**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, 2017**

**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) |

**4200 Montrose Blvd, Suite 410**
**Houston, HX 77006**
(Address of principal executive offices)

**(212) 653 0946**
(Registrant's telephone number, including area code)

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

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

Securities registered pursuant to Section 12(g) of the Act: **Common Stock**

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 | ☒ |

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, 2017, the aggregate market value of the shares of the Registrant's common equity held by non-affiliates was approximately $9,361,831, using the June 30, 2017 closing price of the Registrant's common stock of $0.17/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 April 15, 2018, was 72,447,991.

## EXPLANATORY NOTE

The Company has not been able to have its independent registered public accountant complete the audit of the consolidated financial statements for the year ended December 31, 2017.

This report is deficient because the annual financial statements contained in this report for the year ended December 31, 2017 and 2016 have not been audited by an independent registered public accountant as required by Rule 10-01(d) of Regulation S-X. Accordingly, the Company is deemed not to be current in its filings required under the Securities Exchange Act of 1934, as amended. The Company understands that completion of an audit of its annual financial statements and the filing of an amendment to this annual report after conclusion of the audit (with audited financial statements and the requisite auditors' report) will make this report current, although it will not be deemed timely for purposes of the rules governing eligibility to use registration statements on Forms S-2 and S-3.

When the audit is complete, the Company will file an amendment to this report which will include the independent auditors' report on both years and the required certifications of the Company's Principal Executive Officer and Principal Financial and Accounting Officer as required by Sections 302 and 906 of the Sarbanes-Oxley Act.

## 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

### Item 1. Business

Viking Energy Group, Inc., is sometimes 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, and remained inactive until June 27, 1998. 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., and the Company's ticker symbol was changed to "VKIN." 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 its 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 numerous 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 interests in oil and gas leases in Texas, Louisiana and Mississippi.

*Other Information*

Neither the Company nor any of its subsidiaries engaged in any research and development activities during 2016. The Company does not manufacture any products or engage in any activity that requires compliance with environmental laws.

*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 Exchange Act. The Company is subject to disclosure filing requirements including filing Form 10-K's annually and Form 10-Q's quarterly. 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 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.*

***There is doubt about our ability to continue as a going concern due to our operating history of net losses, negative working capital and insufficient cash flows, and lack of liquidity to pay our current obligations, all of which means that we may not be able to continue operations.***

Our independent accounting firm has added an explanatory paragraph to their audit opinion issued in connection with the financial statements. We cannot provide our shareholders any assurance that we will be able to raise sufficient funding from the generation of revenue, the sale of our common stock, or through financing to sustain the Company over the next twelve months. We do not have enough cash on hand to meet our obligations over the next twelve months. As discussed in Note 1 to our financial statements for the years ended December 31, 2017 and 2016, the facts that we have generally had net losses and a working capital deficiency raise substantial doubt about our ability to continue as a going concern.

***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.

***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.

***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, or our partners', 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 provinces, states or territories we operate in. 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 certain 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.

***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 in Alberta, Canada, Kansas, and Missouri. 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.

***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 on units containing 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, or our partners, 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.

***Need for Additional Financing***

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 a need for additional financing. If additional capital is needed, 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 financed with its modest capital.

***Regulation of Penny Stocks***

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 purchasers in an offering to sell their securities in any market that might develop.

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 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.

***Lack of Operating History***

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.

***No Assurance of Success or Profitability***

There is no assurance that the Company will be able to successfully implement its business plan and provide the contemplated services to its client companies. Even if the Company is successful in providing its services to its client companies, there is a risk that it will not generate revenues or profits, or that the market price of the Company's common stock will increase.

***Impracticality of Exhaustive Investigation***

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 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 with 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.

***Lack of Diversification***

Because of the limited financial resources that the Company has, it is unlikely that the Company will be able to diversify its acquisitions or operations. The Company's probable inability to diversify its activities into multiple areas will subject the Company to economic fluctuations within a particular business or industry and therefore increase the risks associated with the Company's operations.

***Reliance upon Financial Statements***

The Company generally will require audited financial statements from companies with which it seeks to enter into a contractual arrangement. In cases where no audited financials are available, the Company will have to rely upon interim period unaudited information received from a prospective client company's management that has not been verified by outside auditors. The lack of the type of independent verification which audited financial statements would provide increases the risk that the Company, in evaluating a contractual arrangement with such a company, will not have the benefit of full and accurate information about the financial condition and recent interim operating history of that company. This risk increases the prospect that the contractual arrangement with such a company might prove to be an unfavorable one for the Company or the holders of the Company's securities.

Moreover, the Company will be subject to the reporting provisions of the Exchange Act, and thus will be required to furnish certain information about significant contractual arrangements, including audited financial statements for any business with which it enters into a contractual arrangement for control. Consequently, prospects that do not have, or are unable to provide reasonable assurances that they will be able to obtain, the required audited statements would not be considered by the Company to be appropriate clients so long as the reporting requirements of the Exchange Act are applicable. Should the Company, during the time it remains subject to the reporting provisions of the Exchange Act, complete into a contract for control of an entity for which audited financial statements prove to be unobtainable, the Company would 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 on any existing stock exchange.

Moreover, the lack of such financial statements is likely to 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 or the Securities Act, and the ability of the Company to raise capital would be significantly limited until such financial statements were to become available.

***Other Regulation***

A contractual arrangement for acquisition of equity ownership of or control may be of a company that is subject to rules and regulation by federal, state, local or foreign authorities. Compliance with such rules and regulations can be expected to be a time-consuming, expensive process and may limit other opportunities of the Company.

***Limited Participation of Management***

The Company is heavily dependent upon the skills, talents, and abilities of its management, who currently have other business interests and do not devote their full time to management of the Company.

***Lack of Continuity in Management***

The Company does not have any employment agreements with its Chief Executive Officer and President, Mr. Doris, and its Chief Financial Officer, Mr. Barker. 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. A decision to resign will be based upon the identity of the business opportunity and the nature of the transaction and is likely to occur without the vote or consent of the stockholders of the Company.

***No Independent Audit Committee***

The Company does not have an independent Audit Committee of its Board of Directors. The entire Board of Directors functions as the Company's Audit Committee. The Sarbanes-Oxley Act of 2002, as amended or the SOX and rules and regulations adopted by the SEC to implement the SOX impose certain standards on listed companies relative to the maintenance and operations of Board of Directors Audit Committees, including but not limited to the requirement that Audit Committees be appointed, that membership of such committees comprise only independent directors, that a financial professional be among the membership of such committee and that such committee be afforded an adequate operating budget and be able to employ independent professional advisors. The SOX also requires that the Audit Committee oversee the work of a company's outside auditors and that the outside auditors be responsible to the Audit Committee. At this time, the Company is not in compliance with the requirements of the Sarbanes-Oxley Act as they relate to independent Board of Directors Audit Committees. The Company believes that under rules and regulations adopted by the SEC to implement these provisions of the SOX it is not required to comply with its requirements relating to the appointment of an Audit Committee of its Board of Directors and conforming with the enumerated standards and guidelines because the Company is not a "Listed Company" as defined therein. Notwithstanding, the Company may ultimately be determined not to be in compliance therewith and may therefore face penalties and restrictions on its operations until it comes into full compliance. Additionally, the Company's failure to comply with the provisions of the SOX could preclude it from being listed on NASDAQ or any other stock exchanges until it can show that it is in compliance. The Company's failure to be in compliance with the SOX could also present an impediment to a potential business combination where the target company intends that the Company apply for listing on NASDAQ or any other applicable stock exchanges.

***Indemnification of 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. The Company will also 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.

***Dependence 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 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, if they are able to provide the required services.

***No Foreseeable Dividends***

The Company has not paid dividends on its common stock and does not anticipate paying such dividends in the foreseeable future.

***Loss of Control by Present Management and Shareholders***

The Company may consider, as consideration for future business opportunities, an amount of the Company's authorized but unissued common stock that would, upon issuance, represent the great majority of the voting power and equity of the Company. The result would be that another company's stockholders and management would control the Company, and the Company's Board of Directors and management could be replaced by persons unknown at this time. Such a merger would result in a greatly reduced percentage of ownership of the Company by its current shareholders.

***Rule 144 Sales***

The majority of the outstanding shares of common stock held by present stockholders are "restricted securities" within the meaning of Rule 144 under the Securities Act. As restricted shares, these shares 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. A sale under Rule 144 or under any exemption from the Securities Act, if available, or pursuant to subsequent registration of shares of common stock of present stockholders, may have a depressive effect upon the price of the Company's common stock.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

The Company previously leased office space on a month-to-month basis at 1330 Avenue of the Americas, Suite 23 A, New York, New York, 10019. During April of 2018, we relocated our headquarters and principal executive offices to 4200 Montrose, Suite 410, Houston, Texas, 77006.

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.

As of December 31, 2017, this Canadian property consists of one oil well producing from the Leduc Formation, three suspended oil wells, one abandoned oil well, and a suspended water injector.

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 6, 2017, the Company through Mid-Con Drilling, entered into an agreement to purchase a 100% working interest in five new oil and gas leases in Allen and Woodson Counties in Kansas, comprising approximately 1,000 acres, which closed on or about January 12, 2018. 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.

As of December 31, 2017, these central United States oil and gas properties consist of interests in approximately three hundred seventy-seven producing wells and one hundred thirty-five 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 subsidiaries described in Exhibit 21.1 hereto, with those subsidiaries having working interests in oil and gas leases in Texas, Louisiana and Mississippi.

As of December 31, 2017, these properties consist of sixteen producing wells, seventeen non-producing wells and two salt water disposal wells.

**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, 2017, 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, 2017, the Company's common stock was quoted on the OTC Link LLC operated by OTC Markets Group, Inc. under the symbol "VKIN." 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 2017 and 2016, 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, 2016 | 0.25 | 0.05 |
| June 30, 2016 | 0.29 | 0.10 |
| September 30, 2016 | 0.29 | 0.06 |
| December 31, 2016 | 0.25 | 0.07 |
| 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 |

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, 2017, the Company had approximately 152 shareholders of record of common stock, including shares held by brokerage clearing houses, depositories or otherwise in unregistered form. The Company does not know the beneficial owners 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.

**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.

**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. In November of 2014, the Company entered its first contract of this kind.

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 which were registered in its name. 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 further oil and gas interests in the central United States. In 2016 and 2017, the Company acquired numerous oil and gas interests in Kansas, and in December of 2017, the Company acquired Petrodome Energy, LLC, a Texas limited liability company based in Houston, Texas, with interests in oil and gas leases in Texas, Louisiana and Mississippi.

*Going Concern Qualification*

The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management has no formal plan in place to address this concern but considers that the Company will be able to obtain additional funds by equity financing and/or related party advances; however, there is no assurance of additional funding being available.

**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:** | **2017** | **2016** |
| Current Assets | $ 7,176,069 | $ 249,252 |
| Current Liabilities | $ 9,845,948 | $ 3,812,732 |
| Asset retirement obligation | $ 3,096,263 | $ 833,017 |
| Working Capital (deficit) | $(2,669,879) | $(3,563,480) |

| | Years Ended December 31, | |
|---|---|---|
| **Cash Flows:** | **2017** | **2016** |
| Net Cash Provided by (Used in) Operating Activities | $(1,592,040) | $ (108,555) |
| Net Cash Provided by (Used in) Investing Activities | $ (767,683) | $(2,270,857) |
| Net Cash Provided by (Used in) Financing Activities | $ 8,076,377 | $ 2,367,432 |
| Increase (Decrease) in Cash during the Period | $ 5,716,654 | $ (11,980) |
| Cash and Cash Equivalents, End of Period | $ 5,735,259 | $ 18,605 |

The Company had current assets of $7,176,069 as of December 31, 2017, as compared to $249,252 in the comparable period in 2016. The Company had current liabilities of $9,845,948 as of December 31, 2017, as compared to $3,812,732 in the comparable period in 2016. The increase in both current assets and current liabilities is mainly a result of the acquisition of Petrodome and the increased borrowing to fund acquisitions. The Company had a working capital deficit of $2,669,879 as of December 31, 2017, compared to a working capital deficit in December 31, 2016, of $3,563,480.

Cash used in operating activities increased to ($1,592,040) during the fiscal year ended December 31, 2017, as compared to ($226,555) in the comparable period in 2016.

Cash from financing activities increased to $8,076,377 during the fiscal year ended December 31, 2017, as compared to 2,467,432 in the comparable period in 2016. The increase was mostly due to the Company successfully arranging for new debt to facilitate property acquisitions.

Cash used in investing activities decreased to ($767,683) during the fiscal year ended December 31, 2017, as compared to ($2,252,857) in the comparable period in 2016. The decrease 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 $1,982,018 for the year ended December 31, 2017, representing its share of revenue from its 50% working interest in the Joffre Property, and the revenue being generated through the oil and gas acquisitions in the central United States.

*Expenses*

The Company's operating expenses increased by $5,047,747 to $8,675,710 for the year ended December 31, 2017, from $3,627,963 for the year ended December 31, 2016. This increase is mainly attributable to stock-based compensation of $5,405,106 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 $6,693,692 for the year ended December 31, 2017, as compared to a loss from operations of $3,251,134 for the year ended December 31, 2016. 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.

*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.

*Subsequent Events*

On January 30, 2018, the Company issued 100,000 common shares to individuals for services.

*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 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.

Revenues from oil and gas properties are recognized under the entitlements method of accounting, whereby revenue is recognized on the amount the Company is entitled to, based on its interest in the property after all costs associated with exploration, gathering, marketing and sales relative to the volumes of product sold.

The Company has updated its accounting for net operating losses to reflect accumulated deficits.

**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.

**Item 8. Financial Statements and Supplementary Data**

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**VIKING ENERGY GROUP, INC.**
**Consolidated Balance Sheets**
**As at December 31, 2017 and 2016**
**(Amounts expressed in US dollars)**

| | December 31 | |
|---|---|---|
| | **2017** | **2016** |
| **ASSETS** | | |
| **Current assets:** | | |
| Cash | $ 536,156 | $ 18,605 |
| Restricted cash | 5,199,103 | - |
| Accounts receivable – oil and gas | 573,295 | 66,176 |
| Accounts receivable – joint interest billings | 318,801 | - |
| Other receivable – related party | 548,714 | 76,939 |
| Prepaid expenses | - | 87,532 |
| Total current assets | 7,176,069 | 249,252 |
| | | |
| **Oil and gas properties, full cost method** | | |
| Proved developed producing oil and gas properties, net | 12,424,105 | 1,765,373 |
| Undeveloped and non-producing oil and gas properties, net | 27,302,914 | 1,237,489 |
| Total Oil and gas properties, net | 39,727,019 | 3,002,862 |
| | | |
| Fixed assets, net | 166,741 | - |
| Long term investment | - | 106,930 |
| Other assets | 9,396 | - |
| **TOTAL ASSETS** | $47,079,226 | $ 3,359,044 |
| | | |
| **LIABILITIES AND STOCKHOLDERS' DEFICIT** | | |
| **Current liabilities:** | | |
| Accrued expenses and other current liabilities | $ 397,070 | $ 179,421 |
| Accounts payable | 465,869 | 121,365 |
| Undistributed revenues and royalties | 1,175,200 | - |
| Derivative liability | 1,052,788 | 1,136,894 |
| Amount due to directors | 1,192,970 | 1,072,576 |
| Current portion of long term debt - net of debt discount | 5,562,051 | 1,302,476 |
| Total current liabilities | 9,845,948 | 3,812,732 |
| Long term debt – net of current portion and debt discount | 9,742,830 | 1,579,469 |
| Asset retirement obligation | 3,096,263 | 833,017 |
| **TOTAL LIABILITIES** | 22,685,041 | 6,225,218 |
| | | |
| Commitments and contingencies (Note 9) | - | - |
| | | |
| **STOCKHOLDERS' EQUITY (DEFICIT)** | | |
| Preferred stock, $0.001 par value, 5,000,000 shares authorized, 28,092 Shares issued and outstanding as of December 31, 2017 and 2016 | 28 | 28 |
| Common stock, $0.001 par value, 100,000,000 shares authorized, 72,347,991 and 53,093,192 shares issued and outstanding as of December 31, 2017 and 2016, respectively | 72,348 | 53,093 |
| Additional Paid-In Capital | 19,029,892 | 11,526,847 |
| Prepaid equity-based compensation | (11,827) | (35,068) |
| Accumulated other comprehensive loss | - | (1,446) |
| Retained Earnings (Accumulated deficit) | 5,303,744 | (14,409,628) |
| **TOTAL STOCKHOLDERS' EQUITY (DEFICIT)** | 24,394,185 | (2,866,174) |
| **TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)** | $47,079,226 | $ 3,359,044 |

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

**VIKING ENERGY GROUP, INC.**
**Consolidated Statements of Operations and Comprehensive Loss**
**For the Years Ended December 31, 2017 and 2016**
**(Amounts expressed in US dollars)**

| | For the Years Ended December 31, 2017 | For the Years Ended December 31, 2016 |
|---|---|---|
| **Revenue** | | |
| Oil and gas sales | $ 1,982,018 | $ 376,829 |
| **Operating expenses** | | |
| Lease operating costs | 1,136,883 | 248,294 |
| Impairment of oil and gas properties | - | 1,710,393 |
| General and administrative | 1,568,501 | 780,859 |
| Stock based compensation | 5,405,106 | 766,882 |
| Accretion – asset retirement obligations | 58,075 | 22,963 |
| Depreciation, depletion & amortization | 507,145 | 98,572 |
| **Total operating expenses** | 8,675,710 | 3,627,963 |
| **Loss from operations** | (6,693,692) | (3,251,134) |
| **Other income (expenses)** | | |
| Interest expense | (1,604,185) | (2,483,308) |
| Change in fair value of derivatives | 48,875 | 204,387 |
| Loss on sale of investments | (7,185) | |
| Gain on settlement of debt | - | 102,868 |
| Bargain purchase gain | 27,969,559 | |
| Realized loss on available-for-sale securities | - | (18,000) |
| **Total other income (expenses)** | 26,407,064 | (2,194,053) |
| **Net loss before income taxes** | 19,713,372 | (5,445,187) |
| Income tax expense | - | - |
| **Net Income (loss)** | 19,713,372 | (5,445,187) |
| **Other comprehensive income (loss)** | | |
| Unrealized gain (loss) on securities available-for-sale | 1,446 | 156,978 |
| **Net Comprehensive Income (loss)** | $19,714,818 | $ (5,288,209) |
| Loss per weighted average number of common shares outstanding – basic | $ 0.32 | $ (0.12) |
| Weighted average number of common shares outstanding – basic and diluted | 62,589,388 | 45,721,005 |

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

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

| | For the Years Ended December 31, 2017 | 2016 |
|---|---|---|
| **Cash flows from operating activities:** | | |
| Net income (loss) | $ 19,713,372 | $(5,445,187) |
| **Adjustments to reconcile net loss to cash used in operating activities:** | | |
| Change in fair value of derivative liability | (48,875) | (204,387) |
| Gain on settlement of debt | - | (102,868)) |
| Realized loss on long term investment | 7,185 | 18,000 |
| Stock based compensation | 5,405,106 | 766,882 |
| Stock based interest payment | - | 326,375 |
| Bargain purchase gain | (27,969,559) | - |
| Depreciation, depletion and amortization | 507,145 | 98,572 |
| Impairment of oil and gas properties | - | 1,710,393 |
| Accretion - Asset retirement obligation | 58,075 | 22,963 |
| Allowance for bad debt | 129,385 | 76,938 |
| Amortization of debt discount | 1,105,745 | 1,803,978 |
| **Changes in operating assets and liabilities** | | |
| Accounts receivable | (559,566) | (66,176) |
| Accounts receivable – joint interest billings | (318,801) | |
| Other receivables | (548,714) | |
| Prepaid expenses | 226,717 | 31,672 |
| Accounts payable | 344,504 | 119,459 |
| Accrued expenses and other current liabilities | 218,624 | 189,342 |
| Amounts due to directors | 137,617 | 427,489 |
| **Net cash used in operating activities** | (1,592,040) | (226,555) |
| | | |
| **Cash flows from investing activities:** | | |
| Purchase of oil and gas properties | (2,122,643) | (2,252,857) |
| Cash acquired with acquisition | 1,253,769 | - |
| Proceeds from sale of investments | 101,191 | - |
| **Net cash used in investing activities** | (767,683) | (2,252,857) |
| | | |
| **Cash flows from financing activities:** | | |
| Proceeds from amount due to directors | 171,311 | - |
| Repayment of amount due to directors | (393,438) | (69,904) |
| Proceeds from sale of common stock | 331,667 | 426,250 |
| Common stock issuance costs | - | (37,500) |
| Debt issuance costs | (216,000) | - |
| Proceeds from long term debt | 10,171,170 | 2,747,086 |
| Repayment of long term debt | (1,988,333) | (598,500) |
| **Net cash provided by financing activities** | 8,076,377 | 2,467,432 |
| | | |
| **Net increase (decrease) in cash** | 516,654 | (11980) |
| **Cash, beginning of year** | 18,605 | 30,585 |
| **Cash, end of year** | $ 5,735,259 | $ 18,605 |
| Supplemental Cash Flow Information: | | |
| Cash paid for: | | |
| Interest | $ 305,648 | $ 139,631 |
| Income taxes | $ - | $ - |
| Supplemental Disclosure of Non-Cash Investing and Financing Activities: | | |
| Issuances of shares for convertible debt and accrued expenses | $ - | $ 6,778 |
| Recognition of asset retirement obligation | $ 2,205,171 | $ 363,808 |
| Issuance of shares for oil and gas property acquisitions | $ 460,600 | $ 1,445,692 |
| Amount due seller for oil and gas property acquisition | $ 2,000,000 | $ 203,000 |
| Issuance of warrants for 4,062,500 common shares as debt discount | $ - | $ 416,315 |
| Issuance of shares and warrants as discount on debt | $ 917,411 | $ - |
| Prepayment of contract through amounts due directors | $ 100,000 | $ - |
| Convertible notes paid through advances from directors | $ - | $ 100,000 |
| Long term debt paid through amounts due directors | $ 97,500 | $ - |
| Accrued expenses exchanged for long term debt | $ 9,500 | $ - |
| Sale of shares through satisfaction of unrelated notes payable | $ 127,215 | $ - |

| | | | | |
|---|---|---|---|---|
| Payments to vendors from debt proceeds | $ | - | $ | 120,164 |
| Debt discount on convertible debt | $ | - | $ | 76,250 |
| Exchange long term investment for prepaid services | $ | - | $ | 119,204 |
| Accounts payable reclassified to debt | $ | - | $ | 18,000 |
| Convertible note paid through revolving credit facility | $ | - | $ | 1,100,000 |

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

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**VIKING ENERGY GROUP, INC.**
**Consolidated Statement of Changes in Stockholders' Deficit**
**(Amounts expressed in US dollars)**

| | Common Stock | | Shares to be Issued | | Preferred Stock | | Additional Paid-in Capital | Prepaid Equity-Based Compensation | Accumulated Other Comprehensive Loss | Accumulated Deficit | Total Stockholders' Deficit |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Number | Amount | Number | Amount | Number | Amount | | | | | |
| Balances at December 31, 2015 | 30,333,993 | $ 30,334 | - | $ - | 28,092 | $ 28 | $ 7,960,372 | $ (145,562) | $ (158,424) | $ (8,964,441) | $ (1,277,693) |
| Shares issued in satisfaction of debt | 300,926 | 301 | | | | | 9,810 | | | | 10,111 |
| Derivative liability adjustments - satisfaction of convertible debt | | | | | | | 685,668 | | | | 685,668 |
| Shares issued for consulting services | 1,315,000 | 1,315 | | | | | 164,185 | | | | 165,500 |
| Shares issued in acquisition of oil and gas properties | 14,862,021 | 14,862 | | | | | 1,430,829 | | | | 1,445,691 |
| Shares issued as prepaid equity-based compensation | 5,000,000 | 5,000 | | | | | 795,000 | (800,000) | | | - |
| Cancellation of shares issued as prepaid equity-based compensation | (4,000,000) | (4,000) | | | | | (636,000) | 640,000 | | | - |
| Sale of stock | 2,841,667 | 2,842 | | | | | 423,408 | | | | 426,250 |
| Capital issuance costs | | | | | | | (37,500) | | | | (37,500) |
| Shares issued as payment for interest expense | 1,931,250 | 1,931 | | | | | 324,444 | | | | 326,375 |
| Shares issued as additional discount on debt | 508,335 | 508 | | | | | 75,742 | | | | 76,250 |
| Warrants issued for services | | | | | | | 330,889 | | | | 330,889 |
| Amortization of prepaid equity-based compensation | | | | | | | | 270,494 | | | 270,494 |
| Unrealized gain (loss) on securities held for sale | | | | | | | | | 156,978 | | 156,978 |
| Net loss for the year ended December 31, 2016 | | | | | | | | | | (5,445,187) | (5,445,187) |
| 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 | 2,892,889 | 2,894 | | | | | 478,739 | | | | 481,633 |
| 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 issued for services | 1,057,000 | 1,057 | | | | | 210,358 | | | | 211,415 |
| 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 | | | | | | | | | | 19,713,372 | 19,713,372 |
| Balances at December 31, 2017 | 72,347,990 | $ 72,348 | - | $ - | 28,092 | $ 28 | $ 19,029,892 | $ (11,827) | $ - | $ 5,303,744 | $ 24,394,185 |

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”) was incorporated under the laws of the State of Florida on May 3, 1989, as Sparta Ventures Corp. and remained inactive until June 27, 1998. After several name changes, the Company merged with and into a wholly-owned subsidiary, SinoCubate, Inc., which remained the surviving entity of the merger. SinoCubate, Inc. was formed in the State of Nevada on September 11, 2008. The merger resulted in a change of name of the Company from Synthenol Inc. to SinoCubate, Inc., and a change in the state of incorporation of the Company from Florida to Nevada. On June 13, 2012, the Company changed its name to Viking Investments Group, Inc., and the Company’s ticker symbol was changed to “VKIN.” 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. In November of 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. On March 8, 2016, the Company incorporated a wholly owned subsidiary, Viking Oil & Gas (Canada) ULC, in Alberta, Canada, to hold its Canadian oil and gas interests. 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 August 30, 2016, the Company incorporated an additional wholly owned subsidiary, Mid-Con Petroleum, LLC, in the State of Kansas to hold certain of its acquisitions in the central United States. On October 4, 2016, the Company, through 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 August 25, 2017, the Company created an additional wholly owned subsidiary, Mid-Con Drilling, LLC. (“Mid-Con Drilling”), in the State of Kansas to hold additional acquisitions in the central United States. On September 11, 2017, the Company through 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. Existing production from the acquired interests is approximately twenty-two barrels of oil per day. 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. 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. Existing production from the acquired interests is approximately thirteen barrels of oil per day. The purchase includes an undivided interest in all oil and gas wells, equipment, fixtures and other personal property located upon the leased properties. 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. 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 Development completed an acquisition of working interests in approximately 41 oil leases in Ellis and Rooks Counties in Kansas, comprising several thousand acres.

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 had net comprehensive income of $19,714,818 and a net comprehensive loss of $5,288,209 for the years ended December 31, 2017 and 2016, respectively. The Company has accumulated a stockholders’ equity of $24,394,185 as of December 31, 2017. The income and equity in 2017 are reflective of a large bargain purchase gain, and not results of operations in normal course. The Company’s ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management has no formal plan in place to address this concern but considers that the Company will be able to obtain additional funds by equity financing and/or related party advances; 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 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 on March 8, 2016, to provide a base of operations for properties in Canada, Mid-Con Petroleum, LLC, formed on August 30, 2016, Mid-Con Drilling, LLC, formed on August 25, 2017, and Mid-Con Development, LLC, formed on December 27, 2017, all to provide a base of operations for properties in the Central United States, and Petrodome Energy, LLC, based in Houston, Texas to provide a base of operations to facilitate property acquisitions in Texas, Louisiana and Mississippi. All significant intercompany transactions and balances have been eliminated upon consolidation.

c) Use of Estimates in the Preparation of Financial Statements

The preparation of consolidated financial statements in conformity with 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. The Company's actual results could vary materially from management's estimates and assumptions. Significant areas requiring the use of management estimates relate to the determination of expected tax rates for future income tax recoveries, stock-based compensation, embedded derivative liabilities, asset retirement obligations and impairment of long-lived assets.

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 other receivable – related party, long-term investment, accrued expenses and other current liabilities, accounts payable, derivative liabilities, 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, 2017 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 | | | | |
| 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 |

Assets and liabilities measured at fair value as of December 31, 2016 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 | | | | |
| Long term investment | $ 106,930 | $ - | $ - | $ 156,978 |
| | $ 106,930 | $ - | $ - | $ 156,978 |
| Financial liabilities | | | | |
| Derivative liabilities | $ - | $ - | $ 1,075,833 | $ 265,448 |
| Commodity Derivative | - | 61,061 | - | (61,061) |
| | $ - | $ 61,061 | $ 1,075,833 | $ 204,387 |

The Company's long-term investment consisted of 1,437,500 common shares of Tanager Energy Inc., as of December 31, 2016, which is traded on the TSX Venture Exchange (Toronto Stock Exchange). 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, and $156,978 for the year ended December 31, 2016.

The Company had commodity financial derivatives in place at December 31, 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, the instruments themselves are traded with unrelated counterparties and are not openly traded on an exchange.

The Company uses the Black-Scholes model to value its derivative liabilities. This model takes into account inputs such as contract terms, including maturity and market parameters, including assumptions associated with interest rates, volatility and credit worthiness. The derivative liabilities of the Company were $1,052,788 and $1,136,894 as of December 31, 2017 and 2016 respectively. The change in the fair value of the derivative 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 and a gain recognized in the statement of operations and comprehensive loss in the amount of $48,875.

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, 2017 and 2016, the Company does not have any cash deposits in excess of FDIC insured limits.

Restricted cash in the amount of $5,199,103 represents cash provided through funding for the Petrodome acquisition, restricted for drilling and exploration.

f) Accounts receivable

Accounts receivable consist of oil and gas receivables. The Company has classified these as short-term assets in the balance sheet because the Company expects repayment or recovery within the next 12 months. The Company evaluates these accounts receivable for collectability and, when necessary, records allowances for expected unrecoverable amounts. The Company deems all accounts receivable to be collectable, and has not recorded any allowance for doubtful accounts.

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 (Deficit)" 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, 2017 and 2016, the balances of the prepaid equity-based compensation were comprised of the following:

| | December 31, 2017 | December 31, 2016 |
|---|---|---|
| In March 2016, three one-year consulting agreements with three unrelated parties for services related to the petroleum industry for a combined total amount of $800,000. | $ - | $ 35,068 |
| 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. In July 2017, the second quarterly installment was made in the amount of $28,000, and in October, the third quarterly installment was made in the amount of $27,675. | 5,415 | - |
| | $ 11,827 | $ 35,068 |

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, 2017 and 2016 were as follows:

**Oil and Gas Properties by Geographical Cost Center**

| Cost Center | Years ended, December 31, 2017 | Years ended, December 31, 2016 |
|---|---|---|
| Canada | $ 66,454 | $ 15,272 |
| United States | 440,691 | 83,300 |
| | $ 507,145 | $ 98,572 |

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 recognized an impairment loss on oil and gas properties for the years ended December 31, 2017 and 2016 of $0 and $1,710,393, 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 net loss per share is computed by dividing the net loss by the weighted-average number of common shares outstanding during the period. Diluted net loss per share is computed by dividing the net 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, 2017 and 2016 there were approximately 26,703,126 and 6,582,259 common stock equivalents respectively, that were anti-dilutive and were not included in the calculation.

l) Revenue Recognition

All revenue is recognized when persuasive evidence of an arrangement exists, the service or sale is complete, the price is fixed or determinable and collectability is reasonably assured. Revenue is derived from the sale of crude oil and natural gas. Revenue from crude oil and natural gas sales is recognized when the product is delivered to the purchaser and collectability is reasonably assured. The Company follows the "sales method" of accounting for oil and natural gas revenue, so it recognizes revenue on all natural gas or crude oil sold to purchasers.

m) Comprehensive Loss

FASB ASC 220 "Comprehensive Income," establishes standards for the reporting and presentation of comprehensive income and its components in the consolidated financial statements. For the year ended December 31, 2017 and 2016, comprehensive income (loss) was $1,446 and $156,978 respectively and consisted primarily of unrealized gains and (losses) on available for sale securities.

n) Income Taxes

The Company accounts for income taxes under FASB Codification Topic 740-10-25 ("ASC 740-10-25"). Under ASC 740-10-25, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under ASC 740-10-25, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company provides a valuation allowance for deferred tax assets for which it does not consider realization of such assets likely. The Company did not incur any material impact to its financial condition or results of operations due to the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Company is subject to U.S federal jurisdiction income tax examinations for the tax years 2008 through 2017. In addition, the Company is subject to state and local income tax examinations for the tax years 2008 through 2017.

o) 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. In accordance with guidance in ASC Topic 718, the cost of stock options and warrants issued to employees and non-employees is measured on the grant date based on the fair value of the grant. 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 warrants was determined at the date of grant using the Black-Scholes option pricing model. The Black-Scholes option pricing 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.

The following table represents stock warrant activity as of and for the year ended December 31, 2017:

| | Number of Shares | Weighted Average Exercise Price | Weighted Average Remaining Contractual Life | Aggregate Intrinsic Value |
|---|---|---|---|---|
| Warrants Outstanding – December 31, 2016 | 5,720,834 | -. | - | - |
| Granted | 21,475,000 | 0.29 | 9.6 years | - |
| Exercised | (492,708) | - | - | - |
| Forfeited/expired/cancelled | - | - | - | - |
| | | | | |
| Warrants Outstanding – December 31, 2017 | 26,703,126 | $ 0.27 | 8.39 years | $ - |
| | | | | |
| Outstanding Exercisable – December 31, 2016 | 5,720,834 | $ - | - | $ - |
| Outstanding Exercisable – December 31, 2017 | 26,703,126 | $ 0.27 | 8.39 years | $ - |

p) Long-term Investment

Management determines the appropriate classification of investment securities at the time of purchase. Securities are classified as held-to-maturity when the Company has both the positive intent and ability to hold the securities to maturity. Held-to-maturity securities are stated at amortized cost. Securities that are bought and held principally for the purpose of selling in the near term are classified as trading securities and reported at fair value, with unrealized gains and losses included in earnings. Securities not classified as held-to-maturity or trading are classified as available-for-sale. Available-for-sale securities are stated at fair value, the changes in the market value of available-for-sale securities, excluding other-than-temporary impairments, are reflected in Other Comprehensive Income, with the impairment losses, net of income taxes, charged to net income in the period in which it occurs.

The fair value of securities is based on quoted market prices. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities. A decline in the market value of any available-for-sale or held-for-maturity security below cost that is deemed to be other-then-temporary results in a reduction in carrying amount to fair value.

Impairments that are considered other-than-temporary are recognized as a loss in the consolidated statements of operations and comprehensive loss. The Company considers various factors in reviewing impairments, including the length of time and extent to which fair value has been less than the Company's cost basis, the financial condition and near-term prospects of the issuer, and the Company's intent and ability to hold the investments for a period of time sufficient to allow for any anticipated recovery in market value.

As of December 31, 2017, and 2016, the Company had no trading and held-to-maturity securities.

The Company's long-term investment consisted of 1,437,500 common shares of Tanager Energy, Inc., as of December 31, 2016, which is traded on the TSX Venture Exchange (Toronto Stock Exchange). During the three months ended March 31, 2017, the company sold these shares. The change in the fair value of this investment recognized as an unrealized gain (loss) in other comprehensive income on the statement of operations and comprehensive loss was $1,446 and 156,978 for the years ended December 31, 2017 and 2016 respectively.

q) 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 was no impairment of long-lived assets during the years ended December 31, 2017 and 2016.

r) 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, 2017 and 2016.

s) Convertible Notes Payable

The Company accounts for conversion options embedded in convertible notes in accordance with ASC 815. ASC 815 generally requires companies to bifurcate conversion options embedded in convertible notes from their host instruments and to account for them as free standing derivative financial instruments.

The Company has evaluated the terms and conditions of its convertible notes under the guidance of ASC 815. The conversion feature did not meet the definition of “indexed to a company’s own stock” provided for in ASC 815 due to the down round protection feature. Therefore, the conversion feature requires bifurcation and liability classification.

t) 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.

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.

u) 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, 2017 and 2016:

| | 2017 | 2016 |
|---|---|---|
| Asset retirement obligation – beginning | $ 833,017 | $ 416,246 |
| Oil and gas purchases | 2,205,171 | 393,808 |
| Accretion expense | 58,075 | 22,963 |
| Asset retirement obligation - ending | $ 3,096,263 | $ 833,017 |

v) Recent Accounting Pronouncements

The Financial Accounting Standards Board and other entities issued new or modifications to, or interpretations of, existing accounting guidance during 2016. Management has carefully considered the new pronouncements that altered generally accepted accounting principles and does not believe that any other new or modified principles will have a material impact on the Company’s reported financial position or operations in the near term.

w) Subsequent events

The Company has evaluated subsequent events from December 31, 2017 through the date of filing this report, and determined there are no other items to disclose other than those disclosed below:

On January 30, 2018, the Company issued 100,000 common shares to individuals for services

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**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.

As a result of the acquisition, Petrodome Energy LLC is now a wholly owned subsidiary of Viking Energy Group, Inc, and is included in the accompanying consolidated financial statements only from the effective date through December 31, 2017. 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 $27,969,559.

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 | $2,565,841 |
| 2,000,000 restricted common shares valued at market | 460,600 |
| | |
| Total purchase price | $3,026,441 |

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 | $ 3,026,441 |
| | |
| Fair Value of Assets and Liabilities | |
| Cash | $ 1,253,769 |
| Prepaid expenses and other assets | 39,185 |
| Oil and Gas Properties | 30,774,928 |
| Property and equipment | 172,491 |
| Other asset - rental deposit | 9,396 |
| Less undistributed revenues and royalties | (1,253,769) |
| Total Fair Value of Acquisition | 30,996,000 |
| | |
| Calculated Goodwill (Bargain Purchase Gain) | $(27,969,559) |

Proforma unaudited condensed selected financial data for the years ended December 31, 2017 and 2016 as though this acquisition had taken place at January 1, 2016 are as follows:

| | Years Ended December 31, | |
|---|---|---|
| | 2017 | 2016 |
| Revenues | $ 9,063,945 | $ 10,737,474 |
| Net Loss | $(7,077,809) | $(26,244,663) |
| Loss per share | $ (0.570) | $ (0.110) |

**Note 4. 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. As of December 31, 2017, the balance owed by Tanager to the Company is $153,877. The Company has determined to reserve 100% of the balance and has reduced the amount shown as other receivable – related party to $0 on the balance sheet.

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, 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.

**Note 5. Oil and Gas Properties**

The following table summarizes the Company's oil and gas activities by classification for the year 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 | 10,848,212 | - | 12,636,052 |
| Accumulated depreciation, depletion and amortization | (57,200) | (178,026) | - | (235,226) |
| Proved developed producing oil and gas properties, net | $ 1,765,373 | $ 10,658,732 | $ - | $12,424,105 |
| | | | | |
| Undeveloped and non-producing oil and gas properties | | | | |
| Canada cost center | $ 371,481 | $ 11,454 | $ - | $ 382,935 |
| United States cost center | 917,184 | 26,377,340 | - | 27,294,524 |
| Accumulated depreciation, depletion and amortization | (51,176) | (323,369) | - | (374,546) |
| Undeveloped and non-producing oil and gas properties, net | $ 1,237,489 | $ 26,065,425 | $ - | $27,302,914 |
| | | | | |
| Total Oil and Gas Properties, Net | $ 3,002,862 | $ 2,092,625 | $ - | $39,727,019 |

The following table summarizes the Company's oil and gas activities by classification for the year ended December 31, 2016:

| | December 31, 2015 | Adjustments | Impairments | December 31, 2016 |
|---|---|---|---|---|
| Proved developed producing oil and gas properties | | | | |
| Canada cost center | $ 33,082 | $ 1,651 | $ - | $ 34,733 |
| United States cost center | - | 2,838,943 | (1,051,103) | 1,787,840 |
| Accumulated depreciation, depletion and amortization | (2,093) | (55,107) | - | (57,200) |
| Proved developed producing oil and gas properties, net | $ 30,989 | $ 2,785,487 | $ (1,051,103) | $ 1,765,373 |
| | | | | |
| Undeveloped and non-producing oil and gas properties | | | | |
| Canada cost center | $ 518,269 | $ (1,652) | $ (145,136) | $ 371,481 |
| United States cost center | - | 1,456,414 | (539,230) | 917,184 |
| Accumulated depreciation, depletion and amortization | (32,788) | (43,464) | 25,076 | (51,176) |
| Undeveloped and non-producing oil and gas properties, net | $ 485,481 | $ 1,411,298 | $ (659,290) | $ 1,237,489 |
| | | | | |
| Total Oil and Gas Properties, Net | $ 516,470 | $ 2,092,625 | $ (1,710,393) | $ 3,002,862 |

On February 23, 2016, with an effective date of February 1, 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. This project produces oil from the Cherokee formation at a depth of approximately 600 feet.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 the Company.

As consideration for this transaction, the Company paid $1,350,000 plus 4,650,000 shares of common stock valued at $.085 per share, or $395,250.

The Company also purchased a 100% working interest (Net Revenue Interest of 83%) in certain Non-Producing Leases as follows: (i) three leases with access to the mineral rights (oil and gas) concerning approximately 270 acres of property in Miami and Franklin Counties in eastern Kansas; and (ii) 31 leases with access to the mineral rights (oil and gas) concerning approximately 5,500 acres of property in Cass and Bates Counties in Missouri. 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. As consideration for this transaction, Viking agreed to issue the vendors 5,000,000 shares of common stock valued at $.085 per share or $425,000.

To facilitate these acquisitions, the Company borrowed $1,625,000 from private lenders pursuant to a 15% Senior Secured Convertible Promissory Note (the "Note"), arranged through a licensed broker/dealer, with the primary terms of the loan being as follows: (i) *Term* – 6 months; (ii) *Rate* – 15% per annum; (iii) *Security* – 1$^{st}$ ranking charge against company assets pursuant to a Security and Pledge Agreement (the "Security Agreement"); (iv) *Conversion* – the lenders have a right to convert all or part of the note into common stock of Viking at a price of $0.15 per share, subject to certain ownership restrictions; and (v) *Warrants* – the lenders were given an option to purchase, within the next 5 years, 4,062,500 shares of common stock of Viking at an exercise price of $0.20 per share pursuant to a Common Stock Purchase Warrant. Viking's CEO and director, James Doris, also personally guaranteed repayment of the loan and granted the lenders a security interest in his assets.

On October 4, 2016, the Company, through 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.

As consideration for this transaction, the Company paid $920,857 plus 5,212,021 shares of common stock valued at $625,442.

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. The acquisition price for this transaction was $530,000.

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 for a portion of the purchase price.

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.

The acquisition price for this transaction was $400,000. 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 for a portion of the purchase price.

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 provides 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 on December 29, 2017, with the balance was due and paid on January 15, 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

The Company is authorized to issue 100,000,000 shares of common stock, par value $0.001 per share.

On January 12, 2016, the Company issued 300,926 common shares for convertible debt in the amount of $10,111.

On March 16, 2016, the Company issued 1,000,000 common shares for services, valued at $102,500.

On February 1, 2016, the Company authorized the issuance of 9,650,000 common shares as part of the consideration for the acquisition of the Oil and Gas properties made at that time.

On March 21, 2016, the Company executed a one year advisory services agreement requiring the issuance of 1,000,000 common shares for the contract. The shares are to be issued as 375,002 upon execution of the contract, with 56,818 shares being issued at the beginning of each month for the remaining eleven months.

As of April 29, 2016, the Company, pursuant to a securities purchase agreement, sold 1,250,000 shares of its common stock at $0.15 per share.

On August 18, 2016, the Company authorized the issuance of 156,250 common shares pursuant to an extension agreement on certain convertible notes that had become due.

During September 2016, the Company negotiated the payment of certain convertible notes, and committed to the issuance of 375,000 common shares at the current market value of $52,500 as additional interest.

On September 28, 2016, the Company issued 2,400,000 common shares, at the current market value of $288,000 as part of the consideration for the acquisition of the Oil and Gas Properties acquired on October 4, 2016.

On October 4, 2016, the Company authorized the issuance of 2,752,021 common shares as part of the consideration for the acquisition of the Oil and Gas properties made at that time.

On October 4, 2016, the Company issued 60,000 common shares as part of the consideration for the acquisition of the Oil and Gas properties made at that time.

On October 21, 2016, the Company issued 1,400,000 common shares valued at $252,000 pursuant to an extension agreement on certain convertible notes that had become due.

On October 21, 2016, the Company sold 187,500 common shares, pursuant to a securities purchase agreement, at $0.15 per share.

During November 2016, the Company authorized the issuance of 508,335 common shares as additional discount on debt previously issued, and an amendment extending the due date of the debt.

On December 30, 2016, the Company sold 66,667 common shares pursuant to a securities purchase agreement, at $0.15 per share.

As of December 31, 2016, the Company, pursuant to a securities purchase agreement, sold $1,337,500 shares of its common stock at $0.15 per share.

As of December 31, 2016, the Company authorized the issuance of 315,000 common shares for services.

During January 2017, the Company issued 62,500 common shares for services.

On January 9, 2017, the Company issued 3,000,000 common shares upon the execution of a six-month services contract.

On January 25, 2017, the Company sold 333,333 common shares, pursuant to a securities purchase agreement, at $0.15 per share.

On February 16, 2017, the Company sold 666,666 common shares pursuant to a securities purchase agreement at $0.15 per share.

On March 23, 2017, the Company sold 2,059,443 common shares pursuant to a securities purchase agreement at $0.15 per share.

On April 1, 2017, the Company issued 77,777 common shares as compensation for an extended maturity date on debt.

On April 18, 2017, the Company issued 250,000 common shares pursuant to a one-year consulting agreement.

On May 3, 2017, the Company issued 1,000,000 common shares for services.

On May 3, 2017, the Company issued 59,625 common shares for services.

On May 4, 2017, the Company issued 340,292 common shares for services.

On May 4, 2017, the Company issued 21,750 common shares for services.

On May 12, 2017, the Company issued 1,000,000 common shares for services.

On June 15, 2017, the Company issued 395,000 common shares upon the execution of a six-month consulting agreement.

On July 18, 2017, the Company issued 250,000 common shares as a second quarterly payment a consulting agreement executed in April of 2017.

On August 4, 2017, the Company issued 154,688 common shares for services.

During July and August of 2017, pursuant to a private placement, the Company issued 590,000 common shares concurrently with raising $1,475,000.

During August and September of 2017, pursuant to a separate private placement, the Company issued 1,837,500 common shares concurrently with raising $1,225,000.

On August 30, 2017, the Company issued 176,258 common shares for services.

On September 30, 2017, the Company issued 612,500 common shares for services.

On October 18, 2017, the Company issued 250,000 common shares as a third quarterly payment a consulting agreement executed in April of 2017.

During November and December of 2017, the Company issued 100,000 common shares for services.

During October, November and December of 2017, pursuant to a private placement, the Company issued 2,646,000 common shares concurrently with raising $1,764,000.

On December 22, 2017, the Company issued 2,000,000 common shares as partial consideration for the acquisition of Petrodome.

During December 2017, the Company issued 957,000 common shares for services.

On December 27, 2017, the Company issued 174,467 common shares in a cashless exercise of warrants.

**Note 7. Long Term Debt**

Long term debt consisted of the following at December 31, 2017 and 2016:

| | December 31, 2017 | December 31, 2016 |
|---|---|---|
| On February 19, 2016, the Company issued a total of $1,625,000 15% convertible notes with a term expiring August 18, 2016 (the “Maturity Date”). The principal amounts of each note and interest is payable on the maturity date. Placement fees of $145,000 were subtracted from proceeds. The notes are convertible into common stock at any time, at the holder’s option, the conversion price shall be the lowest of (i) $0.15, (ii) 58% of the price of the Company’s securities that are sold in any offering of the Company’s securities in excess of $100,000, of (iii) the conversion price of any Equity converted on or prior to the Conversion Date. | - | 125,000 |
| On April 29, 2016, the Company issued a total of $375,000 of 10% Secured Subordinated promissory notes with a term expiring January 12, 2017 (the “Maturity Date”), 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 Maturity Date. The balance shown is net of unamortized discount of $8,824 at December 31, 2016. | - | 366,176 |
| On July 27, 2016, the Company issued a promissory note in the amount of $20,000, bearing interest at 12%, with an initial maturity date of August 27, 2016, and a provision for an extension of six additional terms of 30 days. | - | 20,000 |
| 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. The balance shown is net of unamortized discount of $0 and $208,064 at September 30, 2017 and December 31, 2016 respectively. | 75,000 | 421,936 |
| On October 4, 2016, the Company issued a non-interest-bearing note, payable on demand in the amount of $203,000. This amount has been paid in full as of November 1, 2017. | - | 203,000 |
| 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 $10,341 and $24,167 at December 31, 2017 and 2016 respectively. | 1,594,659 | 1,745,833 |
| 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 $271,403 and $0 at December 31, 2017 and 2016 respectively. | 1,203,597 | - |
| During August through December of 2017, the Company borrowed $2,989,000 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. The balance shown is net of unamortized discount of $867,399 and $0 at December 31, 2017 and 2016 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 $3,113 and $0 at December 31, 2017 and 2016 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 $3,925 and $0 at December 31, 2017 and 2016 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 $3,451 and $0 at December 31, 2017 and 2016 respectively. | 200,549 | - |
| Short term payable, non-interest bearing, as remaining balance on December 29, 2017 acquisition. Payable by January 15, 2018. | 2,000,000 | - |
| 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 $941,108 and $0 at December 31, 2017 and 2016 respectively. | 7,569,530 | - |
| | 15,304,881 | 2,881,945 |
| Less current portion | (5,562,051) | (1,302,476) |
| | $ 9,742,830 | $ 1,579,469 |

**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.

**Note 9. Subsequent Events**

The Company has evaluated subsequent events from December 31, 2017 through the date of filing this Form 10-K, and determined there are no other items to disclose other than those disclosed below:

On January 30, 2018, the Company issued 100,000 common shares to individuals for services

**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 | |
|---|---|---|---|---|
| | **2017** | **2016** | **2017** | **2016** |
| Results of operations | | | | |
| Sales | $ 1,807,232 | $ 254,537 | $ 174,786 | $ 122,292 |
| Lease operating costs | (1,008,428) | (161,147) | (128,455) | (87,147) |
| Depletion, accretion and impairment | (478,865) | (1,678,064) | (86,355) | (153,864) |
| Net | $ 319,939 | $(1,584,674) | $ (40,024) | $ (118,719) |

Oil and Gas Production and Sales by geographic area for the years ended December 31, 2017 and 2016:

**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 | |
|---|---|---|---|---|
| | 2017 | 2016 | 2017 | 2016 |
| Proved Developed, Producing | 1,413,329 | 289,100 | 10,000 | 12,800 |
| Proved Developed, Non Producing | 269,331 | - | 164,500 | - |
| Total Proved Developed | 1,682,660 | 289,100 | 174,500 | 12,800 |
| Proved Undeveloped | 3,655,355 | 148,312 | - | 136,900 |
| Total Proved | 5,607,346 | 437,412 | 174,500 | 149,700 |

**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.

**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, 2017 and 2016 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, 2017 and 2016 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, 2017 and 2016 are as follows:

| | United States | | Canada | |
|---|---|---|---|---|
| | 2017 | 2016 | 2017 | 2016 |
| Future cash inflows | 207,084,516 | 15,829,956 | 5,543,039 | 3,372,759 |
| Future production costs | (55,783,005) | (8,229,227) | (3,833,920) | (2,666,059) |
| Future development costs | (26,080,620) | (1,546,600) | (833,354) | (778,569) |
| Future income tax expense | - | - | - | - |
| Future net cash flows | 125,220,891 | 6,054,129 | 875,765 | (71,869) |
| 10% annual discount for estimated timing of cash flows | (54,460,189) | (2,995,514) | (308,670) | 22,583 |
| Standardized measure of DFNCF | $ 70,760,702 | $ 3,058,615 | $ 567,095 | $ (49,286) |

**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, 2017 and 2016 are as follows:

| | United States | | Canada | |
|---|---|---|---|---|
| | 2017 | 2016 | 2017 | 2016 |
| Balance - beginning | $ 3,058,615 | $ - | $ (49,286) | $ 133,735 |
| Net changes in prices and production costs | - | - | - | 354,677 |
| Net changes in future development costs | - | - | - | 57,919 |
| Sales of oil and gas produced, net | - | (93,390) | - | (35,146) |
| Extensions, discoveries and improved recovery | - | - | - | - |
| Purchases of reserves | - | 3,058,616 | - | - |
| Sales of reserves | - | - | - | - |
| Revisions of previous quantity estimates | - | - | - | (604,061) |
| Previously estimated development costs incurred | - | - | - | - |
| Net change in income taxes | - | - | - | (4,022) |
| Accretion of discount | - | - | - | 6,146 |
| Other | - | 93,389 | - | 41,466 |
| Balance - ending | $ 3,058,615 | $ 3,058,615 | $ (49,286) | $ (49,286) |

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.**

Not applicable.

**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, 2017, 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) lack of a functioning audit committee and lack of a majority of outside directors on the Company's board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures; (2) inadequate segregation of duties consistent with control objectives; (3) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of GAAP and SEC disclosure requirements; and (4) 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, 2017 and communicated the matters to the Company's management.

Management believes that the material weaknesses set forth in items (2), (3) and (4) above did not have an effect on the Company's financial results. However, management believes that the lack of outside directors on the Company's board of directors can resulting in oversight in the establishing and monitoring of required internal controls and procedures which can affect the process of preparing Company's financial statements.

Management believes that the appointment of one or more outside directors, who shall be appointed to a fully functioning audit committee, will remedy the lack of a functioning audit committee and a lack of a majority of outside directors on the Company's Board. In addition, 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 the 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. This coupled with the appointment of additional outside directors will greatly decrease any control and procedure issues the Company may encounter in the future.

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, 2017. Based on this evaluation, Management concluded that the Company's disclosure controls and procedures were not effective as of December 31, 2017.

*(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, 2017. Based on this assessment, management concluded that, as of December 31, 2017, 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 sufficient number of independent directors to the board and appoint an audit committee.

- 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 efforts to obtain additional funding through equity or debt for its continued operational activities and corporate expenses. Management expects to secure funds 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, 2017, 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, 2016, as well as certain information about them, are set forth below:

| Name | Age | Position |
|---|---|---|
| James A. Doris | 43 | Director/CEO/President |
| Frank W. Barker, Jr. | 62 | Director/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. Mr. Doris has owned his own law practice, known as DLO Lawyers ("DLO") since 2006. DLO is a full-service law firm and represents domestic and foreign clients regarding their business and investment activities in Canada. Mr. Doris' practice areas include Mergers and Acquisitions, Private Equity Investments, Joint Ventures, Corporate Finance, Corporate Governance, Dispute Resolution, Real Estate and Estates. DLO has 4 offices in Eastern Ontario, Ottawa, Prescott, Brockville and Perth. Mr. Doris manages 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.

**Frank W. Barker, Jr.**

Mr. Barker joined the Company as a member of the Board of Directors of the Company on December 29, 2017, at which time he also accepted the position as Chief Financial Officer. Mr. Barker is a Certified Public Accountant licensed to practice in the State of Florida and has been in practice since 1978. He was co-founder of the accounting firm of Peel, Barker, Schatzel & Wells, PA in 1979. Mr. Barker left the firm in 1993 and went on to form the accounting firm of Frank W. Barker, Jr., CPA PA, and the independent consulting firm of FWB Consulting, Inc. to facilitate the provision of strategic, financial, accounting and tax-related services in various capacities to both Public and Private entities. These services have included 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. During the last five years, Mr. Barker has worked exclusively on a contract basis through these two firms. Prior to that, Mr. Barker, in addition to contractual services, has also served as Chief Financial Officer of several Public Companies with Revenues in excess of $40 million, in the fields of Defense Contracting, Manufacturing, Alternative Energy, Electrical Contracting, Healthcare Research and Construction. Additionally, Mr. Barker’s other industry experience include 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, Treasure Exploration, etc. Mr. Barker has been providing professional services to the Company as an independent consultant since the first quarter of 2015. 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 does not currently have an audit committee financial expert, nor does it have an audit committee. The Company's entire board of directors handles the functions that would otherwise be handled by an audit committee. The Company does not currently have the capital resources to pay director fees to a qualified independent expert who would be willing to serve on its board and who would be willing to act as an audit committee financial expert. As its business expands and as it appoints others to its board of directors, the Company expects that it will seek a qualified independent expert to become a member of its board of directors. Before retaining any such expert the Company's board would make a determination as to whether such person is independent.

**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**

To the best of the knowledge of the Company, persons who beneficially owned more than ten percent of the Company's common stock filed timely reports in compliance with Section 16(a).

**Item 11. Executive Compensation**

**Summary Compensation Table— Fiscal Years Ended December 31, 2017 and 2016**

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 ($) | Option Awards ($) (3) | Non-Equity Incentive Plan Compensation Earnings ($) | Non-Qualified Deferred Compensation Earnings ($) | All Other Compensation ($) | Total |
|---|---|---|---|---|---|---|---|---|---|
| James A. Doris (1) | 2017 | 0 | 0 | 0 | $2,999,997 | 0 | 0 | 0 | $2,999,997 |
| CEO & President | 2016 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Frank W. Barker, Jr. (2) | 2017 | 0 | 0 | 0 | $ 999,999 | 0 | 0 | 0 | $ 999,999 |
| CFO | 2016 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

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 December 29, 2017, Mr. Barker was appointed as a director and as the Chief Financial Officer of the Company.

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

**Outstanding Equity Awards at Fiscal Year End**

As of December 31, 2017, 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**

The Company currently does not employ any people but instead has retained the services of several outside consultants. At December 31, 2017, the Company had no formal compensation arrangements.

**Compensation of Directors**

The directors and former directors of the Company were compensated as such during the fiscal years ended December 31, 2017, and December 31, 2016, respectively, as follows:

| Name | 2017 Compensation | 2016 Compensation |
|---|---|---|
| James A. Doris | $ 0 | $ 0 |
| Tom Simeo (1) | $ 0 | $ 0 |
| Frank W. Barker, Jr. (2) | $ 0 | $ 0 |

1. Former officer and director through May 16, 2017.
2. Appointed as a director and an officer on December 29, 2017

Directors of the Company may be reimbursed for any out-of-pocket expenses incurred by them for each regular or special meeting attendance. The Company presently has no pension, health, annuity, insurance or profit sharing plans.

**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 4200 Montrose Blvd, Suite 410, Houston, Texas, 77006

| 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 | 17.2% |
| Common Stock | Frank W. Barker, Jr. (4) | 5,000,000 | 5.0% |
| Common Stock | Tom Simeo (5) (address unknown) | 5,529,986 | 5.6% |
| Common Stock | Total Shares and Warrants for Beneficial Control Group | 27,529,986 | 27.8% |
| Common Stock | All Officers and Directors as a Group | 22,000,000 | 22.2% |
| Series C Preferred | James A. Doris | 28,092 | 100.0% |
| Series C Preferred | 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, 2017, a total of 72,347,991 shares of the Company's common stock, and 28,092 shares of the Company's preferred stock, as well as 26,703,126 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 15,000,000 warrants owned by James Doris.

4. Includes 5,000,000 warrants owned by FWB Consulting, Inc., a company controlled by Frank W. Barker, Jr.

5. Held in the name of Viking Investments Group, LLC, which the Company believes is beneficially owned by Tom Simeo.

## 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, 2016, the balance owed by Tanager to the Company is $153,877. The Company has determined to reserve 100% of the balance and has reduced the amount shown as other receivable – related party to $0 on the balance sheet.

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, 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.

The following table reflects the balances of related parties' transactions as of December 31, 2017 and 2016:

| | Years ended December 31, | |
|---|---|---|
| | **2017** | **2016** |
| Due to Mr. Tom Simeo | $ - | $ 36,103 |
| Due to Mr. James A. Doris – advances | 330,580 | 370,937 |
| Due to Mr. James A. Doris – demand loans | 862,390 | 665,536 |
| | $ 1,192,970 | $ 1,072,576 |

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, 2017, 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.

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**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, and prior independent accounting firms, for each of our last two fiscal years for the categories of services indicated.

| | Years Ended December 31, | |
|---|---|---|
| **Category** | **2017** | **2016** |
| Audit Fees | $ 42,000 | $ 34,000 |
| Audit Related Fees | - | - |
| Tax Fees | - | - |
| All Other Fees | - | - |
| Total | $ 42,000 | $ 34,000 |

*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.

## 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) |
| 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) |
| 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 |

** To be filed by amendment - 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.

*** To be filed by amendment

**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 17, 2018

By: */s/ James Doris*
James 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 17, 2018

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

# Subsidiaries of Viking Energy Group, Inc.