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

FORM 8-K/A
Amendment No. 1

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **July 21, 2021**

Evolution Petroleum Corporation
(Exact name of registrant as specified in its charter)

001-32942
(Commission File Number)

Nevada	**41-1781991**
(State or Other Jurisdiction of Incorporation)	(I.R.S. Employer Identification No.)

1155 Dairy Ashford Road, Suite 425, Houston, Texas 77079
(Address of Principal Executive Offices)

(713) 935-0122
(Registrant’s Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange On Which Registered
Common Stock, $0.001 par value	EPM	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company o

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

EXPLANATORY NOTE

On May 7, 2021, Evolution Petroleum Corporation (the "Company") filed a Current Report on Form 8-K (the "Initial Report") to report the closing of the Company's acquisition of non-operated oil and gas assets in the Barnett Shale (the "Transaction") from TG Barnett Resources, LP ("TGBR" or the "Seller"), a wholly owned subsidiary of Tokyo Gas Americas, Ltd. ("Tokyo Gas") for $18.2 million, net of preliminary purchase price adjustments. The final purchase price before adjustments of the Transaction was $19.6 million in cash, with an effective date of January 1, 2021 and a closing date of May 7, 2021. A portion of the non-operated dry gas working interests were excluded from the Transaction as a result of potential title defects that the Seller was unable to timely cure. This Current Report on Form 8-K/A (the "Amendment") amends and supplements the Initial Report to provide the financial statements for the properties acquired in the Transaction (the "Acquired Barnett Properties") and the pro forma financial information required by Item 9.01 of Form 8-K. No other modifications to the Initial Report are being made by this Amendment. This Amendment should be read in connection with the Initial Report, which provides a more complete description of the Transaction.

Item 9.01 Financial Statements and Exhibits.

(a) ***Financial Statements of Business Acquired.*** Statements of Revenues and Direct Operating Expenses of the Acquired Barnett Properties for the year ended December 31, 2020 (audited) and for the three months ended March 31, 2021 (unaudited), together with the accompanying Report of Independent Auditors, are set forth in Exhibit 99.1.

(b) ***Pro Forma Financial Information.*** The Unaudited Pro Forma Condensed Combined Financial Information of the Company as of March 31, 2021 and for the nine months ended March 31, 2021 and the year ended June 30, 2020, are set forth in Exhibit 99.2.

(d) ***Exhibits.***

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
23.1	Consent of Moss Adams LLP
23.2	Consent of Netherland, Sewell & Associates, Inc.
99.1	Statements of Revenues and Direct Operating Expenses of the Acquired Barnett Properties for the year ended December 31, 2020 (audited) and for the three months ended March 31, 2021 (unaudited).
99.2	Unaudited Pro Forma Condensed Combined Financial Information of the Company as of March 31, 2021 and for the nine months ended March 31, 2021 and the year ended June 30, 2020.

SIGNATURES

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

Evolution Petroleum Corporation
(Registrant)

Dated: July 21, 2021	By:	/s/ RYAN STASH
	Name:	Ryan Stash
	Title:	Senior Vice President, Treasurer, and Chief Financial Officer

Exhibit 23.1

Consent of Independent Auditors

We consent to the incorporation by reference in Registration Statements (Form S-3/A No. 333-231412, Form S-3 No. 333-193899, Form S-8 Nos. 333-251233, 333-152136, 333-140182, 333-183746 and 333-216098) of Evolution Petroleum Corporation of our report dated July 21, 2021, relating to the Statement of Revenues and Direct Operating Expenses of certain oil and gas properties of TG Barnett Resources, LP acquired by Evolution Petroleum Corporation for the year ended December 31, 2020, which report appears in this Current Report on Form 8-K/A of Evolution Petroleum Corporation filed on July 21, 2021.

/s/ Moss Adams LLP

Houston, Texas
July 21, 2021

Exhibit 23.2

CONSENT OF INDEPENDENT PETROLEUM ENGINEERS AND GEOLOGISTS

We hereby consent to the reference to Netherland, Sewell & Associates, Inc. and to the incorporation of the estimates contained in our "Report on estimated proved developed producing reserves and future revenue, as of December 31, 2020" in the "Supplemental Oil and Gas Reserves Information - Unaudited", and to the incorporation of the estimates contained in our "Report on estimated proved developed producing reserves and future revenue, as of June 30, 2020" in the "Notes to Unaudited Pro Forma Condensed Combined Financial Information" which are included in or made a part of the Current Report on Form 8-K/A of Evolution Petroleum Corporation, dated July 21, 2021. We further consent to the incorporation by reference of references to Netherland, Sewell & Associates, Inc. and to our Report in Evolution Petroleum Corporation's Registration Statements on Form S-3/A No. 333-231412, Form S-3 No. 333-193899, Form S-8 Nos. 333-251233, 333-152136, 333-140182, 333-183746 and 333-216098.

NETHERLAND, SEWELL & ASSOCIATES, INC.

By: /s/ Richard B. Talley, Jr.
Richard B. Talley, Jr., P.E.
Senior Vice President

Houston, Texas
July 21, 2021

EXHIBIT 99.1

Acquisition of Texas Barnett Shale Properties
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Report of Independent Auditors

The Board of Directors and Stockholders
Evolution Petroleum Corporation

Report on the Financial Statement
We have audited the accompanying statement of revenues and direct operating expenses of certain oil and gas properties of TG Barnett Resources, LP acquired by Evolution Petroleum Corporation (the "Barnett Properties") for the year ended December 31, 2020 and the related notes to the financial statement (the "financial statement").

Management's Responsibility for the Financial Statement
Evolution Petroleum Corporation's management is responsible for the preparation and fair presentation of the financial statement in conformity with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the financial statement that is free of material misstatement, whether due to fraud or error.

Auditor's Responsibility
Our responsibility is to express an opinion on the financial statement based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statement referred to above presents fairly, in all material respects, the revenues and direct operating expenses of the Barnett Properties of TG Barnett Resources, LP acquired by Evolution Petroleum Corporation for the year ended December 31, 2020 in conformity with accounting principles generally accepted in the United States of America using the basis of presentation described in Note 1.

Emphasis of Matter
As described in Note 1, the accompanying financial statement was prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission and is not intended to be a complete presentation of the financial position, results of operations, or cash flows of the Barnett Properties. Our opinion is not modified with respect to this matter.

/s/ Moss Adams LLP

Houston, Texas
July 21, 2021

Barnett Properties
Statements of Revenues and Direct Operating Expenses

	Year Ended December 31, 2020	(Unaudited) Three Months Ended March 31, 2021
Oil and gas revenues	$ 17,273,503	$ 5,434,336
Direct operating expenses	21,448,305	4,120,399
Oil and gas revenues less direct operating expenses	$ (4,174,802)	$ 1,313,937

See Notes to Statements of Revenues and Direct Operating Expenses

Barnett Properties
Notes to Statements of Revenues and Direct Operating Expenses

1. Basis of Presentation

The accompanying Statements of Revenues and Direct Operating Expenses represent the non-operated interests in the revenue and direct operating expenses of oil and natural gas producing properties in the Texas Barnett Shale (the “Barnett Properties”) acquired by Evolution Petroleum Corporation (the “Company”), from TG Barnett Resources, LP (“TGBR” or the “Seller”), a wholly owned subsidiary of Tokyo Gas Americas, Ltd. (“Tokyo Gas”) on May 7, 2021 for $18.2 million, net of preliminary purchase price adjustments, and subject to final purchase price adjustments. The financial statements were prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission and are not intended to be a complete presentation of the financial position, results of operations, or cash flows of the Barnett Properties, as further discussed below.

The Statements of Revenues and Direct Operating Expenses have been derived from TGBR’s historical financial records and prepared on the accrual basis of accounting. For purposes of these statements, all properties identified in the purchase and sale agreement are included herein. During the periods presented, the acquired Barnett Properties were not accounted for or operated as a separate subsidiary or division by TGBR. The accompanying Statements of Revenues and Direct Operating Expenses vary from a complete income statement in accordance with accounting principles generally accepted in the United States of America (“GAAP”) in that they do not reflect certain expenses incurred in connection with the ownership and operation of the Barnett Properties, including but not limited to depreciation, depletion and amortization, impairments, accretion of asset retirement obligations, general and administrative expenses, interest expense and federal and state income taxes. These costs were not separately allocated to the working interests of the Barnett Properties in the accounting records of TGBR. In addition, these allocations, if made using historical general and administrative structures and tax burdens, would not produce allocations indicative of the historical performance of the Barnett Properties had they been the Company’s properties, due to the differing size, structure, operations and accounting policies of TGBR as compared to the Company. Furthermore, no balance sheet has been presented for the Barnett Properties because the acquired properties were not accounted for or operated as a separate subsidiary or division by TGBR and complete financial statements are not available, nor has information about the Barnett Properties’ operating, investing and financing cash flows been provided for similar reasons. Accordingly, the historical Statements of Revenues and Direct Operating Expenses of the Barnett Properties are presented in lieu of the full financial statements required under Item 3-05 of the Securities and Exchange Commission’s Regulation S-X.

These Statements of Revenues and Direct Operating Expenses are not indicative of the results of operations for the Properties on a go forward basis for the reasons including, but not limited to, the omission of various operating expenses.

The accompanying Statement of Revenues and Direct Operating Expenses for the three-month period ended March 31, 2021 is unaudited and has been prepared on the same basis as the annual Statement of Revenues and Direct Operating Expenses for the year ended December 31, 2020 and, in the opinion of management, reflects all adjustments necessary to fairly state the Barnett Properties' excess of revenue over direct operating expenses for the three-month period ended March 31, 2021.

2. Summary of Significant Accounting Policies

Use of Estimates

The Statements of Revenues and Direct Operating Expenses are derived from the historical operating statements of TGBR. GAAP requires management to make estimates and assumptions that affect the amounts reported in the Statements of Revenues and Direct Operating Expenses. Actual results could be different from those estimates.

Revenue Recognition

Natural gas and NGLs Sales - Under most of the natural gas processing contracts related to the Barnett Properties, natural gas is delivered to a midstream processing entity at the inlet of the midstream processing entity's system. The midstream processing entity gathers and processes the natural gas and delivers residue gas and plant products to the operator at specified delivery points. In these scenarios, an evaluation is made as to whether the seller is a principal or an agent in the transaction. For those contracts, revenue is recognized on a gross basis, with transportation, gathering, processing and compression fees presented as an expense in the statement of revenues and direct operating expenses.

Through the marketing process, product is delivered to the ultimate third-party purchaser at a contractually agreed-upon delivery point and a specified index price is received from the purchaser. In this scenario, revenue is recognized when control transfers to the purchaser at the delivery point based on the index price received from the purchaser. For the year ended December 31, 2020, natural gas, NGL and oil condensate revenues derived from the Barnett Properties were approximately $11.2 million, $5.7 million and $0.4 million, respectively. For the three months ended March 31, 2021, natural gas, NGL and oil condensate revenues derived from the Barnett Properties were approximately $3.1 million, $2.1 million and $0.2 million, respectively.

Transaction price allocated to remaining performance obligations - For product sales that have a contract term greater than one year, the practical expedient in ASC 606-10-50-14(a) is utilized which eliminates the requirement to disclose the transaction price allocated to remaining performance obligations if the variable consideration is allocated entirely to a wholly unsatisfied performance obligation. Under these sales contracts, each unit of product generally represents a separate performance obligation; therefore, future volumes are wholly unsatisfied and disclosure of the transaction price allocated to remaining performance obligations is not required.

Oil, gas and NGL revenues are recognized when production is sold to a purchaser at a fixed or determinable price, when control has transferred, and if collectability of the revenue is probable. Revenues are reported net of overriding and other royalties due to third parties. There were no significant imbalances with other revenue interest owners during the year ended December 31, 2020 and the three months ended March 31, 2021.

Concentration of Credit Risk - Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company is a non-operator and the operators of the asset are the key counterparty. Any asset related credit risks are managed through various provisions of joint operating agreements dealing with counterparty default and delays in payments.

The Barnett Properties have exposure to credit risk in the event of nonpayment of oil and natural gas receivables by joint interest operators of its properties and purchasers of produced quantities of oil and natural gas. The following table presents purchasers that accounted for 10% or more of the Barnett Properties total revenue in at least one of the periods presented:

	Year ended December 31, 2020	**Three months ended March 31, 2021**
Joint interest operators		
A	99 %	98 %

Direct Operating Expenses

Direct operating expenses are recognized when incurred and consist of the direct expenses associated with the non-operated interests in the Barnett Properties. Direct operating expenses include lease operating expenses, production taxes, compression expenses, and gathering and transportation expenses. Lease operating expenses include lifting costs, well repair expenses, facility maintenance expenses, well workover costs and other field-related expenses. Lease operating expenses also include expenses directly associated with support personnel, support services, equipment and facilities directly related to oil and natural gas production activities. Direct operating expenses do not include corporate overhead, interest expense and income taxes.

3. Contingencies

The activities of the Barnett Properties may become subject to potential claims and litigation in the normal course of operations. The Company does not believe that any liability resulting from any pending or threatened litigation will have a material adverse effect on the operations or financial results of the Barnett Properties.

4. Subsequent Events

The Company has evaluated subsequent events through July 21, 2021, the date the Statements of Revenues and Direct Operating Expenses were available to be issued, and has concluded that no events need to be reported in relation to this period.

5. Supplemental Oil and Gas Reserve Information — Unaudited

The following tables summarize the net ownership interest in the proved oil and natural gas reserves and the standardized measure of discounted future net cash flows ("Standardized Measure") of the Barnett Properties at December 31, 2020. The proved oil and natural gas reserve estimates and other components of the Standardized Measure were prepared by the Company's reserve engineers, in accordance with the authoritative guidance of the Financial Accounting Standards Board and the Securities and Exchange Commission. All of the oil and natural gas producing activities related to the Barnett Properties were conducted within the continental United States.

The estimated net proved reserves and related future net revenues and Standardized Measure for the Barnett Properties were determined using index prices for oil and natural gas, and were held constant throughout the life of the Barnett Properties. The unweighted arithmetic average first-day-of-the-month prices for the prior twelve months were $39.54/Bbl for oil and $1.99/MMBtu for natural gas for the year ended December 31, 2020. These prices were adjusted by lease for quality, transportation fees, geographical differentials, marketing bonuses or deductions and other factors affecting the price received at the wellhead.

Estimated Quantities of Proved Oil and Natural Gas Reserves

Proved oil and natural gas reserves are the estimated quantities of oil and natural gas which geological and engineering data demonstrate, with reasonable certainty, to be recoverable in future years from known reservoirs under economic and operating conditions (i.e., prices and costs) existing at the time the estimate is made. Proved developed oil and natural gas reserves are proved reserves that can be expected to be recovered through existing wells and equipment in place and under operating methods being utilized at the time the estimates were made.

The following table sets forth the estimated net proved, proved developed and proved undeveloped oil and natural gas reserves related to the Barnett Properties at December 31, 2020.

	Gas (Mcf)	Oil (Bbl)	NGL (Bbl)	BOE
2020				
Proved reserves				
Net proved reserves at January 1, 2020	44,273,372	69,032	4,259,086	11,707,013
Revisions of previous estimates	(18,680,958)	3,568	(1,462,767)	(4,572,692)
Extensions, discoveries and other additions	—	—	—	—
Production	(6,592,572)	(11,775)	(406,544)	(1,517,081)
Net proved reserves at December 31, 2020	18,999,842	60,825	2,389,775	5,617,240
Proved developed reserves, December 31, 2020	18,999,842	60,825	2,389,775	5,617,240
Proved undeveloped reserves, December 31, 2020	—	—	—	—

During the periods presented, revisions of previous estimates were primarily attributable to changes in commodity prices. There are numerous uncertainties in estimating quantities of proved reserves, which incorporate estimates of the future rates of production, the timing of development expenditures and other assumptions. The above reserve data represents estimates only, which are inherently imprecise, and estimates of new discoveries and undeveloped locations are more imprecise than estimates of established proved producing oil and natural gas properties. Accordingly, these estimates are subject to substantial revisions as additional information becomes available, such as reservoir performance, additional drilling, technological advancements and other factors. Decreases in the prices of oil or natural gas could have an adverse effect on reserve volumes and discounted future net cash flows related to the proved reserves.

Standardized Measure of Discounted Future Net Cash Flows Relating to Proved Oil and Gas Reserves

The Standardized Measure represents the present value of estimated future net cash flows from estimated net proved oil and natural gas reserves, less future development, production, plugging and abandonment costs, and income tax expenses, discounted at 10% per annum to reflect timing of future cash flows. Production costs do not include depreciation, depletion and amortization of capitalized acquisition, exploration and development costs.

The Standardized Measure does not purport, nor should be interpreted, to present the fair market value of the Barnett Properties' proved reserves. It is intended to present a standardized disclosure concerning possible future net cash flows from proved reserves that would result under the assumptions used and ignores future changes in prices and costs and the risks inherent in reserve estimates, among other things. The various assumptions used, including prices, costs, production rates and discount rates, are inherently imprecise. Further, since prices and costs do not remain static, the results are not necessarily indicative of the fair market value of estimated proved reserves. Accordingly, the estimates of future net cash flows from proved reserves and the present value thereof may be materially different than actual subsequent results, and the results may not be comparable to estimates disclosed by other oil and natural gas producers.

The following table sets forth the Standardized Measure of discounted future net cash flows related to the Barnett Properties' estimated net oil and natural gas reserves at December 31, 2020.

	At December 31, 2020
Future cash inflows	$ 59,698,860
Future production costs	(51,303,352)
Future development costs	(5,580,486)
Future income tax expense	(313,419)
Future net cash flows	2,501,603
10% annual discount for estimating timing of cash flows	(12,810)
Standardized Measure of discounted future net cash flows	$ 2,488,793

The following table sets forth the changes in Standardized Measure of discounted future net cash flows applicable to estimated net proved oil and natural gas reserves of the Barnett Properties for the period presented:

Net proved reserves at January 1, 2020	$	15,920,743
Net changes in prices and production costs		(13,421,622)
Net changes in future development costs		—
Sales of oil and natural gas, net of production costs		4,174,802
Extensions		—
Discoveries		—
Purchases of reserves in place		—
Sales of reserves in place		—
Revisions of previous quantity estimates		(6,371,759)
Previously estimated development costs incurred		—
Net change in taxes		267,619
Accretion of discount		1,650,018
Changes in timing and other		268,992
Net proved reserves at December 31, 2020	$	2,488,793

EXHIBIT 99.2

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

The unaudited pro forma condensed combined financial information and accompanying notes reflect the pro forma effects of:

(1) *Acquisition*. On May 7, 2021, Evolution Petroleum Corporation (the "Company" or "EPM") completed the acquisition of non-operated oil and gas assets in the Barnett Shale (the "Barnett Properties") from TG Barnett Resources, LP ("TGBR" or the "Seller"), a wholly owned subsidiary of Tokyo Gas Americas, Ltd. ("Tokyo Gas") for $18.2 million, net of preliminary purchase price adjustments (the "Acquisition"). The final purchase price before adjustments of the Transaction was $19.6 million in cash, with an effective date of January 1, 2021 and a closing date of May 7, 2021.

(2) *Financing.* The Acquisition was funded primarily with cash on hand, plus a draw of $4 million on the Company's existing bank facility.

The unaudited pro forma condensed combined statements of operations for the nine-month period ended March 31, 2021 and the year ended June 30, 2020 presented below have been prepared based on the Company's historical consolidated statements of operations for such periods, and were prepared as if the Acquisition and related financing had occurred on July 1, 2019. The unaudited pro forma condensed combined balance sheet at March 31, 2021 presented below was prepared based on the Company's historical consolidated balance sheet at March 31, 2021, and was prepared as if the Acquisition and related financing had occurred on March 31, 2021.

Final working capital and other post-closing adjustments have not been reflected in these unaudited pro forma condensed combined financial statements. Further, the initial accounting for the Acquisition is not complete and adjustments to estimated amounts, or recognition of additional assets acquired or liabilities assumed, may occur as more detailed reviews and valuations are completed and additional information is obtained about the facts and circumstances that existed as of the acquisition date. Additionally, the unaudited pro forma condensed combined financial statements do not reflect costs of integration activities or benefits that may result from other efficiencies.

The pro forma data is based on assumptions and include adjustments as explained in the notes herein. The historical financial statements may be adjusted in the unaudited pro forma financial statements to give pro forma effect to provide for Transaction Accounting Adjustments reflecting only the application of required accounting for the transaction. The Company has not included any Management Adjustments as defined under Release No. 33-10786. The unaudited pro forma condensed combined financial information should be read together with the Company's Annual Report on Form 10-K for the year ended June 30, 2020 and the historical Statement of Revenues and Direct Operating Expenses of the Barnett Properties and the notes thereto filed as Exhibit 99.1 to the Current Report on Form 8-K of which this Exhibit 99.2 is a part.

Evolution Petroleum Corporation
Unaudited Pro Forma Condensed Combined Balance Sheet
As of March 31, 2021

	EPM Historical	Transaction Accounting Adjustments (a)	EPM Pro Forma Combined
Assets			
Current assets			
Cash and cash equivalents	$ 17,039,538	$ (11,972,013)	$ 5,067,525
Restricted cash	—	—	—
Receivables from oil and gas sales	3,505,593	—	3,505,593
Receivables of federal and state income taxes	3,107,638	—	3,107,638
Prepaid expenses and other current assets	488,697	—	488,697
Total current assets	24,141,466	(11,972,013)	12,169,453
Property and equipment, net of depreciation, depletion, amortization, and impairment			
Oil and natural gas properties, net—full-cost method of accounting, of which none were excluded from amortization	38,306,301	21,103,344	59,409,645
Other property and equipment, net	12,209	—	12,209
Total property and equipment, net	38,318,510	21,103,344	59,421,854
Other assets, net	2,408,801	(2,325,000)	83,801
Total assets	$ 64,868,777	$ 6,806,331	$ 71,675,108
Liabilities and Stockholders' Equity			
Current liabilities			
Accounts payable	$ 2,557,087	$ —	$ 2,557,087
Accrued liabilities and other	766,814	—	766,814
Derivative contract liabilities	—	—	—
State and federal income taxes payable	750,550	—	750,550
Total current liabilities	4,074,451		4,074,451
Long term liabilities			
Borrowings on Senior Secured Credit Facility	—	4,000,000	4,000,000
Deferred income taxes	4,354,135	—	4,354,135
Asset retirement obligations	2,669,382	2,806,331	5,475,713
Operating lease liability	36,070	—	36,070
Total liabilities	11,134,038	6,806,331	17,940,369
Commitments and contingencies			
Stockholders' equity			
Common stock; par value $0.001; 100,000,000 shares authorized; 33,507,452 and 32,956,469 shares issued and outstanding, respectively	33,507	—	33,507
Additional paid-in capital	42,221,640	—	42,221,640
Retained earnings	11,479,592	—	11,479,592
Total stockholders' equity	53,734,739	—	53,734,739
Total liabilities and stockholders' equity	$ 64,868,777	$ 6,806,331	$ 71,675,108

See accompanying notes to unaudited pro forma condensed combined financial information.

Evolution Petroleum Corporation
Unaudited Pro Forma Condensed Combined Statement of Operations
For Nine Months Ended March 31, 2021

	EPM Historical	TGBR Historical		Transaction Accounting Adjustments		EPM Pro Forma Combined
Revenues						
Crude oil	$ 17,918,909	$ 358,046	(a)	$ —		$ 18,276,955
Natural gas liquids	1,079,868	5,276,463	(a)	—		6,356,331
Natural gas	499	9,440,850	(a)	—		9,441,349
Total revenues	18,999,276	15,075,359		—		34,074,635
Operating costs						
Lease operating costs	9,009,848	14,066,184	(a)	—		23,076,032
Depreciation, depletion, and amortization	3,840,023	—		4,623,073	(b)	8,463,096
Impairment of proved property	24,792,079	—		4,941,248	(e)	29,733,327
Impairment of Well Lift Inc. - related assets	146,051	—		—		146,051
Net loss on derivative contracts	614,645	—		—		614,645
General and administrative expenses	4,956,011	—		93,750	(f)	5,049,761
Total operating costs	43,358,657	14,066,184		9,658,071		67,082,912
Income (loss) from operations	(24,359,381)	1,009,175		(9,658,071)		(33,008,277)
Other						
Interest and other income	34,866	—		—		34,866
Interest expense	(60,340)	—		(96,000)	(c)	(156,340)
Income (loss) before income taxes	(24,384,855)	1,009,175		(9,754,071)		(33,129,751)
Income tax provision (benefit)	(5,730,701)	—		(2,328,309)	(d)	(8,059,010)
Net income (loss) attributable to common stockholders	$ (18,654,154)	$ 1,009,175		$ (7,425,762)		$ (25,070,741)
Earnings (loss) per common share						
Basic	$ (0.56)					$ (0.76)
Diluted	$ (0.56)					$ (0.76)
Weighted average number of common shares outstanding						
Basic	33,184,041					33,184,041
Diluted	33,184,041					33,184,041

See accompanying notes to unaudited pro forma condensed combined financial information.

Evolution Petroleum Corporation Unaudited Pro Forma Condensed Combined Statement of Operations Year Ended June 30, 2020							
	EPM Historical	**TGBR Historical**		**Transaction Accounting Adjustments**		**EPM Pro Forma Combined**
Revenues						
Crude oil	$ 28,578,879	$ 472,187	(a)	$ —		$ 29,051,066
Natural gas liquids	1,018,349	6,869,643	(a)	—		7,887,992
Natural gas	2,068	11,820,183	(a)	—		11,822,251
Total revenues	29,599,296	19,162,013		—		48,761,309
Operating costs						
Lease operating costs	13,505,502	23,841,498	(a)	—		37,347,000
Depreciation, depletion, and amortization	5,761,498	—		9,827,520	(b)	15,589,018
Net loss on derivative contracts	1,383,204	—		—		1,383,204
General and administrative expenses	5,259,659	—		125,000	(f)	5,384,659
Total operating costs	25,909,863	23,841,498		9,952,520		59,703,881
Income (loss) from operations	3,689,433	(4,679,485)		(9,952,520)		(10,942,572)
Other						
Interest and other income	177,418	—		—		177,418
Interest expense	(110,775)	—		(128,000)	(c)	(238,775)
Income (loss) before income taxes	3,756,076	(4,679,485)		(10,080,520)		(11,003,929)
Income tax provision (benefit)	(2,180,996)	—		(3,929,819)	(d)	(6,110,815)
Net income (loss) attributable to common stockholders	$ 5,937,072	$ (4,679,485)		$ (6,150,701)		$ (4,893,114)
Earnings (loss) per common share						
Basic	$ 0.18					$ (0.15)
Diluted	$ 0.18					$ (0.15)
Weighted average number of common shares outstanding						
Basic	33,031,149					33,031,149
Diluted	33,033,091					33,031,149

See accompanying notes to unaudited pro forma condensed combined financial information.

Notes to Unaudited Pro Forma Condensed Combined Financial Information

(1) Basis of Pro Forma Presentation

The historical financial information is derived from the historical, consolidated financial statements of the Company, and the historical statements of revenues and direct operating expenses for the Barnett Properties (which are based on information provided by TGBR). The unaudited pro forma condensed combined statements of operations were prepared assuming the Acquisition and related financing transactions occurred on July 1, 2019. The unaudited pro forma condensed combined balance sheet at March 31, 2021 was prepared based on the Company's historical consolidated balance sheet at March 31, 2021, and was prepared as if the Acquisition and related financing had occurred on March 31, 2021.

The unaudited pro forma condensed combined financial statements and underlying pro forma adjustments are based upon currently available information and certain estimates and assumptions made by the Company's management; therefore, actual results could differ materially from the pro forma information. However, management believes the assumptions provide a reasonable basis for presenting the significant effects of the Acquisition and related financing transactions. These unaudited pro forma condensed combined financial statements are provided for illustrative and informational purposes only and are not intended to represent or be indicative of what the Company's results of operations would have been had the Acquisition occurred as of or on the dates indicated. The unaudited pro forma financial statements also should not be considered representative of our future results of operations.

(2) Pro Forma Adjustments

Balance Sheet. The unaudited pro forma condensed combined balance sheet at March 31, 2021 reflects the following adjustments:

(a) Adjustments reflect the consideration paid and assumed asset retirement obligations. The Acquisition was funded primarily with cash on hand, plus a draw of $4.0 million on the Company's existing bank facility. A deposit of approximately $2.3 million was paid to the Seller in March 2021 that was classified as an Other asset on the Company's balance sheet as of March 31, 2021.

The Acquisition qualifies as an asset acquisition, and in accordance with the Financial Accounting Standards Board's authoritative guidance on asset acquisitions, the Company allocated the cost of the acquisition to the assets acquired and liabilities assumed based on a relative fair value basis of the assets acquired and liabilities assumed, with no recognition of goodwill or bargain purchase gain recorded. Incremental legal and professional fees related directly to the Acquisition were capitalized as part of the Acquisition cost. The fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). Fair value measurements also utilize market assumptions of market participants.

The Company used a discounted cash flow model to calculate the relative fair value of oil and natural gas properties and asset retirement obligations ("ARO"). The fair value measurements of assets acquired and liabilities assumed are based on inputs that are not observable in the market and therefore represent Level 3 inputs. Significant inputs to the valuation of oil and natural gas properties include estimates of i) quantities of oil and natural gas reserves, ii) future commodity prices, iii) future operating and development costs, iv) projections of future timing and rates of production, v) expected recovery rates and vi) a market-based weighted average cost of capital rate. These inputs require significant judgments and estimates.

Estimating the future ARO requires management to make estimates and judgments regarding timing and existence of a liability, as well as what constitutes adequate restoration. Inherent in the fair value calculation are numerous assumptions and judgments including the ultimate costs, inflation factors, credit adjusted discount rates, timing of settlement and changes in the legal, regulatory, environmental and political environments.

The Company estimates the fair value of the Acquisition to be approximately $18.2 million, which the Company considers to be representative of the price paid by a typical market participant. The acquisition costs were approximately $0.1 million and were capitalized to oil and natural gas properties as part of the Acquisition cost. The Acquisition is not considered a taxable transaction; therefore, no deferred tax amounts were recognized at the acquisition date as the tax basis of the assets acquired and liabilities assumed were the same as book basis.

The following table summarizes the consideration paid for the Acquisition and the relative fair value of the assets acquired and liabilities assumed as of May 7, 2021. The cost allocation is preliminary and subject to adjustments, as the final closing will be complete during the second fiscal quarter of 2022.

Cost allocation:		
Cash consideration given to TGBR	$	18,175,503
Cash paid for legal and professional fees		121,510
	$	18,297,013
Relative fair value of assets acquired and liabilities assumed:		
Proved developed properties	$	21,103,344
Asset retirement obligations		(2,806,331)
	$	18,297,013

Statements of Operations. The unaudited pro forma condensed combined statements of operations for the nine months ended March 31, 2021 and the year ended June 30, 2020 reflect the following adjustments:

(a) Historical revenues and direct operating expenses of the oil and natural gas properties acquired in the Acquisition.

(b) Depreciation, depletion and amortization ("DD&A") and accretion expense related to the Barnett Properties. DD&A was calculated using the unit-of-production method under the full cost method of accounting, and adjusts DD&A for (1) the increase in DD&A reflecting the relative fair values and production volumes attributable to the Barnett Properties and (2) the revision to the Company's DD&A rate reflecting the reserve volumes acquired in the Acquisition. The pro forma average DD&A rate is $5.35 per BOE and $6.00 per BOE for the nine months ended March 31, 2021 and the year ended June 30, 2020, respectively. This adjustment also includes the accretion expense on ARO of $0.1 million and $0.2 million attributable to the Barnett Properties for the nine months ended March 31, 2021 and the year ended June 30, 2020, respectively.

(c) Interest expense associated with the borrowings under the Company's Senior secured credit facility for the periods presented.

(d) Income tax expense for both the nine months ended March 31, 2021 and the year ended June 30, 2020 was recorded at 26.6% of pre-tax net income, respectively. The effective tax rate applied to the pro forma adjustments for the periods presented was consistent with the statutory tax rate applicable to the U.S. and the blended state rate for the states in which the Company conducts business.

(e) Adjustments to the proved property impairment expense related to the Barnett Properties. The ceiling impairment test was calculated under the full cost method of accounting and adjusts the proved property impairment for the nine months ended March 31, 2021.

(f) Estimated incremental general and administrative expenses associated with the Acquisition.

(3) Supplemental Oil and Gas Reserve Information

Estimated Quantities of Proved Oil and Natural Gas Reserves

The tables below summarize the Company's estimated net proved reserves at June 30, 2020 based on reports prepared by Netherland, Sewell & Associates, Inc., the Company's independent reserve engineers. In preparing its reports, Netherland, Sewell & Associates, Inc. evaluated 100% of the reserves and discounted values at June 30, 2020 in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC") applicable to companies involved in oil and natural gas producing activities.

In addition, the following tables also set forth information as of June 30, 2020 about the estimated net proved reserves attributable to the Barnett Properties, and the pro forma estimated net proved reserves as if the Acquisition had occurred on July 1, 2019. The acquired reserve estimates at June 30, 2020 presented in the table below were prepared by the Company's reserve engineers, in accordance with the authoritative guidance of the FASB and the SEC on oil and natural gas reserve estimation and disclosures. The actual reserve estimates were prepared using SEC pricing, calculated as the unweighted arithmetic average first-day-of-the-month prices for the prior twelve months, which was $47.37/Bbl for oil and $2.07/MMBtu for natural gas for the year ended June 30, 2020. The prices were adjusted by lease for quality, transportation fees, geographical differentials, marketing bonuses or deductions and other factors affecting the price received at the wellhead.

Reserve estimates are inherently imprecise and are generally based upon extrapolation of historical production trends, analogy to similar properties and volumetric calculations. Accordingly, reserve estimates are expected to change, and such changes could be material and occur in the near term as future information becomes available.

	Natural Gas (Mcf)		
	EPM Historical	Acquired Reserves	EPM Pro Forma Combined
Net proved reserves			
July 1, 2019	—	55,203,104	55,203,104
Revisions	—	(28,626,690)	(28,626,690)
Extensions	—	—	—
Divestiture of Reserves	—	—	—
Acquisition of Reserves	—	—	—
Production	—	(6,865,114)	(6,865,114)
June 30, 2020	—	19,711,300	19,711,300
June 30, 2020 Proved developed reserves:	—	19,711,300	19,711,300
June 30, 2020 Proved undeveloped reserves:	—	—	—

	Natural Gas Liquids (Bbl)		
	EPM Historical	Acquired Reserves	EPM Pro Forma Combined
Net proved reserves			
July 1, 2019	1,364,761	4,258,649	5,623,410
Revisions	734,169	(1,709,692)	(975,523)
Extensions	—	—	—
Divestiture of Reserves	—	—	—
Acquisition of Reserves	—	—	—
Production	(106,340)	(511,751)	(618,091)
June 30, 2020	1,992,590	2,037,206	4,029,796
June 30, 2020 Proved developed reserves:	1,777,236	2,037,206	3,814,442
June 30, 2020 Proved undeveloped reserves:	215,354	—	215,354

	Oil (Bbl)		
	EPM Historical	Acquired Reserves	EPM Pro Forma Combined
Net proved reserves			
July 1, 2019	7,615,731	87,284	7,703,015
Revisions	(2,177,787)	(36,814)	(2,214,601)
Extensions	—	—	—
Acquisition of Reserves	3,426,756	—	3,426,756
Divestiture of Reserves	—	—	—
Production	(638,464)	(12,488)	(650,952)
June 30, 2020	8,226,236	37,982	8,264,218
June 30, 2020 Proved developed reserves:	6,577,731	37,982	6,615,713
June 30, 2020 Proved undeveloped reserves:	1,648,505	—	1,648,505

Changes in commodity prices may significantly impact the Company’s estimates of oil and natural gas reserves. Sustained lower commodity prices can reduce the quantity of the Company’s reserves by causing the economic limit of the proved developed and proved undeveloped wells (the point at which the costs to operate exceed the value of estimated future production, assuming constant prices and costs under SEC rules) to occur earlier in their productive lives than would be the case with higher prices. The undeveloped reserves may also be reduced by the elimination of wells because they would not meet the investment criteria to be economically producible at such prices and costs. The proved undeveloped reserves may also be eliminated by the deferral of drilling of otherwise economic wells beyond the five year proved reserve development horizon as a result of revisions to the Company's development plan adopted in response to lower prices or otherwise.

Standardized Measure of Discounted Future Net Cash Flows Relating to Proved Oil and Gas Reserves

The following table presents the Standardized Measure of Discounted Future Net Cash Flows relating to the proved oil and natural gas reserves of the Company and of the Barnett Properties acquired in the Acquisition on a pro forma combined basis as of June 30, 2020. The Standardized Measure shown below represents estimates only and should not be construed as the current market value of the Company's estimated oil and natural gas reserves or those estimated oil and natural gas reserves attributable to the Barnett Properties acquired.

	June 30, 2020		
	EPM Historical	**Acquired Reserves**	**EPM Pro Forma Combined**
Future cash inflows	$ 399,358,481	$ 63,241,664	$ 462,600,145
Future production costs	(240,399,715)	(55,597,122)	(295,996,837)
Future development costs	(24,623,426)	(5,580,486)	(30,203,912)
Future outflows for income tax	(21,982,469)	(332,019)	(22,314,488)
Future net cash flows	112,352,871	1,732,037	114,084,908
10% annual discount for estimated timing of cash flows	(49,862,035)	(30,966)	(49,893,001)
Standardized measure of discounted future net cash flows	$ 62,490,836	$ 1,701,071	$ 64,191,907

Pro forma income tax expense reflects expense on the combined future net cash flows based on the Company's estimated effective tax rate, after giving effect to the pro forma transactions. The Company's effective tax rate differs from the 21% federal statutory rate primarily as a result of the effect of the statutory rates for the states in which the Company conducts business.

The following table sets forth the changes in Standardized Measure of discounted future net cash flows applicable to estimated net proved oil and natural gas reserves of the Company and of the Barnett Properties acquired in the Acquisition on a pro forma combined basis as of June 30, 2020:

	EPM Historical	**Acquired Reserves**	**EPM Pro Forma Combined**
July 1, 2019 proved reserves	126,732,042	30,179,210	156,911,252
Net changes in prices and production costs	(83,857,342)	(21,055,497)	(104,912,839)
Net changes in future development costs	(4,099,792)	—	(4,099,792)
Sales of oil and natural gas, net of production costs	(16,093,794)	4,679,484	(11,414,310)
Extensions	—	—	—
Purchases of reserves in place	10,364,875	—	10,364,875
Sales of reserves in place	—	—	—
Revisions of previous quantity estimates	(6,746,316)	(14,986,073)	(21,732,389)
Previously estimated development costs incurred	1,431,444	—	1,431,444
Net change in taxes	17,078,591	557,145	17,635,736
Accretion of discount	16,266,663	3,095,498	19,362,161
Changes in timing and other	1,414,465	(768,696)	645,769
June 30, 2020 proved reserves	62,490,836	1,701,071	64,191,907