

MEXCO ENERGY CORP  
Form 10-Q  
August 10, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D. C. 20549**

**FORM 10-Q**

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

For the quarterly period ended June 30, 2018

OR

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

For the transition period from            to

Commission File No. 1-31785

**MEXCO ENERGY CORPORATION**

*(Exact name of registrant as specified in its charter)*

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

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

(432) 682-1119

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company as defined in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer  Accelerated Filer

Non-Accelerated Filer  Smaller reporting company   
(Do not check if a smaller reporting company)

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

The number of shares outstanding of the registrant's common stock, \$0.50 par value, as of August 10, 2018 was 2,040,166.



**MEXCO ENERGY CORPORATION**

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**Mexco Energy Corporation and Subsidiaries****CONSOLIDATED BALANCE SHEETS**

|  | June 30,<br>2018<br>(Unaudited) | March 31,<br>2018 |
|--|---------------------------------|-------------------|
| <b>ASSETS</b>  |                                 |                   |
| Current assets   |                                 |                   |
| Cash and cash equivalents  | \$435,092                       | \$492,610         |
| Accounts receivable:   |                                 |                   |
| Oil and gas sales  | 424,162                         | 395,991           |
| Trade  | 200,934                         | 436,249           |
| Prepaid costs and expenses   | 37,688                          | 47,583            |
| Total current assets   | 1,097,876                       | 1,372,433         |
| Property and equipment, at cost  |                                 |                   |
| Oil and gas properties, using the full cost method   | 35,336,568                      | 35,224,784        |
| Other  | 107,484                         | 107,484           |
| Accumulated depreciation, depletion and amortization   | (26,669,100)                    | (26,453,025)      |
| Property and equipment, net  | 8,774,952                       | 8,879,243         |
| Other noncurrent assets  | 31,448                          | 149,278           |
| Total assets   | \$9,904,276                     | \$10,400,954      |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>  |                                 |                   |
| Current liabilities  |                                 |                   |
| Accounts payable and accrued expenses  | \$133,223                       | \$446,815         |
| Total current liabilities  | 133,223                         | 446,815           |
| Long-term debt   | 500,000                         | 700,000           |
| Asset retirement obligations   | 851,605                         | 852,553           |
| Total liabilities  | 1,484,828                       | 1,999,368         |
| Commitments and contingencies  |                                 |                   |
| Stockholders' equity   |                                 |                   |
| Preferred stock - \$1.00 par value; 10,000,000 shares authorized; none outstanding   | -                               | -                 |
| Common stock - \$0.50 par value; 40,000,000 shares authorized; 2,104,266 shares issued and 2,037,266 shares outstanding as of June 30, 2018 and March 31, 2018 | 1,052,133                       | 1,052,133         |
| Additional paid-in capital   | 7,269,043                       | 7,265,601         |
| Retained earnings  | 444,273                         | 429,853           |
| Treasury stock, at cost (67,000 shares)  | (346,001 )                      | (346,001 )        |
| Total stockholders' equity   | 8,419,448                       | 8,401,586         |
| Total liabilities and stockholders' equity   | \$9,904,276                     | \$10,400,954      |

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

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**Mexco Energy Corporation and Subsidiaries**

## CONSOLIDATED STATEMENTS OF OPERATIONS

For the Three Months Ended June 30,

(Unaudited)

|   | 2018      | 2017         |
|---|-----------|--------------|
| Operating revenues:                             |           |              |
| Oil and gas                                     | \$735,353 | \$651,442    |
| Other   | 13,658    | 16,242       |
| Total operating revenues                        | 749,011   | 667,684      |
| Operating expenses:                             |           |              |
| Production                                      | 258,935   | 309,863      |
| Accretion of asset retirement obligations       | 3,635     | 8,249        |
| Depreciation, depletion and amortization        | 216,075   | 311,258      |
| General and administrative                      | 249,038   | 306,659      |
| Total operating expenses                        | 727,683   | 936,029      |
| Operating income (loss)                         | 21,328    | (268,345 )   |
| Other income (expense):                         |           |              |
| Interest income                                 | 13        | 9            |
| Interest expense                                | (6,921 )  | (27,216 )    |
| Net other expense                               | (6,908 )  | (27,207 )    |
| Income (loss) before provision for income taxes | 14,420    | (295,552 )   |
| Income tax                                      | -         | -            |
| Net income (loss)                               | \$14,420  | \$(295,552 ) |
| Income (loss) per common share:                 |           |              |
| Basic:  | \$0.01    | \$(0.15 )    |
| Diluted:  | \$0.01    | \$(0.15 )    |
| Weighted average common shares outstanding:     |           |              |
| Basic:  | 2,037,266 | 2,037,266    |
| Diluted:  | 2,037,266 | 2,037,266    |

The accompanying notes are an integral part of



the consolidated financial statements.

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**Mexco Energy Corporation and Subsidiaries**

## CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

(Unaudited)

|                          | Common<br>Stock Par<br>Value | Treasury<br>Stock | Additional<br>Paid-In<br>Capital | Retained<br>Earnings | Total<br>Stockholders'<br>Equity |
|--------------------------|------------------------------|-------------------|----------------------------------|----------------------|----------------------------------|
| Balance at April 1, 2018 | \$ 1,052,133                 | \$(346,001 )      | \$ 7,265,601                     | \$ 429,483           | \$ 8,401,586                     |
| Net income               | -                            | -                 | -                                | 14,420               | 14,420                           |
| Stock based compensation | -                            | -                 | 3,442                            | -                    | 3,442                            |
| Balance at June 30, 2018 | \$ 1,052,133                 | \$(346,001 )      | \$ 7,269,043                     | \$ 444,273           | \$ 8,419,448                     |

## SHARE ACTIVITY

## Common stock shares, issued:

|                          |           |
|--------------------------|-----------|
| Balance at April 1, 2018 | 2,104,266 |
| Issued                   | -         |
| Balance at June 30, 2018 | 2,104,266 |

## Common stock shares, held in treasury:

|                          |           |
|--------------------------|-----------|
| Balance at April 1, 2018 | (67,000 ) |
| Acquisitions             | -         |
| Balance at June 30, 2018 | (67,000 ) |

## Common stock shares, outstanding at June 30, 2018

2,037,266

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

**Mexco Energy Corporation and Subsidiaries**

## CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Three Months Ended June 30,

(Unaudited)

|  | 2018      | 2017        |
|--|-----------|-------------|
| Cash flows from operating activities:  |           |             |
| Net income (loss)  | \$14,420  | \$(295,552) |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: |           |             |
| Stock-based compensation   | 3,442     | 8,725       |
| Depreciation, depletion and amortization   | 216,075   | 311,258     |
| Accretion of asset retirement obligations  | 3,635     | 8,249       |
| Changes in operating assets and liabilities  |           |             |
| Decrease in accounts receivable  | 207,144   | 30,998      |
| Decrease in prepaid expenses   | 9,895     | 1,643       |
| (Decrease) increase in accounts payable and accrued expenses                             | (299,061) | 146,697     |
| Decrease in asset retirement obligations   | (1,049 )  | (169 )      |
| Net cash provided by operating activities  | 154,501   | 211,849     |
| Cash flows from investing activities:  |           |             |
| Additions to oil and gas properties  | (29,042 ) | (200,062)   |
| Proceeds from sale of oil and gas properties and equipment                               | 17,023    | 460,461     |
| Net cash (used in) provided by investing activities                                      | (12,019 ) | 260,399     |
| Cash flows from financing activities:  |           |             |
| Reduction of long-term debt  | (200,000) | (424,500)   |
| Net cash used in financing activities  | (200,000) | (424,500)   |
| Net (decrease) increase in cash and cash equivalents                                     | (57,518 ) | 47,748      |
| Cash and cash equivalents at beginning of period   | 492,610   | 73,451      |
| Cash and cash equivalents at end of period   | \$435,092 | \$121,199   |
| Supplemental disclosure of cash flow information:  |           |             |
| Cash paid for interest   | \$7,964   | \$28,104    |
| Non-cash investing and financing activities:   |           |             |
| Asset retirement obligations   | \$1,743   | \$1,943     |

The accompanying notes are an integral part of

the consolidated financial statements.

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## Mexco Energy Corporation and Subsidiaries

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

#### 1. Nature of Operations

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

#### 2. Basis of Presentation and Significant Accounting Policies

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

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

**Interim Financial Statements.** In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting only of normal recurring accruals) necessary to present fairly the financial position of the Company as of June 30, 2018, and the results of its operations and cash flows for the interim periods ended June 30, 2018 and 2017. The consolidated financial statements as of June 30, 2018 and for the three month periods ended June 30, 2018 and 2017 are unaudited. The consolidated balance sheet as of March 31, 2018 was

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

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

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

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

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

### 3. Asset Retirement Obligations

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

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

|   |           |
|---|-----------|
| Carrying amount of asset retirement obligations as of April 1, 2018 | \$862,553 |
| Liabilities incurred  | 1,743     |
| Liabilities settled   | (6,328 )  |
| Accretion expense   | 3,635     |
| Carrying amount of asset retirement obligations as of June 30, 2018 | 861,605   |
| Less: Current portion   | 10,000    |
| Non-Current asset retirement obligation                             | \$851,605 |

### 4. Credit Facility

The Company has a loan agreement with Bank of America, N.A. (the “Agreement”)(“Bank”), which provided for a credit facility of \$5,570,000 with no monthly commitment reductions and a borrowing base to be evaluated on July 30 and January 1 of each year or at any additional time in the Bank’s discretion. The borrowing base also resets to the extent the Company sells or otherwise disposes of any of its oil and gas properties as the Company is required to pay 100% of such net proceeds to the lender resulting in a permanent reduction of the borrowing base unless prior approval by Bank states otherwise. As of June 30, 2018, the borrowing base was set at \$750,000. Subsequently, the borrowing base was evaluated on July 31, 2018 and set at \$525,000.

The Agreement was renewed eleven times with the eleventh amendment effective as of March 8, 2017 with a maturity date of November 30, 2020. Under such renewal agreement, interest on the facility accrues at an annual rate equal to the British Bankers Association London Interbank Offered Rate (“BBA LIBOR”) daily floating rate, plus 3.0 percentage points, which was 5.10% on June 30, 2018. Interest on the outstanding amount under the credit agreement is payable monthly. There was no availability of this facility at June 30, 2018. No principal payments are anticipated to be required through November 30, 2020. Amounts borrowed under the Agreement are collateralized by the common stock of the Company’s wholly owned subsidiaries and substantially all of the Company’s oil and gas properties.

The Agreement contains customary covenants for credit facilities of this type including limitations on change in control, disposition of assets, mergers and reorganizations. The Company is also obligated to meet certain financial covenants under the Agreement and requires minimum earnings before interest, taxes, depreciation and amortization (“EBITDA”) of \$650,000 for each trailing four fiscal quarters and minimum interest coverage ratios (EBITDA/Interest Expense) of 2.00 to 1.00 for each quarter. The Company is in compliance with all covenants as of June 30, 2018 and believes it will remain in compliance for the next fiscal year.



The amended Agreement allows for up to \$500,000 of the facility to be used for outstanding letters of credits. As of June 30, 2018, one letter of credit for \$50,000, in lieu of a plugging bond with the Texas Railroad Commission covering the properties the Company operates is outstanding under the facility. The Company will pay a fee in an amount equal to 1 percent (1.0%) per annum of the outstanding undrawn amount of each standby letter of credit, payable monthly in arrears, on the basis of the face amount outstanding on the day the fee is calculated. This letter of credit renews annually and was subsequently renewed on July 20, 2018 with an amended amount of \$25,000.

In addition, this Agreement prohibits the Company from paying cash dividends on its common stock. The Agreement does grant the Company permission to enter into hedge agreements however, it is under no obligation to do so.

The balance outstanding on the line of credit as of June 30, 2018 was \$500,000. The following table is a summary of activity on the Bank of America, N.A. line of credit for the three months ended June 30, 2018:

|                           | Principal |
|---------------------------|-----------|
| Balance at April 1, 2018: | \$700,000 |
| Borrowings                | -         |
| Repayments                | (200,000) |
| Balance at June 30, 2018: | \$500,000 |

## 5. Income Taxes

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

Based on the material write-downs of the carrying value of our oil and natural gas properties during fiscal 2016, we are in a net deferred tax asset position as of June 30, 2018. Our deferred tax asset is \$1,238,530 as of June 30, 2018 with a valuation amount of \$1,238,530. We believe it is more likely than not that these deferred tax assets will not be realized. Management assesses the available positive and negative evidence to estimate whether sufficient future taxable income will be generated to permit the use of deferred tax assets. The amount of the deferred tax asset considered realizable, however, could be adjusted if estimates of future taxable income are reduced or increased or if objective negative evidence in the form of cumulative losses is no longer present and additional weight is given to subjective evidence such as future expected growth.

## **6. Related Party Transactions**

Related party transactions for the Company relate to shared office expenditures in addition to administrative and operating expenses paid on behalf of the principal stockholder. The total billed to and reimbursed by the stockholder for the quarters ended June 30, 2018 and 2017 were \$16,419 and \$8,832, respectively.

## **7. Income (Loss) Per Common Share**

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

The following is a reconciliation of the number of shares used in the calculation of basic and diluted net income (loss) per share for the three month periods ended June 30, 2018 and 2017.

|  |           |              |
|--|-----------|--------------|
|  | 2018      | 2017         |
| Net income (loss)  | \$14,420  | \$(295,552 ) |
| Shares outstanding:                                      |           |              |
| Weighted average common shares outstanding – basic       | 2,037,266 | 2,037,266    |
| Effect of the assumed exercise of dilutive stock options | -         | -            |
| Weighted average common shares outstanding – dilutive    | 2,037,266 | 2,037,266    |
| Income (loss) per common share:                          |           |              |
| Basic  | \$0.01    | \$(0.15 )    |
| Diluted  | \$0.01    | \$(0.15 )    |

For the three months ended June 30, 2018, 148,600 potential common shares relating to stock options were excluded in the computation of diluted net income per share because the price of the options was greater than the average market price of the common shares and therefore, the effect would be anti-dilutive. Anti-dilutive stock options have a weighted average exercise price of \$6.54 at June 30, 2018.

Due to a net loss for the three months ended June 30, 2017, the weighted average number of common shares outstanding excludes common stock equivalents because their inclusion would be anti-dilutive.

## 8. Subsequent Events

The Company completed a review and analysis of all events that occurred after the consolidated balance sheet date to determine if any such events must be reported and has determined that there are no other subsequent events to be disclosed.

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

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

**Cautionary Statements Regarding Forward-Looking Statements.** Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”) contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements include statements regarding our plans, beliefs or current expectations and may be signified by the words “could”, “should”, “expect”, “project”, “estimate”,

“believe”, “anticipate”, “intend”, “budget”, “plan”, “forecast”, “predict” and other similar expressions. Forward-looking statements appear throughout this Form 10-Q with respect to, among other things: profitability; planned capital expenditures; estimates of oil and gas production; future project dates; estimates of future oil and gas prices; estimates of oil and gas reserves; our future financial condition or results of operations; and our business strategy and other plans and objectives for future operations. Forward-looking statements involve known and unknown risks and uncertainties that could cause actual results to differ materially from those contained in any forward-looking statement.

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

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

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

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

For the first three months of fiscal 2019, cash flow from operations was \$154,501, a decrease when compared to the corresponding period of fiscal 2018 as a result of a decrease in accounts payable and accrued expenses partially offset by an increase in oil and gas revenues. Cash of \$200,000 was used to reduce the line of credit and net cash of \$12,019 was used for addition to oil and gas properties. Accordingly, net cash decreased \$57,518 leaving cash and cash equivalents on hand of \$435,092 as of June 30, 2018.

At June 30, 2018, we had working capital of \$964,653 compared to working capital of \$925,618 at March 31, 2018, an increase of \$39,035 for the reasons set forth below.

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

During the first quarter of fiscal 2019, Mexco participated with various percentage interests in the drilling of the first 8 of these horizontal wells in the Delaware Basin located in the western portion of the Permian Basin in Eddy and Lea Counties, New Mexico with aggregate costs of approximately \$142,000. Subsequently, in July 2018, Mexco expended an additional \$192,600 for the completion of five of these wells.

In June 2018, the Company received approximately \$18,000 in cash from a sale of joint venture leasehold acreage and marginal producing working interest wells in North Dakota and Montana.

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

Crude oil and natural gas prices generally increased during the last year. The volatility of the energy markets makes it extremely difficult to predict future oil and natural gas price movements with any certainty. For example in the last

twelve months, the NYMEX WTI posted price for crude oil has ranged from a low of \$40.75 per bbl in July 2017 to a high of \$70.50 per bbl in June 2018. The Henry Hub Spot Market Price (“Henry Hub”) for natural gas has ranged from a low of \$2.49 per MMBtu in February 2018 to a high of \$6.24 per MMBtu in January 2018. On June 30, 2018 the WTI posted price for crude oil was \$70.50 per bbl and the Henry Hub spot price for natural gas was \$2.96 per MMBtu.

**Contractual Obligations.** We have no off-balance sheet debt or unrecorded obligations and have not guaranteed the debt of any other party. The following table summarizes our future payments we are obligated to make based on agreements in place as of June 30, 2018:

|                                 | Payments due in: |                        |                |                    |
|---------------------------------|------------------|------------------------|----------------|--------------------|
|                                 | Total            | less<br>than 1<br>year | 1 - 3<br>years | over<br>3<br>years |
| Contractual obligations:        |                  |                        |                |                    |
| Secured bank line of credit (1) | \$500,000        | \$-                    | \$500,000      | \$ -               |
| Leases (2)                      | \$142,791        | \$48,212               | \$94,579       | \$ -               |

- (1) These amounts represent the balances outstanding under the bank line of credit. This repayment assumes that interest will be paid on a monthly basis, no additional funds will be drawn and does not include estimated interest of \$25,489 less than 1 year and \$36,109 1-3 years.
- (2) The lease amount represents the monthly rent amount for our principal office space in Midland, Texas under one three year lease agreement effective May 15, 2018. The total obligation for the remainder of the lease is \$189,245 which includes \$46,454 billed to and reimbursed by our majority shareholder for his portion of the shared office space.

**Results of Operations – Three Months Ended June 30, 2018 Compared to Three Months Ended June 30, 2017.** For the quarter ended June 30, 2018, there was net income of \$14,420, compared to a net loss of \$295,552 for the quarter ended June 30, 2017. This was a result of a decrease in operating expenses and an increase in operating revenues that is further explained below.

*Oil and gas sales.* Revenue from oil and gas sales was \$735,353 for the quarter ended June 30, 2018, a 13% increase from \$651,442 for the quarter ended June 30, 2017. This primarily resulted from an increase in oil prices partially offset by a decrease gas prices and a decrease in oil and gas production.

|                         | 2018      | 2017      | % Difference |    |
|-------------------------|-----------|-----------|--------------|----|
| Oil:                    |           |           |              |    |
| Revenue                 | \$570,063 | \$423,415 | 34.6         | %  |
| Volume (bbls)           | 9,387     | 9,499     | (1.2)        | )% |
| Average Price (per bbl) | \$60.73   | \$44.57   | 36.3         | %  |
| Gas:                    |           |           |              |    |
| Revenue                 | \$165,290 | \$228,027 | (27.5)       | )% |
| Volume (mcf)            | 73,374    | 89,896    | (18.4)       | )% |
| Average Price (per mcf) | \$2.25    | \$2.54    | (11.4)       | )% |

*Production and exploration.* Production costs were \$258,935 for the three months ended June 30, 2018, a 16% decrease from \$309,863 for the three months ended June 30, 2017. This decrease is primarily the result of XTO Energy, Inc. incorrectly providing us a refund for marketing and transportation fees of approximately \$67,000 during this same quarter last year.

*Depreciation, depletion and amortization.* Depreciation, depletion and amortization (“DD&A”) expense was \$216,075 for the first quarter of fiscal 2019, a 31% decrease from \$311,258 for the first quarter of fiscal 2018, primarily due to a decrease in oil and gas production, full cost pool amortization base and future development costs partially offset by a decrease in oil and gas reserves.

*General and administrative expenses.* General and administrative expenses were \$249,038 for the three months ended June 30, 2018, a 19% decrease from \$306,659 for the three months ended June 30, 2017. This was primarily due to a decrease in accounting fees partially offset by expenditures due to our office relocation.

*Interest expense.* Interest expense was \$6,921 for the first quarter of fiscal 2019, a decrease of 75% from \$27,216 for the first quarter of fiscal 2018 due to a decrease in borrowings partially offset by an increase in interest rate.

*Income taxes.* There was no income tax expense for the three months ended June 30, 2018 and for the three months ended June 30, 2017. The effective tax rate for the three months ended June 30, 2018 and June 30, 2017 was 0%. We are in a net deferred tax asset position and believe it is more likely than not that these deferred tax assets will not be realized.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

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

**Interest Rate Risk.** At June 30, 2018, we had an outstanding loan balance of \$500,000 under our revolving credit agreement, which bears interest at an annual rate equal to the BBA LIBOR daily floating rate, plus 3.0 percentage points. If the interest rate on our bank debt increases or decreases by one percentage point our annual pretax income would change by \$5,000, based on the outstanding balance at June 30, 2018.

**Credit Risk.** Credit risk is the risk of loss as a result of nonperformance by other parties of their contractual obligations. Our primary credit risk is related to oil and gas production sold to various purchasers and the receivables are generally not collateralized. At June 30, 2018, our largest credit risk associated with any single purchaser was \$192,053 or 45% of our total oil and gas receivables. We have not experienced any significant credit losses.

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

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



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

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

Similarly, any improvements in oil and gas prices can have a favorable impact on our financial condition, results of operations and capital resources. Oil and natural gas prices do not necessarily fluctuate in direct relationship to each other. If the average oil price had increased or decreased by ten dollars per barrel for the quarter ended June 30, 2018, our pretax income would have increased or decreased by \$93,870. If the average gas price had increased or decreased by one dollar per mcf for the quarter ended June 30, 2018, our pretax income would have increased or decreased by \$73,374.

#### Item 4. Controls and Procedures

**Evaluation of Disclosure Controls and Procedures.** We maintain disclosure controls and procedures to ensure that the information we must disclose in our filings with the SEC is recorded, processed, summarized and reported on a timely basis. At the end of the period covered by this report, our principal executive officer and principal financial officer reviewed and evaluated the effectiveness of our disclosure controls and procedures, as defined in Exchange Act Rules 13a-15(e). Based on such evaluation, such officers concluded that, as of June 30, 2018, our disclosure controls and procedures were effective.

**Changes in Internal Control over Financial Reporting.** No changes in our internal control over financial reporting occurred during the quarter ended June 30, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

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

Item 1A. Risk Factors

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

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None

Item 5. Other Information

None

Item 6. Exhibits

31.1 Certification of the Chief Executive Officer of Mexco Energy Corporation

31.2 Certification of the Chief Financial Officer of Mexco Energy Corporation

32.1 Certification of the Chief Executive Officer and Chief Financial Officer of Mexco Energy Corporation pursuant to 18 U.S.C. §1350

**SIGNATURES**

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

MEXCO ENERGY CORPORATION  
(Registrant)

Dated: August 10, 2018 */s/ Nicholas C. Taylor*  
Nicholas C. Taylor  
Chairman of the Board and Chief Executive Officer

Dated: August 10, 2018 */s/ Tamala L. McComic*  
Tamala L. McComic  
President, Chief Financial Officer, Treasurer and Assistant Secretary

