

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ [See attached.](#)

Multiple horizontal lines for listing applicable Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ [See attached.](#)

Multiple horizontal lines for providing information regarding resulting loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [See attached.](#)

Multiple horizontal lines for providing other information necessary to implement the adjustment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here Signature ▶  Date ▶ 7/17/19

Print your name ▶ Chad Allen Title ▶ Chief Accounting Officer

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no.			

Northern Oil and Gas, Inc.
EIN: 95-3848122
Attachment to Form 8937
Report of Organizational Actions Affecting Basis of Securities

The information contained in Form 8937 and this attachment does not constitute tax advice and is not intended to be a complete analysis or description of all potential U.S. federal income tax consequences of the exchange transactions described herein. In addition, this information does not address tax consequences which may vary depending on the individual circumstances of holders of our common stock that participated in an exchange transaction, or any non-income tax or any foreign, state or local tax consequences of an exchange transaction. Accordingly, holders of our common stock that participated in an exchange transaction are strongly urged to consult with their own tax advisors to determine the particular U.S. federal, state, local or foreign income or other tax consequences of an exchange transaction to them, including the impact on tax basis resulting therefrom.

Part I

Line 8. The date of each organizational action is as follows:

See the description of the organizational actions in Part II, Line 14 below for the relevant date of each action.

Lines 9, 10, and 12. For each security involved in the organizational action, the requested information is as follows:

Northern Oil and Gas, Inc. 8.00% Senior Notes due 2020, CUSIP: 665531AB5 (the "Outstanding AB5 Notes")

Northern Oil and Gas, Inc. 8.00% Senior Notes due 2020, CUSIP: 665531AD1 (the "Outstanding AD1 Notes" and together with the Outstanding AB 5 Notes, the "2020 Notes")

Northern Oil and Gas, Inc. common stock, Ticker symbol: NOG

Part II

Line 14. Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action:

Organizational Action 1

On June 15, 2018, Northern Oil and Gas, Inc. entered into an exchange agreement with a holder of \$18,000,000 of its 2020 Notes (consisting of \$4,500,000 of its Outstanding AB5 Notes and \$13,500,000 of its Outstanding AD1 Notes), pursuant to which such holder exchanged all of its 2020 Notes for 6,530,000 shares of the company's common stock (the "initial settlement shares") and a contingent value right. On June 18, 2018 the company issued the initial settlement shares to the holder in the exchange transaction. Generally, the contingent value right

entitled the holder to receive a final settlement payment dependent on the price of the company's common stock over a future measurement period. Such final settlement payment, if any, would be payable, at the company's option, in cash or shares of the company's common stock.

Organizational Action 2

On June 13, 2018, Northern Oil and Gas, Inc. entered into an exchange agreement with a holder of \$2,950,000 of its Outstanding AB5 Notes, pursuant to which such holder exchanged all of its Outstanding AB5 Notes for 1,062,217 shares of the company's common stock. On June 28, 2018 the company issued stock to the holder in the exchange transaction.

Organizational Action 3

On June 22, 2018, Northern Oil and Gas, Inc. entered into an exchange agreement with a holder of \$19,807,000 of its 2020 Notes (consisting of \$14,807,000 of its Outstanding AB5 Notes and \$5,000,000 of its Outstanding AD1 Notes), pursuant to which such holder exchanged all of its 2020 Notes for 6,582,018 shares of the company's common stock (the "initial settlement shares") and a contingent value right. On June 22, 2018, the company issued the initial settlement shares to the holder in the exchange transaction. Generally, the contingent value right entitled the holder to receive a final settlement payment dependent on the price of the company's common stock over a future measurement period. Such final settlement payment, if any, would be payable, at the company's option, in cash or shares of the company's common stock.

Organizational Action 4

On June 21, 2018, Northern Oil and Gas, Inc. entered into an exchange agreement with a holder of \$3,000,000 of its Outstanding AB5 Notes, pursuant to which such holder exchanged all of its Outstanding AB5 Notes for 1,012,652 shares of the company's common stock (the "initial settlement shares") and a contingent value right. On June 25, 2018, the company issued the initial settlement shares to the holder in the exchange transaction. Generally, the contingent value right entitled the holder to receive a final settlement payment dependent on the price of the company's common stock over a future measurement period. Such final settlement payment, if any, would be payable, at the company's option, in cash or shares of the company's common stock.

Organizational Action 5

On June 25, 2018, Northern Oil and Gas, Inc. entered into an exchange agreement with a holder of \$10,000,000 of its 2020 Notes (consisting of \$2,631,000 of its Outstanding AB5 Notes and \$7,369,000 of its Outstanding AD1 Notes), pursuant to which such holder exchanged all of its 2020 Notes for 3,338,020 shares of the company's common stock (the "initial settlement shares") and a contingent value right. On June 26, 2018, the company issued the initial settlement shares to the holder in the exchange transaction. Generally, the contingent value right entitled the holder to receive a final settlement payment dependent on the price of the company's common stock over a future measurement period. Such final settlement payment, if any, would be payable, at the company's option, in cash or shares of the company's common stock.

Organizational Action 6

On July 19, 2018, Northern Oil and Gas, Inc. entered into an exchange agreement with a holder of \$9,943,000 of its 2020 Notes (consisting of \$698,000 of its Outstanding AB5 Notes and

\$9,245,000 of its Outstanding AD1 Notes), pursuant to which such holder exchanged all of its 2020 Notes for 3,057,559 shares of the company's common stock (the "initial settlement shares") and a contingent value right. On July 20, 2018, the company issued the initial settlement shares to the holder in the exchange transaction. Generally, the contingent value right entitled the holder to receive a final settlement payment dependent on the price of the company's common stock over a future measurement period. Such final settlement payment, if any, would be payable, at the company's option, in cash or shares of the company's common stock.

Organizational Action 7

On August 7, 2018, Northern Oil and Gas, Inc. entered into an exchange agreement with a holder of \$1,500,000 of its Outstanding AB5 Notes, pursuant to which such holder exchanged all of its Outstanding AB5 Notes for 485,936 shares of the company's common stock. On August 13, 2018, pursuant to such exchange agreement, the company issued stock to the holder in the exchange transaction.

Organizational Action 8

On August 13, 2018, Northern Oil and Gas, Inc. entered into an exchange agreement with a holder of \$11,954,000 of its Outstanding AB5 Notes, pursuant to which such holder exchanged all of its Outstanding AB5 Notes for 3,244,657 shares of the company's common stock (the "initial settlement shares") and a contingent value right. On August 13, 2018, the company issued the initial settlement shares to the holder in the exchange transaction. Generally, the contingent value right entitled the holder to receive a final settlement payment dependent on the price of the company's common stock over a future measurement period. Such final settlement payment, if any, would be payable in shares of the company's common stock.

Organizational Action 9

On September 14, 2018, Northern Oil and Gas, Inc. entered into an exchange agreement with a holder of \$22,312,000 of its Outstanding AB5 Notes, pursuant to which such holder agreed to exchange all of its Outstanding AB5 Notes for 7,170,855 shares of the company's common stock (the "initial settlement shares") and a contingent value right. On September 14, 2018, the company issued the initial settlement shares to the holder in the exchange transaction. Generally, the contingent value right entitled the holder to receive certain additional monthly payments subject to a combined \$6,000,000 limitation, dependent on the price of the company's common stock over a future measurement periods. Such additional monthly payments, if any, would be payable, at the company's option, in cash or shares of the company's common stock.

Organizational Action 10

On September 14, 2018, Northern Oil and Gas, Inc. entered into an exchange agreement with a holder of \$1,039,000 of its Outstanding AB5 Notes, pursuant to which such holder agreed to exchange all of its Outstanding AB5 Notes for 329,970 shares of the company's common stock (the "initial settlement shares") and a contingent value right. On September 14, 2018, the company issued the initial settlement shares to the holder in the exchange transaction. Generally, the contingent value right entitled the holder to receive certain additional monthly payments subject to a combined \$279,000 limitation, dependent on the price of the company's common stock over future measurement periods. Such additional monthly payments, if any, would be payable, at the company's option, in cash or shares of the company's common stock.

Line 15. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis:

The company intends to treat the 2020 Notes as “securities” for U.S. federal income tax purposes. Assuming that the 2020 Notes are “securities” for U.S. federal income tax purposes, the exchange of the Outstanding AB5 Notes (and Outstanding AD1 Notes, if applicable) for common stock would be treated as a recapitalization under Section 368(a)(1)(E) of the Internal Revenue Code of 1986, as amended (the “Code”).

Assuming that an exchange transaction constituted a recapitalization, for a former holder of Outstanding AB5 Notes (and Outstanding AD1 Notes, if applicable) that participated in an exchange transaction, such holder’s initial basis in the common stock received in the exchange transaction generally should be equal to such holder’s adjusted basis in the Outstanding AB5 Notes (and Outstanding AD1 Notes, if applicable) immediately prior to the exchange transaction. Such adjusted basis should be allocated to the common stock on the completion date of the exchange transaction. The adjusted basis allocated to common stock is then divided by the number of shares received to determine the per-share basis in the common stock. The tax basis would generally be required to be calculated separately for each block of the Outstanding AB5 Notes (and Outstanding AD1 Notes, if applicable) exchanged.

In some of the transactions, as described above in Line 14, holders were entitled to receive not only shares of the company’s common stock but also a contingent value right. Such contingent value right tended to provide a right at a specified future date to an additional payment, if the company’s stock traded below an agreed-upon level after an agreed-upon period of time, at the company’s option, in cash or in shares of the company’s common stock (or, in one instance, in shares of the company’s common stock only). The treatment of the receipt of a contingent value right is complex. Holders should consult their tax advisors to determine the tax consequences of the receipt of a contingent value right (if applicable), including the treatment of the contingent value right in the context of the recapitalization and the impact on stock basis.

Line 16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates:

As described in Line 15, subject to adjustment depending on the tax treatment of a contingent value right, if applicable, for a former holder of Outstanding AB5 Notes (and Outstanding AD1 Notes, if applicable) that participated in an exchange transaction, such holder’s initial basis in the common stock received in the exchange transaction should be equal to such holder’s adjusted basis in the Outstanding AB5 Notes (and Outstanding AD1 Notes, if applicable) immediately prior to the exchange transaction.

Line 17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based:

354, 356, 358, 368(a)(1)(E), 1001

Line 18. Can any resulting loss be recognized?

Assuming an exchange transaction constitutes a recapitalization under Section 368(a)(1)(E) of the Code, holders of Outstanding AB5 Notes (and Outstanding AD1 Notes, if applicable) that participated in an exchange transaction cannot recognize loss realized (if any) in the exchange.

Line 19. Provide any other information necessary to implement the adjustment, such as the reportable tax year:

The tax consequences of the exchange of Outstanding AB5 Notes (and Outstanding AD1 Notes, if applicable) for common stock pursuant to the exchange transaction should be reported by a holder in its tax year that includes the date of:

Organizational Action 1: June 18, 2018

Organizational Action 2: June 28, 2018

Organizational Action 3: June 22, 2018

Organizational Action 4: June 25, 2018

Organizational Action 5: June 26, 2018

Organizational Action 6: July 20, 2018

Organizational Action 7: August 13, 2018

Organizational Action 8: August 13, 2018

Organizational Action 9: September 14, 2018

Organizational Action 10: September 14, 2018

The holding period for the common stock received in an exchange transaction generally would include the holding period for the Outstanding AB5 Notes (and Outstanding AD1 Notes, if applicable) held prior to the exchange transaction.

Holders should consult their tax advisors to determine the tax consequences to them of the exchange of 2020 Notes for common stock (and a contingent value right, if applicable) pursuant to an exchange transaction.