
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**POST-EFFECTIVE
AMENDMENT NO.1
TO
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

NORTHERN OIL AND GAS, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

95-3848122
(I.R.S. Employer
Identification Number)

**601 Carlson Pkwy - Suite 990
Minnetonka, Minnesota 55305
(952) 476-9800**
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Erik J. Romslo
General Counsel and Secretary
601 Carlson Pkwy - Suite 990
Minnetonka, Minnesota 55305
(952) 476-9800**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

**Joshua L. Colburn
Faegre Baker Daniels LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, Minnesota 55402-3901**

Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, please check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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. (Check one):

Large Accelerated Filer

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

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 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 13d-1(d) (Cross-Border Third-Party Tender Offer)

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (this “Amendment”) to Registration Statement on Form S-4, File No. 333-216887 (the “Registration Statement”), is being filed pursuant to Rule 414(d) under the Securities Act of 1933 (the “Securities Act”) by Northern Oil and Gas, Inc., a Delaware corporation (the “Company”). This post-effective amendment amends the Registration Statement, as previously amended, which was filed by the Company as a Minnesota corporation prior to the conversion described below. No changes or additions are being made hereby to the existing prospectuses that already form a part of such registration statement. Accordingly, such existing prospectuses are being omitted from this filing.

On May 9, 2018, the Company filed articles of conversion with the Secretary of State of the State of Minnesota and filed a certificate of conversion with the Secretary of State of the State of Delaware changing its jurisdiction of incorporation from Minnesota to Delaware (the “Reincorporation”). The Reincorporation was approved by security holders pursuant to which proxies were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). As a result of the Reincorporation, pursuant to the Delaware General Corporation Law (the “DGCL”), the Company has continued its existence under the DGCL as a corporation incorporated in the State of Delaware. The business, assets and liabilities of the Company and its subsidiaries on a consolidated basis, as well as its principal locations and fiscal year, were the same immediately after the Reincorporation as they were immediately prior to the Reincorporation. In addition, the directors and executive officers of the Company immediately after the Reincorporation were the same individuals who were directors and executive officers, respectively, of the Company immediately prior to the Reincorporation.

Except as modified by this post-effective amendment, including modifications resulting from the incorporation of documents by reference, the Company, by virtue of this post-effective amendment, expressly adopts the Registration Statement as its own registration statement for all purposes of the Securities Act and the Exchange Act.

No additional securities are being registered under this Amendment.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 20. Indemnification of Directors and Officers

Under our Certificate of Incorporation, as amended, and restated by-laws (and in accordance with Section 145 of the Delaware General Corporate Law), we will indemnify to the fullest extent permitted by the Delaware General Corporate Law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, including civil, criminal, administrative, investigative or other proceedings, by reason of the fact that the person is or was a director, officer or employee of the Company, or is or was serving in that capacity or as an agent at the request of the Company for another entity.

Our indemnity covers expenses, judgments, fines and amounts paid or to be paid in settlement actually and reasonably incurred in connection with the defense or settlement of an action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to our best interest and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. We will indemnify a person in a derivative action under the same conditions, except that no indemnification is permitted without judicial approval if the person is adjudged to be liable to us in performance of his or her duty. Derivative actions are actions by us or in our right to procure a judgment in our favor. Our agents may be similarly indemnified at the discretion of our board of directors.

All of our directors and officers are covered by an insurance policy that we maintain against specified liabilities for actions taken in their capacities as such, including liabilities under the Securities Act.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted for our directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

Item 21. Exhibits

Exhibit Nos.

Unless otherwise indicated, all documents incorporated by reference into this Registration Statement are filed with the SEC pursuant to the Exchange Act under file number 001-33999.

No.	Description	Manner of Filing
3.1	Certificate of Incorporation of Northern Oil and Gas, Inc., dated May 9, 2018	Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on May 15, 2018
3.2	Bylaws of Northern Oil and Gas, Inc.	Incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the SEC on May 15, 2018
5.1 *	Opinion of Faegre Baker Daniels LLP	
23.1 *	Consent of Independent Registered Public Accounting Firm Grant Thornton LLP	
23.2 *	Consent of Ryder Scott Company, L.P.	
23.3 *	Consent of Faegre Baker Daniels LLP	Contained in Exhibit 5.1
24.1 *	Powers of Attorney	

* Filed herewith

Item 22. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A of this chapter, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(5) That, for the purpose of determining liability of the Registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and

- (iv) Any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) The undersigned Registrant hereby undertakes as follows: That prior to any public reoffering of the securities registered hereunder through use of a prospectus which is a part of this registration statement, by any person or party who is deemed to be an underwriter within the meaning of Rule 145(c), the Registrant undertakes that such reoffering prospectus will contain the information called for by the applicable registration form with respect to reofferings by persons who may be deemed underwriters, in addition to the information called for by the other items of the applicable form.
- (d) The Registrant undertakes that every prospectus (i) that is filed pursuant to paragraph (c) immediately preceding, or (ii) that purports to meet the requirements of Section 10(a)(3) of the Securities Act and is used in connection with an offering of securities subject to Rule 415, will be filed as part of an amendment to the registration statement and will not be used until such amendment is effective, and that, for purposes of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (e) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.
- (f) The undersigned Registrant hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Items 4, 10(b), 11 or 13 of Form S-4, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.
- (g) The undersigned Registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this post-effective amendment to Registration Statement be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minnetonka, State of Minnesota on May 16, 2018.

NORTHERN OIL AND GAS, INC.

By: /s/ Brandon Elliott
Brandon Elliott
Interim President, Principal Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to Registration Statement has been signed below by the following persons on behalf of the Registrant and in the capacity indicated on May 16, 2018.

<u>Signature</u>	<u>Title</u>
<u>/s/ Brandon Elliott</u> Brandon Elliott	Interim President, Principal Executive Officer
<u>/s/ Chad Allen</u> Chad Allen	Interim Chief Financial Officer, Chief Accounting Officer, Principal Financial Officer, Principal Accounting Officer
* <u>Bahram Akradi</u>	Director
* <u>Jack King</u>	Director
* <u>Robert Grabb</u>	Director
* <u>Lisa Bromiley</u>	Director
* <u>Delos Cy Jamison</u>	Director
* <u>Michael Frantz</u>	Director
* <u>Michael Popejoy</u>	Director

* Brandon Elliott, by signing his name hereto, does hereby sign this post-effective amendment to Registration Statement on behalf of each of the above-named directors of the Registrant pursuant to powers of attorney duly executed by such persons.

By: /s/ Brandon Elliott
Brandon Elliott
Attorney-in-Fact

[Letterhead of Faegre Baker Daniels LLP]

May 16, 2018

Northern Oil and Gas, Inc.
601 Carlson Pkwy, Suite 900
Minnetonka, MN 55305

Ladies and Gentlemen:

We have acted as counsel for Northern Oil and Gas, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of Post-Effective Amendment No. 1 (the "Amendment") to the Registration Statement on Form S-4, file no. 333-216887 (as amended, the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act"), relating to the proposed offer and sale from time to time of up to 10,000,000 shares of common stock, par value \$0.001 per share (the "Common Stock"), in connection with future business combination transactions or acquisitions by the Company or its subsidiaries of businesses, assets or securities (the "Shares"). We have been requested by the Company to render this opinion in connection with the Company's conversion from a Minnesota corporation to a Delaware corporation and the related filing of the Amendment.

The Shares may be offered in one or more offerings in amounts and on terms to be determined at the time of the offering, to be set forth, if necessary, in supplements (each a "Prospectus Supplement") to the prospectus contained in the Registration Statement (the "Prospectus").

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Company's Certificate of Incorporation, as currently in effect (the "Certificate of Incorporation"), (ii) the Company's Bylaws, as currently in effect, (iii) the Registration Statement, (iv) resolutions adopted by the Board of Directors of the Company (the "Board") relating to, among other things, the authorization and issuance of the Shares and the registration of the resale thereof, and (v) such other documents, certificates and records as we have deemed necessary or appropriate for the purpose of rendering the opinion below. We have also examined such authorities of law as we have deemed relevant as a basis for this opinion. As to any facts material to the opinion expressed herein which we did not independently establish or verify, we have relied upon written or oral certificates, statements, representations and other documentation furnished to us by officers, employees and representatives of the Company, public officials and others, without independent verification of the facts set forth therein.

In connection with rendering our opinions set forth below, we have assumed that:

- (i) all information, representations and warranties contained in all documents reviewed by us are true and correct;
- (ii) all signatures on all documents examined by us are genuine;
- (iii) each natural person signing the documents we examined had the legal capacity to do so;
- (iv) all documents submitted to us as originals are authentic, all documents submitted to us as copies conform to the originals of those documents and there are no undisclosed modifications to the documents reviewed by us;
- (v) the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the Delaware General Corporation Law; and
- (vi) the Shares will be duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the acquirers.

Based on the foregoing, and subject to the assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that when (i) the Board (or an authorized committee thereof) has taken all necessary corporate action (including the adoption and approval of resolutions authorizing the Company to issue, offer and sell the Shares) to authorize and approve the acquisition transaction pursuant to which the Shares are to be issued and the related issuance of Shares and any related documentation, and (ii) the Shares are issued, sold, delivered and paid for in accordance with the Registration Statement, any

applicable Prospectus Supplement and the terms of the definitive agreement governing the issuance of such Shares, the Shares will be validly issued, fully paid and non-assessable.

The foregoing opinion assumes that, at or prior to the time of delivery of any such Shares, (i) the Registration Statement, the Amendment and any other required post-effective amendments thereto shall have been declared effective and such effectiveness shall not have been terminated or rescinded; (ii) any necessary Prospectus Supplement with respect to such Common Stock shall have been timely filed with the Commission and any required exhibits shall have been timely filed with the Commission in an amendment to the Registration Statement or with a Current Report on Form 8-K; and (iii) upon the issuance of the Shares, the total number of issued and outstanding shares of Common Stock of the Company will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under its Certificate of Incorporation.

We are admitted to the practice of law in the State of Minnesota and the foregoing opinions are limited to the laws of that state and the Delaware General Corporation Law.

This opinion is rendered as of the date first written above and we assume no obligation to revise or supplement this opinion thereafter. This opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company or the Shares.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act and to the reference to us under the caption "Legal Matters" in the Registration Statement and the Prospectus included therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

FAEGRE BAKER DANIELS LLP

By /s/ Joshua L. Colburn
Joshua L. Colburn

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated February 23, 2018 with respect to the financial statements and internal control over financial reporting of Northern Oil and Gas, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2017, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement on Form S-4 (File No. 333-216887), and to the use of our name as it appears under the caption "Experts."

/s/ GRANT THORNTON LLP

Minneapolis, Minnesota
May 16, 2018

CONSENT OF RYDER SCOTT COMPANY, L.P.

Northern Oil and Gas, Inc.
601 Carlson Pkwy - Suite 990
Minnetonka, Minnesota 55305

The undersigned hereby consents to the references to our firm in the form and context in which they appear in the post-effective amendments to Registration Statements on Form S-3 (File No. 333-205619), on Form S-4 (File No. 333-216887) and Form S-8 (File Nos. 333-188999, 333-205617 and 333-212929) of Northern Oil and Gas, Inc. We hereby further consent to the incorporation by reference in such Registration Statements of the following, each of which were included in the Annual Reports on Form 10-K of Northern Oil and Gas, Inc. for the years ended December 31, 2017, 2016 and 2015: (i) estimates of oil and gas reserves contained in such Annual Reports and (ii) our reports dated February 2, 2018, February 7, 2017 and February 9, 2016.

RYDER SCOTT COMPANY, L.P.
/s/ Ryder Scott Company, L.P.

Denver, Colorado
May 16, 2018

NORTHERN OIL AND GAS, INC.

Power of Attorney

The undersigned director of Northern Oil and Gas, Inc., a Delaware corporation (the "Company"), hereby constitutes and appoints Brandon R. Elliott, Chad W. Allen and Erik J. Romslo, jointly and severally, with full power to act without the joinder of others, as his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including, without limitation, post-effective amendments) to the Registration Statements on Form S-3 (file no. 333-205619), Form S-4 (file no. 333-216887) and Form S-8 (file nos. 333-188999, 333-205617 and 333-212929), and any additional registration statement related hereto for the same offerings that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933 (and all further amendments, including post-effective amendments, thereto), and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set the undersigned's hand this 16th day of May, 2018.

/s/ Bahram Akradi

Bahram Akradi

NORTHERN OIL AND GAS, INC.

Power of Attorney

The undersigned director of Northern Oil and Gas, Inc., a Delaware corporation (the "Company"), hereby constitutes and appoints Brandon R. Elliott, Chad W. Allen and Erik J. Romslo, jointly and severally, with full power to act without the joinder of others, as his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including, without limitation, post-effective amendments) to the Registration Statements on Form S-3 (file no. 333-205619), Form S-4 (file no. 333-216887) and Form S-8 (file nos. 333-188999, 333-205617 and 333-212929), and any additional registration statement related hereto for the same offerings that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933 (and all further amendments, including post-effective amendments, thereto), and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set the undersigned's hand this 16th day of May, 2018.

/s/ Lisa Bromiley

Lisa Bromiley

NORTHERN OIL AND GAS, INC.

Power of Attorney

The undersigned director of Northern Oil and Gas, Inc., a Delaware corporation (the "Company"), hereby constitutes and appoints Brandon R. Elliott, Chad W. Allen and Erik J. Romslo, jointly and severally, with full power to act without the joinder of others, as his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including, without limitation, post-effective amendments) to the Registration Statements on Form S-3 (file no. 333-205619), Form S-4 (file no. 333-216887) and Form S-8 (file nos. 333-188999, 333-205617 and 333-212929), and any additional registration statement related hereto for the same offerings that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933 (and all further amendments, including post-effective amendments, thereto), and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set the undersigned's hand this 16th day of May, 2018.

/s/ Michael Frantz

Michael Frantz

NORTHERN OIL AND GAS, INC.

Power of Attorney

The undersigned director of Northern Oil and Gas, Inc., a Delaware corporation (the "Company"), hereby constitutes and appoints Brandon R. Elliott, Chad W. Allen and Erik J. Romslo, jointly and severally, with full power to act without the joinder of others, as his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including, without limitation, post-effective amendments) to the Registration Statements on Form S-3 (file no. 333-205619), Form S-4 (file no. 333-216887) and Form S-8 (file nos. 333-188999, 333-205617 and 333-212929), and any additional registration statement related hereto for the same offerings that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933 (and all further amendments, including post-effective amendments, thereto), and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set the undersigned's hand this 16th day of May, 2018.

/s/ Robert Grabb

Robert Grabb

NORTHERN OIL AND GAS, INC.

Power of Attorney

The undersigned director of Northern Oil and Gas, Inc., a Delaware corporation (the "Company"), hereby constitutes and appoints Brandon R. Elliott, Chad W. Allen and Erik J. Romslo, jointly and severally, with full power to act without the joinder of others, as his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including, without limitation, post-effective amendments) to the Registration Statements on Form S-3 (file no. 333-205619), Form S-4 (file no. 333-216887) and Form S-8 (file nos. 333-188999, 333-205617 and 333-212929), and any additional registration statement related hereto for the same offerings that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933 (and all further amendments, including post-effective amendments, thereto), and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set the undersigned's hand this 16th day of May, 2018.

/s/ Delos Cy Jamison

Delos Cy Jamison

NORTHERN OIL AND GAS, INC.

Power of Attorney

The undersigned director of Northern Oil and Gas, Inc., a Delaware corporation (the "Company"), hereby constitutes and appoints Brandon R. Elliott, Chad W. Allen and Erik J. Romslo, jointly and severally, with full power to act without the joinder of others, as his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including, without limitation, post-effective amendments) to the Registration Statements on Form S-3 (file no. 333-205619), Form S-4 (file no. 333-216887) and Form S-8 (file nos. 333-188999, 333-205617 and 333-212929), and any additional registration statement related hereto for the same offerings that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933 (and all further amendments, including post-effective amendments, thereto), and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set the undersigned's hand this 16th day of May, 2018.

/s/ Jack King

Jack King

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Power of Attorney

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/s/ Michael Popejoy

Michael Popejoy