

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

Form 10-Q

(Mark One)

- QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended **March 31, 2015**
- TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number 002-76219NY

**VICTORY ENERGY CORPORATION**

(Exact Name of Company as Specified in its Charter)

Nevada

(State or other jurisdiction of incorporation or organization)

87-0564472

(I.R.S. Employer Identification No.)

3355 Bee Caves Road Ste 608, Austin, Texas

(Address of principal executive offices)

78746

(Zip Code)

(512)-347-7300

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

|                         |                          |                           |                                     |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer         | <input type="checkbox"/>            |
| Non-accelerated filer   | <input type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No   
As of June 5, 2015, there were 29,302,826 shares of common stock, par value \$0.001, issued and outstanding.

**VICTORY ENERGY CORPORATION**  
**QUARTERLY REPORT ON**  
**FORM 10-Q**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2015**

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## Cautionary Notice Regarding Forward Looking Statements

The terms “Victory,” “Company,” “we,” “our,” and “us,” refer to Victory Energy Corporation and its consolidated subsidiaries unless the context suggests otherwise. Substantially all of Victory’s asset interests are held through Aurora Energy Partners (“Aurora”), a Texas general partnership, of which Victory controls as managing partner and consolidates as a subsidiary of Victory. Victory holds a 50% controlling partnership interest in Aurora.

This Quarterly Report on Form 10-Q contains a number of forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 that reflect management’s current views and expectations with respect to business, strategies, future results and events and financial performance. All statements made in this Quarterly Report on Form 10-Q other than statements of historical fact, including statements that address operating performance, events or developments that management expects or anticipates will or may occur in the future, including statements related to revenues, cash flow, profitability, adequacy of funds from operations, statements expressing general optimism about future operating results and non-historical information, are forward looking statements. In particular, the words “believe,” “expect,” “intend,” “anticipate,” “estimate,” “may,” “will,” variations of such words, and similar expressions identify forward-looking statements, but are not the exclusive means of identifying such statements and their absence does not mean that the statement is not forward-looking.

Our actual results, performance or achievements could differ materially from the results expressed in, or implied by, these forward-looking statements. It is not possible to identify all of these risks, uncertainties or assumptions. Among the important factors that could cause actual results to differ materially from those in the forward-looking statements are:

- 
- continued operating losses;
- our ability to continue as a going concern;
- our dependence on external sources of financing to operate our business and meet our debt service obligations;
- difficulties in raising additional capital;
- our inability to meet the required financial covenants of our lender;
- our inability to pay a preferred return to The Navitus Energy Group for new capital contributions to Aurora Energy Partners;
- challenges in growing our business;
- designation of our common stock as a “penny stock” under Securities and Exchange Commission (the “SEC”) regulations;
- FINRA requirements that may limit the ability to buy and sell our common stock;
- illiquidity and price volatility of our common stock;
- the highly speculative nature of an investment in our common stock;
- climate change and greenhouse gas regulations;
- global economic conditions;
- the substantial amount of capital required by our operations;
- the volatility of oil and natural gas prices;
- the high level of risk associated with drilling for and producing oil and natural gas;
- the accuracy of assumptions associated with reserve estimates;
- the potential that drilling activities will not yield oil or natural gas in commercial quantities;
- potential exploration, production and acquisitions may not maintain revenue levels in the future;
- our recent acquisition of additional oil and natural gas assets in the Permian Basin and other future acquisitions may yield revenues or production that differ significantly from our projections;
- difficulties associated with managing a growing enterprise;
- strong competition from other oil and natural gas companies;
- the unavailability or high cost of drilling rigs and related equipment;
- our inability to control properties that we do not operate;
- our dependence on third parties for the marketing of our crude oil and natural gas

- production;
- our dependence on key management personnel and technical experts;
- 
- our inability to keep pace with technological advancements in our industry;
- the potential for write-downs in the carrying values of our oil and natural gas properties;
- our compliance with complex laws governing our business;
- our failure to comply with environmental laws and regulations;
- the demand for oil and natural gas and our ability to transport our production;
- the financial condition of the operators of the properties in which we own an interest;
- our levels of insurance or those of our operators may be insufficient;
- 
- the dilutive effect of additional issuances of our common stock, options or warrants;

- 
- the results of pending litigation;  
and
- the dissolution of the Aurora partnership  
agreement.

Additionally, the information set forth under the heading “Risk Factors” in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2014, as well as disclosures made under the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 2 of this Quarterly Report on Form 10-Q and under the caption “Risk Factors”, in Item 1A of the Quarterly Report on Form 10-Q could cause actual results to differ materially from those in the forward-looking statements. Other unpredictable or unknown factors not discussed in this Quarterly Report on Form 10-Q and other documents filed with the SEC could also cause actual results to differ materially from those in the forward-looking statements. The reader should not place undue reliance on these forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-Q. Unless legally required, we undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

**Part I – Financial Information**

**Item 1. Financial Statements**

**VICTORY ENERGY CORPORATION AND SUBSIDIARY**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

|  | <b>March 31,<br/>2015</b> | <b>December 31,<br/>2014</b> |
|--|---------------------------|------------------------------|
|  | (Unaudited)               |                              |
| <b>ASSETS</b>  |                           |                              |
| <b>Current Assets</b>  |                           |                              |
| Cash   | \$ 176,520                | \$ 2,941                     |
| Accounts receivable - less allowance for doubtful accounts of \$395,928, and \$200,000 for March 31, 2015 and December 31, 2014, respectively  | 32,407                    | 41,565                       |
| Accounts receivable - affiliates   | 125,056                   | 124,367                      |
| Note receivable - less allowance for doubtful accounts of \$350,000 and \$0, for March 31, 2015 and December 31, 2014, respectively  | —                         | —                            |
| Prepaid expenses   | 14,317                    | 21,846                       |
| Total current assets   | <u>348,300</u>            | <u>190,719</u>               |
| <b>Fixed Assets</b>  |                           |                              |
| Furniture and equipment  | 46,883                    | 46,883                       |
| Accumulated depreciation   | (19,581)                  | (17,965)                     |
| Total furniture and equipment  | <u>27,302</u>             | <u>28,918</u>                |
| Oil and gas properties, net of impairment (successful efforts method) (See footnotes 2 and 3)  | 3,767,267                 | 2,838,573                    |
| Accumulated depletion, depreciation and amortization   | (1,780,232)               | (1,942,380)                  |
| Total oil and gas properties, net  | <u>1,987,035</u>          | <u>896,193</u>               |
| <b>Other Assets</b>  |                           |                              |
| Deferred debt financing costs, net   | 77,677                    | 87,883                       |
| <b>Total Assets</b>  | <u>\$ 2,440,314</u>       | <u>\$ 1,203,713</u>          |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>  |                           |                              |
| <b>Current Liabilities</b>   |                           |                              |
| Accounts payable (See footnotes 2 and 3)   | \$ 1,930,857              | \$ 1,119,896                 |
| Accrued liabilities  | 228,537                   | 221,209                      |
| Accrued liabilities - affiliates   | 277,157                   | 477,934                      |
| Liability for unauthorized preferred stock issued  | 9,283                     | 9,283                        |
| Revolving credit facility current portion  | 800,000                   | 800,000                      |
| Note payable (See footnote 7)  | 250,000                   | —                            |
| Asset retirement obligations   | 17,616                    | 3,721                        |
| Total current liabilities  | <u>3,513,450</u>          | <u>2,632,043</u>             |
| <b>Other Liabilities</b>   |                           |                              |
| Asset retirement obligations   | 32,161                    | 40,493                       |
| Total long term liabilities  | <u>32,161</u>             | <u>40,493</u>                |
| <b>Total liabilities</b>   | 3,545,611                 | 2,672,536                    |
| <b>Stockholders' Equity</b>  |                           |                              |
| Common stock, \$0.001 par value, 47,500,000 shares authorized, 29,302,826 shares and 29,202,826 shares issued and outstanding for March 31, 2015 and December 31, 2014, respectively | 29,303                    | 29,203                       |
| Additional paid-in capital   | 35,071,268                | 34,974,441                   |
| Accumulated deficit  | (41,658,399)              | (40,111,826)                 |
| Total Victory Energy Corporation stockholders' deficit   | <u>(6,557,828)</u>        | <u>(5,108,182)</u>           |
| Non-controlling interest   | 5,452,531                 | 3,639,359                    |
| Total stockholders' equity   | <u>(1,105,297)</u>        | <u>(1,468,823)</u>           |
| <b>Total Liabilities and Stockholders' Equity</b>  | <u>\$ 2,440,314</u>       | <u>\$ 1,203,713</u>          |

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

**VICTORY ENERGY CORPORATION AND SUBSIDIARY**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)

|   | For the Three Months Ended<br>March 31, |                     |
|---|---|---------------------|
|   | 2015                                    | 2014                |
| Oil and Gas Revenues                                    | \$ 128,568                              | \$ 194,983          |
| Operating Expenses:                                     |   |                     |
| Lease operating expenses                                | 34,513                                  | 61,669              |
| Production taxes  | 6,699                                   | 10,135              |
| Exploration   | 3,491                                   | 4,495               |
| General and administrative expense                      | 1,644,364                               | 481,915             |
| Impairment of oil and natural gas properties            | 5,496                                   | —                   |
| Depletion/depreciation/amortization                     | 75,199                                  | 78,031              |
| Total operating expenses                                | <u>1,769,762</u>                        | <u>636,245</u>      |
| Loss from Operations                                    | (1,641,194)                             | (441,262)           |
| Other Income (Expense):                                 |   |                     |
| Management fee income                                   | 1,499                                   | 3,899               |
| Interest expense  | (18,706)                                | (8,785)             |
| Total net other income and (expense)                    | <u>(17,207)</u>                         | <u>(4,886)</u>      |
| Loss before Tax Benefit                                 | (1,658,401)                             | (446,148)           |
| Tax benefit   | —                                       | —                   |
| Net loss  | <u>(1,658,401)</u>                      | <u>\$ (446,148)</u> |
| Less: Net loss attributable to non-controlling interest | <u>(111,828)</u>                        | <u>(10,845)</u>     |
| Net loss attributable to Victory Energy Corporation     | <u>\$ (1,546,573)</u>                   | <u>\$ (435,303)</u> |
| Weighted average shares, basic and diluted              | 29,203,950                              | 27,563,619          |
| Net loss per share, basic and diluted                   | <u>\$ (0.05)</u>                        | <u>\$ (0.02)</u>    |

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

**VICTORY ENERGY CORPORATION AND SUBSIDIARY**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW**  
(Unaudited)

|  | For the Three Months Ended<br>March 31, |                   |
|--|---|-------------------|
|  | 2015                                    | 2014              |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>  |   |                   |
| Net loss   | \$ (1,658,401)                          | \$ (446,148)      |
| Adjustments to reconcile net loss from operations to net cash used in operating activities |   |                   |
| Amortization of debt financing costs   | 10,206                                  | 3,968             |
| Accretion of asset retirement obligation   | 3,057                                   | 1,395             |
| Depletion, depreciation, and amortization  | 75,199                                  | 78,031            |
| Impairment of assets   | 5,496                                   | —                 |
| Stock based compensation   | 38,027                                  | —                 |
| Restricted stock in exchange for services  | 58,900                                  | —                 |
| Change in operating assets and liabilities   |   |                   |
| Accounts receivable  | 9,158                                   | 35,872            |
| Accounts receivable - affiliates   | (689)                                   | (3,900)           |
| Prepaid expense  | 7,529                                   | (72,538)          |
| Accounts payable   | 41,108                                  | 16,656            |
| Accrued liabilities  | 7,328                                   | (1,319)           |
| Accrued liabilities – affiliates   | (200,777)                               | (15,349)          |
| Net cash used in operating activities  | <u>(1,603,859)</u>                      | <u>(403,332)</u>  |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>  |   |                   |
| Drilling and completion costs  | (147,562)                               | (461,970)         |
| Renewal of leaseholds  | —                                       | (22,577)          |
| Net cash used in investing activities  | <u>(147,562)</u>                        | <u>(484,547)</u>  |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>  |   |                   |
| Non-controlling interest contributions   | 1,925,000                               | 320,000           |
| Debt financing costs   | —                                       | (122,469)         |
| Proceeds from issuance of note payable   | —                                       | 868,000           |
| Net cash provided by financing activities  | <u>1,925,000</u>                        | <u>1,065,531</u>  |
| Net change in cash   | 173,579                                 | 177,652           |
| Beginning cash   | 2,941                                   | 20,858            |
| Ending cash  | <u>\$ 176,520</u>                       | <u>\$ 198,510</u> |
| Supplemental cash flow information:  |   |                   |
| Cash paid:   |   |                   |
| Interest   | <u>\$ 8,500</u>                         | <u>\$ 3,893</u>   |
| Non-cash investing and financing activities:   |   |                   |
| Asset retirement obligation incurred   | <u>\$ 2,506</u>                         | <u>\$ 3,955</u>   |
| Accrued capital expenditures   | <u>\$ 1,022,359</u>                     | <u>\$ —</u>       |

**Victory Energy Corporation and Subsidiary**  
**Notes to the Condensed Consolidated Financial Statements**  
(Unaudited)

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

## **Note 1 – Organization and Summary of Significant Accounting Policies**

Victory is an independent, growth oriented natural resources company engaged in the acquisition, exploration and production of oil and natural gas properties, through its partnership with Aurora Energy Partners, a Texas general partnership (“Aurora”). Current operations are located onshore primarily in the State of Texas. The Company was organized under the laws of the State of Nevada on January 7, 1982. The Company is authorized to issue 47,500,000 shares of \$0.001 par value common stock, and has 29,302,826 shares of common stock outstanding as of March 31, 2015. The Company’s corporate headquarters are located at 3355 Bee Caves Road, Suite 608, Austin, TX 78746.

A summary of significant accounting policies followed in the preparation of the accompanying condensed consolidated financial statements is set forth below.

### Basis of Presentation and Consolidation:

Victory is the managing partner of Aurora, and holds a 50% partnership interest in Aurora. Aurora, a subsidiary of the Company, is consolidated with Victory for financial statement reporting purposes, as the terms of the partnership agreement that governs the operations of Aurora give Victory effective control of the partnership. The condensed consolidated financial statements include the accounts of Victory and the accounts of Aurora. The Company’s management, in considering accounting policies pertaining to consolidation, has reviewed the relevant accounting literature. The Company follows that literature, in assessing whether the rights of the non-controlling interests should overcome the presumption of consolidation when a majority voting or controlling interest in its investee “is a matter of judgment that depends on facts and circumstances.” In applying the circumstances and contractual provisions of the partnership agreement, management determined that the non-controlling rights do not, individually or in the aggregate, provide for the non-controlling interest to “effectively participate in significant decisions that would be expected to be made in the ordinary course of business.” The rights of the non-controlling interest are protective in nature. All intercompany balances have been eliminated in consolidation.

The accompanying condensed consolidated balance sheet as of December 31, 2014, which has been derived from audited consolidated financial statements, and the accompanying interim condensed consolidated financial statements as of March 31, 2015, for three month periods ended March 31, 2015 and 2014, have been prepared by management pursuant to the rules and regulations of the Securities and Exchange Commission “SEC” for interim financial reporting. These interim condensed consolidated financial statements are unaudited and, in the opinion of management, all adjustments, including normal recurring adjustments necessary to present fairly the consolidated financial condition, results of operations and cash flows of Victory and Aurora as of and for the periods presented in accordance with accounting principles generally accepted in the United States of America “U.S. GAAP”, have been included.

Operating results for the three months ended March 31, 2015 are not necessarily indicative of the results that may be expected for the year ending December 31, 2015 or for any other interim period during such year. Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with U.S. GAAP have been omitted in accordance with the rules and regulations of the SEC. The accompanying consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto contained in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2014 filed with the SEC on March 31, 2015.

### Non-controlling Interests:

The Navitus Energy Group, a Texas general partnership (“Navitus”) is a partner with Victory in Aurora. Victory and Navitus each own a 50% partnership interest in Aurora. Victory is the Managing Partner and has contractual authority to manage the business affairs of Aurora.

The non-controlling interest in Aurora is held by Navitus. As of March 31, 2015, \$5,452,531 was recorded as the equity of the non-controlling interest in our consolidated balance sheet representing the third-party investment in Aurora, with losses attributable to non-controlling interests of \$111,828 and \$10,845 for the three months ended March 31, 2015 and 2014, respectively. As of December 31, 2014, \$3,639,359 was recorded as the equity of the non-controlling interest in our consolidated balance sheet representing the third-party investment in Aurora.

### Use of Estimates:

The preparation of our condensed consolidated financial statements in conformity with U.S. GAAP requires our management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the

reporting period. Actual results could differ from those estimates. Estimates are used primarily when accounting for depreciation, depletion, and amortization (“DD&A”) expense, property costs, estimated future net cash flows from proved reserves, cost to abandon oil and natural gas properties, taxes, accruals of capitalized costs, operating costs and production revenue, general and administrative costs and interest, exploration expense, the purchase price allocation on properties acquired, various common stock, warrants and option transactions, and contingencies.

#### Oil and Natural Gas Properties:

We account for investments in oil and natural gas properties using the successful efforts method of accounting. Under this method of accounting, only successful exploration drilling costs that directly result in the discovery of proved reserves are capitalized. Unsuccessful exploration drilling costs that do not result in an asset with future economic benefit are expensed. All development costs are capitalized because the purpose of development activities is considered to be building a producing system of wells, and related equipment facilities, rather than searching for oil and natural gas. Items charged to expense generally include geological and geophysical costs. Capitalized costs for producing wells and associated land and other assets are depleted using a Units of Production methodology based on the proved, developed reserves and calculated on a by well basis, based upon reserve reports prepared by an independent petroleum engineer in accordance with SEC rules.

Under the successful efforts method of accounting, the depletion rate is the current period production as a percentage of the total proved producing reserves. The depletion rate is applied to the net book value of property costs to calculate the depletion expense. Proved reserves materially impact depletion expense. If the proved reserves decline, then the depletion rate (the rate at which we record depletion expense) increases, reducing net income.

The net capitalized costs of proved oil and natural gas properties are subject to an impairment test which compares the net book value of assets, based on historical cost, to the undiscounted future cash flow of remaining oil and natural gas reserves based on current economic and operating conditions. Impairment of an individual producing oil and natural gas field is first determined by comparing the undiscounted future net cash flows associated with the proved property to the carrying value of the underlying property. If the cost of the underlying property is in excess of the undiscounted future net cash flows the carrying cost of the impaired property is compared to the estimated fair value and the difference is recorded as an impairment loss. Management’s estimate of fair value takes into account many factors such as the present value discount rate, pricing, and when appropriate, possible and probable reserves when activities justified by economic conditions and actual or planned drilling or other development.

We depreciate other property and equipment using the straight-line method based on estimated useful lives ranging from five to 10 years.

#### Asset Retirement Obligations:

The Company records the estimate of the fair value of liabilities related to future asset retirement obligations (“ARO”) in the period the obligation is incurred. Asset retirement obligations relate to the removal of facilities and tangible equipment at the end of an oil and natural gas property’s useful life. The application of this rule requires the use of management’s estimates with respect to future abandonment costs, inflation, market risk premiums, useful life and cost of capital and required government regulations. U.S. GAAP requires that our estimate of our asset retirement obligations does not give consideration to the value the related assets could have to other parties.

#### Earnings (Losses) per Share:

Basic earnings per share (“EPS”) is computed by dividing net income (loss) attributable to controlling interests by the weighted-average number of shares of common stock outstanding during the period. Diluted earnings per share takes into account the dilutive effect of potential common stock that could be issued by the Company in conjunction with stock awards that have been granted to directors and employees. In accordance with ASC 260, Earnings Per Share, awards of nonvested shares shall be considered outstanding as of the respective grant dates for purposes of computing diluted EPS even though their exercise is contingent upon vesting. Given the historical and projected future losses of the Company, all potentially dilutive common stock equivalents are considered anti-dilutive.

#### Income Taxes:

The Company accounts for income taxes in accordance with ASC 740 “Income Taxes” which requires an asset and liability approach for financial accounting and reporting of income taxes. Deferred income taxes reflect the impact of temporary differences between the amount of assets and liabilities for financial reporting purposes and such amounts as measured by tax laws and regulations. Deferred tax assets include tax loss and credit carry forwards and are reduced by a valuation allowance if, based on available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The realization of future tax benefits is dependent on our ability to generate taxable income within the carry forward period. Given the Company’s history of net operating losses, management has determined that it is likely that the Company will not be able to realize the tax benefit of the carry forwards. ASC 740 requires that a valuation allowance be established when it is more likely than not that all or a portion of deferred tax assets will not be realized.

Accordingly, the Company has a full valuation allowance against its net deferred tax assets at March 31, 2015 and December 31, 2014. Upon the attainment of taxable income by the Company, management will assess the likelihood of realizing the deferred tax benefit associated with the use of the net operating loss carry forwards and will recognize a deferred tax asset at that time.

#### Stock Based Compensation and Expense:

The Company applies ASC 718, “Compensation-Stock Compensation” to account for the issuance of options and warrants to employees, directors, officers and Navitus investors. The standard requires all share-based payments, including employee stock options, warrants and restricted stock, be measured at the fair value of the award and expensed over the requisite service period (generally the vesting period). The fair value of options and warrants granted to employees, directors and officers is estimated at the date of grant using the Black-Scholes option pricing model by using the historical volatility of the Company’s stock price. The calculation also takes into account the common stock fair market value at the grant date, the exercise price, the expected life of the common stock option or warrant, the dividend yield and the risk-free interest rate.

The Company from time to time may issue stock options, warrants and restricted stock to acquire goods or services from third parties. Restricted stock, options or warrants issued to third parties are recorded on the basis of their fair value, which is measured as of the date issued. The options or warrants are valued using the Black-Scholes option pricing model on the basis of the market price of the underlying equity instrument on the “valuation date,” which for options and warrants related to contracts that have substantial disincentives to non-performance, is the date of the contract, and for all other contracts is the vesting date. Expense related to the options and warrants is recognized on a straight-line basis over the shorter of the period over which services are to be received or the vesting period.

The Company recognized stock-based directors compensation expense from stock awards granted to directors for services of \$27,090 and \$0 for the three months ended March 31, 2015 and 2014, respectively.

The Company recognized stock-based incentive compensation expense from stock options granted to officers and employees of the company of \$10,937 and \$0 for the three months ended March 31, 2015 and 2014, respectively.

The Company also recognized stock-based general and administrative expense of \$58,900 and \$0 from restricted stock and stock options issued to consultants for the three months ended March 31, 2015 and 2014, respectively.

#### Going Concern:

The accompanying condensed consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The

consolidated financial statements do not contain adjustments, including adjustments to recorded assets and liabilities, which might be necessary if the Company were unable to continue as a going concern.

As presented in the condensed consolidated financial statements, the Company is reporting a net loss, attributable to Victory Energy Corporation, of \$1,546,573 and \$435,303 for the three months ended March 31, 2015 and 2014, respectively.

Proceeds from debt and Navitus contributions to Aurora have allowed the Company to continue operations and invest in oil and natural gas properties. Management anticipates that operating losses will continue until new wells are drilled and or acquisitions are successfully completed and incremental production increases operating profit.

The Company has invested 147,562 and \$461,970, respectively, in leases, drilling and completion costs, and property acquisitions for the three months ended March 31, 2015 and 2014, respectively.

The Company remains in active discussions with Navitus and with third parties relating to the capital infusion and longer term financing required to cover our expected deficit in cash flow from operating activities, reduce or pay our borrowing base deficiency (as defined below) and to fund our capital expenditures planned for 2015. Without additional outside investment from the sale of equity securities and/or debt financing, our capital expenditures and overhead expenses must be reduced to a level commensurate with available cash flows. The Company, through Aurora as borrower, entered a \$25 million credit facility (the "Credit Agreement") with Texas Capital Bank, National Association on February 20, 2014. See Note 6 "Revolving Credit Agreement". As of March 31, 2015 the Company has \$800,000 in principal amount outstanding under the Credit Agreement. The accompanying consolidated financial statements are prepared as if the Company will continue as a going concern. The consolidated financial statements do not contain adjustments, including adjustments to recorded assets and liabilities, which might be necessary if the Company were unable to continue as a going concern.

On April 13, 2015 (the "Redetermination Date"), the Lender notified Aurora that the Lender had completed its redetermination of Aurora's borrowing base (the "Borrowing Base Redetermination"), lowering the borrowing base, effective as of the Redetermination Date, from \$800,000 to \$500,000. Additionally, the Lender notified Aurora that, based on the Lender's redetermination of Aurora's borrowing base, the monthly reduction amount under the Credit Agreement will be increased, commencing on June 1, 2015, from \$0 to \$10,000. Pursuant to this increase in the monthly reduction amount, Aurora's borrowing base will be automatically reduced by \$10,000 on the first day of each calendar month beginning on June 1, 2015 until the Lender's next periodic borrowing base redetermination. After giving effect to the Borrowing Base Redetermination, the outstanding amount of loans to Aurora under the Credit Agreement exceeds the borrowing base by \$300,000 (the "Borrowing Base Deficiency"). While the Deficiency exists, the interest rate paid by Aurora under the Credit Agreement will be automatically increased by 200 basis points.

Pursuant to the terms of the Credit Agreement, Aurora is required to take one of the following actions to timely eliminate the Deficiency: (a) prepay the Deficiency in full within 30 days of the Redetermination Date, (b) execute mortgages covering additional oil and gas properties not evaluated in the most recent reserve report having present values which, in the opinion of the Lender, taken in the aggregate are sufficient to increase the borrowing base to an amount at least equal to the total amount of loans outstanding to Aurora under the Credit Agreement, or (c) a combination of items (a) and (b) above, as is acceptable to the Lender. Aurora must provide written notice to the Lender within ten days of the Redetermination Date as to how Aurora intends to timely eliminate the Deficiency. If Aurora fails to provide such written notice to the Lender within ten days, it will be determined to have elected the Deficiency prepayment option. Pursuant to the terms of the Credit Agreement, Aurora had 30 days from the Redetermination Date to cure the Deficiency in the manner it elects.

On April 13, 2015, the Company received the annual Borrowing Base Adjustment called for under the terms of the Revolving Credit Agreement, which called for a decrease in the borrowing base of \$300,000 payable by May 13, 2015, and an increase in the monthly reduction amount to \$10,000 commencing in June 2015.

On May 13, 2015, Aurora informed the Lender it would not make the required \$300,000 payment but was submitting the newly acquired five Eagle Ford wells as additional collateral to be considered and its willingness to execute mortgages regarding the properties to meet the Deficiency. The Lender has received the additional reserve and related assignment information, and is currently evaluating the effect on the previously calculated Borrowing Base Deficiency. The Company and the Lender are working on a related forbearance agreement addressing the events of default. As of June 3, 2015, the Company paid the aforementioned June monthly principle reduction of \$10,000.

## **Note 2 – Acquisitions**

### Planned Business Combination

As previously disclosed in the Company's Form 8-K filed on February 4, 2015, Victory Energy Corporation entered into a letter of intent ("LOI") relating to a proposed business combination with Lucas Energy, Inc. ("Lucas"). The business combination was contingent on, among other things, the parties completing due diligence, including title due diligence, the mutual negotiation of definitive documents, regulatory approvals and the registration of the securities to be issued to the shareholders of the combined company resulting from the Combination (the "Combined Company").

On February 26, 2015, Victory entered into (a) the Pre-Merger Collaboration Agreement (the "Collaboration Agreement") by and between Victory, Lucas, Navitus and AEP Assets, LLC, a wholly-owned subsidiary of Aurora ("AEP"); and (b) the Pre-Merger Loan and Funding Agreement (the "Loan Agreement") between Victory and Lucas. Subsequently the parties entered into Amendment No. 1 to the Pre-Merger Collaboration Agreement on March 3, 2015, which amendments affected thereby are included in the discussion of the Collaboration Agreement below.

On March 2, 2015, payments of \$195,928 and \$317,027 were made by Aurora, on behalf of the Victory, to Earthstone Energy/Oak Valley Resources and Penn Virginia, respectively, pursuant to the Pre-Merger Collaboration Agreement for costs related to the two Earthstone Energy/Oak Valley Resources and the five Penn Valley operated Eagle Ford wells, respectively.

The Initial Draw, and any other amounts borrowed under the Loan Agreement are evidenced by a Secured Subordinated Delayed Draw Term Note issued by Lucas in favor of Victory, which is in an initial amount of \$250,000 (the "Draw Note"). Borrowings evidenced by the Draw Note accrue interest at 0.5% per annum, with accrued interest payable in one lump sum on maturity. The maturity date of the Draw Note is February 26, 2016 and Lucas has the right to pre-pay any amounts owed under the Draw Note at any time with ten days prior written notice to the Victory. Upon the occurrence of an event of default (as described in the Draw Note), the interest rate increases by 5% per annum, Victory can declare the entire outstanding balance of the Draw Note immediately due and payable, and can further take actions to enforce its security interests in the Pledged Shares Pursuant to the above, a total of \$350,000 was paid to Lucas through March 31, 2015 and is recorded to notes receivable. Through May 27, 2015, a total of \$600,000 was paid to Lucas under the Draw Note.

As previously disclosed in the Company's Form 8-K filed on May 11, 2015, the Company terminated its previously disclosed non-binding letter of intent (the "LOI") with Lucas pursuant to its terms, which permitted either the Company or Lucas to terminate the LOI by written notification to the other party. As previously disclosed, the LOI contemplated the combination of the businesses of the Company and Lucas by way of a merger (the "Proposed Business Combination"). The Company also notified Lucas pursuant to the Loan Agreement between the Company and Lucas dated February 26, 2015, as well as the related promissory note, and that it will not extend any further credit to Lucas under the Loan Agreement. The Company and Lucas are currently negotiating a mutual settlement. Merger related direct costs, as well as cost related to reserving amounts receivable on advances made under the Collaboration Agreement total approximately \$957,000 and included in General and Administrative expense for the three months ended March 31, 2015. Additional costs to be incurred with concluding the merger termination in the next quarter, including the additional \$250,000 of working capital advanced to Lucas from April 1, 2015 through May 11, 2015. Due to the financial condition of Lucas, this note receivable balance of \$250,000 has been fully reserved as a bad debt and charged to general administrative expenses as a cost of terminated merger.

Pursuant to the aforementioned merger termination, the payment of \$195,928 made by Aurora, on behalf of the Victory, to Earthstone Energy/Oak Valley Resources for costs related to the two Earthstone Energy/Oak Valley Resources operated Eagle Ford wells was reclassified to the costs of terminated merger in the Company's general and administrative expenses as the operator has refused to refund this amount.

Pursuant to the aforementioned merger termination, the Company has recorded a Promissory Note in the amount of \$250,000 payable to Louise H. Rogers, Lucas' senior lender in conjunction with the Collaboration Agreement, which accrues interest at the rate of 18% per annum. The Promissory Note is due and payable prior to August 15, 2015 in accordance with the Pre-Merger Collaboration Agreement. In connection with the issuance of the Promissory Note, Louise H. Rogers had released the Well Rights from its security interest in order to accommodate the transactions contemplated by the Collaboration Agreement and Loan Agreement as of February 27, 2015. The Company and Lucas are currently negotiating a mutual settlement. On May 15, 2015, the Company filed the related press release of the same day announcing the above noted merger termination.

**Note 3 – Oil and natural gas properties (under successful efforts accounting)**

Oil and natural gas properties are comprised of the following:

|                                     | <b>March 31,<br/>2015</b> | <b>December 31,<br/>2014</b> |
|-------------------------------------|---------------------------|------------------------------|
| Oil and natural gas properties      | \$ 3,767,267              | \$ 2,838,573                 |
| Less: accumulated depletion         | (1,780,232)               | (1,942,380)                  |
| Oil and natural gas properties, net | <u>\$ 1,987,035</u>       | <u>\$ 896,193</u>            |

Depletion, depreciation, accretion, and amortization expense for the three months ended March 31, 2015 and 2014 was \$75,199 and \$78,031, respectively.

(\* See footnote 2 regarding planned business combination)

**Note 4 – Asset Retirement Obligations**

The following table is a reconciliation of the ARO liability as of and for the three months ended March 31, 2015 and the twelve months ended December 31, 2014.

|   | <b>March 31,<br/>2015</b> | <b>December 31,<br/>2014</b> |
|---|---------------------------|------------------------------|
| Asset retirement obligation at beginning of period        | \$ 44,214                 | \$ 51,954                    |
| Liabilities incurred on properties acquired and developed | 2,506                     | 3,721                        |
| Revisions to previous estimates                           | —                         | (14,821)                     |
| Accretion expense   | 3,057                     | 3,360                        |
| Asset retirement obligation at end of period              | <u>\$ 49,777</u>          | <u>\$ 44,214</u>             |

**Note 5 – Navitus Partnership Agreement**

Under terms of the Second Amended Partnership Agreement of Aurora, Navitus earns a net profits interest respective to its 50% partnership interest, and earns rights to 50% of the proceeds of asset sales. Any distributions of the net profits or proceeds from the sale of assets to partners are at the discretion of Victory, as managing partner, together with 100% of the partnership interests. The accumulated net deficits of Navitus, along with historical contributions, net of distributions, are reported as non-controlling interests in the equity section of the condensed consolidated financial statements.

Under the terms of Aurora's Second Amended Partnership Agreement, Navitus Partners, LLC, the fourth partner of Aurora, admitted under the Navitus Private Placement Memorandum (the "Navitus PPM"), earns a preferred return distribution of 10% based upon capital contributions to Aurora used by Victory to acquire or develop oil and gas prospects or related enterprises on behalf of Aurora. The preferred return distribution is in addition to and does not reduce any net profits interest. Since August 23, 2012, preferred distributions rights total \$1,554,557 (\$25,942 attributable to 2012, \$241,784 attributable to 2013, \$1,170,065 attributable to 2014, and \$116,766 attributable to the three months ended March 31, 2015). Victory, as managing partner, may, in its sole discretion, choose to distribute all or a portion of the preferred returns, or, apply these funds to other partnership purposes.

Navitus Partners, LLC, a partner in Navitus, also receives warrants for Victory's common stock, allocated 50,000 warrants for every unit purchased under the Navitus PPM (equivalent of one (1) warrant for every \$1.00 invested), exercisable under the terms of Aurora's Second Amended Partnership Agreement and the Navitus PPM. Since August 23, 2012, \$6,356,601 of capital contributions have resulted in issuance of 6,356,601 common stock warrants (1,100,000 in 2012, 2,191,601 in 2013, and 1,140,000 for 2014, and 1,925,000 for the three months ended March 31, 2015).

## Note 6 – Revolving Credit Agreement

On February 20, 2014, Aurora, as borrower, entered a credit agreement (the "Credit Agreement") with Texas Capital Bank ("the Lender"). Guarantors on the Credit Agreement are Victory and Navitus, the two partners of Aurora. Pursuant to the Credit Agreement, the Lender agreed to extend credit to Aurora in the form of (a) one or more revolving credit loans (each such loan, a "Loan") and (b) the issuance of standby letters of credit, of up to an aggregate principal amount at any one time not to exceed the lesser of (i) \$25,000,000 or (ii) the borrowing base in effect from time to time (the "Commitment"). The initial borrowing base on February 20, 2014 was set at \$1,450,000. The borrowing base is determined by the Lender, in its sole discretion, based on customary lending practices, review of the oil and natural gas properties included in the borrowing base, financial review of Aurora, the Company and Navitus and such other factors as may be deemed relevant by the Lender. The borrowing base is re-determined (i) on or about June 30 of each year based on the previous December 31 reserve report prepared by an independent reserve engineer, and (ii) on or about August 31 of each year based on the previous June 30 reserve report prepared by Aurora's internal reserve engineers or an independent reserve engineer and certified by an officer of Aurora. The Credit Agreement will mature on February 20, 2017. Amounts borrowed under the Credit Agreement will bear interest at rates equal to the lesser of (i) the maximum rate of interest which may be charged or received by the Lender in accordance with applicable Texas law and (ii) the interest rate per annum publicly announced from time to time by the Lender as the prime rate in effect at its principal office plus the applicable margin. The applicable margin is, (i) with respect to Loans, one percent (1.00%) per annum, (ii) with respect to letter of credit fees, two percent (2.00%) per annum and (iii) with respect to commitment fees, one-half of one percent (0.50%) per annum. Loans made under the Credit Agreement are secured by (i) a first priority lien in the oil and gas properties of Aurora, the Company and Navitus, and (ii) a first priority security interest in substantially all of the assets of Aurora and its subsidiaries, if any, as well as in 100% of the partnership interests in Aurora held by the Company and Navitus. Loans made under the Credit Agreement to Aurora are fully guaranteed by the Company and Navitus.

The Credit Agreement contains various affirmative and negative covenants. These covenants, among other things, limit additional indebtedness, additional liens and transactions with affiliates. Among the covenants contained in the Credit Agreement are financial covenants that Aurora will maintain a minimum EBITDAX to Cash Interest Ratio of 3.5 to 1.0 and a minimum Current Ratio of not less than 1.0 to 1.0. The Current Ratio is defined under the covenants to include, as a current asset, the revolving credit availability. At December 31, 2014, Aurora's Current Ratio was 0.10 to 1 and it was therefore not in compliance with the aforementioned Current Ratio covenant requiring a ratio of current assets to current liabilities of not less than 1 to 1. Aurora notified the Lender that it is out compliance with the Current Ratio covenant and the Lender instructed the Company to fully explain its plans to come back into compliance with the Current Ratio covenant in the March 31, 2015 Compliance Certificate which is made upon filing of the Company's March 31, 2015 SEC Form 10-Q.

As a result, as of December 31, 2014, the \$800,000 outstanding balance of the Credit Agreement was classified as a current liability in accordance with GAAP, the Company remained out of compliance with the current ratio covenant noted previously and has notified the Lender of such. As of March 31, 2015, the Company was in compliance with the Current Ratio, but out of compliance with the EBITDAX to Cash Interest Ratio due to its reduced revenue streams from price and production declines and general and administrative expenses for the quarter ending March 31, 2015.

On April 13, 2015, the Company received the annual Borrowing Base Adjustment called for under the terms of the Credit Agreement, which called for a decrease in the borrowing base of \$300,000 payable by May 13, 2015, and an increase in the monthly reduction amount to \$10,000 commencing as of June 1, 2015. Additionally, the Lender notified Aurora that, based on the Lender's redetermination of Aurora's borrowing base, the monthly reduction amount under the Credit Agreement will be increased, commencing on June 1, 2015, from \$0 to \$10,000. Pursuant to this increase in the monthly reduction amount, Aurora's borrowing base will be automatically reduced by \$10,000 on the first day of each calendar month beginning on June 2015 until the Lender's next periodic borrowing base redetermination.

Amortization of debt financing costs and interest expense on this debt for the three months ending March 31, 2015 and 2014 was \$18,706 and \$8,785, respectively.

## **Note 7 - Note Payable**

Pursuant to the afore mentioned merger termination, the Company has recorded a Promissory Note in the amount of \$250,000 payable to Louise H. Rogers, Lucas' senior lender in conjunction with the Pre Merger Collaboration Agreement, which accrues interest at the rate of 18% per annum. On May 11, 2015, Victory Energy Corporation (the "Company") terminated its previously disclosed non-binding letter of intent (the "LOI") with Lucas Energy, Inc. ("Lucas"), pursuant to its terms, which permitted either the Company or Lucas to terminate the LOI by written notification to the other party. The Promissory Note is due and payable prior to August 15, 2015 in accordance with the Pre Merger Collaboration Agreement. In connection with the issuance of the Promissory Note, Louise H. Rogers had released the Well Rights from its security interest in order to accommodate the transactions contemplated by the Collaboration Agreement and Loan Agreement as of February 27, 2015. The Company and Lucas are currently negotiating a mutual settlement. On May 15, 2015, the Company filed a form 8-K which included the related press release of the same day announcing the above noted merger termination. In connection to this note \$250,000 has been charged to general and administrative expense as a cost of the terminated merger transaction.

## **Note 8 – Related Party Transactions**

The Company has a combined receivable from Navitus and Blackacre Resources, LLC. (an investment firm in which two members of the Company's board of directors are members of management) of \$126,127 and \$124,367 as of March 31, 2015 and December 31, 2014, respectively. The Company also uses legal services of one of its members of its Board of Directors in the ordinary course of the Company's business. Accrued liabilities to affiliates as of March 31, 2015 and December 31, 2014 were \$277,157 and \$477,934, respectively. In accordance with the Second Amended Partnership Agreement, the Company receives a 2% management fee on gross receipts of Aurora. The management fee totaled \$1,499 and \$3,899 for the three months ended March 31, 2015, and 2014, respectively.

## **Note 9 – Shareholders' Equity**

### Common stock

The Company estimates the fair value of employee stock options and warrants granted using the Black-Scholes Option Pricing Model. Key assumptions used to estimate the fair value of warrants and stock options include the exercise price of the award, the fair value of the Company's common stock on the date of grant, the expected warrant or option term, the risk free interest rate at the date of grant, the expected volatility and the expected annual dividend yield on the Company's common stock.

During the three months ended March 31, 2015 and in consideration of capital contributions by Aurora of \$1,925,000 pursuant to the capital contribution agreement with Aurora, the Company issued 1,925,000 warrants to Navitus with an exercise price ranging from \$.18-\$.34.

The warrants vest immediately and the Company valued the common stock warrants using the Black Scholes Option Pricing Model for the three months ended March 31, 2015 at \$423,980.

During the three months ended March 31, 2015, and respectively, the Company issued 400,000 shares of stock options, which are vesting over a period of 6 months, and 100,000 shares of common stock to the board of directors for their services which are vested immediately.

## **Note 10 - Commitments and Contingencies**

### *Contingencies*

Liabilities and other contingencies are recognized upon determination of an exposure, which when analyzed indicates that it is both probable that an asset has been impaired or that a liability has been incurred and that the amount of such loss is reasonably estimable.

### *Volatility of Oil and Natural Gas Prices*

Our revenues, future rate of growth, results of operations, financial condition and ability to borrow funds or obtain additional capital, as well as the carrying value of our properties, are substantially dependent upon prevailing prices of oil and natural gas.

***Legal Proceedings***

**Cause No. 08-04-07047-CV; *Oz Gas Corporation v. Remuda Operating Company, et al. v. Victory Energy Corporation.*; In the 112<sup>th</sup> District Court of Crockett County, Texas.**

Plaintiff Oz Gas Corporation (“Oz”) filed a lawsuit in April 2008 against various parties for bad faith trespass, among other claims, regarding the drilling of two wells on lands that Oz claims title to. On November 18, 2009, Victory Energy Corporation intervened in the lawsuit to protect its 50% interest in one of the named wells in the lawsuit (that being the 155-2 well located on the Adams Baggett Ranch in Crockett County, Texas.

This case was mediated, with no settlement reached. It went to trial February 8-9, 2012. The Court found in favor of Oz and rendered verdict against Victory and the other Defendants, jointly and severally. Victory appealed this case to the 8<sup>th</sup> Court of Appeals in El Paso, Texas where the Court of Appeals affirmed the verdict of the District Court and Victory filed a Motion for Rehearing, which was denied. Victory filed a Petition for Review in the Supreme Court of Texas on December 15, 2014 which was denied. On March 30, 2015 Victory filed a Motion for Rehearing in this case. On May 1, 2015 the Supreme Court sent a letter asking for Oz to file a response to Victory’s motion by May 18, 2015. Oz sought and extension of time to file their response, which was unopposed by Victory. Oz now has until June 15, 2015 to file their response.

**Cause No. 50198; *Trilogy Operating, Inc. v. Aurora Energy Partners*; In the 118<sup>th</sup> District Court of Howard County, Texas.**

This lawsuit was filed on January 9, 2015. This lawsuit alleges causes of action for declaratory judgment, breach of contract, and suit to quiet title regarding the drilling and completion of four wells. On or about February 12, 2015, the parties met at an informal settlement conference. At the adjournment of the meeting, Trilogy was to provide Aurora with a detailed accounting before proceeding forward. The accounting provided by Trilogy was not helpful and Aurora has asked for an audit under the terms set out in the Joint Operating Agreement, which Trilogy denied.

Discovery is ongoing in this case and no trial date has been set at this time.

**Cause No. 2015-05280; *TELA Garwood Limited, LP v. Aurora Energy Partners and Victory Energy Corporation* ; In the 164<sup>th</sup> District Court of Harris County, Texas.**

This lawsuit was filed on January 30, 2015. This lawsuit alleges breach of contract regarding a Purchase and Sale Agreement that TELA Garwood Limited, LP and Aurora Energy Partners entered into on June 30, 2014. A first closing was held on June 30, 2014 and a purchase price adjustment payment was made on July 31, 2014. Between these two dates Aurora paid TELA approximately \$3,050,134. A second closing was to take place in September of 2014, however several title defect were found to exist. The title defects could not be cured and a purchase price reduction could not be agreed upon by the parties in relation to the title defects, therefore, the second closing was terminated by TELA.

Aurora and Victory have filed an answer in this case. On March 4, 2015 TELA supplemented their petition adding all of the Victory board members to this lawsuit, however not everyone has been served. On April 30, 2015 Aurora and Victory filed a counterclaim against TELA alleging breach of contract, breach of warranty, fraud, fraud in the inception, negligent misrepresentation, and tortious interference with contract and business relationship. An answer for the board members who have been served is due by May 11, 2015. Discovery is ongoing in this case and no trial date has been set.

**Note 11 - Subsequent Events**

Management has evaluated subsequent events to March 31, 2015 and determined no material events required disclosure other than those already disclosed in the notes to the consolidated financial statements.

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

The following discussion is intended to assist you in understanding our business and results of operations together with our present financial condition. This section should be read in conjunction with (i) our condensed consolidated financial statements and the accompanying notes included elsewhere in this Quarterly Report on Form 10-Q and (ii) our Annual Report on Form 10-K for the year ended December 31, 2014 ("2014 Form 10-K"). Statements in our discussion may be forward-looking statements. These forward-looking statements involve risks and uncertainties. We caution that a number of factors discussed in “Cautionary Notice Regarding Forward Looking Statements and “Risk Factors” in this Quarterly Report on Form 10-Q and in our 2014 Form 10-K could cause future production, revenues and expenses to differ materially from our expectations.

The following is management’s discussion and analysis of certain significant factors that have affected certain aspects of our financial position and results of operations during the periods included in the accompanying unaudited condensed consolidated financial statements.

### ***General Overview***

#### **Our Relationship with Aurora Energy Partners**

Victory Energy Corporation is the managing partner of Aurora Energy Partners, a Texas general partnership (“Aurora”), and holds a 50% partnership interest in Aurora. Aurora is a consolidated subsidiary with Victory Energy Corporation for financial statement purposes. The Second Amended Partnership Agreement of Aurora ("Aurora Partnership Agreement") gives Victory Energy Corporation control of Aurora. Article XI of the Aurora Partnership Agreement cannot be modified unless there is a 100% vote of the partners, therefore Victory Energy Corporation cannot be removed as a managing member of Aurora regardless of the partnership interest held by the partners, and thus consolidation is appropriate for all reporting periods. Currently, Victory Energy Corporation conducts all of its oil and natural gas operations through, and holds some of its oil and natural gas assets through, Aurora, which owns record title to all of the oil and natural gas properties, wells and reserves referred to in this Quarterly Report on Form 10-Q. Through its partnership interest in Aurora, Victory Energy Corporation is the beneficial owner of 50% of such oil and gas properties, wells and reserves held of record by Aurora.

#### **Operational Overview and Strategy**

The Company is an independent, growth-oriented oil and gas exploration and production company based in Austin, Texas, with additional resources located in Midland, Texas. The company is focused on the acquisition and development of stacked multi-pay resource play opportunities in Texas and New Mexico that offer predictable outcomes and long-lived reserve characteristics.

Current Company assets include interest in proven formations such as the Spraberry, Wolfcamp, Wolfberry, Mississippian, Cline Fusselman and Eagle Ford formations. The Company’s objective is to create long-term shareholder value by increasing oil and natural gas reserves, improving financial returns (higher production volumes and lower costs), and managing the capital on its balance sheet. We are geographically focused onshore, with a primary focus in the Permian Basin of Texas and southeast New Mexico, with recent additions in the Eagle Ford Shale. The Company leverages both internal capabilities and strategic industry relationships to acquire working interest positions in low-to-moderate risk oil and natural gas prospects. Our focus is on oil or liquid-rich gas projects with longer-life reserves that offer competitive finding and development (F&D) costs.

At March 31, 2015, the Company held a working interest in 31 net wells located in the States of Texas and New Mexico. During the three months ended March 31, 2015, the Company participated in the completion of 5 (gross) and 0.10 (net) wells, respectively. All wells were successfully completed.

Our revenue, profitability, cash flow, oil and natural gas reserves value, future growth, and ability to borrow funds or obtain additional capital, as well as the carrying value of our properties, are substantially dependent on prevailing prices of oil and natural gas. Historically, the markets for oil and natural gas have been volatile, and those markets are likely to continue to be volatile in the future. It is impossible to predict, with certainty, future prices for oil and natural gas. These prices are subject to wide fluctuations in response to relatively minor changes in the supply of and demand for oil and natural gas. Market uncertainty and a variety of additional factors are beyond our control.

#### **Proposed Business Combination**

As previously disclosed in the Company’s Form 8-K filed on February 4, 2015, Victory Energy Corporation entered into a letter of intent relating to a proposed business combination with Lucas Energy, Inc. ("Lucas"). The business combination is contingent, among other things, the parties completing due diligence, including title due diligence, the mutual negotiation of definitive

documents, regulatory approvals and the registration of the securities to be issued to the shareholders of the combined company resulting from the Combination (the “Combined Company”).

As previously disclosed in the Company’s Form 8-K filed on February 26, 2015, Victory entered into (a) the Pre-Merger Collaboration Agreement (the “Collaboration Agreement”) by and between Victory, Lucas, Navitus and AEP Assets, LLC, a wholly-owned subsidiary of Aurora (“AEP”); and (b) the Pre-Merger Loan and Funding Agreement between Victory and Lucas (the “Loan Agreement”). Subsequently the parties entered into Amendment No. 1 to the Pre-Merger Collaboration Agreement on March 3, 2015 (the “First Amendment to Collaboration Agreement”), which amendments affected thereby are included in the discussion of the Collaboration Agreement below.

On March 2, 2015, payments of \$195,928 and \$317,027 were made by Aurora, on behalf of the Victory, to Earthstone Energy/Oak Valley Resources and Penn Virginia, respectively, pursuant to the Pre-Merger Collaboration Agreement for costs related to the two Earthstone Energy/Oak Valley Resources and five Penn Virginia operated Eagle Ford wells respectively.

The Initial Draw, and any other amounts borrowed under the Pre-Merger Loan and Funding Agreement are evidenced by a Secured Subordinated Delayed Draw Term Note issued by Lucas in favor of Victory, which is in an initial amount of \$250,000 (the “Draw Note”). Borrowings evidenced by the Draw Note accrue interest at 0.5% per annum, with accrued interest payable in one lump sum on maturity. The maturity date of the Draw Note is February 26, 2016 and Lucas has the right to pre-pay any amounts owed under the Draw Note at any time with ten days prior written notice to the Victory. Upon the occurrence of an event of default (as described in the Draw Note), the interest rate increases by 5% per annum, Victory can declare the entire outstanding balance of the Draw Note immediately due and payable, and can further take actions to enforce its security interests in the Pledged Shares (as defined below).

Amounts owed under the Draw Note are secured by the pledge of shares of Lucas’ common stock pursuant to the terms of a Pledge Agreement between Lucas as pledgor and Victory (the “Pledge Agreement”). Shares pledged pursuant to the Pledge Agreement issued from Lucas’ treasury in the name of Lucas and held by Victory to secure the repayment of the Draw Note. The number of shares required to be pledged by Lucas from time to time under the Pledge Agreement is equal to the amount of each draw under the Pre-Merger Loan and Funding Agreement divided by the volume weighted average closing stock price of Lucas common stock (the “VWAP”) on the twenty (20) trading days prior to the closing date of each such draw. Based on the VWAP for the twenty trading days prior to the date of the Initial Draw, Lucas was required to pledge 1,100,655 restricted shares to Victory (the “Pledged Shares”) to secure the repayment of the Initial Draw. Amounts owed under the Draw Note are also required to be guaranteed by any subsidiaries Lucas forms or acquires in the future pursuant to the terms of a Subsidiary Guaranty, provided that as of the date of this filing Lucas does not have any subsidiaries. The Pledged Shares constitute treasury shares and unless and until there is a default under the Loan Agreement or the Draw Note or a failure to satisfy any other obligation thereunder, the Pledged Shares may not be voted by Victory or Lucas. Pursuant to the above a total of \$350,000 was paid to Lucas through March 31, 2015 and is recorded to notes receivable. Through May 11, 2015, a total of \$600,000 was paid to Lucas under the Draw Note Agreement.

As previously disclosed in the Company’s Form 8-K filed on May 11, 2015, Victory Energy Corporation (the “*Company*”) terminated its previously disclosed non-binding letter of intent (the “*LOI*”) with Lucas Energy, Inc. (“*Lucas*”), pursuant to its terms, which permitted either the Company or Lucas to terminate the LOI by written notification to the other party. As previously disclosed, the LOI contemplated the combination of the businesses of the Company and Lucas by way of a merger (the “*Proposed Business Combination*”). The Company also notified Lucas pursuant to the Pre-Merger Loan and Funding Agreement between the Company and Lucas dated February 26, 2015 (the “*Loan Agreement*”), as well as the related promissory note, and that it will not extend any further credit to Lucas under the Loan Agreement. The Company and Lucas are currently negotiating a mutual settlement. Merger related direct costs, as well as cost related to reserving notes or amounts receivable on advances made under the Premerger Collaboration funding agreements total \$957 thousand and included in General and Administrative expense for the three months ended March 31, 2015. Additional costs to be incurred with concluding the merger termination are expected in the next quarter, including the additional \$250,000 of working capital advanced to Lucas from April 1, 2015, through May 11, 2015.

### ***Going Concern***

The accompanying condensed consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The consolidated financial statements do not contain adjustments, including adjustments to recorded assets and liabilities, which might be necessary if the Company were unable to continue as a going concern.

As presented in the condensed consolidated financial statements, the Company has reported net losses, attributable to Victory, of \$1,658,401 and \$446,148 during the three months ended March 31, 2015 and 2014, respectively.

Proceeds from debt and Navitus contributions to Aurora have allowed the Company to continue operations and invest in oil and natural gas properties. Management anticipates that operating losses will continue until new wells are drilled and or acquisitions are successfully completed and incremental production increases operating profit.

The Company has invested \$147,562 and \$461,970, respectively, in leases, drilling and completion costs, and property acquisitions for the three months ended March 31, 2015 and 2014, respectively.

The Company remains in active discussions with Navitus and with third parties relating to the capital infusion and longer term financing required to cover our expected deficit in cash flow from operating activities, reduce or pay our borrowing base deficiency (as defined below) and to fund our capital expenditures planned for 2015. Without additional outside investment from the sale of equity securities and/or debt financing, our capital expenditures and overhead expenses must be reduced to a level commensurate with available cash flows. The Company, through Aurora as borrower, entered a \$25 million credit facility (the "Credit Agreement") with Texas Capital Bank, National Association on February 20, 2014. See Note 6 "Revolving Credit Agreement". As of March 31, 2015 the Company has \$800,000 in principal amount outstanding under the Credit Agreement. The accompanying consolidated financial statements are prepared as if the Company will continue as a going concern. The consolidated financial statements do not contain adjustments, including adjustments to recorded assets and liabilities, which might be necessary if the Company were unable to continue as a going concern.

On April 13, 2015 (the "Redetermination Date"), the Lender notified Aurora that the Lender had completed its redetermination of Aurora's borrowing base (the "Borrowing Base Redetermination"), lowering the borrowing base, effective as of the Redetermination Date, from \$800,000 to \$500,000. Additionally, the Lender notified Aurora that, based on the Lender's redetermination of Aurora's borrowing base, the monthly reduction amount under the Credit Agreement will be increased, commencing on June 1, 2015, from \$0 to \$10,000. Pursuant to this increase in the monthly reduction amount, Aurora's borrowing base will be automatically reduced by \$10,000 on the first day of each calendar month beginning on June 1, 2015 until the Lender's next periodic borrowing base redetermination. After giving effect to the Borrowing Base Redetermination, the outstanding amount of loans to Aurora under the Credit Agreement exceeds the borrowing base by \$300,000 (the "Borrowing Base Deficiency"). While the Deficiency exists, the interest rate paid by Aurora under the Credit Agreement will be automatically increased by 200 basis points.

Pursuant to the terms of the Credit Agreement, Aurora is required to take one of the following actions to timely eliminate the Deficiency: (a) prepay the Deficiency in full within 30 days of the Redetermination Date, (b) execute mortgages covering additional oil and gas properties not evaluated in the most recent reserve report having present values which, in the opinion of the Lender, taken in the aggregate are sufficient to increase the borrowing base to an amount at least equal to the total amount of loans outstanding to Aurora under the Credit Agreement, or (c) a combination of items (a) and (b) above, as is acceptable to the Lender. Aurora must provide written notice to the Lender within ten days of the Redetermination Date as to how Aurora intends to timely eliminate the Deficiency. If Aurora fails to provide such written notice to the Lender within ten days, it will be determined to have elected the Deficiency prepayment option. Pursuant to the terms of the Credit Agreement, Aurora had 30 days from the Redetermination Date to cure the Deficiency in the manner it elects.

On May 13, 2015, Aurora informed the Lender it would not make the required \$300,000 payment but was submitting the newly acquired five Eagle Ford wells as additional collateral to be considered and its willingness to execute mortgages regarding the properties to meet the Deficiency. The Lender has received the additional reserve and related assignment information, and is currently evaluating the effect on the previously calculated Borrowing Base Deficiency. On June 1, 2015, the Company was unable to make the required \$10,000 monthly reduction payment to the Lender. The Company and the Lender are working on a restructuring of the payments noted above.

On June 1, 2015, the Company announced that it has engaged MLV & Co. LLC, an independent full-service investment bank, to act as its financial advisor with respect to the placement of the Company's proposed new \$75 million credit facility, with initial availability based on agreed acquisitions.

#### **Factors affecting financial reporting of our general and administrative expenses**

Our historical general and administrative expenses included in our results of operations for the periods presented may not be comparable, either from period to period or going forward, for the following reasons:

##### ***Growth-in-business related general expenses***

As part of our stated growth through acquisitions and development business plan, the Company has incurred additional costs associated with one key acquisition, during the quarter ended March 31, 2015. Among other things, these additional general and

administrative expenses include legal, and geological analysis costs associated with title examination of properties, contractual purchase and sale agreements and third party reservoir engineering and geologic assessments for reserve calculations. Additionally, as part of the Company's credit facility agreement with our creditor bank, we also pay related legal expenses for property review and assessment. All of these expenses help us protect the assets of the Company and secure bank funding. These specific expenses are not quarterly recurring per se, however they will occur again when additional opportunities to increase reserves and future development opportunities present themselves. These expenses were significant, but enabled these key business growth transactions to be prudently structured and completed. We estimate the acquisition related costs to be significant as we continue to grow the asset base.

We have incurred and continue to incur significant expenses in conjunction with the terminated business combination with Lucas. These expenses include general and administrative expenses related to the engagement of professional services, specifically legal, tax, accounting and consulting.

Merger related direct costs, as well as cost related to reserving notes or amounts receivable on advances made under the Premerger Collaboration funding agreements as uncollectible total approximately \$957,000 and included in General and Administrative expense for the three months ended March 31, 2015. Additional costs to be incurred with concluding the merger termination are expected in the next quarter, including the additional \$250,000 of working capital advanced to Lucas from April 1, 2015, through May 11, 2015.

We have incurred significant costs to structure and manage our debt facility and will continue to incur such costs as our asset base allows prudent borrowing against our proved reserves. These costs can fluctuate as debt instruments are ended, modified and replaced with new creditor entities.

We have incurred non-recurring costs associated with investor and public relations which are critical to operate and expand in the public company arena. These include our engagement of a SEC registered investment advisor as our market maker, and their services to help the Company move its trading platform from the OTCQX exchange. This move will help us in our next platform transition to a larger exchange in the future. Additionally, the Company engaged an investor relations and corporate communications firm to help improve investor communications, capital markets development and awareness.

We have incurred director, employee, and vendor stock based compensation, all non-cash in nature, as part of our key employee acquisition and retention plan. As we grow, we need to add new talent and incentivize our current key employees to stay with the Company. The 2014 Long Term Incentive Plan, approved by our shareholders in February 2014, was a key element of the platform to fulfill this need. Among other things, the Company incurred SEC related legal expenses as part of this plan and shareholder vote. Stock grants and multi-year stock option award based compensation is now a fundamental part of the Company's key-employee retention plan.

#### ***Public Company Expenses***

We incur direct, incremental general and administrative expenses as a result of being a publicly traded company, including but not limited to, increased scope of operations as we evaluate potential acquisitions, implementation of stock based compensation programs to attract and retain talent, periodic public reporting to shareholders, tax consulting, independent auditor fees, investor relations activities, registrar and transfer fees, director and officer liability insurance, and director compensation. In some cases, our small reporting company status will make key acquisitions and divestitures fall into "significant" status. This requires the Company to perform a series of financial reporting processes and reporting. As we grow, these transactions will become a smaller part of our overall size, and may no longer be required.

#### **Three Months Ended March 31, 2015 compared to the Three Months Ended March 31, 2014**

The condensed consolidated operating statements of our revenue, operating expenses, and net income for the three months ended March 31, 2015 as compared to the three months ended March 31, 2014 were as follows:

|  | (Unaudited)                  |              |                |            |
|--|------------------------------|--------------|----------------|------------|
|  | Three Months Ended March 31, |              |                | Percentage |
|  | 2015                         | 2014         | Change         | Change     |
| OIL AND GAS REVENUES   | \$ 128,568                   | \$ 194,983   | \$ (66,415)    | (34)%      |
| COSTS AND EXPENSES   |                              |              |                |            |
| Lease operating expense  | 34,513                       | 61,669       | (27,156)       | (44)%      |
| Production Taxes   | 6,699                        | 10,135       | (3,436)        | (34)%      |
| Exploration  | 3,491                        | 4,495        | (1,004)        | (22)%      |
| General and administrative expense                               | 1,644,364                    | 481,915      | 1,162,449      | 241 %      |
| Impairment   | 5,496                        | —            | 5,496          | 100 %      |
| Depletion, depreciation, and amortization                        | 75,199                       | 78,031       | (2,832)        | (4)%       |
| Total expenses   | 1,769,762                    | 636,245      |                |            |
| LOSS FROM OPERATIONS   | (1,641,194)                  | (441,262)    |                |            |
| OTHER INCOME AND EXPENSE   |                              |              |                |            |
| Management fee income  | 1,499                        | 3,899        | (2,400)        | (62)%      |
| Interest income  | —                            | —            | —              | n/a        |
| Interest expense   | (18,706)                     | (8,785)      | (9,921)        | 113 %      |
| Total net other income and expense                               | (17,207)                     | (4,886)      |                |            |
| NET LOSS BEFORE TAX BENEFIT                                      | (1,658,401)                  | (446,148)    | (1,212,253)    |            |
| TAX BENEFIT  | —                            | —            |                |            |
| NET LOSS   | (1,658,401)                  | (446,148)    | (1,212,253)    |            |
| Less: Net income (loss) attributable to non-controlling interest | (111,828)                    | (10,845)     | (100,983)      | 931 %      |
| NET LOSS ATTRIBUTABLE TO VICTORY ENERGY CORPORATION              | \$ (1,546,573)               | \$ (435,303) | \$ (1,111,270) | (255)%     |

*Revenues:* Our revenues decreased \$66,415 or 34% to \$128,568 for the three months ended March 31, 2015 from \$194,983 for the three months ended March 31, 2014. The decrease in revenues is primarily associated with the decline in oil and natural gas commodity prices received by the Company for the respective periods.

*Lease operating expense:* Lease operating expenses decreased \$27,156 to \$34,513 or 44% from \$61,669 for the three months ended March 31, 2015. The decline is primarily the result of a decrease in the total aggregate working interests held by the Company during March 31, 2015 and March 31, 2014.

*Production taxes:* Production taxes are charged at the well head on the value of production of oil and natural gas. Production taxes decreased \$3,436 or 34% to \$6,699 for the three months ended March 31, 2015 from \$10,135 for the three months ended March 31, 2014. The decline in production taxes is associated with the decline in oil prices from 2014 to 2015.

*Exploration expense:* Exploration expense decreased \$1,004 or 22% to \$3,491 from \$4,495 for the three months ended March 31, 2015 as compared to the three months ended March 31, 2014. The decrease in exploration expense is primarily the result of a decline in geological and geophysical (G&G) costs associated with the services related to acquisition work.

*General and administrative expense:* General and administrative expenses increased \$1,162,449 or 241% to \$1,644,364 for the three months ended March 31, 2015 from \$481,915 for the three months ended March 31, 2014. The increase is primarily due to merger costs for professional fees, legal fees for ongoing litigation and share based compensation to consultants used in investor development. Merger termination related direct costs, as well as cost related to reserving notes or amounts receivable on advances made under the Premerger Collaboration funding agreements as uncollectible total \$545,928.

*Impairment of assets:* Asset impairments increased \$5,496 or 100% for the three months ended March 31, 2015 compared to the three months ended March 31, 2014. This increase is the result of the Company's impairment of expenditures related to the Fairway wells currently in litigation.

*Depletion, depreciation and amortization:* Depletion, depreciation and amortization decreased \$2,832 or 4% to \$75,199 for the three months ended March 31, 2015 from \$78,031 for the three months ended March 31, 2014. The decline in the net carrying value of oil and natural gas assets from period to period is the primary cause of the decline in depletion, depreciation and amortization.

*Management fee income:* Management fee income decreased \$2,400 or 62% to \$3,899 for the three months ended March 31, 2015. Victory charges a 2% management fee to Aurora on gross revenues which began as of December 31, 2013.

*Interest expense:* Amortization of debt financing costs and interest expense increased \$9,921 for the three months ended March 31, 2015 from \$8,785 of interest income (net) for the three months ended March 31, 2014. On February 24, 2014, Aurora, as borrower, closed a \$25,000,000 revolving credit facility, which included \$1,450,000 operating base and a 4.5% interest rate. The Company utilized this facility in April 2014 for the first time.

*Income taxes:* There is no provision for income tax recorded for either the three months ended March 31, 2015 or for the three months ended March 31, 2014 due to the net operating loss carry forwards ("NOLs") up through the period ending March 31, 2015. Accordingly, the Company has recorded a full valuation allowance against its net deferred tax assets. Our NOLs generally begin to expire in 2025.

## Liquidity and Capital Resources

Our cash, total current assets, total assets, total current liabilities, and total liabilities as of March 31, 2015 as compared to December 31, 2014, are as follows:

|                           | March 31,<br>2015 | December 31,<br>2014 |
|---------------------------|-------------------|----------------------|
| Cash                      | \$ 176,520        | \$ 2,941             |
| Total current assets      | \$ 348,300        | \$ 190,719           |
| Total assets              | \$ 2,440,314      | \$ 1,203,713         |
| Total current liabilities | \$ 3,113,450      | \$ 2,632,043         |
| Total liabilities         | \$ 3,545,611      | \$ 2,672,536         |

At March 31, 2015, the Company had a working capital deficit of \$2,765,150 compared to a working capital deficit of \$2,441,324 at December 31, 2014. Current liabilities increased to \$3,113,450 at March 31, 2015 from \$2,632,043 at December 31, 2014.

Net cash used in operating activities for the three months ended March 31, 2015 was \$1,603,859 after the net loss of \$1,658,401 was decreased by \$190,885 in non-cash charges and offset by \$136,343 in changes to the other operating assets and liabilities. This compares to cash used in operating activities for the three months ended March 31, 2014 of \$403,332 after the net loss for that period of \$446,148 was decreased by \$83,394 in non-cash charges and \$40,578 in changes to other operating assets and liabilities.

Net cash used in investing activities for the three months ended March 31, 2015 was \$147,562, all of which all was used for acquisitions, leases, drilling, and related costs. This compares to \$461,970 in drilling and acquisition costs offset by \$22,577 for farm out of leaseholds sold for the three months ended March 31, 2014.

Net cash provided by financing activities for the three months ended March 31, 2015 was \$1,925,000 of which \$1,925,000 was contributions from Navitus. This compares to \$320,000 of contributions from Navitus, \$122,469 in costs for debt financing, and \$868,000 from bank financing for the three months ended March 31, 2014, which resulted in net cash provided by financing activities of \$1,065,531.

On March 17, 2015, Aurora entered into a Waiver of Event of Default (the "Waiver Agreement") with the Lender. Under the terms of the Waiver Agreement, the Lender agreed to waive an event of default under the Loan Agreement for the fiscal quarters ended September 30, 2014 and December 31, 2014, subject to certain conditions which were met with the required time period allowed.

On April 13, 2015, the Company received the annual Borrowing Base Adjustment called for under the terms of the Revolving Credit Agreement, which called for a decrease in the borrowing base of \$300,000 payable by May 13, 2015, and an increase in the monthly reduction amount to \$10,000 commencing in June 2015. Based upon these controlling documents and notices, the

current portion of long term note payable was reduced to \$400,000 representing the \$300,000 borrowing base reduction payment due May 13, 2015, and then ten monthly reductions totalling \$100,000 for June 2015 through March 2016.

### Revenue Trends

The Company's oil and gas revenue fluctuations are directly related to the volumes produced and the commodity prices paid over the respective periods presented. Oil revenues declined \$13,341 or 11% from \$116,226 to \$102,885 for the three months ended March 31, 2015 compared to the three months ended March 31, 2014. Natural gas revenues declined \$53,074 or 67% from \$78,757 to \$25,683 for the three months ended March 31, 2015 compared to the three months ended March 31, 2014. The change in revenues from the three months ended March 31, 2015 as compared to March 31, 2014 is primarily the result of the decline in oil and natural gas commodity prices observed during the respective periods.

Oil revenues increased \$57,016 or 124% from \$45,869 to \$102,885 for the three months ended March 31, 2015 compared to the three months ended December 31, 2014. Natural gas revenues decreased \$17,281 or 40% from \$42,964 to \$25,683 for the three months ended March 31, 2015 as compared to the three months ended December 31, 2014. The increase in oil revenues is primarily attributed to production from the Platypus Hunter and Dingo wells located in Gonzales County, Texas, operated by Penn Virginia and acquired by the Company in February of 2015. The decline in gas revenues is primarily attributed to the change in commodity prices from period to period.

The following table provides the Company's oil and natural gas revenues for the three months ended March 31, 2015, March 31, 2014, and December 31, 2014.

|                           | The Three Months Ended |      |            |      |              |      |
|---------------------------|------------------------|------|------------|------|--------------|------|
|                           | March 31,              |      | March 31,  |      | December 31, |      |
|                           | 2015                   |      | 2014       |      | 2014         |      |
| Revenues From Oil         | \$ 102,885             | 80%  | \$ 116,226 | 60%  | \$ 45,869    | 52%  |
| Revenues From Natural Gas | \$ 25,683              | 20%  | \$ 78,757  | 40%  | \$ 42,964    | 48%  |
| Total Revenue             | \$ 128,568             | 100% | \$ 194,983 | 100% | \$ 88,833    | 100% |

### Item 3. Qualitative and Quantitative Discussions about Market Risk

As a smaller reporting company we are not required to provide the information required by this Item. However, we did include market risk factors in our Annual Report on Form 10-K for the year ended December 31, 2014 filed with the SEC on March 31, 2015.

### Item 4. Controls and Procedures

#### Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Pursuant to Rule 13a-15(e) under the Exchange Act, the Company carried out an evaluation, with the participation of the Company's management, including the Company's Chief Executive Officer ("CEO") and the Company's Chief Financial Officer ("CFO"), of the effectiveness of the Company's disclosure controls and procedures (as defined under Rule 13a-15(e) under the Exchange Act) as of March 31, 2015. Based upon that evaluation, our management concluded that our control over financial reporting and related disclosure controls and procedures reflect a material weakness due to the size and nature of our Company.

#### Management's Report on Internal Control over Financial Reporting

Because of its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim consolidated financial statements will not be prevented or detected on a timely basis. Our management assessed the effectiveness of our internal control over financial reporting as of March 31, 2015. Based on this assessment, management identified the following material weakness that has caused management to conclude that, as of March 31, 2015, our disclosure controls and procedures, and our internal control over financial reporting, were not effective at the reasonable assurance level:

1. We do not have sufficient segregation of duties within accounting functions, which is a basic internal control. Due to our size and nature, segregation of all conflicting duties may not always be possible and may not be economically feasible. However, to the extent possible, the initiation of transactions, the custody of assets and the recording of transactions should be performed by separate individuals. Management evaluated the impact of our failure to have segregation of duties on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness. To address this material weakness, management performed additional analyzes and other procedures to ensure that the consolidated financial statements included herein, fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented.
2. During 2014 and 2015, management implemented changes in internal controls for the timely review and approval by the Chief Financial Officer and Controller, of transaction details, in order to properly record them in accordance with GAAP.

To address this material weakness, management performed other procedures and additional analyses to ensure that the condensed consolidated financial statements included herein fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented. Accordingly, we believe that the condensed consolidated financial statements included in this report fairly present, in all material respects, our financial condition, results of operations and cash flows for the periods presented.

#### **Changes in Internal Controls**

The Company continued making changes during the period covered by this report, but these changes have not been tested and cannot be relied upon at this time. These changes have included document version control of the filing document, supervisor review of all accounting entries to recording operator JIB invoices, and new operational accounting variance reports to analyze results of operations. Management plans to continue to put in place changes which will be designed to improve the internal controls over financial reporting during the remainder of 2015. However, during the period covered by this report, there have been no changes in the Company's internal controls over financial reporting that had a material effect, or that are reasonably likely to materially affect, on the Company's internal controls over financial reporting.

## Part II – Other Information

### Item 1. Legal Proceedings

#### Item 1A. Risk Factors

There have been no material changes from the risk factors disclosed in the “Risk Factors” section of the Company’s Annual Report on Form 10-K for the year ended December 31, 2014.

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

*Unregistered sales of equity securities during the three months ended March 31, 2015:*

During the three months ended March 31, 2015 we issued warrants to purchase shares of common stock at exercise prices ranging from \$0.18 to \$0.30 to Navitus in consideration of capital contributions by Aurora of \$1,925,000 pursuant to the Company’s capital contribution agreement with Aurora. The Company issued these warrants between January 1, 2015 through March 31, 2015.

We relied on the exemption from registration relating to offerings that do not involve any public offering pursuant to Section 4(2) under the Securities Act of 1933 (the “Act”) and/or Rule 506 of Regulation D of the Act. We believe that each investor had adequate access to information about us through the investor’s relationship with us.

*Dividends:*

Our Credit Agreement with Texas Capital Bank includes certain restrictions on our ability to pay dividends or make other payments or distributions to the holders of our common stock.

### Item 3. Default Upon Senior Securities

There is no information required to be reported under this Item.

### Item 4. Mine Safety Disclosures

Not Applicable.

### Item 5. Other Information

There is no information required to be reported under this Item.

## Item 6. Exhibits

### (a) Exhibits

|          |   |
|----------|---|
| 2.1      | Purchase and Sale Agreement dated as of June 30, 2014 between TELA Garwood Limited, LP and Aurora Energy Partners. Incorporated by reference to Exhibit 2.1 of the Company's Current Report on Form 8-K filed with the SEC on July 8, 2014.   |
| 2.2      | Purchase and Sale Agreement dated as of April 30, 2014 by and among Hannathon Petroleum, LLC and the other seller parties thereto and MDC Texas Energy, LLC. Incorporated by reference to Exhibit 2.1 of the Company's Amendment No. 1 to Quarterly Report on Form 10-QA for the quarterly period ended June 30, 2014, filed with the SEC on August 28, 2014. |
| 3.1      | Amended and Restated Articles of Incorporation of Victory Energy Corporation. Incorporated by reference to Exhibit 3.1 of the Company's Annual Report on Form 10-K filed with the SEC on March 31, 2015.  |
| 3.2      | Bylaws of Victory Energy Corporation. Incorporated by reference to Exhibit 3.10 of the Company's Annual Report on Form 10-K filed with the SEC on March 30, 2011.   |
| 4.1      | Form of the Company's Common Stock Certificate. Incorporated by reference to Exhibit 4.1 of the Company's Annual Report on Form 10-K filed with the SEC on March 31, 2015.  |
| 10.1     | Pre-Merger Collaboration Agreement among the Company, Lucas Energy, Inc., Aurora Energy Partners, Navitus Energy Group and Aurora Energy Holdings LLC, dated February 26, 2015. Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on March 3, 2015.  |
| 10.2     | Pre-Merger Loan and Funding Agreement between the Company and Lucas Energy, Inc. dated February 26, 2015. Incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the SEC on March 3, 2015.  |
| 10.3     | Pledge Agreement between Lucas Energy, Inc., as pledgor, and the Company, as secured party, dated February 26, 2015. Incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K filed with the SEC on March 3, 2015.   |
| 10.4     | Contingent Pay Note by the Company in favor of Louise H. Rogers dated March 3, 2015. Incorporated by reference to Exhibit 10.4 of the Company's Current Report on Form 8-K filed with the SEC on March 3, 2015.   |
| 10.5     | Amendment No. 1 to Pre-Merger Collaboration Agreement dated March 2, 2015. Incorporated by reference to Exhibit 10.5 of the Company's Current Report on Form 8-K filed with the SEC on March 3, 2015.   |
| 31.1     | Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**   |
| 31.2     | Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**   |
| 32.1     | Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350.**  |
| 32.2     | Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350.**  |
| 101.INS* | XBRL Instance Document  |
| 101.SCH* | XBRL Taxonomy Extension Schema Document   |

101.CAL\* XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF\* XBRL Taxonomy Extension Definition Linkbase Document

101.LAB\* XBRL Taxonomy Extension Label Linkbase Document

101.PRE\* XBRL Taxonomy Extension Presentation Linkbase Document

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\* XBRL (Extensible Business Reporting Language) information is furnished and not filed or part of a registration statement or prospectus for purposes of Section 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.

\*\* Filed herewith.

**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.

**VICTORY ENERGY CORPORATION**

Date: June 5, 2015

By: /s/ Kenneth Hill  
Kenneth Hill  
Chief Executive Officer and Director

Date: June 5, 2015

By: /s/ Fred J. Smith, Jr.  
Fred J. Smith, Jr.  
Chief Financial Officer

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO RULE 13a-14(a)/15d-14(a) PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Kenneth Hill, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Victory Energy Corporation;
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: June 5, 2015

By: /s/ Kenneth Hill

Kenneth Hill  
President and Chief Executive Officer

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO RULE 13a-14(a) PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Fred Smith, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Victory Energy Corporation;
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: June 5, 2015

By: /s/ Fred Smith

Fred Smith  
Chief Financial Officer

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
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 Victory Energy Corporation (the "Company") on Form 10-Q for the period ended March 31, 2015 (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, I, Kenneth Hill, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; 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: June 5, 2015

By: /s/ Kenneth Hill

Kenneth Hill

President and Chief Executive Officer

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER  
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 Victory Energy Corporation (the "Company") on Form 10-Q for the period ended March 31, 2015 (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, I, Fred Smith, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; 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: June 5, 2015

By: /s/ Fred Smith

Fred Smith  
Chief Financial Officer