

Northern Oil and Gas, Inc. Announces Public Offering of Common Stock

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[Northern Oil and Gas Inc.](#) (NYSE American: NOG) (the "Company") announced today that it has commenced an underwritten public offering of 10,000,000 shares of its common stock (the "Offering"), which includes 9,500,000 shares being offered by the Company and 500,000 shares being offered by Cresta Investments, LLC and Cresta Greenwood, LLC (collectively, the "Selling Stockholders"). The Company intends to grant the underwriters a 30-day option to purchase up to an additional 1,500,000 shares from the Company. The Company will not receive any proceeds from any sale of shares by the Selling Stockholders. The Selling Stockholders' participation in the Offering is driven solely by tax planning purposes and 100% of proceeds received by Selling Stockholders from the Offering will be used for charitable purposes. The Offering is subject to market and other conditions, and there can be no assurance as to whether or when the Offering may be completed, or as to the actual size or terms of the Offering.

The Company intends to use the net proceeds from the Offering and, to the extent necessary, cash on hand and/or borrowings under its revolving credit facility to fund the cash purchase price of the Company's recently announced pending acquisition of substantially all of the non-operated Permian Basin assets owned by certain entities affiliated with Veritas Energy, LLC (the "Veritas Acquisition"). Pending the use of proceeds as described above, the Company may temporarily apply a portion of the net proceeds from the Offering to repay outstanding borrowings under its revolving credit facility. The consummation of the Offering is not conditioned upon the completion of the Veritas Acquisition and the consummation of the Offering is not a condition to the completion of the Veritas Acquisition. If the Veritas Acquisition is not consummated, the Company intends to use the net proceeds of the Offering for general corporate purposes, which may include the repayment of outstanding indebtedness.

Morgan Stanley & Co. LLC is acting as lead book-running manager for the Offering and BofA Securities is acting as a joint book-running manager for the Offering. The Offering will be made only by means of a prospectus supplement and the accompanying base prospectuses, which were filed as part of effective shelf registration statements filed with the Securities and Exchange Commission ("SEC") on Form S-3. Copies of the preliminary prospectus supplement and accompanying base prospectuses relating to the Offering, as well as copies of the final prospectus supplement, once available, may be obtained on the SEC's website at www.sec.gov or by contacting Morgan Stanley & Co. LLC, Attention: Prospectus Department, 180 Varick Street, 2nd Floor, New York, NY 10014; or BofA Securities, at NC1-004-03-43, 200 North College Street, 3rd floor, Charlotte, NC 28255-0001, Attention: Prospectus Department or by emailing to dg.prospectus_requests@bofa.com.

This press release does not constitute an offer to sell, a solicitation to buy or an offer to purchase or sell any securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

ABOUT NORTHERN OIL AND GAS

[Northern Oil and Gas Inc.](#) is a company with a primary strategy of investing in non-operated minority working and mineral interests in oil & gas properties, with a core area of focus in the premier basins within the United States.

SAFE HARBOR

This press release contains forward-looking statements regarding future events and future results that are subject to the safe harbors created under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts included in this

press release, are forward-looking statements, including, but not limited to, statements regarding the Company's plans to issue the common stock and the anticipated use of the net proceeds from the Offering. When used in this press release, forward-looking statements are generally accompanied by terms or phrases such as "estimate," "project," "predict," "believe," "expect," "continue," "anticipate," "target," "could," "plan," "intend," "seek," "goal," "will," "should," "may" or other words and similar expressions that convey the uncertainty of future events or outcomes. Items contemplating or making assumptions about actual or potential future production and sales, market size, collaborations, and trends or operating results also constitute such forward-looking statements.

Forward-looking statements involve inherent risks and uncertainties, and important factors (many of which are beyond the Company's control) that could cause actual results to differ materially from those set forth in the forward looking statements, including the following: changes in crude oil and natural gas prices; the pace of drilling and completions activity on the Company's properties and properties pending acquisition; the effects of the COVID-19 pandemic and related economic slowdown; the Company's ability to acquire additional development opportunities; potential or pending acquisition transactions, including the Veritas Acquisition; the Company's ability to consummate the Veritas Acquisition, the anticipated timing of such consummation, and any anticipated financing transactions in connection therewith; the projected capital efficiency savings and other operating efficiencies and synergies resulting from the Company's acquisition transactions; integration and benefits of property acquisitions, including the Veritas Acquisition, or the effects of such acquisitions on the Company's cash position and levels of indebtedness; changes in the Company's reserves estimates or the value thereof; disruptions to the Company's business due to acquisitions and other significant transactions; general economic or industry conditions, nationally and/or in the communities in which the Company conducts business; changes in the interest rate environment, legislation or regulatory requirements; conditions of the securities markets; the Company's ability to raise or access capital; changes in accounting principles, policies or guidelines; financial or political instability, acts of war or terrorism; and other economic, competitive, governmental, regulatory and technical factors affecting the Company's operations, products, services and prices. Additional information concerning potential factors that could affect future financial results is included in the section entitled "Item 1A. Risk Factors" and other sections of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2020 and the Company's Quarterly Report on Form 10-Q for the fiscal quarters ended March 31, 2021, June 30, 2021 and September 30, 2021, as updated from time to time in amendments and subsequent reports filed with the SEC, which describe factors that could cause the Company's actual results to differ from those set forth in the forward-looking statements.

The Company has based these forward-looking statements on its current expectations and assumptions about future events. While management considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties, most of which are difficult to predict and many of which are beyond the Company's control. You are urged not to place undue reliance on these forward-looking statements, which speak only as of the date they are made. Except as may be required by applicable law or regulation, the Company does not undertake, and specifically disclaims, any obligation to update any forward-looking statements to reflect events or circumstances occurring after the date of such statements.

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