

Citadel Exploration, Inc.  
Form 10-Q  
May 21, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**Form 10-Q**

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

**For the quarterly period ended March 31, 2018**

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

**Commission file number 000-54639**

**CITADEL EXPLORATION, INC.**

(Exact name of registrant as specified in its charter)

<b>Nevada</b>	<b>27-1550482</b>
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

<b>417 31<sup>st</sup> Street, Unit A, Newport Beach, CA</b>	<b>92663</b>
(Address of principal executive offices)	(Zip Code)

**(949) 612-8040**  
(Registrant's telephone number, including area code)

Indicate by check mark whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

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 number of shares of Common Stock, \$0.001 par value, outstanding on May 21, 2018 was 45,000,000 shares.

**CITADEL EXPLORATION, INC.**

**QUARTERLY PERIOD ENDED MARCH 31, 2018**

**Index to Report on Form 10-Q**

	<b>Page No.</b>
<b>PART I - FINANCIAL INFORMATION</b>	
Item 1. <u>Condensed Consolidated Financial Statements (Unaudited)</u>	1
Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	10
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	14
Item 4T. <u>Controls and Procedures</u>	14
<b>PART II - OTHER INFORMATION</b>	
Item 1. <u>Legal Proceedings</u>	15
Item 1A. <u>Risk Factors</u>	15
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	15
Item 3. <u>Defaults Upon Senior Securities</u>	16
Item 4. <u>Mine Safety Disclosures</u>	16
Item 5. <u>Other Information</u>	16
Item 6. <u>Exhibits</u>	17
Signature	18

**PART I – FINANCIAL INFORMATION****Item 1. Unaudited Consolidated Financial Statements.****CITADEL EXPLORATION, INC.****CONSOLIDATED BALANCE SHEETS**

	March 31, 2018 (unaudited)	December 31, 2017
<b>ASSETS</b>		
Current assets:		
Cash	\$251,271	\$772,103
Other receivable	98,960	16,540
Prepaid expenses	5,296	29,280
Product inventory	20,107	20,107
Total current assets	375,634	838,030
Deposits	10,100	10,100
Restricted cash	200,000	200,000
Oil and gas properties (successful efforts basis)		
Proved, net	5,898,620	5,018,086
Unproved	1,170,000	1,170,000
Fixed asset, net	77,879	82,969
Total assets	\$7,732,233	\$7,319,185
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$1,995,694	\$2,220,938
Accrued interest payable	240,377	459,416
Drilling obligation, net of discount of \$105,000 and \$126,000 as of March 31, 2018 and December 31, 2017 respectively	721,000	700,000
Notes payable, net	1,659,010	579,951
Total current liabilities	4,616,081	3,960,305
Asset retirement obligation	239,849	224,380
Production payment liability	300,000	300,000
Total liabilities	5,155,930	4,484,685
Stockholders' equity (deficit):		
	45,000	44,450

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Common stock, \$0.001 par value, 300,000,000 shares authorized, 45,000,000 and 44,449,742 shares issued and outstanding as of March 31, 2018 and December 31, 2017 respectively		
Series A Preferred stock, \$20.00 par value, 500,000 shares authorized, 395,615 and 394,365 shares issued and outstanding as of March 31, 2018 and December 31, 2017 respectively	7,912,300	7,887,300
Additional paid-in capital	5,959,407	5,691,239
Accumulated deficit	(11,340,404)	(10,788,489)
Total stockholders' equity (deficit)	2,576,303	2,834,500
Total liabilities and stockholders' equity (deficit)	\$7,732,233	\$7,319,185

See Accompanying Notes to Unaudited Consolidated Financial Statements.

Table of Contents**CITADEL EXPLORATION, INC.****CONSOLIDATED STATEMENTS OF OPERATIONS****(unaudited)**

	For the three months ended March 31,	
	2018	2017
Revenue	\$212,554	\$36,925
Operating expenses:		
Lease operating expense	285,796	48,681
General and administrative	73,126	65,282
Depreciation, amortization	133,426	8,097
Professional fees	80,645	63,148
Executive compensation	180,000	154,590
Total operating expenses	752,993	339,798
Other expenses:		
Interest expense	(11,476 )	(25,332 )
Total other expenses	(11,476 )	(25,332 )
Loss before credit for income taxes	(551,915 )	(328,205 )
Income tax benefit	—	112
Net loss before provision for income taxes	\$(551,915 )	\$(328,093 )
Series A preferred stock dividends	(194,789 )	
Net loss available to common stockholders	\$(746,704 )	\$(328,093 )
Weighted average number of common shares - outstanding - basic and diluted	44,718,759	39,087,342
Net loss per share – basic and diluted	\$(0.02 )	\$(0.01 )

See Accompanying Notes to Unaudited Consolidated Financial Statements.

Table of Contents**CITADEL EXPLORATION, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS****(unaudited)**

	For the three months Ended March 31,	
	2018	2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$(551,915 )	\$(328,093 )
Depreciation, depletion and amortization	133,426	8,097
Stock based preferred stock interest expense	—	406,800
Stock based compensation expense	90,051	—
Changes in operating assets and liabilities:		
Decrease (increase) in other receivable	(82,420 )	(703 )
Decrease (increase) in prepaid expenses	23,984	10,199
Increase (decrease) in accrued interest payable	10,349	(382,208 )
Increase (decrease) in accounts payable and accrued payables	(131,492 )	115,666
Net cash used in operating activities	(508,017 )	(170,242 )
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Exploration and development of oil and gas properties	(1,039,413)	(172,307 )
Purchase of equipment	—	(2,215 )
Cash received from disposal of O&G asset	100,215	—
Asset retirement obligation	—	12,264
Net cash used in investing activities	(939,198 )	(162,258 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from sale of preferred stock, net of costs	25,000	200,000
Proceeds from notes payable	920,612	—
Repayments of notes payable	(19,229 )	(20,622 )
Net cash provided by financing activities	926,383	179,378
Net increase in cash, cash equivalents, and restricted cash	(520,832 )	(153,122 )
Cash, cash equivalents, and restricted cash at beginning of year	972,103	433,793
Cash, cash equivalents, and restricted cash at end of the period	\$451,271	\$280,672
<b>Supplemental disclosures of cash flow information:</b>		
Interest paid	—	—
Income taxes paid (credit)	—	\$(112 )
Non-cash investing and financing activities:		
Shares issued to pay off bonus payable	20,000	—
Debt Discount from senior secured credit facility	158,667	—
Asset retirement obligation	12,128	—
O&G property purchased still in AP	26,248	—
Non-cash addition of senior loan facility for payment of San Benito litigation	100,000	—
Accrued interest payable rolled over to senior loan facility	229,388	—
Conversion from preferred stock issuable	—	\$6,514,600

Issuance for preferred stock for services	—	\$92,700
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See Accompanying Notes to Unaudited Consolidated Financial Statements.

-3-



Table of Contents

**CITADEL EXPLORATION, INC.**

**Notes to Unaudited Consolidated Financial Statements**

**NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of presentation

The interim consolidated financial statements included herein, presented in accordance with United States generally accepted accounting principles and stated in US dollars, have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading.

These statements reflect all adjustments, consisting of normal recurring adjustments, which in the opinion of management, are necessary for fair presentation of the information contained therein. It is suggested that these interim consolidated financial statements be read in conjunction with the financial statements of the Company for the year ended December 31, 2017 and notes thereto included in the Company's 10-K annual report and all amendments. The Company follows the same accounting policies in the preparation of interim reports.

Results of operations for the interim period are not indicative of annual results.

Principles of consolidation

The consolidated financial statements include the accounts of Citadel Exploration, Inc., Citadel Exploration, LLC and Citadel Kern Bluff, LLC, the Company's wholly owned subsidiaries. All significant intercompany balances and transactions have been eliminated. Citadel Exploration, Inc., Citadel Exploration, LLC and Citadel Kern Bluff, LLC will be collectively referred herein to as the "Company".

Nature of operations

Currently, the Company is focused on the acquisition and development of oil and gas properties in California.

Impairment

The Company evaluates the impairment of its proved oil and natural gas properties on a field-by-field basis whenever events or changes in circumstances indicate that the carrying value may not be recoverable. The carrying values of proved properties are reduced to fair value when the expected undiscounted future cash flows are less than net book value. The fair values of proved properties are measured using valuation techniques consistent with the income approach, converting future cash flows to a single discounted amount. Significant inputs used to determine the fair values of proved properties include estimates of: (i) reserves; (ii) future operating and development costs; (iii) future commodity prices; and (iv) a market-based weighted average cost of capital rate. As of March 31, 2018, management believes that no impairment indicators exist.

#### Use of estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ significantly from those estimates.

Table of Contents

**CITADEL EXPLORATION, INC.**

**Notes to Unaudited Consolidated Financial Statements**

**NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

Fair value of financial instruments

The carrying value of the Company's financial instruments, including cash, due to shareholders/related parties and accounts and other payables approximate their fair values due to the immediate or short-term maturity of these instruments. It is management's opinion that the Company is not exposed to significant interest, price or credit risks arising from these financial instruments.

Cash and cash equivalents

The Company considers all highly liquid instruments with maturity of three months or less at the time of issuance to be cash equivalents. The Company had no cash equivalents as of March 31, 2018 and December 31, 2017.

Earnings per share

The Company follows ASC Topic 260 to account for the earnings per share. Basic earnings per common share ("EPS") calculations are determined by dividing net income by the weighted average number of shares of common stock outstanding during the period. Diluted earnings per common share calculations are determined by dividing net income by the weighted average number of common shares and dilutive common share equivalents outstanding. During periods when common stock equivalents, if any, are anti-dilutive they are not considered in the computation.

Recent pronouncements

The Company has evaluated the recent accounting pronouncements ASC 606 and ASC 230 through March 31, 2018 and believes that none of them will have a material effect on the Company's consolidated financial statements. In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)" ("ASU 2014-09"). ASU 2014-09 supersedes the revenue recognition requirements in ASC Topic 605, "Revenue Recognition" and some cost guidance included in ASC Subtopic 05-35, "Revenue Recognition – Construction-Type and Production-Type Contracts." The core principle of ASU 2014-09 is that revenue is recognized when the transfer of goods or services to customers occurs in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. ASU 2014-09 requires the disclosure of sufficient information to enable readdress of the Company's financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts. ASU 2014-09 also requires disclosure of information regarding significant judgments and changes in judgments, and assets recognized from costs incurred to obtain or fulfill a contract. ASU 2014-09 provides two

methods to retrospective application. The first method would require the Company to apply ASU 2014-09 to each prior reporting period presented. The second method would require the Company to retrospectively apply ASU 2014-09 with the cumulative effect recognized at the date of initial application. ASU 2014-09 will be effective for the Company beginning in fiscal 2019 as a result of ASU 2015-14, "Revenue from Contracts with Customers (Topic 0): Deferral of the Effective Date," which was issued by the FASB in August 2015 and extended to the original date by one year.

#### Disaggregation of revenue

The Company does not disaggregate revenue, as all revenue is generated from oil at one property located in California. Revenue for the three months ending March 31, 2018 and 2017 was \$212,554 and \$36,925.

In November of 2016, the FASB issued ASU 2016-18, "Statement of Cash Flows (Topic 230) Restricted Cash" ("ASU 2016-18). The update is effective for fiscal years beginning after December 15, 2016, including interim reporting periods within those fiscal years. Early adoption is permitted. The purpose of Update NO. 2016-18 is to clarify guidance and presentation related to restricted cash in the statement of cash flows. The amendment requires beginning of period and end of period total amounts shown on the statement of cash flows to included cash and cash equivalents as well as restricted cash and restricted cash equivalents. The Company has evaluated the impact and timing of the adoption of ASU 2016-18 and has concluded it will not have a material impact on its consolidated financial statements.

Table of Contents**CITADEL EXPLORATION, INC.****Notes to Unaudited Consolidated Financial Statements****NOTE 2 – GOING CONCERN**

The accompanying unaudited consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the recoverability of assets and the satisfaction of liabilities in the normal course of business. Since its inception, the Company has been engaged substantially in financing activities and developing its business plan and incurring startup costs and expenses. As a result, the Company incurred a net loss in the amount of \$551,915 for the period ended March 31, 2018. In addition, the Company's development activities since inception have been financially sustained through debt and equity financing. There can be no assurance that the Company will be successful to raise sufficient cash to operate over the 12 months immediately following the issuance of its financial reports.

The ability of the Company to continue as a going concern is dependent upon its ability to raise additional capital from the sale of common stock and, ultimately, the achievement of significant operating revenues. These consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might result from this uncertainty.

**NOTE 3 – OIL AND GAS PROPERTIES**

Oil and natural gas properties, buildings and equipment consist of the following:

	March 31, 2018 (unaudited)	December 31, 2017
Oil and Natural Gas:		
Proved properties	\$4,388,372	\$3,468,306
Unproved properties	1,170,000	1,170,000
Facilities	2,297,724	2,244,716
	7,860,596	6,883,022
Less oil property impairment	(562,030 )	(562,030 )
Less accumulated depreciation, depletion, and amortization	(225,446 )	(132,906 )
	\$7,068,620	\$6,188,086

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Total accumulated depreciation and depletion totaled \$225,446 and \$132,906, respectively, as of March 31, 2018 and December 31, 2017. For the period ending March 31, 2018 and March 31, 2017 total depreciation and depletion expense totaled \$92,540 and \$1,309, respectively.

-6-

Table of Contents**CITADEL EXPLORATION, INC.****Notes to Unaudited Consolidated Financial Statements****NOTE 4 – RESTRICTED CASH**

Restricted cash consists of one bond totaling \$200,000 as of March 31, 2018. This bond was required in the normal course of business in the oil and gas industry. The bond totaling \$200,000 was purchased in August 2015 following the acquisition of the Kern Bluff Oil Field. This was a blanket bond, which will cover 50 wells.

**NOTE 5 – DEPOSITS**

The Company had deposits at March 31, 2018 and December 31, 2017 totaling \$10,100 for both years.

**NOTE 6 – NOTES PAYABLE**

Notes payable consists of the following:

	March 31, 2018 (unaudited)	December 31, 2017
Note payable to an entity for the financing of insurance premiums, unsecured 7.75% interest, due March 2018	\$(1,327 )	\$14,548
Debt Discount	\$(151,713 )	—
Senior Secured Facility Loan 10% interest; due March 31, 2019.	1,750,000	
Chandler/Lloyd Trust-Notes Payable	—	500,000
Note payable to an entity for the financing of a company vehicle, secured; 4.95% interest, due October 2022	30,606	32,351
Note payable to an entity for the financing of a company vehicle, secured; 4.95% interest, due November 2022	31,444	33,052
Total – Notes Payable	\$1,659,010	\$579,951

In March of 2018, the Company closed on a \$3,000,000 senior secured credit facility. The facility bears 10% interest and has a one-year term. For every two dollars drawn on the facility, the investor receives one five-year warrant to purchase common stock at a price of \$0.10. The Company has drawn down \$1,750,000 on the facility and issued 875,000 warrants. The warrants were valued using the relative fair value and the amount recorded as a debt discount

amortized over the life of the line of credit using effective interest method. Future drawdowns are at the discretion of the lender. The senior secured facility is secured by a deed of trust on the Kern Bluff Oil Field. Proceeds from the first draw were used to retire the previous bridge loan and accrued interest. The balance was used for general corporate purposes, including the drilling of a well.

**NOTE 7 – STOCKHOLDERS’ EQUITY (DEFICIT)**

The Company is authorized to issue 300,000,000 shares of its \$0.001 par value common stock.

The Company is authorized to issue 500,000 shares of Series A Convertible Participating Preferred Stock.

In February of 2018, we sold an additional 1,250 shares of Series A Convertible Participating Preferred Stock for cash proceeds of \$25,000.

In February of 2018, we issued 550,262 shares of our common stock valued at \$.20 to vendors for services in 2017, including accounting and oil field work.



Table of Contents**CITADEL EXPLORATION, INC.****Notes to Unaudited Consolidated Financial Statements****NOTE 8 – STOCK OPTION PLAN**

The following is a summary of the status of all of the Company's stock options as of March 31, 2018 and changes during the period ended on that date:

	Number of Options	Weighted-Average Exercise Price	Weighted-Average Remaining Life (Years)
Outstanding as of December 31, 2017	9,500,000	\$ 0.20	3.26
Granted	—	\$ 0.00	—
Exercised	—	\$ 0.00	—
Cancelled	—	\$ 0.00	—
Outstanding as of March 31, 2018	9,500,000	\$ 0.20	3.01
Exercisable at March 31, 2018	9,500,000	\$ 0.20	3.01

**NOTE 9 – WARRANTS**

In March 2018, the Company closed on a \$3,000,000 Senior Secured Credit Facility. The Company drew down \$1,750,000 at close. As per the terms of the facility, the Company issued 875,000 warrants to the lender. The warrants were valued using the relative fair value and the amount recorded as a debt discount amortized over the life of the line of credit using effective interest method

	Number of Warrants	Weighted-Average Exercise Price	Weighted-Average Remaining Life (Years)
Outstanding at December 31, 2017	—	\$0.00	—
Granted	875,000	\$0.10	5.0
Exercised	—	\$0.00	—
Cancelled	—	\$0.00	—
Total Outstanding at March 31, 2018	875,000	\$0.10	4.96
Exercisable at March 31, 2018	875,000	\$0.10	4.96

**NOTE 10 – RELATED PARTY TRANSACTIONS**

During the period the Company purchased \$108,092 of equipment from Grey Energy. Grey Energy is owned by one of the Company's Board of Directors. As of the end of the period, the Company had a production payment liability of \$300,000 outstanding to a related party.

**NOTE 11 – DRILLING OBLIGATION**

The Company entered into a joint venture agreement with investors to drill two wells in the fourth quarter of 2017. The \$700,000 liability has an 18% rate of return. The Company originally booked a debt discount of \$126,000 and will be amortized over the next 18 months. During the period the company amortized \$21,000 of the debt discount.

Table of Contents

**FORWARD-LOOKING STATEMENTS**

This Quarterly Report on Form 10-Q contains forward-looking statements and involves risks and uncertainties that could materially affect expected results of operations, liquidity, cash flows, and business prospects. These statements include, among other things, statements regarding:

- o exploration risks such as drilling unsuccessful wells;
- o our ability to operate profitably;
- o our ability to efficiently and effectively finance our operations;
- o inability to achieve future sales levels or other operating results;
- o inability to raise additional financing for working capital;
- o inability to efficiently manage our operations;
- o inability to hire or retain sufficient qualified operating field personnel;
- o the inability of management to effectively implement our strategies and business plans;
- o the unavailability of funds for capital expenditures and/or general working capital;
- o deterioration in general or regional economic conditions;
- o the fact that our accounting policies and methods are fundamental to how we report our financial condition and results of operations, and they may require management to make estimates about matters that are inherently uncertain;
- o changes in U.S. GAAP or in the legal, regulatory and legislative environments in the markets in which we operate;
- o adverse state or federal legislation or regulation that increases the costs of compliance, or adverse findings by a regulator with respect to existing operations;

As well as other statements regarding our future operations, financial condition and prospects, and business strategies. These forward-looking statements are subject to certain risks and uncertainties that could cause our actual results to differ materially from those reflected in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in this Quarterly Report on Form 10-Q, and in particular, the risks discussed under the heading “Risk Factors” in Part II, Item 1A and those discussed in other documents we file with the Securities and Exchange Commission. We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

*References in the following discussion and throughout this quarterly report to “we”, “our”, “us”, “Citadel”, “the Company”, and similar terms refer to Citadel Exploration, Inc. and its subsidiary, unless otherwise expressly stated or the context otherwise requires.*

**AVAILABLE INFORMATION**

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We file annual, quarterly and other reports and other information with the SEC. You can read these SEC filings and reports over the Internet at the SEC's website at [www.sec.gov](http://www.sec.gov) or on our website at [www.citadelexploration.com](http://www.citadelexploration.com). You can also obtain copies of the documents at prescribed rates by writing to the Public Reference Section of the SEC at 100 F Street, NE, Washington, DC 20549 on official business days between the hours of 10:00 am and 3:00 pm. Please call the SEC at (800) SEC-0330 for further information on the operations of the public reference facilities. We will provide a copy of our annual report to security holders, including audited financial statements, at no charge upon receipt to of a written request to us at Citadel Exploration, Inc., 417 31<sup>st</sup> Street, Unit A, Newport Beach, California 92663.

Table of Contents

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

**Overview**

Citadel is an energy company engaged in the exploration and development of oil and natural gas properties. Our properties are located in the San Joaquin Basin of California. Subject to availability of capital, we strive to implement an accelerated development program utilizing capital resources, a regional operating focus, an experienced management and technical team, and enhanced recovery technologies to attempt to increase production and increase returns for our stockholders. Our corporate strategy is to build value in the Company through the acquisition of oil and gas leases with significant upside potential, successful exploration and exploitation and the efficient development of these assets.

Our revenues, profitability and future growth depend substantially on prevailing prices for oil and natural gas and our ability to find, develop and acquire oil and gas reserves that are economically recoverable.

**Our Operations**

Our principal strategy is to focus on the acquisition of oil and natural gas mineral leases that have known hydrocarbons or are in close proximity to known hydrocarbons that have been underdeveloped. Once acquired, we strive to implement an accelerated development program utilizing capital resources, a regional operating focus, an experienced management and technical team, and enhanced recovery technologies to attempt to increase production and increase returns for our stockholders. Our oil and natural gas acquisition and development activities are currently focused in the State of California.

On July 31, 2015 Citadel acquired approximately 1,100 acres of leases, production facilities and equipment that encompassed the Kern Bluff Oil Field. As consideration for this acquisition Citadel issued 6,000,000 shares of common stock and paid \$2,000,000 in cash. The transaction was financed via a \$3,500,000 one-year term loan from Cibolo Creek Partners, of Midland Texas. In March of 2016, Cibolo Creek Partners converted the \$3,500,000 term loan into Series A Convertible Participating Preferred Stock.

In December of 2015, Citadel shifted its CAPEX focus to remediation of the existing acquired facilities. At the time of purchase, the oil at Kern Bluff was being processed by temporary facilities installed by the previous owner. As production increased in September, it quickly became apparent that these facilities were not capable of processing the additional volumes of oil and water being produced. The existing permanent facilities were built in the 1970's by Gulf Oil and require extensive remediation including new pipe, valves, flanges and tank repair.

In July of 2016, Citadel completed its facility upgrades the new facilities have production capacity of 500 BOPD. Citadel drilled three wells in June of 2016 and returned to production 9 idle wells.

In December of 2017, Citadel completed the installation of a 25MM BTU steam generator. The oil and Kern Bluff is characterized as heavy oil, therefore requiring stimulation via steam injection. This steam generator has capacity of over 1,400 barrels of steam per day (BOSPD) which will allow the Company to steam approximately 50 wells per year.

In February of 2018, Citadel completed the drilling of three new wells. The company currently has approximately 14 wells on production and has seen field wide production increase from approximately 20 barrels per day to approximately 100 barrels per day.

Table of Contents

**Going Concern**

The consolidated financial statements included in this filing have been prepared in conformity with generally accepted accounting principles that contemplate the continuance of the Company as a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. As shown on the accompanying consolidated financial statements, the Company has incurred an accumulated deficit in the amount of \$11,340,404 as of March 31, 2018. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

The future of the Company is dependent upon its ability to obtain financing and upon future profitable operations from the development of its oil and gas business opportunities.

**RESULTS OF OPERATIONS**

*Results of Operations for the Three Months Ended March 31, 2018 and March 31, 2017*

During the three-month period ended March 31, 2018 we generated \$212,554 from the sale of oil. During the three-month period ended March 31, 2017 we generated \$36,925 from the sale of oil.

Operating expenses totaled \$752,993 during the three-month period ended March 31, 2018 which was an increase over the period ended March 31, 2017. Operating expenses consisted of lease operating expense, general and administrative costs, amortization and depreciation, professional fees, and executive compensation. The increase consisted primarily of an increase in lease operating expenses. During the period ended March 31, 2017 the Company's operating expense totaled \$339,798.

General and administrative fees increased from \$65,282 to \$73,126 from the three-month period ended March 31, 2017 to the three-month period ended March 31, 2018. This increase was primarily due to insurance, marketing and meals and entertainment expenses.

Professional fees increased from \$63,148 to \$80,645 from the three-month period ended March 31, 2017 to the three-month period ended March 31, 2018. The increase was primarily due to services provided to the Company for accounting, consulting and legal.

Executive compensation increased from \$154,900 to \$180,000 from the three-month period ended March 31, 2017 to the three-month period ended March 31, 2018. The increase was due to the salary increase based upon the employment agreement.

-11-



Table of Contents**Liquidity and Capital Resources**

The Company has established a capital budget for 2018 of \$6,000,000 to return to production up to 10 wells and drill up to 20 vertical wells and 1 horizontal well. The Company's ability to complete this capital budget will be highly dependent on higher oil prices and access to capital.

As of March 31, 2018, the Company had \$375,634 of current assets; of this amount \$251,271 was cash. The following table provides detailed information about the net cash flow for the quarters ended March 31, 2018 and March 31, 2017 as presented in this quarterly report. To date, we have financed our operations through the issuance of stock and borrowings from related parties and an unrelated third party.

The following table sets forth a summary of our cash flows for the three months ended March 31, 2018 and 2017:

	<b>Three Months Ended</b>	
	<b>March 31, 2018</b>	<b>2017</b>
Net cash used in operating activities	\$(508,017)	\$(170,241)
Net cash used in investing activities	(939,198)	(162,258)
Net cash provided by financing activities	926,383	179,378
Net change in cash	(520,832)	(153,122)
Cash, cash equivalent and restricted cash, beginning of period	972,103	433,793
Cash, cash equivalent and restricted cash end of period	\$451,271	\$280,672

***Operating activities***

The net loss in the period was greater than the non-cash adjustments to reconcile the changes in the balance sheet and statement of operations, which is the reason cash used in operating activities was negative.

***Investing activities***

The net cash used in investing activities consisted of drilling expenses and facility upgrades on oil and gas properties of \$939,198 on the Company's properties.

***Financing activities***

The net cash provided by financing activities consisted of proceeds from the preferred stock offering, net of offering costs, totaling \$25,000 and a new senior secured credit facility of \$3,000,000 of which \$1,750,000 was drawn, the Company also repaid notes totaling \$500,000.

As of March 31, 2018, we continue to use traditional and/or debt financing as well as through the issuance of stock to provide the capital we need to run our business.

## Table of Contents

Without cash flow from operations we will require additional cash resources, including the sale of equity or debt securities, to meet our planned capital expenditures and working capital requirements for the next 12 months. We will require additional cash resources due to changed business conditions, implementation of our strategy to successfully develop our Kern Bluff Oil Field, and or acquisitions we may decide to pursue. If our own financial resources and then current cash-flows from operations are insufficient to satisfy our capital requirements, we may seek to sell additional equity or debt securities or obtain a credit facility. The sale of additional equity securities will result in dilution to our stockholders. The incurrence of indebtedness will result in increased debt service obligations and could require us to agree to operating and financial covenants that could restrict our operations or modify our plans to grow the business. Financing may not be available in amounts or on terms acceptable to us, if at all. Any failure by us to raise additional funds on terms favorable to us, or at all, will limit our ability to expand our business operations and could harm our overall business prospects.

Our ability to obtain additional capital through additional equity and/or debt financing, and Joint Venture or Working Interest partnerships will also be important to our expansion plans. In the event we experience any significant problems assimilating acquired assets into our operations or cannot obtain the necessary capital to pursue our strategic plan, we may have to reduce the growth of our operations. This may materially impact our ability to increase revenue and develop our assets.

## **Contractual Obligations**

An operating lease for rental office space was entered into beginning March 1, 2013 for two years at \$2,150 per month. The original lease was amended to include additional space at a price of \$1,100 per month for the same term. The original term of the lease expired on March 1, 2015. As such our office lease is now on a month to month basis at a rate of \$3,000 per month.

## **Off-Balance Sheet Arrangements**

As of the date of this report, we did not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

## **Operation Plan**

Our plan is to focus on the acquisition and drilling of prospective oil and natural gas mineral leases. Once we have tested a prospect as productive, subject to availability of capital, we will implement a development program with a

regional operating focus in order to increase production and increase returns for our stockholders. Exploration, acquisition and development activities are currently focused in California. Depending on availability of capital, and other constraints, our goal is to increase stockholder value by finding and developing oil and natural gas reserves at costs that provide an attractive rate of return on our investments.

We expect to achieve these results by:

- Investing capital in exploration and development drilling and in secondary and tertiary recovery of oil as well as natural gas;

- Using the latest technologies available to the oil and natural gas industry in our operations;

- Finding additional oil and natural gas reserves on the properties we acquire.

## Table of Contents

In addition to raising additional capital we plan to take on Joint Venture (JV) or Working Interest (WI) partners who may contribute to the capital costs of drilling and completion and then share in revenues derived from production. This economic strategy may allow us to utilize our own financial assets toward the growth of our leased acreage holdings, pursue the acquisition of strategic oil and gas producing properties or companies and generally expand our existing operations.

Our future financial results will depend primarily on: (i) the ability to continue to source and screen potential projects; (ii) the ability to discover commercial quantities of natural gas and oil; (iii) the market price for oil and natural gas; and (iv) the ability to fully implement our exploration and development program, which is dependent on the availability of capital resources. There can be no assurance that we will be successful in any of these respects, that the prices of oil and gas prevailing at the time of production will be at a level allowing for profitable production, or that we will be able to obtain additional funding to increase our currently limited capital resources.

### **Item 3. Quantitative and Qualitative Disclosure About Market Risk**

This item is not applicable as we are currently considered a smaller reporting company.

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

#### *Evaluation of Disclosure Controls and Procedures*

Our Chief Executive Officer, Armen Nahabedian, and our Chief Financial Officer, Philip McPherson evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this Report. Based on that evaluation and assessment, Mr. Armen Nahabedian and Mr. Philip McPherson concluded that our disclosure controls and procedures are not designed at a reasonable assurance level and are not effective to provide reasonable assurance that information we are required to disclose in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

#### *Changes in Internal Control Over Financial Reporting*

There were no changes in our internal control over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial

reporting.

*Limitations on Effectiveness of Controls and Procedures*

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.

-14-

Table of Contents

**PART II—OTHER INFORMATION**

**Item 1. Legal Proceedings.**

From time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We received notice on or about July 10, 2013 that the Center for Biological Diversity (“CBD”) had filed a law suit against the County of San Benito regarding the approval of Project Indian which is described more fully, above, as the “Case”. The Board of Supervisors voted 50 in favor of our application to drill 15 exploration wells on our Project Indian lease. The Court approved the petition in a judgment entered on September 4, 2014, and ruled that Citadel was required to obtain an environmental impact report before commencing Project Indian. Thereafter, the Court awarded the petitioner \$347,969 as attorney’s fees and costs against the County of San Benito and Citadel, jointly and severally. The Company has requested a dismissal of its appeal of this decision which was granted as the Court required the Company to post a bond in which it was unable to qualify for. In October of 2015, the company paid \$92,693 to the Center for Biological Diversity for a share of the attorney’s fees and costs outstanding which satisfied the judgment for attorney’s fees and costs in full. In October of 2015, the company entered into a summary judgement with the County of San Benito to pay \$262,500 in related costs of the CBD litigation. The company is required to pay \$25,000 per quarter for the next six quarters and a lump sum payment of the remaining balance in the first quarter of 2018. The Company made the final payment of \$100,000 on March 19, 2018 which puts an end to this legal matter.

**Item 1A. Risk Factors.**

Our significant business risks are described in Item 1A. to Part I of Form 10-K for the year ended December 31, 2017 (filed April 16, 2018) to which reference is made herein.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

*Stock Issuances pursuant to Subscription Agreements*

In March of 2017, the Company filed the appropriate paperwork with the State of Nevada, authorizing the issuance of up to 500,000 shares of Series A Preferred Stock, 500,000 shares of Series B Preferred Stock and 500,000 shares of Series C Preferred Stock. The company also increased the authorized amount of common shares from 100,000,000 to 300,000,000. As of March 31<sup>st</sup>, 2018, we have issued 395,615 of Series A Preferred Shares, and zero shares of Series B or C.

We believe that the issuance and sale of the above securities were exempt from the registration and prospectus delivery requirements of the Securities Act of 1933 by virtue of Section 4(2), Regulation D and/or Regulation S. The securities were issued directly by us and did not involve a public offering or general solicitation. The recipient of the securities was afforded an opportunity for effective access to files and records of our company that contained the relevant information needed to make her investment decision, including our financial statements and 34 Act reports. We reasonably believed that the recipient, immediately prior to issuing the securities, had such knowledge and experience in our financial and business matters that she was capable of evaluating the merits and risks of its investment. The recipient had the opportunity to speak with our management on several occasions prior to her investment decision. There were no commissions paid on the issuance and sale of the shares.

### *Option Grants*

Our option grants are described in Form 10-K for the year ended December 31, 2017 (filed April 16, 2018) to which reference is made herein.



Table of Contents

***Subsequent Stock Issuances***

None.

**Issuer Purchases of Equity Securities**

We did not repurchase any of our equity securities from the time of our inception on November 6, 2006 through the period ended March 31, 2018.

**Item 3. Defaults Upon Senior Securities.**

None.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information.**

***2012 Stock Incentive Plan***

On September 1, 2012, we adopted the 2012 Stock Incentive Plan. We have reserved for issuance an aggregate of 10,000,000 shares of common stock under our 2012 Stock Incentive Plan. To date 9,500,000 options and no shares of common stock have been granted under this plan.

Our employment agreements with executive officers are described in Form 10-K for the year ended December 31, 2017 (filed April 1, 2018) to which reference is made herein.



Table of Contents

**Item 6. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
10.4	<u>2012 Stock Incentive Plan</u>
31.1	<u>Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
31.2	<u>Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
32.1	<u>Certifications of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
32.2	<u>Certifications of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase
101.DEF*	XBRL Taxonomy Extension Definition Linkbase
101.LAB*	XBRL Taxonomy Extension Label Linkbase
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase

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

Table of Contents

**SIGNATURE**

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.

**CITADEL EXPLORATION, INC.**

Date: May 21, 2018 By: /S/ Armen Nahabedian  
Armen Nahabedian  
Chief Executive Officer  
(Principal Executive Officer and duly authorized signatory)