UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

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

For the fiscal year ended: **December 31, 2018**

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: **000-29219**

VIKING ENERGY GROUP, INC.

(Formerly Viking Investments Group, Inc.)
(Exact name of registrant as specified in its charter)

Nevada	**98-0199508**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

15915 Katy Freeway, Suite 450
Houston, TX 77094
(Address of principal executive offices)

(281) 404-4387
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: **None**

Name of each exchange on which registered: **None**

Securities registered pursuant to Section 12(g) of the Act: **Common Stock, par value $0.001**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes☐ No ☒

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

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

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. Yes ☐ No ☐

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

As of June 30, 2018, the aggregate market value of the shares of the Registrant's common equity held by non-affiliates was approximately $15,370,982, using the June 30, 2018 closing price of the Registrant's common stock of $0.19/share. Shares of the Registrant's common stock held by each executive officer and director and each by each person who owns 10 percent or more of the outstanding common stock have been excluded in that such persons may be deemed to be "affiliates" of the Registrant for purposes of the above calculation. This determination of affiliate status is not a conclusive determination for other purposes.

The number of shares of the Registrant's common stock outstanding as of March 21, 2019, was 90,989,025.

NOTE REGARDING FORWARD LOOKING STATEMENTS

This Annual Report on Form 10-K contains statements that constitute “forward-looking statements.” These forward-looking statements can be identified by the use of predictive, future-tense or forward-looking terminology like “believes,” “anticipates,” “expects,” “estimates,” “may,” or similar terms. These statements appear in a number of places in this annual report and include statements regarding the Company’s intent, belief or current expectations and those of its directors or officers with respect to, among other things:(i) trends affecting its financial condition or results of operations, (ii) its business and growth strategies, and (iii) its financing plans. You are cautioned that forward-looking statements are not guarantees of future performance and involve significant risks and uncertainties, and that actual results may differ materially from those projected in the forward-looking statements as a result of various factors. Factors that could adversely affect actual results and performance include, among others, the Company’s need for additional capital, its history of losses, the intense competition the Company faces in its business, the fact that its stock is a “penny stock” and the other material risks described under “Risk Factors”. The accompanying information contained in this annual report, including, without limitation, the information set forth under the heading “Item 1. Business” identifies important additional factors that could materially adversely affect actual results and performance. You are urged to carefully consider these factors. All forward-looking statements attributable to us are expressly qualified in their entirety by the foregoing cautionary statement.

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PART I

PART II

PART I

Item 1. Business

Viking Energy Group, Inc., referred to hereinafter as "Viking Energy" or the "Company." The Company was incorporated under the laws of the State of Florida on May 3, 1989. After several name changes, the Company merged with and into a wholly-owned subsidiary, SinoCubate, Inc., which was formed in the State of Nevada on September 11, 2008. The merger resulted in a change of name to SinoCubate, Inc., and a change in the state of incorporation of the Company to Nevada. On June 13, 2012, the Company changed its name to Viking Investments Group, Inc. On March 17, 2017, the Company changed its name to Viking Energy Group, Inc.

The Company's business plan is to engage in the acquisition, exploration, development and production of oil and natural gas properties, both individually and through collaborative partnerships with other companies in this field of endeavor. On March 8, 2016, the Company incorporated a wholly owned subsidiary, Viking Oil & Gas (Canada) ULC, in Alberta, Canada, to hold Canadian oil and gas interests. On August 30, 2016, the Company organized a wholly owned subsidiary, Mid-Con Petroleum, LLC ("Mid-Con Petroleum"), a Kansas limited liability company, to hold oil and gas interests in the central United States. On August 25, 2017, the Company organized another wholly owned subsidiary, Mid-Con Drilling, LLC ("Mid-Con Drilling"), a Kansas limited liability company, to hold additional oil and gas interests in the central United States. On December 27, 2017, the Company organized a third wholly owned subsidiary, Mid-Con Development, LLC ("Mid-Con Development"), a Kansas limited liability company, to hold additional oil and gas interests in the central United States. In 2016 and 2017, the Company acquired oil and gas interests in Kansas through these subsidiaries, and in December of 2017, the Company acquired Petrodome Energy, LLC, a Texas limited liability company based in Houston, Texas, with multiple subsidiaries having interests in oil and gas leases in Texas, Louisiana and Mississippi ("Petrodome"). During November of 2018, the Company organized four entities to facilitate the acquisition and ownership of oil and gas leases in Texas and Louisiana: Ichor Energy Holdings, LLC, a Nevada limited liability company wholly owned by the Company ("Ichor Energy Holdings"); Ichor Energy, LLC, a Nevada limited liability company wholly owned by Ichor Energy Holdings ("Ichor Energy"); Ichor Energy (TX), LLC, a Texas limited liability company wholly owned by Ichor Energy ("Ichor Energy (TX)"); and Ichor Energy (LA), LLC, a Louisiana limited liability company wholly owned by Ichor Energy ("Ichor Energy (LA)"). Such acquisition closed on December 28, 2018, and in connection therewith: (i) Ichor Energy (LA) acquired all of the purchased assets located in Louisiana; and (ii) Ichor Energy (TX) acquired all of the purchased assets located in Texas.

Other Information

Neither the Company nor any of its subsidiaries engaged in any research and development activities during 2018. The Company does not manufacture any products or engage in any activity that requires compliance with environmental laws except as described elsewhere herein.

Employees

With the acquisition of Petrodome, the Company now has 6 full-time employees, all working at the office in Houston, Texas. Outside of the Houston operation, the Company continues to retain outside consultants as needed, involved in business development, business analysis, financial consulting, web programming and designing, execution and support of the Company's business.

Reports to Securities Holders

The Company provides its annual report that includes its audited financial information to its shareholders upon written request. The Company also makes its financial information equally available to any interested parties or investors through compliance with the disclosure rules of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Company is subject to disclosure filing requirements including filing annual reports on Form 10-K and quarterly reports on Form 10-Q. In addition, the Company files Form 8-K and other proxy and information statements from time to time as required.

The public may read and copy any materials that the Company files with the United States Securities and Exchange Commission (the "SEC") at the SEC's Public Reference Room at 100 F Street NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains a website (http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

Item 1A. Risk Factors

The Company, as a smaller reporting company (as defined by Rule 12b-2 of the Exchange Act), is not required to furnish information required by this item. However, the following important factors among others, could cause our actual operating results to differ materially from those indicated or suggested by forward-looking statements made in this Form 10-K or presented elsewhere by management from time to time.

There are numerous and varied risks, known and unknown, that may prevent us from achieving our goals. If any of these risks actually occur, our business, financial condition or results of operation may be materially adversely affected. In such case, the trading price of our common stock could decline and investors could lose all or part of their investment.

Oil and gas price fluctuations in the market may adversely affect the results of our operations.

Our profitability, cash flows and the carrying value of our oil and natural gas properties are highly dependent upon the market prices of oil and natural gas. Substantially all of our sales of oil and natural gas, if any, are made in the spot market, or pursuant to contracts based on spot market prices, and not pursuant to long-term, fixed-price contracts. Accordingly, the prices received for our oil and natural gas production are dependent upon numerous factors beyond our control. These factors include the level of consumer product demand, governmental regulations and taxes, the price and availability of alternative fuels, the level of foreign imports of oil and natural gas and the overall economic environment.

Historically, the oil and natural gas markets have proven cyclical and volatile as a result of factors that are beyond our control. Any additional declines in oil and natural gas prices or any other unfavorable market conditions could have a material adverse effect on our financial condition.

Actual quantities of recoverable oil and gas reserves and future cash flows from those reserves most likely will vary from our estimates.

Estimating accumulations of oil and gas is complex. The process relies on interpretations of available geological, geophysical, engineering and production data. The extent, quality and reliability of this data can vary. The process also requires certain economic assumptions, some of which are mandated by the

SEC, such as oil and gas prices, drilling and operating expenses, capital expenditures, taxes and availability of funds. The accuracy of a reserve estimate is a function of:

- the quality and quantity of available data;
- the interpretation of that data;
- the accuracy of various mandated economic assumptions; and
- the judgment of the persons preparing the estimate.

Estimates of proved reserves prepared by others might differ materially from our estimates. Actual quantities of recoverable oil and gas reserves, future production, oil and gas prices, revenues, taxes, development expenditures and operating expenses most likely will vary from our estimates. Any significant variance could materially affect the quantities and net present value of our reserves. In addition, we may adjust estimates of proved reserves to reflect production history, results of exploration and development and prevailing oil and gas prices. Our reserves also may be susceptible to drainage by operators on adjacent properties.

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Our operations will require significant expenditures of capital that may not be recovered.

We require significant expenditures of capital to locate and develop producing properties and to drill exploratory and exploitation wells. In conducting exploration, exploitation and development activities for a particular well, the presence of unanticipated pressure or irregularities in formations, miscalculations or accidents may cause our exploration, exploitation, development and production activities to be unsuccessful, potentially resulting in abandonment of the well. This could result in a total loss of our investment. In addition, the cost and timing of drilling, completing and operating wells is difficult to predict.

Compliance with, or breach of, environmental laws can be costly and could limit our operations.

Our operations will be subject to numerous and frequently changing laws and regulations governing the discharge of materials into the environment or otherwise relating to environmental protection. Any properties we might own for the exploration and production of oil and gas and the wastes disposed on these properties may be subject to the Comprehensive Environmental Response, Compensation and Liability Act, the Oil Pollution Act of 1990, the

Resource Conservation and Recovery Act, the Federal Water Pollution Control Act, similar state laws, and similar Canadian laws. Under such laws, we could be required to remove or remediate previously released wastes or property contamination. Laws and regulations protecting the environment have generally become more stringent and may, in some cases, impose "strict liability" for environmental damage. Strict liability means that we may be held liable for damage without regard to whether we were negligent or otherwise at fault. Environmental laws and regulations may expose us to liability for the conduct of or conditions caused by others or for acts that were in compliance with all applicable laws at the time they were performed. Failure to comply with these laws and regulations may result in the imposition of administrative, civil and criminal penalties.

Although we believe that our operations are in substantial compliance with existing requirements of governmental bodies, our ability to conduct continued operations is subject to satisfying applicable regulatory and permitting controls. Our current permits and authorizations and ability to get future permits and authorizations may be susceptible on a going forward basis, to increased scrutiny, greater complexity resulting in increased costs, or delays in receiving appropriate authorizations.

We are subject to changing laws and regulations and other governmental actions that can significantly and adversely affect our business.

Federal, state, local, territorial and foreign laws and regulations relating to tax increases and retroactive tax claims, disallowance of tax credits and deductions, expropriation or nationalization of property, mandatory government participation, cancellation or amendment of contract rights, and changes in import and export regulations, limitations on access to exploration and development opportunities, as well as other political developments may adversely affect our operations.

The oil and gas we produce may not be readily marketable at the time of production.

Crude oil, natural gas, condensate and other oil and gas products are generally sold to other oil and gas companies, government agencies and other industries. The availability of ready markets for oil and gas that we might discover and the prices obtained for such oil and gas depend on many factors beyond our control, including:

- the extent of local production and imports of oil and gas,
- the proximity and capacity of pipelines and other transportation facilities,
- fluctuating demand for oil and gas,
- the marketing of competitive fuels, and
- the effects of governmental regulation of oil and gas production and sales.

Natural gas associated with oil production is often not marketable due to demand or transportation limitations and is often flared at the producing well site. Pipeline facilities do not exist in certain areas of exploration and, therefore, we intend on utilizing trucks to transport any oil that is discovered.

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The price of oil and natural gas has historically been volatile. If it were to decrease substantially, our projections, budgets and revenues would be adversely affected, potentially forcing us to make changes in our operations.

Our future financial condition, results of operations and the carrying value of any oil and natural gas interests we acquire will depend primarily upon the prices paid for oil and natural gas production. Oil and natural gas prices historically have been volatile and likely will continue to be volatile in the future, especially given current world geopolitical conditions. Our cash flows from operations are highly dependent on the prices that we receive for oil and natural gas. This price volatility also affects the amount of our cash flows available for capital expenditures and our ability to borrow money or raise additional capital. The prices for oil and natural gas are subject to a variety of additional factors that are beyond our control. These factors include:

- the level of consumer demand for oil and natural gas;
- the domestic and foreign supply of oil and natural gas;
- the ability of the members of the Organization of Petroleum Exporting Countries ("OPEC") to agree to and maintain oil price and production controls;
- the price of foreign oil and natural gas;
- domestic governmental regulations and taxes;
- the price and availability of alternative fuel sources;
- weather conditions;
- market uncertainty due to political conditions in oil and natural gas producing regions, including the Middle East; and
- worldwide economic conditions.

These factors as well as the volatility of the energy markets generally make it extremely difficult to predict future oil and natural gas price movements with any certainty. Declines in oil and natural gas prices affect our revenues, and could reduce the amount of oil and natural gas that we can produce economically. Accordingly, such declines could have a material adverse effect on our financial condition, results of operations, oil and natural gas reserves and the carrying values of our oil and natural gas properties. If the oil and natural gas industry experiences significant price declines, we may be unable to make planned expenditures, among other things. If this were to happen, we may be forced to abandon or curtail our business operations, which would cause the value of an investment in us to decline in value, or become worthless.

Because of the inherent dangers involved in oil and gas operations, there is a risk that we may incur liability or damages as we conduct our business operations, which could force us to expend a substantial amount of money in connection with litigation and/or a settlement.

The oil and natural gas business involves a variety of operating hazards and risks such as well blowouts, pipe failures, casing collapse, explosions, uncontrollable flows of oil, natural gas or well fluids, fires, spills, pollution, releases of toxic gas and other environmental hazards and risks. These hazards and risks could result in substantial losses to us from, among other things, injury or loss of life, severe damage to or destruction of property, natural resources and equipment, pollution or other environmental damage, cleanup responsibilities, regulatory investigation and penalties and suspension of operations. In addition, we may be liable for environmental damages caused by previous owners of property purchased and leased by us. As a result, substantial liabilities to third parties or governmental entities may be incurred, the payment of which could reduce or eliminate the funds available for exploration, development or acquisitions or result in the loss of our properties and/or force us to expend substantial monies in connection with litigation or settlements. We currently have no insurance to cover such losses and liabilities, and even if insurance is obtained, there can be no assurance that it will be adequate to cover any losses or liabilities. We cannot predict the availability of insurance or the availability of insurance at premium levels that justify our purchase. The occurrence of a significant event not fully insured or indemnified against could materially and adversely affect our financial condition and operations. We may elect to self-insure if management believes that the cost of insurance, although available, is excessive relative to the risks presented. In addition, pollution and environmental risks generally are not fully insurable. The occurrence of an event not fully covered by insurance could have a material adverse effect on our financial condition and results of operations, which could lead to any investment in us becoming worthless.

We may encounter operating hazards that may result in substantial losses.

We will be subject to operating hazards normally associated with the exploration and production of oil and gas, including hurricanes, blowouts, explosions, oil spills, cratering, pollution, earthquakes, labor disruptions and fires. The occurrence of any such operating hazards could result in substantial losses to us due to injury or loss of life and damage to or destruction of oil and gas wells, formations, production facilities or other properties. We do not maintain insurance coverage for matters that may adversely affect our operations, including war, terrorism, nuclear reactions, government fines, treatment of waste, blowout expenses, wind damage and business interruptions. Losses and liabilities arising from uninsured or underinsured events could reduce our revenues or increase our costs. There can be no assurance that any insurance we do obtain will be adequate to cover losses or liabilities associated with operational hazards. We cannot predict the continued availability of insurance, or its availability at premium levels that justify its purchase.

We face strong competition from larger oil and gas companies, which could result in adverse effects on our business.

The petroleum exploration and production business is highly competitive. Many of our competitors have substantially larger financial resources, staffs and facilities. Our competitors in the United States and Canada include numerous major oil and gas exploration and production companies. Additionally, other companies engaged in our line of business may compete with us from time to time in obtaining capital from investors. Competitors include larger companies which, in particular, may have access to greater resources, may be more successful in the recruitment and retention of qualified employees and may conduct their own refining and petroleum marketing operations, which may give them a competitive advantage. Actual or potential competitors may be strengthened through the acquisition of additional assets and interests. Additionally, there are numerous companies focusing their resources on creating fuels and/or materials which serve the same purpose as oil and gas, but are manufactured from renewable resources.

Our estimates of the volume of reserves could have flaws, or such reserves could turn out not to be commercially extractable. as a result, our future revenues and projections could be incorrect.

Estimates of reserves and of future net revenues prepared by different petroleum engineers may vary substantially depending, in part, on the assumptions made and may be subject to adjustment either up or down in the future. Our actual amounts of production, revenue, taxes, development expenditures, operating expenses, and quantities of recoverable oil and gas reserves may vary substantially from the estimates. Oil and gas reserve estimates are necessarily inexact and involve matters of subjective engineering judgment. In addition, any estimates of our future net revenues and the present value thereof are based on assumptions derived in part from historical price and cost information, which may not reflect current and future values, and/or other assumptions made by us that only represent our best estimates. If these estimates of quantities, prices and costs prove inaccurate, we may be unsuccessful in expanding our oil and gas reserves base with our acquisitions. Additionally, if declines in and instability of oil and gas prices occur, then write downs in the capitalized costs associated with any oil and gas assets we obtain may be required. Because of the nature of the estimates of our reserves and estimates in general, we can provide no assurance that reductions to our estimated proved oil and gas reserves and estimated future net revenues will not be required in the future, and/or that our estimated reserves will be present and/or commercially extractable. If our reserve estimates are incorrect, the value of our common stock could decrease and we may be forced to write down the capitalized costs of our oil and gas properties.

Our business will suffer if we cannot obtain or maintain necessary licenses.

Our operations will require licenses, permits and in some cases renewals of licenses and permits from various governmental authorities. Our ability to obtain, sustain or renew such licenses and permits on acceptable terms is subject to change in regulations and policies and to the discretion of the applicable governments, among other factors. Our inability to obtain, or our loss of or denial of extension of, any of these licenses or permits could hamper our ability to produce revenues from our operations.

Our operations are subject to various litigation that could have an adverse effect on our business.

From time to time we may become a defendant in various litigation matters. The nature of our operations exposes us to further possible litigation claims in the future. There is risk that any matter in litigation could be adversely decided against us regardless of our belief, opinion and position, which could have a material adverse effect on our financial condition and results of operations. Litigation is highly costly and the costs associated with defending litigation could also have a material adverse effect on our financial condition.

We may be affected by global climate change or by legal, regulatory, or market responses to such change.

The growing political and scientific sentiment is that increased concentrations of carbon dioxide and other greenhouse gases in the atmosphere are influencing global weather patterns. Changing weather patterns, along with the increased frequency or duration of extreme weather conditions, could impact the availability or increase the cost to produce our products. Additionally, the sale of our products can be impacted by weather conditions.

Concern over climate change, including global warming, has led to legislative and regulatory initiatives directed at limiting the greenhouse gas emissions. For example, proposals that would impose mandatory requirements on greenhouse gas emissions continue to be considered by policy makers in the states and areas where we operate. Laws enacted that directly or indirectly affect our oil and gas production could impact our business and financial results.

If oil or natural gas prices decrease or drilling efforts are unsuccessful, we may be required to record writedowns of our oil and natural gas properties.

We could be required to write down the carrying value of our oil and natural gas properties. Write-downs may occur when oil and natural gas prices are low, or if we have downward adjustments to our estimated proved reserves, increases in our estimates of operating or development costs, deterioration in drilling results or mechanical problems with wells where the cost to re-drill or repair is not supported by the expected economics.

Accounting rules require that the carrying value of oil and natural gas properties be periodically reviewed for possible impairment. Under the full cost method of accounting, capitalized oil and natural gas property costs less accumulated depletion, net of deferred income taxes, may not exceed a ceiling amount equal to the present value, discounted at 10%, of estimated future net revenues from proved oil and natural gas reserves plus the cost of unproved properties not subject to amortization (without regard to estimates of fair value), or estimated fair value, if lower, of unproved properties that are subject to amortization. Should capitalized costs exceed this ceiling, which is tested on a quarterly basis, an impairment is recognized. While an impairment charge reflects our long-term ability to recover an investment, reduces our reported earnings and increases our leverage ratios, it does not impact cash or cash flow from operating activities.

Our future success depends on our ability to replace reserves that are produced.

Because the rate of production from oil and natural gas properties generally declines as reserves are depleted, our future success depends upon our ability to economically find or acquire and produce additional oil and natural gas reserves. Except to the extent that we acquire additional properties containing proved reserves, conduct successful exploration and development activities, or, through engineering studies, identify additional behind-pipe zones or secondary recovery reserves, our proved reserves will decline as our reserves are produced. Future oil and natural gas production, therefore, is highly dependent upon our level of success in acquiring or finding additional reserves that are economically recoverable. We cannot assure you that we will be able to find or acquire and develop additional reserves at an acceptable cost.

We may acquire significant amounts of unproved property to further our development efforts. Development and exploratory drilling and production activities are subject to many risks, including the risk that no commercially productive reservoirs will be discovered. We may acquire both proved and producing properties as well as undeveloped acreage that we believe will enhance growth potential and increase our earnings over time. However, we cannot assure you that all of these properties will contain economically viable reserves or that we will not abandon our initial investments. Additionally, we cannot assure you that unproved reserves or undeveloped acreage that we acquire will be profitably developed, that new wells drilled on our properties will be productive or that we will recover all or any portion of our investments in our properties and reserves.

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Our lack of industry and geographical diversification may increase the risk of an investment in our company.

We operate in the oil and gas sector, and our leases are located in North America in Kansas, Missouri, Texas, Louisiana, and Mississippi. This lack of geographic diversification may make our holdings more sensitive to economic developments within a regional area, which may result in reduced rates of return or higher rates of default than might be incurred with a company that is more geographically diverse.

Our business depends on oil and natural gas transportation and processing facilities and other assets that are owned by third parties.

The marketability of our oil and natural gas depends in part on the availability, proximity and capacity of pipeline systems, processing facilities, oil trucking fleets and rail transportation assets owned by third parties. The lack of available capacity on these systems and facilities, whether as a result of proration, physical damage, scheduled maintenance or other reasons, could result in the delay or discontinuance of development plans for our properties. The curtailments arising from these and similar circumstances may last from a few days to several months.

Some of our leasehold acreage is subject to leases that will expire over the next several years unless production is established or maintained or the leases are extended.

Some of our acreage is currently held by production or held by operations, but some is not. Unless production in paying quantities is established or operations are commenced with regard to these latter leases during their terms, those leases may expire. Likewise, if we are unable to maintain production on acreage held by production or operations, those leases may expire. If our leases expire and we are unable to renew the leases, we will lose our right to develop or utilize the related properties.

Deficiencies of title to our leased interests could significantly affect our financial condition.

We often incur the expense of a title examination prior to acquiring oil and natural gas leases or undivided interests in oil and natural gas leases or other developed rights. If an examination of the title history of a property reveals that an oil or natural gas lease or other developed rights have been purchased in error from a person who is not the owner of the mineral interest desired, our interest would substantially decline in value or be eliminated. In such cases, the amount paid for such oil or natural gas lease or leases or other developed rights may be lost.

We have not established an effective system of internal control over our financial reporting, and if we fail to maintain such internal control, we may not be able to accurately report our financial results, and current and potential stockholders may lose confidence in our financial reporting.

We have not established and maintained adequate and effective internal control over financial reporting that would provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles. We are, however, required to evaluate the effectiveness of our internal controls and to disclose any changes and material weaknesses in those internal controls.

Any failure to maintain adequate internal controls could adversely impact our ability to report our financial results on a timely and accurate basis. If our financial statements are not accurate, investors may not have a complete understanding of our operations. Likewise, if our financial statements are not filed on a timely basis as required by the SEC and the Capital Market, we could face severe consequences from those authorities. In either case, there could result a material adverse effect on our business. Ineffective internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our stock.

We generally have a need for additional financing, and failure to secure financing would harm our business.

The Company currently has limited funds, and the lack of additional funds may negatively impact the Company's ability to pursue its business strategy to conduct operations in the oil and gas industry and to acquire, invest in and/or provide professional advisory and consulting services to companies undergoing or anticipating periods of rapid growth. Even if the Company's funds prove to be sufficient to provide such services or to acquire an interest in, or complete a transaction with, an entity, the Company may not have enough capital to exploit the opportunity. The ultimate success of the Company may depend upon its ability to raise additional capital. The Company may investigate the availability, source, or terms that might govern the acquisition of additional capital but will not do so until it determines the specific need for additional financing. There is no assurance that funds will be available from any source or, if available, that they can be obtained on terms acceptable to the Company. If not available, the Company's operations will be limited to those that can be pursued with its modest available capital.

Our common shares may be thinly traded, and you may be unable to sell at or near ask prices, or at all.

We cannot predict the extent to which an active public market for trading our common stock will develop or be sustained.

This situation is attributable to a number of factors, including the fact that we are a small company which is relatively unknown to stock analysts, stock brokers, institutional investors and others in the investment community who generate or influence sales volume. Even if we came to the attention of such persons, those persons tend to be risk-averse and may be reluctant to follow, purchase, or recommend the purchase of shares of an unproven company such as ours until such time as we become more seasoned and viable. As a consequence, there may be periods of several days or more when trading activity in our shares is minimal or non-existent, as compared to a seasoned issuer which has a large and steady volume of trading activity that will generally support continuous sales without an adverse effect on share price. We cannot give you any assurance that a broader or more active public trading market for our common stock will develop or be sustained, or that current trading levels will be sustained.

The market price for our common stock is particularly volatile given our status as a relatively small company, which could lead to wide fluctuations in our share price. You may be unable to sell your common stock at or above your purchase price if at all, which may result in substantial losses to you.

Additionally, the Company’s securities may be subject to a SEC rule that imposes special sales practice requirements upon broker-dealers who sell such securities to persons other than established customers or accredited investors. For purposes of the rule, the phrase “accredited investors” means, in general terms, institutions with assets in excess of $5,000,000, or individuals having a net worth, or joint net worth with spouse, in excess of $1,000,000 excluding the value of the person’s primary residence or having an annual income that exceeds $200,000 (or that, when combined with a spouse’s income, exceeds $300,000). For transactions covered by the rule, the broker-dealer must make a special suitability determination for the purchaser and receive the purchaser’s written agreement to the transaction prior to the sale. Consequently, the rule may affect the ability of broker-dealers to sell the Company’s securities and also may affect the ability of our stockholders to sell their securities in any market that may have developed.

In addition, the SEC has adopted a number of rules to regulate “penny stocks.” Such rules include Rules 3a51-1, 15g-1, 15g-2, 15g-3, 15g-4, 15g-5, 15g-6, 15g-7, and 15g-9 under the Securities Exchange Act of 1934, as amended or the Exchange Act. Because the securities of the Company may constitute “penny stocks” within the meaning of the rules, the rules would apply to the Company and to its securities. The rules may further affect the ability of owners of our shares to sell the securities of the Company in any market that might develop for them.

Shareholders should be aware that, according to SEC, the market for penny stocks has suffered in recent years from patterns of fraud and abuse. Such patterns include (i) control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer; (ii) manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases; (iii) “boiler room” practices involving high-pressure sales tactics and unrealistic price projections by inexperienced sales persons; (iv) excessive and undisclosed bid-ask differentials and markups by selling broker-dealers; and (v) the wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the resulting inevitable collapse of those prices and with consequent investor losses. Our management is aware of the abuses that have occurred historically in the penny stock market. The occurrence of these patterns or practices could increase the volatility of our share price and reduce your ability to sell our shares.

Financial Industry Regulatory Authority (FINRA) sales practice requirements may limit your ability to buy and sell our common stock, which could depress the price of our shares.

FINRA rules require broker-dealers to have reasonable grounds for believing that an investment is suitable for a customer before recommending that investment to the customer. Prior to recommending speculative low-priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status and investment objectives, among other things. Under interpretations of these rules, FINRA believes that there is a high probability such speculative low-priced securities will not be suitable for at least some customers. Thus, FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our shares, have an adverse effect on the market for our shares, and thereby depress our share price.

Volatility in our common share price may subject us to securities litigation.

The market for our common stock is characterized by significant price volatility as compared to seasoned issuers, and we expect that our share price will continue to be more volatile than a seasoned issuer for the indefinite future. In the past, plaintiffs have initiated securities class action litigation against a company following periods of volatility in the market price of its securities. We may, in the future, be the target of similar litigation. Securities litigation could result in substantial costs and liabilities and could divert management's attention and resources.

We have a limited operating history in the oil and gas sector.

We have only been engaged in oil and gas operations since 2014, and due to the numerous risks inherent in the implementation of a new business emphasis and plan, the Company must be regarded as a new or start-up venture with all of the unforeseen costs, expenses, problems, and difficulties to which such ventures are subject. There is no assurance that the Company will be able to successfully execute its business and growth plans. Even if the Company is successful, there is a risk that the Company will not reach profitability, and that the market price of the Company's common stock will not increase.

We have a "going concern" opinion from our independent registered public accounting firm indicating the possibility that we may not be able to continue to operate.

Our independent auditors have added an explanatory paragraph to their audit opinion issued in connection with our financial statements for the year ended December 31, 2018, with respect to their doubt about our ability to continue as a going concern. Our ability to continue as a going concern is dependent upon our generating cash flow sufficient to fund continued operations and pay or refinance our liabilities as they become due. Our business strategy may not be successful in addressing these issues. If we cannot continue as a going concern, our stockholders may lose their entire investment in us.

The Company will be unable to conduct exhaustive investigations prior to purchasing oil and gas interests.

The Company has limited operating funds, and this makes it impracticable for the Company to conduct a complete and exhaustive investigation and analysis of its oil and gas opportunities. Decisions will therefore likely be made without detailed geotechnical reports, feasibility studies, independent analysis, market surveys and the like, which, if the Company had more funds available to it, would be desirable. The Company will be particularly dependent in making decisions upon information provided by third parties which may have interests in the transaction. A significant portion of the Company's available funds could be expended for investigative expenses and other preliminary expenses, and potential profits could therefore be lessened.

Additionally, when the Company acquires oil and gas assets, the Company generally will be required to audit the financial statements of the assets acquired. In cases where no audited financial statements are available prior to closing, the Company will have to rely upon interim period unaudited information received from a seller that has not been verified by outside auditors prior to closing. The lack of the type of independent verification which audited financial statements would provide increases the risk that the Company, in evaluating an acquisition, will not have the benefit of full and accurate information about the financial condition and recent interim operating history of the target assets. This risk increases the prospect that the Company will overpay for the target assets.

Moreover, the Company is subject to the reporting provisions of the Exchange Act, and thus will be required to furnish certain information about its acquired assets, including audited financial statements. Should the Company complete an acquisition of assets for which audited financial statements prove to be unobtainable, the Company could be exposed to enforcement actions by the SEC and to corresponding administrative sanctions, including permanent injunctions against the Company and its management. The legal and other costs of defending an SEC enforcement action would have material, adverse consequences for the Company and its business. The imposition of administrative sanctions would subject the Company to further adverse consequences. In addition, the lack of audited financial statements would prevent the securities of the Company from becoming eligible for listing on NASDAQ, or another stock exchange.

Moreover, any inability by the Company to provide audited financial statements would likely discourage broker-dealers from becoming or continuing to serve as market makers in the securities of the Company. Without audited financial statements, the Company would almost certainly be unable to offer securities under a registration statement pursuant to the Securities Act of 1933, and the ability of the Company to raise capital would be significantly limited until such financial statements were made available.

The Company is dependent on the performance of certain personnel.

The Company's success depends substantially on the performance of its executive officers and key employees. Given the Company's early stage of development and launch of its business plan, the Company is dependent on its ability to retain and motivate high quality personnel. Although the Company believes it will be able to engage qualified personnel for such purposes, an inability to do so could materially adversely affect the Company's ability to operate its oil and gas business.

The Company does not have any employment agreements with its Chief Executive Officer and President, James Doris, and its Chief Financial Officer, Frank Barker, Jr.. As a result, there is no assurance that Mr. Doris or Mr. Barker will continue to be associated with the Company in the future. In connection with future business opportunities, it is possible that Mr. Doris or Mr. Barker may resign as an officer and director of the Company subject to compliance with Section 14f of the Exchange Act. The loss of Mr. Doris or Mr. Barker, or of one or more of the Company's other key employees, or the Company's inability to hire and retain other qualified employees, including but not limited to operational and development staff and corporate office support staff, could have a material adverse effect on the Company's business.

The Company is required to indemnify its officers and directors.

Nevada law provides for the indemnification of the Company's directors, officers, employees, and agents, under certain circumstances, against attorney's fees and other expenses incurred by them in any litigation to which they become a party arising from their association with or activities on behalf of the Company. If the Company were called upon to indemnify an officer or director, then the portion of its available funds expended for such purpose would reduce the amount otherwise available for the Company's business. This indemnification obligation and the resultant costs associated with indemnification may also discourage our Company from bringing a lawsuit against directors and officers for breaches of their fiduciary duties and may similarly discourage the filing of derivative litigation by our shareholders against our directors and officers even though such actions, if successful, might otherwise benefit our company and shareholders.

The Company would bear the expenses of such litigation for any of its directors, officers, employees, or agents, upon such person's promise to repay the Company if it is ultimately determined that any such person shall not have been entitled to indemnification. This indemnification policy could result in substantial expenditures by the Company which it may be unable to recoup.

We may be dependent upon outside advisors.

To supplement the Company's officers, directors and principal shareholders, the Company may be required to employ accountants, technical experts, appraisers, attorneys, or other outside consultants or advisors. The selection of any such advisors will be made by the Company without any input from stockholders. Furthermore, it is anticipated that such persons may be engaged on an "as needed" basis without a continuing fiduciary or other obligation to the Company. In the event the Company considers it necessary to hire outside advisors, such persons may be affiliates of the Company.

We do not anticipate paying any cash dividends to our common shareholders.

We presently do not anticipate that we will pay dividends on any of our common stock in the foreseeable future. If payment of dividends does occur at some point in the future, it would be contingent upon our revenues and earnings, if any, capital requirements, and general financial condition. The payment of any common stock dividends will be within the discretion of our Board of Directors. We presently intend to deploy available capital to execute our business plan; accordingly, we do not anticipate the declaration of any dividends for common stock in the foreseeable future.

The Company's CEO, James Doris, holds preferred stock which currently affords him enough shareholder votes to control the Company.

The Company's CEO and director, James Doris, holds 28,092 shares of the Company's Series C Preferred Stock, with each share of preferred stock entitling the holder to 10,000 votes on all matters submitted to the vote of the Company's security holders. By virtue of such stock ownership, Mr. Doris is able to control the election of the members of the Company's Board of Directors and to generally exercise control over the affairs of the Company. Such concentration of ownership could have the effect of delaying, deterring or preventing a change in control of the Company that might otherwise be beneficial to stockholders. There can be no assurance that conflicts of interest will not arise with respect to Mr. Doris's ownership of the preferred stock, or that such conflicts will be resolved in a manner favorable to the Company.

Our outstanding securities may become freely tradable pursuant to Rule 144 and may have a depressive effect on the price of the shares of our common stock.

We have outstanding a large number of shares of common stock. Many of these securities are currently issued with a "restrictive legend" and characterized as “restricted securities” within the meaning of Rule 144 (“Rule 144”) promulgated under the Securities Act of 1933, as amended (the “Securities Act”). As restricted securities, these securities may be resold only pursuant to an effective registration statement or under the requirements of Rule 144 or other applicable exemptions from registration under the Securities Act and as required under applicable state securities laws. Rule 144 provides in essence that once restricted securities have been held for a period of at least six months and the other requirements in the rule have been satisfied, holders of the securities may resell their securities without registration or restriction on transfer. As many of our outstanding shares of common stock have been held by their holders in excess of six months, such holders may be able to resell their shares of common stock into the market without restriction pursuant to Rule 144. Those resales could have a depressive effect upon our stock price.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

The Company’s headquarters are located at 15915 Katy Freeway, Suite 450, Houston, Texas, 77094.

Oil and Natural Gas Properties

On November 3, 2014, the Company entered into a Purchase and Sale, Petroleum and Natural Gas Conveyance Agreement (the “Agreement”), with Tanager Energy Inc., a Canadian corporation listed on the TSX Venture Exchange as a Tier 2 company and trading under the stock symbol “TAN” (“Tanager Energy”). Pursuant to the Agreement, the Company acquired a 50% working interest in the Joffre oil and gas property located in Alberta, Canada (the “Joffre Property”). On or about March 30, 2016, the working interest was registered in the name of the Company’s wholly owned subsidiary, Viking Oil & Gas (Canada) ULC. The administration of these assets proved to be inefficient and unprofitable. The investment in these properties, as well as all uncollected receivables associated with it, were either fully impaired or fully reserved. Effective September 30, 2018, the Company negotiated a sale and settlement of this Canadian interest and a resolution of all intercompany balances associated with it, for proceeds to the Company of $232,545. An asset retirement obligation of $466,031, offset by the net asset retirement cost of $293,296 associated with this investment, generated a gain from disposal of these assets of $405,280.

On February 23, 2016, the Company closed on the acquisition of working interests in four leases with access to the mineral rights (oil and gas) concerning approximately 281 acres of property in Miami and Franklin Counties in eastern Kansas. On October 4, 2016, the Company completed an acquisition whereby the Company (i) increased its working interest in three existing oil and gas leases in Miami and Franklin Counties in Eastern Kansas, and (ii) acquired a working interest in four new oil and gas leases in the same region, comprising approximately 660 acres of property. On September 11, 2017, the Company through its wholly owned subsidiary, Mid-Con Drilling, LLC ("Mid-Con Drilling") acquired a 90% working interest in four new oil and gas leases in Anderson County in Eastern Kansas, comprising approximately 980 acres of property. On October 2, 2017, the Company, through Mid-Con Drilling, closed on an acquisition, effective October 1, 2017, of a 100% working interest in six new oil and gas leases in Miami and Franklin Counties in Eastern Kansas. On October 4, 2017, the Company, through Mid-Con Drilling, closed on an acquisition, effective September 1, 2017, of an 80% working interest in six new oil and gas leases in Riley, Geary and Wabaunsee Counties in Kansas. On December 29, 2017, the Company through its wholly owned subsidiary, Mid-Con Development, LLC ("Mid-Con Development") completed an acquisition of working interests in approximately 41 oil and gas leases in Ellis and Rooks Counties in Kansas, comprising several thousand acres. On January 12, 2018, the Company, through MidCon Drilling, completed an acquisition of a 100% working interest in seven new oil and gas leases in Woodson and Allen Counties in Eastern Kansas. Effective February 1, 2018, the Company, through Mid-Con Drilling, closed on the acquisition of a working interest in a lease with access to the mineral rights (oil and gas) concerning approximately 80 acres of property in Douglas County in eastern Kansas. As of December 31, 2018, these central United States oil and gas properties consist of interests in approximately 377 producing wells and 135 injector wells.

On December 22, 2017, the Company closed on the acquisition of 100% of the membership interests in Petrodome Energy, LLC, a Texas limited liability company based in Houston, Texas, with multiple subsidiaries (described in Exhibit 21.1 hereto) having working interests in multiple oil and gas leases in Texas, Louisiana and Mississippi, comprising approximately 11,700 acres. As of December 31, 2018, these properties consist of interests in 16 producing wells, 17 non-producing wells and two salt water disposal wells.

On December 28, 2018, the Company closed on the acquisition of multiple oil and gas leases in Texas and Louisiana through its newly formed Ichor Energy Holdings, Ichor Energy, Ichor Energy, Ichor Energy (TX), and Ichor Energy (LA) subsidiaries (described in Exhibit 21.1 hereto). As of December 31, 2018, these properties consist of interests in 58 producing wells, 31 salt water disposal wells, 46 shut in wells and 4 non-producing wells.

Oil and Natural Gas Reserves

As of December 31, 2018, all of our proved oil and natural gas reserves were located in the United States, in the States of Texas, Louisiana, Mississippi and Kansas.

The following tables set forth summary information with respect to our proved reserves as of December 31, 2018 and 2017. For additional information see *Supplemental Information "Oil and Natural Gas Producing Activities (Unaudited)"* to our consolidated financial statements in "Item 8—Financial

Statements and Supplementary Data" of this Annual Report on Form 10-K.

Reserves Category	Proved Reserves at December 31, 2018		
	Crude Oil (MBBLs)	Natural Gas (MMCF)	Total Proved (BOE) (1)
Proved Reserves			
Developed	5,808,882	20,195,830	9,174,854
Developed Non-Producing	916,914	2,515,620	1,336,184
Undeveloped	4,005,422	12,046,650	6,013,197
Total Proved Reserves	10,731,218	34,758,100	16,524,235
Estimated Future Net Cash Flows			$ 464,214,477
10% annual discount for estimated timing of cash flows			(219,657,382)
Standardized Measure of Discounted Future Net Cash Flows - (PV10) (2)			$ 244,557,095

Reserves Category	Proved Reserves at December 31, 2017		
	Crude Oil (MBBLs)	Natural Gas (MMCF)	Total Proved (BOE) (1)
Proved Reserves			
Developed	1,314,816	591,080	1,413,329
Developed Non-Producing	181,329	528,010	269,331
Undeveloped	2,429,152	7,357,220	3,655,355
Total Proved Reserves	3,925,297	8,476,310	5,338,015
Estimated Future Net Cash Flows			$ 125,220,891
10% annual discount for estimated timing of cash flows			(54,460,189)
Standardized Measure of Discounted Future Net Cash Flows - (PV10) (2)			$ 70,760,702

(1) - BOE (barrels of oil equivalent) is calculated by a ration of 6 MCF to 1 BBL of Oil
(2) - PV-10 represents the discounted future net cash flows attributable to our proved oil and natural gas reserves discounted at 10%. PV-10 of our total year-end proved reserves is considered a non-US GAAP financial measure as defined by the SEC. We believe that the presentation of the PV-10 is relevant and useful to our investors because it presents the discounted future net cash flows attributable to our proved reserves. We further believe investors and creditors use our PV-10 as a basis for comparison of the relative size and value of our reserves to other companies.

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Net Production, Unit Prices and Costs

The following table presents certain information with respect to oil and natural gas production attributable to our interests in all of our properties in the United States, the revenue derived from the sale of such production, average sales prices received and average production costs during the years ended December 31, 2018 and 2017.

	Unit of Measure	December 31, 2018	December 31, 2017
Production			
Oil	Barrels	130,889	34,998
Natural Gas	Mcf	56,685	16,727
BOE		140,337	37,786
Sales			
Oil	Barrels	$ 8,032,407	$ 1,740,316
Natural Gas	Mcf	$ 190,872	$ 50,012
Average Sales Prices			
Oil	Barrels	$ 61.37	$ 49.73
Natural Gas	Mcf	$ 3.37	$ 2.99
Production - Lease operating expenses		$ 3,835,549	$ 1,136,883
Average Cost of Production per BOE		$ 27.33	$ 30.09

<u>*Drilling and other exploratory and development activities*</u>

During the years ended December 31, 2018 the Company invested $4,423,778 relative to drilling and development activities.

In Allen County, Kansas, the Company drilled 2 new wells, one of which proved to be geologically productive, however, the Company elected to utilize it as a water supply well. The second is being converted to an injector. In Franklin County, Kansas, we tested certain geologic structures through existing well bores that look promising for future development.

In Miami County, Kansas, the Company drilled 10 new wells, 9 of which have proved to be very productive.

The Company drilled a well in San Patricio County, Texas, and elected to Plug and Abandon the well as the sands were too tight, and the level of production was not economically feasible. We also drilled a well in Vermillion Parish, Louisiana, and elected to Plug and Abandon the well as the pay zone was determined to be insufficient.

In Rooks and Ellis Counties, Kansas the Company deepened and perforated approximately 15 wells successfully increasing production.

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Present Activities

The Company is not presently drilling any new wells.

Delivery Commitments

The Company is not currently committed to provide a fixed and determinable quantity of oil or gas in the near future under existing contracts or agreements.

Productive Wells

The following table sets forth the number wells in our inventory, in which we maintained ownership interests as of December 31, 2018 and 2017. All wells are located in the United States, in the States of Texas, Louisiana, Mississippi and Kansas.

	December 31, 2018		**December 31, 2017**	
Well Category	**Oil**	**Gas**	**Oil**	**Gas**
Producers	472	34	471	4
Producer - P&A'd	9	-	9	-
Non-Producing	18	-	18	-
Injector	129	-	144	-
Salt Water Disposal	44	-	13	-
Shut In	46	-	-	-
ORRI	1	-	1	-
	719	34	656	4

Item 3. Legal Proceedings

From time to time, we may be involved in litigation relating to claims arising out of our operations in the normal course of business. As of December 31, 2018, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the Company's results of operations.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information

There is no "established trading market" for shares of the Company's common stock. As of December 31, 2018, the Company's common stock was quoted on the OTC Link LLC operated by OTC Markets Group, Inc. under the symbol "VKIN." An OTC equity security is not considered listed or traded on a national securities exchange. No assurance can be given that any "established trading market" for the Company's common stock will develop or be maintained.

The range of high and low closing bid quotations for the Company's common stock during each quarter of the calendar years ended December 31 2018 and 2017, is shown below, as quoted by http://finance.yahoo.com. Prices are inter-dealer quotations, without retail mark-up, markdown or commissions and may not represent actual transactions.

Stock Quotations

Quarter Ended	High	Low
March 31, 2017	0.26	0.13
June 30, 2017	0.20	0.11
September 30, 2017	0.20	0.10
December 31, 2017	0.34	0.09
March 31, 2018	0.24	0.12
June 30, 2018	0.23	0.15
September 30, 2018	0.42	0.16
December 31, 2018	0.42	0.22

The future sale of the Company's presently outstanding "unregistered" and "restricted" common stock by present members of management and persons who own more than five percent of the Company's outstanding voting securities may have an adverse effect on any "established trading market" that may develop in the shares of the Company's common stock.

Holders

As of December 31, 2018, the Company had approximately 152 shareholders of record of common stock, including shares held in “street name” by banks, brokerage clearing houses, depositories or otherwise in unregistered form. The Company does not know the beneficial owners of such shares, or the number of beneficial holders of such shares.

Dividend Distributions

We have not historically distributed dividends to stockholders, nor do we intend to do so in the foreseeable future.

Securities authorized for issuance under equity compensation plans

The Company does not have any securities authorized for issuance under equity compensation plans.

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Penny Stock

Our common stock is considered "penny stock" under the rules the Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934. The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a price of less than $5.00, other than securities registered on certain national securities exchanges or quoted on the NASDAQ Stock Market System, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or quotation system. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock, to deliver a standardized risk disclosure document prepared by the Commission, that:

- contains a description of the nature and level of risks in the market for penny stocks in both public offerings and secondary trading;

- contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation to such duties or other requirements of Securities' laws; contains a brief, clear, narrative description of a dealer market, including bid and ask prices for penny stocks and the significance of the spread between the bid and ask price;

- contains a toll-free telephone number for inquiries on disciplinary actions;

- defines significant terms in the disclosure document or in the conduct of trading in penny stocks; and

- contains such other information and is in such form, including language, type, size and format, as the Commission shall require by rule or regulation.

The broker-dealer also must provide, prior to effecting any transaction in a penny stock, the customer with:

- bid and offer quotations for the penny stock;

- the compensation of the broker-dealer and its salesperson in the transaction;

- the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the marker for such stock; and

- monthly account statements showing the market value of each penny stock held in the customer's account.

In addition, the penny stock rules that require that prior to a transaction in a penny stock not otherwise exempt from those rules; the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written acknowledgement of the receipt of a risk disclosure statement, a written agreement to transactions involving penny stocks, and a signed and dated copy of a written suitably statement.

These disclosure requirements may have the effect of reducing the trading activity in the secondary market for our stock.

Related Stockholder Matters

None.

Purchase of Equity Securities

None.

Item 6. Selected Financial Data

The Company, as a smaller reporting company (as defined by Rule 12b-2 of the Exchange Act), is not required to furnish information required by this item.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

You should read the following discussion and analysis in conjunction with the consolidated financial statements and notes thereto appearing elsewhere in this annual report on Form 10-K.

In preparing the management's discussion and analysis, the registrant presumes that you have read or have access to the discussion and analysis for the preceding fiscal year.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This document includes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, as amended or the Reform Act. All statements other than statements of historical fact are "forward-looking statements" for purposes of federal and state securities laws, including, but not limited to, any projections of earning, revenue or other financial items; any statements of the plans, strategies and objectives of management for future operations; any statements concerning proposed new services or developments; any statements regarding future economic conditions of performance; and statements of belief; and any statements of assumptions underlying any of the foregoing. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following: the Company's ability to raise capital and the terms thereof; and other factors referenced in the Form 10-K.

The use in this Form 10-K of such words as "believes", "plans", "anticipates", "expects", "intends", and similar expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements. These forward-looking statements present the Company's estimates and assumptions only as of the date of this report. Except for the Company's ongoing obligation to disclose material information as required by the federal securities laws, the Company does not intend, and undertakes no obligation, to update any forward-looking statements.

Although the Company believes that the expectations reflected in any of the forward-looking statements are reasonable, actual results could differ materially from those projected or assumed or any of the Company's forward-looking statements. The Company's future financial condition and results of operations, as well as any forward-looking statements, are subject to change and inherent risks and uncertainties.

PLAN OF OPERATIONS

Overview

The Company's business plan is to engage in the acquisition, exploration, development and production of oil and natural gas properties, both individually and through collaborative partnerships with other companies in this field of endeavor. Viking has relationships with industry experts and formulated an acquisition strategy, with emphasis on acquiring under-valued, producing properties from distressed vendors or those deemed as non-core assets by larger sector participants. The Company does not focus on speculative exploration programs, but rather targets properties with current production and untapped reserves. The Company's growth strategy includes the following key initiatives:

- Acquisition of under-valued producing oil and gas assets
- Employ enhanced recovery techniques to maximize production
- Implement responsible, lower-risk drilling programs on existing assets
- Aggressively pursue cost-efficiencies
- Opportunistically explore strategic mergers and/or acquisitions
- Actively hedge mitigating commodity risk

The following overview provides a background for the current strategy being implemented by management.

<u>Acquisition – Canada</u>

In November 2014, the Company entered into its first contract relative to oil and gas activities involving jointly controlled assets and related liabilities by purchasing an undivided 50% interest in the Joffre project located in Alberta, Canada. The working interests of this joint venture, were acquired from a

Canadian Company that ended up in receivership, and the administration of these assets proved to be inefficient and unprofitable. The investment in these properties, as well as all uncollected receivables associated with it have been either fully impaired or fully reserved. Effective September 30, 2018, the Company negotiated a sale and settlement of this Canadian joint venture interest and a resolution of all intercompany balances associated with it, for proceeds to the Company of $232,545. An asset retirement obligation of $466,031, offset by the net asset retirement cost of $293,296 associated with this investment, generated a gain from disposal of these assets of $405,280.

Acquisitions – Kansas

In February 2016, the Company closed on the acquisition of working interests in four leases with access to the mineral rights (oil and gas) concerning approximately 281 acres of property in Miami and Franklin Counties in eastern Kansas. In October 2016, the Company, through its subsidiary, Mid-Con Petroleum, LLC, completed an acquisition whereby the Company (i) increased its working interest in three existing oil and gas leases in Miami and

Franklin Counties in Eastern Kansas, and (ii) acquired a working interest in four new oil and gas leases in the same region, comprising approximately 660 acres of property.

On September 11, 2017, the Company through its subsidiary, Mid-Con Drilling, LLC (“Mid-Con Drilling”), completed an acquisition of a 90% working interest in four new oil and gas leases in Anderson County in Eastern Kansas, comprising approximately 980 acres of property. On October 2, 2017, the Company, through Mid-Con Drilling, closed on an acquisition, effective October 1, 2017, of a 100% working interest in six new oil and gas leases in Miami and Franklin Counties in Eastern Kansas. On October 4, 2017, the Company, through Mid-Con Drilling, closed on an acquisition of an 80% working interest in six new oil and gas leases in Riley, Geary and Wabaunsee Counties in Kansas. On December 29, 2017, the Company through its subsidiary Mid-Con Development, LLC, completed an acquisition of working interests in approximately 41 oil leases in Ellis and Rooks Counties in Kansas, comprising several thousand acres.

On January 12, 2018, the Company, through MidCon Drilling, completed an acquisition of a 100% working interest in seven new oil and gas leases in Woodson and Allen Counties in Eastern Kansas. Effective February 1, 2018, the Company, through Mid-Con Drilling, closed on the acquisition of a working interest in a lease with access to the mineral rights (oil and gas) concerning approximately 80 acres of property in Douglas County in eastern Kansas.

These Kansas properties are operated by third party contractors. The Company’s plans relative to these properties includes the development of the production potential of existing wells and capitalizing on the drilling opportunities that exist within the acreage covered by these working interests. In 2018, the Company began drilling new wells in various Kansas locations.

Acquisitions – Texas, Louisiana and Mississippi

On December 22, 2017, the Company completed an acquisition of 100% of the membership interests of Petrodome Energy, LLC, a privately-owned company, with multiple subsidiaries (described in Exhibit 21.1 hereto) with working interests in multiple oil and gas fields across Texas, Louisiana and Mississippi, comprising approximately 11,700 acres.

As a part of this acquisition, the Company retained an operational office in Houston, Texas that includes several senior level professionals with over 100 years of combined oil and gas experience which provides the Company the capability of operating many of its own wells internally. This expertise has since been utilized to evaluate additional oil and gas acquisition opportunities, evaluate the profitable management of all of the Company’s oil and gas assets, and evaluate and develop new drilling prospects.

Acquisitions – Texas and Louisiana

On December 28, 2018, the Company, through its newly formed Ichor Energy subsidiaries (described in Exhibit 21.1 hereto) completed an acquisition (the “Ichor Energy Acquisition”) of working interests in certain oil and gas leases in Texas (primarily in Orange and Jefferson Counties) and Louisiana (primarily in Calcasiue Parish), which include 58 producing wells and 31 salt water disposal wells. The properties produce hydrocarbons from known reservoirs/sands in the on-shore Gulf Coast region, with an average well depth in excess of 10,600 feet, and daily production volumes averaging in excess of 2,300 BOE.

This acquisition of these assets is consistent with the location of our Petrodome assets and are effectively managed from our Houston office.

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Going Concern Qualification

These consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company generated a net comprehensive loss of $15,117,547 for the year ended December 31, 2018 and net comprehensive income of $17,828,946 for the year ended December 31, 2017.

As of December 31, 2018, the Company has a working capital deficiency in excess of $15,000,000. The largest component of current liabilities creating this deficiency are notes payable with a face value aggregating approximately $15,000,000 due in August of 2019. The terms of these notes allow for 50% of the principal to be converted into shares of the Company's common stock at $0.20 per share, and contain a provision whereby the Company has the right to extend the Maturity Date for one additional year to August of 2020. Consideration for the one-year extension is an increase in the interest rate to 12% for the extension period and the issuance of a warrant to purchase an additional 50,000 common shares per $100,000 of outstanding principal of each note on a pro rata basis. The Company also has a promissory note payable to the seller of the certain oil and gas interests purchased on December 28, 2018 in the amount of $23,777,948 with all principal and accrued interest due on the earlier of (i) the date the Company or one of its affiliates completes an acquisition with one or more of the Sellers for a purchase price equal to or greater than $50,000,000 or January 31, 2020.

On December 28, 2018, through one of its subsidiaries, Ichor Energy LLC, entered into a Term Loan Credit Agreement in the amount of $63,592,000. The loan is secured by 100% of the membership units of Ichor Energy, LLC, and all of its assets. Cash generated from the operation of these assets is restricted to lease operating expenses, the payment of debt service on the Term Loan, approximately $12,000,000 of oil and gas development projects approved by the lender, and distributions to the Company of $65,000 per month for general and administrative expenses, and a quarterly tax distribution at the current statutory rates. On a quarterly basis, commencing with the quarter ended June 30, 2019, after appropriate distributions to the Company, any cash in excess of $2,000,000 plus unfunded approved development projects will be swept by the lender as an additional principal payment on the debt.

Management has evaluated these conditions and has been developing a plan to address these obligations.

- The first piece of the plan was the original structuring of the terms of the notes that are due in August of 2019, to allow the Company to extend the due date for one additional year if needed. The net effect is for the Company to be able to pay $1,500,000 in accrued interest and delay the payment of $15,000,000 in principal for one year.

- The second piece was the successful acquisition of oil and gas assets in Texas and Louisiana (the Ichor Energy Acquisition) at the end of 2018, to provide cash flow sufficient to not only satisfy the Company's debt service associated with this acquisition, but to also fund a $12,000,000 development program to increase this purchased production beyond its current average daily production of 2,300 BOE to provide a quicker principal reduction, resulting in an increased equity position relative to these assets.

- The acquisition of Petrodome in 2017 and the high level of oil and gas expertise retained by Petrodome at the end of 2017 provided an internal lease operating company to efficiently evaluate development opportunities and control lease operating expenses.

- The Company has a revolving credit facility with CrossFirst Bank, which was approved for $30,000,000. The balance outstanding at December 31, 2018 is less than $12,000,000. Additional funds could be made available to the Company for projects reviewed and approved by the lender.

These conditions raise substantial doubt regarding the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to utilize the resources in place to generate future profitable operations, to develop additional acquisition opportunities, and to obtain the necessary financing to meet its obligations and repay its liabilities arising from business operations when they come due. Management believes the Company will be able to continue to develop new opportunities, and will be able to obtain additional funds through debt and / or equity financings to facilitate its development strategy; however, there is no assurance of additional funding being available. These consolidated financial statements do not include any adjustments to the recorded assets or liabilities that might be necessary should the Company have to curtail operations or be unable to continue in existence.

RESULTS OF CONTINUING OPERATIONS

The following discussion of the consolidated financial condition and results of operation of the Company should be read in conjunction with the consolidated financial statements and the related Notes included elsewhere in this Report.

Liquidity and Capital Resources

	December 31,	
Working Capital:	**2018**	**2017**
Current Assets	$ 4,392,635	$ 6,857,269
Current Liabilities	$ 19,504,401	$ 9,935,948
Asset retirement obligations	$ 4,413,465	$ 3,096,263
Working Capital (deficit)	$ (15,111,766)	$ (3,078,679)

Cash Flows:	Years Ended December 31, 2018	2017
Net Cash Provided by (Used in) Operating Activities	$ (3,926,435)	$ (1,278,205)
Net Cash Provided by (Used in) Investing Activities	$ (6,514,936)	$ (1,842,912)
Net Cash Provided by (Used in) Financing Activities	$ 8,716,004	$ 8,837,771
Increase (Decrease) in Cash during the Period	$ (1,725,367)	$ (5,716,654)
Cash and Cash Equivalents, End of Period	$ 4,009,892	$ 5,735,259

The Company had current assets of $4,392,635 as of December 31, 2018, as compared to $6,857,269 in the comparable period in 2017. The Company had current liabilities of $19,504,401 as of December 31, 2018, as compared to $9,935,948 in the comparable period in 2017. The reduction in current assets and the increase in current liabilities is mainly a result of the acquisitions of Petrodome at the end of 2017 and the assets acquired through Ichor Energy at the end of 2018. The Company had a working capital deficit of $15,111,766 as of December 31, 2018, as compared to a working capital deficit of $3,078,679 as of December 31, 2017.

Cash used in operating activities increased to ($3,926,435) during the fiscal year ended December 31, 2018, as compared to ($1,278,205) in the comparable period in 2017.

Cash from financing activities decreased to $8,716,004 during the fiscal year ended December 31, 2018, as compared to $8,837,771 in the comparable period in 2017. The decrease was mostly due to the Company successfully arranging for new debt to facilitate property acquisitions.

Cash used in investing activities increased to ($6,514,936) during the fiscal year ended December 31, 2018, as compared to ($1,842,912) in the comparable period in 2017. The increase is a result of the Company having accomplished the purchase of additional oil and gas working interests in the central united states, facilitated by new investments through both debt and equity.

Revenue

The Company had gross revenues of $7,967,972 for the year ended December 31, 2018, as compared to $1,982,018 for the year ended December 31, 2017, reflecting the impact of the acquisition of Petrodome at the end of 2017 along with continued oil and gas acquisitions and development in the central United States.

Expenses

The Company's operating expenses increased by $6,432,503 to $15,135,117 for the year ended December 31, 2018, from $8,702,614 for the year ended December 31, 2017. This increase is mainly attributable to increased professional fees associated with evaluation of acquisition prospects and increases in lease operating costs commensurate with the new oil and gas wells purchased in 2017. Additionally, there were increases in accretion expense and depreciation, depletion and amortization expense.

Loss from Operations

The Company incurred a loss from operations of $7,167,145 for the year ended December 31, 2018, as compared to $6,720,596 for the year ended December 31, 2017. The increase in loss from operations was mainly due to the items referred to in the analysis of expenses.

Off Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity or capital expenditures or capital resources that is material to an investor in the Company's securities.

Seasonality

The Company's operating results are not affected by seasonality.

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Inflation

The Company's business and operating results are not currently affected in any material way by inflation although they could be adversely affected in the future were inflation to increase, resulting in cost increases.

Critical Accounting Policies

We prepare our financial statements in conformity with GAAP, which requires management to make certain estimates and assumptions and apply judgments. We base our estimates and judgments on historical experience, current trends and other factors that management believes to be important at the time the financial statements are prepared and actual results could differ from our estimates and such differences could be material. Due to the need to make estimates about the effect of matters that are inherently uncertain, materially different amounts could be reported under different conditions or using different assumptions. On a regular basis, we review our critical accounting policies and how they are applied in the preparation of our financial statements, as well as the sufficiency of the disclosures pertaining to our accounting policies in the footnotes accompanying our financial statements. Described below are the most significant policies we apply in preparing our consolidated financial statements, some of which are subject to alternative treatments under GAAP. We also describe the most significant estimates and assumptions we make in applying these policies. See "Note 2 - Summary of Significant Accounting Policies" to our consolidated financial statements.

Oil and Gas Property Accounting

The Company uses the full cost method of accounting for its investment in oil and natural gas properties. Under this method of accounting, all costs of acquisition, exploration and development of oil and natural gas properties (including such costs as leasehold acquisition costs, geological expenditures, dry hole costs, tangible and intangible development costs and direct internal costs) are capitalized as the cost of oil and natural gas properties when incurred.

The full cost method requires the Company to calculate quarterly, by cost center, a "ceiling," or limitation on the amount of properties that can be capitalized on the balance sheet. To the extent capitalized costs of oil and natural gas properties, less accumulated depletion and related deferred taxes exceed the sum of the discounted future net revenues of proved oil and natural gas reserves, the lower of cost or estimated fair value of unproved not properties subject to amortization, the cost of properties not being amortized, and the related tax amounts, such excess capitalized costs are charged to expense.

Proved Reserves

Estimates of our proved reserves included in this report are prepared in accordance with U.S. SEC guidelines for reporting corporate reserves and future net revenue. The accuracy of a reserve estimate is a function of:

i. the quality and quantity of available data;

ii. the interpretation of that data;

iii. the accuracy of various mandated economic assumptions; and

iv. the judgment of the persons preparing the estimate.

Our proved reserve information included in this report was predominately based on estimates. Because these estimates depend on many assumptions, all of which may substantially differ from future actual results, reserve estimates will be different from the quantities of oil and gas that are ultimately recovered. In addition, results of drilling, testing and production after the date of an estimate may justify material revisions to the estimate.

In accordance with SEC requirements, we based the estimated discounted future net cash flows from proved reserves on the unweighted arithmetic average of the prior 12-month commodity prices as of the first day of each of the months constituting the period and costs on the date of the estimate.

The estimates of proved reserves materially impact depreciation, depletion, amortization and accretion ("DD&A") expense. If the estimates of proved reserves decline, the rate at which we record DD&A expense will increase, reducing future net income. Such a decline may result from lower market prices, which may make it uneconomic to drill for and produce from higher-cost fields.

Asset Retirement Obligation

Asset retirement obligations ("ARO") primarily represent the estimated present value of the amount we will incur to plug, abandon and remediate our producing properties at the projected end of their productive lives, in accordance with applicable federal, state and local laws. We determined our ARO by calculating the present value of estimated cash flows related to the obligation. The retirement obligation is recorded as a liability at its estimated present value as of the obligation's inception, with an offsetting increase to proved properties. Periodic accretion of discount of the estimated liability is recorded as accretion expense in the accompanying consolidated statements of operations and comprehensive income.

ARO liability is determined using significant assumptions, including current estimates of plugging and abandonment costs, annual inflation of these costs, the productive lives of wells and a risk-adjusted interest rate. Changes in any of these assumptions can result in significant revisions to the estimated ARO.

Commodity derivatives

The Company does not designate its commodities derivative instruments as hedges and therefore does not apply hedge accounting. Changes in fair value of derivative instruments subsequent to the initial measurement are recorded as change in fair value on derivative liability, in other income (expense). The estimated fair value amounts of the Company's commodity derivative instruments have been determined at discrete points in time based on relevant market information which resulted in the Company classifying such derivatives as Level 2. Although the Company's commodity derivative instruments are valued using public indices, as well as the Black-Sholes model, the instruments themselves are traded with unrelated counterparties and are not openly traded on an exchange.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

The Company, as a smaller reporting company (as defined by Rule 12b-2 of the Exchange Act), is not required to furnish information required by this item.

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Item 8. Financial Statements and Supplementary Data

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Viking Energy Group, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Viking Energy Group, Inc. and its subsidiaries (the "Company") as of December 31, 2018 and 2017 and the related consolidated statements of operations and comprehensive loss, stockholders' equity(deficit) and cash flows for the years then ended, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2018 and 2017, and the results of its consolidated operations and its consolidated cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Explanatory Paragraph – Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has suffered recurring losses from operations since inception and has a working capital deficiency both of which raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Turner, Stone & Company, L.L.P.

Dallas, Texas
April 1, 2019

We have served as the Company's auditor since 2016.

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VIKING ENERGY GROUP, INC.
Consolidated Balance Sheets
(Amounts expressed in US Dollars

	December 31, 2018	December 31, 2017
ASSETS		
Current assets:		
Cash	$ 4,009,892	$ 536,156
Restricted cash	-	5,199,103
Accounts receivable – oil and gas, net	258,300	573,296
Other receivable – related party	-	548,714
Prepaid expenses	124,443	-
Total current assets	4,392,635	6,857,269
Oil and gas properties, full cost method		
Proved developed producing oil and gas properties, net	81,331,986	12,301,141
Undeveloped and non-producing oil and gas properties, net	50,492,906	26,859,634
Total Oil and gas properties, net	131,824,892	39,160,775
Fixed assets, net	200,243	166,741
Derivative asset	681,776	-
Other assets	110,194	9,396
TOTAL ASSETS	$ 137,209,740	$ 46,194,181
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 2,549,280	$ 2,555,869
Accrued expenses and other current liabilities	1,014,661	397,070
Undistributed revenues and royalties	1,207,605	1,175,200
Derivative liability	2,531,718	1,052,788
Amount due to directors	395,555	1,192,970
Current portion of long term debt - net of debt discount	11,805,582	3,562,051
Total current liabilities	19,504,401	9,935,948
Long term debt – net of current portion and debt discount	92,076,857	9,742,830
Deferred tax liability	-	910,827
Asset retirement obligations	4,413,465	3,096,263
TOTAL LIABILITIES	115,994,723	23,685,868
Commitments and contingencies (Note 8)	-	-
STOCKHOLDERS' EQUITY		
Preferred stock, $0.001 par value, 5,000,000 shares authorized, 28,092 Shares issued and outstanding as of December 31, 2018 and 2017	28	28
Common stock, $0.001 par value, 500,000,000 shares authorized, 90,989,025 and 72,347,990 shares issued and outstanding as of December 31, 2018 and 2017, respectively	90,989	72,348
Additional Paid-In Capital	32,015,913	19,029,892
Prepaid equity-based compensation	-	(11,827)
Retained Earnings (Accumulated deficit)	(10,891,913)	3,417,872

TOTAL STOCKHOLDERS' EQUITY	21,215,017	22,508,313
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 137,209,740	$ 46,194,181

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

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VIKING ENERGY GROUP, INC.
Consolidated Statements of Operations and Comprehensive Income (Loss)
(Amounts expressed in US Dollars)

	For the Years Ended December 31,	
	2018	2017
Revenue		
Oil and gas sales	$ 7,967,972	$ 1,982,018
Operating expenses		
Lease operating costs	3,835,549	1,136,883
General and administrative	7,265,639	1,595,405
Stock based compensation	2,303,213	5,405,106
Accretion – asset retirement obligations	86,023	58,075
Depreciation, depletion & amortization	1,644,693	507,145
Total operating expenses	15,135,117	8,702,614
Loss from operations	(7,167,145)	(6,720,596)
Other income (expenses)		
Interest expense	(7,880,273)	(1,604,185)
Change in fair value of derivatives	(1,604,916)	48,875
Loss on sale of investments	-	(7,185)
Gain on disposal of assets	623,960	-
Bargain purchase gain	-	27,021,418
Total other income (expenses)	(8,861,229)	25,458,923
Net loss before income taxes	(16,028,374)	18,738,327
Income tax benefit (expense)	910,827	(910,827)
Net Income (loss)	(15,117,547)	17,827,500
Other comprehensive income (loss)		
Unrealized gain (loss) on securities available-for-sale	-	1,446
Net Comprehensive Income (loss)	$ (15,117,547)	$ 17,828,946
Earnings (loss) per weighted average number of common shares outstanding – basic and diluted	$ (0.18)	$ 0.28
Weighted average number of common shares outstanding – basic and diluted	81,950,037	62,589,388

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

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VIKING ENERGY GROUP, INC.
Consolidated Statements of Cash Flows
(Amounts expressed in US Dollars)

	For the Years Ended December 31,	
	2018	**2017**
Cash flows from operating activities:		
Net income (loss)	$ (15,117,547)	$ 17,827,500
Adjustments to reconcile net income (loss) to cash used in operating activities:		
Change in fair value of derivative liability	1,604,916	(48,875)
Realized loss on long term investment	-	7,185
Stock based compensation	2,303,212	5,405,106
Gain on disposal of assets	(613,589)	-
Bargain purchase gain	-	(27,021,418)
Depreciation, depletion and amortization	1,644,693	507,145
Accretion - Asset retirement obligation	86,023	58,075
Allowance for bad debt	217,057	129,385
Amortization of debt discount	5,969,886	1,105,745
Changes in operating assets and liabilities		
Accounts receivable	131,343	(559,566)
Other receivables	548,714	(548,714)
Prepaid expenses and other assets	(159,791)	226,717
Accounts payable	(336,903)	434,504
Accrued expenses and other current liabilities	614,773	226,554
Undistributed revenues and royalties	32,405	(78,569)
Deferred tax Liability	(910,827)	910,827
Amounts due to directors	59,200	140,194
Net cash used in operating activities	(3,926,435)	(1,278,205)
Cash flows from investing activities:		
Purchase of oil and gas properties	(4,423,778)	(2,196,872)
Cash Paid for Acquisition	(3,701,698)	(1,000,000)
Cash acquired with acquisition	-	1,252,769
Proceeds from sale of investments	1,610,540	101,191
Net cash used in investing activities	(6,514,936)	(1,842,912)
Cash flows from financing activities:		

Proceeds from amount due to directors	583,000	171,301
Repayment of amount due to directors	(1,439,615)	(396,005)
Proceeds from sale of common stock	-	331,667
Debt issuance costs	(1,042,492)	(349,120)
Proceeds from long term debt	19,182,768	11,098,261
Repayment of long term debt	(8,567,657)	(2,018,333)
Net cash provided by financing activities	8,716,004	8,837,771
Net increase (decrease) in cash	(1,725,367)	5,716,654
Cash, beginning of year	5,735,259	18,605
Cash, end of year	$ 4,009,892	$ 5,735,259
Supplemental Cash Flow Information:		
Cash paid for:		
Interest	$ 644,000	$ 305,648
Income taxes	$ -	$ -
Supplemental Disclosure of Non-Cash Investing and Financing Activities:		
Recognition of asset retirement obligation	$ 1,901,019	$ 2,205,171
Financed portion of oil and gas property acquisition	$ -	1,995,319
Issuance of shares for oil and gas property acquisitions	$ -	$ 460,600
Amount due seller for oil and gas property acquisition	$ -	$ 2,000,000
Financing associated with oil and gas property acquisition	$ 81,957,150	-
Issuance of shares and warrants as discount on debt	$ 8,263,789	$ 1,185,686
Prepayment of contract through amounts due directors	$ -	$ 100,000,
Debt refinanced through new credit facility	$ 7,633,389	$ -
Private placement debt exchanged for new private placement debt	$ 5,583,311	$ -
Purchase of working interest through new debt	$ 165,000	$ -
Issuance of shares and warrants for services	$ 2,303,212	$ -
Long term debt paid through amounts due directors	$ -	$ 97,500
Accrued expenses exchanged for long term debt	$ (866,743)	$ 9,500
Sale of shares through satisfaction of unrelated notes payable	$ -	$ 127,215
Conversion of debt	$ (15,000)	$ -

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

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VIKING ENERGY GROUP, INC.
Consolidated Statements of Changes in Stockholders’ Equity (Deficit)
(Amounts expressed in US Dollars)

	Common Stock		Preferred Stock		Additional Paid-in Capital	Prepaid Equity-Based Compensation	Accumulated Other Comprehensive Loss	Retained Earnings (Accumulated Deficit)	Total Stockholders' Equity (Deficit)
	Number	Amount	Number	Amount					
Balances at December 31, 2016	53,093,192	$ 53,093	28,092	$ 28	$ 11,526,847	$ (35,068)	$ (1,446)	$ (14,409,628)	$ (2,866,174)
Shares issued for consulting services	3,949,889	3,951			689,097				693,048
Shares issued as prepaid equity-based compensation	4,385,000	4,385			860,836	(865,221)			-
Sale of stock	3,059,442	3,059			455,858				458,917
Derivative liability adjustments - satisfaction of convertible debt					35,232				35,232
Amortization of prepaid equity-based compensation						888,462			888,462
Unrealized gain (loss)on securities held for sale							1,446		1,446
Shares and warrants issued as discount on new debt	3,040,000	3,040			681,371				684,411
Shares issued as debt discount	2,646,000	2,646			322,229				324,875
Shares issued in cashless exercise of warrants	174,467	174			(174)				-
Shares issued in acquisition of oil and gas properties	2,000,000	2,000			458,600				460,600
Warrants issued for services					3,999,996				3,999,996
Net income for the year ended December 31, 2017								17,827,500	17,827,500
Balances at December 31, 2017	72,347,990	$ 72,348	28,092	$ 28	$ 19,029,892	$ (11,827)	$ -	$ 3,417,872	$ 22,508,313
Accounting principle change relative to certain derivative liabilities - Note 2.								807,762	807,762
Shares issued as debt discount	11,447,000	11,447			2,467,086				2,478,533
Shares issued as prepaid equity-based compensation	250,000	250			54,750	(55,000)			-
Amortization of prepaid equity-based compensation						66,827			66,827
Shares issued for services	6,305,297	6,306			1,456,691				1,462,997

Shares issued in debt conversion	75,000	75			14,925				15,000
Warrants issued for services					773,388				773,388
Shares issued in cashless exercise of warrants	563,738	563			(563)				-
Warrants issued as debt discount					5,226,855				5,226,855
Beneficial conversion feature of debt as debt discount					2,812,145				2,812,145
Warrants issued for subsidiary equity in acquisition of oil and gas properties					180,744				180,744
Net loss for the year ended December 31, 2018								(15,117,547)	(15,117,547)
Balances at December 31, 2018	90,989,025	$ 90,989	28,092	$ 28	$ 32,015,913	$ -	$ -	$ (10,891,913)	$ 21,215,017

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

VIKING ENERGY GROUP, INC.
Notes to Consolidated Financial Statements
(Amounts expressed in US Dollars)

Note 1 Nature of Business and Going Concern

Viking Energy Group, Inc. ("Viking" or the "Company") is incorporated under the laws of the State of Nevada. In March 2017, the Company changed its name from Viking Investments Group, Inc. to Viking Energy Group, Inc.

The Company's business plan is to engage in the acquisition, exploration, development and production of oil and natural gas properties, both individually and through collaborative partnerships with other companies in this field of endeavor. Since 2014 the Company has had the following related activities:

- In November 2014, the Company entered into its first contract relative to oil and gas activities involving jointly controlled assets and related liabilities by purchasing an undivided 50% interest in the Joffre project located in Alberta, Canada. Effective September 30, 2018, the Company negotiated a sale and settlement of this Canadian joint venture interest and a resolution of all intercompany balances associated with it, for proceeds to the Company of $232,545. An asset retirement obligation of $466,031 offset by the net asset retirement cost of $293,296 associated with this investment generated a gain from disposal of these assets of $405,280.

- In February 2016, the Company closed on the acquisition of working interests in four leases with access to the mineral rights (oil and gas) concerning approximately 281 acres of property in Miami and Franklin Counties in eastern Kansas.

- In October 2016, the Company, through its subsidiary Mid-Con Petroleum, LLC (“Mid-Con Petroleum”), completed an acquisition whereby the Company (i) increased its working interest in three existing oil and gas leases in Miami and Franklin Counties in Eastern Kansas, and (ii) acquired a working interest in four new oil and gas leases in the same region, comprising approximately 660 acres of property.

- On September 11, 2017, the Company through its subsidiary Mid-Con Drilling, LLC (“Mid-Con Drilling”), completed an acquisition of a 90% working interest in four new oil and gas leases in Anderson County in Eastern Kansas, comprising approximately 980 acres of property.

- On October 2, 2017, the Company, through Mid-Con Drilling, closed on an acquisition, effective October 1, 2017, of a 100% working interest in six new oil and gas leases in Miami and Franklin Counties in Eastern Kansas.

- On October 4, 2017, the Company, through Mid-Con Drilling, closed on an acquisition of an 80% working interest in six new oil and gas leases in Riley, Geary and Wabaunsee Counties in Kansas.

- On December 22, 2017, the Company completed an acquisition of 100% of the membership interests of Petrodome Energy, LLC, a privately-owned company, with working interests in multiple oil and gas fields across Texas, Louisiana and Mississippi, comprising approximately 11,700 acres.

- On December 29, 2017, the Company through its subsidiary Mid-Con Development, LLC (“Mid-Con Development”), completed an acquisition of working interests in approximately 41 oil leases in Ellis and Rooks Counties in Kansas, comprising several thousand acres.

- On January 12, 2018, the Company, through MidCon Drilling, completed an acquisition of a 100% working interest in seven new oil and gas leases in Woodson and Allen Counties in Eastern Kansas.

- Effective February 1, 2018, the Company, through Mid-Con Drilling, closed on the acquisition of a working interest in a lease with access to the mineral rights (oil and gas) concerning approximately 80 acres of property in Douglas County in eastern Kansas.

- On December 28, 2018, the Company, through its subsidiary Ichor Energy, LLC (“Ichor Energy”) completed an acquisition of working interests in certain oil and gas leases in Texas (primarily in Orange and Jefferson Counties) and Louisiana (primarily in Calcasiue Parish), which include 58 producing wells and 31 salt water disposal wells. The properties produce hydrocarbons from known reservoirs/sands in the on-shore Gulf Coast region, with an average well depth in excess of 10,600 feet.

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These consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company generated a net comprehensive loss of $15,117,547 for the year ended December 31, 2018 and net comprehensive income of $17,828,946 for the year ended December 31, 2017.

As of December 31, 2018, the Company has a working capital deficiency in excess of $15,000,000. The largest component of current liabilities creating this deficiency are notes payable with a face value aggregating approximately $15,000,000 due in August of 2019. The terms of these notes allow for 50% of the principal to be converted into shares of the Company's common stock at $0.20 per share, and contain a provision whereby the Company has the right to extend the Maturity Date for one additional year to August of 2020. Consideration for the one-year extension is an increase in the interest rate to 12% for the extension period and the issuance of a warrant to purchase an additional 50,000 common shares per $100,000 of outstanding principal of each note on a pro rata basis. The Company also has a promissory note payable to the seller of the certain oil and gas interests purchased on December 28, 2018 in the amount of $23,777,948 with all principal and accrued interest due on the earlier of (i) the date the Company or one of its affiliates completes an acquisition with one or more of the Sellers for a purchase price equal to or greater than $50,000,000 or January 31, 2020.

On December 28, 2018, through one of its subsidiaries, Ichor Energy LLC, entered into a Term Loan Credit Agreement in the amount of $63,592,000. The loan is secured by 100% of the membership units of Ichor Energy, LLC, and all of its assets. Cash generated from the operation of these assets is restricted to lease operating expenses, the payment of debt service on the Term Loan, approximately $12,000,000 of oil and gas development projects approved by the lender, and distributions to the Company of $65,000 per month for general and administrative expenses, and a quarterly tax distribution at the current statutory rates. On a quarterly basis, commencing with the quarter ended June 30, 2019, after appropriate distributions to the Company, any cash in excess of $2,000,000 plus unfunded approved development projects will be swept by the lender as an additional principal payment on the debt.

Management has evaluated these conditions and has been developing a plan to address these obligations.

- The first piece of the plan was the original structuring of the terms of the notes that are due in August of 2019, to allow the Company to extend the due date for one additional year if needed. The net effect is for the Company to be able to pay $1,500,000 in accrued interest and delay the payment of $15,000,000 in principal for one year.

- The second piece was the successful acquisition of oil and gas assets in Texas and Louisiana (the Ichor Energy Acquisition) at the end of 2018, to provide cash flow sufficient to not only satisfy the Company's debt service associated with this acquisition, but to also fund a $12,000,000 development program to increase this purchased production beyond its current average daily production of 2,300 BOE to provide a quicker principal reduction, resulting in an increased equity position relative to these assets.

- The acquisition of Petrodome in 2017 and the high level of oil and gas expertise retained by Petrodome at the end of 2017 provided an internal lease operating company to efficiently evaluate development opportunities and control lease operating expenses.

- The Company has a revolving credit facility with CrossFirst Bank, which was approved for $30,000,000. The balance outstanding at December 31, 2018 is less than $12,000,000. Additional funds could be made available to the Company for projects reviewed and approved by the lender.

These conditions raise substantial doubt regarding the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to utilize the resources in place to generate future profitable operations, to develop additional acquisition opportunities, and to obtain the necessary financing to meet its obligations and repay its liabilities arising from business operations when they come due. Management believes the Company will be able to continue to develop new opportunities, and will be able to obtain additional funds through debt and / or equity financings to facilitate its development strategy; however, there is no assurance of additional funding being available. These consolidated financial statements do not include any adjustments to the recorded assets or liabilities that might be necessary should the Company have to curtail operations or be unable to continue in existence.

Note 2 Summary of Significant Accounting Policies

a) Basis of Presentation

The accompanying consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP") for consolidated financial information and with the instructions to Form 10-K as promulgated by the Securities and Exchange Commission (the "SEC"). Accordingly, these consolidated financial statements include all of the disclosures required by generally accepted accounting principles for complete consolidated financial statements.

b) Basis of Consolidation

The financial statements presented herein reflect the consolidated financial results of the Company and its wholly owned subsidiaries, Viking Oil & Gas (Canada) ULC, a Canadian corporation formed to provide a base of operations for properties in Canada; Mid-Con Petroleum, LLC, Mid-Con Drilling, LLC, and Mid-Con Development, LLC, which were all formed to provide a base of operations for properties in the Central United States; and Petrodome Energy, LLC, Ichor Energy Holdings, LLC, Ichor Energy, LLC, Ichor Energy (TX), LLC, and Ichor Energy (LA), LLC, which provides a base of operations to facilitate property acquisitions in Texas, Louisiana and Mississippi. All significant intercompany transactions and balances have been eliminated.

c) Use of Estimates in the Preparation of Financial Statements

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the reported amounts and timing of revenues and expenses, the reported amounts and classification of assets and liabilities, and disclosure of contingent assets and liabilities. Significant areas requiring the use of management estimates relate to impairment of long-lived assets, stock-based compensation, asset retirement obligations, business combinations, derivatives and the determination of expected tax rates for future income tax recoveries.

The estimates of proved, probable and possible oil and gas reserves are used as significant inputs in determining the depletion of oil and gas properties and the impairment of proved and unproved oil and gas properties. There are numerous uncertainties inherent in the estimation of quantities of proved, probable and possible reserves and in the projection of future rates of production and the timing of development expenditures. Similarly, evaluations for impairment of proved and unproved oil and gas properties are subject to numerous uncertainties including, among others, estimates of future recoverable reserves and commodity price outlooks. Actual results could differ from the estimates and assumptions utilized.

d) Financial Instruments

Accounting Standards Codification, "ASC" Topic 820-10, "Fair Value Measurement" requires disclosure of the fair value of financial instruments held by the Company. ASC Topic 820-10, defines fair value, and establishes a three-level valuation hierarchy for disclosures of fair value measurement that enhances disclosure requirements for fair value measurement. The carrying amounts reported in the consolidated balance sheets for accounts receivable, other receivable – related party, accrued expenses and other current liabilities, accounts payable, derivative liabilities and assets, amount due to directors, and convertible notes each qualify as financial instruments and are a reasonable estimate of their fair values because of the short period of time between the origination of such instruments and their expected realization and their current market rate of interest. The three levels of valuation hierarchy are defined as follows:

- Level 1: inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

- Level 2: inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

- Level 3: inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Assets and liabilities measured at fair value as of December 31, 2018 are classified below based on the three fair value hierarchy described above:

Description	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Gains (Losses)
Financial Assets				
Commodity Derivative	$ -	$ 681,776	$ -	$ 926,802
	$ -	$ 681,776	$ -	$ 926,802
Financial liabilities				
Commodity Derivative		2,531,718	-	(2,531,718)
	$ -	$ 2,531,718	$ -	$ (2,531,718)

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Assets and liabilities measured at fair value as of December 31, 2017, are classified below based on the three-level fair value hierarchy described above:

Description	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total Gains (Losses)**
Financial Assets				
Long term investment	$ -	$ -	$ -	$ 1,446
	$ -	$ -	$ -	$ 1,446
Financial liabilities				
Derivative liabilities	$ -	$ -	$ 807,762	$ 232,840
Commodity Derivative	-	245,026	-	(183,965)
	$ -	$ 245,026	$ 807,762	$ 48,875

The Company had a long-term investment which consisted of 1,437,500 common shares of Tanager Energy Inc., as of December 31, 2016. During the three months ended March 31, 2017, the Company sold these shares. The change in the fair value of this investment that has been recognized as an unrealized gain in other comprehensive income on the statement of operations and comprehensive loss was $1,446 for the year ended December 31, 2017.

The Company had commodity financial derivatives in place at December 31, 2018 and 2017. The Company does not designate its commodities derivative instruments as hedges and therefore does not apply hedge accounting. Changes in fair value of derivative instruments subsequent to the initial measurement are recorded as change in fair value on derivative liability, in other income (expense). The estimated fair value amounts of the Company's commodity derivative instruments have been determined at discrete points in time based on relevant market information which resulted in the Company classifying such derivatives as Level 2. Although the Company's commodity derivative instruments are valued using public indices, as well as the Black-Sholes model, the instruments themselves are traded with unrelated counterparties and are not openly traded on an exchange.

Although the Company is exposed to credit risk to the extent of nonperformance by the counterparties to these derivative contracts, the Company does not anticipate such nonperformance and monitors the credit worthiness of its counterparties on an ongoing basis.

The Company has entered into certain commodity derivative instruments containing swaps and collars, which are effective in mitigating commodity price risk associated with a portion of its future monthly natural gas and crude oil production and related cash flows.

In a commodities swap agreement, the Company trades the fluctuating market prices of oil or natural gas at specific delivery points over a specified period, for fixed prices. As a producer of oil and natural gas, the Company holds these commodity derivatives to protect the operating revenues and cash flows related to a portion of its future natural gas and crude oil sales from the risk of significant declines in commodity prices, which helps reduce exposure to price risk and improves the likelihood of funding its capital budget. If the price of a commodity rises above what the Company has agreed to receive in the swap agreement, the amount that it agreed to pay the counterparty is expected to be offset by the increased amount it received for its production.

The Company has entered into collar agreements related to oil and gas production with established floors and ceilings, which upon settlement, if the current market price of the commodity is below the floor, the Company receives the difference. If the current market price of the commodity is above the ceiling the Company pays the excess over the ceiling price.

The derivative assets were $681,776 as of December 31, 2018, and the derivative liabilities were $2,531,718 and $1,052,788 as of December 31, 2018 and 2017 respectively. The change in the fair value of the derivative assets and liabilities for the year ended December 31, 2018 consisted of an increase of $926,802 associated with existing commodity derivatives and a decrease of $2,531,718 associated with new commodity derivatives related to the acquisition accomplished on December 28, 2018 and a loss recognized in the statement of operations and comprehensive loss in the amount of $1,604,916. The change in the fair value of the derivative assets and liabilities for the year ended December 31, 2017 consisted of an increase of $183,965 associated with commodity derivatives, and a decrease in derivative liabilities of $232,840 associated with warrants and the conversion features of new convertible debt, and a reduction of $35,232 associated with the satisfaction of certain convertible debt resulting in a gain recognized in the statement of operations and comprehensive loss in the amount of $48,875.

The table below is a summary of the Company's commodity derivatives as of December 31, 2018:

Natural Gas	Period	Average MMBTU per Month	Fixed Price per MMBTU	
Swap	Dec-18 to Dec-22	118,936	$	2.715

Crude Oil	Period	Average BBL per Month	Price per BBL	
Swap	Dec-18 to Dec- 22	24,600	$	50.85
Swap	Dec-17 to Dec-19	1,400	$	54.77
Swap	Jan-20 to Jun-20	1,400	$	52.71

Collar	Dec-17 to Jun-20	4,000	$	55.00 / $72.00
Collar	Sep-17 to Sep-19	1,100	$	47.00 / $54.10

The tables below summarize the Company's commodity derivatives and the effect of master netting arrangements on the presentation in the Company's consolidated balance sheets as of December 31, 2018:

	Gross Amounts	Offsets on the Consolidated Balance Sheet	Net Amount
Derivative assets			
Fair value of derivative contracts	$ 880,700	$ (198,924)	$ 681,776
Derivative liabilities			
Fair value of derivative contracts	$ 2,730,642	$ (198,924)	$ 2,531,718

e) Cash and Cash Equivalents

Cash and cash equivalents include cash in banks and highly liquid investment securities that have original maturities of three months or less. At December 31, 2018 and 2017, the Company has cash deposits in excess of FDIC insured limits in the amounts of $3,045,695 and $5,372,818 respectively.

Restricted cash in the amount of $5,199,103 as of December 31, 2017 represents cash provided through funding for the Petrodome acquisition, restricted for drilling and exploration at that time.

f) Accounts receivable

Accounts receivable consist of oil and gas receivables.. The Company evaluates these accounts receivable for collectability and, when necessary, records allowances for expected unrecoverable amounts. The Company has recorded an allowance for doubtful accounts of $217,057 at December 31, 2018.

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g) Prepaid Equity-Based Compensation

Prepaid equity-based expenses represent amounts paid in advance through the issuance of restricted shares of stock, for future contractual benefits to be received. These expenses paid in advance are recorded as prepaid equity-based compensation as a component of “Stockholders’ Equity” and then amortized to the statements of operations and comprehensive loss over the life of the contract using the straight-line method. At December 31, 2018 and December 31, 2017, the balances of the prepaid equity-based compensation were comprised of the following:

	December 31, 2018	December 31, 2017
In February 2017, a one-year consulting agreement for services related to investor relations, market exposure and content development for a total amount of $44,160.	$ -	$ 6,412
In April 2017, a one-year consulting agreement comprised of four quarterly incremental installments for services related to analysis of potential oil and gas acquisitions, for an initial quarterly amount of $40,250, a second installment of $28,000 in July 2017, and a third installment of $55,000 in January 2018.	-	5,415
	$ -	$ 11,827

h) Oil and Gas Properties

The Company uses the full cost method of accounting for its investment in oil and natural gas properties. Under this method of accounting, all costs associated with acquisition, exploration and development of oil and gas reserves, including directly related overhead costs, are capitalized. General and administrative costs related to production and general overhead are expensed as incurred.

All capitalized costs of oil and gas properties, including the estimated future costs to develop proved reserves, are amortized on the unit of production method using estimates of proved reserves. Disposition of oil and gas properties are accounted for as a reduction of capitalized costs, with no gain or loss recognized unless such adjustment would significantly alter the relationship between capitalized costs and proved reserves of oil and gas, in which case the gain or loss is recognized in operations. Unproved properties and major development projects are not amortized until proved reserves associated with the projects can be determined or until impairment occurs. If the results of an assessment indicate that the properties are impaired, the amount of the impairment is included in loss from operations before income taxes and the adjusted carrying amount of the unproved properties is amortized on the unit-of-production method.

Depreciation, depletion and amortization expense utilizing the unit-of-production method for the Company's oil and gas properties for the years ended December 31, 2018 and 2017 were as follows:

Oil and Gas Properties by Geographical Cost Center

	Years ended, December 31,	
Cost Center	**2018**	**2017**
Canada	$ 21,387	$ 66,454
United States	1,623,306	440,691
	$ 1,644,693	$ 507,145

i) Limitation on Capitalized Costs

Under the full-cost method of accounting, we are required, at the end of each reporting date, to perform a test to determine the limit on the book value of our oil and natural gas properties (the "Ceiling" test). If the capitalized costs of our oil and natural gas properties, net of accumulated amortization and related deferred income taxes, exceed the Ceiling, this excess or impairment is charged to expense. The expense may not be reversed in future periods, even though higher oil and natural gas prices may subsequently increase the Ceiling. The Ceiling is defined as the sum of:

(a) the present value, discounted at 10 percent, and assuming continuation of existing economic conditions, of 1) estimated future gross revenues from proved reserves, which is computed using oil and natural gas prices determined as the unweighted arithmetic average of the first-day-of-the-month price for each month within the 12-month hedging arrangements pursuant to SAB 103, less 2) estimated future expenditures (based on current costs) to be incurred in developing and producing the proved reserves, plus

(b) the cost of properties not being amortized; plus

(c) the lower of cost or estimated fair value of unproven properties included in the costs being amortized, net of

(d) the related tax effects related to the difference between the book and tax basis of our oil and natural gas properties.

The Company did not recognize an impairment loss on oil and gas properties for the years ended December 31, 2018 and 2017, respectively.

j) Oil and Gas Reserves

Reserve engineering is a subjective process that is dependent upon the quality of available data and the interpretation thereof, including evaluations and extrapolations of well flow rates and reservoir pressure. Estimates by different engineers often vary sometimes significantly. In addition, physical factors such as the results of drilling, testing and production subsequent to the date of an estimate, as well as economic factors such as changes in product prices, may justify revision of such estimates. Because proved reserves are required to be estimated using recent prices of the evaluation, estimated reserve quantities can be significantly impacted by changes in product prices.

k) Income (loss) per Share

Basic income (loss) per share is computed by dividing the net income (loss) by the weighted-average number of common shares outstanding during the period. Diluted net income (loss) per share is computed by dividing the net income (loss) by the weighted-average number of common shares and, adjusted by any effects of warrants and options outstanding, if dilutive, that may add to the number of common shares during the period. At December 31, 2018 there were approximately 183,313,800 common stock equivalents that were anti-dilutive. At December 31, 2017, there were 31,503,126 common stock equivalents that were not dilutive due to the market price being at or lower than the corresponding exercise price.

l) Revenue Recognition

On January 1, 2018, the Company adopted ASU 2014-09, "Revenue from Contracts with Customers (ASC 606)," using the modified retrospective method. Adoption of the new revenue standard had no impact on the Company's consolidated balance sheet, results of operations, equity or cash flows as of the adoption date.

Sales of crude oil, natural gas, and natural gas liquids (NGLs) are included in revenue when production is sold to a customer in fulfillment of performance obligations under the terms of agreed contracts. Performance obligations primarily comprise delivery of oil, gas, or NGLs at a delivery point, as negotiated within each contract. Each barrel of oil, million BTU (MMBtu) of natural gas, or other unit of measure is separately identifiable and represents a distinct performance obligation to which the transaction price is allocated. Performance obligations are satisfied at a point in time once control of the product has been transferred to the customer. The Company considers a variety of facts and circumstances in assessing the point of control transfer, including but not limited to: whether the purchaser can direct the use of the hydrocarbons, the transfer of significant risks and rewards, the Company's right to payment, and transfer of legal title. In each case, the time between delivery and when payments are due is not significant.

The following table disaggregates the Company's revenue by source for the years emded December 31, 2018 and 2017:

	Years Ended December 31,	
	2018	2017
Oil	$ 7,777,100	$ 1,929,875
Natural gas and Natural gas liquids	190,872	52,143
	$ 7,967,972	$ 1,982,018

m) Income Taxes

The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements. Under this method, the Company determines deferred tax assets and liabilities on the basis of the differences between the consolidated financial statements and the tax basis of assets and liabilities by using estimated tax rates for the year in which the differences are expected to reverse.

The Company recognizes deferred tax assets and liabilities to the extent that we believe that these assets and/or liabilities are more likely than not to be realized. In making such a determination, we consider all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies, and results of recent operations. If we determine that the Company would be able to realize our deferred tax assets in the future in excess of their net recorded amount, we would make an adjustment to the deferred tax asset valuation allowance, which would reduce the provision for income taxes.

In assessing the realizability of its deferred tax assets and liabilities, management evaluated whether it is more likely than not that some portion or all of its deferred tax assets and liabilities will be realized. As of December 31, 2017, based on all the available evidence, management determined that it was more likely than not that a deferred tax liability of $910,827 would be fully realized. During the year ended December 31, 2018, the Company incurred a net loss, which created a decrease in its deferred tax liability with a corresponding income tax benefit in the amount of $910,827.

n) Stock-Based Compensation

The Company may issue stock options to employees and stock options or warrants to non-employees in non-capital raising transactions for services and for financing costs. The cost of stock options and warrants issued to employees and non-employees is measured on the grant date based on the fair value. The fair value is determined using the Black-Scholes option pricing model. The resulting amount is charged to expense on the straight-line basis over the period in which the Company expects to receive the benefit, which is generally the vesting period.

The fair value of stock options and warrants is determined at the date of grant using the Black-Scholes option pricing model. The Black-Scholes option model requires management to make various estimates and assumptions, including expected term, expected volatility, risk-free rate, and dividend yield. The expected term represents the period of time that stock-based compensation awards granted are expected to be outstanding and is estimated based on considerations including the vesting period, contractual term and anticipated employee exercise patterns. Expected volatility is based on the historical volatility of the Company's stock. The risk-free rate is based on the U.S. Treasury yield curve in relation to the contractual life of stock-based compensation instrument. The dividend yield assumption is based on historical patterns and future expectations for the Company dividends.

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During the year ended December 31, 2018, the Company granted 28,996,906 fully vested warrants to purchase common stock. The Company used the following Black-Scholes assumptions in arriving at the fair value of warrants recorded as stock-based compensation expense in the amount of $653,419 and warrants recorded as debt discount in the amount of $1,716,039.

Expected Life in Years	5.0
Risk-free Interest Rates	2.55% to 2.94%
Volatility	291% to 297%
Dividend Yield	0%

At December 31, 2018, there were no unrecognized compensation cost related to unvested warrants expected to be recognized in the future.

The following table represents stock warrant activity as of and for the year ended December 31, 2018:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
Warrants Outstanding – December 31, 2017	27,440,626	0.27	8.2 years	-
Granted	28,821,690	0.25	4.7 years	-
Exercised	(1,440,626)	-	-	-
Forfeited/expired/cancelled	-		-	-
Warrants Outstanding – December 31, 2018	54,821,690	$ 0.26	6.0 years	$ -
Outstanding Exercisable – December 31, 2017	27,440,626	$ 0.27	8.2 years	$ -
Outstanding Exercisable – December 31, 2018	54,821,690	$ 0.26	6.0 years	$ -

o) Impairment of long-lived assets

In accordance with ASC 360, “Accounting for the Impairment or Disposal of Long-Lived Assets”, the Company is required to review its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable through the estimated undiscounted cash flows expected to result from the use and eventual disposition of the assets. Whenever any such impairment exists, an impairment loss will be recognized for the amount by which the carrying value exceeds the fair value.

Assets are grouped and evaluated at the lowest level for their identifiable cash flows that are largely independent of the cash flows of other groups of assets. The Company considers historical performance and future estimated results in its evaluation of potential impairment and then compares the carrying amount of the asset to the future estimated cash flows expected to result from the use of the asset. If the carrying amount of the asset exceeds estimated expected undiscounted future cash flows, the Company measures the amount of impairment by comparing the carrying amount of the asset to its fair value. The estimation of fair value is generally determined by using the asset’s expected future discounted cash flows or market value. The Company estimates fair value of the assets based on certain assumptions such as budgets, internal projections, and other available information as considered necessary. There is no impairment of long-lived assets during the years ended December 31, 2018 and 2017.

p) Foreign Currency Exchange

An entity's functional currency is the currency of the primary economic environment in which it operates, normally that is the currency of the environment in which the entity primarily generates and expends cash. Management's judgment is essential to determine the functional currency by assessing various indicators, such as cash flows, sales price and market, expenses, financing and inter-company transactions and arrangements. The functional currency of the parent company is the U.S. Dollar. The reporting currency of the Company is the U.S. Dollar. The Company has oil and gas operations in Alberta, Canada in which the Canadian Dollar ("CAD" or "CS" herein) is the primary economic environment. The reporting currency of these consolidated financial statements is the U.S. Dollar.

For financial reporting purposes, the operational results of the Company's oil and gas operations in Canada are prepared using the CAD, and are translated into the Company's reporting currency, the U.S. Dollar. Revenue and expenses applicable to the oil and gas operations in Alberta, Canada are translated using average rates prevailing during each reporting period. Gains or losses resulting from the settlement of foreign currency transactions are recorded as a separate component of accumulated other comprehensive income in stockholders' equity when realized. There have been no settlement transactions that resulted in the recognition of a foreign currency exchange gain or loss during the years ended December 31, 2018 and 2017.

q) Derivative Liability

We review the terms of convertible debt issues to determine whether there are embedded derivative instruments, including embedded conversion options, which are required to be bifurcated and accounted for separately as derivative financial instruments. In circumstances where the host instrument contains more than one embedded derivative instrument, including the conversion option, that is required to be bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument

Bifurcated embedded derivatives are initially recorded at fair value and are then revalued at each reporting date with changes in the fair value reported as non-operating income or expense. When the equity or convertible debt instruments contain embedded derivative instruments that are to be bifurcated and accounted for as liabilities, the total proceeds received are first allocated to the fair value of all the bifurcated derivative instruments. The remaining proceeds, if any, are then allocated to the host instruments themselves, usually resulting in those instruments being recorded at a discount from their face value. The discount from the face value of the convertible debt, together with the stated interest on the instrument, is amortized over the life of the instrument through periodic charges to interest expense.

The Company has evaluated the terms and conditions of certain of its warrants which included “down round” features. . The warrants did not meet the definition of “indexed to a company’s own stock” due to the down round protection feature. Therefore, the warrants required liability classification. The Company initially and subsequently measure the warrants at fair value, with changes in fair value recognized in earnings. On January 1, 2018, the Company adopted ASU 2017-11, Derivatives and Hedging (Topic 815), and increased beginning retained earnings in the amount of $807,762 (see Note 1 (t).

r) Accounting for Asset Retirement Obligations

Asset retirement obligations (“ARO”) primarily represent the estimated present value of the amount the Company will incur to plug, abandon and remediate its producing properties at the projected end of their productive lives, in accordance with applicable federal, state and local laws. The Company determined its ARO by calculating the present value of estimated cash flows related to the obligation. The retirement obligation is recorded as a liability at its estimated present value as of the obligation’s inception, with an offsetting increase to proved properties.

The following table describes the changes in the Company's asset retirement obligations for the years ended December 31, 2018 and 2017:

	Year ended December 31, 2018	Year ended December 31, 2017
Asset retirement obligation – beginning	$ 3,096,263	$ 833,017
Oil and gas purchases	1,898,019	2,205,171
Adjustments through disposals and settlements	(666,840)	-
Accretion expense	86,023	58,075

Asset retirement obligation – ending	$ 4,413,465	$ 3,096,263

s) Undistributed Revenues and Royalties

The Company records a liability for cash collected from oil and gas sales that have not been distributed. The amounts get distributed in accordance with the working interests of the respective owners.

t) Recent Accounting Pronouncements

As of December 31, 2018, and through the date of this filing, there were several new accounting pronouncements issued by the Financial Accounting Standards Board. Each of these pronouncements, as applicable, has been or will be adopted by the Company. Management does not believe the adoption of any of these accounting pronouncements has had or will have a material impact on the Company's consolidated financial statements. The Company will monitor these emerging issues to assess any potential future impact on its financial statements.

ASU Update 2014-09, "Revenue from Contracts with Customers (Topic 606)," converged guidance on recognizing revenue in contracts with customers on an effective date after December 31, 2017. The ASU outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers which supersedes current revenue recognition guidance, including most industry-specific guidance. The guidance provides that an entity recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This guidance also requires additional disclosure about the nature, amount, timing, and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments, and assets recognized from costs incurred to obtain or fulfill a contract. The Company adopted Topic 606 as of January 1, 2018, using the modified retrospective transition method. Under the modified retrospective method, the Company would recognize the cumulative effect of initially applying the standard as an adjustment to opening retained earnings at the date of initial application; however, we did not have any material adjustment as of the date of the adoption. The comparative periods have not been restated.

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Topic 842)." This standard requires all leases that have a term of over 12 months to be recognized on the balance sheet with the liability for lease payments and the corresponding right-of-use asset initially measured at the present value of amounts expected to be paid over the term. Recognition of the costs of these leases on the income statement will be dependent upon their classification as either an operating or a financing lease. Costs of an operating lease will continue to be recognized as a single operating expense on a straight-line basis over the lease term. Costs for a financing lease will be disaggregated and recognized as both an operating expense (for the amortization of the right-of-use asset) and interest expense (for interest on the lease liability). This standard will be effective for our interim and annual periods beginning January 1, 2019, and will be applied on a modified retrospective basis to leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. Early adoption is permitted. The Company has evaluated the timing of adoption and the potential impact of this standard on our financial position, but we do not expect it to have a material impact on our financial position or results of operations.

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In July 2017, the Financial Accounting Standards Board ("FASB") issued ASU 2017-11, "Earnings Per Share (Topic 260); Distinguishing Liabilities from Equity (Topic 480); Derivatives and Hedging (Topic 815): (Part 1) Accounting for Certain Financial Instruments with Down Round Features, (Part II) Replacement of the Indefinite Deferral for Mandatorily Redeemable Financial Instruments of Certain Non-public Entities and Certain Mandatorily Redeemable Non-controlling Interests with a Scope Exception" ("ASU 2017-11"). Part I relates to the accounting for certain financial instruments with down round features in Subtopic 815-40, which is considered in determining whether an equity-linked financial instrument qualifies for a scope exception from derivative accounting. Down round features are features of certain equity-linked instruments (or embedded features) that result in the strike price being reduced based on the pricing of future equity offerings. An entity still is required to determine whether instruments would be classified as equity in determining whether they qualify for that scope exception. If they do qualify, freestanding instruments with down round features are no longer classified as liabilities. ASU 2017-11 is effective for annual reporting periods beginning after December 15, 2018, including interim periods within that reporting period. Early adoption is permitted, including in an interim period. We adopted Topic 815 as of January 1, 2018. The effect was to no longer recognize certain freestanding instruments with down round features as a liability, through an increase in beginning retained earnings of $807,762.

u) Subsequent events

The Company has evaluated all events subsequent to December 31, 2018, and through April 1, 2019. There were no subsequent events that need disclosure.

Note 3. Business Acquisition

Petrodome Energy LLC

As discussed in Note 1, on December 22, 2017, the Company closed on the acquisition of all of the issued and outstanding membership interests of Petrodome Energy, LLC, a Texas limited liability company, with an effective date of November 1, 2017, in a transaction accounted for under the acquisition method of accounting, whereby the assets acquired and the liabilities, if any assumed are to be valued at fair value, and compared to the fair value of the consideration given to identify if there are any identifiable intangible assets to be recognized as a result of the transaction.

The recorded cost of this acquisition was based upon the fair market value of the assets acquired based on an independent valuation. The fair value of the Business Enterprise and its assets exceed the value of the consideration given, creating a bargain purchase gain, which is to be recognized immediately by the purchaser. The fair value of the bargain purchase gain has been recorded in the amount of $27,021,418 during the year ended December 31, 2017.

The total consideration given as outlined in the "Membership Interest Purchase Agreement", representing the full purchase price of the membership interests, is calculated as follows:

Cash consideration - adjusted post closing pursuant to the agreement	$ 2,995,319

2,000,000 restricted common shares valued at market	460,600
Total purchase price	$ 3,455,919

Goodwill / Bargain Purchase Gain is calculated by comparing the total purchase price to the fair values of assets acquired and liabilities assumed in connection with this acquisition as follows:

Total Purchase Price	$ 3,455,919
Fair Value of Assets and Liabilities	
Cash	$ 1,252,769
Prepaid expenses and other assets	39,185
Oil and Gas Properties	30,257,265
Property and equipment	172,491
Other asset - rental deposit	9,396
Less undistributed revenues and royalties	(1,253,769)
Total Fair Value of Acquisition	30,477,337
Calculated Goodwill (Bargain Purchase Gain)	$(27,021,418)

Proforma unaudited condensed selected financial data for the year ended December 31, 2017 as though this acquisition had taken place at January 1, 2017 are as follows:

	Year Ended December 31, 2017
Revenues	$ 8,093,866
Net Loss (excludes unrealized gains / losses)	$ (11,854,867)
Loss per share	$ (0.19)

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Certain Working Interests in Texas and Louisiana

As discussed in Note 1, on December 28, 2018, the Company, through its subsidiary Ichor Energy, LLC ("Ichor Energy") completed an acquisition of working interests in certain oil and gas leases in Texas and Louisiana.

The total consideration given, representing the full purchase price of the working interests in these certain oil and gas leases in Texas and Louisiana, is calculated as follows:

Total Consideration Given	
Cash consideration	$ 3,701,698
Term loan - net	61,528,602
Fair value of Ichor Energy Warrants	180,744
Accrued obligation	330,314
Note payable Seller	23,777,948
	$ 89,519,306
Provisional Fair Value of Assets and Liabilities	
Oil and Gas Properties	$ 91,189,272
Asset retirement obligations assumed	(1,669,966)
	$ 89,519,306

The accrued obligation of $330,314 is included in accrued expenses at December 31, 2018.

The Company has not completed its assessment of the fair value of the assets and liabilities as of December 31, 2018, as the Company and the seller have not finalized a reconciliation of the operating activities of the acquired properties from the effective date to the closing date.

Proforma unaudited condensed selected financial data for the years ended December 31, 2018 and 2017 as though this acquisition had taken place at January 1, 2017 are as follows:

	Year Ended December 31, 2018	Year Ended December 31, 2017
Revenues	$ 49,664,112	$ 24,780,125
Net Income (excludes unrealized gains / losses)	$ 1,441,930	$ 19,977,235
Income per share	$ 0.02	$ 0.32

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Note 4. Oil and Gas Properties

The following table summarizes the Company's oil and gas activities by classification and geographical cost center for the year months ended December 31, 2018:

	December 31, 2017	Adjustments	Impairments	December 31, 2018
Proved developed producing oil and gas properties				
Canada cost center	$ 23,279	$ (23,279)	$ -	$ -
United States cost center	12,513,088	69,423,633	-	81,936,721

Accumulated depreciation, depletion and amortization	(235,226)	(369,509)	-	(604,735)
Proved developed producing oil and gas properties, net	$ 12,301,141	$ 69,030,845	$ -	$ 81,331,986
Undeveloped and non-producing oil and gas properties				
Canada cost center	$ 382,935	$ (382,935)	$ -	$ -
United States cost center	26,851,244	25,122,475	-	51,973,719
Accumulated depreciation, depletion and amortization	(374,545)	(1,106,268)	-	(1,480,813)
Undeveloped and non-producing oil and gas properties, net	$ 26,859,634	$ 23,633,272	$ -	$ 50,492,906
Total Oil and Gas Properties, Net	$ 39,160,775	$ 92,664,117	$ -	$ 131,824,892

The following table summarizes the Company's oil and gas activities by classification and geographical cost center for the year months ended December 31, 2017:

	December 31, 2016	Adjustments	Impairments	December 31, 2017
Proved developed producing oil and gas properties				
Canada cost center	$ 34,733	$ (11,454)	$ -	$ 23,279
United States cost center	1,787,840	10,725,248	-	12,513,088
Accumulated depreciation, depletion and amortization	(57,200)	(178,026)	-	(235,226)
Proved developed producing oil and gas properties, net	$ 1,765,373	$ 10,535,768	$ -	$ 12,301,141
Undeveloped and non-producing oil and gas properties				
Canada cost center	$ 371,481	$ 11,454	$ -	$ 382,935
United States cost center	917,184	25,934,060	-	26,851,244
Accumulated depreciation, depletion and amortization	(51,176)	(323,369)	-	(374,545)
Undeveloped and non-producing oil and gas properties, net	$ 1,237,489	$ 25,622,145	$ -	$ 26,859,634
Total Oil and Gas Properties, Net	$ 3,002,862	$ 36,157,913	$ -	$ 39,160,775

On September 11, 2017, the Company through Mid-Con Drilling, LLC, completed an acquisition of a 90% working interest in four new oil and gas leases in Anderson County in Eastern Kansas, comprising approximately 980 acres of property. To facilitate this acquisition, the Company executed a Promissory Note, dated September 8, 2017, through its wholly owned subsidiary, Mid-Con Drilling, LLC, in the amount of $256,982. The acquisition price for this acquisition was $360,000.

On October 2, 2017, the Company, through Mid-Con Drilling, closed on an acquisition, effective October 1, 2017, of a 100% working interest in six new oil and gas leases in Miami and Franklin Counties in Eastern Kansas. The purchase includes an undivided interest in all oil and gas wells, equipment, fixtures and other personal property located upon the leased properties and used in connection with oil and gas operations upon the leases attributable to the working interests purchased by Viking, through Mid-Con. To facilitate this transaction, the Company, through Mid-Con Drilling executed a Promissory Note, dated October 2, 2017 in favor of Cornerstone Bank in the amount of $290,000. The acquisition price for this acquisition was $530,000.

On October 4, 2017, the Company, through Mid-Con Drilling, closed on an acquisition of an 80% working interest in six new oil and gas leases in Riley, Geary and Wabaunsee Counties in Kansas. The purchase includes an undivided interest in all oil and gas wells, equipment, fixtures and other personal property located upon the leased properties. To facilitate this transaction, the Company, through Mid-Con Drilling executed a Promissory Note, dated October 3, 2017 in favor of Cornerstone Bank in the amount of $204,000. The acquisition price for this acquisition was $400,000.

On December 22, 2017, the Company completed an acquisition of 100% of the issued and outstanding membership interests of Petrodome Energy LLC, a privately-owned company, with working interests in multiple oil and gas fields across Texas, Louisiana and Mississippi, comprising approximately 11,700 acres. The aggregate purchase price for the Acquisition consisted of: (i) a $3.2 million cash payment to the Seller (reflecting a $3.0 million cash payment adjusted for closing date purchase price adjustments), funded with borrowings under the Term Loan; (ii) the issuance of 2,000,000 shares of the Corporation's common stock, $0.001 par value per share (the "Share Consideration"); and (iii) a grant to the Seller of a 1.5% over-riding royalty interest in (a) all existing oil and gas leases associated with the Acquired Companies, and (b) all new oil and gas wells drilled on certain prospects identified by the Seller in the Acquisition Agreement, which expire on October 31, 2020.

In connection with the closing of the Acquisition, Petrodome Energy and each of the Acquired Companies entered into a Term Loan Agreement, dated December 22, 2017, by and among the Borrowers, 405 Petrodome LLC, as administrative agent (the "Agent"), and 405 Petrodome LLC and Cargill, Incorporated, as lenders (collectively, the "Lenders"). The Loan Agreement provided for a funded term loan in the amount of $8.0 million at a 6.0% original issue discount, which results in an original principal amount of approximately $8.5 million (the "Term Loan"). The Borrowers also paid an upfront fee equal to 1.0% of the Term Loan amount. The maturity date of the Term Loan is December 22, 2019 (the "Maturity Date"). On the closing date, approximately $5.2 million of the Term Loan was funded into a capital expenditures account controlled by the Agent (the "CapEx Account"). The release of funds from the CapEx Account to the Borrowers is subject to the satisfaction, in the Agent's sole discretion, of several conditions related to the Borrowers' operations and development prospects.

On December 27, 2017, the Company created an additional wholly owned subsidiary, Mid-Con Development, LLC ("Mid-Con Development") in the State of Kansas to hold additional acquisition in the central United States. On December 29, 2017, the Company through Mid-Con Drilling completed an acquisition of working interests in approximately 41 oil leases in Ellis and Rooks Counties in Kansas, comprising several thousand acres. The working interests in the leases range from 84% to 100%, with an average of approximately 96%, and the net revenue interests range from 72% to 85%, with an average of approximately 81%.

The acquisition purchase price was $2,200,000. The Company paid $200,000 at closing on December 29, 2017. Between the closing date and January 18, 2018, Mid-Con Development assigned 7.5% of the purchased assets to Global Equity Funding, LLC (“Global Equity”), and 5% of the purchased assets to Coal Creek Energy, LLC (“Coal Creak”), leaving Mid-Con Development with an 87.5% interest in the purchased oil and gas leases. The portion of the Acquisition price attributable to Mid-Con Development, Global Equity and Coal Creek was $1,925,000, $165,000 and $110,000, respectively, which was paid in full by the close of business on January 18, 2018.

On January 12, 2018, the Company, through Mid-Con Drilling, closed on an acquisition of a 100% working interest in seven new oil and gas leases in Woodson and Allen Counties in Kansas. The purchase includes an undivided interest in all oil and gas wells, equipment, fixtures and other personal property located upon the leased properties. To facilitate this transaction, the Company, through Mid-Con Drilling, executed a Promissory Note, dated January 12, 2018, in favor of Cornerstone Bank in the amount of $366,000. The acquisition price for this acquisition was $480,000.

Effective February 1, 2018, the Company, through Mid-Con Drilling, closed on the acquisition of a working interest in a lease with access to the mineral rights (oil and gas) concerning approximately 80 acres of property in Douglas County in eastern Kansas. The acquisition price was $50,000.

During November, 2018, the Company created, Ichor Energy Holdings, LLC, (a Nevada Limited Liability Company), Ichor Energy, LLC (a Nevada Limited Liability Company), Ichor Energy (TX), LLC (a Texas Limited Liability company), and Ichor Energy (LA), LLC (a Louisiana Limited Liability Company) to facilitate the acquisition and ownership of certain oil and gas leases in Texas and Louisiana. The acquisition closed on December 28, 2018, and in connection therewith: (i) Ichor Energy (LA), LLC, a wholly-owned subsidiary of Ichor Energy, acquired all of the purchased assets located in Louisiana; and (ii) Ichor Energy (TX), LLC, a wholly-owned subsidiary of Ichor Energy, acquired all of the purchased assets located in Texas.

To facilitate the above-noted acquisition, the Company executed a Security and Pledge Agreement along with a $23,777,948 Promissory Note in favor of the seller, and caused Ichor Energy Holdings and Ichor Energy Holdings' wholly-owned subsidiary, Ichor Energy, to enter into a *Term Loan Credit Agreement* dated December 28, 2018, with ABC Funding LLC, as administrative agent for various lenders the "Term Loan").

On December 28, 2018, the Company, through one of its subsidiaries, Ichor Energy LLC, entered into a Term Loan Credit Agreement with various lenders represented by ABC Funding, LLC as administrative agent. The agreement provides for a total loan amount of $63,592,000, bearing interest at a rate per annum equal to the greater of (i) a floating rate of interest equal to 10% plus LIBOR, and (ii) a fixed rate of interest equal to 12%, payable monthly on the last day of each calendar month, commencing January 31, 2019. Principal payments shall be made quarterly at 1.25% of the initial loan amount, commencing on the last business day of the fiscal quarter ending June 30, 2019. Cash generated from the operation of these assets is restricted to lease operating expenses, the payment of debt service on the Term Loan, approximately $12,000,000 of oil and gas development projects approved by the lender, and distributions to the Company of $65,000 per month for general and administrative expenses, and a quarterly tax distribution at the current statutory rates. On a quarterly basis, commencing with the quarter ended June 30, 2019, after appropriate distributions to the Company, any cash in excess of $2,000,000 plus unfunded approved development projects will be swept by the lender as an additional principal payment on the debt. To the extent not previously paid, all loans under the Loan Agreement shall be due and payable on the December 28, 2023 (the Maturity Date).

Note 5. Related Party Transactions

During April 2015, the Company made an advance to Tanager Energy Inc., in conjunction with a joint investment in the second oil well of the Joffre Project. During the year ended December 31, 2018, the Company terminated its joint venture interest and resolved all related balances associated with its relationship with Tanager Energy, Inc. for a payment to the Company of $227,356.

On May 16, 2017, Tom Simeo, formerly the Company's Executive Chairman and a Director, resigned from all positions with the Company. During the period up to his resignation, Tom Simeo did not accrue payroll and made no advances to the Company. The Company paid a total of $20,643 against prior advances. Concurrent with his resignation, Mr. Simeo waived any remaining balance of prior advances previously payable to him. As of December 31, 2018, and 2017 there are no remaining balances payable to Mr. Simeo.

During the year ended December 31, 2017, the Company's CEO and Director, James Doris incurred expenses on behalf of, and made advances to the Company in the amount of $344,003 in order to provide the Company with funds to carry on its operations, and the Company made repayments of $384,361. These advances do not bear interest, are unsecured and have no specific terms of repayment. As of December 31, 2017, the amount due for expenses paid on behalf of the Company is $330,580. The Company has not imputed interest as the amount is deemed immaterial. Additionally, Mr. Doris made several loans to the Company totaling $862,390, all accruing interest at 12%, and payable on demand. As of December 31, 2017, the total amount due to Mr. Doris for advances and expenses paid on behalf of the Company and loans is $1,192,970. Accrued interest of $149,120 is included in other payables at December 31, 2017.

On December 29, 2017, Frank W. Barker, Jr. was appointed as a member of the Company's board of directors and as the Company's Chief Financial Officer. During the year ended December 31, 2017, Mr. Barker, through FWB Consulting, Inc., an affiliate of Mr. Barker, incurred expenses on behalf of the Company in the amount of $2,025, and invoiced the Company $32,500 for services, of which $23,500 was paid. As of December 31, 2017, the total amount due to FWB Consulting, Inc. is $51,960, and is included in accounts payable.

During the year ended December 31, 2018, the Company's CEO and Director, James Doris, incurred expenses on behalf of, and made advances to the Company in the amount of $642,199 in order to provide the Company with funds to carry on its operations, and the Company made repayments of $972,779. These advances do not bear interest, are unsecured and have no specific terms of repayment. As of December 31, 2018, the amount due to Mr. Doris for advances and expenses paid on behalf of the Company is $0. Additionally, Mr. Doris made several loans to the Company totaling $862,390, of which $466,835 was paid back during the year ended December 31, 2018. These loans all accrue interest at 12%, and are payable on demand. As of December 31, 2018, the total amount due to Mr. Doris for these loans is $395,555. Accrued interest of $78,116 is included in accrued expenses and other current liabilities at December 31, 2018.

During the year ended December 31, 2018, the Company's CFO, Frank W. Barker, Jr., through FWB Consulting, Inc., and Frank W. Barker, Jr., CPA PA, both affiliates of Mr. Barker, incurred expenses on behalf of the Company in the amount of $5,697, and invoiced the Company $126,000 for services, of which $69,189 was paid. As of December 31, 2018, the total amount due to FWB Consulting, Inc. is $114,468, and is included in accounts payable. Mr. Barker resigned as a Director on August 18, 2018.

Note 6. Capital Stock and Additional Paid-in Capital

(a) Preferred Stock

The Company is authorized to issue 5,000,000 shares of Preferred Stock, par value $0.001 per share (the "Preferred Stock"), of which 50,000 have been designated as Series C Preferred Stock (the "Series C Preferred Stock").

On December 4, 2017, Viking Energy Group, Inc. (the "Company" or "Viking") filed with the State of Nevada an amendment to the Certificate of Designation for the Company's Series C Preferred Stock, pursuant to which each share of Series C Preferred Stock would entitle the holder thereof to 10,000 votes on all matters submitted to the vote of the stockholders of the Company.

Each share of Series C Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into one share of fully paid and non-assessable common stock (the "Conversion Rate").

(b) Common Stock

On June 11, 2018, the Company filed a definitive Schedule 14C Information Statement with the SEC regarding a prospective amendment to our Articles of Incorporation to increase the number of authorized shares of our common stock from one hundred million (100,000,000) shares to five hundred million (500,000,000) shares of common stock, par value $0.001 per share. On November 5, 2018, the Company filed this amendment to its Articles of

Incorporation with the Nevada Secretary of State increasing the number of shares of common stock the Company is authorized to issue to 500,000,000.

During the year ended December 31, 2017, the Company issued the shares of its common stock as follow:

- 3,949,889 shares of common stock issued in exchange for services valued at fair market value on the date of the transaction totaling $693,048.

- 4,385,000 shares of common stock issued as prepaid equity-based compensation valued at fair market value on the date of the transaction totaling $865,221.

- 3,095,442 shares of common stock issued pursuant to a securities purchase agreement valued at approximately $0.15 per share totaling $458,917.

- 3,040,000 shares of common stock issued as discount on new debt valued at fair market value on the date of each transaction, totaling $684,411

- 2,646,000 shares of common stock issued as discount on new debt valued at fair market value on the date of each transaction, totaling $324,875.

- 174,467 shares of common stock issued pursuant to a cashless exercise of warrants valued at fair market value on the date of exercise.

- 2,000,000 shares of common stock issued in conjunction with the acquisition of oil and gas properties valued at the fair market value on the date of the transaction.

During the year ended December 31, 2018, the Company issued the shares of its common stock as follow:

- 11,447,000 shares of common stock issued as debt discount valued at fair market value on the date of each transaction totaling $2,478,533.

- 250,000 shares of common stock issued as prepaid equity-based compensation valued at fair market value at the date of the transaction, totaling $55,000.

- 6,305,297 shares of common stock issued for services valued at the fair market value on the date of each transaction totaling $1,462,997

- 75,000 shares of common stock issued in a debt conversion valued at $0.20 per share, or $15,000.

- 563,738 shares of common stock issued pursuant to a cashless exercise of warrants valued at fair market value on the date of exercise.

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Note 7. Long Term Debt

Long term debt consisted of the following at December 31, 2018 and 2017:

	December 31, 2018	December 31, 2017
As of December 31, 2016, the Company issued a total of $630,000 of 10% Secured promissory notes with a term expiring April 3, 2017 (the "Maturity Date"), and an original issue discount of thirty-seven and one-half percent (37.5%). The discount was modified to fifty percent (50%) retroactively with an extension of the maturity to June 2017. During the quarter ended March 31, 2017, the Company issued an additional $917,833 of 10% Secured promissory notes with terms expiring in June, August and September of 2017, and an original issue discount of fifty percent (50%). Interest is payable on the outstanding principal of these notes at 10% per annum on the various maturity dates.	-	75,000
On October 4, 2016, the Company closed on a revolver loan with Crossfirst Bank in the amount of $1,800,000, payable at $15,000 per month, interest at 10%, with all unpaid principal and accrued interest payable on September 30, 2018. The balance shown is net of unamortized discount of $0 and $10,341 at December 31, 2018 and 2017 respectively.	-	1,594,659
During July and August of 2017, the Company borrowed $1,475,000 from private lenders pursuant to a 10% Secured Convertible Promissory Note with a twelve-month maturity. The balance shown is net of unamortized discount of $0 and $271,403 at December 31, 2018 and 2017 respectively.	-	1,203,597
During August through December of 2017, the Company borrowed $2,989,000, and from January through June 2018, the Company borrowed $3,230,000, all from private lenders pursuant to a 10% Secured Promissory Note with all principal and accrued interest payable on the maturity date of October 31, 2018. During the year ended December 31, 2018, $1,610,000 of these notes were paid in full and $4,609,000 of these notes have been exchanged for new partially convertible promissory notes. The promissory notes are secured by the membership interests of Mid-Con Drilling, LLC. The balance shown is net of unamortized discount of $0 and $867,399 at December 31, 2018 and 2017 respectively.	-	2,121,601

On September 8, 2017, the Company closed on a Promissory Note with Cornerstone Bank in the amount of $256,983, payable interest only for the first twelve months commencing October 8, 2017, variable interest rate, currently at 5.5%, followed by 83 monthly payments of $3,765, interest at 6%, final payment due on September 8, 2025. The balance shown is net of unamortized discount of $0 and $0 at December 31, 2018 and 2017 respectively.	-	253,870
On September 29, 2017, the Company closed on a Promissory Note with Cornerstone Bank in the amount of $290,000, payable interest only for the first twelve months commencing October 29, 2017, variable interest rate, currently at 5.5%, followed by 83 monthly payments of $3,765, interest at 6%, final payment due on September 29, 2025. The balance shown is net of unamortized discount of $0 and $3,925 at December 31, 2018 and 2017 respectively.	-	286,075
On October 3, 2017, the Company closed on a Promissory Note with Cornerstone Bank in the amount of $204,000, payable interest only for the first twelve months commencing November 3, 2017, variable interest rate, currently at 5.5%, followed by 83 monthly payments of $3,765, interest at 6%, final payment due on October 3, 2025. The balance shown is net of unamortized discount of $0 and $3,451 at December 31, 2018 and 2017 respectively.	-	200,549
On December 22, 2017, the Company borrowed $8,510,638, through 405 Petrodome, LLC, as agent for Lenders, with an OID of 6%., bearing interest initially at 9.875% through June 2018, then 11.375% through December 2018, then 12.875% through June 2019, then 14.375% through December 2019. Interest only through June 2018, at which time Principal will be payable at $75,000 monthly for six months and then $125,000 monthly to the maturity date of December 22, 2019. The balance shown is net of unamortized discounts of $0 and $941,108 at December 31, 2018 and 2017 respectively.	-	7,569,530
During June through December of 2018, the Company borrowed $9,459,750 from private lenders, and exchanged $5,514,000 of amounts due lenders from prior borrowings as well as $191,250 in accrued interest, pursuant to a 10% Secured Promissory Note with 50% of the principal convertible into the Company's common stock at $0.20 per share, all principal and accrued interest payable on the maturity date of August 31, 2019. The terms of these notes contain a provision whereby the Company has the right to extend the Maturity Date for one additional year to August of 2020. Consideration for the one-year extension is an increase in the interest rate to 12% for the extension period and the issuance of a warrant to purchase an additional 50,000 common shares per $100,000 of outstanding principal of each note on a pro rata basis. The balance shown is net of unamortized discount of $5,981,012 at December 31, 2018.	9,168,988	-
On June 13, 2018, the Company borrowed $12,400,000 pursuant to a revolving line of credit facility with a maximum principal amount of $30,000,000 from Crossfirst Bank, bearing interest 1.5% above a base rate equal to the prime rate of interest published by the Wall Street Journal, interest only for June and July of 2018, at which time Principal will be payable at $100,000 monthly through the maturity date of September 30, 2020, at which time all remaining unpaid principal and accrued interest shall be due. The balance shown is net of unamortized discount of $103,421 at December 31, 2018	11,728,911	-

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On December 28, 2018, to facilitate the acquisition of certain oil and gas assets, the Company, through one of its subsidiaries, Ichor Energy LLC, entered into a Term Loan Credit Agreement with various lenders represented by ABC Funding, LLC as administrative agent. The agreement provides for a total loan amount of $63,592,000, bearing interest at a rate per annum equal to the greater of (i) a floating rate of interest equal to 10% plus LIBOR, and (ii) a fixed rate of interest equal to 12%, payable monthly on the last day of each calendar month, commencing January 31, 2019. Principal payments shall be made quarterly at 1.25% of the initial loan amount, commencing on the last business day of the fiscal quarter ending June 30, 2019. Cash generated from the operation of these assets is restricted to lease operating expenses, the payment of debt service on the Term Loan, approximately $12,000,000 of oil and gas development projects approved by the lender, and distributions to the Company of $65,000 per month for general and administrative expenses, and a quarterly tax distribution at the current statutory rates. On a quarterly basis, commencing with the quarter ended June 30, 2019, after appropriate distributions to the Company, any cash in excess of $2,000,000 plus unfunded approved development projects will be swept by the lender as an additional principal payment on the debt. To the extent not previously paid, all loans under the Loan Agreement shall be due and payable on the December 28, 2023 (the Maturity Date). The balance shown is net of unamortized discount of $4,385,408 at December 31, 2018.	59,206,592	-
On December 28, 2018, the Company issued a 10% secured promissory note in the amount of $23,777,948, payable to RPM Investments, secured by 100% of the membership interests of Ichor Energy Holdings, LLC. All accrued interest and unpaid principal are due on January 31, 2020.	23,777,948	
	103,882,439	13,304,881
Less current portion	(11,805,582)	(3,562,051)
	$ 92,076,857	$ 9,742,830

Principal maturities of long term debt for the next five years and thereafter are as follows:

Period ended December 31,	Principal	Unamortized Discount	Net
2019	$ 18,734,700	$ 6,929,118	$ 11,805,582
2020	37,589,880	912,372	36,677,508
2021	3,179,600	878,528	2,301,072
2022	3,179,600	878,528	2,301,072
2023	51,668,500	871,295	50,797,205
Thereafter	-	-	-
	$ 114,352,280	$ 10,469,841	$ 103,882,439

Loan Covenants

Pursuant to the terms of the Revolving Line of Credit Facility executed on June 13, 2018 with CrossFirst Bank for a maximum principal amount of $30,000,000, the Company is required to provide certain information to the Bank relative to operational performance of the Borrowers, to include internally prepared consolidated financial statements, on a sound accounting basis in accordance with GAAP, consistently applied, Hedge Reports, and a compliance certificate. This information is to be provided on a quarterly and annual basis.

Pursuant to the terms of the Term Loan Credit Agreement executed on December 28, 2018 with various lenders represented by ABC Funding, LLC as administrative agent, in the amount of $63,592,000, the Company is required to provide certain information relative to operational performance of the Loan Parties, on a GAAP basis, on a monthly, quarterly and annual basis, to include unaudited consolidated financial statements and a lease operating statement on a monthly and quarterly basis, and audited consolidated financial statements on an annual basis. This information will be accompanied by compliance certificate on a quarterly and annual basis.

At December 31, 2018, the Company is not in default of any loan covenants.

Note 8. Commitments and contingencies

From time to time the Company may be a party to litigation matters involving claims against the Company. Management believes that there are no current matters that would have a material effect on the Company's financial position or results of operations.

On April 26, 2018, Petrodome Energy, LLC entered into a 66-month lease for 4,147 square feet of office space in Houston, Texas. This location is the Corporate Headquarters of Viking Energy Group, Inc, and all of its subsidiaries. The annual base rent commenced at $22.00 per square foot, and escalates at $0.50 per foot each year through expiration of the lease term.

The Company's commitment for minimum lease payments under this operating lease for the next five years and thereafter as of December 31, 2018 are as follows:

Period ended December 31,	
2019	$ 92,616
2020	94,690
2021	96,763
2022	98,837
2023	82,940
Thereafter	-
	$ 465,846

Note 9. Income Taxes

The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements. Under this method, the Company determines deferred tax assets and liabilities on the basis of the differences between the consolidated financial statements and the tax basis of assets and liabilities by using estimated tax rates for the year in which the differences are expected to reverse.

The Company recognizes deferred tax assets to the extent that we believe that these assets are more likely than not to be realized. In making such a determination, we consider all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies, and results of recent operations. If we determine that the Company would be able to realize our deferred tax assets in the future in excess of their net recorded amount, we would make an adjustment to the deferred tax asset valuation allowance, which would reduce the provision for income taxes.

In assessing the realizability of its deferred tax assets, management evaluated whether it is more likely than not that some portion, or all of its deferred tax assets, will be realized. The realization of its deferred tax assets relates directly to the Company's ability to generate taxable income. The valuation allowance is then adjusted accordingly.

The Company has estimated net operating losses of approximately $11,800,000 and $11,500,000 as of December 31, 2018, and 2017 respectively. The potential benefit of these net operating losses has not been recognized in these financial statements because the Company cannot be assured it is more likely than not that it will utilize the net operating losses carried forward in future years. The net operating loss carryforwards will expire in 2027 through 2037.

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On December 22, 2017, the Tax Cuts and Jobs Act of 2017 ("the Tax Act") was signed into law making significant changes to the Internal Revenue Code. Changes include, but are not limited to, a reduction of the corporate tax rate from a top marginal rate of 35% to a flat rate of 21%, limitation of the tax deduction for interest expense to 30% of adjusted earnings (except for certain small businesses), limitation of the deduction for net operating losses to 80% of current year taxable income and elimination of net operating loss carrybacks, one time taxation of offshore earnings at reduced rates regardless of whether they are repatriated, immediate deductions for certain new investments instead of deductions for depreciation expense over time, and modifying or repealing many business deductions and credits. We have calculated our best estimate of the impact of the Tax Act in our year end deferred tax calculations in accordance with our understanding of the Tax Act and guidance available as of the date of this filing. The amount related to the remeasurement of certain deferred tax assets and liabilities, based on the rates at which they are expected to reverse in the future, was an adjustment of $563,846.

On December 22, 2017, the SEC staff issued Staff Accounting Bulletin No. 118 ("SAB 118"), which provides guidance on accounting for the tax effects of the Tax Act. SAB 118 provides a measurement period that should not extend beyond one year from the Tax Act enactment date for companies to complete the accounting under ASC 740, Income Taxes. In accordance with SAB 118, a company must reflect the income tax effects of those aspects of the Tax Act for which the accounting under ASC 740 is complete. To the extent that a company's accounting for certain income tax effects of the Tax Act is incomplete but it is able to determine a reasonable estimate, it must record a provisional estimate in the financial statements.

In connection with our initial analysis of the impact of the Tax Act, we have recorded an adjustment of $563,846 for the revaluation of our net deferred tax liability for the year ended December 31, 2017.

The income tax benefit (provision) consists of the following for the years ending December 31, 2018 and 2017:

	December 31, 2018	December 31, 2017
Current		
Federal	$ (2,496,519)	$ 967,598
State	-	-
	(2,496,519)	967,598
Deferred		
Federal	3,362,807	(2,442,271)
State	-	-
		(1,474,673)
Tax Cuts and Jobs Act of 2017 effect	-	563,846
Valuation allowance	(2,451,980)	-
Income tax benefit (provision)	$ 910,827	$ (910,827)

As of December 31, 2018, the Company had net operating loss carry forwards of approximately $23,300,000. The federal net operating loss carry forwards will not expire as a result of the Tax Act legislation, and state net operating loss carry forwards that will expire in 2027 through 2038.

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The components of deferred tax assets and liabilities as of December 31, 2018, and 2017 is as follows:

	December 31, 2018	December 31, 2017
Deferred tax assets:		
NOL carry forwards	$ 4,902,857	$ 3,895,975
Bad debt reserves	77,896	52,318
Impairment of oil and gas assets	403,289	652,945
Unrealized loss	695	1,125
Derivative losses	607,087	437,232
Share based compensation	2,256,601	2,870,452
Total deferred tax assets	8,248,425	7,910,047
Deferred tax liabilities:		
Derivative gains	(121,947)	(197,438)
Bargain purchase gain	(5,674,498)	(9,187,282)
Total deferred tax liabilities	(5,796,445)	(9,384,720)
Deferred tax asset (liability) - net before valuation allowance	2,451,980	(1,474,673
Tax Cuts and Jobs Act of 2017 effect	-	563,846
Less valuation allowance	(2,451,980)	-
Deferred tax asset (liability) - net	$ -	(910,827)

A reconciliation of the federal and state statutory income tax rates to the Company's effective income tax rate applicable to income before income tax benefit from continuing operations is as follows for the years ended December 31, 2018 and 2017:

	December 31, 2018	December 31, 2017
Continuing operations		
Expected provision at US statutory rate	21.00%	34.00%
State income tax net of federal benefit	0.00%	0.00%
Other items effecting timing differences	-5.4%	-29.14%
Valuation allowance	0.00%	0.00%
Effective income tax rate	15.6%	4.86%

The Company files income tax returns on a consolidated basis in the United States federal jurisdiction. As of December 31, 2018, the tax returns for the Company for the years ending 2014 through 2017 remain open to examination by the Internal Revenue Service. The Company and its subsidiaries are not currently under examination for any period.

Should the Company undergo an ownership change as defined in Section 382 of the Internal Revenue Code, the Company's tax net operating loss carry forwards generated prior to the ownership change will be subject to an annual limitation, which could reduce or defer the utilization of these losses.

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SUPPLEMENTAL INFORMATION ON OIL AND GAS PRODUCING ACTIVITIES – (unaudited)

The following supplemental unaudited information regarding Viking's oil and gas activities is presented pursuant to the disclosure requirements of ASC 932. Viking's oil and gas activities are located in the United States and Canada.

Results of Operations

	United States		Canada	
	2018	**2017**	**2018**	**2017**
Results of operations				
Sales	$ 7,878,714	$ 1,807,232	$ 89,258	$ 174,786
Lease operating costs	(3,787,016)	(1,008,428)	(48,533)	(128,455)
Depletion, accretion and impairment	(1,697,977)	(478,865)	(32,739)	(86,355)
Net	$ 2,393,721	$ 319,939	$ 7,986	$ (40,024)

Oil and Gas Production and Sales by geographic area for the years ended December 31, 2018 and 2017:

Reserve Quantity Information

The supplemental unaudited presentation of proved reserve quantities and related standardized measure of discounted future net cash flows provides estimates only and does not purport to reflect realizable values or fair market values of the Company's reserves. The Company emphasizes that reserve estimates are inherently imprecise and that estimates of new discoveries are more imprecise than those of producing oil and gas properties. Accordingly, significant changes to these estimates can be expected as future information becomes available.

Proved reserves are those estimated reserves of crude oil (including condensate and natural gas liquids) and natural gas that geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions. Proved developed reserves are those expected to be recovered through existing wells, equipment, and operating methods.

Estimated Quantities of Proved Reserves

	United States		Canada	
	2018	**2017**	**2018**	**2017**
Proved Developed, Producing	9,174,854	1,413,329	-	10,000
Proved Developed, Non Producing	1,336,184	269,331	-	164,500
Total Proved Developed	10,511,038	1,682,660	-	174,500
Proved Undeveloped	6,013,197	3,655,355	-	-
Total Proved	16,524,235	5,607,346	-	174,500

Petroleum and Natural Gas Reserves

Reserves are estimated remaining quantities of oil and natural gas and related substances, which by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be economically producible – from a given date forward, from known reservoirs, and under existing economic conditions, operating methods and government regulations – prior to the time at which contracts providing the right to operate expire.

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Standardized Measure of Discounted Future Net Cash Flows Relating to Proved Reserves

The standardized measure of discounted future net cash flows relating to proved oil and natural gas reserves and the changes in standardized measure of discounted future net cash flows relating to proved oil and natural gas reserves were prepared in accordance with provisions of ASC 932 - *Extractive Activities - Oil and Gas*. Future cash inflows at December 31, 2018 and 2017 were computed by applying the unweighted, arithmetic average of the closing price on the first day of each month for the 12-month period prior to December 31, 2018 and 2017 to estimated future production. Future production and development costs are computed by estimating the expenditures to be incurred in developing and producing the proved oil and natural gas reserves at year-end, based on year-end costs and assuming continuation of existing economic conditions.

Future income tax expenses are calculated by applying appropriate year-end tax rates to future pretax net cash flows relating to proved oil and natural gas reserves, less the tax basis of properties involved. Future income tax expenses give effect to permanent differences, tax credits and loss carry forwards relating to the proved oil and natural gas reserves. Future net cash flows are discounted at a rate of 10% annually to derive the standardized measure of discounted future net cash flows. This calculation procedure does not necessarily result in an estimate of the fair market value of the Company's oil and natural gas properties.

The standardized measure of discounted future net cash flows relating to proved oil and natural gas reserves for the year ended December 31, 2018 and 2017 are as follows:

	United States		Canada	
	2018	2017	2018	2017
Future cash inflows	812,837,838	207,084,516	-	5,543,039
Future production costs	(221,055,038)	(55,783,005)	-	(3,833,920)
Future development costs	(45,417,745)	(26,080,620)	-	(833,354)
Future income tax expense	(82,150,578)	-	-	-
Future net cash flows	464,214,477	125,220,891	-	875,765
10% annual discount for estimated timing of cash flows	(219,657,382)	(54,460,189)	-	(308,670)
Standardized measure of DFNCF	$ 244,557,095	$ 70,760,702	$ -	$ 567,095

Changes in Standardized Measure of Discounted Future Net Cash Flows

The changes in the standardized measure of discounted future net cash flows relating to proved oil and natural gas reserves for the years ended December 31, 2018 and 2017 are as follows:

	United States		Canada	
	2018	2017	2018	2017
Balance - beginning	$ 70,760,702	$ 3,058,615	$ 573,095	$ (49,286)
Net changes in prices and production costs	663,233	-	-	-
Net changes in future development costs	16,523,269	-	-	(152,616)
Sales of oil and gas produced, net	(4,132,423)	(798,804)	-	(40,331)
Extensions, discoveries and improved recovery	-	-	-	-
Purchases of reserves	180,681,000	68,500,891	-	-
Sales of reserves	-	-	(573,095)	-
Revisions of previous quantity estimates	7,399,086	-	-	710,201
Previously estimated development costs incurred	3,813,777	-	-	-
Net change in income taxes	(44,289,094)	-	-	-
Accretion of discount	7,076,070	-	-	6,146
Other	6,061,475	-	-	98,981
Balance - ending	$ 244,557,095	$ 70,760,702	$ -	$ 573,095

In accordance with SEC requirements, the pricing used in the Company's standardized measure of future net revenues is based on the 12-month un-weighted arithmetic average of the first-day-of-the-month price for the period January through December for each period presented and adjusted by lease for transportation fees and regional price differentials. The use of SEC pricing rules may not be indicative of actual prices realized by the Company in the future.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

There are no reportable events under this item for the year ended December 31, 2018.

Item 9A. Controls and Procedures.

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. Management must evaluate its internal controls over financial reporting, as required by Sarbanes-Oxley Act Section 404 (a). The Company's internal control over financial reporting is a process designed under the supervision of the Company's Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with U.S. generally accepted accounting principles or GAAP.

As of December 31, 2018, management assessed the effectiveness of the Company's internal control over financial reporting based on the criteria for effective internal control over financial reporting established in the 2013 Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and SEC guidance on conducting such assessments. Based on that evaluation, they concluded that, during the period covered by this report, such internal controls and procedures were not effective to detect the inappropriate application of GAAP rules as more fully described below. This was due to deficiencies that existed in the design or operation of the Company's internal controls over financial reporting that adversely affected its internal controls and that may be considered to be material weaknesses.

The matters involving internal controls and procedures that the Company's management considered to be material weaknesses under the standards of the Public Company Accounting Oversight Board were: (1) inadequate segregation of duties consistent with control objectives; (2) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of GAAP and SEC disclosure requirements; and (3) ineffective controls over period end financial disclosure and reporting processes. The aforementioned material weaknesses were identified by the Company's chief financial officer in connection with the audit of the Company's financial statements as of December 31, 2018 and communicated the matters to the Company's management.

Management believes that the material weaknesses set forth in the items above did not have an effect on the Company's financial results.

Management believes that preparing and implementing sufficient written policies and checklists will remedy the following material weaknesses (i) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of GAAP and SEC disclosure requirements; and (ii) ineffective controls over period end financial close and reporting processes. Further, management believes that the hiring of additional personnel who have relevant technical expertise and knowledge will result in proper segregation of duties and provide more checks and balances within the financial reporting department. Additional personnel will also provide the cross training needed to support the Company if personnel turn over issues within the financial reporting department occur.

Management will continue to monitor and evaluate the effectiveness of its internal controls and procedures and its internal controls over financial reporting on an ongoing basis and are committed to taking further action and implementing additional enhancements or improvements, as necessary and as funds allow.

(a) Disclosure Controls and Procedures; Changes in Internal Control Over Financial Reporting

Management has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) as of December 31, 2018. Based on this evaluation, Management concluded that the Company's disclosure controls and procedures were not effective as of December 31, 2018.

(b) Management Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) and Rule 15d-15(f) promulgated under the Exchange Act as a process designed by, or under the supervision of, our principal executive and principal financial officers and effected by our board of directors, management and other personnel, 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 and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;

- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of our management and directors; and

- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2018. Based on this assessment, management concluded that, as of December 31, 2018, the Company's internal control over financial reporting was not effective based on those criteria.

To remediate our internal control weaknesses, management intends to implement the following measures:

- The Company will add a sufficient number of independent directors to the board and staff its audit committee with at least three directors that qualify as “independent” directors pursuant to relevant NASDAQ or similar exchange rules.

- The Company will add sufficient knowledgeable accounting personnel to properly segregate duties and to effect a timely, accurate preparation of the financial statements.

- Upon the hiring of additional accounting personnel, the Company will develop and maintain adequate written accounting policies and procedures.

The additional hiring is contingent upon the Company's operational efforts. Management expects to hire additional personnel and staff its audit committee with at least three independent directors in the coming fiscal year but provides no assurances that it will be able to do so.

We understand that remediation of material weaknesses and deficiencies in internal controls are a continuing work in progress due to the issuance of new standards and promulgations. However, remediation of any known deficiency is among our highest priorities. Our management will periodically assess the progress and sufficiency of our ongoing initiatives and make adjustments as and when necessary.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting.

Management's report was not subject to attestation by our registered public accounting firm pursuant rules of the SEC that permit us to provide only management's report in this annual report. On July 21, 2010, President Obama signed the Dodd-Frank Wall Street Reform and Consumer Protection Act. Included in the Act is a provision that permanently exempts smaller public companies that qualify as either a Non-Accelerated Filer or Smaller Reporting Company from the auditor attestation requirement of Section 404(b) of the Sarbanes-Oxley Act of 2002.

There was no change in our internal control over financial reporting during the quarter ended December 31, 2018, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Identification of Directors and Executive Officers

The name of the officers and directors of the Company as of December 31, 2018, as well as certain information about them, are set forth below:

Name	Age	Position
James A. Doris	46	Director/CEO/President
Lawrence Fisher	80	Director

David Herskovits	68	Director
Timothy Swift	44	COO
Frank W. Barker, Jr.	63	CFO

Background of Officers and Directors

James A. Doris

Mr. Doris has been a member of the Board of Directors of the Company since June 28, 2014, and its President and CEO since December 12, 2014. From February 2006 to March 1, 2019, Mr. Doris owned his own law practice, known as DLO Lawyers ("DLO"). DLO was a full-service law firm and represented domestic and foreign clients regarding their business and investment activities in Canada. Mr. Doris' practice areas included Mergers and Acquisitions, Private Equity Investments, Joint Ventures, Corporate Finance, Corporate Governance, Dispute Resolution, Real Estate and Estates. DLO had 4 offices in Eastern Ontario; Ottawa, Prescott, Brockville and Perth, and Mr. Doris managed all aspects of the organization, including with respect to Business Development, Human Resources, Finance and Strategic Planning. Prior to starting his own firm, Mr. Doris served as Executive Vice President and In-House Counsel for PineLake Group, a real estate investment and development company in Toronto, Canada, and prior to working for PineLake, Mr. Doris was an associate lawyer at McMillan LLP, one of Canada's leading business law firms. Mr. Doris graduated (cum laude) from the University of Ottawa in 2001 and was called to the Bar of Ontario in 2002. Mr. Doris is not a director of any other public company.

Lawrence B. Fisher

Mr. Fisher practiced securities law in New York City for over 50 years. He was Partner in the law firm Orrick, Herrington & Sutcliffe for 11 years until retirement in 2002. While at the firm, Mr. Fisher was Partner-In-Charge of the New York office and a member of the firm's Executive Committee. Prior to Orrick, Mr. Fisher was a partner in the New York law firm Kelley, Drye & Warren for 10 years, including 3 years as a member of the firm's Executive Committee, and prior to his time at Kelley, Drye & Warren, Mr. Fisher was associate and then partner in the law firm Parker, Chapin and Flattau for an aggregate of 22 years, 5 as an associate and the remainder as a partner. There, too, Mr. Fisher was a member of the firm's Executive Committee. Mr. Fisher graduated from Columbia College in 1960 and Columbia Law School in 1963 and was a Research Fellow at the London School of Economics from 1963-1965. Mr. Fisher has been a member of the Board of Directors of National Bank of New York City for in excess of 30 years, and he was a member of the Board of Directors of Financial Federal Corporation until its sale 7 years ago.

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David Herskovits

Mr. Herskovits is a retired audit partner of Deloitte & Touche LLP. Mr. Herskovits joined Deloitte in 1974, was admitted to the partnership in 1985, and retired in 2013. During his career, Mr. Herskovits was responsible for major audit engagements for public and private companies. He also served in several technical and quality assurance roles at the firm. Mr. Herskovits received an MBA from Harvard University and a B.S. from Cornell University.

Timothy Swift

Mr. Swift has more than 17 years' experience in the financial services industry with a focus on energy and energy related companies. Mr. Swift's experience included research and trading of both credit and equity products. While most recently Mr. Swift focused exclusively on the private placement of highly structured middle market credit products. Prior to joining Viking Energy Group, Mr. Swift was a founding partner and Managing Director on the Debt Capital Markets desk at Cantor Fitzgerald & Co. Prior to Cantor, Mr. Swift was a Vice President on the Cowen & Co debt capital market team. At both Cantor Fitzgerald & Co and Cowen & Co, Mr. Swift participated in more than 50 transactions raising over $5.5 billion. Prior to Cowen & Co, Mr. Swift served in various capacities at R.W. Pressprich and CRT Capital Group. Mr. Swift holds a B.S. in Finance from Babson College.

Frank W. Barker, Jr.

Mr. Barker is a Certified Public Accountant licensed to practice in the State of Florida. Mr. Barker has been providing professional services to the Company since the beginning of 2015. On December 29, 2017, Mr. Barker accepted the position as Chief Financial Officer of the Company. Mr. Barker has vast experience providing strategic, financial, accounting and tax-related services in various capacities to both Public and Private entities, including Compliance Reporting with the Securities and Exchange Commission, the planning, preparation and oversight of annual audit functions, presentation of financial data to Public Company Boards, turn-around management, bankruptcy and asset recovery, Strategic planning for survival of troubled companies, financial forecasting and cash flow management, litigation support and forensic analysis, mergers and acquisitions and reverse mergers. Mr. Barker has served as Chief Financial Officer of several Public Companies with Revenues in excess of $40 million. Mr. Barker's Industry experience include the fields of Defense Contracting, Manufacturing, Alternative Energy, Electrical Contracting, Healthcare Research and Construction, Oil and Gas, Health Care Services and Administration, Not for Profit, Retail, Distribution, Gaming, Real Estate, Professional Services, Internet Technologies, Media Communications, Web Based Technologies, Banking, Investments, Insurance, Private Equity, Municipal and County Governments and Treasure Exploration. Mr. Barker received a B.A. in Accounting and Finance from the University of South Florida, Tampa, Florida in 1978.

Family Relationships

There are no family relationships between any of the Company's officers and directors.

Audit Committee and Audit Committee Financial Expert

The Company, with the appointment of David Herskovits as an independent member of the board of directors on August 20, 2018, established an audit committee, with Mr. Herskovits serving as the audit committee financial expert.

Code of Ethics

The Company has not yet formally adopted a written code of ethics to be applied to the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. Based on its small size, limited financial and human resources, the Company has not adopted written code of ethics.

Involvement in Certain Legal Proceedings

To the best of the registrant's knowledge, during the past five years, no director, executive officer, promoter or control person of the Company:

(1) has filed a petition under the federal bankruptcy laws or any state insolvency law, nor had a receiver, fiscal agent or similar officer appointed by a court for the business or present of such a person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer within two years before the time of such filing;

(2) were convicted in a criminal proceeding or named subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);

(3) were the subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of the following activities:

(i) acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, associated person of any of the foregoing, or as an investment advisor, underwriter, broker or dealer in securities, or as an affiliated person, director of any investment company, or engaging in or continuing any conduct or practice in connection with such activity;

(ii) engaging in any type of business practice;

(iii) engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of federal or state securities laws or federal commodity laws.

(4) were the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any federal or state authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described above under this Item, or to be associated with persons engaged in any such activity;

(5) were found by a court of competent jurisdiction in a civil action or by the Securities and Exchange Commission to have violated any federal or state securities law and the judgment in such civil finding or find by the Securities and Exchange Commission has not been subsequently reversed, suspended or vacated;

(6) were found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated.

Compliance with Section 16(A) of the Exchange Act

Section 16(a) of the Exchange Act requires the Company's directors, executive officers and persons who beneficially own 10% or more of a class of securities registered under Section 12 of the Exchange Act to file reports of beneficial ownership and changes in beneficial ownership with the SEC. Directors, executive officers and greater than 10% stockholders are required by the rules and regulations of the SEC to furnish the Company with copies of all reports filed by them in compliance with Section 16(a).

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Based solely on our review of certain reports filed with the Securities and Exchange Commission pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, the reports required to be filed with respect to transactions in our common stock during the fiscal year ended December 31, 2018, were timely, except that (i) Timothy Swift did not timely file a Form 3 upon his appointment as an executive officer of the Company on April 16, 2018, and he did not timely file a Form 4 upon his receipt of warrants to purchase 3,500,000 shares of Company common stock on April 16, 2018, and he did not timely file a Form 4 upon his receipt of 500,000 shares of Company common stock on May 21, 2018, and 500,000 shares of Company common stock on December 31, 2018; (ii) Lawrence Fisher did not timely file a Form 3 upon his appointment as director of the Company on August 20, 2018, and he did not timely file a Form 4 upon his receipt of 25,907 shares of Company common stock on October 8, 2018; and (iii) David Herskovits did not timely file a Form 3 upon his appointment as director of the Company on August 20, 2018.

Item 11. Executive Compensation

Summary Compensation Table— Fiscal Years Ended December 31, 2018 and 2017

The following table sets forth information concerning all cash and non-cash compensation awarded to, earned by or paid to the named persons for services rendered in all capacities during the noted periods. No other executive officers received total annual salary and bonus compensation in excess of $100,000.

Name and Principal Position	Year	Salary	Bonus	Stock Awards (5)	Option Awards (4)	Non-Equity Incentive Plan Compensation Earnings	Non-Equity Deferred Compensation Earnings	All Other Compensation	Total
James A. Doris	2018	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
CEO & President (1)	2017	$ -	$ -	$ -	$2,999,999	$ -	$ -	$ -	$2,999,999
Timothy Swift	2018	$211,538	$ -	$200,000	$ 699,245	$ -	$ -	$ -	$1,110,783
EVP & COO (2)	2017	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Frank W. Barker, Jr.	2018	$ -	$ -	$ -	$ -	$ -	$ -	$ 23,500	$ 23,500
CFO (3)	2017	$ -	$ -	$ -	$ 999,999	$ -	$ -	$ 69,189	$1,069,188

Narrative to Summary Compensation Table

1. On June 28, 2014, Mr. Doris was appointed as a director, and on December 12, 2014, as the Chief Executive Officer and President of the Company.

2. On April 16, 2018, Mr. Swift was appointed as Executive Vice President and Chief Operating Officer of the Company.

3. On December 29, 2017, Mr. Barker was appointed as a director and as the Chief Financial Officer of the Company. On August 20, 2018, Mr. Barker resigned as a director. Amounts reflected in other compensation represent amounts paid to FWB Consulting, Inc. and / or Frank W. Barker, Jr., CPA PA, both companies affiliated with Mr. Barker.

4. The fair value of the warrants were determined using the Black-Scholes option pricing model.

5. The fair value of stock awards are based on the closing market price on the date of issue.

Outstanding Equity Awards at Fiscal Year End

As of December 31, 2018, the Company did not maintain an equity incentive plan or other plan, including but not limited to bonus, deferred compensation or retirement plan under which the Company's securities may be issued to its named executive officers as compensation.

Employment Agreements

As of December 31, 2018, the Company has an employment agreement with Timothy Swift as EVP and COO of the Company. Pursuant to Mr. Swift's employment agreement with the Company, Mr. Swift is to receive an annual base salary of $275,000 and is eligible to receive, at the discretion of the Company's Board of Directors, an annual bonus of up to 110% of his base salary and incentive equity compensation equal approximately 130% of his base salary. Pursuant to the restricted stock agreement, Mr. Swift is to receive 1,000,000 shares of the Company's common stock, with 50% of the shares vesting immediately and the remaining shares vesting on October 1, 2018, unless Mr. Swift has resigned from employment or has been terminated for cause on or prior to that time. Pursuant to the warrant, Mr. Swift received the right to purchase 3,500,000 shares of the Company's common stock at $0.30 per share exercisable through April 1, 2023, with (i) 1,000,000 of the warrant shares vesting immediately; (ii) 2,000,000 of the warrant shares vesting on July 1, 2018, or another date as agreed in writing by both parties so long as the Company has closed a financing transaction consolidating the Company's debt, has raised an additional $5,000,000 in financing at such time, and Mr. Swift has not resigned from employment or been terminated for cause at that time; and (iii) 500,000 of the warrant shares vesting on December 31, 2018, so long as Mr. Swift has not resigned from employment or been terminated for cause at that time.

The Company does not have any formal compensation arrangements or any other employment agreements with any other executive officers at December 31, 2018. The Company's subsidiaries have six full-time non-executive officer employees in Houston at the corporate headquarters.

Compensation of Directors

The following table provides information regarding the compensation of the Company's directors for the year ended December 31, 2018:

Name and Principal Position	Fees Earned or Paid in Cash	Stock Awards (3)	Option Awards	Non-Equity Incentive Plan Compensation Earnings	Non-Equity Deferred Compensation Earnings	All Other Compensation	Total
James A. Doris	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Lawrence Fisher (1)	$ 5,904	$ 10,000	$ -	$ -	$ -	$ -	$ 15,904
David Herskovits (1)	$ 11,206	$ -	$ -	$ -	$ -	$ -	$ 11,206
Frank W. Barker, Jr. (2)	$ -	$ -	$ -	$ -	$ -	$ -	$ -

1. Appointed as a director on August 20, 2018.
2. Appointed as a director and an officer on December 29, 2017, resigned as director on August 20, 2018
3. The fair value of stock award pursuant to terms of Directors compensation.

Directors of the Company may be reimbursed for any out-of-pocket expenses incurred by them for each regular or special meeting attendance. Mr. Fisher and Mr. Herskovits will both be paid $40,000 per year, payable in cash and/or the Company's common stock at their election. Any cash payments will be paid monthly, and any stock payments will be issued quarterly, valued based on the average trading price of the Company's common stock over the 5 business days prior to the end of the applicable quarter. The Company presently has no pension, health, annuity, insurance or profit sharing plans.

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Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth information regarding beneficial ownership of the Company's voting securities by each person known by us to be the beneficial owner of more than 5% of such securities, as well as by each of our directors and officers as a group. Unless otherwise indicated, the shareholders listed possess sole voting and investment power with respect to the shares shown.

The information reflected in the following table was, unless otherwise specified, the address of each of the persons set forth below, or is in care of the Company at 15915 Katy Freeway, Suite 450, Houston, Texas 77094.

Title of Class	Name & Address of Beneficial Owners	Amount & Nature of Beneficial Ownership (1)	Percent of Class (2)
Common Stock	James Doris (3)	17,000,000	16.04%
Common Stock	Timothy Swift (4)	4,500,000	4.76%
Common Stock	Frank W. Barker, Jr. (5)	5,000,000	5.21%
Common Stock	David Herskovits	65,000	0.07%
Common Stock	Lawrence Fisher	25,907	0.03%
Common Stock	All Officers and Directors as a Group	26,590,907	23,23%
Series C Preferred Stock	James A. Doris	28,092	100.0%
Series C Preferred Stock	All Officers and Directors as a Group	28,092	100.0%

1. Beneficial Ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Each of the beneficial owners listed above has direct ownership of and sole voting power and investment power with respect to the shares of the Company's common stock.

2. As of December 31, 2018, a total of 90,989,025 shares of the Company's common stock, and 28,092 shares of the Company's Series C Preferred Stock, as well as 54,821,690 warrants are considered to be outstanding pursuant to SEC Rule 13d-3(d)(1). For each Beneficial Owner above, any warrants exercisable within 60 days have been included for purposes of calculating the relevant percentage.

3. Includes shares issuable upon exercise of 15,000,000 warrants owned by James Doris.

4. Includes shares issuable upon exercise of 3,500,000 warrants owned by Timothy Swift

5. Includes shares issuable upon exercise of 5,000,000 warrants owned by FWB Consulting, Inc., a company controlled by Frank W. Barker, Jr.

Item 13. Certain Relationships and Related Transactions

Related Transactions

During April 2015, the Company made an advance to Tanager Energy Inc., in conjunction with a joint investment in the second oil well of the Joffre

Project. As of December 31, 2018, the Company has terminated its joint venture interest and resolved all related balances associated with its relationship with Tanager Energy, Inc. for a payment to the Company of $227,356.

On May 16, 2017, Tom Simeo, formerly the Company's Executive Chairman and a Director, resigned from all positions with the Company. During the period up to his resignation, Tom Simeo did not accrue payroll and made no advances to the Company. The Company paid a total of $20,643 against prior advances. Concurrent with his resignation, Mr. Simeo waived any remaining balance of prior advances previously payable to him. As of December 31, 2018, and 2017 there are no remaining balances payable to Mr. Simeo.

During the year ended December 31, 2017, the Company's CEO and Director, James Doris incurred expenses on behalf of, and made advances to the Company in the amount of $344,003 in order to provide the Company with funds to carry on its operations, and the Company made repayments of $384,361. These advances do not bear interest, are unsecured and have no specific terms of repayment. As of December 31, 2017, the amount due for expenses paid on behalf of the Company is $330,580. The Company has not imputed interest as the amount is deemed immaterial. Additionally, Mr. Doris made several loans to the Company totaling $862,390, all accruing interest at 12%, and payable on demand. As of December 31, 2017, the total amount due to Mr. Doris for advances and expenses paid on behalf of the Company and loans is $1,192,970. Accrued interest of $149,120 is included in other payables at December 31, 2017.

On December 29, 2017, Frank W. Barker, Jr. was appointed as a member of the Company's board of directors and as the Company's Chief Financial Officer. During the year ended December 31, 2017, Mr. Barker, through FWB Consulting, Inc., an affiliate of Mr. Barker's, incurred expenses on behalf of the Company in the amount of $2,025, and invoiced the Company $32,500 for services, of which $23,500 was paid. As of December 31, 2017, the total amount due to FWB Consulting, Inc. is $51,960, and is included in accounts payable.

During the year ended December 31, 2018, the Company's CEO and Director, James Doris, incurred expenses on behalf of, and made advances to the Company in the amount of $642,199 in order to provide the Company with funds to carry on its operations, and the Company made repayments of $972,779. These advances do not bear interest, are unsecured and have no specific terms of repayment. As of December 31, 2018, the amount due to Mr. Doris for advances and expenses paid on behalf of the Company is $0. Additionally, Mr. Doris made several loans to the Company totaling $862,390, of which $466,835 was paid back during the year ended December 31, 2018. These loans all accrue interest at 12%, and are payable on demand. As of December 31, 2018, the total amount due to Mr. Doris for these loans is $395,555. Accrued interest of $78,116 is included in accrued expenses and other current liabilities at December 31, 2018.

During the year ended December 31, 2018, the Company's CFO, Frank W. Barker, Jr., through FWB Consulting, Inc., and Frank W. Barker, Jr., CPA PA, both affiliates of Mr. Barker, incurred expenses on behalf of the Company in the amount of $5,697, and invoiced the Company $126,000 for services, of which $69,189 was paid. As of December 31, 2018, the total amount due to FWB Consulting, Inc. is $114,468, and is included in accounts payable.

The following table reflects the balances of related parties' transactions as of December 31, 2018 and 2017:

	Years ended December 31,	
	2018	**2017**
Due to Mr. James A. Doris – advances	-	330,580
Due to Mr. James A. Doris – demand loans	395,555	862,390
Due to FWB Consulting, Inc.	114,468	51,960
	$ 510,023	$ 1,244,930

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Other than as disclosed, there were no material transactions, series of similar transaction, current transactions, or series of similar transactions, to which the Company or any of its subsidiaries was or is to be a party, in which the amount involved exceeded $120,000 or 1% of the Company's total assets as of December 31, 2018, and in which any director or executive officer, or any security holder who is known to the Company to own of record or beneficially more than five percent of the Company's common stock, or any member of the immediate family of any of the foregoing persons, had a material interest.

Item 14. Principal Accounting Fees and Services

The following table sets forth the fees billed by our independent accounting firm of Turner, Stone & Company, LLP, for each of our last two fiscal years for the categories of services indicated.

	Years Ended December 31,	
Category	**2018**	**2017**
Audit Fees	$ 78,500	$ 42,000
Audit Related Fees	-	-
Tax Fees	12,000	-
All Other Fees	8,200	-
Total	$ 98,700	$ 42,000

Audit fees. Consists of fees billed for the audit of our annual financial statements and review of our interim financial information and services that are normally provided by the accountant in connection with year-end and quarter-end statutory and regulatory filings or engagements.

Audit-related fees. Consists of fees billed for services relating to review of other regulatory filings including registration statements, periodic reports and audit related consulting.

Tax fees. Consists of professional services rendered by our principal accountant for tax compliance, tax advice and tax planning.

Other fees. Other services provided by our accountants.

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PART IV

Item 15. Exhibits, Financial Statement Schedules.

Number	Description
3.1	Articles of Incorporation (incorporated by reference to our Definitive Information Statement on Schedule 14C filed on October 14, 2008)
3.2	Bylaws (incorporated by reference to our Definitive Information Statement on Schedule 14C filed on October 14, 2008)
3.3	Certificate of Amendment to Articles of Incorporation (incorporated by reference to our Definitive Information Statement on Schedule 14C filed on May 23, 2012)
3.4	Certificate of Amendment to Articles of Incorporation (incorporated by reference to our Current Report on Form 8-K filed on November 6, 2018)
10.1	Membership Interest Purchase Agreement, dated November 10, 2017, by Viking Energy Group, Inc. and Black Rhino, LP (incorporated by reference to our Current Report on Form 8-K filed on December 29, 2017)
10.2	First Amendment to Membership Interest Purchase Agreement, dated November 30, 2017, by Viking Energy Group, Inc. and Black Rhino, LP (incorporated by reference to our Current Report on Form 8-K filed on December 29, 2017)
10.3	Second Amendment to Membership Interest Purchase Agreement, dated December 22, 2017, by Viking Energy Group, Inc., Black Rhino, LP, and Petrodome Energy, LLC (incorporated by reference to our Current Report on Form 8-K filed on December 29, 2017)
10.4	Term Loan Agreement, dated December 22, 2017, by the Borrowers listed therein, 405 Petrodome LLC, as Administrative Agent, and 405 Petrodome LLC and Cargill, Incorporated, as Lenders (incorporated by reference to our Current Report on Form 8-K filed on December 29, 2017)
10.5	Purchase and Sale Agreement, dated December 22, 2017, by Viking Energy Group, Inc. and Woodway Oil & Gas – KS–I, LLC (incorporated by reference to our Current Report on Form 8-K filed on January 8, 2018)
10.6	Assignment and Bill of Sale, dated December 22, 2017, by Mid-Con Development, LLC and Woodway Oil & Gas – KS–I, LLC (incorporated by reference to our Current Report on Form 8-K filed on January 8, 2018)
10.7	Purchase and Sale Agreement, executed as of September 1, 2018, by and among Viking Energy Group, Inc. and Bodel Holdings, L.L.C., Cleveland Holdings, L.L.C., Delbo Holdings, L.L.C., DeQuincy Holdings, L.L.C., Gulf Coast Working Partners, L.L.C., Oakley Holdings, L.L.C., SamJam Energy, L.L.C., and Perry Point Holdings, L.L.C. (incorporated by reference to our Current Report on Form 8-K filed on September 5, 2018)
10.8	First Amendment to Purchase and Sale Agreement, executed as of November 1, 2018, by and among Viking Energy Group, Inc. and Bodel Holdings, L.L.C., Cleveland Holdings, L.L.C., Delbo Holdings, L.L.C., DeQuincy Holdings, L.L.C., Gulf Coast Working Partners, L.L.C., Oakley Holdings, L.L.C., SamJam Energy, L.L.C., and Perry Point Holdings, L.L.C. (incorporated by reference to our Current Report on Form 8-K filed on November 5, 2018)
10.9	Second Amendment to Purchase and Sale Agreement, executed as of November 1, 2018, by and among Viking Energy Group, Inc. and Bodel Holdings, L.L.C., Cleveland Holdings, L.L.C., Delbo Holdings, L.L.C., DeQuincy Holdings, L.L.C., Gulf Coast Working Partners, L.L.C., Oakley Holdings, L.L.C., SamJam Energy, L.L.C., and Perry Point Holdings, L.L.C. (incorporated by reference to our Current Report on Form 8-K filed on December 31, 2018)
10.10	Collateral Agreement to Purchase and Sale Agreement, executed as of December 26, 2018, by and among Viking Energy Group, Inc. and Bodel Holdings, L.L.C., Cleveland Holdings, L.L.C., Delbo Holdings, L.L.C., DeQuincy Holdings, L.L.C., Gulf Coast Working Partners, L.L.C., Oakley Holdings, L.L.C., SamJam Energy, L.L.C., and Perry Point Holdings, L.L.C. (incorporated by reference to our Current Report on Form 8-K filed on December 31, 2018)
10.11	Term Loan Credit Agreement, dated as of December 28, 2018, by and among Ichor Energy Holdings, LLC, Ichor Energy, LLC, ABC Funding, LLC, as Administrative Agent, and the Lender Parties (incorporated by reference to our Current Report on Form 8-K filed on December 31, 2018)

10.12	10% Secured Promissory Note, dated December 27, 2018, issued by Viking Energy Group, Inc. to RPM Investments, a Division of Opus Bank, in favor of Sellers (incorporated by reference to our Current Report on Form 8-K filed on December 31, 2018)
10.13	Security and Pledge Agreement, executed as of December 27, 2018, by and among Viking Energy Group, Inc. and Bodel Holdings, L.L.C., Cleveland Holdings, L.L.C., Delbo Holdings, L.L.C., DeQuincy Holdings, L.L.C., Gulf Coast Working Partners, L.L.C., Oakley Holdings, L.L.C., SamJam Energy, L.L.C., and Perry Point Holdings, L.L.C. (incorporated by reference to our Current Report on Form 8-K filed on December 31, 2018)
10.14	Employment Agreement with Timothy Swift dated as of March 19, 2018 (incorporated by reference to our Quarterly Report on Form 10-Q filed on May 21, 2018)
10.15	Restricted Stock Agreement with Timothy Swift dated as of April 1, 2018 (incorporated by reference to our Quarterly Report on Form 10-Q filed on May 21, 2018)
21.1	Subsidiaries of Viking Energy Group, Inc.
31.1*	Certification of Principal Executive Officer required by Rule 13a-14(1) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Principal Financial Officer required by Rule 13a-14(1) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and Section 1350 of 18 U.S.C. 63
32.2*	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and Section 1350 of 18 U.S.C. 63
99.1	Purchase and Sale, Petroleum and Natural Gas Conveyance Agreement with Tanager Energy Inc. dated November 3, 2014 (incorporated by reference to our Current Report on Form 8-K filed on November 10, 2014)
99.2	Purchase, Sale and Capital Contribution Agreement effective February 1, 2016 (incorporated by reference to our Annual Report on Form 10-K/A filed on May 16, 2016)
99.3	Purchase and Sale Agreement (incorporated by reference to our Current Report on Form 8-K filed on September 12, 2017)
99.4	Purchase and Sale Agreement (incorporated by reference to our Current Report on Form 8-K filed on October 3, 2017)
99.5	Purchase and Sale Agreement (incorporated by reference to our Current Report on Form 8-K filed on October 4, 2017)
99.6	Purchase and Sale Agreement (incorporated by reference to our Current Report on Form 8-K filed on December 8, 2017)
101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith
** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

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SIGNATURES

In accordance with the requirements of Section 13 or 15(d) of the Securities Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VIKING ENERGY GROUP, INC.
(Registrant)

Date: April 1, 2019

By: */s/ James A. Doris*
James A. Doris
Principal Executive Officer

In accordance with the Securities Exchange Act this report has been signed below by the following person(s) on behalf of the registrant and in the capacities and on the dates indicated.

Date: April 1, 2019

By: */s/ James A. Doris*
James A. Doris
Chairman of the board and
Principal Executive Officer

Date: April 1, 2019

By: */s/ Frank W. Barker, Jr.*
Frank W. Barker, Jr.
Principal Financial and Accounting Officer

Date: April 1, 2019

By: */s/ Lawrence B. Fisher*
Lawrence B. Fisher
Director

Date: April 1, 2019

By: */s/ David Herskovits*
David Herskovits
Director

EXHIBIT 31.1

VIKING ENERGY GROUP, INC.
Certification Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002

I, James Doris, Principal Executive Officer, certify that:

1. I have reviewed this annual report on Form 10-K of Viking Energy Group, Inc.;

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 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)) for the registrant and we 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 that was 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 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 registrant's board of directors:

   (a) all significant deficiencies and material weaknesses in the design or operation of internal controls 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: April 1, 2019

By: */s/ James Doris*
James Doris
Principal Executive Officer

EXHIBIT 31.2

VIKING ENERGY GROUP, INC
Certification Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002

I, Frank W. Barker, Jr., Principal Financial and Accounting Officer, certify that:

1. I have reviewed this annual report on Form 10-K/of Viking Energy Group, Inc.;

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's as of, and for, the periods presented in this report;

4. The registrant's other certifying officer 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)) for the registrant and we 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 that was 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 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 registrant's board of directors:

   (a) all significant deficiencies and material weaknesses in the design or operation of internal controls 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: April 1, 2019

By: *<u>/s/ Frank W. Barker, Jr.</u>*
Frank W. Barker, Jr.
Principal Financial and Accounting Officer

EXHIBIT 32.1

VIKING ENERGY GROUP, INC.
Certification Pursuant to
18 U.S.C. Section 1350,
as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Annual Report of Viking Energy Group, Inc. (the Company) on Form 10-K for the year ended December 31, 2018, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, James Doris, Principal Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 1, 2019

By: */s/ James Doris*
James Doris
Principal Executive Officer

EXHIBIT 32.2

VIKING ENERGY GROUP, INC.
Certification Pursuant to
18 U.S.C. Section 1350,
as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Annual Report of Viking Energy Group, Inc. (the Company) on Form 10-K for the year ended December 31, 2018, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Frank W. Barker Jr., Principal Financial and Accounting Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 1, 2019

By: */s/ Frank W. Barker, Jr.*
Frank W. Barker, Jr.
Principal Financial and Accounting Officer