

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)
☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended March 31, 2026

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 Number 000-06814



(Exact Name of Registrant as Specified in its Charter)

Delaware (State or other jurisdiction of incorporation or organization)	83-0205516 (I.R.S. Employer Identification No.)
1616 S. Voss Road, Suite 725, Houston, Texas (Address of principal executive offices)	77057 (Zip Code)

(346) 509-8734
(Registrant’s telephone number, including area code)

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, par value \$0.01	USEG	NASDAQ Stock Market LLC (Nasdaq Capital Market)

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 (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

Large accelerated filer ☐

Non-accelerated filer ☒

Accelerated filer ☐

Smaller reporting company ☒

Emerging growth company ☐

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The registrant had 52,320,429 shares of its common stock, par value \$0.01 per share, outstanding as of May 4, 2026.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q (this “Report” or “Form 10-Q”), including “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” contains “forward-looking statements” within the meaning of the federal securities laws, including Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical facts are forward-looking statements.

Examples of forward-looking statements in this Report include:

- planned capital expenditures for industrial gas, oil and natural gas exploration, development and environmental compliance;
- potential drilling locations and available spacing units, and possible changes in spacing rules;
- cash expected to be available for capital expenditures and to satisfy other obligations;
- recovered volumes and values of industrial gas, oil and natural gas approximating third-party estimates;
- anticipated changes in oil and natural gas production and future industrial gas production;
- drilling and completion activities and opportunities;
- timing of drilling additional wells and performing other exploration and development projects;
- expected spacing and the number of wells to be drilled with our industry partners;
- when payout-based milestones or similar thresholds will be reached for the purposes of our agreements with our partners;
- expected working and net revenue interests, and costs of wells, relating to the drilling programs with our partners;
- actual decline rates for producing wells;
- future cash flows, expenses and borrowings;
- pursuit of potential acquisition opportunities;
- economic downturns, wars and increased inflation and interest rates, and possible recessions caused thereby;
- the effects of global pandemics on our operations, properties, the market for industrial gas, oil and natural gas, and the demand for industrial gas, oil and natural gas;
- our expected financial position;
- our expected future overhead reductions;
- our ability to become an operator of industrial gas, oil and natural gas properties;
- our ability to raise additional financing and acquire attractive industrial gas, oil and natural gas properties; and
- other plans and objectives for future operations, including industrial gas exploration and development.

These forward-looking statements are identified by their use of terms and phrases such as “may,” “expect,” “estimate,” “project,” “plan,” “believe,” “intend,” “achievable,” “anticipate,” “will,” “continue,” “potential,” “should,” “could,” “up to,” and similar terms and phrases. Though we believe that the expectations reflected in these statements are reasonable, they involve certain assumptions, risks and uncertainties. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in this Quarterly Report on Form 10-Q, and in particular, under and incorporated by reference in, “Risk Factors”, below, the risks discussed in Part I, Item 1A, “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2025, and those discussed in other documents we file with the Securities and Exchange Commission (the “SEC” or the “Commission”). Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

All subsequent written and oral forward-looking statements attributable to the Company, or persons acting on its behalf, are expressly qualified in their entirety by the cautionary statements above.

All forward-looking statements speak only at the date of the filing of this Report. We do not undertake any obligation to update or revise publicly any forward-looking statements except as required by law, including the securities laws of the United States and the rules and regulations of the SEC.

Part I. FINANCIAL INFORMATION

Item 1. Financial Statements

U.S. ENERGY CORP. AND SUBSIDIARIES UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS (in thousands, except share and per share amounts)

	March 31, 2026	December 31, 2025
ASSETS		
Current assets:		
Cash and equivalents	\$ 10,451	\$ 429
Oil and natural gas sales receivables	714	454
Marketable equity securities	168	146
Other current assets	1,158	956
Total current assets	12,491	1,985
Oil and natural gas properties under full cost method and industrial gas properties:		
Evaluated properties	132,514	132,459
Less accumulated depreciation, depletion and amortization	(117,619)	(117,237)
Net oil and natural gas properties	14,895	15,222
Unproved industrial gas properties, not subject to amortization	26,974	22,479
Other Assets:		
Property and equipment, net	275	318
Right-of-use asset	311	356
Other assets	245	270
Total other assets	831	944
Total assets	<u>\$ 55,191</u>	<u>\$ 40,630</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 1,885	\$ 1,592
Revenue and royalties payable	3,823	3,921
Asset retirement obligations	595	300
Current lease obligation	214	210
Total current liabilities	6,517	6,023
Noncurrent liabilities:		
Credit facility	2,500	2,500
Asset retirement obligations	7,548	7,706
Long-term lease obligation, net of current portion	151	206
Total noncurrent liabilities	10,199	10,412
Total liabilities	<u>16,716</u>	<u>16,435</u>
Commitments and contingencies (Note 8)		
Shareholders' equity:		
Common stock, \$0.01 par value; 245,000,000 shares authorized; 52,320,429 and 34,405,143 shares issued and outstanding at March 31, 2026 and December 31, 2025, respectively	523	345
Additional paid-in capital	253,049	235,762
Accumulated deficit	(215,097)	(211,912)
Total shareholders' equity	38,475	24,195
Total liabilities and shareholders' equity	<u>\$ 55,191</u>	<u>\$ 40,630</u>

The accompanying notes are an integral part of these unaudited Condensed Consolidated Financial Statements.

U.S. ENERGY CORP. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2026 AND 2025
(In thousands, except share and per share amounts)

	Three Months Ended March 31,	
	2026	2025
Revenue:		
Oil	\$ 1,376	\$ 1,770
Natural gas and liquids	228	423
Total revenue	1,604	2,193
Operating expenses:		
Lease operating expenses	910	1,625
Production taxes	130	148
Depreciation, depletion, accretion and amortization	559	1,119
Exploration expense	101	-
General and administrative expenses	3,048	2,389
Total operating expenses	4,748	5,281
Operating loss	(3,144)	(3,088)
Other income (expense):		
Interest expense, net	(63)	(47)
Other income, net	22	24
Total other (expense) income	(41)	(23)
Net loss before income taxes	\$ (3,185)	\$ (3,111)
Income tax expense	-	-
Net loss	\$ (3,185)	\$ (3,111)
Basic and diluted weighted average shares outstanding	40,065,555	32,724,922
Basic and diluted loss per share	\$ (0.08)	\$ (0.10)

The accompanying notes are an integral part of these unaudited Condensed Consolidated Financial Statements.

U.S. ENERGY CORP. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES
IN SHAREHOLDERS' EQUITY
FOR THE THREE AND THREE MONTHS ENDED MARCH 31, 2026 AND 2025
(in thousands, except share amounts)

	Common Stock		Additional	Accumulated	
	Shares	Amount	Paid-in	Deficit	Total
			Capital		
Balances, December 31, 2024	27,903,197	\$ 279	\$ 221,460	\$ (197,538)	\$ 24,201
Stock-based compensation	-	-	471	-	471
Shares issued for acquisition of industrial gas properties	1,400,000	14	2,618	-	2,632
Shares issued to employees and directors	851,515	9	(9)	-	-
Shares withheld to settle tax withholding obligations for restricted stock awards	(203,281)	(2)	(322)	-	(324)
Shares sold in underwritten offering, net of offering costs \$899,099	4,871,400	49	11,828	-	11,877
Share repurchased	(125,600)	(1)	(233)	-	(234)
Shares repurchased from related party	(635,400)	(6)	(1,568)	-	(1,574)
Net loss	-	-	-	(3,111)	(3,111)
Balances, March 31, 2025	<u>34,061,831</u>	<u>\$ 342</u>	<u>\$ 234,244</u>	<u>\$ (200,650)</u>	<u>\$ 33,938</u>
Balances, December 31, 2025	34,405,143	345	235,762	(211,912)	24,195
Stock-based compensation	-	-	446	-	446
Shares issued to employees and directors	735,514	7	(6)	-	1
Shares withheld to settle tax withholding obligations for restricted stock awards	(168,610)	(2)	(169)	-	(171)
Shares sold in underwritten offering, net of offering costs \$714,195	8,800,000	88	7,998	-	8,086
Shares issued for committed equity facility, net of offering costs \$199,238	8,548,382	85	9,018	-	9,103
Net loss	-	-	-	(3,185)	(3,185)
Balances, March 31, 2026	<u>52,320,429</u>	<u>\$ 523</u>	<u>\$ 253,049</u>	<u>\$ (215,097)</u>	<u>\$ 38,475</u>

The accompanying notes are an integral part of these unaudited Condensed Consolidated Financial Statements.

U.S. ENERGY CORP. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2026 AND 2025
(in thousands)

	<u>2026</u>	<u>2025</u>
Cash flows from operating activities:		
Net loss	\$ (3,185)	\$ (3,111)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation, depletion, accretion, and amortization	559	1,119
Loss (gain) on marketable equity securities	(22)	66
Amortization of debt issuance costs	4	23
Stock-based compensation	446	471
Right-of-use asset amortization	45	42
Changes in operating assets and liabilities:		
Oil and natural gas sales receivable	(260)	689
Accounts payable and accrued liabilities	200	(2,580)
Accrued compensation and benefits	(19)	(747)
Other operating assets and liabilities, net	(170)	(468)
Payments on operating lease liability	(51)	(48)
Net cash used in operating activities	<u>(2,452)</u>	<u>(4,544)</u>
Cash flows from investing activities:		
Acquisition of industrial gas properties	-	(2,128)
Industrial gas capital expenditures	(4,383)	(277)
Oil and natural gas capital expenditures	(48)	(14)
Property and equipment expenditures	-	(3)
Net cash used in investing activities	<u>(4,431)</u>	<u>(2,422)</u>
Cash flows from financing activities:		
Financing costs	(114)	-
Shares withheld to settle tax withholding obligations for restricted stock awards	(170)	(324)
Repurchases of common stock	-	(234)
Related party share repurchase	-	(1,574)
Proceeds from underwritten offering	8,086	11,877
Proceeds from committed equity facility	9,103	-
Net cash provided by financing activities	<u>16,905</u>	<u>9,745</u>
Net change in cash and equivalents	10,022	2,779
Cash and equivalents, beginning of period	429	7,723
Cash and equivalents, end of period	<u>\$ 10,451</u>	<u>\$ 10,502</u>

The accompanying notes are an integral part of these unaudited Condensed Consolidated Financial Statements. Please see *Note-15- Supplemental Disclosures of Cash Flow Information*.

U.S. ENERGY CORP. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. ORGANIZATION, OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES

Organization and Operations

U.S. Energy Corp. and its wholly-owned subsidiaries are referred to as the “Company” in these Notes to Condensed Consolidated Financial Statements. The Company is incorporated in the State of Delaware and its principal business activities are focused on the acquisition, exploration and development of industrial gas and oil and natural gas properties in the United States.

Basis of Presentation

The accompanying unaudited Condensed Consolidated Financial Statements are presented in accordance with U.S. generally accepted accounting principles (“GAAP”) and have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”) regarding interim financial reporting. Accordingly, certain information and footnote disclosures required by GAAP for complete financial statements have been condensed or omitted in accordance with such rules and regulations. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation of the Condensed Consolidated Financial Statements have been included.

For further information, refer to the Consolidated Financial Statements and footnotes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2025, as filed with the SEC on March 13, 2026. The Company’s significant accounting policies are also described in Note 1 in those Consolidated Financial Statements. There have been no material changes to those policies during the three months ended March 31, 2026.

Our financial condition as of March 31, 2026, and operating results for the three months ended March 31, 2026, are not necessarily indicative of the financial condition and results of operations that may be expected for any future interim period or for the year ending December 31, 2026.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include oil and natural gas reserves that are used in the calculation of depreciation, depletion, amortization (“DD&A”) and impairment of the carrying value of proved oil and natural gas properties, and the cost and timing of future asset retirement obligations. The Company evaluates its estimates on an on-going basis and bases its estimates on historical experience and on various other assumptions the Company believes to be reasonable. Due to inherent uncertainties, including the future prices of oil and natural gas, these estimates could change in the near term and such changes could be material.

Principles of Consolidation

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in conformity with GAAP and include the accounts of U.S. Energy Corp. and its wholly-owned subsidiaries. U.S. Energy Corp. accounts for its share of oil and natural gas exploration and production activities, and industrial gas activities in which it has a direct working interest, by reporting its proportionate share of assets, liabilities, revenues, costs, and cash flows within the relevant lines on the Condensed Consolidated Balance Sheets, Condensed Consolidated Statements of Operations, and Condensed Consolidated Statements of Cash Flows. All inter-company balances and transactions have been eliminated in consolidation.

Industry Segment and Geographic Information

The Company operates primarily in the exploration and production segment of the oil and gas industry, conducting onshore operations within the United States. All current revenues are derived from the production and sale of oil and natural gas.

In addition, the Company has commenced development activities related to industrial gas assets. These activities are currently in the development stage and have *not* yet generated revenues. Development activities primarily consist of resource evaluation, permitting, engineering and related capital expenditures.

The Company manages its operations as a single reportable segment under ASC 280 Segment Reporting. The Company's Chief Executive Officer serves as the Chief Operating Decision Maker ("CODM") and reviews financial information on a consolidated basis for purposes of allocating resources and assessing performance. While industrial gas development costs and capital expenditures are tracked separately for internal project management purposes, such activities do *not* currently constitute a separate operating segment, as discrete operating results are *not* reviewed by the CODM and *no* revenues have been generated.

The Company's principal oil and natural gas properties and operations are located in:

- The Rockies region (Montana and Wyoming)
- The Mid-Continent and Other region (Oklahoma and North and Texas)

The CODM evaluates performance primarily based on operating income (loss), defined as revenues less lease operating expenses. Other significant items reviewed include total assets, depreciation, depletion and amortization ("DD&A"), general and administrative expense, gain or loss on derivative activity, interest expense and income tax expense (benefit). These amounts are presented in the Consolidated Balance Sheets and Consolidated Statements of Operations.

Recently Issued Accounting Pronouncements Not Yet Adopted

In November 2024, the Financial Accounting Standards Board issued Accounting Standards Update No. 2024-03, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40)*, which requires additional disaggregation of certain expense captions presented on the face of the income statement, including further detail regarding the nature of expenses such as employee compensation, depreciation, and amortization. The guidance is intended to enhance transparency into the composition of an entity's expenses.

The amendments in ASU 2024-03 are effective for public business entities for fiscal years beginning after December 15, 2026, and interim periods within those fiscal years. Early adoption is permitted.

The Company is currently evaluating the impact that the adoption of this guidance will have on its consolidated financial statements and related disclosures. The Company expects the adoption will result in expanded disclosures but does not anticipate a material impact on its results of operations, financial position, or cash flows.

Related Party Transaction

During the three months ended March 31, 2026, the Company entered into a consulting engagement with a related party, as defined under applicable accounting guidance. The related party relationship arises from the entity being controlled by a member of the Company's board of directors. The Company engaged the related party to provide electrical infrastructure consulting services in connection with the development of its gas processing facility. For the three months ended March 31, 2026, the Company incurred approximately \$25,000 in costs related to these services. The arrangement provides for a fixed fee of up to \$50,000, and the Company believes the terms are customary and reasonable for similar services. The Company's Audit Committee reviewed and approved the engagement in accordance with the Company's related party transaction policy. As of March 31, 2026, no amounts were payable to the related party.

2. ACQUISITIONS AND DIVESTITURES

Acquisition of industrial gas acreage

On January 7, 2025, the Company entered into, and simultaneously closed the related party transactions contemplated by, a Purchase and Sale Agreement (the "Synergy Purchase Agreement"), with Synergy Offshore LLC ("Synergy"). Synergy is controlled by Mr. Duane H. King, a member of the Board of Directors of the Company, who serves as the Chief Executive Officer and Manager of Synergy, and John A. Weinzierl, the Company's Chairman, who was an approximate sixty percent beneficial owner of Synergy at the time of the entry into the purchase and sale agreement.

Pursuant to the Synergy Purchase Agreement, the Company purchased from Synergy, 24,000 net operated acres located across the Kevin Dome structure in Toole County, Montana, which are highly contiguous to the 144,000 net acres located across the Kevin Dome structure in Toole County, Montana acquired by the Company in June 2024 from Wavetech Helium, Inc. ("Wavetech"), including all leases, wells, rights and interests in, under or derived from all communalization, unitization, or pooling agreements or pooling orders, easements, mineral interests, contracts, production, equipment, claims, receivables, indemnities, permits, seismic studies and records, associated therewith (collectively, the "Property"), subject to Synergy retaining an undivided twenty percent (20.00%) of Synergy's right, title, and interest in the Property, and certain excluded assets (the "Synergy Reserved Interest").

The Property was acquired in consideration for (a) \$2.0 million in cash, subject to customary adjustments; (b) 1,400,000 shares of the Company's common stock (representing 4.76% of the Company's outstanding common stock at the time of the entry into the Purchase Agreement) (the "Closing Shares"); (c) a carried working interest whereby the Company agreed to cover and pay for 100% of Synergy's costs attributable to the Synergy Reserved Interest, until the earlier of (i) 78 months from the closing date; or (ii) the date the total costs associated therewith total \$20 million; (d) the Company's agreement to pay Synergy 18% of the cash amounts it actually realizes from our sequestration of carbon oxides or similar substances derived directly from the area of mutual interest ("AMI") surrounding the Property; and (e) the Company's agreement to pay Synergy 18% of the gain we may receive in connection with the sale of the future, first, gas processing plant located on the Property (which includes any expansions connected to the initial installation that processes production from within the AMI in which the Company has a financial interest), in the same form as the consideration we receive upon such sale. Total consideration was \$4.7 million. The transaction was accounted for as an asset acquisition and recorded as an unevaluated industrial gas asset upon closing.

3. REVENUE RECOGNITION

The Company disaggregates revenues from its share of revenue from the sale of oil and natural gas and liquids by region. The Company's revenues in the Rockies region and the Mid-Continent and Other region for the three months ended March 31, 2026 and 2025, are presented in the following table:

	Three Months Ended March 31,	
	2026	2025
	(in thousands)	
Revenue:		
<i>Rockies</i>		
Oil	\$ 1,320	\$ 1,357
Natural gas and liquids	43	69
Total	\$ 1,363	\$ 1,426
<i>Mid-Continent and Other</i>		
Oil	\$ 56	\$ 413
Natural gas and liquids	\$ 185	\$ 354
Total	\$ 241	\$ 767
Combined Total	\$ 1,604	\$ 2,193

Cumulative oil and natural gas divestitures have reduced production in the Company's West Texas, South Texas and Gulf Coast region to an insignificant level during the three months ended March 31, 2026. Accordingly, revenues for these areas are included within the Mid-Continent region in the current period, and prior-period amounts have been reclassified to conform to the current presentation. For the three months ended March 31, 2025, oil and natural gas revenues attributable to the West Texas, South Texas and Gulf Coast region were \$233 thousand and \$10 thousand, respectively.

Significant concentrations of credit risk

The Company has exposure to credit risk in the event of non-payment of oil and natural gas receivables by purchasers of its operated oil and natural gas properties. The following table presents the purchasers that accounted for 10% or more of the Company's total oil and natural gas revenue for at least one of the periods presented:

	Three Months Ended March 31,	
	2026	2025
Purchaser A	70%	46%
Purchaser B	7%	16%
Purchaser C	6%	8%

4. LEASES

The Company's operating lease right-of-use asset and lease obligation are recognized at their discounted present value under the following captions in the Condensed Consolidated Balance Sheets as of March 31, 2026 and December 31, 2025:

	March 31, 2026	December 31, 2025
	(in thousands)	
Right-of-use asset	\$ 311	\$ 356
Lease liability		
Current lease obligation	\$ 214	\$ 210
Long-term lease obligation	151	206
Total lease liabilities	\$ 365	\$ 416

The Company recognizes lease expense on a straight-line basis excluding short-term and variable lease payments, which are recognized as incurred. Short-term lease cost represents payments for oilfield equipment with original lease terms less than one year. The following are the amounts recognized as components of lease cost for the three months ended March 31, 2026 and 2025:

	Three Months Ended March 31, 2026	2025
	(in thousands)	
Operating lease cost	\$ 49	\$ 49
Short-term lease cost	25	25
Total lease costs	\$ 74	\$ 74

The Company's Houston office operating lease does not contain implicit interest rates that can be readily determined; therefore, the Company used the incremental borrowing rates in effect at the time the Company entered into the leases.

	As of March 31, 2026	2025
	(in thousands)	
Weighted average lease term (years)	1.7	2.7
Weighted average discount rate	4.25%	4.25%

Maturity of operating lease liabilities with terms of one year or more as of March 31, 2026 is presented in the following table:

	March 31, 2026
	(in thousands)
2026	\$ 169
2027	210
Total lease payments	\$ 379
Less: imputed interest	(14)
Total lease liability	\$ 365

5. OIL AND NATURAL GAS PRODUCING ACTIVITIES

Full Cost Method Ceiling Test and Impairment

The reserves used in the ceiling test incorporate assumptions regarding pricing and discount rates over which management has no influence in the determination of present value. In the calculation of the ceiling test as of March 31, 2026, the Company used \$63.31 per barrel for oil and \$3.72 per one million British Thermal Units for natural gas (as further adjusted for property, specific gravity, quality, local markets and distance from markets) to compute the future cash flows of the Company's producing properties. The discount factor used was 10%. No ceiling test write down was recorded for the three months ended March 31, 2026.

In the calculation of the ceiling test as of March 31, 2025, the Company used \$74.52 per barrel for oil and \$2.44 per one million British Thermal Units for natural gas (as further adjusted for property, specific gravity, quality, local markets and distance from markets) to compute the future cash flows of the Company's producing properties. The discount factor used was 10%. No ceiling test write down was recorded for the three months ended March 31, 2025.

6. Credit Facility

On January 5, 2022, the Company entered into a four-year credit agreement ("Credit Agreement") with FirstBank Southwest ("FirstBank") as administrative agent for one or more lenders (the "Lenders"), which provided for a revolving line of credit with an initial borrowing base of \$15 million, and a maximum credit amount of \$100 million. Borrowings under the Credit Agreement are collateralized by a first priority, perfected lien and security interests on substantially all assets of the Company (subject to permitted liens and other customary exceptions). On July 26, 2022, the Company entered into a letter agreement with FirstBank whereby it increased the borrowing base under the Credit Agreement from \$15 million to \$20 million. Under the Credit Agreement, revolving loans may be borrowed, repaid and re-borrowed until January 5, 2026, when all outstanding amounts must be repaid.

On September 16, 2025, effective August 1, 2025, the Company entered into a First Amendment to Credit Agreement and Limited Waiver ("Amendment") with FirstBank, as administrative agent for the lenders party thereto, and such lenders. Significant revisions made to the Credit Amendment as a result of the Amendment include extending the maturity date of amounts owed from January 5, 2026 to May 31, 2029, lowering the borrowing base from \$20 million to \$10 million and deferring the next test period for the ratio of total debt to EBITDAX to March 31, 2026. During 2025, the Company expensed \$53 thousand of remaining capitalized deferred financing costs associated with the Credit Agreement and capitalized \$60 thousand of deferred financing costs attributable to the Amendment.

Under the Credit Agreement, revolving loans may be borrowed, repaid and re-borrowed until May 31, 2029, when all outstanding amounts must be repaid. Interest on the outstanding amounts under the Credit Agreement will accrue at an interest rate equal to the greater of (i) the prime rate in effect on such day, and (ii) the Federal Funds rate in effect on such day (as determined in the Credit Agreement) plus 0.50%, and an applicable margin that ranges between 0.25% to 1.25% depending on utilization of the amount of the borrowing base (the "Applicable Margin"). In addition, there is a fee on the unused borrowing commitment of 0.5%. Interest expense from drawn balances recognized on the Credit Agreement and the weighted average interest rates for the three months ended March 31, 2026 and 2025 are presented in the following table:

	Three Months Ended March 31,	
	2026	2025
	(in thousands)	
Interest expense	\$ 41	\$ -
Weighted average interest rate	6.5%	0.0%

The Credit Agreement contains various restrictive covenants and compliance requirements, which include: (i) maintenance of certain financial ratios, as defined in the Credit Agreement tested quarterly, that limit the Company's ratio of total debt to EBITDAX (as defined in the Credit Agreement) to 3:1 and require its ratio of consolidated current assets to consolidated current liabilities (as each is described in the Credit Agreement) to remain at 1:1 or higher; (ii) restrictions on making certain payments as defined in the Credit Agreement, including the payment of cash dividends and repurchases of equity interests (subject to certain limited rights to make restricted payments as long as no event of default has occurred, or would result from the restricted payment, certain financial ratios are met and the borrowing availability after giving pro forma effect to any borrowing to be made on the date of the restricted payment is greater than, or equal to, 20% of the then existing borrowing base); (iii) limits on the incurrence of additional indebtedness; (iv) a prohibition on the entry into commodity swap contracts exceeding a specified percentage of our expected production; and (v) restrictions on the disposition of assets.

7. COMMODITY DERIVATIVES

The Company's results of operations and cash flows are affected by changes in market prices for crude oil and natural gas. To manage a portion of its exposure to price volatility from producing crude oil and natural gas, the Company may enter into commodity derivative contracts to protect against price declines in future periods. The Company does not enter into derivative contracts for speculative or trading purposes. The Company does not apply hedge accounting. Accordingly, changes in the fair value of the derivative contracts are recorded in the Condensed Consolidated Statements of Operations and are included as a non-cash adjustment to net loss in the operating activities section in the Condensed Consolidated Statements of Cash Flows.

As of March 31, 2026 and December 31, 2025, the Company had no commodity derivative contracts outstanding.

8. COMMITMENTS AND CONTINGENCIES

Contingencies

The Company is subject to litigation and claims arising in the ordinary course of business. The Company accrues for such items when a liability is both probable and the amount can be reasonably estimated. In the opinion of management, the anticipated results of any pending litigation and claims are not expected to have a material effect on the results of operations, the financial position, or the cash flows of the Company.

9. SHAREHOLDERS' EQUITY

As of March 31, 2026, and December 31, 2025, the Company had 245,000,000 common stock shares authorized. In addition, as of March 31, 2026, and December 31, 2025, the Company had 5,000,000 authorized but unissued shares of preferred stock.

Equity Issuances

On March 10, 2026, the Company closed on an underwritten offering of 8,800,000 shares of common stock, at a price to the public of \$1.00 per share generating \$8.1 million net of underwriting discounts and offering expenses.

On January 22, 2025, the Company entered into an underwriting agreement for the offering of 4,871,400 shares of common stock, at a price to the public of \$2.65 per share (such offering, the "Offering").

The sale of 4,871,400 shares of common stock (including the full 635,400 over-allotment option) in connection with the Offering, closed on January 23, 2025. The Company generated approximately \$11.9 million of net proceeds from the Offering, after deducting the underwriting discounts and commissions and offering costs payable by us, and plans to use such proceeds for the development of its recent acquisition in Montana, general corporate purposes, and working capital, or for other purposes that our board of directors, in their good faith, deems to be in the best interest of the Company. Additionally, management used \$1.574 million from the over-allotment option exercise to purchase shares of common stock from Sage Road Capital, LLC (whose co-manager, Joshua L. Batchelor, was a then member of the Board of Directors of the Company) and its affiliates at a price equal to the public offering price of the Offering, less underwriting discounts, which sale took place in January 2025, as discussed below.

Related Party Share Repurchase

On January 27, 2025, the Company entered into a Share Repurchase Agreement with Banner Oil & Gas, LLC (“Banner”), Woodford Petroleum, LLC (“Woodford”), and Sage Road Energy II, LP, (“Sage Road”, and together with Banner and Woodford, the “Selling Stockholders”). In his capacity as co-Managing Partner of Sage Road Capital, LLC, which indirectly controls and manages certain funds which own a majority interest in Banner, Woodford and Sage Road, Joshua L. Batchelor, a then member of the Board of Directors of the Company, may be deemed to beneficially own the shares of common stock held by the Selling Stockholders.

Pursuant to the Share Repurchase Agreement, the Company, in a private transaction, outside of, and separate from the Company’s previously disclosed share repurchase program, on January 27, 2025, repurchased (a) 534,020 shares of common stock held by Banner, (b) 41,229 shares of common stock held by Woodford, and (c) 60,151 shares of common stock held by Sage Road, for an aggregate of \$1.574 million or approximately \$2.48 per share, which was the net price per share of the 4,871,400 shares of common stock sold in our underwritten public offering which closed on January 23, 2025, less underwriting discounts and commissions, and which represented an 8.2% premium to the closing sales price of the Company’s common stock on January 27, 2025.

Committed Equity Facility

On October 9, 2025, the Company entered into a Common Stock Purchase Agreement and related Registration Rights Agreement with Roth Principal Investments, LLC (“Roth Principal”), providing a discretionary equity facility of up to \$25.0 million. Beginning December 1, 2025, the Company may, at its option over 24 months from the date the resale registration is declared effective and certain other conditions are met, sell shares of common stock to Roth Principal at a price based on the Nasdaq volume weighted average prices during a specific pricing period, less a 2.5% discount, subject to pricing and ownership limits. The facility is capped at 19.99% of outstanding shares of the Company’s common stock as of the date of the Company’s entry into the Common Stock Purchase Agreement, absent shareholder approval or satisfaction of the Nasdaq pricing exemption and includes a 4.99% beneficial-ownership blocker. As consideration, the Company paid a \$25 thousand structuring fee, issued 223,141 shares of common stock as a partial commitment fee (valued at \$270,000) (the “Stock Commitment Fee”), agreed to a \$180 thousand cash commitment fee, and to reimburse legal fees. Proceeds, if any, are expected to be used for working capital and general corporate purposes.

During the three months ended March 31, 2026, the Company issued 8,548,382 shares under the Committed Equity Facility and generated \$9.1 million in proceeds net of financing costs. As of March 31, 2026, the availability under the Committed Equity Facility is the lesser of \$15.9 million or the issuance of 15,328,477 shares.

Stock Option Plans

The Company may grant stock options under its incentive plan covering shares of common stock to employees and directors of the Company. Stock options, when exercised, are settled through the payment of the exercise price in exchange for new shares of stock underlying the option. These awards typically expire ten years from the grant date.

As of March 31, 2026 and 2025, stock options to purchase approximately 16.5 thousand shares of common stock were vested, with weighted-average exercise prices of \$10.00. As of March 31, 2026, these options had a weighted-average remaining contractual term of 1.8 years. There was no stock-based compensation expense recognized during the three months ended March 31, 2026 or 2025 related to these options.

In addition, on March 4, 2026, the Company granted stock options to employees and directors to purchase 3,517,500 shares of common stock at an exercise price of \$1.11 per share. Of these options, approximately 1.38 million vest over ten months inclusive of March 2026, 1.50 million vest ratably over four years, beginning January 2, 2027, and 637,500 vest ratably over two years, beginning January 2, 2027.

The grant-date fair value of these options was approximately \$0.77 per option, or \$2.7 million in the aggregate, as determined using the Black-Scholes option pricing model utilizing the following assumptions:

Expected Volatility	76%
Expected term	6.1 years
Risk-free interest rate	3.77%
Expected dividend yield	0%

Expected volatility was estimated based on the historical volatility of the Company's common stock over a lookback period deemed representative of the expected life of the options, taking into consideration the Company's historical trading data and significant corporate developments. The Company evaluated historical volatility using daily stock price data and considered the impact of changes in its business strategy and market conditions over the look-back period. Due to limited historical exercise data and changes in the Company's operations, management applied judgment in selecting an appropriate volatility assumption reflective of the expected term of the awards.

During the three months ended March 31, 2026, the Company recognized stock-based compensation of approximately \$194 thousand related to the March 4, 2026 grants. As of March 31, 2026, total unrecognized compensation cost related to these awards was approximately \$2.5 million, which is expected to be recognized over a weighted-average period of 2.2 years.

Restricted Stock

The Company grants restricted stock under its incentive plans covering shares of common stock to employees and directors of the Company. All of the restricted stock awards are time-based awards and are amortized ratably from grant date over a requisite service period. Forfeitures of restricted stock awards are recognized as they occur. Restricted stock granted to employees is reduced by shares forfeited to pay withholding tax. Non-vested shares of restricted stock are not included in common shares outstanding until vesting has occurred.

The following table presents the changes in non-vested restricted stock awards to all employees and directors for the three months ended March 31, 2026:

	Shares	Weighted-Avg. Grant Date Fair Value Per Share
Non-vested restricted stock as of December 31, 2025	1,428,680	\$ 1.75
Granted	220,000	\$ 1.11
Vested	(735,514)	\$ 1.72
Non-vested restricted stock as of March 31, 2026	<u>913,166</u>	<u>\$ 1.63</u>

For the three months ended March 31, 2026 and 2025, the Company recognized \$0.3 million and \$0.4 million, respectively, of stock compensation expense related to restricted stock grants. Unrecognized compensation cost related to non-vested awards not yet recorded in the Company's Condensed Consolidated Statements of Operations as of March 31, 2026 was \$0.7 million. This cost is expected to be recognized over a weighted average period of 1.3 years.

Share Repurchase Program

On January 29, 2025, the Board of Directors of the Company authorized and approved an extension of the ongoing share repurchase program for up to \$5.0 million of the outstanding shares of the Company's common stock originally approved by the Board of Directors on April 26, 2023, and subsequently extended. Subject to any future extension in the discretion of the Board of Directors of the Company, the repurchase program is now scheduled to expire on June 30, 2026, when a maximum of \$5.0 million of the Company's common stock has been repurchased, or when such program is discontinued by the Board of Directors.

Under the stock repurchase program, shares are repurchased from time to time in the open market or through negotiated transactions at prevailing market prices, or by other means in accordance with federal securities laws. Repurchases are made at management's discretion at prices management considers to be attractive and in the best interests of both the Company and its stockholders, subject to the availability of stock, general market conditions, the trading price of the stock, alternative uses for capital, and the Company's financial performance. The repurchase program is funded using the Company's working capital. The repurchased shares are cancelled and therefore will not be held in treasury or reissued.

The following table presents the activity in the share repurchase program for the three months ended March 31, 2026 and 2025:

	Three Months Ended March 31,	
	2026	2025
	(in thousands)	
Shares repurchased	-	126
Weighted average price per share	\$ -	\$ 1.857
Value of shares repurchased	\$ -	\$ 234

10. ASSET RETIREMENT OBLIGATIONS

The Company has asset retirement obligations ("ARO") associated with the future plugging and abandonment of proved properties. Initially, the fair value of a liability for an ARO is recorded in the period in which the ARO is incurred with a corresponding increase in the carrying amount of the related asset. The liability is accreted to its present value each period and the capitalized cost is depleted over the life of the related asset. If the liability is settled for an amount other than the recorded amount, an adjustment to the full cost pool is recognized. The Company had no assets that are restricted for the purpose of settling ARO.

In the fair value calculation for the ARO there are a number of assumptions and judgments, including the ultimate retirement cost, inflation factors, credit-adjusted risk-free discount rates, timing of retirement and changes in legal, regulatory, environmental, and political environments. To the extent future revisions to assumptions and judgments impact the present value of the existing ARO, a corresponding adjustment is made to the oil and natural gas property balance.

The following is a reconciliation of the changes in the Company's liabilities for asset retirement obligations as of March 31, 2026 and December 31, 2025:

	March 31, 2026	December 31, 2025
	(in thousands)	
Balance, beginning of year	\$ 8,006	\$ 14,083
Acquired or incurred	-	26
Cost and life revisions	-	(1,304)
Plugged	(5)	(232)
Sold	-	(5,571)
Accretion	142	1,004
Balance, end of period	\$ 8,143	\$ 8,006

11. INCOME TAXES

The Company's tax provision or benefit from income taxes for interim periods is determined using an estimate of its annual effective tax rate, adjusted for discrete items, if any. Each quarter the Company updates its estimate of the annual effective tax rate and makes a year-to-date adjustment to the provision. The Company's effective tax rate was approximately 0% and 0% for the three months ended March 31, 2026 and 2025, respectively. The primary difference in the Company's effective tax rate and the statutory rate for both periods is related to the movement in the valuation allowance against the Company's net deferred tax assets.

Deferred taxes are recognized for the expected future tax consequences of temporary differences between the financial statement and tax basis of assets, liabilities, net operating losses and tax credit carry-forwards. We review our deferred tax assets ("DTAs") and valuation allowance on a quarterly basis. As part of our review, we consider positive and negative evidence, including cumulative results in recent years.

The Company recognizes, measures, and discloses uncertain tax positions whereby tax positions must meet a "more-likely-than-not" threshold to be recognized. During the three months ended March 31, 2026 and 2025, no adjustments were recognized for uncertain tax positions.

12. INCOME (LOSS) PER SHARE

Basic net income (loss) per common share is calculated by dividing net income (loss) attributable to common shareholders by the weighted-average number of common shares outstanding for the respective period. Diluted net income (loss) per common share is calculated by dividing adjusted net income by the diluted weighted average number of common shares outstanding, which includes the effect of potentially dilutive securities. Potentially dilutive securities for this calculation consist of stock options and unvested shares of restricted common stock, which are measured using the treasury stock method. When the Company recognizes a net loss, all potentially dilutive shares are anti-dilutive and are consequently excluded from the calculation of dilutive net loss per common share. Unvested shares of restricted stock participate in dividend distributions; however, they do not participate in losses. Therefore, dividends, if any, attributable to participating securities are not included as a reduction in the calculation of loss attributable to common shareholders.

The following table sets forth the calculation of basic and diluted net loss per share for the three months ended March 31, 2026 and 2025:

	Three Months Ended March 31,	
	2026	2025
	(in thousands except per share data)	
Net loss attributable to common shareholders	\$ (3,185)	\$ (3,111)
Basic weighted average common shares outstanding	40,066	32,725
Dilutive effect of potentially dilutive securities	-	-
Diluted weighted average common shares outstanding	40,066	32,725
Basic and Diluted net loss per share	\$ (0.08)	\$ (0.10)

Potential common shares, including restricted stock and stock options issued to employees and directors disclosed in *Note 9 – Shareholders' Equity*, were excluded from the computation of diluted earnings per share because their effect would have been anti-dilutive.

13. FAIR VALUE MEASUREMENTS

The Company's fair value measurements are estimated pursuant to a fair value hierarchy that requires us to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date, giving highest priority to quoted prices in active markets (Level 1) and the lowest priority to unobservable data (Level 3). In some cases, the inputs used to measure fair value might fall in different levels of the fair value hierarchy. The lowest level input that is significant to a fair value measurement in its entirety determines the applicable level in the fair value hierarchy. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgment, considering factors specific to the asset or liability, and may affect the valuation of the assets and liabilities and their placement within the hierarchy level. The three levels of inputs that may be used to measure fair value are defined as:

Level 1 - Quoted prices for identical assets and liabilities traded in active markets.

Level 2 - Observable inputs other than Level 1 that are directly or indirectly observable for the asset or liability, including quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in active markets, or other observable inputs that can be corroborated by observable market data.

Level 3 - Unobservable inputs supported by little or no market activity for financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

While the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. The following is a description of the valuation methodologies used for complex financial instruments measured at fair value:

Recurring Fair Value Measurements

Marketable Equity Securities

We measure the fair value of marketable equity securities based on quoted market prices obtained from independent pricing services. The Company has an investment in the marketable equity securities of Anfield Energy ("Anfield"), which it acquired as consideration for sales of certain mining operations. Anfield is traded in an active market under the trading symbol AEC:TSXV and has been classified as Level 1.

We have approximately 32.3 thousand shares of marketable equity securities valued at \$168 thousand and \$145 thousand as of March 31, 2026 and December 31, 2025, respectively.

Credit Facility

The Company's credit facility approximates fair value because the interest rate is variable and reflective of market rates.

Other Financial Instruments

The carrying value of financial instruments included in current assets and current liabilities approximate fair value due to the short-term nature of those instruments.

Nonrecurring Fair Value Measurements

Asset Retirement Obligations

The Company measures the fair value of asset retirement obligations as of the date a well is acquired, the date a well begins drilling, or the date the Company revises its ARO assumptions. The Company's estimated AROs are based on historical experience in plugging and abandoning wells, estimated economic lives, estimated plugging and abandonment costs and federal and state regulatory requirements, all unobservable inputs, and therefore, are designated as Level 3 within the valuation hierarchy. The liability is discounted using the credit-adjusted risk-free rate estimated at the time the liability is incurred or revised upwards. The credit adjusted risk-free rate used to discount the Company's plugging and abandonment liabilities range from 7.30% to 19.00%. See *Note 10-Asset Retirement Obligations*.

Stock Options

The Company measures the fair value of stock option awards as of the grant date using a Black-Scholes option pricing model. The fair value of stock options is based on a number of assumptions, including the expected term of the awards, expected volatility of the Company's common stock, risk-free interest rate, and expected dividend yield. These inputs involve significant management judgment and are therefore classified as Level 3 within the fair value hierarchy.

Expected volatility is estimated based on the historical volatility of the Company's common stock over a lookback period deemed representative of the expected life of the options, taking into consideration the Company's historical trading data and significant corporate developments. The expected term is estimated using the simplified method, as the Company does not have sufficient historical exercise data. The risk-free interest rate is based on U.S. Treasury yields in effect at the time of grant for maturities consistent with the expected term of the awards. The expected dividend yield is assumed to be zero, as the Company has not paid dividends since 2023 and does not anticipate doing so in the foreseeable future. See *Note 9—Shareholders' Equity*.

14. OTHER CURRENT ASSETS AND ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Other Current Assets

The following table presents the components of other current assets as of the dates indicated:

	March 31, 2026	December 31, 2025
	(in thousands)	
Prepaid insurance	\$ 387	\$ 42
Joint interest billings receivable	(2)	(31)
Income tax receivable	28	28
Deferred offering costs	533	776
Other	212	141
Total other current assets	<u>\$ 1,158</u>	<u>\$ 956</u>

Accounts Payable and Accrued Liabilities.

The following table presents the components of accounts payable and accrued liabilities as of the dates indicated:

	March 31, 2026	December 31, 2025
	(in thousands)	
Accounts payable	\$ 1,018	\$ 837
Compensation and Benefits	35	54
Operating expense and oil and natural gas property accruals	334	499
Interest Payable	50	26
Production taxes payable	146	95
Other	302	81
Total accounts payable and accrued expenses	<u>\$ 1,885</u>	<u>\$ 1,592</u>

15. SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

	Three Months Ended	
	March 31, 2026	March 31, 2025
	(in thousands)	
Cash paid for interest	\$ 41	\$ -
Investing activities:		
Change in capital expenditure accruals	(113)	-
Common stock issued for acquisition of industrial gas properties	-	(2,632)

16. SUBSEQUENT EVENTS

Credit Facility

On April 17, 2026, the Company entered into a Second Amendment (the “Second Amendment”) to its Credit Agreement, dated January 5, 2022 (as previously amended, the “Credit Agreement”), with FirstBank Southwest, as administrative agent, and the lenders party thereto. The Second Amendment, among other things, (i) increased the borrowing base from \$10.0 million to \$20.0 million, (ii) revised the applicable margin on outstanding borrowings to a fixed 2.00% per annum, (iii) suspended testing of financial covenants through the fiscal quarter ending March 31, 2027, and (iv) made certain other modifications to the Credit Agreement. The Credit Agreement maturity date remains May 31, 2029.

Costless Collar Derivative Contracts

Subsequent to March 31, 2026, the Company entered into costless collar derivative contracts covering a portion of its anticipated crude oil production. The collars reference WTI crude oil (calendar monthly average) and cover approximately 3,800 barrels per month for the period June 2026 through July 2027 (approximately 53,200 barrels in total). Under the terms of the agreements, the Company purchased put options with a floor price of \$65.00 per barrel and sold call options with a ceiling price of \$88.09 per barrel. The contracts were executed at no upfront cost.

Helium Sales Agreement

On April 27, 2026, the Company executed a five-year helium sales agreement with an investment-grade global industrial gas company for the sale of contained helium to be produced at the Company’s Big Sky Carbon Hub in Montana. The Agreement provides for a 100% take-or-pay commitment by the Counterparty for up to approximately 1.2 MMCF per month (14.4 MMCF annually) of helium production, with fixed pricing of \$285 per MCF at the plant gate, subject to annual CPI-based escalation beginning March 1, 2028, and includes a price redetermination mechanism in year three with a right of first refusal.

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

Introduction

This information should be read in conjunction with the interim unaudited Condensed Consolidated Financial Statements and the notes thereto included in this Quarterly Report on Form 10-Q, and the audited Consolidated Financial Statements and notes thereto and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” contained in our Annual Report on Form 10-K for the year ended December 31, 2025, filed with the Securities and Exchange Commission on March 13, 2026 (the “Annual Report”).

Certain abbreviations and oil and gas industry terms used throughout this Report are described and defined in greater detail under “Glossary of Oil, Natural and Industrial Gas Terms” on page 5 of our Annual Report.

Certain capitalized terms used below and otherwise defined below, have the meanings given to such terms in the footnotes to our unaudited Condensed Consolidated Financial Statements included above under “Part I - Financial Information” – “Item 1. Financial Statements”.

In this Quarterly Report on Form 10-Q, we may rely on and refer to information regarding the industries in which we operate in general from market research reports, analyst reports and other publicly available information. Although we believe that this information is reliable, we cannot guarantee the accuracy and completeness of this information, we have not independently verified any of it, and we have not commissioned any such information.

See also “Cautionary Statement About “Forward-Looking Statements” above.

Unless the context requires otherwise, references to the “Company,” “we,” “us,” “our,” “U.S. Energy,” and “U.S. Energy Corp.” refer specifically to U.S. Energy Corp. and its consolidated subsidiaries.

In addition, unless the context otherwise requires and for the purposes of this report only:

- “Bbl” refers to one stock tank barrel, or 42 U.S. gallons liquid volume, used in this report in reference to crude oil or other liquid hydrocarbons;
- “BOE” refers to barrels of oil equivalent, determined using the ratio of one Bbl of crude oil, condensate, or natural gas liquids, to six Mcf of natural gas;
- “Bopd” refers to barrels of oil per day;
- “Industrial gases” refers to helium, carbon dioxide, and hydrocarbons;
- “Mcf” refers to a thousand cubic feet of natural gas;
- “Mcfe” means 1,000 cubic feet equivalent, determined using the ratio of six Mcf of natural gas to one Bbl of crude oil, condensate or natural gas liquids;
- “MMCF” refers to a million cubic feet of natural or industrial gasses;
- “MMCF/d” refers to a million cubic feet of natural or industrial gasses;
- “NGL” refers to natural gas liquids;
- “Exchange Act” refers to the Securities Exchange Act of 1934, as amended;
- “SEC” or the “Commission” refers to the United States Securities and Exchange Commission;
- “Securities Act” refers to the Securities Act of 1933, as amended; and
- “WTI” means West Texas Intermediate.

Where You Can Find Other Information

We file annual, quarterly, and current reports, proxy statements and other information with the SEC. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC like us at <https://www.sec.gov> (our filings can be found at <https://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000101594>) and on the “Investors – SEC Filings” page of our website at <https://usnrg.com>. Copies of documents filed by us with the SEC are also available from us without charge, upon oral or written request to our Secretary, who can be contacted at the address and telephone number set forth on the cover page of this Report.

Summary of The Information Contained in Management’s Discussion and Analysis of Financial Condition and Results of Operations

Our Management’s Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is provided in addition to the accompanying unaudited Condensed Consolidated Financial Statements and notes to assist readers in understanding our results of operations, financial condition, and cash flows. MD&A is organized as follows:

- **General Overview.** A general overview of the Company and our operations.
- **Recent Developments.** Discussion of recent developments affecting the Company and our operations.
- **Plan of Operations and Strategy.** Discussion of our strategy moving forward and how we plan to seek to increase stockholder value.
- **Critical Accounting Policies and Estimates.** Accounting estimates that we believe are important to understanding the assumptions and judgments incorporated in our reported financial results and forecasts.
- **Results of Operations.** An analysis of our financial results comparing the three months ended March 31, 2026 and 2025.
- **Liquidity and Capital Resources.** A discussion of our financial condition, including descriptions of balance sheet information and cash flows.

General Overview

U.S. Energy Corp. (collectively with its wholly-owned subsidiaries are referred to as the “Company”) is incorporated in the State of Delaware. The Company’s principal business activities are focused on the acquisition, exploration, and development of industrial gases, oil and natural gas properties in the United States.

Recent Developments

Final Investment Decision – Big Sky Carbon Hub

During the first quarter of 2026, the Company reached a final investment decision (“FID”) for the construction of its processing facility at the Big Sky Carbon Hub in Montana and executed a fixed-scope engineering, procurement and construction agreement, initiating capital deployment for the project. The planned facility is designed with an initial inlet capacity of approximately 8.0 MMCF/d, targeting approximately 12 MMCF of annual helium production and 125,000 metric tons of refined CO₂ per year. The Company expects to commence gathering pipeline installation in spring 2026, with commissioning targeted for the third quarter of 2026 and initial helium sales and carbon management operations anticipated in 2027.

In anticipation of reaching FID, during three months ended March 31, 2026, the Company generated \$17.2 million in proceeds from equity issuances. Additionally, on April 17, 2026, the Company entered into an amendment to its Credit Facility with FirstBank Southwest that among other things, (i) increased the borrowing base from \$10.0 million to \$20.0 million, (ii) revised the applicable margin on outstanding borrowings to a fixed 2.00% per annum, and (iii) suspended testing of financial covenants through the fiscal quarter ending March 31, 2027. The Credit Facility maturity date remains May 31, 2029.

Helium Sales Agreement

On April 27, 2026, the Company executed a five-year helium sales agreement with an investment-grade global industrial gas company for the sale of contained helium to be produced at the Company’s Big Sky Carbon Hub in Montana. The Agreement provides for a 100% take-or-pay commitment by the Counterparty for up to approximately 1.2 MMCF per month (14.4 MMCF annually) of helium production, with fixed pricing of \$285 per MCF at the plant gate, subject to annual (consumer price index) CPI-based escalation beginning March 1, 2028, and includes a price redetermination mechanism in year three with a right of first refusal.

Plan of Operations and Strategy

During the remainder of 2026 and beyond, we intend to pursue opportunities across the industrial gas sector, with a strategic emphasis on the next phase of development and monetization of our helium and carbon dioxide resources. While we will continue to operate oil and gas assets, our primary focus is on maximizing value from associated industrial gases. Our activities may include the acquisition of assets, participation with industry partners in development projects, acquisition of existing companies, and the purchase or development of industrial gas-related assets. Planned operations include construction of processing facilities, negotiating operating arrangements, finalizing gathering and infrastructure designs, and pursuing the use of a portion of produced CO₂ in tertiary recovery operation in our Montana oil operations

Key elements of our business strategy include:

- *Deploy our Capital in a Conservative and Strategic Manner and Review Opportunities to Bolster our Liquidity.* In the current industry environment, maintaining liquidity remains critical. We intend to be selective in evaluating projects, prioritizing those that enhance industrial gas value, and to review opportunities to strengthen our liquidity and financial position through disciplined capital allocation and other means.
- *Evaluate and Pursue Value-Enhancing Transactions.* We plan to continuously evaluate strategic alternatives, including transactions that expand our industrial gas platform or optimize our oil and gas assets, with the objective of enhancing long-term stockholder value.

Critical Accounting Policies and Estimates

The preparation of our unaudited Condensed Consolidated Financial Statements in conformity with generally accepted accounting principles in the United States (“GAAP”) requires us to make assumptions and estimates that affect the reported amounts of assets, liabilities, revenues and expenses, as well as the disclosure of contingent assets and liabilities at the date of our financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from these estimates under different assumptions or conditions. A summary of our significant accounting policies is detailed in *Part II, Item 7 – Management’s Discussion and Analysis of Financial Condition and Results of Operations* of our 2025 Annual Report on Form 10-K filed with the SEC on March 13, 2026.

Results of Operations

Comparison of our Statements of Operations for the Three Months Ended March 31, 2026 and 2025

For the three months ended March 31, 2026, we recorded a net loss of \$3.2 million, which was primarily due to lower production resulting from divestitures in prior periods. In the following sections, we discuss our revenue, operating expenses, and other income (expense) for the three months ended March 31, 2026 compared to the three months ended March 31, 2025.

Revenue. Presented below is a comparison of our oil and natural gas sales, production quantities and average sales prices for the three months ended March 31, 2026 and 2025:

	Three months ended March 31,		Change	
	2026	2025	Amount	Percent
	(in thousands except average prices and production quantities)			
Revenue:				
Oil	\$ 1,376	\$ 1,770	\$ (394)	(22)%
Natural gas and liquids	228	423	(195)	(46)%
Total revenue	\$ 1,604	\$ 2,193	\$ (589)	(27)%
Production quantities:				
Oil (Bbls)	21,842	29,994	(8,152)	(27)%
Natural gas and liquids (Mcf)	74,688	102,090	(27,402)	(27)%
BOE	34,290	47,008	(12,718)	(27)%
BOE/Day	381	522	(141)	(27)%
Average sales prices:				
Oil (Bbls)	\$ 63.00	\$ 59.01	\$ 3.99	7%
Natural gas and liquids (Mcf)	\$ 3.05	\$ 4.14	\$ (1.09)	(26)%
BOE	\$ 46.78	\$ 46.65	\$ 0.13	0%

The decrease in our oil and natural gas revenue of \$0.6 million for the three months ended March 31, 2026, as compared to the three months ended March 31, 2025, was primarily due to a decrease of 27% in production quantities. For the three months ended March 31, 2026, we produced 34,290 BOE, or an average of 381 BOE per day, as compared to 47,008 BOE or an average of 522 BOE per day during the comparable period in 2025. The decrease in our production quantities primarily relates to the divestitures of our properties in Wyoming and West Texas and the natural decline in production in remaining producing assets. During the three months ended March 31, 2026, our production was 64% oil and 36% natural gas and liquids compared to 64% oil and 36% natural gas and liquids produced during the three months ended March 31, 2025.

Oil and Natural Gas Production Costs. Presented below is a comparison of our oil and natural gas production costs for the three months ended March 31, 2026 and 2025:

	Three months ended March 31,		Change	
	2026	2025	Amount	Percent
	(in thousands)			
Lease operating expenses	\$ 910	\$ 1,625	\$ (715)	(44)%
Production taxes	130	148	\$ (18)	(12)%
Exploration expense	101	-	\$ 101	100%
Total	<u>\$ 1,141</u>	<u>\$ 1,773</u>	<u>\$ (632)</u>	<u>(36)%</u>
Lease operating expense per BOE	\$ 26.54	\$ 34.57	\$ (8.03)	(23)%

For the three months ended March 31, 2026, lease operating expenses were \$0.9 million or \$26.54 per BOE. While lease operating expenses decreased by \$0.7 million when compared to \$1.6 million or \$34.57 per BOE for the three months ended March 31, 2025, the cost on a BOE basis decreased as the mix of properties changed as a result of the divestment of our Wyoming and West Texas properties.

For the three months ended March 31, 2026, production taxes consistently remain between 6% and 8% of revenue. This decrease in production taxes was attributable to the decrease in revenue of 27% discussed above.

Exploration expense increased \$101 thousand, which was attributable to an increase in exploration activities for our industrial gas development, namely professional services supporting resource estimation and analysis and legal work.

Depreciation, Depletion and Amortization. Our depreciation, depletion, and amortization (“DD&A”) was \$0.6 million and \$1.1 million for the three months ended March 31, 2026 and 2025, respectively. Depletion expense on our oil and natural gas properties is the primary driver of DD&A expense. Our depletion rate was \$10.94 per BOE and \$13.35 per BOE for the three months ended March 31, 2026 and 2025, respectively. Our depletion rate can fluctuate modestly because of acquisitions, changes in drilling and completion costs, impairments, revisions in asset retirement obligation cost estimates or timing, divestitures, changes in the mix of our production, the underlying proved reserve volumes and estimated future development costs.

General and Administrative Expenses. Presented below is a comparison of our general and administrative expenses for the three months ended March 31, 2026 and 2025:

	Three months ended March 31,		Change	
	2026	2025	Amount	Percent
	(in thousands)			
Compensation and benefits	\$ 1,650	\$ 772	\$ 878	114%
Stock-based compensation	446	471	(25)	(5)%
Professional fees, insurance and other	952	1,146	(194)	(17)%
Total general and administrative expenses	\$ 3,048	\$ 2,389	\$ 659	28%

General and administrative expenses increased by \$0.7 million for the three months ended March 31, 2026 as compared to the prior year period. The increase was primarily attributable to the timing of discretionary compensation, which occurred during the three months ended March 31, 2026. Professional fees decreased primarily due to a reduction in acquisition-related costs relative to the activity in the three months ended March 31, 2025.

Other Income (Expense). Presented below is a comparison of our other income (expense) for the three months ended March 31, 2026 and 2025:

	Three months ended March 31,		Change	
	2026	2025	Amount	Percent
	(in thousands)			
Interest expense, net	(63)	(47)	(16)	(34)%
Other income (expense), net	22	24	(2)	(8)%
Total other income (expense)	\$ (41)	\$ (23)	\$ (18)	(78)%

Interest expense primarily represents the interest and fees on our credit facility with FirstBank Southwest. As of December 31, 2025 and March 31, 2026, we had \$2.5 million outstanding on our credit facility. For the three months ended March 31, 2026, interest expense included interest incurred on the outstanding loan and fees to maintain our credit facility. For the three months ended March 31, 2025, we had no amounts outstanding under the credit facility and our interest expense comprised of fees to maintain our credit facility.

Liquidity and Capital Resources

Based on the current commodity price environment and our existing working capital, we believe we have sufficient liquidity and capital resources to execute our business plan and meet our current financial obligations. As of March 31, 2026, the Company was in compliance with all financial covenants under its credit facility. We continue to actively manage our capital commitments to maintain flexibility with respect to the timing and level of our development activities and capital expenditures.

For the remainder of 2026, the Company's capital program is designed to advance the Big Sky project toward initial commercial operations targeted for the first quarter of 2027. We anticipate an aggregate near-term capital program to range between \$28.0 million and \$32.0 million, primarily related to the construction of our gas processing plant, production gathering system, and related infrastructure at our industrial gas development project. In addition, we may incur up to approximately \$0.6 million for plugging and abandonment activities, depending on regulatory requirements, timing, and weather conditions. We expect these expenditures to be funded through a combination of cash on hand, operating cash flows, proceeds from the divestiture of oil and natural gas properties, borrowings under our credit facility, additional equity issuances, and potential project-specific financing, including equity and debt capital.

Sources of Cash

For the three months ended March 31, 2026, we funded our capital expenditures primarily through cash on hand and proceeds from equity issuances. During the period, we generated approximately \$17.2 million from equity sales and issuances and had cash and cash equivalents of approximately \$10.5 million as of March 31, 2026.

On April 17, 2026, the Company entered into an amendment to its credit facility with FirstBank Southwest, which, among other things, increased the borrowing base from \$10.0 million to \$20.0 million, revised the applicable margin on outstanding borrowings to a fixed 2.00% per annum, and suspended testing of financial covenants through the fiscal quarter ending March 31, 2027. The maturity date of the credit facility remains May 31, 2029. The increased borrowing base provides us access to an additional \$17.5 million of capital.

In future periods, if cash flows from operations are insufficient to fund capital expenditures and operating requirements, we may seek additional financing through public or private equity or debt offerings or other financing arrangements. We may also adjust the timing and scope of our capital program based on market conditions and capital availability. Our ability to access capital is subject to prevailing economic conditions, including changes in commodity prices, interest rates, capital markets, regulatory requirements, and other factors beyond our control.

Uses of Cash

We use cash primarily for the development of our industrial gas assets, including construction of processing and gathering infrastructure, as well as for operating expenses, general and administrative costs, and debt service obligations. During the three months ended March 31, 2026, we spent approximately \$4.4 million on the acquisition and development of industrial gas properties and expect to continue allocating capital to the Big Sky project for the remainder of the year.

Cash Flows

The following table summarizes our cash flows for the three months ended March 31, 2026 and 2025:

	Three months ended March 31,		Change
	2026	2025	
	(in thousands)		
Net cash provided by (used in):			
Operating activities	\$ (2,452)	\$ (4,544)	\$ 2,092
Investing activities	(4,431)	(2,422)	(2,009)
Financing activities	16,905	9,745	7,160

Operating Activities. Cash used in operating activities of \$2.5 million for the three months ended March 31, 2026 was mainly due to a \$3.2 million net loss and a reduction of working capital of \$0.3 million and \$0.6 million of depreciation, depletion, accretion. Cash used by operating activities of \$4.5 million for the three months ended March 31, 2025, was mainly due to a net loss of \$3.1 million, reduction of payables of \$2.6 million offset by \$1.1 million of depreciation, depletion, accretion, and amortization.

Investing Activities. Cash used in investing activities for the three months ended March 31, 2026 was \$4.4 million as compared to cash used in investing activities of \$2.4 million for the comparable period in 2025. The primary use of cash in our investing activities for the three months ended March 31, 2026 was attributable to initial plant construction costs. For the three months ended March 31, 2025, the cash investment was primarily attributed to the Synergy acquisition discussed in *Note 2 - Acquisitions and Divestitures*.

Financing Activities. Cash provided by financing activities for the three months ended March 31, 2026 was \$16.9 million as compared to \$9.8 million for the comparable period in 2025. The primary drivers of this cash inflow were equity issuances of \$17.2 million during the three months ended March 31, 2026, compared to \$11.9 million in the prior period, which in the prior period were reduced by a related party share repurchase of \$1.6 million.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Pursuant to Item 305(e) of Regulation S-K (§ 229.305(e)), the Company is not required to provide the information required by this Item as it is a “smaller reporting company,” as defined by Rule 229.10(f)(1).

Item 4. Controls and Procedures

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

We are required to maintain disclosure controls and procedures (as defined by Rules 13a-15(e) and 15d-15(e) under the Exchange Act) designed to ensure that information required to be disclosed by the Company in reports filed or submitted under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms and (ii) accumulated and communicated to the Company’s management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

As of March 31, 2026, management, including the Company’s Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company’s disclosure controls and procedures were effective as of March 31, 2026.

Limitations on Effectiveness of Controls and Procedures

In designing and evaluating disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives. In addition, the design of disclosure controls and procedures must reflect that resource constraints exist and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Changes in Internal Control over Financial Reporting

There were no changes in the Company’s internal control over financial reporting during the three months ended March 31, 2026, that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we may become party to litigation or other legal proceedings that we consider to be a part of the ordinary course of our business. We are not currently involved in any legal proceedings that we believe could reasonably be expected to have a material adverse effect on our business, prospects, financial condition or results of operations. We may become involved in material legal proceedings in the future.

Item 1A. Risk Factors.

Except as noted below, there have been no material changes from the risk factors previously disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2025, as filed with the SEC on March 13, 2026, under the heading "Item 1A. Risk Factors", except as set forth below, and investors should review the risks provided in the Annual Report and below, prior to making an investment in the Company. The business, financial condition and operating results of the Company can be affected by a number of factors, whether currently known or unknown, including but not limited to those described in the Annual Report and below, any one or more of which could, directly or indirectly, cause the Company's actual financial condition and operating results to vary materially from past, or from anticipated future, financial condition and operating results. Any of these factors, in whole or in part, could materially and adversely affect the Company's business, financial condition, operating results and stock price.

Geopolitical Conflict and Disruptions to Global Energy Markets, Including Risks Associated with the Strait of Hormuz, May Adversely Affect Our Business, Financial Condition, and Results of Operations

Ongoing geopolitical conflict involving Iran and other countries in the Middle East has created significant volatility and uncertainty in global energy markets. The Strait of Hormuz, a critical transit chokepoint through which approximately 20% of the world's oil supply and a significant portion of liquefied natural gas flows, has experienced material disruption, including reduced vessel traffic, military activity, and heightened security risks.

Although our operations are domestic, our business is indirectly exposed to global energy market conditions. Disruptions to supply, transportation constraints, or perceived risks of interruption in the Strait of Hormuz or surrounding regions may result in significant commodity price volatility, including rapid increases or decreases in oil and natural gas prices, as well as dislocations in supply chains and end markets.

In addition, military escalation or collateral damage affecting energy infrastructure, shipping routes, or regional production facilities in the Middle East may further exacerbate global supply shortages, increase input and operating costs, and contribute to broader macroeconomic instability, including inflationary pressures or recessionary conditions. These conditions may adversely impact demand for our products and services, disrupt capital markets, and impair our ability to access financing on acceptable terms.

Our ongoing development of a domestic industrial gas project, including the production and commercialization of helium and other gases, may also be adversely affected by such geopolitical events. Supply chain disruptions, equipment procurement delays, cost inflation, or volatility in industrial gas pricing could delay project timelines, increase capital expenditures, or reduce expected returns.

Furthermore, geopolitical instability may result in heightened regulatory scrutiny, trade restrictions, sanctions, or changes in U.S. energy policy, any of which could adversely affect our operations, counterparties, or strategic initiatives. The extent and duration of these risks remain uncertain and could have a material adverse effect on our business, financial condition, and results of operations.

Risks Associated with the Helium Sales Agreement

We have entered into a five-year helium sales agreement with an investment-grade counterparty that commits substantially all future helium production from our planned Big Sky project at a largely fixed price. While the agreement provides revenue visibility and supports project financing, it limits our ability to benefit from higher helium prices, may expose us to margin compression if production or inflation-related costs exceed the contract price, and restricts our flexibility to sell to alternative buyers on more favorable terms. The agreement also exposes us to counterparty, operational, commencement, and future price redetermination risks. As a result, the agreement could constrain our upside and could have a material adverse effect on our business, financial condition, and results of operations.

Construction and EPC Execution Risk

The Company's ability to successfully develop its gas processing facility depends on the timely and cost-effective execution of its engineering, procurement and construction ("EPC") agreement and the completion of both offsite fabrication and onsite construction activities. These efforts are subject to a variety of risks, including potential delays in engineering design, procurement of critical equipment, module fabrication, transportation logistics, site preparation, and field construction. The Company may also encounter cost overruns due to labor shortages, inflationary pressures, contractor performance issues, supply chain disruptions, adverse weather conditions, or unforeseen site or subsurface conditions. In addition, integration risks between offsite fabricated components and onsite installation could result in rework, inefficiencies, or commissioning delays. Any such delays or cost increases could materially impact the project schedule, capital expenditures, and expected timing of initial operations, which in turn could have a material adverse effect on our business, financial condition and results of operations.

Future changes to U.S. tax laws and regulations, including potential changes to carbon capture incentives, could adversely affect our business, financial condition, results of operations, and cash flows.

From time to time, legislative and regulatory proposals are introduced that could significantly affect the U.S. tax treatment of companies engaged in industrial gas, oil and natural gas exploration, development, and production. These proposals have included, among other items, the elimination of the immediate deduction for intangible drilling and development costs, the repeal of the percentage depletion allowance for oil and gas properties, changes to the treatment of certain domestic production activities, and the extension of amortization periods for geological and geophysical expenditures. The enactment of any such changes, or other similar measures that reduce or eliminate tax benefits currently available to our industry, could increase our tax burden, reduce cash flows, and adversely impact the economics of our projects.

In addition, our business strategy includes the development of carbon management initiatives that may be eligible for federal tax incentives, including credits available under Section 45Q of the Internal Revenue Code for the capture and sequestration or utilization of carbon dioxide. The availability, value,

and timing of benefits under Section 45Q depend on a number of factors, including final regulatory guidance, compliance with detailed technical and operational requirements, verification and reporting obligations, and our ability to place qualifying facilities in service and operate them in accordance with applicable standards. Legislative, regulatory, or administrative changes could reduce, delay, or eliminate the availability of these credits, including changes to eligibility thresholds, credit amounts, transferability provisions, or recapture rules. In addition, failure to satisfy applicable requirements or to sustain qualifying operations over the required period could result in the loss or recapture of previously claimed credits. Any of these developments could have a material adverse effect on our business, financial condition, and results of operations.

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

Recent Sales of Unregistered Securities

There have been no sales of unregistered securities during the quarter ended March 31, 2026 which have not previously been reported in a Current Report on Form 8-K.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table sets forth share repurchase activity for the three months ended March 31, 2026:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(1)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs(1)
January 1 - January 31, 2026	—	\$ —	—	\$ 3,514,370
February 1 - February 28, 2026	—	\$ —	—	\$ 3,514,370
March 1 - March 31, 2026	—	\$ —	—	\$ 3,514,370
Total	—	\$ —	—	\$ 3,514,370

(1) On January 29, 2025, the Board of Directors of the Company authorized and approved an extension of the ongoing share repurchase program for up to \$5.0 million of the currently outstanding shares of the Company's common stock originally approved by the Board of Directors on April 26, 2023 and subsequently amended, subject to any future extension in the discretion of the Board of Directors of the Company, the repurchase program is now scheduled to expire on June 30, 2026, when a maximum of \$5.0 million of the Company's common stock has been repurchased, or when such program is discontinued by the Board of Directors. Under the stock repurchase program, shares may be repurchased from time to time in the open market or through negotiated transactions at prevailing market rates, or by other means in accordance with federal securities laws. Repurchases are made at management's discretion at prices management considers to be attractive and in the best interests of both the Company and its stockholders, subject to the availability of stock, general market conditions, the trading price of the stock, alternative uses for capital, and the Company's financial performance. The repurchase program is funded using the Company's working capital. The program does not obligate the Company to acquire a minimum amount of shares.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

(c) *Rule 10b5-1 Trading Plans.* Our directors and executive officers may from time to time enter into plans or other arrangements for the purchase or sale of our shares that are intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or may represent a non-Rule 10b5-1 trading arrangement under the Exchange Act. During the quarter ended March 31, 2026, none of the Company's directors or officers (as defined in Rule 16a-1(f)) adopted or terminated any contract, instruction or written plan for the purchase or sale of Company securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any "non-Rule 10b5-1 trading arrangement."

Item 6. Exhibits

Exhibit No.	Description	Form	File No.	Exhibit	Filing Date	Filed / Furnished Herewith
10.1	Credit Agreement dated as of January 5, 2022, among U.S. Energy Corp., as borrower, Firstbank Southwest, as Administrative Agent and the Lenders party thereto	8-K	000-06814	10.6	01/01/2022	
10.2†	First Amendment to Credit Agreement and Limited Waiver dated September 16, 2025, among U.S. Energy Corp., as borrower, Firstbank Southwest, as Administrative Agent and the Lenders party thereto	8-K	000-06814	10.3	09/19/2025	
10.3†	Common Stock Purchase Agreement, dated as of October 9, 2025, by and between U.S. Energy Corp. and Roth Principal Investments, LLC	8-K	000-06814	10.1	10/09/2025	
10.4†	Registration Rights Agreement, dated as of October 9, 2025, by and between U.S. Energy Corp. and Roth Principal Investments, LLC	8-K	000-06814	10.2	10/09/2025	
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes – Oxley Act of 2002					X
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes – Oxley Act of 2002					X
32.1♦	Certification of Chief Executive Officer under Rule 13a-14(b)					X
32.2♦	Certification of Chief Financial Officer under Rule 13a-14(b)					X
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document					X
101.SCH*	Inline XBRL Schema Document					X
101.CAL*	Inline XBRL Calculation Linkbase Document					X
101.DEF*	Inline XBRL Definition Linkbase Document					X
101.LAB*	Inline XBRL Label Linkbase Document					X
101.PRE*	Inline XBRL Presentation Linkbase Document					X
104*	Inline XBRL for the cover page of this Quarterly Report on Form 10-Q, included in the Exhibit 101 Inline XBRL Document Set					X

* Filed herewith.

† Certain schedules and exhibits have been omitted pursuant to Item 601(b)(5) of Regulation S-K. A copy of any omitted schedule or exhibit will be furnished supplementally to the Securities and Exchange Commission upon request; provided, however, that U.S. Energy Corp. may request confidential treatment pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended, for any schedule or exhibit so furnished.

♦ Furnished herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 7, 2026

U.S. ENERGY CORP.

By: /s/ Ryan L. Smith
RYAN L. SMITH,
Chief Executive Officer (Principal Executive Officer)

Date: May 7, 2026

By: /s/ Mark L. Zajac
MARK L. ZAJAC,
Chief Financial Officer (Principal Financial and Accounting Officer)

CERTIFICATION

I, Ryan L. Smith, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of U.S. Energy Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant, as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2026

By: /s/ Ryan L. Smith

Ryan L. Smith
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

I, Mark L. Zajac, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of U.S. Energy Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant, as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2026

By: /s/ Mark L. Zajac

Mark L. Zajac
Chief Financial Officer
(Principal Financial and Accounting Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of U.S. Energy Corp. (the “Company”) for the period ended March 31, 2026 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I Ryan L. Smith, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company, at the dates and for the periods indicated.

Date: May 7, 2026

By: /s/ Ryan L. Smith

Ryan L. Smith
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of U.S. Energy Corp. (the “Company”) for the period ended March 31, 2026 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I Mark L. Zajac, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company, at the dates and for the periods indicated.

Date: May 7, 2026

By: /s/ Mark L. Zajac

Mark L. Zajac

Chief Financial Officer

(Principal Financial and Accounting Officer)