

ISSUER DETAILS

NAME OF ISSUER	FOR PERIOD ENDED	DATE OF REPORT
NORDIC OIL AND GAS LTD.	March 31, 2008	May 29, 2008

ISSUER ADDRESS

4727 ROBLIN BOULEVARD

CITY	PROVINCE	POSTAL CODE	ISSUER FAX NO.	ISSUER TELEPHONE NO.
WINNIPEG	MANITOBA	R3R 0G2	(204) 897-7154	(204) 956-5042

CONTACT NAME	CONTACT POSITION	CONTACT TELEPHONE NO.
DONALD P. BENSON	PRESIDENT	(204) 956-5042

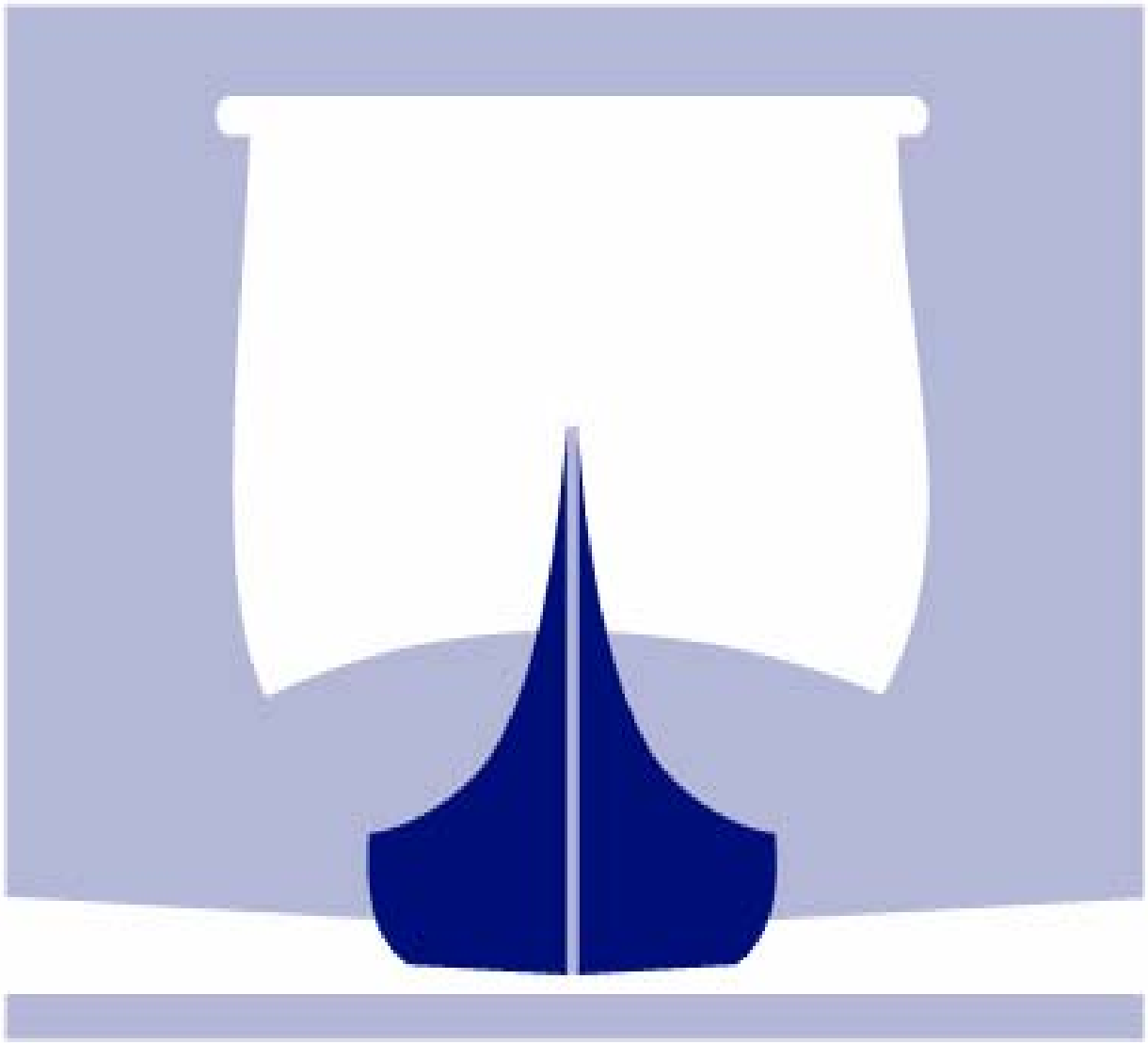
CONTACT E-MAIL ADDRESS	WEBSITE ADDRESS
dbenson57@shaw.ca	nordicoilandgas.com

CERTIFICATE

THE THREE SCHEDULES REQUIRED TO COMPLETE THIS REPORT ARE ATTACHED AND THE DISCLOSURE CONTAINED THEREIN HAS BEEN APPROVED BY THE BOARD OF DIRECTORS. A COPY OF THIS REPORT WILL BE PROVIDED TO ANY SHAREHOLDER WHO REQUESTS IT.

DIRECTOR'S SIGNATURE	PRINT FULL NAME	DATE SIGNED
"Donald Benson"	DONALD P. BENSON	5/29/2008

DIRECTOR'S SIGNATURE	PRINT FULL NAME	DATE SIGNED
"Barry Palka"	BARRY PALKA	5/29/2008



NORDIC
OIL AND GAS LTD

Notice of No Auditor Review

NORDIC OIL AND GAS LTD.

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim consolidated financial statements of the company have been prepared by management and approved by the Audit Committee and Board of Directors of the Company.

The Company's independent auditors have not performed a review of these consolidated financial statements in accordance with the established standards by the Canadian Institute of Chartered Accountants for a review of interim financial statements by the entity's auditors.

Nordic Oil and Gas Ltd.**Balance Sheet**

As at March 31, 2008

(Unaudited)

ASSETS	March 31, 2008	December 31, 2007
Current Assets		
Cash	\$ 409,290	2,044,388
Short-Term Investments (note 2)	3,907,439	204,191
Accounts Receivable	1,313,358	920,669
Deposits	182,155	-
Deferred Costs	35,015	-
	<u>5,847,257</u>	<u>3,169,248</u>
Capital Assets		
Property and Equipment (note 3)	5,035,738	4,543,811
Total Assets	<u><u>\$ 10,882,995</u></u>	<u><u>\$ 7,713,059</u></u>
 LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Accounts Payable	874,295	247,416
Convertible Debenture (note 6)	483,730	665,937
	<u>1,358,025</u>	<u>913,353</u>
Long-Term Liabilities		
Asset Retirement Obligations	293,626	287,867
Future Tax Liability	1,188,007	232,249
Total Liabilities	<u>2,839,658</u>	<u>1,433,469</u>
 Shareholders' Equity		
Equity Instruments (note 4)	7,068,309	7,161,524
Equity portion of convertible debenture	36,581	41,965
Warrants (note 4)	-	-
Contributed Surplus (note 5)	3,618,638	1,631,847
Deficit	(2,680,191)	(2,555,746)
Total Shareholders' Equity	<u>8,043,337</u>	<u>6,279,590</u>
Retained Earnings (Deficit)	(2,555,746)	(916,222)
Current Earnings (Deficit)	(124,445)	(507,094)
 Total Liabilities & Equity	<u><u>\$ 10,882,995</u></u>	<u><u>\$ 7,713,059</u></u>

Nordic Oil and Gas Ltd.
Statement of Operations and Loss
For the period ended March 31, 2008
(Unaudited)

REVENUE	Three months ended		Three months ended	
	March 31,		March 31,	
	2008	2007	2008	2007
Oil and Gas Revenue	138,101	181,102	138,101	181,102
Liquids Revenue	4,092	2,590	4,092	2,590
Transport Revenue	3,661	3,644	3,661	3,644
Interest Revenue	3,248	1,803	3,248	1,803
Total Revenue	149,101	189,139	149,101	189,139
PRODUCTION COSTS				
Operating Costs	57,498	41,409	57,498	41,409
Royalties Costs	24,763	29,629	24,763	29,629
Total Production Costs	82,261	71,038	82,261	71,038
EXPENSES				
Depletion and Amortization Expense	85,587	119,859	85,587	119,859
General and Administration Expenses	99,888	39,662	99,888	39,662
Interest expense	15,215	841	15,215	841
Geological Services	17,410	25,067	17,410	25,067
Management Fees	32,500	30,000	32,500	30,000
Professional Fees	21,795	7,499	21,795	7,499
Regulatory Fees	18,397	10,863	18,397	10,863
Stock Option Expense	284,473	-	284,473	-
Total Expenses	575,264	233,791	575,264	233,791
Total Product Costs and Expenses	657,525	304,829	657,525	304,829
Net loss before taxes	(508,423)	(115,690)	(508,425)	(115,690)
Future income tax recovery	(383,978)	-	(383,978)	-
Net loss for the period	(124,445)	(115,690)	(124,447)	(115,690)
Deficit, beginning	(2,555,746)	(1,423,315)	(2,555,836)	(1,423,315)
Deficit, ending	(2,680,191)	(1,539,005)	(2,680,283)	(1,539,005)
Loss per share	\$ (0.0034)	\$ (0.0073)	\$ (0.0029)	\$ (0.0073)

Nordic Oil and Gas Ltd.**Statement of Cash Flow**

For the period ended March 31, 2008

(Unaudited)

Cash Flow from Operating Activities	Three months ended		Three months ended	
	March 31,		March 31,	
	<u>2008</u>	<u>2007</u>	<u>2008</u>	<u>2007</u>
Net Loss for the period	(124,445)	(115,690)	(124,447)	(115,690)
Adjustments for				
Depletion and Amortization	85,587	119,859	85,587	119,859
Stock Based Compensation	284,473	-	284,473	-
Future income tax recovery	(383,978)	-	(383,978)	-
Total	(138,363)	4,169	(138,365)	4,169
Changes in non-cash working capital				
Accounts Receivable	(392,690)	(52,660)	(392,690)	(52,660)
Accounts Payable	(626,879)	(177,886)	(626,879)	(177,886)
Prepaid Deposits	(141,211)	-	(141,211)	-
Total	(1,299,142)	(226,377)	(1,299,144)	(226,377)
Investing Activities				
Property and equipment acquisitions	605,875	(76,749)	605,875	(76,749)
Financing Activities				
Share capital issued net of issue costs	2,631,902	-	2,631,902	-
Shares issued on warrants & options	129,516	-	129,516	-
Total	2,761,418	-	2,761,418	-
Increase (Decrease) in cash and equivalents, during the year	2,068,150	(303,126)	2,068,150	(303,126)
Cash and cash equivalents, beginning	2,248,579	433,423	2,248,579	433,423
Cash and cash equivalents, ending	<u>\$ 4,316,729</u>	<u>130,297</u>	<u>4,316,729</u>	<u>130,297</u>
Cash and cash equivalents:				
Cash	409,290	(81,375)	409,290	(81,375)
Term Deposits due within 30 days	3,907,439	211,672	3,907,439	211,672
	<u>\$ 4,316,729</u>	<u>\$ 130,297</u>	<u>\$ 4,316,729</u>	<u>\$ 130,297</u>

NOTES TO THE FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING POLICIES:

a) Incorporation

Nordic Oil and Gas Ltd., (the "Company") was incorporated under The Corporations Acts (Manitoba). The Company was originally classified as a venture capital pool corporation under the rules of the Toronto Venture Exchange ("TSX", formerly the Canadian Venture Exchange). Under such rules, to meet the initial listings requirements of a publicly traded company, the Company was required to complete a Qualifying Transaction. The Company completed a Qualifying Transaction on November 14, 2002, and is now listed on the TSX (see note 2).

b) Financial Instruments

Financial instruments included cash and term deposits, accounts and GST receivable, accounts payable and accrued liabilities. The estimated fair value of such financial instruments approximates their carrying values. A \$200,000 bank line is secured with a term deposit.

c) Future Income Taxes

The company follows the liability method of accounting for income taxes. Under this method, income taxes are recognized for the future income tax consequences attributable to differences between the carrying value and the tax bases of assets and liabilities.

d) Oil & Gas Interest and Depletion

The company follows the full cost method of accounting for oil and gas properties whereby all costs relating to acquisition, exploration and development of oil and gas reserves are capitalized. Such costs include land acquisitions costs, geological and geophysical costs, drilling and other costs related to exploration and development activities. Proceeds from the disposal of oil and gas properties are applied against the capitalized costs of the related property.

The Company annually applies a ceiling test to capitalized costs, net of accumulated depletion and depreciation, to ensure they do not exceed the estimated undiscounted value of future net revenues from proven oil and gas reserves, based on year-end prices and costs, adjusted for estimated future general and administrative expenses, abandonment and site restoration costs, financing costs, and income taxes. Upon commencement of production, capitalized costs are depleted using the unit-of-production method, based on estimated provable oil and gas reserves determined by independent engineering.

At present, a substantial portion of the company's activities are conducted with others. These financial statements reflect only the Company's proportionate interest in joint ventures.

e) Stock Based Compensation

The Company has a stock option plan for its directors, officers and employees. Any compensation paid by option holders on the exercise of stock options is credited to share capital.

Commencing November 1, 2002, the company adopted the new Canadian accounting standard for stock based compensation and other stock-based payments which requires that all stock-based awards granted to non-employees be accounted for at fair market value.

f) Use of Estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles require management to make estimates and assumptions that affect the reporting amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

g) Measurement Uncertainty

The amounts recorded for depletion, depreciation and amortization of oil and gas interests and property and equipment are based on estimates. The ceiling test is based on estimates of proven reserves, production rates, oil price, future costs and other relevant assumptions. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates in future periods could be significant.

h) Statement Format

The company will now present the Statement of Cash Flows using the indirect method. This will allow users a straightforward means to compare the company's financial statements.

2. CHANGES IN ACCOUNTING POLICIES

a) Accounting changes

Voluntary changes in accounting policies are permitted only if they result in financial statements which provide more reliable and relevant information. Accounting policy changes are applied retrospectively unless it is impracticable to determine the period or cumulative impact of the change. Corrections of prior period errors are applied retrospectively and change in accounting estimates are applied prospectively by including the effect of the change in earnings.

b) Financial instruments—recognition and measurement

This new standard requires all financial instruments within its scope, including all derivatives, to be recognized on the balance sheet initially at fair value. Subsequent measurement of all financial assets and liabilities except those held-for-trading and available for sale are measured at amortized cost determined using the effective interest rate method. Held-for-trading financial assets and liabilities are measured at fair value with changes in fair value recognized in earnings. Loans and receivable financial assets and other financial liabilities are measured at cost or amortized cost if interest-bearing. Available-for-sale financial assets are measured at fair value with changes in fair value recognized in comprehensive income and reclassified to earnings when derecognized or impaired. Changes to the measurement of existing financial assets and liabilities at the date of adoption were adjusted to either opening deficit or opening accumulated other comprehensive income as noted above.

c) Comprehensive income

Comprehensive income is the change in shareholders' equity during a period from transactions and other events and circumstances from non-owner sources and includes unrealized gains and losses on financial assets classified as held available-for-sale. When related amounts are recorded in accordance with this new standard, the Company will report a consolidated statement of comprehensive income combined with the consolidated statement of operations and a new category, accumulated other comprehensive income, in the shareholders' equity section of the consolidated balance sheet.

d) Derivative instruments

The Company may use various types of derivative financial instruments to manage risks associated with crude oil and natural gas price fluctuations. These instruments are not used for trading or speculative purposes. Proceeds and costs realized from holding the related contracts are recognized in petroleum and natural gas revenues at the time that each transaction under a contract is settled. For the unrealized portion of such contracts, the Company utilizes the fair value method of accounting.

The fair value is based on an estimate of the amounts that would have been paid to or received from counterparts to settle these instruments given future market prices and other relevant factors. The method requires the fair value of the derivative financial instruments to be recorded at each balance sheet date with the unrealized gains or losses on these contracts recorded through the consolidated statement of operations.

The Company has elected to account for its commodity sales and other non-financial contracts, which were entered into and continue to be held for the purpose of receipt or delivery of non-financial items in accordance with its expected purchase, sale or usage requirements as executory contracts on an accrual basis rather than as non-financial derivatives. Prior to adoption of the new standards, physical receipt and delivery contracts did not fall within the scope of the definition of a financial instrument and were also accounted for as executory contracts.

e) Transaction costs

Transaction costs attributable to financial instruments classified as other than held-for-trading are expensed in the consolidated statement of loss as incurred. Prior to January 1, 2007, transaction costs were recorded as deferred costs and recognized in the consolidated statement of operations on a straight-line basis over the term of the financial instrument. On adoption, previously deferred transaction costs were recognized as if they had been expensed in the year incurred through an adjustment to the Company's opening retained earnings (deficit).

f) Effective interest rate method

Financing fees and transaction costs attributable to financial instruments classified as other than held-for-trading such as convertible debentures are included in the recognized amount of the related financial instrument and recognized over the term of the financial instrument. Prior to January 1, 2007, financing fees and transaction costs were recorded as a deferred charge and recognized in the consolidated statement of operations on a straight-line basis over the life of the financial instrument. On adoption, financing fees and transaction costs are recognized as if the effective interest rate method had always been applied whereby the amount recognized varies over the life of the financial instrument based on the principal outstanding.

3. Property and Equipment

		Accumulated Depletion & Amortization	Net Book Value
March 31, 2008	Cost		
Oil and Gas Property and Equipment	7,321,519	2,299,215	5,022,304
Computers and Equipment	21,178	7,745	13,434
			5,035,738

		Accumulated Depletion & Amortization	Net Book Value
March 31, 2007	Cost		
Oil and Gas Property and Equipment	5,419,726	2,102,637	3,317,089
Computers and Equipment	18,369	4,981	13,388
			3,330,477

Depletion of oil and gas properties is determined using the unit of production method based upon proven reserves. No administrative expenses were capitalized to property and equipment in 2008 or 2007. As at March 31, 2008, costs amounting to \$2,858,036 that were incurred on unproven properties have been excluded from costs subject to depletion. The company amortizes computers and equipment using the declining balance method at 30%.

4. Equity Instruments

The authorized capital of the Company is an unlimited number of Class A common shares.

Common shares issued	2008	
	Shares	Amounts
Balance, December 31, 2007	34,723,276	6,306,336
Private placement of flow-through unit:	5,880,267	2,499,113
Non flow-through shares issued	606,750	242,700
Share issue costs, net of taxes		(171,484)
Stock Options exercised	145,000	47,950
Warrants exercised	230,766	81,566
Tax effect for shares issued		(1,937,872)
Balance, March 31, 2008	42,859,359	\$ 7,068,309

The company is authorized to issue an unlimited number of common shares without par value. Each unit of the Company sold as flow through common shares entitled the purchaser to one half share warrant, which can be purchased for \$.30. In conjunction with share issuance this quarter, 993,250 warrants were issued. The fair value of the warrants was estimated using the Black-Scholes option pricing model with the following assumptions:

Risk-free interest rate	3.20%
Expected life (years)	2
Expected volatility	79.94%
Expected dividend yield	0%

Warrants

	Warrants	Amounts
Balance, December 31, 2007	10,026,843	855,188
Issued with Common Shares	4,080,754	674,753
Issued as Agent Warrants	1,060,463	251,958
Tax effect of warrants issued		(35,146)
	15,168,060	1,746,753

Options

The Company has established a stock option plan for its directors, officers, key employees, agents, and consultants. The total number of authorized and unissued common shares allocated to, and made available to, such participants under the plan, shall not exceed 10% of the issued and outstanding Class A Common Shares at the time of the granting of the option. At the balance sheet date there were 3,250,000 options outstanding. The fair value of the options was estimated using the Black-Scholes option-pricing model with the following assumptions:

Risk-free interest rate	3.20%
Expected life (years)	5
Expected volatility	79.94%
Expected dividend yield	0%

<u>Issued</u>	<u>Option Price</u>	<u>Expire</u>
50,000	\$ 0.40	5/21/2008
50,000	\$ 0.40	9/22/2008
25,000	\$ 0.40	10/9/2008
160,000	\$ 0.40	2/12/2009
210,000	\$ 0.45	1/31/2010
300,000	\$ 0.40	1/22/2011
190,000	\$ 0.25	12/13/2011
1,570,000	\$ 0.60	12/30/2012
780,000	\$ 0.32	1/24/2012

5. CONTRIBUTED SURPLUS

	<u>2008</u>
Balance, December 31, 2007 and March 31, 2008	1,631,847
Additions during the quarter	1,986,791
Balance, March 31, 2008	\$ 3,618,638

6. CONVERTIBLE DEBENTURE

On November 30, 2006, the company issued convertible debentures in the amount of \$766,000 maturing on November 30, 2008 and bearing interest at an annual rate of 8%, payable semi-annually on each of the six and twelve month anniversary of the initial date of closing. The debenture is collateralized by all the present and future property and assets of the company. The debentures are convertible, at the option of the holder at any time, into Class A common shares of the Company at a conversion price of \$0.25. The maximum aggregate principal amount of convertibles debentures authorized under the Company's Trust Indenture is \$1,000,000. At the close of the quarter there were convertible debentures outstanding in the amount of \$483,730

7. CORPORATE OFFICERS AND BOARD OF DIRECTORS

Donald P Benson (1)
Chairman & Chief Executive Officer

Keith Peterson
Secretary-Treasurer & Director

Michael Mann, Geologist (1)
Director

Barry Palka (1)
Director

Brahm Silverstone, Geophysicist
Director

(1) is a member of audit committee

8. CORPORATE INFORMATION

HEAD OFFICE:

4727 Roblin Boulevard
Winnipeg, Manitoba, Canada R3R 0G2
Telephone: 204-956-5042
Fax: 204-897-7154

GENERAL INFORMATION:

Number of Shares Outstanding: 42,859,359
Stock Exchange Listing: TSXV:NOG
Fiscal Year-End: December 31
Transfer Agent: CIBC Mellon Trust, Winnipeg
Auditor: BDO Dunwoody
Reporting Jurisdictions: Alberta; Manitoba; Saskatchewan; British Columbia