offering a maximum of $75,000,000 in the aggregate of its senior unsecured bonds (the “Bonds”), the proceeds of which are intended to be loaned to the Borrower.  
B. The Borrower has requested that the Lender provide a loan (the “Loan”) to the Borrower in the maximum principal amount of Seventy-Five million and 0/100 dollars ($75,000,000.00) to provide funds from time to time when and as received from the proceeds of the Bonds for the purpose of (i) purchasing mineral rights and non-operated working interests, as well as additional asset acquisitions, (ii) to finance potential drilling and exploration operations of one or more subsidiaries of the Borrower; and (iii) other working capital needs, all as further described below.  
C. The Lender is willing to lend to the Borrower funds up to the amount requested upon the terms and conditions herein set forth.  
AGREEMENT