

MEXCO ENERGY CORP
Form 10-Q
February 12, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-Q

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

For the quarterly period ended December 31, 2018

OR

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

For the transition period from to

Commission File No. 1-31785

MEXCO ENERGY CORPORATION

(Exact name of registrant as specified in its charter)

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Colorado 84-0627918
(State or other jurisdiction of (IRS Employer
incorporation or organization) Identification Number)

415 West Wall Street, Suite 475
Midland, Texas 79701
(Address of principal executive offices) (Zip code)

(432) 682-1119

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months 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 (§ 229.405 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 as defined in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer

Non-Accelerated Filer 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

The number of shares outstanding of the registrant's common stock, par value \$.50 per share, as of February 12, 2019 was 2,040,166.

MEXCO ENERGY CORPORATION

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Mexco Energy Corporation and Subsidiaries

CONSOLIDATED BALANCE SHEETS

| | December 31, 2018 (Unaudited) | March 31, 2018 |
|--|-------------------------------------|-------------------|
| ASSETS | | |
| Current assets | | |
| Cash and cash equivalents | \$105,545 | \$492,610 |
| Accounts receivable: | | |
| Oil and gas sales | 344,967 | 395,991 |
| Trade | 10,768 | 436,249 |
| Note receivable | 29,948 | - |
| Prepaid costs and expenses | 21,347 | 47,583 |
| Total current assets | 512,575 | 1,372,433 |
| Property and equipment, at cost | | |
| Oil and gas properties, using the full cost method | 35,868,353 | 35,224,784 |
| Other | 107,484 | 107,484 |
| Accumulated depreciation, depletion and amortization | (27,070,889) | (26,453,025) |
| Property and equipment, net | 8,904,948 | 8,879,243 |
| Other noncurrent assets | 22,593 | 149,278 |
| Total assets | \$9,440,116 | \$10,400,954 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current liabilities | | |
| Accounts payable and accrued expenses | \$115,942 | \$446,815 |
| Total current liabilities | 115,942 | 446,815 |
| Long-term debt | - | 700,000 |
| Asset retirement obligations | 866,420 | 852,553 |
| Total liabilities | 982,362 | 1,999,368 |
| Commitments and contingencies | | |
| Stockholders' equity | | |

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| | | |
|--|-------------|--------------|
| Preferred stock - \$1.00 par value; 10,000,000 shares authorized; none outstanding | - | - |
| Common stock - \$0.50 par value; 40,000,000 shares authorized; 2,107,166 and 2,104,266 shares issued; 2,040,166 and 2,037,266 shares outstanding | | |
| As of December 31, 2018 and March 31, 2018, respectively | 1,053,583 | 1,052,133 |
| Additional paid-in capital | 7,296,944 | 7,265,601 |
| Retained earnings | 453,228 | 429,853 |
| Treasury stock, at cost – (67,000 shares) | (346,001) | (346,001) |
| Total stockholders' equity | 8,457,754 | 8,401,586 |
| Total liabilities and stockholders' equity | \$9,440,116 | \$10,400,954 |

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

Mexco Energy Corporation and Subsidiaries

CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|--------------|-------------------|--------------|
| | December 31 | | December 31 | |
| | 2018 | 2017 | 2018 | 2017 |
| Operating revenue: | | | | |
| Oil sales | \$452,695 | \$434,729 | \$1,517,989 | \$1,240,151 |
| Natural gas sales | 187,448 | 206,739 | 558,753 | 663,210 |
| Other | 4,173 | 13,463 | 31,093 | 38,342 |
| Total operating revenues | 644,316 | 654,931 | 2,107,835 | 1,941,703 |
| Operating expenses: | | | | |
| Production | 211,788 | 248,865 | 721,301 | 813,570 |
| Accretion of asset retirement obligation | 9,464 | 8,639 | 16,870 | 25,196 |
| Depreciation, depletion, and amortization | 196,206 | 247,801 | 617,864 | 844,566 |
| General and administrative | 234,987 | 225,528 | 710,194 | 765,056 |
| Total operating expenses | 652,445 | 730,833 | 2,066,229 | 2,448,388 |
| Operating (loss) income | (8,129) | (75,902) | 41,606 | (506,685) |
| Other income (expenses): | | | | |
| Interest income | 4 | 34 | 87 | 45 |
| Interest expense | (4,951) | (25,360) | (18,318) | (79,310) |
| Net other expense | (4,947) | (25,326) | (18,231) | (79,265) |
| (Loss) income before income taxes | (13,076) | (101,228) | 23,375 | (585,950) |
| Net (loss) income | \$(13,076) | \$(101,228) | \$23,375 | \$(585,950) |
| (Loss) income per common share: | | | | |
| Basic: | \$(0.01) | \$(0.05) | \$0.01 | \$(0.29) |
| Diluted: | \$(0.01) | \$(0.05) | \$0.01 | \$(0.29) |
| Weighted average common shares outstanding: | | | | |
| Basic: | 2,040,166 | 2,037,266 | 2,039,165 | 2,037,266 |
| Diluted: | 2,040,166 | 2,037,266 | 2,039,165 | 2,037,266 |

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

Mexco Energy Corporation and Subsidiaries**CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY**

(Unaudited)

| | Common Stock Par Value | Additional Paid-In Capital | Retained Earnings | Treasury Stock | Total Stockholders' Equity |
|---|------------------------------|----------------------------------|----------------------|-------------------|----------------------------------|
| Balance at April 1, 2018 | \$1,052,133 | \$7,265,601 | \$429,853 | \$(346,001) | \$8,401,586 |
| Net income | - | - | 23,375 | - | 23,375 |
| Issuance of stock through Options exercised | 1,450 | 16,791 | - | - | 18,241 |
| Stock based compensation | - | 14,552 | - | - | 14,552 |
| Balance at December 31, 2018 | \$1,053,583 | \$7,296,944 | \$453,228 | \$(346,001) | \$8,457,754 |

| | Common Stock Par Value | Additional Paid-In Capital | Retained Earnings | Treasury Stock | Total Stockholders' Equity |
|-------------------------------|------------------------------|----------------------------------|----------------------|-------------------|----------------------------------|
| Balance at September 30, 2018 | \$1,053,583 | \$7,288,840 | \$466,304 | \$(346,001) | \$8,462,726 |
| Net loss | - | - | (13,076) | - | (13,076) |
| Stock based compensation | - | 8,104 | - | - | 8,104 |
| Balance at December 31, 2018 | \$1,053,583 | \$7,296,944 | \$453,228 | \$(346,001) | \$8,457,754 |

| | Common Stock Par Value | Additional Paid-In Capital | Retained Earnings | Treasury Stock | Total Stockholders' Equity |
|------------------------------|------------------------------|----------------------------------|----------------------|-------------------|----------------------------------|
| Balance at March 31, 2017 | \$1,052,133 | \$7,244,848 | \$751,342 | \$(346,001) | \$8,702,322 |
| Net loss | - | - | (585,950) | - | (585,950) |
| Stock based compensation | - | 17,265 | - | - | 17,265 |
| Balance at December 31, 2017 | \$1,052,133 | \$7,262,113 | \$165,392 | \$(346,001) | \$8,133,637 |

| | Common Stock Par Value | Additional Paid-In Capital | Retained Earnings | Treasury Stock | Total Stockholders' Equity |
|-------------------------------|------------------------------|----------------------------------|----------------------|-------------------|----------------------------------|
| Balance at September 30, 2017 | \$1,052,133 | \$7,258,623 | \$266,620 | \$(346,001) | \$8,231,375 |
| Net loss | - | - | (101,228) | - | (101,228) |
| Stock based compensation | - | 3,490 | - | - | 3,490 |
| Balance at December 31, 2017 | \$1,052,133 | \$7,262,113 | \$165,392 | \$(346,001) | \$8,133,637 |

SHARE ACTIVITY

| | |
|---|-----------|
| Common stock shares, issued: | |
| Balance at April 1, 2018 | 2,104,266 |
| Issued | 2,900 |
| Balance at Dec. 31, 2018 | 2,107,166 |
| Common stock shares, held in treasury: | |
| Balance at April 1, 2018 | (67,000) |
| Acquisitions | - |
| Balance at Dec. 31, 2018 | (67,000) |
| Common stock shares, outstanding at December 31, 2018 | 2,040,166 |

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

Mexco Energy Corporation and Subsidiaries

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Nine Months Ended December 31,

(Unaudited)

| | 2018 | 2017 |
|--|-----------|--------------|
| Cash flows from operating activities: | | |
| Net income (loss) | \$23,375 | \$(585,950) |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: | | |
| Stock-based compensation | 14,552 | 17,265 |
| Depreciation, depletion and amortization | 617,864 | 844,566 |
| Accretion of asset retirement obligations | 16,870 | 25,196 |
| Changes in operating assets and liabilities: | | |
| Decrease (increase) in accounts receivable | 476,505 | (235,244) |
| Decrease in prepaid expenses | 26,236 | 17,543 |
| Increase in other noncurrent assets | (4,729) | - |
| (Decrease) increase in accounts payable and accrued expenses | (347,945) | 77,024 |
| Settlement of asset retirement obligations | (2,227) | (7,264) |
| Net cash provided by operating activities | 820,501 | 153,136 |
| Cash flows from investing activities: | | |
| Additions to oil and gas properties | (632,033) | (802,184) |
| Drilling refunds | - | 74,744 |
| Proceeds from sale of oil and gas properties and equipment | 111,226 | 2,548,135 |
| Net cash (used in) provided by investing activities | (520,807) | 1,820,695 |
| Cash flows from financing activities: | | |
| Proceeds from exercise of stock options | 18,241 | - |
| Debt issuance costs | (5,000) | - |
| Reduction of long-term debt | (700,000) | (1,950,000) |
| Net cash used in financing activities | (686,759) | (1,950,000) |
| Net (decrease) increase in cash and cash equivalents | (387,065) | 23,831 |
| Cash and cash equivalents at beginning of period | 492,610 | 73,451 |
| Cash and cash equivalents at end of period | \$105,545 | \$97,282 |
| Supplemental disclosure of cash flow information: | | |
| Cash paid for interest | \$21,120 | \$81,415 |
| Non-cash investing and financing activities: | | |
| Asset retirement obligations | \$5,092 | \$6,356 |

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

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Mexco Energy Corporation and Subsidiaries

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Nature of Operations

Mexco Energy Corporation (a Colorado corporation) and its wholly owned subsidiaries, Forman Energy Corporation (a New York corporation), Southwest Texas Disposal Corporation (a Texas corporation) and TBO Oil & Gas, LLC (a Texas limited liability company) (collectively, the “Company”) are engaged in the exploration, development and production of natural gas, crude oil, condensate and natural gas liquids (“NGLs”). Most of the Company’s oil and gas interests are centered in the Permian Basin of West Texas; however, the Company owns producing properties and undeveloped acreage in thirteen states. Although the Company’s oil and gas interests predominately are operated by others, the Company operates three wells on a lease in which it owns a 100% working interest.

2. Basis of Presentation and Significant Accounting Policies

Principles of Consolidation. The consolidated financial statements include the accounts of Mexco Energy Corporation and its wholly owned subsidiaries. All significant intercompany balances and transactions associated with the consolidated operations have been eliminated.

Estimates and Assumptions. In preparing financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”), management is required to make informed judgments, estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the financial statements and affect the reported amounts of revenues and expenses during the reporting period. In addition, significant estimates are used in determining proved oil and gas reserves. Although management believes its estimates and assumptions are reasonable, actual results may differ materially from those estimates. The estimate of the Company’s oil and natural gas reserves, which is used to compute depreciation, depletion, amortization and impairment of oil and gas properties, is the most significant of the estimates and assumptions that affect these reported results.

Interim Financial Statements. In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting only of normal recurring accruals) necessary to present fairly the financial position of the Company as of December 31, 2018, and the results of its operations and cash flows for the interim periods ended December 31, 2018 and 2017. The consolidated financial statements as of December 31, 2018 and for the three and nine month periods ended December 31, 2018 and 2017 are unaudited. The consolidated balance

sheet as of March 31, 2018 was derived from the audited balance sheet filed in the Company's 2018 annual report on Form 10-K filed with the Securities and Exchange Commission ("SEC"). The results of operations for the periods presented are not necessarily indicative of the results to be expected for a full year. The accounting policies followed by the Company are set forth in more detail in Note 2 of the "Notes to Consolidated Financial Statements" in the Form 10-K. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted in this Form 10-Q pursuant to the rules and regulations of the SEC. However, the disclosures herein are adequate to make the information presented not misleading. It is suggested that these financial statements be read in conjunction with the financial statements and notes thereto included in the Form 10-K.

Revenue from Contracts with Customers. In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers (Topic 606). The amendments in this update are effective for fiscal years and interim periods within those years beginning after December 15, 2017 and supersedes any previous revenue recognition guidance. On April 1, 2018 we adopted ASU 2014-09 using the modified retrospective approach which only applies to contracts that were not completed as of the date of initial application. Recognition of revenue involves a five step approach including identifying the contract, identifying the separate performance obligations, determining the transaction price, allocating the price to the performance obligations and recognizing revenue as the obligations are satisfied.

Adoption of this new standard did not have an impact on the Company's financial statements. When comparing the Company's historical revenue recognition to the newly applied revenue recognition under Topic 606, there was no change to the amount or timing of revenue recognized. Therefore, no quantitative adjustment was required to be made to the prior periods presented in the unaudited consolidated financial statements after the adoption. Upon adoption the Company had not altered its existing information technology and internal controls outside of the contract review processes in order to identify impacts of future revenue contracts the Company may enter into.

Accounting Policy - Revenues from our royalty and non-operated working interest properties are recorded under the cash receipts approach as directly received from the remitters' statement accompanying the revenue check. Since the revenue checks are generally received two to four months after the production month, the Company accrues for revenue earned but not received by estimating production volumes and product prices. Any identified differences between its revenue estimates and actual revenue received historically have not been significant.

The Company does not disclose the value of unsatisfied performance obligations under its contracts with customers as it applies the practical exemption in accordance with ASC 606. The exemption, as described in ASC 606-10-50-14(a), applies to variable consideration that is recognized as control of the product is transferred to the customer. Since each unit of product represents a separate performance obligation, future volumes are wholly unsatisfied and disclosure of the transaction price allocated to remaining performance obligations is not required.

3. Asset Retirement Obligations

The Company's asset retirement obligations ("ARO") relate to the plugging of wells, the removal of facilities and equipment, and site restoration on oil and gas properties. The fair value of a liability for an ARO is recorded in the period in which it is incurred, discounted to its present value using the credit adjusted risk-free interest rate, and a corresponding amount capitalized by increasing the carrying amount of the related long-lived asset. The liability is accreted each period, and the capitalized cost is depreciated over the useful life of the related asset. The ARO is included in the consolidated balance sheets with the current portion being included in the accounts payable and other accrued expenses.

The following table provides a rollforward of the AROs for the first nine months of fiscal 2019:

| | |
|---|-----------|
| Carrying amount of asset retirement obligations as of April 1, 2018 | \$862,553 |
| Liabilities incurred | 5,092 |
| Liabilities settled | (8,095) |
| Accretion expense | 16,870 |
| Carrying amount of asset retirement obligations as of December 31, 2018 | 876,420 |
| Less: Current portion | 10,000 |
| Non-Current asset retirement obligation | \$866,420 |

4. Stock-based Compensation

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The Company recognized stock-based compensation expense of \$8,104 and \$3,489 in general and administrative expense in the Consolidated Statements of Operations for the three months ended December 31, 2018 and 2017, respectively. Stock-based compensation expense recognized for the nine months ended December 31, 2018 and 2017 was \$14,552 and \$17,265, respectively. The total cost related to non-vested awards not yet recognized at December 31, 2018 totals approximately \$120,115 which is expected to be recognized over a weighted average of 3.70 years.

During the nine months ended December 31, 2018, the Compensation Committee of the Board of Directors approved and the Company granted 40,000 stock options exercisable at \$4.84 per share. During the nine months ended December 31, 2017, no stock options were granted. These options are exercisable at a price not less than the fair market value of the stock at the date of grant, have an exercise period of ten years and generally vest over four years.

Included in the following table is a summary of the grant-date fair value of stock options granted and the related assumptions used in the Binomial models for stock options granted during the nine months ended December 31, 2018 and 2017. All such amounts represent the weighted average amounts.

| | Nine Months Ended December 31 | |
|--------------------------|-------------------------------------|------|
| | 2018 | 2017 |
| Grant-date fair value | \$3.25 | - |
| Volatility factor | 55.26% | - |
| Dividend yield | - | - |
| Risk-free interest rate | 2.91 % | - |
| Expected term (in years) | 6.25 | - |

The following table is a summary of activity of stock options for the nine months ended December 31, 2018:

| | Number of Shares | Weighted Average Exercise Price | Weighted Average Remaining Contract Life in Years |
|----------------------------------|------------------------|--|--|
| Outstanding at April 1, 2018 | 148,600 | \$ 6.54 | 4.34 |
| Granted | 40,000 | 4.84 | |
| Exercised | (2,900) | 6.29 | |
| Forfeited or Expired | - | - | |
| Outstanding at December 31, 2018 | 185,700 | \$ 6.18 | 4.93 |
| Vested at December 31, 2018 | 145,700 | \$ 6.55 | 3.62 |
| Exercisable at December 31, 2018 | 145,700 | \$ 6.55 | 3.62 |

During the nine months ended December 31, 2018, stock options covering 2,900 shares were exercised with a total intrinsic value of \$6,575. The Company received proceeds of \$18,241 from these exercises. During the nine months ended December 30, 2017, no stock options were exercised.

No forfeiture rate is assumed for stock options granted to directors or employees due to the forfeiture rate history of these types of awards. There were no stock options forfeited or expired during the nine months ended December 31, 2018 and 2017.

Outstanding options at December 31, 2018 expire between August 2020 and September 2028 and have exercise prices ranging from \$4.84 to \$7.00.

5. Credit Facility

On December 28, 2018, the Company entered into a loan agreement (the “Agreement”) with West Texas National Bank (“WTNB”) which will provide for a credit facility of \$1,000,000. The Agreement has no monthly commitment reduction and a borrowing base to be evaluated annually.

Under the Agreement, interest on the facility accrues at a rate equal to the prime rate as quoted in the Wall Street Journal plus one-half of one percent (.5%) floating daily. Interest on the outstanding amount under the Agreement is payable monthly. In addition, the Company will pay an unused commitment fee in an amount equal to one-half of one percent (.5%) times the daily average of the unadvanced amount of the commitment. The unused commitment fee is payable quarterly in arrears on the last day of each calendar quarter.

No principal payments are anticipated to be required through the maturity date of the loan, December 28, 2021. Upon closing with WTNB on the Agreement, the Company paid a .5% loan origination fee in the amount of \$5,000 plus legal and recording expenses.

Amounts borrowed under the Agreement are collateralized by the common stock of the Company's wholly owned subsidiaries and substantially all of the Company's oil and gas properties.

The Agreement contains customary covenants for credit facilities of this type including limitations on change in control, disposition of assets, mergers and reorganizations. The Company is also obligated to meet certain financial covenants under the Agreement and requires senior debt to earnings before interest, taxes, depreciation and amortization ("EBITDA") ratios (Senior Debt/EBITDA) less than or equal to 4.00 to 1.00 measured with respect to the four trailing fiscal quarters and minimum interest coverage ratios (EBITDA/Interest Expense) of 2.00 to 1.00 for each quarter. The Company is in compliance with all covenants as of December 31, 2018 and believes it will remain in compliance for the next fiscal year.

In addition, the Agreement prohibits the Company from paying cash dividends on its common stock without prior written permission of WTNB. The Agreement does not permit the Company to enter into hedge agreements covering crude oil and natural gas prices.

There is no balance outstanding on the WTNB line of credit as of December 31, 2018.

Prior thereto, the Company had a loan agreement with Bank of America, N.A. which provided for a credit facility of \$5,570,000 with no monthly commitment reductions and a borrowing base to be evaluated on July 30 and January 1 of each year or at any additional time in the bank’s discretion. The borrowing base was evaluated on July 31, 2018 and set at \$525,000. The Agreement was renewed eleven times with the eleventh amendment effective as of March 8, 2017 with a maturity date of November 30, 2020. Under such renewal agreement, interest on the facility accrued at an annual rate equal to the British Bankers Association London Interbank Offered Rate (“BBA LIBOR”) daily floating rate, plus 3.0 percentage points. Interest on the outstanding amount under the credit agreement was payable monthly. The Company was in compliance with the loan agreement as the date of repayment.

On December 28, 2018, in connection with entering into the loan agreement with WTNB described above, the Company repaid in full and terminated its loan agreement with Bank of America, N.A. The \$450,000 amount owed was repaid using Company funds and no early termination fees were incurred.

The following table is a summary of activity on the Bank of America, N.A. line of credit for the nine months ended December 31, 2018:

| | Principal |
|-------------------------------|-----------|
| Balance at April 1, 2018: | \$700,000 |
| Borrowings | - |
| Repayments | 700,000 |
| Balance at December 31, 2018: | \$- |

On December 26, 2018, the Company deposited \$26,250 into a Cash Collateral Account at Bank of America, N.A. to collateralize one outstanding letter of credit for \$25,000 in lieu of a plugging bond with the Texas Railroad Commission covering the properties the Company operates. This letter of credit renews annually.

6. Income Taxes

A valuation allowance for deferred tax assets, including net operating losses, is recognized when it is more likely than not that some or all of the benefit from the deferred tax asset will not be realized. To assess that likelihood, we use estimates and judgment regarding our future taxable income, and we consider the tax consequences in the jurisdiction where such taxable income is generated, to determine whether a valuation allowance is required. Such evidence can include our current financial position, our results of operations, both actual and forecasted, the reversal of deferred tax liabilities, and tax planning strategies as well as the current and forecasted business economics of our industry.

Based on the material write-downs of the carrying value of our oil and natural gas properties during fiscal 2016, we are in a net deferred tax asset position as of December 31, 2018. Our deferred tax asset is \$1,248,620 as of December 31, 2018 with a valuation amount of \$1,248,620. We believe it is more likely than not that these deferred tax assets will not be realized. Management assesses the available positive and negative evidence to estimate whether sufficient future taxable income will be generated to permit the use of deferred tax assets. The amount of the deferred tax asset considered realizable, however, could be adjusted if estimates of future taxable income are reduced or increased or if objective negative evidence in the form of cumulative losses is no longer present and additional weight is given to subjective evidence such as future expected growth.

7. Related Party Transactions

Related party transactions for the Company relate to shared office expenditures in addition to administrative and operating expenses paid on behalf of the principal stockholder. The total billed to and reimbursed by the stockholder for the three months ended December 31, 2018 and 2017 was \$12,487 and \$11,873, respectively. The total billed to and reimbursed by the stockholder for the nine months ended December 31, 2018 and 2017 was \$39,508 and \$30,355, respectively.

8. Loss (Income) Per Common Share

The Company's basic net (loss) income per share has been computed based on the weighted average number of common shares outstanding during the period. Diluted net (loss) income per share assumes the exercise of all stock options having exercise prices less than the average market price of the common stock during the period using the treasury stock method and is computed by dividing net (loss) income by the weighted average number of common shares and dilutive potential common shares (stock options) outstanding during the period. In periods where losses are reported, the weighted-average number of common shares outstanding excludes potential common shares, because their inclusion would be anti-dilutive.

The following is a reconciliation of the number of shares used in the calculation of basic net (loss) income per share and diluted (loss) income per share for the three and nine month periods ended December 31, 2018 and 2017:

| | Three Months Ended | | Nine Months Ended | |
|--|--------------------|--------------|-------------------|--------------|
| | December 31 | | December 31 | |
| | 2018 | 2017 | 2018 | 2017 |
| Net (loss) income | \$(13,076) | \$(101,228) | \$23,375 | \$(585,950) |
| Shares outstanding: | | | | |
| Weighted avg. shares outstanding – basic | 2,040,166 | 2,037,266 | 2,039,165 | 2,037,266 |
| Effect of assumed exercise of dilutive stock options | - | - | - | - |
| Weighted avg. shares outstanding – dilutive | 2,040,166 | 2,037,266 | 2,039,165 | 2,037,266 |
| (Loss) income per common share: | | | | |
| Basic | \$(0.01) | \$(0.05) | \$0.01 | \$(0.29) |
| Diluted | \$(0.01) | \$(0.05) | \$0.01 | \$(0.29) |

Due to a net loss for the three months ended December 31, 2018 and 2017, the weighted average number of common shares outstanding excludes common stock equivalents because their inclusion would be anti-dilutive.

For the nine months ended December 31, 2018, 185,700 potential common shares relating to stock options were excluded in the computation of diluted net income per share because the price of the options was greater than the average market price of the common shares and therefore, the effect would be anti-dilutive. Anti-dilutive stock options have a weighted average exercise price of \$6.18 at December 31, 2018. Due to a net loss for the nine months ended December 31, 2017, the weighted average number of common shares outstanding excludes common stock equivalents because their inclusion would be anti-dilutive.

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

Unless the context otherwise requires, references to the "Company", "Mexco", "we", "us" or "our" mean Mexco Energy Corporation and its consolidated subsidiaries.

Cautionary Statements Regarding Forward-Looking Statements. Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements include statements regarding our plans, beliefs or current expectations and may be signified by the words "could", "should", "expect", "project", "estimate", "believe", "anticipate", "intend", "budget", "plan", "forecast", "predict" and other similar expressions. Forward-looking statements appear throughout this Form 10-Q with respect to, among other things: profitability; planned capital expenditures; estimates of oil and gas production; future project dates; estimates of future oil and gas prices; estimates of oil and gas reserves; our future financial condition or results of operations; and our business strategy and other plans and objectives for future operations. Forward-looking statements involve known and unknown risks and uncertainties that could cause actual results to differ materially from those contained in any forward-looking statement.

While we have made assumptions that we believe are reasonable, the assumptions that support our forward-looking statements are based upon information that is currently available and is subject to change. All forward-looking statements in the Form 10-Q are qualified in their entirety by the cautionary statement contained in this section. We do not undertake to update, revise or correct any of the forward-looking information. It is suggested that these financial statements be read in conjunction with the financial statements and notes thereto included in the Form 10-K.

Liquidity and Capital Resources. Historically, we have funded our operations, acquisitions, exploration and development expenditures from cash generated by operating activities, bank borrowings, sales of non-core properties and issuance of common stock. Our primary financial resource is our base of oil and gas reserves. We have pledged our producing oil and gas properties to secure our revolving line of credit. We do not have any delivery commitments to provide a fixed and determinable quantity of its oil and gas under any existing contract or agreement.

Due to depressed commodity price environment, we are applying financial discipline to all aspects of our business. In order to meet obligations, we may continue to sell non-core assets.

Our long term strategy is on increasing profit margins while concentrating on obtaining reserves with low cost operations by acquiring and developing oil and gas properties with potential for long-lived production. We focus our efforts on the acquisition of royalties and working interests and non-operated properties in areas with significant development potential.

For the first nine months of fiscal 2019, cash flow from operations was \$820,501, a 436% increase when compared to the corresponding period of fiscal 2018 primarily as a result of a decrease in accounts receivable and an increase in oil and gas revenues. Cash of \$700,000 was used to pay off the line of credit, net cash of \$520,807 was used for additions to oil and gas properties, cash of \$5,000 was used for the issuance of our new loan agreement and cash of \$18,241 was received from proceeds from the exercise of employee stock options. Accordingly, net cash decreased \$387,065, leaving cash and cash equivalents on hand of \$105,545 as of December 31, 2018.

At December 31, 2018, we had working capital of \$396,633 compared to working capital of \$925,618 at March 31, 2018, a decrease of \$528,985 primarily due to a decrease in cash for reduction of our long term debt.

Oil and Natural Gas Property Development. In addition to an indeterminate number of wells to be drilled by other operators on Mexco's royalty interests, the Company currently expects to participate in the drilling and completion of approximately 50 horizontal wells at an estimated aggregate cost of approximately \$1,300,000 for the fiscal year ending March 31, 2019. The operators of these wells include Apache Corporation, Concho Resources, Inc., Marathon Oil Company, Mewbourne Oil Company, XTO Energy, Inc. and others.

During the first nine months of fiscal 2019, Mexco participated with various percentage interests in the drilling of 41 horizontal wells with aggregate costs of approximately \$715,000. Of these wells, 35 are in the Delaware Basin located in the western portion of the Permian Basin in Eddy and Lea Counties, New Mexico and 6 are located in Grady County, Oklahoma.

The first 13 of these wells have been completed and are currently producing. Another 28 wells are being drilled and completed.

During the first nine months of fiscal 2019, the Company received approximately \$33,000 in cash from a sale of joint venture leasehold acreage and marginal producing working interest wells in North Dakota and Montana.

We are participating in other projects and are reviewing projects in which we may participate. The cost of such projects would be funded, to the extent possible, from existing cash balances and cash flow from operations. The remainder may be funded through borrowings on the credit facility and, if appropriate, sales of non-core properties.

Crude oil and natural gas prices generally remained volatile during the last year. The volatility of the energy markets makes it extremely difficult to predict future oil and natural gas price movements with any certainty. For example in the last twelve months, the NYMEX West Texas Intermediate (“WTI”) posted price for crude oil has ranged from a low of \$39.25 per bbl in December 2018 to a high of \$73.00 per bbl in October 2018. The Henry Hub Spot Market Price (“Henry Hub”) for natural gas has ranged from a low of \$2.49 per MMBtu in February 2018 to a high of \$6.24 per MMBtu in January 2018. On December 31, 2018 the WTI posted price for crude oil was \$42.25 per bbl and the Henry Hub spot price for natural gas was \$3.25 per MMBtu. See Results of Operations below for realized prices.

Contractual Obligations. We have no off-balance sheet debt or unrecorded obligations and have not guaranteed the debt of any other party. The following table summarizes our future payments we are obligated to make based on agreements in place as of December 31, 2018:

| | Payments due in: | | | |
|---------------------------------|------------------------|----------------|--------------------|------|
| Total | less than 1 year | 1 - 3 years | over 3 years | |
| Contractual obligations: | | | | |
| Secured bank line of credit (1) | \$- | \$- | \$- | \$ - |
| Leases (2) | \$118,718 | \$48,610 | \$70,108 | \$ - |

(1) These amounts represent the balances outstanding under the bank line of credit.

The lease amount represents the monthly rent amount for our principal office space in Midland, Texas under a three year lease agreement effective May 15, 2018. The total obligation for the remainder of the lease is \$157,338

(2) which includes \$38,620 billed to and reimbursed by our majority shareholder for his portion of the shared office space.

Results of Operations – Three Months Ended December 31, 2018 and 2017. For the quarter ended December 31, 2018, the net loss of \$13,076 compared to a net loss of \$101,228 for the quarter ended December 31, 2017 was a result of a decrease in operating expenses and interest expense as further explained below.

Oil and gas sales. Revenue from oil and gas sales was \$640,143 for the third quarter of fiscal 2019, a .2% decrease from \$641,468 for the same period of fiscal 2018. This resulted from an increase in oil production offset by a decrease in gas production and a decrease in oil and gas prices.

| | 2018 | 2017 | % Difference | |
|-------------------------|-----------|-----------|--------------|---|
| <i>Oil:</i> | | | | |
| Revenue | \$452,695 | \$434,729 | 4.1 | % |
| Volume (bbls) | 9,210 | 8,209 | 12.2 | % |
| Average Price (per bbl) | \$49.15 | \$52.96 | (7.2) | % |
| <i>Gas:</i> | | | | |
| Revenue | \$187,448 | \$206,739 | (9.3) | % |
| Volume (mcf) | 72,334 | 76,033 | (4.9) | % |
| Average Price (per mcf) | \$2.59 | \$2.72 | (4.8) | % |

Production and exploration. Production costs were \$211,788 for the third quarter of fiscal 2019, a 15% decrease from \$248,865 for the same period of fiscal 2018. This is primarily the result of a decrease in expenses due to the sale of our marginal operated properties in Loving County, Texas.

Depreciation, depletion and amortization. Depreciation, depletion and amortization expense was \$196,206 for the third quarter of fiscal 2019, a 21% decrease from \$247,801 for the same period of fiscal 2018, primarily due to a decrease in future development costs, gas production and full cost pool amortization base partially offset by a decrease in oil and gas reserves.

General and administrative expenses. General and administrative expenses were \$234,987 for the third quarter of fiscal 2019, a 4% increase from \$225,528 for the same period of fiscal 2018. This was primarily due to an increase in salaries, stock option compensation, legal fees, rent expense partially offset by a decrease in accounting fees and engineering services.

Interest expense. Interest expense was \$4,951 for the third quarter of fiscal 2019, an 80% decrease from \$25,360 for the same period of fiscal 2018, due to a decrease in borrowings partially offset by an increase in interest rate.

Income taxes. There was no income tax expense for the quarter ended December 31, 2018 and the quarter ended December 31, 2017. The effective tax rate for the three months ended December 31, 2018 and December 31, 2017 was 0%. We are in a net deferred tax asset position and believe it is more likely than not that these deferred tax assets will not be realized.

Results of Operations – Nine Months Ended December 31, 2018 and 2017. For the nine months ended December 31, 2018, the net income of \$23,375 compared to a net loss of \$585,950 for the nine months ended December 31, 2017 was a result of a decrease in operating expenses and an increase operating revenues that is further explained below.

Oil and gas sales. Revenue from oil and gas sales was \$2,076,742 for the nine months ended December 31, 2018, a 9% increase from \$1,903,361 for the same period of fiscal 2018. This resulted from an increase in oil price and production partially offset by a decrease in gas price and production.

| | 2018 | 2017 | % Difference | |
|-------------------------|-------------|-------------|--------------|----|
| Oil: | | | | |
| Revenue | \$1,517,989 | \$1,240,151 | 22.4 | % |
| Volume (bbls) | 27,090 | 26,178 | 3.5 | % |
| Average Price (per bbl) | \$56.04 | \$47.37 | 18.3 | % |
| Gas: | | | | |
| Revenue | \$558,753 | \$663,210 | (15.8 | %) |
| Volume (mcf) | 219,204 | 250,049 | (12.3 | %) |
| Average Price (per mcf) | \$2.55 | \$2.65 | (3.8 | %) |

Production and exploration. Production costs were \$721,301 for the nine months ended December 31, 2018, an 11% decrease from \$813,570 for the nine months ended December 31, 2017. This is primarily the result of a decrease in expenses due to the sale of our operated properties in Loving County, Texas.

Depreciation, depletion and amortization. Depreciation, depletion and amortization expense was \$617,864 for the nine months ended December 31, 2018, a 27% decrease from \$844,566 for the nine months ended December 31, 2017, primarily due to a decrease in future development costs, gas production and full cost pool amortization base partially offset by a decrease in oil and gas reserves.

General and administrative expenses. General and administrative expenses were \$710,194 for the nine months ended December 31, 2018, a 7% decrease from \$765,056 for the nine months ended December 31, 2017. This was primarily due to a decrease in accounting fees partially offset by expenditures due to our office relocation.

Interest expense. Interest expense was \$18,318 for the nine months ended December 31, 2018, a 77% decrease from \$79,310 for the nine months ended December 31, 2017 due to a decrease in borrowings partially offset by an increase in interest rate.

Income taxes. There was no income tax for the nine months ended December 31, 2018 and for the nine months ended December 31, 2017. The effective tax rate for the nine months ended December 31, 2018 and December 31, 2017 was 0%. We are in a net deferred tax asset position and believe it is more likely than not that these deferred tax assets will not be realized.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The primary sources of market risk for us include fluctuations in commodity prices and interest rates. All of our financial instruments are for purposes other than trading.

Credit Risk. Credit risk is the risk of loss as a result of nonperformance by other parties of their contractual obligations. Our primary credit risk is related to oil and gas production sold to various purchasers and the receivables are generally not collateralized. At December 31, 2018, our largest credit risk associated with any single purchaser was \$145,296 or 42% of our total oil and gas receivables. We have not experienced any significant credit losses.

Energy Price Risk. Our most significant market risk is the pricing for natural gas and crude oil. Our financial condition, results of operations, and capital resources are highly dependent upon the prevailing market prices of, and demand for, oil and natural gas. Prices for oil and natural gas fluctuate widely. We cannot predict future oil and natural gas prices with any certainty. Historically, the markets for oil and gas have been volatile, and they are likely to continue to be volatile.

Prices for crude oil and natural gas have been adversely effected by temporary pipeline capacity constraints primarily in the Permian Basin. We are unable to predict exactly how long this limitation will continue.

Factors that can cause price fluctuations include the level of global demand for petroleum products, foreign and domestic supply of oil and gas, the establishment of and compliance with production quotas by oil-exporting countries, weather conditions, the price and availability of alternative fuels and overall political and economic conditions in oil producing countries.

Declines in oil and natural gas prices will materially adversely affect our financial condition, liquidity, ability to obtain financing and operating results. Changes in oil and gas prices impact both estimated future net revenue and the estimated quantity of proved reserves. Any reduction in reserves, including reductions due to price fluctuations, can reduce the borrowing base under our credit facility and adversely affect the amount of cash flow available for capital expenditures and our ability to obtain additional capital for our acquisition, exploration and development activities. In addition, a noncash write-down of our oil and gas properties could be required under full cost accounting rules if prices declined significantly, even if it is only for a short period of time. Lower prices may also reduce the amount of crude oil and natural gas that can be produced economically. Thus, we may experience material increases or decreases in reserve quantities solely as a result of price changes and not as a result of drilling or well performance.

Similarly, any improvements in oil and gas prices can have a favorable impact on our financial condition, results of operations and capital resources. Oil and natural gas prices do not necessarily fluctuate in direct relationship to each other. If the average oil price had increased or decreased by ten dollars per barrel for the first nine months of fiscal 2019, pretax income or loss would have changed by \$270,900. If the average gas price had increased or decreased by one dollar per mcf for the first nine months of fiscal 2019, pretax income or loss would have changed by \$219,204.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures. We maintain disclosure controls and procedures to ensure that the information we must disclose in our filings with the SEC is recorded, processed, summarized and reported on a timely basis. At the end of the period covered by this report, our principal executive officer and principal financial officer reviewed and evaluated the effectiveness of our disclosure controls and procedures, as defined in Exchange Act Rules 13a-15(e). Based on such evaluation, such officers concluded that, as of December 31, 2018, our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting. No changes in our internal control over financial reporting occurred during the nine months ended December 31, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We may, from time to time, be involved in litigation and claims arising out of our operations in the normal course of business. We are not aware of any legal or governmental proceedings against us, or contemplated to be brought against us, under various environmental protection statutes or other regulations to which we are subject.

Item 1A. Risk Factors

There have been no material changes to the information previously disclosed in Item 1A. “Risk Factors” in our 2018 Annual Report on Form 10-K.

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

None

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

None

Item 5. Other Information

None

Item 6. Exhibits

The information required by this Item 6 is set forth in the Index to Exhibits accompanying this Form 10-Q and is hereby incorporated by reference.

SIGNATURES

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

MEXCO ENERGY CORPORATION
(Registrant)

Dated: February 12, 2019 */s/ Nicholas C. Taylor*
Nicholas C. Taylor
Chairman of the Board and Chief Executive Officer

Dated: February 12, 2019 */s/ Tamala L. McComic*
Tamala L. McComic
President, Chief Financial Officer, Treasurer and Assistant Secretary

INDEX TO EXHIBITS

Exhibit
Number

- 3.1 Restated Articles of Incorporation of Mexco Energy Corporation filed as Exhibit 3.1 to the Company's Annual Report on Form 10-K dated June 24, 1998, and incorporated herein by reference.
- 3.2 Amended Bylaws of Mexco Energy Corporation as amended on September 13, 2011 filed as Exhibit 3.1 to the Company's Current Report on Form 8-K dated September 14, 2011, and incorporated herein by reference.
- 10.1 2009 Employee Incentive Stock Plan of Mexco Energy Corporation filed as Exhibit A to the Company's Proxy Statement on Form 14C dated July 15, 2009, and incorporated herein by reference.
- 10.2 Loan Agreement between Bank of America, N.A. and Mexco Energy Corporation dated December 31, 2008 filed as Exhibit 10.2 to the Company's Annual Report on Form 10-K dated June 25, 2015, and incorporated herein by reference.
- 10.3 First Amendment to Loan Agreement dated December 28, 2009 to the Loan Agreement between Bank of America, N.A. and Mexco Energy Corporation dated December 31, 2008 filed as Exhibit 10.3 to the Company's Annual Report on Form 10-K dated June 25, 2015, and incorporated herein by reference.
- 10.4 Second Amendment to Loan Agreement dated March 1, 2010 to the Loan Agreement between Bank of America, N.A. and Mexco Energy Corporation dated December 31, 2008 filed as Exhibit 10.4 to the Company's Annual Report on Form 10-K dated June 25, 2015, and incorporated herein by reference.
- 10.5 Third Amendment to Loan Agreement dated September 30, 2010 to the Loan Agreement between Bank of America, N.A. and Mexco Energy Corporation dated December 31, 2008 filed as Exhibit 10.5 to the Company's Annual Report on Form 10-K dated June 25, 2015, and incorporated herein by reference.
- 10.6 Fourth Amendment to Loan Agreement dated October 22, 2010 to the Loan Agreement between Bank of America, N.A. and Mexco Energy Corporation dated December 31, 2008 filed as Exhibit 10.6 to the Company's Annual Report on Form 10-K dated June 25, 2015, and incorporated herein by reference.
- 10.7 Fifth Amendment to Loan Agreement dated December 28, 2011 to the Loan Agreement between Bank of America, N.A. and Mexco Energy Corporation dated December 31, 2008 filed as Exhibit 10.7 to the Company's Annual Report on Form 10-K dated June 25, 2015, and incorporated herein by reference.
- 10.8 Sixth Amendment to Loan Agreement dated October 22, 2012 to the Loan Agreement between Bank of America, N.A. and Mexco Energy Corporation dated December 31, 2008 filed as Exhibit 10.8 to the Company's Annual Report on Form 10-K dated June 25, 2015, and incorporated herein by reference.
- 10.9 Seventh Amendment to Loan Agreement dated October 25, 2013 to the Loan Agreement between Bank of America, N.A. and Mexco Energy Corporation dated December 31, 2008 filed as Exhibit 10.9 to the Company's Annual Report on Form 10-K dated June 25, 2015, and incorporated herein by reference.

10.10 Eighth Amendment to Loan Agreement dated September 10, 2014 to the Loan Agreement between Bank of America, N.A. and Mexco Energy Corporation dated December 31, 2008 filed as Exhibit 10.10 to the Company's Annual Report on Form 10-K dated June 25, 2015, and incorporated herein by reference.

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- 10.11 Ninth Amendment to Loan Agreement dated February 13, 2015 to the Loan Agreement between Bank of America, N.A. and Mexco Energy Corporation dated December 31, 2008 filed as Exhibit 10.11 to the Company's Annual Report on Form 10-K dated June 25, 2015, and incorporated herein by reference.
- 10.12 Tenth Amendment to Loan Agreement dated March 31, 2016 to the Loan Agreement between Bank of America, N.A. and Mexco Energy Corporation dated December 31, 2008 filed as Exhibit 10.12 to the Company's Annual Report on Form 10-K dated June 27, 2017, and incorporated herein by reference.
- 10.13 Eleventh Amendment to Loan Agreement dated March 8, 2017 to the Loan Agreement between Bank of America, N.A. and Mexco Energy Corporation dated December 31, 2008, and incorporated herein by reference.
- 10.14 Loan Agreement between West Texas National Bank and Mexco Energy Corporation dated December 28, 2018 filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated December 31, 2018 and incorporated herein by reference.
- 14.1 Code of Business Conduct and Ethics of Mexco Energy Corporation filed with the Company's Quarterly Report on Form 10-Q filed on November 15, 2004, and incorporated herein by reference.
- 31.1 Certification of the Chief Executive Officer of the Company pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of the Chief Financial Officer of the Company pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

