

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 12, 2021

Viking Energy Group, Inc.

(Exact name of registrant as specified in its charter)

<u>NV</u> (State or other jurisdiction of incorporation)	<u>000-29219</u> (Commission File Number)	<u>98-0199508</u> (IRS Employer Identification Number)
<u>15915 Katy Freeway Suite 450, Houston, TX</u> (Address of principal executive offices)		<u>77094</u> (Zip Code)

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

Not applicable.

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

<u>Title of each class</u>	<u>Trading Symbols(s)</u>	<u>Name of each exchange on which registered</u>
N/A	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 2.01 Completion of Acquisition or Disposition of Assets.

On October 12, 2021, Viking Energy Group, Inc. (“**Viking**”) entered into an Assignment of Membership Interests (the “**Assignment Agreement**”) with TO Elysium 2021, L.L.C. (“**Assignee**”), pursuant to which Viking assigned all of its membership interests in Elysium Energy Holdings, LLC (“**Holdings**”) to the Assignee, effective October 12, 2021.

Holdings is the owner of all of the membership interests in Elysium Energy, LLC (“**Elysium Energy**”), which owns all of the membership interests of Elysium Energy LA, LLC (“**Elysium LA**”), Elysium Energy TX, LLC (“**Elysium TX**”), Turtle Bayou, L.L.C. (“**Turtle Bayou**”), Ramos Field, L.L.C. (“**Ramos**”), Point a La Hache, L.L.C. (“**Point**”), and Potash, L.L.C. (“**Potash**”) and, together with Holdings, Elysium Energy, Elysium LA, Elysium TX, Turtle Bayou, Ramos, and Point, the “**Elysium Entities**”), which collectively owned approximately 70 producing wells, 19 salt water disposal wells, and 34 shut in wells as of June 30, 2021. The assets held by the Elysium Entities were acquired by the Elysium Entities in February 2020 from an affiliate of the Assignee (the “**Original Acquisition**”).

In connection with the Original Acquisition, the Elysium Entities entered into that certain Term Loan Agreement, dated as of February 3, 2020, by and among the Elysium Entities and 405 Woodbine LLC, as administrative agent, and the lenders signatory thereto (the “**Term Loan**”). The obligations under the Term Loan are secured by mortgages on the oil and gas leases of the Elysium Entities, a security agreement covering all assets of Elysium Energy, Elysium LA, Elysium TX, Turtle Bayou, Ramos, Point and Potash, and a pledge by Elysium Holdings of all if the membership interests in Elysium Energy. Viking is not a party to the Term Loan. Concurrent with the closing of the Original Acquisition and entrance into the Term Loan in February 2020, Elysium Energy also entered into one or more hedge contracts with respect to a certain percentage of the estimated oil and gas production from Elysium Energy’s oil and gas assets, expiring on or about August 2022.

The consideration for the conveyance of the Elysium Entities by Viking was the assumption by Assignee of all of the obligations associated with the Elysium Entities. Please see the pro forma financial statements provided herewith as Exhibit 99.1 for more detailed information on treatment of the transactions under the Assignment Agreement.

The foregoing description of the Assignment Agreement and the transactions contemplated thereby does not purport to be complete and is subject to, and qualified by, the full text of the Assignment Agreement, which is filed as Exhibit 2.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(a) Pro Forma Financial Information

The unaudited pro forma financial statements of Viking as of and for the six months ended June 30, 2021 and year ended December 31, 2020, in each case giving effect to the transactions under the Assignment Agreement and other transactions, are set forth in Exhibit 99.1 hereto and incorporated herein by reference.

(d) Exhibits.

Exhibit No.	Description
2.1	Assignment of Membership Interests
99.1	Unaudited Pro Forma Financial Statements of Viking Energy Group, Inc.
104	Cover Page Interactive Data File (embedded within Inline XBRL document).

SIGNATURES

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

VIKING ENERGY GROUP, INC.

Date: October 18, 2021

By: /s/ James A. Doris
Name: James A. Doris
Title: Chief Executive Officer

**ASSIGNMENT OF MEMBERSHIP
INTERESTS**

This Assignment of Membership Interests (this “**Assignment**”) dated effective as of October 12, 2021 (the “**Effective Date**”) is entered into by and between Viking Energy Group, (“**Assignor**”) and Elysium 2021, L.L.C. (“**Assignee**”).

RECITALS:

- A. Viking Energy Group, Inc. (“**Viking**”) owns all of the membership interests of Elysium Energy Holdings, LLC (“**Holdings**”);
- B. Holdings owns all of the membership interests of Elysium Energy, LLC (“**ElysiumEnergy**”);
- C. Elysium Energy owns all of the membership interests of ElysiumEnergy LA, LLC, Elysium Energy TX, LLC, Turtle Bayou, LLC, Ramos, LLC, Point a La Hache, LLC and Potash, LLC (collectively, the “**Elysium E&P Entities**”);
- D. The Elysium E&P Entities own interests in certain oil and gas properties located in Louisiana and Texas;
- E. Holdings, as guarantor, and the Elysium E&P Entities, as borrowers, are parties to a Term Loan Credit Agreement, a copy of which has been provided to the Assignee along with copies of production reports, lease operating statements, and other information relating to Holdings and the Elysium E&P Entities;
- F. Assignor has agreed to transfer to Assignee all of the issued and outstanding membership interests owned by Assignor of Holdings (the “**Assigned Interests**”); and
- G. Assignor desires to transfer all of the Assigned Interests to Assignee, and Assignee desires to accept the Assigned Interests from the Assignee.

NOW, THEREFORE, the parties to this Assignment hereby agree as follows:

1. Assignment of Assigned Interests. In exchange for good and valuable consideration, the receipt of which is hereby acknowledged, and effective as of the Effective Date, the Assignor hereby sells, assigns, transfers, conveys and delivers to Assignee, and Assignee hereby purchases and accepts, all of the Assigned Interests on an as-is, where-is basis.

2. Future Cooperation. Assignor and Assignee mutually agree to execute any further deeds, bills of sale, assignments, or other documents as may be reasonably requested by the other party for the purpose of giving effect to, evidencing or giving notice of the transaction evidenced by this Assignment.

Assignment of Membership Interest – Holdings

3. Amendment and Modification; Waiver. This Assignment may be amended, modified and supplemented only by written instrument duly authorized and executed by Assignor and Assignee. No waiver by any party of any of the provisions hereof shall be effective unless explicitly set forth in writing and executed by the party so waiving. The waiver by either party hereto of a breach of any provision of this Assignment shall not operate or be construed as a waiver of any other provision or breach

4. Governing Law. This Assignment shall be governed by, and construed in accordance with, the internal laws of the State of Texas, without regard to conflict of law principles.

5. Counterparts. This Assignment may be executed and delivered (including by facsimile transmission) in one or more counterparts, and by the different parties hereto in separate counterparts, each of which when executed shall be deemed to be an original, but all of which taken together shall constitute one and the same agreement.

6. Severability. If any provision of this Assignment is determined to be invalid or unenforceable, in whole or in part, it is the parties' intention that such determination will not be held to affect the validity or enforceability of any other provision of this Assignment, which provisions will otherwise remain in full force and effect.

7. Successors and Assigns. This Assignment will inure to the benefit of and be binding upon the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective officers thereunto duly authorized as of the date first above written.

Assignor:

VIKING ENERGY GROUP, INC.

/s/ James A. Doris

Name: James A. Doris
Title: President & CEO

Assignment of Membership Interest – Holdings

Assignee:

TO Elysium 2021, L.L.C.

/s/ April Hammel

Name: April Hammel

Title: Secretary

Assignment of Membership Interest – Holdings

Viking Energy Group, Inc.
Unaudited Pro Forma Condensed Combined Financial Statements

VIKING ENERGY GROUP, INC.
UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

The following sets forth unaudited pro forma condensed consolidated financial information of Viking Energy Group, Inc. (the “Company”) prepared in accordance with Article 8-05 of Regulation S-X. You should read this information in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” “Risk Factors” and the Company’s consolidated financial statements and related notes and other financial information included in its most recent Annual Report on Form 10-K, and Quarterly Reports on Form 10-Q. The unaudited pro forma condensed consolidated financial information is based on and has been derived from the Company’s historical consolidated financial statements.

On October 5, 2021, the Company entered into an Assignment of Membership Interests (the “Ichor Assignment Agreement”) with TO Ichor 2021, L.L.C. (“Ichor Assignee”), pursuant to which the Company assigned all of its membership interests in Ichor Energy Holdings, L.L.C. (“Ichor Holdings”) to the Ichor Assignee, effective October 5, 2021 (the “Ichor Assignment”).

On October 12, 2021, the Company entered into an Assignment of Membership Interests (the “Elysium Assignment Agreement”) with TO Elysium 2021, L.L.C. (“Elysium Assignee”), pursuant to which the Company assigned all of its membership interests in Elysium Energy Holdings, L.L.C. (“Elysium Holdings”) to the Elysium Assignee, effective October 12, 2021 (the “Elysium Assignment”).

The unaudited pro forma condensed consolidated balance sheet as of June 30, 2021 and statements of operations for the year ended December 31, 2020 and the six months ended June 30, 2021 give pro forma effect to the elimination of certain assets and liabilities associated with the Ichor Assignment and Elysium Assignment as if they occurred on June 30, 2021 (in the case of the balance sheet) or January 1, 2020 (in the case of the statement of operations).

The unaudited pro forma condensed consolidated financial information includes unaudited pro forma adjustments that are factually supportable and directly attributable to the respective transactions. In addition, the unaudited pro forma adjustments are expected to have a continuing impact on the Company’s results. The Company has prepared the unaudited pro forma condensed consolidated financial information for illustrative purposes only and it does not purport to represent what the results of operations or financial condition would have been had the respective transactions actually occurred on the dates indicated, nor does the Company purport to project the results of operations or financial condition for any future period or as of any future date. The actual results of operations may differ significantly from the pro forma amounts reflected herein due to a variety of factors.

VIKING ENERGY GROUP, INC.
UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

VIKING ENERGY GROUP, INC.
UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET
AS OF JUNE 30, 2021

	Historical, June 30, 2021	Pro Forma Ichor Adjustments	Pro Forma Elysium Adjustments	Pro Forma June 30, 2021
ASSETS				
Current assets				
Cash and cash equivalents	\$ 7,471,030	(3,525,933)(a)	(2,910,181)(a)	\$ 1,034,916
Accounts receivable	5,836,331	(2,449,384)(a)	(2,482,221)(a)	904,727
Total current assets	13,307,361			1,939,643
Oil and gas properties, net	97,656,287	(56,955,136)(a)	(25,333,763)(a)	15,367,388
Fixed assets, net	357,770			357,770
Deposits	57,896		(47,596)(a)	10,300
TOTAL ASSETS	\$ 111,379,314			\$ 17,675,101
LIABILITIES AND MEMBERS' EQUITY				
Current liabilities				
Accounts payable and accrued expenses	\$ 5,328,304	(1,622,859)(a)	(2,412,563)(a)	\$ 1,292,882
Derivative liability	12,649,422	(8,844,538)(a)	(3,804,884)(a)	-
Undistributed revenue and royalties	5,833,882	(2,192,997)(a)	(1,144,132)(a)	2,496,753
Current portion of long term debt	44,325,164	(2,301,067)(a)	(29,506,906)(a)	12,517,191
Total current liabilities	68,136,772			16,306,826
Long term debt - net of current portion	51,636,447	(48,740,242)(a) (a)		2,896,205
Operating lease liability	204,714			204,714
Asset retirement obligations	6,455,705	(2,000,485)(a)	(2,545,685)(a)	1,909,535
Total Liabilities	126,433,638			21,317,280
Stockholders' Equity				
Equity and accumulated income (loss)	(15,054,324)	2,771,736(a)	8,640,409(a)	(3,642,179)
Total Stockholders' Equity (Deficit)	(15,054,324)			(3,642,179)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 111,379,314			\$ 17,675,101

VIKING ENERGY GROUP, INC.
UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

VIKING ENERGY GROUP, INC.
UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS
FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2021

	Historical Six Months Ended June 30, 2021	Pro Forma Ichor Adjustments	Pro Forma Elysium Adjustments	Pro Forma Six Months Ended June 30, 2021
REVENUE				
Oil and gas sales	\$ 21,190,712	(8,919,858)(b)	(9,967,483)(b)	\$ 2,303,371
OPERATING EXPENSES				
Lease operating costs	9,974,748	(3,863,816)(b)	(4,679,372)(b)	1,431,560
General and administrative	2,320,934	(590,960)(b)	(360,812)(b)	1,369,162
Stock based compensation	388,543			388,543
Depreciation, depletion and amortization	4,663,227	(2,017,637)(b)	(1,550,822)(b)	1,094,768
Accretion - ARO	289,674	(92,348)(b)	(117,504)(b)	79,822
TOTAL OPERATING EXPENSES	<u>17,637,126</u>			<u>4,363,855</u>
INCOME (LOSS) FROM OPERATIONS	3,553,586			(2,060,484)
OTHER INCOME (EXPENSE)				
Interest expense	(6,431,875)	3,505,183(b)	2,229,395(b)	(697,297)
Amortization of debt discount	(2,145,036)	435,414(b)	982,425(b)	(727,197)
Change in fair value of derivatives	(12,976,173)	10,064,747(b)	2,911,426(b)	-
Loss on financing settlements	(926,531)			(926,531)
Other income (expense)	22,002		(273)	21,729
TOTAL OTHER INCOME (EXPENSE)	<u>(22,457,613)</u>			<u>(2,329,296)</u>
NET INCOME (LOSS)	<u>\$ (18,904,027)</u>			<u>\$ (4,389,780)</u>
EARNINGS (LOSS) PER COMMON SHARE				
Basic and Diluted	<u>\$ (0.28)</u>			<u>\$ (0.07)</u>
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING				
Basic and Diluted	<u>67,350,993</u>			<u>67,350,993</u>

VIKING ENERGY GROUP, INC.
UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

VIKING ENERGY GROUP, INC.
UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2020

	Historical Year Ended December 31, 2020	Pro Forma Ichor Adjustments	Pro Forma Elysium Adjustments	Pro Forma Year Ended December 31, 2020
REVENUE				
Oil and gas sales	\$ 40,266,780	(20,897,507)(b)	(15,810,766)(b)	\$ 3,558,507
OPERATING EXPENSES				
Lease operating costs	19,075,749	(8,048,969)(b)	(9,253,781)(b)	1,772,999
Impairment of oil and gas properties	37,500,000	(20,568,275)(b)	(b)	16,931,725
General and administrative	4,966,059	(1,027,404)(b)	(791,968)(b)	3,146,687
Stock based compensation	5,625,302			5,625,302
Depreciation, depletion and amortization	13,513,735	(6,029,318)(b)	(3,727,044)(b)	3,757,373
Accretion - asset retirement obligations	1,111,266	(5,797)(b)	(913,853)(b)	191,616
TOTAL OPERATING EXPENSES	<u>81,792,111</u>			<u>31,425,702</u>
INCOME (LOSS) FROM OPERATIONS	(41,525,331)			(27,867,195)
OTHER INCOME (EXPENSE)				
Interest expense	(19,697,942)	7,234,611(b)	4,228,947(b)	(8,234,384)
Amortization of debt discount	(7,321,178)	880,449(b)	1,618,760(b)	(4,821,969)
Change in fair value of derivatives	5,485,573	(6,227,391)(b)	893,458(b)	151,640
Loss on financing settlements	(931,894)			(931,894)
Other income (expense)	2,527	(23,583)(b)	(1,297)(b)	(22,353)
TOTAL OTHER INCOME (EXPENSE)	<u>(22,462,914)</u>			<u>(13,858,960)</u>
NET INCOME (LOSS)	(63,988,245)			(41,726,155)
Net loss attributable to noncontrolling interest	1,996,511			1,996,511
NET INCOME (LOSS) ATTRIBUTABLE TO VIKING ENERGY GROUP, INC.	<u>\$ (61,991,734)</u>			<u>\$ (39,729,644)</u>
EARNINGS (LOSS) PER COMMON SHARE				
Basis and Diluted	<u>\$ (2.42)</u>			<u>\$ (1.50)</u>
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING				
Basis and Diluted	<u>26,459,006</u>			<u>26,459,006</u>

VIKING ENERGY GROUP, INC.
NOTES TO UNAUDITED PRO FORMA CONDENSED FINANCIAL STATEMENTS

Ichor Holdings and Elysium Holdings Assignment Adjustments to the Unaudited Pro Forma Condensed Consolidated Balance Sheet

The following adjustments have been made to the accompanying unaudited pro forma condensed consolidated balance sheet as of June 30, 2021.

- (a) Reflects the elimination of assets and liabilities and resulting gain on membership interest assignment of the properties sold.

Ichor Holdings and Elysium Holdings Assignment Adjustments to the Unaudited Pro Forma Condensed Consolidated Statements of Operations

The following adjustments have been made to the accompanying unaudited pro forma condensed consolidated statements of operations for the six months ended June 30, 2021, and the year ended December 31, 2020.

- (b) Represents the elimination of gas and oil production revenue and expenses for the properties sold.