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

FORM 10-Q

☒ QUARTERLY REPORT UNDER SECTION 13 OR 15 (D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED **SEPTEMBER 30, 2018**

OR

☐ TRANSITION REPORT UNDER 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)	(IRS Employer Identification No.)

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

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

(Former name, former address and former fiscal year, if changed since last report)

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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check One).

Large Accelerated Filer	☐	Accelerated Filer	☐
Non-Accelerated Filer	☐	Smaller Reporting Company	☒
		Emerging Growth Company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act ☐

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

APPLICABLE ONLY TO CORPORATE ISSUERS

As of November 5, 2018, the registrant had 89,479,145 shares of common stock outstanding.

VIKING ENERGY GROUP, INC.

Part I – Financial Information

Part II – Other Information

PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

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

	September 30, 2018 (unaudited)	December 31, 2017
ASSETS		
Current assets:		
Cash	$ 4,312,868	$ 536,156
Restricted cash	3,500,000	5,199,103
Accounts receivable – oil and gas	761,472	573,296
Other receivable	232,545	548,714
Prepaid expenses	333,194	-
Total current assets	9,140,079	6,857,269
Oil and gas properties, full cost method		
Proved developed producing oil and gas properties, net	11,877,554	12,301,141
Undeveloped and non-producing oil and gas properties, net	28,334,328	26,859,634
Total oil and gas properties, net	40,211,882	39,160,775
Fixed assets, net	213,118	166,741
Other assets	110,194	9,396
TOTAL ASSETS	$49,675,273	$46,194,181
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable	$ 1,357,314	$ 2,555,869
Accrued expenses and other current liabilities	749,044	397,070
Undistributed revenues and royalties	1,252,367	1,175,200
Derivative liability	1,575,128	1,052,788
Amount due to directors	503,055	1,192,970
Current portion of long term debt – net of debt discount	9,785,432	3,562,051
Total current liabilities	15,222,340	9,935,948
Long term debt - net of current portion and debt discount	10,948,762	9,742,830
Deferred tax liability	-	910,827
Asset retirement obligation	2,795,334	3,096,263
TOTAL LIABILITIES	28,966,436	23,685,868
Commitments and contingencies (Note 8)		
STOCKHOLDERS' EQUITY		
Preferred stock, $0.001 par value, 5,000,000 shares authorized, 28,092 shares issued and outstanding as of September 30, 2018 and December 31, 2017	28	28
Common stock, $0.001 par value, 500,000,000 shares authorized, 88,398,380 and 72,347,990 shares issued and outstanding as of September 30, 2018 and December 31, 2017 respectively.	88,398	72,348
Additional paid-in capital	24,847,640	19,029,892
Prepaid equity-based compensation	-	(11,827)
Retained earnings (accumulated deficit)	(4,227,229)	3,417,872
TOTAL STOCKHOLDERS' EQUITY	20,708,837	22,508,313
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$49,675,273	$46,194,181

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

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

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	2018	2017
Revenue				
Oil and gas sales	$ 1,895,932	$ 221,329	$ 6,376,501	$ 588,622
Operating expenses				
Lease operating costs	913,331	172,893	2,957,073	437,477
General and administrative	1,364,779	180,400	3,391,240	666,323
Stock based compensation	680,156	153,155	1,898,255	1,304,175
Accretion - ARO	40,081	10,526	137,858	29,167
Depreciation, depletion and amortization	412,669	59,711	1,362,306	146,602
Total operating expenses	3,411,016	576,685	9,746,732	2,583,744
Loss from operations	(1,515,084)	(355,356)	(3,370,231)	(1,995,122)
Other income (expense)				
Interest expense	(1,676,458)	(470,614)	(5,276,946)	(1,160,875)
Change in fair value of derivatives	(342,318)	40,370	(1,330,102)	495,468
Loss on sale of investments	-	-	-	(7,185)
Gain on disposal of assets	555,548	-	613,589	--
Total other income (expense)	(1,463,228)	(430,244)	(5,993,459)	(672,592)
Net loss before income taxes	(2,978,312)	(785,600)	(9,363,690)	(2,667,714)
Income tax benefit (expense)	33,548		910,827	-
Net loss	$ (2,944,764)	$ (785,600)	$ (8,452,863)	$ (2,667,714)
Other comprehensive income				
Unrealized gain (loss) on securities available-for-sale	-	-	-	1,446
Net Comprehensive income (loss)	$ (2,944,764)	$ (785,600)	$ (8,452,863)	$ (2,666,268)
Earnings (loss) per common share				
Basic	$ (0.03)	$ (0.01)	$ (0.11)	$ (0.04)
Weighted average number of common shares outstanding				
Basic	84,561,061	64,051,015	79,979,011	60,723,535

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

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

	Nine Months Ended September 30,	
	2018	**2017**
Cash flows from operating activities:		
Net loss	$ (8,452,863)	$ (2,667,714)
Adjustments to reconcile net loss to cash used in operating activities:		
Derivative (gain) loss	1,330,102	(495,468)
Amortization of prepaid expenses	-	180,983
Stock based compensation	1,898,255	1,304,175
Loss on sale of investments	-	7,185
Depreciation, depletion and amortization	1,362,306	146,602
Gain on disposal of assets	(613,589)	-
Accretion – Asset retirement obligation	137,858	29,167
Amortization of debt discount	4,059,563	817,431
Changes in operating assets and liabilities		
Accounts receivable	(154,772)	2,919
Prepaid expenses and other assets	(368,542)	-
Other receivable	548,714	-
Accounts payable	(1,198,555)	(5,480)
Accrued expenses and other current liabilities	349,156	90,975
Deferred tax liability	(910,827)	-
Undistributed revenues and royalties	77,167	-
Amounts due to directors	39,993	121,755
Net cash used in operating activities	(1,896,034)	(467,470)
Cash flows from investing activities:		
Investment in and acquisition of oil and gas properties	(3,600,528)	(360,000)
Acquisition of fixed assets	(130,000)	-
Proceeds from sale of fixed assets	45,000	-
Proceeds from sale of oil and gas interests	1,332,995	-
Proceeds from sale of investments	-	101,191
Net cash used in investing activities	(2,352,533)	(258,809)
Cash flows from financing activities:		
Proceeds from amount due to directors	583,000	5,350
Repayment of amount due to directors	(1,312,908)	(348,438)
Proceeds from sale of common stock	-	331,667
Proceeds from long term debt	16,047,458	3,288,650
Debt issuance costs	(791,385)	(216,000)
Repayment of long-term debt	(8,199,989)	(1,785,333)
Net cash provided by financing activities	6,326,176	1,275,896
Net increase (decrease) in cash	2,077,609	549,617
Cash, beginning of period	5,735,259	18,605

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

	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
Cash, end of period	$ 7,812,868	$ 568,222
Supplemental Cash Flow Information:		
Cash paid for:		
Interest	$ 1,059,616	$ 209,307
Income taxes	$ -	$ -
Supplemental disclosure of Non-Cash Investing and Financing Activities:		
Recognition of asset retirement obligation	$ 231,053	$ -
Issuance of shares as discount on debt	$ 2,231,331	$ -
Issuance of warrants as discount on debt	$ 1,716,039	$ -
Accrual of debt issuance costs	$ 1,187,428	$ -
Prepayment of contract through amounts due directors	$ -	$ 100,000
Debt refinanced through new credit facility	$ 7,633,389	$ -
Private placement debt exchanged for new private placement debt	$ 5,314,000	$ -
Purchase of working interest through new debt	$ 165,000	$ -
Long term debt paid through amounts due directors	$ -	$ 104,904
Issuance of shares for contract services	$ 55,000	$ 700,920
Cashless exercise of warrants	$ 447	$ -
Sale of shares through satisfaction of unrelated notes payable	$ -	$ 127,215
Accrued expenses exchanged for long term debt	$ 177,771	$ 9,500
Increase in oil and gas properties due to asset retirement obligation	$ -	$ 205,048
Issuances of shares and warrants as discount on debt	$ -	$ 684411

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

VIKING ENERGY GROUP, INC.
Consolidated Statements of Changes in Stockholders' Equity (Unaudited)
(Amounts expressed in US dollars)

For the nine months ended September 30, 2018

	Common Stock Number	Common Stock Amount	Preferred Stock Number	Preferred Stock Amount	Additional Paid-in Capital	Prepaid Equity-Based Compensation	Accumulated Other Comprehensive Loss	Retained Earnings (Accumulated Deficit)	Total Stockholders' Equity
Balances at December 31, 2017	72,347,990	$ 72,348	28,092	$ 28	$19,029,892	$ (11,827)	$ -	$ 3,417,872	$ 22,508,313
Accounting principle change relative to certain derivative liabilities - Note 2.								807,762	807,762
Shares issued as debt discount	10,323,356	10,323			2,221,008				2,231,331
Shares issued as prepaid equity-based compensation	250,000	250			54,750	(55,000)			-
Amortization of prepaid equity-based compensation						66,827			66,827
Shares issued for services	5,029,443	5,030			1,172,979				1,178,009
Warrants issued for services					653,419				653,419
Shares issued in cashless exercise of warrants	447,591	447			(447)				-
Warrants issued as debt discount					1,716,039				1,716,039
Net loss for the nine months ended September 30,2018								(8,452,863)	(8,452,863)
Balances at September 30, 2018	88,398,380	$ 88,398	28,092	$ 28	$24,847,640	$ -	$ -	$ (4,227,229)	$ 20,708,837

For the nine months ended September 30, 2017

	Common Stock		Preferred Stock		Additional Paid-in Capital	Prepaid Equity-Based Compensation	Accumulated Other Comprehensive Loss	Retained Earnings (Accumulated Deficit)	Total Stockholders' Equity
	Number	Amount	Number	Amount					
Balances at December 31, 2016	53,093,192	$ 53,093	28,092	$ 28	$11,526,847	$ (35,068)	$ (1,446)	$ (14,409,628)	$ (2,866,174)
									-
Shares issued for consulting services	2,892,889	2,894			478,739				481,633
Shares issued as prepaid equity-based compensation	4,135,000	4,135			833,411	(837,546)			-
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						822,542			822,542
Unrealized gain (loss)on securities held for sale							1,446		1,446
Shares and warrants issued as discount on new debt	3,040,000	3,040			681,371				684,411
Net income for the year ended December 31, 2017								(2,667,714)	(2,667,714)
Balances at September 30, 2017	66,220,523	$ 66,221	28,092	$ 28	$14,011,458	$ (50,072)	$ -	$ (17,077,342)	$ (3,049,707)

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

Note 1 Nature of Business and Going Concern

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

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

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

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

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

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

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

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

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

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

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

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

These 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 a net comprehensive loss of $8,452,863 and $2,666,268 for the nine months ended September 30, 2018 and 2017, respectively. The Company has generated losses from operations and has a significant working capital deficit. These conditions raise substantial doubt regarding the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to 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. These consolidated financial statements do not include any adjustments to the recorded assets or liabilities that might be necessary should the Company have to curtail operations or be unable to continue in existence.

Note 2 Summary of Significant Accounting Policies

a) Basis of Presentation

The accompanying unaudited consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") and the interim reporting rules of the Securities and Exchange Commission ("SEC") and should be read in conjunction with the audited financial statements and notes thereto contained in Viking's latest Annual Report filed with the SEC on Form 10-K. In the opinion of management, all adjustments, consisting of normal recurring adjustments (unless otherwise indicated), necessary for a fair presentation of the financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year.

b) Basis of Consolidation

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

c) Use of Estimates in the Preparation of Financial Statements

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

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

d) Financial Instruments

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.

Liabilities measured at fair value as of September 30, 2018 are classified below based on the three-level fair value hierarchy described above:

Description	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Gains (Losses)
Financial Assets				
Long term investment	$ -	$ -	$ -	$ -
Commodity Derivative	-	-	-	-
	$ -	$ -	$ -	$ -
Financial liabilities				
Derivative liabilities	$ -	$ -	$ -	$ -
Commodity Derivative		1,575,128	-	(1,330,102)
	$ -	$ 1,575,128	$ -	$ (1,330,102)

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

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

The Company'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 three months ended March 31, 2017.

The Company had commodity financial derivatives in place at September 30, 2018. 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 considers inputs such as contract terms, including maturity and market parameters, including assumptions associated with interest rates, volatility and credit worthiness. The derivative assets and liabilities of the Company were $1,575,128 as of September 30, 2018 and $1,052,788 as of December 31, 2017. The change in the fair value of the derivative liabilities for the nine months ended September 30, 2018, consisted of an increase of $1,330,102 associated with commodity derivatives. The decrease in the derivative liabilities associated with warrants and the conversion features of convertible debt in the amount of $807,762 are the result of the Company adopting ASU 2017-11, *Derivatives and Hedging (Topic 815) I. Accounting for Certain Instruments with Down Round Features*, on January 1, 2018. The effect was a reduction in the derivative liability and a corresponding increase in retained earnings in the amount of $807,762 on that date.

The carrying amounts reported in the consolidated balance sheets for other receivable – related party, 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.

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 September 30, 2018 and December 31, 2017, the Company has cash deposits in excess of FDIC insured limits in the amounts of $4,611,601 and $5,372,818, respectively.

Restricted cash in the amount of $3,500,000 as of September 30, 2018 represents cash held in escrow as a deposit on a pending acquisition of oil and gas properties. Restricted cash in the amount of $5,199,103 as of December 31, 2017 represents cash held in escrow related to the Petrodome acquisition, and was restricted for drilling and exploration at the time.

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 payment 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 receivables to be collectable at September 30, 2018.

g) Prepaid Equity-Based Compensation

Prepaid equity-based expenses represent amounts paid in advance through the issuance of restricted shares of stock, for future contractual benefits to be received. These expenses paid in advance are recorded as prepaid equity-based compensation as a component of "Stockholders' Equity" and then amortized to the statements of operations and comprehensive loss over the life of the contract using the straight-line method. At September 30, 2018 and December 31, 2017, the balances of the prepaid equity-based compensation were comprised of the following:

	September 30, 2018	December 31, 2017
In February 2017, a one-year consulting agreement for services related to investor relations, market exposure and content development for a total amount of $44,160.	$ -	$ 6,412
In April 2017, a one-year consulting agreement comprised of four quarterly incremental installments for services related to analysis of potential oil and gas acquisitions, for an initial quarterly amount of $40,250, a second installment of $28,000 in July 2017, and a third installment of $55,000 in January 2018.	-	5,415
	$ -	$ 11,827

h) Oil and Gas Properties

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

All capitalized costs of oil and gas properties, including the estimated future costs to develop proved reserves, are amortized on the unit of production method using estimates of proved reserves. Disposition of oil and gas properties are accounted for as a reduction of capitalized costs, with no gain or loss recognized unless such adjustment would significantly alter the relationship between capitalized costs and proved reserves of oil and gas, in which case the gain or loss is recognized in operations. Unproved properties and major development projects are not amortized until proved reserves associated with the projects can be determined or until impairment occurs. If the results of an assessment indicate that the properties are impaired, the amount of the impairment is included in loss from continuing 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 three and nine months ended September 30, 2018 and 2017, were as follows:

Oil and Gas Properties by Geographical Cost Center

	Three months ended September 30,		Nine months ended, September 30,	
Cost Center	**2018**	**2017**	**2018**	**2017**
Canada	$ -	$ 21,073	$ 21,387	$ 38,301
United States	412,669	38,638	1,340,919	108,301
	$ 412,669	$ 59,711	$1,362,306	$ 146,602

i) Limitation on Capitalized Costs

Under the full-cost method of accounting, the Company is required, at the end of each reporting date, to perform a test to determine the limit on the book value of oil and natural gas properties (the “Ceiling” test). If the capitalized costs of its 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, 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 oil and natural gas properties.

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) 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 September 30, 2018 and 2017, there were approximately 40,807,159 and 10,145,834 common stock equivalents respectively, that were anti-dilutive.

l) Revenue Recognition

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

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

The following table disaggregates the Company's revenue by source for the three and nine-month periods ended September 30, 2018 and 2017:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	**2017**	**2018**	**2017**
Oil	$1,872,636	212,273	$6,145,546	$ 570,522
Natural gas and Natural gas liquids	23,296	9,056	230,955	18,100
	$1,895,932	$ 221,329	$6,376,501	$ 588,622

m) Other Comprehensive Income

ASC Topic 220, "Comprehensive Income," establishes standards for the reporting and presentation of comprehensive income and its components in the consolidated financial statements. For the nine months ended September 30, 2018 and 2017, comprehensive income (loss) was $0 and $1,446 respectively and consisted primarily of unrealized gains and (losses) on available for sale securities.

n) Income Taxes

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

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

In assessing the realizability of its deferred tax assets and liabilities, management evaluated whether it is more likely than not that some portion or all of its deferred tax assets and liabilities will be realized. As of December 31, 2017, based on all the available evidence, management determined that it was more likely than not that a deferred tax liability would be fully realized. Accordingly, the Company recorded a deferred tax liability of $910,827. During the nine months ended September 30, 2018, the Company incurred a net loss, which created a decrease in its deferred tax liability with a corresponding income tax benefit in the amount of $910,827.

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

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

During the nine months ended September 30, 2018, the Company granted 14,512,159 warrants to purchase common stock, of which all but 2,500,000 vested immediately. The Company used the following Black-Scholes assumptions in arriving at the fair value of warrants recorded as stock-based compensation expense in the amount of $653,419 and warrants recorded as debt discount in the amount of $1,716,039.

Expected Life in Years	5.0
Risk-free Interest Rates	2.55% to 2.94%
Volatility	296% to 297%
Dividend Yield	0%

At September 30, 2018, there was approximately $499,500 of unrecognized compensation cost related to unvested warrants expected to be recognized in the future.

The following table represents stock warrant activity as of and for the nine months ended September 30, 2018:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
Warrants Outstanding – December 31, 2017	27,440,626	0.27	8.2 years	-
Granted	14,512,159	0.27	4.8 years	-
Exercised	(1,145,626)	-	-	-
Forfeited/expired/cancelled	-		-	-
Warrants Outstanding – September 30, 2018	40,807,159	$ 0.27	6.7 years	$ -
Outstanding Exercisable – December 31, 2017	27,440,626	$ 0.27	8.2 years	$ -
Outstanding Exercisable – September 30, 2018	40,807,159	$ 0.27	6.7 years	$ -

p) Impairment of Long-Lived Assets

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

Assets are grouped and evaluated at the lowest level for their identifiable cash flows that are largely independent of the cash flows of other groups of assets. The Company considers historical performance and future estimated results in its evaluation of potential impairment and then compares the carrying amount of the asset to the future estimated cash flows expected to result from the use of the asset. If the carrying amount of the asset exceeds estimated expected undiscounted future cash flows, the Company measures the amount of impairment by comparing the carrying amount of the asset to its fair value. The estimation of fair value is generally determined by using the asset's expected future discounted cash flows or market value. The Company estimates fair value of the assets based on certain assumptions such as budgets, internal projections, and other available information as considered necessary. There is no impairment of long-lived assets during the nine months ended September 30, 2018 and 2017.

q) 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 previously had oil and gas operations in Alberta, Canada in which the Canadian Dollar ("CAD" or "CS" herein) was the primary economic environment.

For financial reporting purposes, the operational results of the Company's oil and gas operations in Canada were prepared using the CAD, and 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 loss in stockholders' deficit when realized. There have been no settlement transactions that resulted in the recognition of a foreign currency exchange gain or loss during the nine months ended September 30, 2018 and 2017.

r) Derivative Liability

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

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

The Company has evaluated the terms and conditions of its convertible notes. The conversion feature did not meet the definition of "indexed to a company's own stock" due to the down round protection feature. Therefore, the conversion feature requires bifurcation and liability classification. Additionally, the default put requires bifurcation because it is indexed to risks that are not associated with credit or interest risk. As a result, the compound embedded derivative comprises of (i) the embedded conversion feature and (i) the default put. Rather than bifurcating and recording the compound embedded derivative as a derivative liability, the Company elected to initially and subsequently measure the convertible note in its entirety at fair value, with changes in fair value recognized in earnings. On January 1, 2018, the Company adopted ASU 2017-11, Derivatives and Hedging (Topic 815), and increased beginning retained earnings in the amount of $807,762.

s) 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 nine months ended September 30, 2018, and the year ended December 31, 2017:

	Nine months ended September 30, 2018	**Year ended December 31, 2017**
Asset retirement obligation – beginning	$3,096,263	$ 833,017
Oil and gas purchases	231,053	2,205,171
Adjustments through disposals and settlements	(669,840)	-
Accretion expense	137,858	58,075
Asset retirement obligation – ending	$2,795,334	$3,096,263

t) Undistributed Revenues and Royalties

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

u) Recent Accounting Pronouncements

As of September 30, 2018, and through the date of this filing, there were several new accounting pronouncements issued by the Financial Accounting Standards Board. Each of these pronouncements, as applicable, has been or will be adopted by the Company. Management does not believe the adoption of any of these accounting pronouncements has had or will have a material impact on the Company's consolidated financial statements. The Company will monitor these emerging issues to assess any potential future impact on its financial statements.

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

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

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

v) Subsequent events

The Company has evaluated all subsequent events from September 30, 2018, through the date of filing this report, and determined there are no additional items to disclose other than those described in Note 10.

Note 3. Business Acquisition

Petrodome Energy, LLC

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

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

Proforma unaudited condensed selected financial data for the three and nine months ended September 30, 2017, as though this acquisition had taken place at January 1, 2017, are as follows:

	Three Months Ended September 30, 2017	Nine Months Ended September 30, 2017
Revenues	$ 1,568,115	$ 7,262,559
Net Loss (excludes unrealized gains / losses)	$(1,923,597)	$(4,936,096)
Loss per share	$ (0.03)	$ (0.08)

Note 4. Oil and Gas Properties

The following table summarizes the Company's oil and gas activities by classification and geographical cost center for the nine months ended September 30, 2018:

	December 31, 2017	Adjustments	Impairments	September 30, 2018
Proved developed producing oil and gas properties				
Canada cost center	$ 23,279	$ (23,279)	$ -	$ -
United States cost center	12,513,088	85,836	-	12,598,924
Accumulated depreciation, depletion and amortization	(235,226)	(486,144)	-	(721,370)
Proved developed producing oil and gas properties, net	$12,301,141	$ (423,587)	$ -	$11,877,554
Undeveloped and non-producing oil and gas properties				
Canada cost center	$ 382,935	$ (382,935)	$ -	$ -
United States cost center	26,851,244	2,577,750	-	29,428,994
Accumulated depreciation, depletion and amortization	(374,545)	(720,121)	-	(1,094,666)
Undeveloped and non-producing oil and gas properties, net	$26,859,634	$ 1,474,694	$ -	$28,334,328
Total Oil and Gas Properties, Net	$39,160,775	$ 1,051,107	$ -	$40,211,882

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

On 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. The working interests in the leases range from 84% to 100%, with an average of approximately 96%, and the net revenue interests range from 72% to 85%, with an average of approximately 81%.

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

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

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

Note 5. Related Party Transactions

During April 2015, the Company made an advance to Tanager Energy Inc., in conjunction with a joint investment in the second oil well of the Joffre Project. As of September 30, 2018, the Company has terminated its joint venture interest and resolved all related balances associated with its relationship with Tanager Energy, Inc. for a payment to the Company of $232,545, which is shown as Other receivable on the consolidated balance sheet.

During the nine months ended September 30, 2018, the Company's CEO and Director, James Doris, incurred expenses on behalf of, and made advances to the Company in the amount of $622,993 in order to provide the Company with funds to carry on its operations, and the Company made repayments of $953,573. These advances do not bear interest, are unsecured and have no specific terms of repayment. As of September 30, 2018, the amount due to Mr. Doris for advances and expenses paid on behalf of the Company is $0. Additionally, Mr. Doris made several loans to the Company totaling $862,390, of which $359,335 was paid back during the nine months ended September 30, 2018. These loans all accrue interest at 12%, and are payable on demand. As of September 30, 2018, the total amount due to Mr. Doris for these loans is $503,055. Accrued interest of $83,340 is included in accrued expenses and other current liabilities at September 30, 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, the Company 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 is convertible, at the option of the holder, at any time after the date of issuance at the office of the Corporation or any transfer agent for such stock, into one share of fully paid and non-assessable common stock.

(b) Common Stock

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

Note 7. Long Term Debt

Long term debt consisted of the following at September 30, 2018 and December 31, 2017:

	September 30, 2018	**December 31, 2017**
As of December 31, 2016, the Company issued a total of $630,000 of 10% Secured promissory notes with a term expiring April 3, 2017 (the "Maturity Date"), and an original issue discount of thirty-seven and one-half percent (37.5%). The discount was modified to fifty percent (50%) retroactively with an extension of the maturity to June 2017. During the quarter ended March 31, 2017, the Company issued an additional $917,833 of 10% Secured promissory notes with terms expiring in June, August and September of 2017, and an original issue discount of fifty percent (50%). Interest is payable on the outstanding principal of these notes at 10% per annum on the various maturity dates. The balance shown is net of unamortized discount of $0 and $0 at September 30, 2018 and December 31, 2017 respectively.	-	75,000
On October 4, 2016, the Company closed on a revolver loan with Crossfirst Bank in the amount of $1,800,000, payable at $15,000 per month, interest at 10%, with all unpaid principal and accrued interest payable on September 30, 2018. The balance shown is net of unamortized discount of $0 and $10,341 at September 30, 2018 and December 31, 2017 respectively.	-	1,594,659
During July and August of 2017, the Company borrowed $1,475,000 from private lenders pursuant to a 10% Secured Convertible Promissory Note with a twelve-month maturity. The balance shown is net of unamortized discount of $0 and $271,403 at September 30, 2018 and December 31, 2017 respectively.	-	1,203,597
During August through December of 2017, the Company borrowed $2,989,000, and from January through June 2018, the Company borrowed $3,230,000, all from private lenders pursuant to a 10% Secured Promissory Note with all principal and accrued interest payable on the maturity date of October 31, 2018. During the nine months ended September 30, 2018, $1,550,000 of these notes were paid in full and $4,409,000 of these notes have been exchanged for new partially convertible promissory notes. The promissory notes are secured by the membership interests of Mid-Con Drilling, LLC. The balance shown is net of unamortized discount of $5,570 and $867,399 at September 30, 2018 and December 31, 2017 respectively.	254,430	2,121,601

On September 8, 2017, the Company closed on a Promissory Note with Cornerstone Bank in the amount of $256,983, payable interest only for the first twelve months commencing October 8, 2017, variable interest rate, currently at 5.5%, followed by 83 monthly payments of $3,765, interest at 6%, final payment due on September 8, 2025. The balance shown is net of unamortized discount of $0 and $0 at September 30, 2018 and December 31, 2017 respectively.	-	253,870
On September 29, 2017, the Company closed on a Promissory Note with Cornerstone Bank in the amount of $290,000, payable interest only for the first twelve months commencing October 29, 2017, variable interest rate, currently at 5.5%, followed by 83 monthly payments of $3,765, interest at 6%, final payment due on September 29, 2025. The balance shown is net of unamortized discount of $0 and $3,925 at September 30, 2018 and December 31, 2017 respectively.	-	286,075
On October 3, 2017, the Company closed on a Promissory Note with Cornerstone Bank in the amount of $204,000, payable interest only for the first twelve months commencing November 3, 2017, variable interest rate, currently at 5.5%, followed by 83 monthly payments of $3,765, interest at 6%, final payment due on October 3, 2025. The balance shown is net of unamortized discount of $0 and $3,451 at September 30, 2018 and December 31, 2017 respectively.	-	200,549
On December 22, 2017, the Company borrowed $8,510,638, through 405 Petrodome, LLC, as agent for Lenders, with an OID of 6%., bearing interest initially at 9.875% through June 2018, then 11.375% through December 2018, then 12.875% through June 2019, then 14.375% through December 2019. Interest only through June 2018, at which time Principal will be payable at $75,000 monthly for six months and then $125,000 monthly to the maturity date of December 22, 2019. The balance shown is net of unamortized discounts of $0 and $941,108 at September 30, 2018 and December 31, 2017 respectively.	-	7,569,530
During June through September of 2018, the Company borrowed $6,502,212 from private lenders, and issued an additional $5,314,000 in exchange for amounts owed to the Company, pursuant to a 10% Secured Promissory Note with 50% of the principal convertible into the Company's common stock at $0.20 per share, all principal and accrued interest payable on the maturity date of August 31, 2019. The balance shown is net of unamortized discount of $3,415,632 and $0 respectively.	8,400,580	-
On June 13, 2018, the Company borrowed $12,400,000 pursuant to a revolving line of credit facility with a maximum principal amount of $30,000,000 from Crossfirst Bank, bearing interest 1.5% above a base rate equal to the prime rate of interest published by the Wall Street Journal, interest only for June and July of 2018, at which time Principal will be payable at $100,000 monthly through the maturity date of September 30, 2020, at which time all remaining unpaid principal and accrued interest shall be due. The balance shown is net of unamortized discount of $120,816 and $0 at September 30, 2018 and December 31, 2017 respectively.	12,079,184	-
	20,734,194	13,304,881
Less current portion	(9,785,432)	(3,562,051)
	$10,948,762	$ 9,742,830

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 consolidated financial position or results of operations.

Note 9. September 2018 Purchase Agreement

On September 2, 2018, the Company entered into a Purchase and Sale Agreement (the "September 2018 Acquisition Agreement") to acquire oil and gas leases and related assets in Texas and Louisiana for an estimated purchase price of approximately $100,000,000. The agreement originally contemplated a closing deadline of October 31, 2018, and the Company escrowed a $3,500,000 deposit to be applied towards the purchase price at closing.

On November 1, 2018, the parties to the September 2018 Acquisition Agreement amended it to (i) extend the closing deadline to the earlier of: (a) 10 days from the date on which the sellers obtain consents from applicable landowners authorizing the transfer to the Company of the oil and gas leases representing 80% of the total PDP (PV10) value of the purchased assets; or (b) December 31, 2018 (the "Closing Date"); (ii) provide for a portion of the purchase price for the purchased assets in respect of which post-closing consent to transfer is required from the State of Louisiana or State of Texas, to be paid into escrow at closing to provide the sellers up to 180 days thereafter to secure the requisite post-closing governmental agency approvals; (iii) upon the sellers obtaining third-party consents to assign a portion of the oil and gas leases representing at least 80% of the PDP (PV10) value of the purchased assets, require the parties to close on the Closing Date, on the purchase of those assets (provided that no single purchased asset represents more than 15% of the total PDP (PV10) value of the assets purchased at the closing); (iv) provide the sellers from the date of the first closing until March 21, 2019, to obtain any remaining third-party consents required to transfer any of the purchased assets not otherwise transferred to the Company on the first closing; and (v) to make other changes.

Note 10. Subsequent Events

The Company has evaluated subsequent events from September 30, 2018, through the date of filing this Form 10-Q, and determined there are no additional items to disclose other than the following:

- During October 2018, the Company issued 99,714 common shares to an individual as the result of a cashless exercise of 250,000 warrants.

- During October 2018, the Company issued 25,907 common shares for services.

- On October 17, 2018, the Company filed a definitive Schedule 14C Information Statement with the SEC regarding a prospective reverse stock split of the Company's outstanding shares of common stock at a reverse split ratio range of one post-split share for five pre-split shares up to one post-split share for thirty pre-split shares (1:5 up to 1:30), at the discretion of the Company's Board of Directors.

- On or about October 31, 2018, Viking's subsidiary Mid-Con Drilling entered into an agreement to sell 20% of its 80% working interest in certain oil and gas leases in Kansas, for $41,242. In connection with the agreement, Mid-Con Drilling and the purchaser entered into a Farmout Agreement, pursuant to which the purchaser agreed to advance up to $1,000,000 toward development work on one or more of the subject leases in exchange for 100% of the tax benefits associated with the development.

- Between September 30, 2018 and November 5, 2018, the Company, through its private placement filed in June 2018, raised an additional $2,685,288, bringing the total funds raised to $14,501,500. Pursuant to the terms of the private placement, these investors will receive five-year warrants to purchase 2,013,966 common shares at an exercise price of $.20 per share. In connection with the private placement funds raised through November 5, 2018, the Company will issue 955,144 common shares pursuant to placement agent agreements with the Company's registered broker-dealers.

- On November 1, 2018, the parties to the September 2018 Acquisition Agreement amended the agreement as described in Note 9.

- On November 5, 2018, the Company amended its Articles of Incorporation to increase the number of shares of common stock the Company is authorized to issue from 100,000,000 to 500,000,000.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis in conjunction with the financial statements and notes thereto appearing elsewhere in this Quarterly Report on Form 10-Q. 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 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: our ability to raise capital and the terms thereof; ability to gain an adequate player base to generate the expected revenue; competition with established gaming websites; adverse changes in government regulations or polices; and other factors referenced in this Form 10-Q.

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

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

PLAN OF OPERATIONS

Overview

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

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

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

Acquisitions – Canada

- In November 2014, the Company entered into its first contract relative to oil and gas activities involving jointly controlled assets and related liabilities by purchasing an undivided 50% interest in the Joffre project located in Alberta, Canada. The working interests of this joint venture, were acquired from a Canadian Company that ended up in receivership, and the administration of these assets proved to be inefficient and unprofitable. The investment in these properties, as well as all uncollected receivables associated with it have been either fully impaired or fully reserved. Effective September 30, 2018, the Company negotiated a sale and settlement of this Canadian joint venture interest and a resolution of all intercompany balances associated with it, for proceeds to the Company of $232,545. An asset retirement obligation of $466,031 offset by the net asset retirement cost of $293,296 associated with this investment generated a gain from disposal of these assets of $405,280.

Acquisitions – Kansas

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

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

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

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

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

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

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

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

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

Acquisitions – Texas, Louisiana and Mississippi

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

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

Pending Acquisitions – Texas and Louisiana

- On September 2, 2018, the Company entered into a Purchase and Sale Agreement to acquire additional oil and gas leases and related assets in Texas and Louisiana for an estimated purchase price of approximately $100,000,000 (the "Potential Acquisition"). The agreement originally contemplated a closing by October 31, 2018, and the Company escrowed a $3,500,000 deposit to be applied towards the purchase price at closing. On November, the agreement was amended to extend the closing date to as late as December 31, 2018.

This Potential Acquisition would be an asset acquisition consisting of various working interests in Texas and Louisiana. These asset locations are consistent with the location of our Petrodome assets and can be operated from our Houston office.

Financial Condition

As of September 30, 2018, the Company has a working capital deficiency in excess of $6 million. The largest component of current liabilities creating this deficiency are notes payable with a face value aggregating approximately $11.8 million due in August of 2019. Furthermore, the Company has generated losses from operations and has had a net comprehensive loss of $8,452,863, and $2,666,268 for the nine months ended September 30, 2018 and 2017, respectively. Additionally, the Company will need to obtain additional debt and equity financing to close the Potential Acquisition discussed above.

These conditions raise substantial doubt regarding the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and to obtain the necessary financing to meet its obligations (including closing the Potential Acquisition) and repay its liabilities arising from business operations when they come due. However, there is no assurance that the Company can achieve profitable operations and obtain additional financing.

RESULTS OF CONTINUING OPERATIONS

The following discussion of the financial condition and results of operation of the Company for the three and nine months ended September 30, 2018 and 2017, should be read in conjunction with the audited consolidated financial statements and the notes thereto in the Company's Annual Report on Form 10-K/A for the year ended December 31, 2017, filed with the SEC on April 25, 2018.

Liquidity and Capital Resources

As of September 30, 2018, and December 31, 2017, the Company had 7,812,868 and $5,735,259 in cash holdings, respectively.

Three months ended September 30, 2018, compared to the three months ended September 30, 2017

Revenue

The Company had gross revenues of $1,895,932 for the three months ended September 30, 2018, as compared to $221,329 for the three months ended September 30, 2017, resulting from its oil and gas interests in Canada, Kansas, Texas, Louisiana and Mississippi.

Expenses

The Company's operating expenses increased by $2,834,331 to $3,411,016 for the three-month period ended September 30, 2018, from $576,685 in the corresponding period in 2017. The increase is mainly attributable to increased lease operating costs commensurate with the new oil and gas wells purchased in 2017 and the first quarter of 2018. Additionally, there were increases in general and administrative associated with the office operations of Petrodome, and increases in accretion expense and depreciation, depletion and amortization expense.

Other Income (Expense)

The Company had other income (expense) of $(1,463,228) for the three months ended September 30, 2018, as compared to $(430,244) for the three months ended September 30, 2017. This significant difference is primarily a result of increased interest expense due to increased debt associated with acquisitions, and loss on commodity derivatives. During the quarter ended September 30, 2018, the Company sold various oil and gas interests, resulting in the realization of gains on disposal of these assets in the amount of $555,548. These gains are mainly attributable to a gain of $405,280 from the sale of its 50% joint venture interest in Canada, with the balance coming from the sale of fixed assets and the release of asset retirement obligations associated with the disposal of other working interests.

Net Income (Loss)

The Company incurred a net (loss) of $(2,944,764) during the three-month period ended September 30, 2018, compared with a net loss of $(785,600) for the three-month period ended September 30, 2017. The increase in net loss was mainly due to the items referred to in the analysis of operating expenses and other income (expense).

Nine months ended September 30, 2018, compared to the nine months ended September 30, 2017

Revenue

The Company had gross revenues of $6,376,501 for the nine months ended September 30, 2018, as compared to $588,622 for the nine months ended September 30, 2017, resulting from its oil and gas interests in Canada, Kansas, Texas, Louisiana and Mississippi.

Expenses

The Company's operating expenses increased by $7,162,988 to $9,746,732 for the nine-month period ended September 30, 2018, from $2,583,744 in the corresponding period in 2017. The increase is mainly attributable to increased lease operating costs commensurate with the new oil and gas wells purchased in 2017 and the first quarter of 2018. Additionally, there were increases in general and administrative associated with the office operations of Petrodome, and increases in accretion expense and depreciation, depletion and amortization expense.

Other Income (Expense)

The Company had other income (expense) of $(5,993,459) for the nine months ended September 30, 2018, as compared to $(672,592) for the nine months ended September 30, 2017. This significant difference is primarily a result of increased interest expense due to increased debt associated with acquisitions, and loss on commodity derivatives. During the nine months ended September 30, 2018, the Company sold various oil and gas interests, resulting in the realization of gains on disposal of these assets in the amount of $613,859. These gains are mainly attributable to a gain of $405,280 from the sale of its 50% joint venture interest in Canada, with the balance coming from the sale of fixed assets and the release of asset retirement obligations associated with the disposal of other working interests.

Net Income (Loss)

The Company incurred a net (loss) of $(8,452,863) during the nine-month period ended September 30, 2018, compared with a net loss of $(2,667,714) for the nine-month period ended September 30, 2017. The decrease in net loss was mainly due to the items referred to in the analysis of operating expenses and other income (expense).

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

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.

Although these estimates are based on management's knowledge of current events and actions the Company may undertake in the future, the final results may ultimately differ from actual results. Certain accounting policies involve significant judgments and assumptions, which have a material impact on the Company's financial condition and results. Management believes its critical accounting policies reflect its most significant estimates and assumptions used in the presentation of the Company's financial statements. The Company does not have off-balance sheet arrangements, financings, or other relationships with unconsolidated entities or other persons, also known as "special purpose entities."

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934, the Company is not required to provide the information under this item.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Company does not currently maintain controls and procedures that are designed to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act are recorded, processed, summarized, and reported within the time periods specified by the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to provide reasonable assurance that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Under the supervision and with the participation of management, including the Company's Chief Executive Officer, the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of September 30, 2018, have been evaluated, and, based upon this evaluation, the Company's Chief Executive Officer has concluded that these controls and procedures are not effective in providing reasonable assurance of compliance.

Changes in Internal Control over Financial Reporting

Management and directors will continue to monitor and evaluate the effectiveness of the Company's internal controls and procedures and the Company's 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. There were no changes in Internal Control Over Financial Reporting during the quarter ended September 30, 2018, except as described herein. On August 20, 2018, Frank Barker resigned as a director of the Company. Mr. Barker's resignation facilitated the appointment of the two directors described below, and Mr. Barker remains the Company's CFO. On August 20, 2018, Lawrence B. Fisher and David Herskovits were appointed as members of the Company's Board of Directors. The Company expects that Mr. Fisher will assist with forming and serve as the initial chairperson of the Company's Compensation Committee, and that Mr. Herskovits will assist with forming and serve as the initial chairperson of the Company's Audit Committee. After the resignation of Mr. Barker and the appointments of Mr. Fisher and Mr. Herskovits, the Company believes that a majority of its Board of Directors qualify as "independent" directors pursuant to relevant NYSE, NASDAQ or similar exchange rules. Additional internal controls over financial reporting have not yet been implemented.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. As of September 30, 2018, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of operations.

ITEM 1A. RISK FACTORS

As a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934, the Company is not required to provide the information under this item.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

During the quarter ended September 30, 2018, pursuant to a private placement for debt and equity, the Company issued 2,548,500 common shares.

During the quarter ended September 30, 2018, the Company issued 1,997,695 common shares for services.

The shares described above were issued pursuant to exemptions from registration requirements relying on Section 4(a)(2) of the Securities Act of 1933 and/or Rule 506 of Regulation D promulgated thereunder as there was no general solicitation, and the transactions did not involve a public offering.

During September 2018, the Company issued 387,279 common shares in a cashless exercise of 743,542 warrants to purchase the common stock of the Company.

These shares, which were issued upon the cashless exercise of outstanding warrants, were issued pursuant to the exemption from registration provided by Section 3(a)(9) of the Securities Act of 1933 as the common stock was issued in exchange for securities of the Company held by each shareholder, there was no additional consideration for the exchange, and there was no remuneration for the solicitation of the exchange.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. OTHER INFORMATION

None.

Table of Contents

ITEM 6. EXHIBITS

Number	Description
3.1	Articles of Incorporation (incorporated by reference to our Definitive Information Statement on Schedule 14C filed on October 14, 2008)
3.2	Bylaws (incorporated by reference to our Definitive Information Statement on Schedule 14C filed on October 14, 2008)
3.3	Certificate of Amendment to Articles of Incorporation (incorporated by reference to our Definitive Information Statement on Schedule 14C filed on May 23, 2012)
3.4	Certificate of Amendment to Articles of Incorporation (incorporated by reference to our Current Report on Form 8-K filed on November 6, 2018)
10.1	Membership Interest Purchase Agreement, dated November 10, 2017, by Viking Energy Group, Inc. and Black Rhino, LP (incorporated by reference to our Current Report on Form 8-K filed on December 29, 2017)
10.2	First Amendment to Membership Interest Purchase Agreement, dated November 30, 2017, by Viking Energy Group, Inc. and Black Rhino, LP (incorporated by reference to our Current Report on Form 8-K filed on December 29, 2017)
10.3	Second Amendment to Membership Interest Purchase Agreement, dated December 22, 2017, by Viking Energy Group, Inc., Black Rhino, LP, and Petrodome Energy, LLC (incorporated by reference to our Current Report on Form 8-K filed on December 29, 2017)
10.4	Term Loan Agreement, dated December 22, 2017, by the Borrowers listed therein, 405 Petrodome LLC, as Administrative Agent, and 405 Petrodome LLC and Cargill, Incorporated, as Lenders (incorporated by reference to our Current Report on Form 8-K filed on December 29, 2017)
10.5	Purchase and Sale Agreement, dated December 22, 2017, by Viking Energy Group, Inc. and Woodway Oil & Gas – KS–I, LLC (incorporated by reference to our Current Report on Form 8-K filed on January 8, 2018)
10.6	Assignment and Bill of Sale, dated December 22, 2017, by Mid-Con Development, LLC and Woodway Oil & Gas – KS–I, LLC (incorporated by reference to our Current Report on Form 8-K filed on January 8, 2018)
10.7	Purchase and Sale Agreement, executed as of September 1, 2018, by and among Viking Energy Group, Inc. and Bodel Holdings, L.L.C., Cleveland Holdings, L.L.C., Delbo Holdings, L.L.C., DeQuincy Holdings, L.L.C., Gulf Coast Working Partners, L.L.C., Oakley Holdings, L.L.C., SamJam Energy, L.L.C., and Perry Point Holdings, L.L.C. (incorporated by reference to our Current Report on Form 8-K filed on September 5, 2018)
10.8	First Amendment to Purchase and Sale Agreement, executed as of November 1, 2018, by and among Viking Energy Group, Inc. and Bodel Holdings, L.L.C., Cleveland Holdings, L.L.C., Delbo Holdings, L.L.C., DeQuincy Holdings, L.L.C., Gulf Coast Working Partners, L.L.C., Oakley Holdings, L.L.C., SamJam Energy, L.L.C., and Perry Point Holdings, L.L.C. (incorporated by reference to our Current Report on Form 8-K filed on November 5, 2018)
10.9	Employment Agreement with Timothy Swift dated as of March 19, 2018 (incorporated by reference to our Quarterly Report on Form 10-Q filed on May 21, 2018)
10.10	Restricted Stock Agreement with Timothy Swift dated as of April 1, 2018 (incorporated by reference to our Quarterly Report on Form 10-Q filed on May 21, 2018)
21.1	Subsidiaries of Viking Energy Group, Inc. (incorporated by reference to our Current Report on Form 10-K/A filed on April 25, 2018)

31.1*	Certification of Principal Executive Officer required by Rule 13a-14(1) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Principal Financial Officer required by Rule 13a-14(1) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and Section 1350 of 18 U.S.C. 63
32.2*	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and Section 1350 of 18 U.S.C. 63
99.1	Purchase and Sale, Petroleum and Natural Gas Conveyance Agreement with Tanager Energy Inc. dated November 3, 2014 (incorporated by reference to our Current Report on Form 8-K filed on November 10, 2014)
99.2	Purchase, Sale and Capital Contribution Agreement effective February 1, 2016 (incorporated by reference to our Annual Report on Form 10-K/A filed on May 16, 2016)
99.3	Purchase and Sale Agreement (incorporated by reference to our Current Report on Form 8-K filed on September 12, 2017)
99.4	Purchase and Sale Agreement (incorporated by reference to our Current Report on Form 8-K filed on October 3, 2017)
99.5	Purchase and Sale Agreement (incorporated by reference to our Current Report on Form 8-K filed on October 4, 2017)
99.6	Purchase and Sale Agreement (incorporated by reference to our Current Report on Form 8-K filed on December 8, 2017)
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith.

ITEM 7. OFF BALANCE-SHEET ARRANGEMENTS

None.

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)

/s/ James Doris Principal Executive Officer	Date: November 14, 2018
/s/ Frank W. Barker, Jr. Principal Financial and Accounting Officer	Date: November 14, 2018

EXHIBIT 31.1

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

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

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

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and we have:

   (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that was materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors:

   (a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2018

/s/ James Doris
James Doris
Principal Executive Officer

EXHIBIT 31.2

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

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

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

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and we have:

   (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that was materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors:

   (a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2018

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

EXHIBIT 32.1

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

In connection with the Quarterly Report of Viking Energy Group, Inc. (the Company) on Form 10-Q for the quarterly period ended September 30, 2018, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, James Doris, Principal Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

/s/ James Doris
James Doris
Principal Executive Officer
November 14, 2018

EXHIBIT 32.2

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

In connection with the Quarterly Report of Viking Energy Group, Inc. (the Company) on Form 10-Q for the quarterly period ended September 30, 2018, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Frank W. Barker, Jr., Principal Financial and Accounting Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

/s/ Frank W. Barker, Jr.
Frank W. Barker, Jr.
Principal Financial and Accounting Officer
November 14, 2018