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

**FORM 10-Q**

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

For the quarterly period ended: **March 31, 2021**

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

Commission File Number: **001-36057**

**RING ENERGY, INC.**

*(Exact Name of registrant as specified in its charter)*

**Nevada**  
*(State or other jurisdiction of incorporation or organization)*

**90-0406406**  
*(IRS Employer Identification No.)*

**1725 Hughes Landing, Suite 900**  
**The Woodlands, TX**  
*(Address of principal executive offices)*

**77380**  
*(Zip Code)*

**(281) 397-3699**

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

**Securities registered pursuant to Section 12(b) of the Act**

Title of each Class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.001 par value	REI	NYSE American

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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer," "smaller reporting company," and emerging growth company" in Rule 12b-2 of the Exchange Act.

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

The registrant has one class of common stock of which 99,275,937 shares were outstanding at May 10, 2021.

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**INDEX**

**Ring Energy, Inc.**

For the Quarter Ended March 31, 2021

<a href="#">PART I – FINANCIAL INFORMATION</a>	5
<a href="#">Item 1. Financial Statements.</a>	5
<a href="#">Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations</a>	23
<a href="#">Item 3. Quantitative and Qualitative Disclosures About Market Risk</a>	30
<a href="#">Item 4. Controls and Procedures</a>	31
<a href="#">PART II – OTHER INFORMATION</a>	33
<a href="#">Item 1. Legal Proceedings</a>	33
<a href="#">Item 1A. Risk Factors</a>	33
<a href="#">Item 6. Exhibits</a>	34
<a href="#">SIGNATURES</a>	35

### ***Forward-Looking Statements***

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The statements contained in this report that are not historical facts are forward-looking statements that represent management's beliefs and assumptions based on currently available information. Forward-looking statements include information concerning our possible or assumed future results of operations, business strategies, need for financing, competitive position and potential growth opportunities. Our forward-looking statements do not consider the effects of future legislation or regulations. Forward-looking statements include all statements that are not historical facts and can be identified by the use of forward-looking terminology such as the words "believes," "intends," "may," "should," "anticipates," "expects," "could," "plans," "estimates," "projects," "targets" or comparable terminology or by discussions of strategy or trends. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we cannot give any assurances that these expectations will prove to be correct. Such statements by their nature involve risks and uncertainties that could significantly affect expected results, and actual future results could differ materially from those described in such forward-looking statements.

Among the factors that could cause actual future results to differ materially are the risks and uncertainties discussed in this report and in our annual report on Form 10-K for the year ended December 31, 2020. While it is not possible to identify all factors, we continue to face many risks and uncertainties including, but not limited to:

- declines or volatility in the prices we receive for our oil and natural gas;
- our ability to raise additional capital to fund future capital expenditures;
- our ability to generate sufficient cash flow from operations, borrowings or other sources to enable us to fully develop and produce our oil and natural gas properties;
- general economic conditions, whether internationally, nationally or in the regional and local market areas in which we do business;
- risks associated with drilling, including completion risks, cost overruns and the drilling of non-economic wells or dry holes;
- uncertainties associated with estimates of proved oil and natural gas reserves;
- the presence or recoverability of estimated oil and natural gas reserves and the actual future production rates and associated costs;
- risks and liabilities associated with acquired companies and properties;
- risks related to integration of acquired companies and properties;
- potential defects in title to our properties;
- cost and availability of drilling rigs, equipment, supplies, personnel and oilfield services;
- geological concentration of our reserves;
- environmental or other governmental regulations, including legislation of hydraulic fracture stimulation;
- our ability to secure firm transportation for oil and natural gas we produce and to sell the oil and natural gas at market prices;
- exploration and development risks;
- management's ability to execute our plans to meet our goals;
- our ability to retain key members of our management team on commercially reasonable terms;

- the occurrence of cybersecurity incidents, attacks or other breaches to our information technology systems or on systems and infrastructure used by the oil and gas industry;
- weather conditions;
- effectiveness of our internal control over financial reporting;
- actions or inactions of third-party operators of our properties;
- costs and liabilities associated with environmental, health and safety laws;
- our ability to find and retain highly skilled personnel;
- operating hazards attendant to the oil and natural gas business;
- competition in the oil and natural gas industry;
- evolving geopolitical and military hostilities in the Middle East;
- economic and competitive conditions;
- lack of available insurance;
- cash flow and anticipated liquidity;
- continuing compliance with the financial covenant contained in our amended and restated credit agreement;
- the ongoing COVID-19 pandemic, including any reactive or proactive measures taken by businesses, governments and by other organizations related thereto, and the direct and indirect effects of COVID-19 on the market for and price of oil; and
- the other factors discussed under “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2020.

Should our underlying assumptions prove incorrect or the consequences of the aforementioned risks worsen, actual results could differ materially from those expected.

Forward-looking statements speak only as to the date hereof. All such forward-looking statements and any subsequent written or oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the statements contained herein or referred to in this section and any other cautionary statements that may accompany such forward-looking statements. Except as otherwise required by applicable law, we disclaim any intention or obligation to update publicly or revise such statements whether as a result of new information, future events or otherwise.

There may also be other risks and uncertainties that we are unable to predict at this time or that we do not now expect to have a material adverse impact on our business.

**PART I – FINANCIAL INFORMATION**

**Item 1. Financial Statements.**

The unaudited condensed financial statements included herein have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). Accordingly, certain disclosures required by accounting principles generally accepted in the United States and normally included in Annual Reports on Form 10-K have been omitted. Although management believes that our disclosures are adequate to make the information presented not misleading, these unaudited interim financial statements should be read in conjunction with the Company’s audited financial statements and related footnotes included in its most recent Annual Report on Form 10-K.

**RING ENERGY, INC.**  
**CONDENSED BALANCE SHEETS**  
**(UNAUDITED)**

As of	March 31, 2021	December 31, 2020
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 1,700,510	\$ 3,578,634
Accounts receivable	20,898,591	14,997,979
Joint interest billing receivable	1,358,129	1,327,262
Derivative receivable	581,424	499,906
Prepaid expenses and retainers	230,909	396,109
<b>Total Current Assets</b>	<u>24,769,563</u>	<u>20,799,890</u>
<b>Properties and Equipment</b>		
Oil and natural gas properties subject to amortization	846,954,510	836,514,815
Financing lease asset subject to depreciation	819,789	858,513
Fixed assets subject to depreciation	1,700,460	1,520,890
<b>Total Properties and Equipment</b>	<u>849,474,759</u>	<u>838,894,218</u>
Accumulated depreciation, depletion and amortization	(208,174,599)	(200,111,658)
<b>Net Properties and Equipment</b>	<u>641,300,160</u>	<u>638,782,560</u>
<b>Operating lease asset</b>	2,079,443	1,494,399
<b>Deferred financing costs</b>	2,196,321	2,379,348
<b>Total Assets</b>	<u>\$ 670,345,487</u>	<u>\$ 663,456,197</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable	\$ 41,386,222	\$ 32,500,081
Financing lease liability	283,305	295,311
Operating lease liability	719,825	859,017
Derivative liabilities	24,546,980	3,287,328
<b>Total Current Liabilities</b>	<u>66,936,332</u>	<u>36,941,737</u>
Revolving line of credit	305,500,000	313,000,000
Financing lease liability, less current portion	50,432	126,857
Operating lease liability, less current portion	1,403,876	635,382
Derivative liabilities, non-current	5,277,469	869,273
Asset retirement obligations	15,025,895	17,117,135
<b>Total Liabilities</b>	<u>394,194,004</u>	<u>368,690,384</u>
<b>Stockholders' Equity</b>		
Preferred stock - \$0.001 par value; 50,000,000 shares authorized; no shares issued or outstanding	—	—
Common stock - \$0.001 par value; 150,000,000 shares authorized; 99,275,937 shares and 85,568,287 shares issued and outstanding, respectively	99,276	85,568
Additional paid-in capital	551,389,470	550,951,415
Accumulated deficit	(275,337,263)	(256,271,170)
<b>Total Stockholders' Equity</b>	<u>276,151,483</u>	<u>294,765,813</u>
<b>Total Liabilities and Stockholders' Equity</b>	<u>\$ 670,345,487</u>	<u>\$ 663,456,197</u>

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

**RING ENERGY, INC.**  
**CONDENSED STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**

	<b>For the Three Months Ended March 31,</b>	
	<b>2021</b>	<b>2020</b>
<b>Oil and Natural Gas Revenues</b>	<u>\$ 39,502,532</u>	<u>\$ 39,570,328</u>
<b>Costs and Operating Expenses</b>		
Lease operating expenses	8,226,575	8,421,388
Gathering, transportation and processing costs	935,019	1,149,618
Ad valorem taxes	737,251	807,455
Oil and natural gas production taxes	1,852,762	1,870,245
Depreciation, depletion and amortization	8,108,158	13,682,996
Asset retirement obligation accretion	193,744	231,962
Operating lease expense	271,517	289,051
General and administrative expense	2,912,991	3,035,895
<b>Total Costs and Operating Expenses</b>	<u>23,238,017</u>	<u>29,488,610</u>
<b>Income (Loss) from Operations</b>	<u>16,264,515</u>	<u>10,081,718</u>
<b>Other Income (Expense)</b>		
Interest income	—	5
Interest (expense)	(3,741,969)	(4,248,498)
Gain (loss) on derivative contracts	(31,588,639)	50,420,809
<b>Net Other Income (Expense)</b>	<u>(35,330,608)</u>	<u>46,172,316</u>
<b>Income (Loss) Before Provision for Income Taxes</b>	(19,066,093)	56,254,034
<b>Benefit from (Provision for) Income Taxes</b>	—	(12,449,916)
<b>Net Income (Loss)</b>	<u>\$ (19,066,093)</u>	<u>\$ 43,804,118</u>
<b>Basic Earnings (Loss) per share</b>	\$ (0.19)	\$ 0.64
<b>Diluted Earnings (Loss) per share</b>	\$ (0.19)	\$ 0.64

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

**RING ENERGY, INC.**  
**CONDENSED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**(UNAUDITED)**

	Common Stock		Additional Paid-in Capital	Retained Earnings (Accumulated Deficit)	Total Stockholders' Equity
	Shares	Amount			
<b>For the three Months Ended March 31, 2021</b>					
<b>Balance, December 31, 2020</b>	85,568,287	\$ 85,568	\$ 550,951,415	\$ (256,271,170)	\$ 294,765,813
Common stock and warrants issued for cash, net	—	—	(65,000)	—	(65,000)
Exercise of pre-funded warrants issued in offering	13,428,500	13,429	—	—	13,429
Exercise of common warrants issued in offering	184,800	185	147,655	—	147,840
Restricted stock vested	94,350	94	(94)	—	—
Share-based compensation	—	—	355,494	—	355,494
Net income (loss)	—	—	—	(19,066,093)	(19,066,093)
<b>Balance, March 31, 2021</b>	<u>99,275,937</u>	<u>\$ 99,276</u>	<u>\$ 551,389,470</u>	<u>\$ (275,337,263)</u>	<u>\$ 276,151,483</u>
<b>For the three Months Ended March 31, 2020</b>					
<b>Balance, December 31, 2019</b>	67,993,797	\$ 67,994	\$ 526,301,281	\$ (2,859,342)	\$ 523,509,933
Share-based compensation	—	—	673,795	—	673,795
Net income (loss)	—	—	—	43,804,118	43,804,118
<b>Balance, March 31, 2020</b>	<u>67,993,797</u>	<u>\$ 67,994</u>	<u>\$ 526,975,076</u>	<u>\$ 40,944,776</u>	<u>\$ 567,987,846</u>

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



**RING ENERGY, INC.**  
**CONDENSED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

<i>For the Three Months Ended March 31,</i>	<b>2021</b>	<b>2020</b>
<b>Cash Flows From Operating Activities</b>		
Net income (loss)	\$ (19,066,093)	\$ 43,804,118
Adjustments to reconcile net income to net cash provided by (used in) operating activities		
Depreciation, depletion and amortization	8,108,158	13,682,996
Accretion expense	193,744	231,962
Amortization of deferred financing costs	183,027	189,082
Share-based compensation	355,494	673,795
Deferred income tax expense (benefit)	(1,792,142)	12,028,380
Excess tax expense (benefit) related to share-based compensation	1,792,142	421,536
Change in fair value of derivative contracts	31,588,639	(50,420,809)
Cash received (paid) for derivative settlements, net	(5,920,791)	3,334,128
Changes in assets and liabilities:		
Accounts receivable	(5,968,739)	6,915,358
Prepaid expenses and retainers	165,200	3,584,453
Accounts payable	6,293,506	(6,614,029)
Settlement of asset retirement obligation	(244,461)	(293,212)
<b>Net Cash Provided by Operating Activities</b>	<u>15,687,684</u>	<u>27,537,758</u>
<b>Cash Flows From Investing Activities</b>		
Payments to purchase oil and natural gas properties	(258,970)	(480,048)
Payments to develop oil and natural gas properties	(11,898,939)	(24,463,138)
Payments to acquire or improve fixed assets	(19,461)	—
Proceeds from divestiture of oil and natural gas properties	2,000,000	—
<b>Net Cash Provided by (Used in) Investing Activities</b>	<u>(10,177,370)</u>	<u>(24,943,186)</u>
<b>Cash Flows From Financing Activities</b>		
Proceeds from revolving line of credit	13,000,000	—
Payments on revolving line of credit	(20,500,000)	—
Proceeds from issuance of common stock and warrants	161,269	—
Reduction of financing lease liabilities	(49,707)	(67,806)
<b>Net Cash Provided by (Used in) Financing Activities</b>	<u>(7,388,438)</u>	<u>(67,806)</u>
<b>Net Change in Cash</b>	<u>(1,878,124)</u>	<u>2,526,766</u>
<b>Cash at Beginning of Period</b>	<u>3,578,634</u>	<u>10,004,622</u>
<b>Cash at End of Period</b>	<u>\$ 1,700,510</u>	<u>\$ 12,531,388</u>
<b>Supplemental Cash Flow Information</b>		
Cash paid for interest	<u>\$ 3,709,232</u>	<u>\$ 4,211,754</u>
<b>Noncash Investing and Financing Activities</b>		
Asset retirement obligation incurred during development	\$ 32,206	\$ 66,387
Asset retirement obligation acquired	662,705	—
Asset retirement obligation revisions	153,475	—
Asset retirement obligation sold	(2,934,126)	—
Capitalized expenditures attributable to drilling projects financed through current liabilities	3,782,599	6,200,000
Operating lease assets obtained in exchange for new operating lease liability	839,536	—

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

**RING ENERGY, INC.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**NOTE 1 – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES**

**Condensed Financial Statements** – The accompanying condensed financial statements prepared by Ring Energy, Inc. (the “Company” or “Ring”) have not been audited by an independent registered public accounting firm. In the opinion of the Company’s management, the accompanying unaudited financial statements contain all adjustments necessary for fair presentation of the results of operations for the periods presented, which adjustments were of a normal recurring nature, except as disclosed herein. The results of operations for the three months ended March 31, 2021, are not necessarily indicative of the results to be expected for the full year ending December 31, 2021, for various reasons, including as a result of the impact of fluctuations in prices received for oil and natural gas, natural production declines, the uncertainty of exploration and development drilling results, fluctuations in the fair value of derivative instruments, the impacts of COVID-19 and other factors.

These unaudited condensed financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial information, and, accordingly, do not include all of the information and footnotes required by GAAP for complete financial statements. Therefore, these financial statements should be read in conjunction with the Company’s annual report on Form 10-K for the year ended December 31, 2020.

**Reclassifications** – Certain prior period amounts relating to components of operating expense have been reclassified to conform to current year presentation within “Costs and Operating Expenses” in the Statement of Operations. Additionally, certain prior amounts associated with realized and unrealized gains (losses) have been reclassified within the Statement of Operations and Statements of Cash Flows to conform with current year presentation.

**Organization and Nature of Operations** – The Company is a Nevada corporation that owns interests in oil and natural gas properties located in Texas and New Mexico. The Company’s oil and natural gas sales, profitability and future growth are dependent upon prevailing and future prices for oil and natural gas and the successful acquisition, exploration and development of oil and natural gas properties. Oil and natural gas prices have historically been volatile and may be subject to wide fluctuations in the future. A substantial decline in oil and natural gas prices could have a material adverse effect on the Company’s financial position, results of operations, cash flows and quantities of oil and natural gas reserves that may be economically produced.

**COVID - 19** – In March 2020, the World Health Organization classified the outbreak of COVID-19 as a pandemic. The nature of COVID-19 led to worldwide shutdowns, reductions in commercial and interpersonal activity and changes in consumer behavior. In attempting to control the spread of COVID-19, governments around the world imposed laws and regulations such as shelter-in-place orders, quarantines, executive orders and similar restrictions. As a result, the global economy has been marked by significant slowdown and uncertainty, which in turn has led to a precipitous decline in oil prices in response to decreased demand, further exacerbated by global energy storage shortages and by the price war among members of the Organization of Petroleum Exporting Countries (“OPEC”) and other non-OPEC producer nations (collectively with OPEC members, “OPEC+”) during the first quarter 2020. As of the first quarter 2021, prices have recovered to pre-pandemic levels, due in part to the accessibility of vaccines, reopening of states after the lockdown, and optimism about the economic recovery. The continued spread of COVID-19, including-vaccine resistant strains, or repeated deterioration in oil and natural gas prices could result in additional adverse impacts on the Company’s results of operations, cash flows and financial position, including further asset impairments.

**Liquidity and Capital Considerations** – We strive to maintain an adequate liquidity level to address volatility and risk. Sources of liquidity include our cash flow from operations, cash on hand, available borrowing capacity under our credit facility and proceeds from sales of non-strategic assets.

While changes in oil and natural gas prices affect the Company’s liquidity, the Company has put in place hedges to protect, to some extent, its cash flows from such price declines; however, if oil or natural gas prices rapidly deteriorate due to a resurgence of COVID-19 or other reasons, this could have a material adverse effect on the Company’s cash flows.

The Company expects ongoing oil price volatility over the short term. Extended depressed oil prices have historically had and could continue to have a material adverse impact on the Company’s oil revenue, which is mitigated to some extent by the Company’s hedge contracts. The Company is always mindful to oil price volatility and its impact on our liquidity.

**RING ENERGY, INC.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

The Company believes that it has the ability to continue to fund its operations and service its debt by using cash on hand, cash flows from operations and cash flows from its derivative contracts.

**Use of Estimates** – The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses during the reporting period. The Company’s unaudited condensed financial statements are based on a number of significant estimates, including estimates of oil and natural gas reserve quantities, which are the basis for the calculation of depletion and impairment of oil and gas properties. Reserve estimates, by their nature, are inherently imprecise. Actual results could differ from those estimates. Changes in the future estimated oil and natural gas reserves or the estimated future cash flows attributable to the reserves that are utilized for impairment analysis could have a significant impact on the Company’s future results of operations.

**Fair Value Measurements** – Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Financial Accounting Standards Board (“FASB”) has established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels. Level 1 inputs are the highest priority and consist of unadjusted quoted prices in active markets for identical assets and liabilities. Level 2 are inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. Level 3 are unobservable inputs for an asset or liability.

**Fair Values of Financial Instruments** – The carrying amounts reported for the revolving line of credit approximate their fair value because the underlying instruments are at interest rates which approximate current market rates. The carrying amounts of accounts receivables and accounts payable and other current assets and liabilities approximate fair value because of the short-term maturities and/or liquid nature of these assets and liabilities.

**Derivative Instruments and Commodity Risk Activities** – The Company may periodically enter into derivative contracts to manage its exposure to commodity risk. These derivative contracts, which are generally placed with major financial institutions, may take the form of forward contracts, futures contracts, swaps or options. The oil and gas reference prices upon which the commodity derivative contracts are based reflect various market indices that have a high degree of historical correlation with actual prices received by the Company for its oil and gas production.

Any gains or losses resulting from changes in fair value of outstanding derivative financial instruments and from the settlement of derivative financial instruments are recognized in earnings and included as a component of other income (expense) in the Statement of Operations.

When applicable, the Company records all derivative instruments, other than those that meet the normal purchases and sales exception, on the balance sheet as either an asset or liability measured at fair value. Changes in fair value are recognized currently in earnings unless specific hedge accounting criteria are met. The change in fair value resulted in the recognition of a loss on the change in fair value of \$31,588,639 for the three months ended March 31, 2021 and a gain on the change in fair value of \$50,420,809 for the three months ended March 31, 2020. During the three months ended March 31, 2021, the Company had a realized loss of \$5,920,791 on derivatives, which included proceeds of \$581,424 from the unwind of the Company’s remaining gas swaps for 2020 and 2021. During the three months ended March 31, 2020, the Company had a realized gain of \$3,334,128 on derivatives.

**Concentration of Credit Risk and Major Customers** – The Company had \$1,450,510 of cash in excess of federally insured limits at March 31, 2021 and \$3,328,634 of cash in excess of federally insured limits at March 31, 2020. During the three months ended March 31, 2021, sales to three customers represented 74%, 8% and 6%, respectively, of the Company’s oil and gas revenues. At March 31, 2021, these three customers made up 82%, 1% and 5%, respectively, of the Company’s accounts receivable.

Approximately 97% of the Company’s accounts receivables and joint interest billing receivables are from purchasers of oil and gas. Oil and gas sales are generally unsecured. The Company has not had any significant credit losses in the past and believes its accounts and joint interest billing receivables are fully collectable. Accordingly, no allowance for credit losses has been provided at March 31, 2021. The Company also has joint interest billing receivables which are collateralized by the pro rata revenue attributable to the joint interest holders and further by the interest itself.

**RING ENERGY, INC.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**Oil and Gas Properties** – The Company uses the full cost method of accounting for oil and gas properties. Under this method, all costs associated with the acquisition, leasing, exploration and development of oil and gas reserves are capitalized. Costs capitalized include acquisition costs, estimated future costs of abandonment and site restoration, geological and geophysical expenditures, lease rentals on undeveloped properties and costs of drilling and equipping productive and non-productive wells. Drilling costs include directly related overhead costs. Capitalized costs are generally categorized either as being subject to amortization or not subject to amortization. All our costs are subject to amortization.

All capitalized costs of oil and gas properties, plus estimated future costs to develop proved reserves, are amortized on the unit-of-production method using estimates of proved reserves as determined by independent petroleum engineers. The Company evaluates oil and gas properties for impairment quarterly. The Company did not incur a write down on oil and natural gas properties as a result of the ceiling test for the three months ended March 31, 2021 or for the three months ended March 31, 2020.

Depreciation, depletion and amortization expense for the three months ended March 31, 2021 was \$1,108,158 based on depletion at the rate of \$11.24, per barrel of oil equivalent compared to \$13,682,996, based on depletion at the rate of \$13.81 per barrel of oil equivalent for the three months ended March 31, 2020. These amounts include \$60,970 and \$111,191 of depreciation for the three months ended March 31, 2021 March 31, 2020, respectively.

**Equipment, vehicles and leasehold improvements** – Office equipment is valued at historical cost adjusted for impairment loss less accumulated depreciation. Historical costs include all direct costs associated with the acquisition of office equipment and placing such equipment in service. Depreciation is calculated using the straight-line method based upon an estimated useful life of 3 to 10 years.

**Asset Retirement Obligation** – The Company records a liability in the period in which an asset retirement obligation (“ARO”) is incurred, in an amount equal to the discounted estimated fair value of the obligation that is capitalized. Thereafter, this liability is accreted up to the final estimated retirement cost. An ARO is a future expenditure related to the disposal or other retirement of certain assets. The Company’s ARO relates to future plugging and abandonment expenses of its oil and natural gas properties and related facilities disposal.

**Share-Based Employee Compensation** – The Company has outstanding stock option grants and restricted stock awards to directors, officers and employees, which are described more fully in Note 11. The Company recognizes the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award and recognizes the related compensation expense over the period during which an employee is required to provide service in exchange for the award, which is generally the vesting period.

**Share-Based Compensation to Non-Employees** – The Company accounts for share-based compensation issued to non-employees as either the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. The measurement date for these issuances is the earlier of (i) the date at which a commitment for performance by the recipient to earn the equity instruments is reached or (ii) the date at which the recipient’s performance is complete.

**Income Taxes** – Provisions for income taxes are based on taxes payable or refundable for the current year and deferred taxes. Deferred taxes are based on differences between the tax bases of assets and liabilities and their reported amounts in the financial statements, and tax carry forwards. Deferred tax assets and liabilities are included in the financial statements at currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes.

The CARES Act was enacted March 27, 2020 and includes income tax provisions that, among other things, allow net operating losses to be carried back, permits interest expense to be deducted up to a higher percentage of adjusted taxable income and modifies tax depreciation of qualified improvement property. Due to the Company having taxable losses in all years eligible for the NOL carryback, no benefit was recorded and these provisions have no material impact on the Company.

**RING ENERGY, INC.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

For the period ended March 31, 2021, the Company recorded no income tax expense or benefit due to the Company having a full valuation allowance against its net deferred tax assets. Since December 31, 2020, the Company has determined that a full valuation allowance is necessary due to the Company assessment that it is more likely than not that it will be unable to obtain the benefits of its deferred tax assets due to the Company's history of taxable losses. The Company reviews its Deferred Tax Assets ("DTAs") and valuation allowance on a quarterly basis. The Company anticipates that it will continue to record a valuation allowance against its DTAs until such time it is able to determine it is more likely than not that its DTAs will be realized. As a result of this analysis, the Company determined that a full valuation allowance of \$54,397,696 was necessary against its net deferred tax asset as of March 31, 2021.

**New and Recently Adopted Accounting Pronouncements** – In August 2018, the FASB issued Accounting Standards Updated ("ASU") 2018-13, *Fair Value Measurement (Topic 820): Changes to the Disclosure Requirements for Fair Value Measurement* ("ASU 2018-13"). ASU 2018-13 eliminates, adds and modifies certain disclosure requirements for fair value measurement. ASU 2018-13 is effective for annual and interim periods beginning January 1, 2020, with early adoption permitted for either the entire standard or only the provisions that eliminate or modify requirements. ASU 2018-13 requires that the additional disclosure requirements be adopted using a retrospective approach. The adoption of this guidance did not have a material impact on the Company's financial statements.

Effective January 1, 2019, the Company adopted ASU 2016-02, *Leases (Topic 842)*. The purpose of this guidance is to increase transparency and comparability among organizations by recognizing certain lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. See Note 3 for a discussion of the impact on the Company's financial statements.

In December 2019, the FASB released ASU No. 2019-12 ("ASU 2019-12"), *Income Taxes (Topic 740) – Simplifying the Accounting for Income Taxes*, which removes certain exceptions for recognizing deferred taxes for investments, performing intraperiod allocation and calculating income taxes in interim periods. The ASU also adds guidance to reduce complexity in certain areas, including recognizing deferred taxes for tax goodwill and allocating taxes to members of a consolidated group. The amended standard is effective for fiscal years beginning after December 15, 2020. The adoption of ASU 2019-12 did not have a material impact to the Company's consolidated financial statements or disclosures.

In October 2020, the FASB issued ASU 2020-10, "Codification Improvements," which clarifies or improves disclosure requirements for various topics to align with SEC regulations. This update is effective for the Company beginning in the first quarter of 2021 and will be applied retrospectively. The adoption and implementation of this ASU did not have a material impact on the Company's financial statements.

**Basic and Diluted Earnings per Share** – Basic earnings per share is computed by dividing net income by the weighted-average number of common shares outstanding during the period. Diluted earnings per share reflects the potential dilution that could occur if all contracts to issue common stock were converted into common stock, except for those that are anti-dilutive. The dilutive effect of stock options and other share-based compensation is calculated using the treasury method.

**NOTE 2 – REVENUE RECOGNITION**

The Company predominantly derives its revenue from the sale of produced crude oil and natural gas. The contractual performance obligation is satisfied when the product is delivered to the customer. Revenue is recorded in the month the product is delivered to the purchaser and the Company receives payment from one to three months after delivery. The transaction price includes variable consideration as product pricing is based on published market prices and reduced for contract specified differentials. The guidance does not require that the transaction price be fixed or stated in the contract. Estimating the variable consideration does not require significant judgment and Ring engages third party sources to validate the estimates. Revenue is recognized net of royalties due to third parties in an amount that reflects the consideration the Company expects to receive in exchange for those products.

*Oil sales*

Under the Company's oil sales contracts, the Company sells oil production at the point of delivery and collects an agreed upon index price, net of pricing differentials. The Company recognizes revenue when control transfers to the purchaser at the point of delivery at the net price received.

**RING ENERGY, INC.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

*Natural gas sales*

Under the Company's natural gas sales processing contracts for our Central Basin Platform properties, Delaware Basin properties and part of our Northwest Shelf assets, the Company delivers unprocessed natural gas to a midstream processing entity at the wellhead. The midstream processing entity obtains control of the natural gas at the wellhead. The midstream processing entity gathers and processes the natural gas and remits proceeds to the Company for the resulting sale of natural gas. Under these processing agreements, the Company recognizes revenue when control transfers to the purchaser at the point of delivery. As such, the Company accounts for any fees and deductions as a reduction of the transaction price.

Under the Company natural gas sales processing contracts for the bulk of our Northwest Shelf assets, the Company delivers unprocessed natural gas to a midstream processing entity at the well head. However, the Company maintains ownership of the gas through processing and receives proceeds from the marketing of the resulting products. Under this processing agreement, the Company recognizes the fees associated with the processing as an expense rather than netting these costs against Oil and Natural Gas Revenues in our Statement of Operations.

*Disaggregation of Revenue.* The following table presents revenues disaggregated by product for the three ended March 31, 2021 and 2020:

Revenues by Product	For the Three Months Ended March 31,	
	2021	2020
Oil	\$ 35,384,581	\$ 38,637,199
Natural gas	4,117,951	933,129
Oil and natural gas revenues	<u>\$ 39,502,532</u>	<u>\$ 39,570,328</u>

All revenues are from production from the Permian Basin in Texas and New Mexico.

**NOTE 3 – LEASES**

Effective January 1, 2019, the Company adopted ASU 2016-02, *Leases* (Topic 842). The purpose of this guidance is to increase transparency and comparability among organizations by recognizing certain lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. The main difference between previous GAAP methodology and the method proposed by this new guidance is the recognition on the balance sheet of certain lease assets and lease liabilities by lessees for those leases that were classified as operating leases under previous GAAP.

The Company made accounting policy elections to not capitalize leases with a lease term of twelve months or less and to not separate lease and non-lease components for all asset classes. The Company has also elected to adopt the package of practical expedients within ASU 2016-02 that allows an entity to not reassess prior to the effective date (i) whether any expired or existing contracts are or contain leases, (ii) the lease classification for any expired or existing leases, or (iii) initial direct costs for any existing leases and the practical expedient regarding land easements that exist prior to the adoption of ASU 2016-02. The Company did not elect the practical expedient of hindsight when determining the lease term of existing contracts at the effective date.

The Company has operating leases for our offices in the Woodlands, Texas and Midland, Texas. The month-to-month Tulsa, Oklahoma lease was terminated as of March 31, 2021. The office space that was previously leased in Tulsa is owned by Arenaco, LLC, a company that is owned by Mr. Rochford, former Chairman of the Board of the Company, and Mr. McCabe, a former Director of the Company.

The Company also has month to month leases for office equipment and compressors used in our operations on which the Company has elected to apply ASU 2016-02. While these leases are month to month, the Company intends to continue these leases for the useful life of the assets. As such, these leases have been accounted for as if the lease term lasts through the estimated useful life of the assets.

**RING ENERGY, INC.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

The Company also has month to month leases or other short-term leases for equipment used in its operations on which the Company has made accounting policy elections not to capitalize these leases. These leases are for terms that are less than 12 months and the Company does not intend to continue to lease this equipment for more than 12 months. The lease costs associated with these leases are reflected in the short-term lease costs below.

The Company also has financing leases for vehicles. These leases have a term of 36 months at the end of which the Company owns the vehicles. These vehicles are generally sold at the end of their term and the proceeds applied to new vehicles.

Future lease payments associated with these operating and financing leases as of March 31, 2021 are as follows:

	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2024</u>	<u>2025</u>
Operating lease payments (1)	\$ 749,909	\$ 382,727	\$ 382,841	\$ 376,855	\$ 384,719
Financing lease payments (2)	222,916	122,672	—	—	—

- (1) The weighted average discount rate as of March 31, 2021 for operating leases was 4.5%. Based on this rate, the future lease payments above include imputed interest of \$198,394.
- (2) The weighted average discount rate as of March 31, 2021 for financing leases was 5.3%. Based on this rate, the future lease payments above include imputed interest of \$15,850.

The following table provides supplemental information regarding cash flows from operations for the three months ended:

	<u>2021</u>	<u>2020</u>
Operating lease costs	\$ 271,517	\$ 309,195
Short term lease costs (1)	892,489	851,949
Financing lease costs:		
Amortization of financing lease assets (2)	35,839	71,853
Interest on lease liabilities (3)	4,928	8,822

- (1) Amount included in Lease Operating Expenses
- (2) Amount included in Depreciation, depletion and amortization
- (3) Amount included in Interest expense

**NOTE 4 – EARNINGS (LOSS) PER SHARE INFORMATION**

	<b>For The Three Months</b>	
	<b>Ended March 31,</b>	
	<u>2021</u>	<u>2020</u>
Net Income (Loss)	\$ (19,066,093)	\$ 43,804,118
Basic Weighted-Average Shares Outstanding	99,092,715	67,993,797
Effect of dilutive securities:		
Stock options	—	—
Restricted stock	—	3,295
Common warrants	—	—
Diluted Weighted-Average Shares Outstanding	99,092,715	67,997,092
Basic Earnings (Loss) per Share	\$ (0.19)	\$ 0.64
Diluted Earnings (Loss) per Share	\$ (0.19)	\$ 0.64

**RING ENERGY, INC.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

Stock options to purchase 465,500 shares of common stock, 1,902,947 shares of unvested restricted stock and unexercised common warrants of 29,619,500 were excluded from the computation of diluted earnings per share during the three months ended March 31, 2021, as their effect would have been anti-dilutive. Stock options to purchase 2,748,500 shares of common stock and 1,329,489 shares of unvested restricted stock were excluded from the computation of diluted earnings per share during the three months ended March 31, 2020, as their effect would have been anti-dilutive.

**NOTE 5 – ACQUISITIONS & DIVESTITURES**

The Company entered into a Purchase, Sale and Exchange Agreement dated February 1, 2021, effective January 1, 2021, with Vin Fisher Operating, Inc. covering the sale and exchange of certain oil and gas interests in Andrews County, Texas. After the sale and transfer of wells and leases between the two parties, the Company also received a net value consideration in cash of \$2,000,000 and reduced the Company’s asset retirement obligations by \$2,934,126 for the properties sold and added \$662,705 of asset retirement obligations for the wells acquired.

**NOTE 6 – DERIVATIVE FINANCIAL INSTRUMENTS**

The Company is exposed to fluctuations in crude oil and natural gas prices on its production. It utilizes derivative strategies that consist of either a single derivative instrument or a combination of instruments to manage the variability in cash flows associated with the forecasted sale of its future domestic oil and natural gas production. While the use of derivative instruments may limit or partially reduce the downside risk of adverse commodity price movements, the use also may limit future income from favorable commodity price movements.

The Company’s derivative financial instruments are recorded at fair value and included as either assets or liabilities in the accompanying balance sheets. The Company has not designated its derivative financial instruments as hedges for accounting purposes, and, as a result, any gains or losses resulting from changes in fair value of outstanding derivative financial instruments and from the settlement of derivative financial instruments are recognized in earnings and included as a component of other income (expense) under the heading “Gain (loss) on derivative contracts” in the accompanying Statements of Operations.

The use of derivative transactions involves the risk that the counterparties, which generally are financial institutions, will be unable to meet the financial terms of such transactions. At March 31, 2021, 100% of our volumes subject to derivative instruments are with lenders under our Credit Facility (as defined in Note 8). The Company is not subject to master netting agreements and classifies the fair value of its derivative positions on a gross basis in the corresponding balance sheets. The following presents the impact of the Company’s contracts on the balance sheet for the periods indicated.

	As of	
	March 31, 2021	December 31, 2020
Liabilities		
Commodity derivative instruments	\$ (24,546,980)	\$ (3,287,328)
<b>Derivative liabilities, current</b>	<b>(24,546,980)</b>	<b>(3,287,328)</b>
Commodity derivative instruments	(5,277,469)	(869,273)
<b>Derivative liabilities, non-current</b>	<b>(5,277,469)</b>	<b>(869,273)</b>

The components of “Gain (loss) on derivative contracts” are as follows for the respective periods:

	March 31, 2021	March 31, 2020
Gain (loss) on oil derivatives	\$ (31,389,950)	\$ 50,420,809
Gain (loss) on natural gas derivatives	(198,689)	—
<b>Gain (loss) on derivative contracts</b>	<b>(31,588,639)</b>	<b>50,420,809</b>



**RING ENERGY, INC.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

The components of “Cash (paid) received for commodity derivative settlements” are as follows for the respective periods:

<b>Cash flows from operating activities</b>	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Cash (paid) received on oil derivatives	\$ (6,663,969)	\$ 3,334,128
Cash (paid) received on natural gas derivatives	743,178	—
<b>Cash (paid) received for derivative settlements</b>	<b>(5,920,791)</b>	<b>3,334,128</b>

Throughout 2020 and the first quarter of 2021, the Company entered into additional derivative contracts in the form of costless collars and swaps for 2021 and 2022 calendar period for both oil and natural gas. The following tables reflect the details of current contracts as of March 31, 2021:

<u>Date entered into</u>	<u>Period covered</u>	<u>Barrels per day</u>	<u>Put price</u>	<u>Call price</u>	<u>Swap price</u>
<b>Oil derivative contracts 2021</b>					
<b>costless collars</b>					
2/25/2020	Calendar year 2021	1,000	\$ 45.00	\$ 54.75	
2/25/2020	Calendar year 2021	1,000	45.00	52.71	
2/27/2020	Calendar year 2021	1,000	40.00	55.08	
3/2/2020	Calendar year 2021	1,500	40.00	55.35	
<b>2021 swaps</b>					
11/25/2020	Calendar year 2021	2,000			\$ 45.37
12/2/2020	Calendar year 2021	500			45.38
12/3/2020	Calendar year 2021	500			45.00
12/4/2020	Calendar year 2021	500			45.40
12/4/2020	Calendar year 2021	500			45.60
12/7/2020	Calendar year 2021	500			45.96
<b>2022 swaps</b>					
12/4/2020	Calendar year 2022	500			44.22
12/7/2020	Calendar year 2022	500			44.75
12/10/2020	Calendar year 2022	500			44.97
12/17/2020	Calendar year 2022	250			45.98
1/4/2021	Calendar year 2022	250			47.00
2/4/2021	Calendar year 2022	250			50.05

<u>Date entered into</u>	<u>Period covered</u>	<u>MMBTU per day</u>	<u>Swap price</u>
<b>Natural gas derivative contracts</b>			
<b>2021 swaps</b>			
11/4/2020	Calendar year 2021 <sup>(1)</sup>	6,000	\$ 2.9910
<b>2022 swaps</b>			
11/4/2020	Calendar year 2022 <sup>(1)</sup>	5,000	2.7255

(1) On March 30, 2021, the Company unwound its remaining gas swaps for Calendar year 2021 and 2022, resulting in the receipt of a cash payment of \$581,424.

**RING ENERGY, INC.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**NOTE 7 – FAIR VALUE MEASUREMENTS**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The authoritative guidance requires disclosure of the framework for measuring fair value and requires that fair value measurements be classified and disclosed in one of the following categories:

- Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities. We consider active markets as those in which transactions for the assets or liabilities occur with sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2: Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability. This category includes those derivative instruments that we value using observable market data. Substantially all of these inputs are observable in the marketplace throughout the full term of the derivative instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace.
- Level 3: Measured based on prices or valuation models that require inputs that are both significant to the fair value measurement and less observable from objective sources (i.e., supported by little or no market activity).

Financial assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of the fair value of assets and liabilities and their placement within the fair value hierarchy. We continue to evaluate our inputs to ensure the fair value level classification is appropriate. When transfers between levels occur, it is our policy to assume that the transfer occurred at the date of the event or change in circumstances that caused the transfer.

The fair values of the Company's derivatives are not actively quoted in the open market. The Company uses a market approach to estimate the fair values of its derivative instruments on a recurring basis, utilizing commodity futures pricing for the underlying commodities provided by a reputable third party, a Level 2 fair value measurement.

**RING ENERGY, INC.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

The following table summarizes the valuation of our assets and liabilities that are measured at fair value on a recurring basis.

	Fair Value Measurement Classification			Total
	Quoted prices in Active Markets for Identical Assets or (Liabilities) (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<b>As of December 31, 2020</b>				
Oil and gas derivative liabilities	\$ —	\$ (4,156,601)	\$ —	\$ (4,156,601)
Total	<u>\$ —</u>	<u>\$ (4,156,601)</u>	<u>\$ —</u>	<u>\$ (4,156,601)</u>

	Fair Value Measurement Classification			Total
	Quoted prices in Active Markets for Identical Assets or (Liabilities) (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<b>As of March 31, 2021</b>				
Oil and gas derivative liabilities	\$ —	\$ (29,824,449)	\$ —	\$ (29,824,449)
Total	<u>\$ —</u>	<u>\$ (29,824,449)</u>	<u>\$ —</u>	<u>\$ (29,824,449)</u>

**NOTE 8 – REVOLVING LINE OF CREDIT**

In April 2019, the Company amended and restated its Credit Agreement with the Administrative Agent (as amended and restated, the “Credit Facility”). The amendment and restatement of the Credit Facility, among other things, increases the maximum borrowing amount to \$1 billion, extends the maturity date through April 2024 and makes other modifications to the terms of the Credit Facility. The Credit Facility was most recently amended on December 23, 2020. The latest amendment adjusted the borrowing base to \$350 million and made other modifications to the terms of the Credit Facility. The Credit Facility is secured by a first lien on substantially all of the Company’s assets. The borrowing base is subject to periodic redeterminations, mandatory reductions and further adjustments from time to time. The borrowing base is redetermined semi-annually in May and November.

The Credit Facility allows for Eurodollar Loans and Base Rate Loans (as respectively defined in the Credit Facility). The interest rate on each Eurodollar Loan will be the adjusted LIBOR for the applicable interest period plus a margin between 2.5% and 3.5% (depending on the then-current level of borrowing base usage). The annual interest rate on each Base Rate Loan is (a) the greatest of (i) the Administrative Agent’s prime lending rate, (ii) the Federal Funds Rate (as defined in the Credit Facility) plus 0.5% per annum, (iii) the adjusted LIBOR determined on a daily basis for an interest period of one-month, plus 1.00% per annum and (iv) 0.00% per annum, plus (b) a margin between 1.5% and 2.5% (depending on the then-current level of borrowing base usage).

The Credit Facility contains certain covenants, which, among other things, require the maintenance of (i) a total Leverage Ratio (outstanding debt to adjusted earnings before interest, taxes, depreciation and amortization) of not more than 4.0 to 1.0 and (ii) a minimum ratio of Current Assets to Current Liabilities (as such terms are defined in the Credit Facility) of 1.0 to 1.0. The December 2020 amendment permitted a total Leverage Ratio not greater than 4.25 for the period ending March 31, 2021. The Credit Facility also contains other customary affirmative and negative covenants and events of default. As of March 31, 2021, \$305,500,000 was outstanding on the Credit Facility. We are in compliance with all covenants contained in the Credit Facility as of March 31, 2021.

**RING ENERGY, INC.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**NOTE 9 – ASSET RETIREMENT OBLIGATION**

The Company records the obligation to plug and abandon oil and gas wells at the dates properties are either acquired or the wells are drilled. The asset retirement obligation is adjusted each quarter for any liabilities incurred or settled during the period, accretion expense and any revisions made to the costs or timing estimates. The asset retirement obligation is incurred using an annual credit-adjusted risk-free discount rate at the applicable dates. Changes in the asset retirement obligation were as follows:

Balance, December 31, 2020	<u>\$ 17,117,135</u>
Liabilities incurred	32,206
Liabilities acquired	662,705
Liabilities sold	(2,934,126)
Revision of previous estimates	153,475
Liabilities settled	(199,244)
Accretion expense	193,744
Balance, March 31, 2021	<u>\$ 15,025,895</u>

**NOTE 10 – STOCKHOLDERS' EQUITY**

During the three months ended March 31, 2021, the remaining 13,428,500 pre-funded warrants and 184,800 of common warrants were exercised. Gross proceeds from these transactions were \$161,269. At March 31, 2021, there remains 29,619,500 unexercised common warrants.

**NOTE 11 – EMPLOYEE STOCK OPTIONS AND RESTRICTED STOCK AWARD PLAN**

Compensation expense charged against income for share-based awards during the three months ended March 31, 2021, was \$55,494 as compared to \$673,795 for the three months ended March 31, 2020. These amounts are included in general and administrative expense in the accompanying financial statements.

In 2011, the board of directors and stockholders approved and adopted a long-term incentive plan which allowed for the issuance of up to 2,500,000 shares of common stock through the grant of qualified stock options, non-qualified stock options and restricted stock. In 2013, the Company's board of directors and stockholders approved an amendment to the long-term incentive plan, increasing the number of shares eligible under the plan to 5,000,000 shares. As of March 31, 2021 there were 341,155 shares remaining eligible for issuance under the plan.

In June 2020, officers and directors of the Company voluntarily returned stock options that had previously been granted to them. In total 2,265,000 options with an average exercise price of \$6.87 per share were returned to and cancelled by the Company. No grants, cash payments or other consideration has been or will be made to replace the options or otherwise in connection with the return. As a result of the return and cancellation of the options, the Company incurred additional compensation expense of \$768,379.

**RING ENERGY, INC.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**Stock Options**

A summary of the stock option activity as of March 31, 2020 and 2021, respectively, and changes during the three months then ended is as follows:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding, December 31, 2019	2,748,500	\$ 6.28		\$ —
Granted	—	—		—
Forfeited or rescinded	—	—		—
Vested	—	—		—
Outstanding, March 31, 2020	<u>2,748,500</u>	<u>\$ 6.28</u>	<u>3.7 Years</u>	<u>\$ —</u>
Exercisable, March 31, 2020	<u>2,506,700</u>	<u>\$ 5.78</u>	<u>3.4 Years</u>	
Outstanding, December 31, 2020	465,500	\$ 3.26		\$ —
Granted	—	—		—
Forfeited or rescinded	—	—		—
Vested	—	—		—
Outstanding, March 31, 2021	<u>465,500</u>	<u>\$ 3.26</u>	<u>3.00 Years</u>	<u>\$ 134,850</u>
Exercisable, March 31, 2021	<u>460,700</u>	<u>\$ 3.11</u>	<u>2.95 Years</u>	

The intrinsic values were calculated using the closing price on March 31, 2021 of \$2.31 and the closing price on March 31, 2020 of \$0.66. As of March 31, 2021, there was \$10,634 of unrecognized compensation cost related to stock options that is expected to be recognized over a weighted-average period of 0.43 years.

**Restricted Stock**

A summary of the restricted stock activity as of March 31, 2021 and 2020, and changes during the three months then ended is as follows:

	Restricted stock	Weighted-Average Grant Date Fair Value
Outstanding, December 31, 2019	1,341,889	\$ 4.94
Granted	—	—
Forfeited or rescinded	(2,400)	4.78
Vested	—	—
Outstanding, March 31, 2020	<u>1,339,489</u>	<u>\$ 4.93</u>
Outstanding, December 31, 2020	2,132,297	\$ 1.03
Granted	—	—
Forfeited or rescinded	—	—
Vested	(94,350)	4.95
Outstanding, March 31, 2021	<u>2,037,947</u>	<u>\$ 0.85</u>

As of March 31, 2021 there was \$1,175,910 of unrecognized compensation cost related to restricted stock grants that will be recognized over a weighted average period of 1.6 years.

**RING ENERGY, INC.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**NOTE 12 – CONTINGENCIES AND COMMITMENTS**

*Standby Letters of Credit* – A commercial bank issued standby letters of credit on behalf of the Company totaling \$260,000 to state and federal agencies and \$500,438 to an insurance company. The standby letters of credit are valid until cancelled or matured and are collateralized by the Credit Facility. The terms of the letters of credit to the state and federal agencies are extended for a term of one year at a time. The Company intends to renew the standby letters of credit to the state and federal agencies for as long as the Company does business in the States of Texas and New Mexico. The letter of credit to the insurance company relates to the surety bonds noted below. No amounts have been drawn under the standby letters of credit.

*Surety Bonds* - An insurance company issued surety bonds on behalf of the Company totaling \$500,438 to various State of New Mexico agencies in order for the Company to do business in the State of New Mexico. The surety bonds are valid until canceled or matured. The terms of the surety bonds are extended for a term of one year at a time. The Company intends to renew the surety bonds on \$400,000 as long as the Company does business in the State of New Mexico. The remaining \$100,438 is related to inactive wells and will remain in place until we return those wells to activity or plug them.

**NOTE 13 – SUBSEQUENT EVENTS**

On April 13, 2021, the Company’s board of directors approved the Company’s Amended and Restated Bylaws (the “Bylaws”), effective April 13, 2021, which include amendments (i) to formally establish the position of Lead Independent Director of the Board (the “Lead Independent Director”) within the Bylaws, (ii) to clarify certain rights and authority of the Lead Independent Director and the office of Chairman of the Board, and (iii) to address certain other technical and conforming amendments.

The Company’s board of directors also adopted a Lead Independent Director Charter, in order to expand the role of the Lead Independent Director and specify certain additional responsibilities of the Lead Independent Director.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

*Management's Discussion and Analysis of Financial Condition and Results of Operations analyzes the major elements of our balance sheets and statements of operations. This section should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2020, and our interim unaudited financial statements and accompanying notes to these financial statements.*

### Overview

Ring is a growth oriented independent exploration and production company based in The Woodlands, Texas and is engaged in oil and natural gas development, production, acquisition, and exploration activities currently focused in Texas and New Mexico. Our primary drilling operations target the oil and liquids rich producing formations in the Northwest Shelf, the Central Basin Platform, and the Delaware Basin, all of which are part of the Permian Basin.

### Business Description and Plan of Operation

Ring is currently engaged in oil and natural gas acquisition, exploration, development and production in Texas and New Mexico. We focus on developing our existing properties, while continuing to pursue acquisitions of oil and gas properties with upside potential.

Our goal is to increase stockholder value by investing in oil and natural gas projects with attractive rates of return on capital employed. We plan to achieve this goal by exploiting and developing our existing oil and natural gas properties and pursuing strategic acquisitions of additional properties, while remaining cash flow positive, maintaining low operating costs and striving to show a gain in annual production while reducing the Company's debt. Specifically, our business strategy is to increase our stockholders' value through the following:

- *Growing production and reserves by developing our oil-rich resource base through conventional and horizontal drilling.* Ring intends to drill and develop its acreage base in an effort to maximize its value and resource potential, with a focus on the further drilling and development of its Northwest Shelf asset. Ring plans to operate within its generated cash flow. The current 2021 drilling program includes drilling up to six to eight horizontal wells and completion of eight to 10 horizontal wells. Four Northwest Shelf San Andres wells were completed in the first quarter of 2021, including three 1.5-mile horizontal wells and one 1.0-mile horizontal well, with all wells now online. The Company performed nine conversions from electrical submersible pumps to rod pumps in the first quarter 2021.
- *Reduction of long-term debt and de-leveraging of asset.* Ring intends to reduce its long-term debt, either through the sale of non-core assets, the use of excess cash flow from operations, or a combination. Ring incurred long-term indebtedness in connection with the acquisition of core assets from Wishbone Energy Partners, LLC and its related entities. The Company believes that with its market-leading completion margins, it is well positioned to maximize the value of its assets and plans to de-lever its balance sheet through strategic asset dispositions. During the three months ended March 31, 2021, the company used its free cash flow from operations to pay down \$7,500,000 on its outstanding long-term debt bringing the balance down to \$305,500,000.
- *Employ industry leading drilling and completion techniques.* Ring's executive team intends to utilize new and innovative technological advancements and careful geological evaluation in reservoir engineering to generate value for its stockholders and to build development opportunities for years to come. Improved efficiency through employing technological advancements can provide a significant benefit in a continuous drilling program such as the one Ring contemplates for its current inventory of drilling locations.

- *Pursue strategic acquisitions with exceptional upside potential.* Ring has a history of acquiring leasehold positions that it believes to have substantial resource potential and that it believes will meet its targeted returns on invested capital. Ring has historically pursued acquisitions of properties that it believes to have exploitation and development potential comparable to its existing inventory of drilling locations. The Company has developed and refined an acquisition program designed to increase reserves and complement existing core properties. Ring's experienced team of management and engineering professionals identify and evaluate acquisition opportunities, negotiate and close purchases and manage acquired properties. Management intends to continue to pursue strategic acquisitions that meet the Company's operational and financial targets. The executive team, with its extensive experience in the Permian Basin, has many relationships with operators and service providers in the region. Ring believes that leveraging its relationships will be a competitive advantage in identifying acquisition targets. Management's proven ability to evaluate resource potential will allow Ring to successfully acquire acreage and to enhance the value of the assets.

## **Executive Summary - First Quarter 2021 Developments and Highlights**

### *COVID-19 Impact*

In December of 2020, the Food and Drug Administration authorized the use of the COVID 19 vaccination in the United States. The shots were first administered to front line workers and the elderly but were soon made available to all adults. The daily new infections peaked in the first quarter of 2021 and have seen an overall steady decline, giving states the ability to reopen to certain extents. In March 2021, the Federal Government passed a \$1.9 trillion coronavirus relief package which included direct payments to qualifying individuals, extended unemployment benefits, and state and local assistance. The demand for oil and gas is expected to increase as the economy recovers which should strengthen oil prices. While oil prices have increased to pre-pandemic levels, volatility due to OPEC actions and other factors affecting the global supply and demand of oil and natural gas may continue.

### *Crude Price Impact*

The WTI monthly oil price averaged from \$39.40-42.34 from July of 2020 through November 2020, before breaking past the \$45.00 threshold in December for a monthly average of \$47.02. Supported by the rising price environment and armed with added liquidity from the equity raise in October of 2020, we initiated a targeted Northwest Shelf drilling program of eight to ten wells focused on our most attractive drilling inventory in Yoakum County, Texas. Phase I of the drilling program consisted of four wells, including three 1.5-mile horizontal wells and one 1.0-mile horizontal well, which were completed and placed on production during the three months ending March 31, 2021.

### *Winter Storm Impact*

The severe winter storm in Texas in February 2021 resulted in the shut-in and deferral of more than 60% of Ring's production for the majority of the storm which negatively impacted sales volumes and increased lease operating expense with restoration of most of the production taking more than two weeks to complete. Temporary downtime associated with completion activity and conversion to rod pumps also contributed to lower production numbers. The decrease in sales volumes coupled with the additional cost of bringing the wells back online resulted in an escalated lease operating expense per BOE. The company benefited from higher gas prices during the freeze which helped offset the decreased production and incremental costs.

Our oil and natural gas producing properties are located in the Permian Basin. Oil sales represented approximately 90% and 98% of our total revenue for the three months ended March 31, 2021 and 2020, respectively. Gas was a higher percentage of revenue in the three months ended March 31, 2021 because of the spike in natural gas prices during the winter storm in February 2021, resulting in an average realized price of \$6.46 per mcf for the quarter, compared to \$1.22 per mcf for the same period in 2020.

### *Commodity Risk Management*

During the three months ended March 31, 2021, we entered into swaps for 500 barrels of oil per day for calendar year 2022 at an average price at \$48.53. In total, we have costless collars and swaps for 4,500 and 4,500 barrels of oil per day, respectively, for 2021 and swaps for 2,250 barrels of oil per day for 2022. On March 30, 2021, we unwound gas swaps for 6,000 and 5,000 mmbtu per day for 2021 and 2022, respectively, for a realized value of \$581,424. At March 31, 2021, our 2021 and 2022 derivative hedges resulted in a total non-cash fair value loss of approximately \$25.7 million during the three months ended March 31, 2021 and a realized loss on derivatives of approximately \$5.9 million, which includes the proceeds from the unwound gas swaps, during the three months ended March 31, 2021.



*Headquarters Relocation*

Effective January 1, 2021, we moved our corporate headquarters to The Woodlands, Texas. In conjunction with the new office lease, we incurred operating lease obligations. During the first quarter of 2021, we downsized our Midland office and closed the Tulsa office.

*Officers and Directors of the Company*

On March 24, 2021, Company's board of directors appointed Travis Thomas as Chief Financial Officer. Mr. Thomas succeeded Randy Broadrick, who has served the Company as Chief Financial Officer since its reverse merger with Stanford Energy in 2012

*Borrowing Base Amendment*

In December 2020, the borrowing base supporting our Credit Facility was amended to \$350 million, subject to its semi-annual redetermination. We paid down \$7.5 million in the first quarter of 2021 and had \$305.5 million outstanding on the Credit Facility as of March 31, 2021. As our borrowing base is subject to a semi-annual redetermination, our available borrowings and liquidity could be impacted by a redetermination later in 2021.

***Results of Operations – For the Three Months Ended March 31, 2021 and 2020***

*Oil and natural gas sales.* For the three months ended March 31, 2021, oil and natural gas sales revenue decreased \$67,796 to \$39,502,532, compared to \$39,570,328 for the same period during 2020, primarily as a result of lower production and higher commodity prices. Oil sales decreased \$3,252,618 and natural gas sales increased \$3,184,822. For the three months ended March 31, 2021, oil sales volume decreased 245,482 barrels to 610,121 barrels, compared to 855,603 barrels for the same period in 2020. The average realized per barrel of oil price increased 28% from \$45.16 for the three months ended March 31, 2020, to \$58.00 for the three months ended March 31, 2021. For the three months ended March 31, 2021, gas sales volume decreased 127,743 thousand cubic feet (MCF) to 637,808 MCF, compared to 765,551 MCF for the same period in 2020. The average realized natural gas price per MCF increased 430% from \$1.22 for the three months ended March 31, 2020, to \$6.46 for the three months ended March 31, 2021.

*Oil and gas production costs.* Our lease operating expenses (LOE) decreased from 8,421,388, or \$8.57 per barrel of oil equivalent (BOE) for the three months ended March 31, 2020, to \$8,226,575 or \$11.48 per BOE for the three months ended March 31, 2021. The decrease in total LOE is a result of efforts to improve efficiencies in our operations. LOE for the three months ended March 31, 2021 included freeze-related repair expenses and the reduction in production during the downtime, which increased the LOE per BOE. Our total gathering, transportation and processing costs decreased from \$1,149,618, or \$1.17 per BOE for the three months ended March 31, 2020 to \$935,019, or \$1.30 per BOE for the three months ended March 31, 2021, due to reduced gas volumes associated with the weather-related downtime.

*Production taxes.* Production taxes as a percentage of oil and natural gas sales were 5% during the three months ended March 31, 2020 and remained steady at 5% for the three months ended March 31, 2021. These rates are expected to stay relatively steady unless we make acquisitions in other states with differing production tax rates or the states of Texas or New Mexico change their production tax rates.

*Depreciation, depletion, amortization and accretion.* Our depreciation, depletion, amortization and accretion expense decreased by \$5,613,056 to \$8,301,902 for the three months ended March 31, 2021, compared to \$13,914,958 during the same period in 2020. The decrease was the result of a combination of a lower depletion rate per BOE and lower production volumes between periods. The lower depletion rate is primarily the result of the ceiling test write down during 2020. Accretion of ARO also decreased because of the liabilities sold through the Vin Fisher Operating, Inc transaction.

*General and administrative expenses.* General and administrative expense decreased \$122,904 to \$2,912,991 for the three months ended March 31, 2021 as compared to \$3,035,895 for the three months ended March 31, 2020. The decrease in general and administrative expense is primarily attributable to lower stock-based compensation related expenses. For the three months ended March 31, 2021 cash general and administrative expenses were slightly higher due to expenses associated with the transition of the corporate headquarters and the closing of the Tulsa office.

	For the Three Months ended March 31,	
	2021	2020
General and administrative expense (excluding Stock Based Compensation)	\$ 2,557,497	\$ 2,362,100
Stock Based Compensation	(355,494)	(673,795)
General and administrative expense	<u>2,912,991</u>	<u>3,035,895</u>

*Interest expense.* Interest expense decreased \$506,529 to \$3,741,969 for the three months ended March 31, 2021, as compared to \$4,248,498 for the three months ended March 31, 2020. This decrease was the result of a \$51,401,282 lower average daily balance for the three months ended March 31, 2021 compared to the same period in 2020. Interest rates were also lower due to a lower margin rate associated with a reduced percentage due to lower borrowing base utilization.

*Realized gain (loss) on derivative instruments.* Realized loss on derivatives for the three months ended March 31, 2021 was \$5,920,791 compared to a realized gain of \$3,334,128 for March 31, 2020. The realized loss was comprised of a \$6,663,969 oil hedge loss and a \$743,178 gain on the gas hedges. This change is the result of significantly higher oil prices and lower gas prices and the full unwinding of the remaining 2021 and 2022 gas hedges on March 30, 2020.

*Change in fair value of derivative instruments.* The Company records all derivative instruments, other than those that meet the normal purchases and sales exception, on the balance sheet as either an asset or liability measured at fair value. Changes in fair value are recognized currently in earnings unless specific hedge accounting criteria are met. During the three months ended March 31, 2021, the change in fair value resulted in the recognition of a loss of \$25,667,848 on derivative contracts as compared to a gain of \$47,086,681 during the same period in 2020.

*Net income (loss).* For the three months ended March 31, 2021, the Company had net loss of \$19,066,093, as compared to net income of \$43,804,118 for the three months ended March 31, 2020. The primary contributors to this change are higher commodity prices resulting in a higher loss on the change in fair value of derivative instruments.

***Sales volumes and commodity prices received***

The following table presents our sales volumes and received pricing information for the three month periods ended March 31, 2021 and 2020:

	For the Three Months ended March 31,	
	2021	2020
Oil volume (Bbls)	610,121	855,603
Natural gas volume (Mcf)	637,808	765,551
Total Production (Boe)	<u>716,422</u>	<u>983,195</u>
<b>Average Sales Price</b>		
Oil price (per Bbl)	\$ 58.00	\$ 45.16
Gas price (per Mcf)	\$ 6.46	\$ 1.22
Total per BOE	\$ 55.14	\$ 40.25

### ***Capital Resources and Liquidity***

For the three months ended March 31, 2021, the Company had cash on hand of \$1,700,510, compared to \$3,578,634 as of December 31, 2020. The Company had net cash provided by operating activities for the three months ended March 31, 2021, of \$15,687,684, compared to \$27,537,758 for the same period of 2020. The primary difference in the cash from operations was the difference in cash received from derivative settlements from 2021 to 2020. The Company had net cash used in investing activities of \$10,177,370 for the three months ended March 31, 2021, compared to \$24,943,186 in 2020, due to capital discipline and a reduced capex program. The \$12,109,574 in 2021 capex was offset by \$2,000,000 in proceeds from the Vin Fisher transaction which was a reduction to the full cost pool. Net cash used in financing activities was \$7,388,438 for the three months ended March 31, 2021 during which time a net of \$7,500,000 was paid on the credit facility.

We will continue to focus on maximizing free cash flow in 2021 through a combination of cost control measures and the continued exercise of financial discipline and prudent capital allocation, which includes limiting our capital projects to projects we believe will provide high rates of return in the current commodity price environment. As a result, our planned capital expenditures for 2021 will be 40% to 60% higher than our 2020 levels. Given this expected level of capital expenditures, our oil and natural gas production will likely improve in 2021. We will be prepared to expand our capital program after considering all factors including Company performance and commodity prices. We will also continue our pursuit of acquisitions and business combinations, which provide high margin properties with attractive returns at current commodity prices.

The COVID-19 pandemic reduced global economic activity and negatively impacted energy demand during the previous twelve months. Demand for oil and natural gas is slowly returning to pre-pandemic levels as COVID-19 vaccines rates and economic activity have increased. Additionally, we have implemented several additional initiatives to maximize free cash flow, reduce our debt level, maximize our liquidity position and ultimately realize greater shareholder value.

#### Availability of Capital Resources under Credit Facility

*Credit Facility.* On July 1, 2014, the Company entered into a Credit Agreement with SunTrust Bank, as lender, issuing bank and administrative agent for several banks and other financial institutions and lenders (the “Administrative Agent”), which was amended on June 14, 2018, May 18, 2016, July 24, 2015, and June 26, 2015. In April 2019, the Company amended and restated its Credit Agreement with the Administrative Agent (as amended and restated, the “Credit Facility”). The amendment and restatement of the Credit Facility, among other things, increases the maximum borrowing amount to \$1 billion, extends the maturity date through April 2024 and makes other modifications to the terms of the Credit Facility. This Credit Facility was amended on December 23, 2020 and June 17, 2020. The latest amendment adjusted the borrowing base to \$350 million and made other modifications to the terms of the Credit Facility. The Credit Facility is secured by a first lien on substantially all of the Company’s assets.

The borrowing base is subject to periodic redeterminations, mandatory reductions and further adjustments from time to time. The borrowing base is redetermined semi-annually each May and November. The borrowing base will be reduced in certain circumstances such as the sale or disposition of certain oil and gas properties of the Company and the cancellation of certain hedging positions.

The Credit Facility allows for Eurodollar Loans and Base Rate Loans (as respectively defined in the Credit Facility). The interest rate on each Eurodollar Loan will be the adjusted LIBOR for the applicable interest period plus a margin between 2.5% and 3.5% (depending on the then-current level of borrowing base usage). The annual interest rate on each Base Rate Loan is (a) the greatest of (i) the Administrative Agent’s prime lending rate, (ii) the Federal Funds Rate (as defined in the Credit Facility) plus 0.5% per annum, (iii) the adjusted LIBOR determined on a daily basis for an interest period of one month, plus 1.00% per annum and (iv) 0.00% per annum, plus (b) a margin between 1.5% and 2.5% (depending on the then-current level of borrowing base usage).

The Credit Facility contains certain covenants, which, among other things, require the maintenance of (i) a total Leverage Ratio (outstanding debt to adjusted earnings before interest, taxes, depreciation and amortization) of not more than 4.0 to 1.0 and (ii) a minimum ratio of Current Assets to Current Liabilities (as such terms are defined in the Credit Facility) of 1.0 to 1.0. Per the amendments to the credit facility in June and December 2020, the total Leverage Ratio is not allowed to be greater than 4.25 for the period ending March 31, 2021. The Credit Facility also contains other customary affirmative and negative covenants and events of default. As of March 31, 2021, \$305,500,000 was outstanding on the Credit Facility. We are in compliance with all covenants contained in the Credit Facility.

Derivative Financial Instruments

During February and March of 2020, the Company entered into derivative contracts in the form of costless collars of WTI Crude Oil prices in order to protect the Company's cash flow from price fluctuation and maintain its capital programs. "Costless collars" are the combination of two options, a put option (floor) and a call option (ceiling) with the options structured so that the premium paid for the put option will be offset by the premium received from selling the call option. The trades were for a total 4,500 barrels of oil per day for the period of January 2021 through December 2021.

In November and December of 2020, the Company entered into swap contracts with a weighted average of \$45.42 for 4,500 barrels per day for 2021 and 1,750 barrels per day for 2022 with a weighted average of \$44.84. In January and February of 2021, we entered into swap contracts for 500 barrels per day for 2022 for a weighted average price of \$48.53. Similar to costless collars, there is no cost to enter into the swap contracts. On swap contracts, there is no spread and payments will be made or received based on the difference between WTI and the swap contract price. During May 2020, the Company unwound the costless collars for June 2020 and July 2020, resulting in the receipt of a cash payment of \$5,435,136.

In November of 2020, we entered into natural gas swap contracts for 6,000 mmbtu per day at \$2.991 and 5,000 mmbtu per day at \$2.726 for 2021 and 2022, respectively. On March 30, 2021, we unwound all remaining gas swaps for 2021 and 2022 for a realized value of \$581,424.

The following table reflects the prices of contracts outstanding as of March 31, 2021:

<b>Oil contracts (WTI) Date entered into</b>	<b>Barrels per day</b>	<b>Put price</b>	<b>Call price</b>
<b>2021 costless collars, in place for January through December 2021</b>			
02/25/2020	1,000	\$ 45.00	\$ 54.75
02/25/2020	1,000	45.00	52.71
02/27/2020	1,000	40.00	55.08
03/02/2020	1,500	40.00	55.35
<b>2021 Swap, in place January through December 2021</b>			
			<b>Swap price</b>
11/25/2020	2,000		\$ 45.37
12/02/2020	500		45.38
12/03/2020	500		45.00
12/04/2020	500		45.40
12/04/2020	500		45.60
12/07/2020	500		45.96
<b>2022 Swap, in place January through December 2022</b>			
12/04/2020	500		44.22
12/07/2020	500		44.75
12/10/2020	500		44.97
12/17/2020	250		45.98
01/04/2021	250		47.00
02/04/2021	250		50.05

Derivative financial instruments are recorded at fair value and included as either assets or liabilities in the accompanying balance sheets. Any gains or losses resulting from changes in fair value of outstanding derivative financial instruments and from the settlement of derivative financial instruments are recognized in earnings and included as a component of other income (expense) in the accompanying statements of operations.

The use of derivative transactions involves the risk that the counterparties, which generally are financial institutions, will be unable to meet the financial terms of such transactions. At March 31, 2021, 100% of our volumes subject to derivative instruments are with lenders under our Credit Facility.

#### Capital Resources for Future Acquisition and Development Opportunities

We continuously evaluate potential acquisitions and development opportunities. To the extent possible, we intend to acquire producing properties and/or developed undrilled properties rather than exploratory properties. We do not intend to limit our evaluation to any one state. We presently have no intention to evaluate offshore properties or properties located outside of the United States.

The pursuit of and acquisition of additional oil and gas properties may require substantially greater capital than we currently have available, and obtaining additional capital would require that we enter into the sale of either short-term or long-term notes payable or the sale of our common stock. Furthermore, it may be necessary for us to retain outside consultants and others in our endeavors to locate desirable oil and gas properties.

The process of acquiring one or more additional oil and gas properties would impact our financial position and reduce our cash position. The types of costs that we may incur include travel costs relating to meeting with individuals instrumental to our acquisition of one or more oil and gas properties, the costs to retain one or more consultants specializing in the purchase of oil and gas properties, obtaining petroleum engineer reports relative to the oil and gas properties that we are investigating, legal fees associated with any such acquisitions including title reports, and accounting fees relative to obtaining historical information regarding such oil and gas properties. Even though we may incur such costs, there is no assurance that we will ultimately be able to consummate a transaction resulting in our acquisition of an oil and/or gas property.

#### **Effects of Inflation and Pricing**

The oil and natural gas industry is very cyclical and the demand for goods and services of oil field companies, suppliers and others associated with the industry puts pressure on the economic stability and pricing structure within the industry. Typically, as prices for oil and natural gas increase, so do all associated costs. Material changes in prices impact the current revenue stream, estimates of future reserves, borrowing base calculations of bank loans and the value of properties in purchase and sale transactions. Material changes in prices can impact the value of oil and natural gas companies and their ability to raise capital, borrow money and retain personnel. We anticipate business costs will vary in accordance with commodity prices for oil and natural gas, and the associated increase or decrease in demand for services related to production and exploration.

#### ***Off Balance Sheet Arrangements***

The Company does not have any off-balance sheet arrangements, and it is not anticipated that the Company will enter into any off-balance sheet arrangements.

#### ***Disclosures About Market Risks***

Like other natural resource producers, the Company faces certain unique market risks associated with the exploration and production of oil and natural gas. The most salient risk factors are the volatile prices of oil and gas, operational risks, ability to integrate properties and businesses, and certain environmental concerns and obligations.

#### Oil and Gas Prices

The price we receive for our oil and natural gas will heavily influence our revenue, profitability, access to capital and future rate of growth. Oil and natural gas are commodities and, therefore, their prices are subject to wide fluctuations in response to relatively minor changes in supply and demand. The prices we receive for our production depend on numerous factors beyond our control. These factors include, without limitation, the following: worldwide and regional economic conditions impacting the global supply and demand for oil and natural gas; the price and quantity of imports of foreign oil and natural gas; the level of global oil and natural gas inventories; localized supply and demand fundamentals; the availability of refining capacity; price and availability of transportation and pipeline systems with adequate capacity; weather conditions, natural disasters and public health threats; governmental regulations; speculation as to the future price of oil and the speculative trading of oil and natural gas futures contracts; price and availability of competitors' supplies of oil and natural gas; energy conservation and environmental measures; technological advances affecting energy consumption; the price and availability of alternative fuels and energy sources; and domestic and international drilling activity.

A substantial or extended decline in oil or natural gas prices may result in impairments of our proved oil and gas properties and may materially and adversely affect our future business, financial condition, cash flows, and results of operations.

Transportation of Oil and Natural Gas

Ring is presently committed to using the services of the existing gatherers in its present areas of production. This gives such gatherers certain short term relative monopolistic powers to set gathering and transportation costs. Obtaining the services of an alternative gathering company would require substantial additional costs since an alternative gatherer would be required to lay new pipeline and/or obtain new rights-of-way.

Competition in the Oil and Natural Gas Industry

We operate in a highly competitive environment for developing and acquiring properties, marketing oil and natural gas and securing equipment and trained personnel. As a relatively small oil and natural gas company, many large producers possess and employ financial, technical and personnel resources substantially greater than ours. Those companies may be able to develop and acquire more prospects and productive properties than our financial or personnel resources permit. It is also significant that more favorable prices can usually be negotiated for larger quantities of oil and/or gas product, such that Ring views itself as having a price disadvantage compared to larger producers.

Retention of Key Personnel

We depend to a large extent on the services of our officers. These individuals have extensive experience in the energy industry, as well as expertise in evaluating and analyzing producing oil and natural gas properties and drilling prospects, maximizing production from oil and natural gas properties and developing and executing financing strategies. The loss of any of these individuals could have a material adverse effect on our operations and business prospects. Our success may be dependent on our ability to continue to hire, retain and utilize skilled executive and technical personnel.

Environmental and Regulatory Risks

Our business and operations are subject to and impacted by a wide array of federal, state, and local laws and regulations governing the exploration for and development, production, and marketing of oil and natural gas, the operation of oil and natural gas wells, taxation, and environmental and safety matters. Many laws and regulations require drilling permits and govern the spacing of wells, rates of production, water and waste use and disposal, prevention of waste hydraulic fracturing and other matters. From time to time, regulatory agencies have imposed price controls and limitations on production in order to conserve supplies of oil and natural gas. In addition, the production, handling, storage, transportation and disposal of oil and natural gas, byproducts thereof and other substances and materials produced or used in connection with oil and natural gas operations are subject to regulation under federal, state and local laws and regulations.

Compliance with these regulations may constitute a significant cost and effort for Ring. To date, no specific accounting for environmental compliance has been maintained or projected by Ring. Ring does not presently know of any environmental demands, claims, or adverse actions, litigation or administrative proceedings in which it or the acquired properties are involved or subject to or arising out of its predecessor operations.

In the event of a violation of environmental regulations, these environmental regulatory agencies have a broad range of alternative or cumulative remedies including: ordering a cleanup of any spills or waste material and restoration of the soil or water to conditions existing prior to the environmental violation; fines; or enjoining further drilling, completion or production activities.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

*Interest Rate Risk*

The Company is subject to market risk exposure related to changes in interest rates on its indebtedness under its Credit Facility, which bears variable interest based upon a prime rate and is therefore susceptible to interest rate fluctuations. Changes in interest rates affect the interest earned on the Company's cash and cash equivalents and the interest rate paid on borrowings under the Credit Facility. As of March 31, 2021, the Company had \$305,500,000 outstanding borrowings under the Credit Facility. Our weighted average interest rate on borrowings under the Credit Facility was 4.4%. An increase or decrease of 1% in the interest rate would have a corresponding decrease or increase in our annualized interest expense of approximately \$3.1 million based on the aggregate of \$305,500,000 million outstanding under the Credit Facility as of March 31, 2021.

Currently, the Company does not use interest rate derivative instruments to manage exposure to interest rate changes.

#### *Commodity Price Risk*

Our major market risk exposure is in the pricing applicable to our oil and natural gas production. Market risk refers to the risk of loss from adverse changes in oil and natural gas prices. Realized pricing is primarily driven by the prevailing domestic price for crude oil and spot prices applicable to the region in which we produce natural gas. Historically, prices received for oil and natural gas production have been volatile and unpredictable. We expect pricing volatility to continue.

The prices we receive depend on many factors outside of our control. A significant decline in the prices of oil or natural gas could have a material adverse effect on our financial condition and results of operations. In order to reduce commodity price uncertainty and increase cash flow predictability relating to the marketing of our crude oil and natural gas, we may enter into crude oil and natural gas price hedging arrangements with respect to a portion of our expected production.

The Company's revenues, profitability and future growth depend substantially on prevailing prices for oil and natural gas. Prices also affect the amount of cash flow available for capital expenditures and Ring's ability to borrow and raise additional capital. The amount the Company can borrow under its Credit Facility is subject to periodic redetermination based in part on changing expectations of future prices. Lower prices may also reduce the amount of oil and natural gas that the Company can economically produce. Ring currently sells all of its oil and natural gas production under price sensitive or market price contracts.

#### *Customer Credit Risk*

Our principal exposures to credit risk is through receivables from the sale of our oil and natural gas production (approximately \$20.9 million at March 31, 2021) and through receivables from our joint interest partners (approximately \$1.4 million at March 31, 2021). We are subject to credit risk due to the concentration of our oil and natural gas receivables with our most significant customers. We do not require our customers to post collateral, and the inability of our significant customers to meet their obligations to us or their insolvency or liquidation may adversely affect our financial results. For the three months ended March 31, 2021, sales to three customers, Phillips 66, BP, and NGL Crude, represented 74%, 8% and 6% of oil and gas revenues, respectively. As of March 31, 2021, Phillips 66, BP, and NGL Crude represented 82%, 1% and 5% of our accounts receivable, respectively. Due to availability of other purchasers, we do not believe the loss of any single oil or natural gas customer would have a material adverse effect on our results of operations.

#### *Currency Exchange Rate Risk*

Foreign sales accounted for none of the Company's sales; further, the Company accepts payment for its commodity sales only in U.S. dollars. Ring is therefore not exposed to foreign currency exchange rate risk on these sales.

### **Item 4. Controls and Procedures**

#### *Evaluation of disclosure controls and procedures*

Our management, with the participation of Paul D. McKinney, our principal executive officer, and Travis T. Thomas, our principal financial officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Exchange Act. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on management's evaluation, Messrs. McKinney and Thomas concluded that our disclosure controls and procedures as of the end of the period covered by this report were effective in ensuring that information required to be disclosed by us in reports that we file or submit under the Exchange Act (i) is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and (ii) is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

We will continue to monitor and evaluate the effectiveness of our disclosure controls and procedures and our 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.

***Changes in internal control over financial reporting***

We regularly review our system of internal control over financial reporting and make changes to our processes and systems to improve controls and increase efficiency, while ensuring that we maintain an effective internal control environment. Changes may include such activities as implementing new, more efficient systems, consolidating activities, and migrating processes. During the first quarter, the Company transitioned its accounting and reporting functions from Tulsa in conjunction with its corporate headquarters relocation. On March 24, Travis Thomas was named Chief Financial Officer, replacing William Broaddrick.

Except as described above, there were no changes in our internal control over financial reporting that occurred during the three months ended March 31, 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.



**PART II – OTHER INFORMATION**

**Item 1. Legal Proceedings.**

We may be the subject of threatened or pending legal actions and contingencies in the normal course of conducting our business. We provide for costs related to these matters when a loss is probable and the amount can be reasonably estimated. The effect of the outcome of these matters on our future results of operations and liquidity cannot be predicted because any such effect depends on future results of operations and the amount or timing of the resolution of such matters. For certain types of claims, we maintain insurance coverage for personal injury and property damage, product liability and other liability coverages in amounts and with deductibles that we believe are prudent, but there can be no assurance that these coverages will be applicable or adequate to cover adverse outcomes of claims or legal proceedings against us.

**Item 1A. Risk Factors**

We are subject to certain risks and hazards due to the nature of the business activities we conduct. For a discussion of these risks, see “Item 1A. Risk Factors” in the 2020 Form 10-K in addition to the risks described below. Other than as described below, there have been no material changes to the risks described in the 2020 Form 10-K. We may experience additional risks and uncertainties not currently known to us. Furthermore, as a result of developments occurring in the future, conditions that we currently deem to be immaterial may also materially and adversely affect us. Any such risk may materially and adversely affect our business, financial condition, cash flows and results of operations.

**Item 2. Recent Sales of Unregistered Securities; Use of Proceeds from Registered Securities.**

None.

**Item 6. Exhibits**

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>				<u>Filed Here-with</u>
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	
3.1	<a href="#">Articles of Incorporation (as amended)</a>	10-K	000-53920	3.1	04/01/13	
3.2	<a href="#">Amended and Restated Bylaws</a>	8-K	001-36057	3.1	4/14/21	
10.1	<a href="#">Employment and Severance Agreement by and between the Company and Travis Thomas.</a>	8-K	001-36057	10.1	03/26/21	
31.1	<a href="#">Rule 13a-14(a) Certification by Chief Executive Officer</a>					X
31.2	<a href="#">Rule 13a-14(a) Certification by Chief Financial Officer</a>					X
32.1	<a href="#">Section 1350 Certification by Chief Executive Officer</a>					X
32.2	<a href="#">Section 1350 Certification by Chief Financial Officer</a>					X
101.SCH	XBRL Taxonomy Extension Schema Document					X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document					X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document					X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document					X
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)					

**SIGNATURES**

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

Date: May 10, 2021

**Ring Energy, Inc.**

By: /s/ Paul D. McKinney

Paul D. McKinney  
Chief Executive Officer and Director  
(Principal Executive Officer)

Date: May 10, 2021

By: /s/ Travis T. Thomas

Travis T. Thomas  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

## CERTIFICATIONS

I, Paul D. McKinney, certify that:

1. I have reviewed this Form 10-Q for the quarter ended March 31, 2021, of Ring Energy, 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(s) 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has 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(s) 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 the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control 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: May 10, 2021

/s/ Paul D. McKinney

Paul D. McKinney, CEO  
(Principal Executive Officer)

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## CERTIFICATIONS

I, Travis T. Thomas, certify that:

1. I have reviewed this Form 10-Q for the quarter ended March 31, 2021, of Ring Energy, 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(s) 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has 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(s) 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 the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control 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: May 10, 2021

/s/ Travis T. Thomas  
Travis T. Thomas, CFO  
(Principal Financial Officer)

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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 Ring Energy, Inc. (the "Company") on Form 10-Q for the quarter ended March 31, 2021, as filed with the Securities and Exchange Commission (the "Report"), the undersigned principal executive officer of the Company, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934;  
and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 10, 2021

/s/ Paul D. McKinney

Paul D. McKinney  
(Principal Executive Officer)

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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 Ring Energy, Inc. (the "Company") on Form 10-Q for the quarter ended March 31, 2021, as filed with the Securities and Exchange Commission (the "Report"), the undersigned principal financial officer of the Company, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934;  
and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 10, 2021

/s/ Travis T. Thomas

Travis T. Thomas

(Principal Financial Officer)

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