Exhibit 4.1  
REGISTRATION RIGHTS AGREEMENT  
This Registration Rights Agreement (this “Agreement”) is made and entered into as of August 30, 2024 by and among TXO Partners, L.P., a Delaware limited partnership (the “Partnership”), EMEP Acquisitions, LLC, a Delaware limited liability company (“EMEP”) and VR4-ELM, LP, a Texas limited partnership (“Vendera”), on behalf of the Holders (as defined below) listed on Schedule 1. EMEP and Vendera are collectively referred to herein as the “Sellers.” The General Partner (as defined below), the Partnership, and the Sellers are collectively referred to herein as the “Parties.”  
WHEREAS, Morningstar Operating LLC, a Delaware limited liability company and wholly-owned subsidiary of the Partnership (“Morningstar”), and the Partnership and the Sellers are parties to that certain Purchase and Sale Agreement, dated June 25, 2024, (the “Purchase and Sale Agreement”) pursuant to which Morningstar will acquire certain producing oil and gas assets of the Sellers (the “Acquisition”);  
WHEREAS, in connection with the closing of the transactions contemplated by to the Purchase and Sale Agreement, the Partnership will issue to the Sellers 2,500,000 Common Units (as defined below) as a portion of the purchase price for the Acquisition; and  
WHEREAS, in connection with the transactions contemplated by the Purchase and Sale Agreement, the Parties desire to enter into this Agreement, pursuant to which the Partnership shall grant the Holders certain registration rights with respect to the Common Units, as set forth in this Agreement.  
NOW, THEREFORE, IN CONSIDERATION of the mutual covenants and agreements contained in this Agreement, and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Parties hereby agree as follows: