UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

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

For the quarterly period ended October 31, 2014

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

For the transition period from ______ to ______.

Commission file number: 000-49760

PETRO RIVER OIL CORP.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**98-0611188**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

1980 Post Oak Blvd., Suite 2020, Houston, TX 77056
(Address of Principal Executive Offices, Zip Code)

(469) 828-3900
(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 (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] 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 (§232.405 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 [X] 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. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ]   Accelerated filer [ ]   Non-accelerated filer [ ]   Smaller reporting company [X]

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at December 15, 2014
Common Stock, $0.00001 par value per share	818,567,746 shares

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ITEM 1. FIN
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Petro River Oil Corp. and Subsidiaries
Condensed Consolidated
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	As of October 31, 2014 (unaudited)	As of April 30, 2014
Assets		
Current Assets:		
Cash and cash equivalents	$ 2,749,928	$ 8,352,949
Restricted cash	125,000	-
Accounts receivable	277,784	51,979
Prepaid expenses and other current assets	85,861	40,297
Total Current Assets	3,238 573	8,445,225
Oil and gas assets, net	16,950,370	8,941,592
Property, plant and equipment, net of accumulated depreciation of $316,834 and $314,308	65,441	930
Other assets	16,999	6,000
Total Other Assets	17,032,810	8,948,522
Total Assets	**$ 20,271,383**	**$ 17,393,747**
Liabilities and Stockholders' Equity		
Current Liabilities:		
Accounts payable and accrued expenses	$ 401,657	$ 480,637
Note payable, current portion	25,354	-
Asset retirement obligations, current portion	460,778	481,658
Total Current Liabilities	887,789	962,295
Long-term liabilities:		
Asset retirement obligations, net of current portion	430,808	336,352
Total Liabilities	1,318,597	1,298,647
Commitments and contingencies		
Stockholders' Equity:		
Preferred Shares - 5,000,000 authorized; par value $0.00001 per share	-	-
Series B Preferred shares - 29,500 authorized; 0 issued with a $100 stated value, par value $0.00001 per share	-	-
Common shares - 2,250,000,000 authorized; par value $0.00001 per share; issued and outstanding; 818,567,746 and 818,567,746, respectively	8,186	8,186
Additional paid-in capital	28,422,299	27,748,045
Accumulated deficit	(14,130,668)	(11,661,131)
Total Stockholders' Equity	14,299,817	16,095,100
Non-controlling interests	4,652,969	-
Total Stockholders' Equity	18,952,786	16,095,100
Total Liabilities and Stockholders' Equity	**$ 20,271,383**	**$ 17,393,747**

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

Petro River Oil Corp. and Subsidiaries
Condensed Consolidated State
me
nts of Operations
(unaudited)

	For the Three Months Ended October 31, 2014	For the Three Months Ended October 31, 2013	For the Six Months Ended October 31, 2014	For the Six Months Ended October 31, 2013
Operations				
Revenue and Other Income				
Oil and natural gas sales	$ 757,485	$ 87,253	$ 1,423,761	$ 192,093
Total Income	757,485	87,253	1,423,761	192,093
Operating Expenses				
Operating	446,829	82,632	787,497	146,711
General and administrative	1,195,000	(501,809)	3,052,032	1,717,219
Depreciation, depletion and accretion	218,681	26,674	400,833	53,028
Total Expenses	1,856,010	(392,503)	4,240,362	1,916,958
Operating (loss) income	(1,098,525)	479,756	(2,816,601)	(1,724,865)
Other income, net				
Interest and other income, net	-	3,245	33	3,240
Net (Loss) Income	(1,098,525)	483,001	(2,816,568)	(1,721,625)
Net Income (Loss) attributable to non-controlling interest	55,680	-	(347,031)	-
Net (Loss) Income attributable to Petro River Oil Corp. and Subsidiaries	**$ (1,154,205)**	**$ 483,001**	**$ (2,469,537)**	**$ (1,721,625)**
Net (Loss) Income per Common Share Basic	**$ (0.00)**	**$ 0.00**	**$ (0.00)**	**$ (0.00)**
Net (Loss) Income per Common Share Diluted	**$ (0.00)**	**$ 0.00**	**$ (0.00)**	**$ (0.00)**
Weighted Average Number of Common Shares Outstanding - Basic and Diluted	**818,567,746**	**737,317,746**	**818,567,746**	**737,314,485**

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

Petro River Oil Corp. and Subsidiaries
Condensed Consolidated St
ate
ments of Cash Flows
(unaudited)

	For the Six Months Ended October 31, 2014	For the Six Months Ended October 31, 2013
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (2,816,568)	$ (1,721,625)
Adjustments to reconcile net loss to net cash used in operating activities		
Stock-based compensation	674,254	474,297
Depreciation, depletion and amortization	376,021	26,196
Accretion of asset retirement obligation	24,813	26,832
Changes in operating assets and liabilities:		
Accounts receivable	(225,805)	10,337
Prepaid expenses and other assets	(45,564)	27,861
Other assets	(10,999)	-
Accounts payable and accrued expenses	(78,981)	(126,990)
Net Cash Used in Operating Activities	(2,102,829)	(1,283,092)
Cash Flows From Investing Activities:		
Capitalized expenditures on oil and gas assets	(8,333,510)	(235,954)
Purchase of fixed assets	(39,756)	-
Purchase of certificate of deposit - restricted	(125,000)	-
Net Cash Used in Investing Activities	(8,498,266)	(235,954)
Cash Flows From Financing Activities:		
Cash payments of note payable	(1,926)	-
Cash received from non-controlling interest contribution	5,000,000	-
Net Cash Provided by Financing Activities	4,998,074	-
Change in cash and cash equivalents	(5,603,021)	(1,519,046)
Cash and cash equivalents, beginning of period	8,352,949	5,703,082
Cash and cash equivalents, end of period	$ 2,749,928	$ 4,184,036
SUPPLEMENTARY CASH FLOW INFORMATION:		
Cash paid during the period for:		
Income taxes	$ 7,975	$ -
Non-cash investing and financing activities:		
Conversion of accrued settlement liability into common stock	$	$ 80,000
Acquisition of oil and gas assets for accrued liabilities	$ 48,763	$ -
Issuance of note payable for purchase of fixed assets	$ 27,280	$ -

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

PETRO RIVER OIL CORP.
Notes to the Cond
ens
ed Consolidated Financial Statements
For the three and six months ended October 31, 2014 and 2013

1. Organization and Liquidity:

Petro River Oil Corp (the "*Company*") is an independent exploration and production company with a focus on drilling, completion, recompletions, and applying modern technologies to both conventional and unconventional oil and gas assets. The Company's core holdings are in the Mid Continent region in Oklahoma and Kansas. The Company's operations are currently focused on the Mississippi Lime play, capitalizing on the experience, knowledge, and drilling techniques of its team. The Company is driven to utilize its expertise both in the region and in similar formations to exploit hydrocarbon prone resources with tight and/or challenging characteristics in order to create value for the Company and its shareholders. The Company's principal administrative office is located in Houston, Texas and its principal operations are in Oklahoma, Kansas and Western Missouri. The Company also has an office in New York, New York.

Petro River Oil LLC ("*Petro*"), was incorporated under the laws of the State of Delaware on March 3, 2011. Through proceeds received from the issuance of various promissory notes, on February 1, 2012, Petro purchased various interests in oil and gas leases, wells, records, data and related personal property located along the Mississippi Lime play in the state of Kansas from Metro Energy Corporation ("*Metro*"), a Louisiana company, and other interrelated entities, through a court approved order as Metro was undergoing Chapter 11 Bankruptcy proceedings as a Debtor-In-Possession of these various oil and gas assets. Petro purchased these assets for cash consideration of $2,000,000 as well as a 25% non-managing membership interest in Petro. During the six months ended October 31, 2014, the Company engaged Energy Source Advisors to renew a number of the leases acquired in the Metro purchase and to lease additional acreage. As a result of the asset purchase from Metro and the completion of the additional lease renewals and additional acreage purchases, the Company obtained a total of 115,000 gross (85,000 net acres) of leases, having unproven reserves at the time of acquisition, in the Mississippi Lime in Southeast Kansas for total cost of $12.2 million.

On April 23, 2013, the Company executed and consummated a securities purchase agreement by and among the Company, Petro, and the investors in Petro (the "*Investors*"), namely, the holders of outstanding secured promissory notes of Petro (the "*Notes*"), and those holding membership interests in Petro (the "*Membership Interests*", and, together with the Notes, the "*Acquired Securities*") sold by Petro (the "*Share Exchange*"). In the Share Exchange, the Investors exchanged their Acquired Securities for 591,021,011 newly issued shares of the Company's common stock. Upon completion of the Share Exchange, Petro became the Company's wholly owned subsidiary.

As a result of the Share Exchange, the Company acquired 100% of the membership units of Petro and consequently, control of the business and operations of Petro. Under generally accepted accounting principles in the United States ("*U.S. GAAP*"), because Petro's former members and note holders held 80% of the issued and outstanding shares of the Company as a result of the Share Exchange, Petro is deemed the accounting acquirer while the Company remains the legal acquirer. Petro adopted the fiscal year of the Company. Prior to the Share Exchange, all historical financial statements presented are those of Petro. The equity of the Company is the historical equity of Petro, restated to reflect the number of shares issued by the Company in the transaction.

Recent Developments

*Acquisition of Interest in Bandolier Energy LLC***.** On May 30, 2014, the Company entered into a Subscription Agreement pursuant to which the Company was issued a 50% interest in Bandolier Energy, LLC ("*Bandolier*") in exchange for a capital contribution of $5.0 million (the "*Bandolier Acquisition*"). In connection with the Bandolier Acquisition, the Company has the right to appoint a majority of the board of managers of Bandolier. The Company's Executive Chairman is a manager of, and investor in, Pearsonia West Investment Group, LLC ("*PWIG*"), a special purpose vehicle formed for the purpose of investing in Bandolier with the Company and Ranger Station, LLC ("Ranger Station"). Concurrently with the Bandolier Acquisition, PWIG was issued a 44% interest in Bandolier for cash consideration of $4.4 million, and Ranger Station was issued a 6% interest in Bandolier for cash consideration of $600,000. In connection with PWIG's investment in Bandolier, the Company and PWIG entered into an agreement, dated May 30, 2014, granting the members of PWIG an option, exercisable at any time prior to May 30, 2017, to exchange their pro rata share of the Bandolier membership interests for shares of the Company's common stock, at a price of $0.08 per share, subject to adjustment (the "*Option*"). The Option, if fully exercised, would result in the Company issuing 55,000,000 shares of its Common Stock, or 6% to the members of PWIG.

The Company has operational control along with a 50% ownership interest in Bandolier. As a result, the Company consolidates Bandolier. The remaining 50% non–controlling interest represents the equity investment from PWIG and Ranger Station. The Company will allocate the proportionate share of the net operating income/loss to both the Company and the non-controlling interest.

Subsequent to the initial capitalization of Bandolier, Bandolier acquired for $8,712,893, less a $407,161 claw back, all of the issued and outstanding equity of Spyglass Energy Group, LLC ("*Spyglass*"), the owner of oil and gas leases, leaseholds, lands, and options and concessions thereto located in Osage County, Oklahoma. Spyglass controls a significant contiguous oil and gas acreage position in Northeastern Oklahoma, consisting of approximately 106,000 acres, with substantial original oil in place, stacked reservoirs, as well as exploratory and development opportunities that can be accessed through both horizontal and vertical drilling. Significant infrastructure is already in place including 32 square miles of 3D seismic, 3 phase power, a dedicated sub-station as well as multiple oil producing horizontal wells.

As a result of Bandolier's subsequent acquisition of Spyglass, the Company has both proven developed and proven undeveloped oil and gas assets. On September 17, 2014, Spyglass has received from the Osage Minerals Counsel at a duly called meeting in Pawhuska, Oklahoma, an extension to its 2014 well commitment due under its concession agreement to extend the time to drill four wells until December 31, 2015.

The Company recorded the purchase of Spyglass using the acquisition method of accounting as specified in *ASC 805 "Business Combinations."* This method of accounting requires the acquirer to (i) record purchase consideration issued to sellers in a business combination at fair value on the date control is obtained, (ii) determine the fair value of any non-controlling interest, and (iii) allocate the purchase consideration to all tangible and intangible assets acquired and liabilities assumed based on their acquisition date fair values. Further, the Company commenced reporting the results of Spyglass on a consolidated basis with those of the Company effective upon the date of the acquisition.

The following tables summarizes fair values of the net liabilities assumed and the allocation of the aggregate fair value of the purchase consideration, and non-controlling interest and net liabilities to assumed identifiable and unidentifiable intangible assets. The fair value allocation is based on management's preliminarily best estimates utilizing potential production and future cash flows:

Purchase consideration:	
Net cash provided	$ 8,305,732
Liabilities assumed	76,541
Total Purchase Consideration	**8,382,273**
Purchase price allocation:	
Oil and gas assets – proved developed – estimated	2,460,632
Oil and gas assets – proved undeveloped – estimated	5,921,641
Asset retirement obligations – estimated	(76,541)

The following table summarizes, on an unaudited pro forma basis, the results of operations of the Company as though the acquisition had occurred as of May 1, 2013. The pro forma amounts presented are not necessarily indicative of either the actual operation results had the acquisition transaction occurred as of May 1, 2013.

	For the Three Months Ended		For the Six Months Ended	
	October 31, 2014	October 31, 2013	October 31, 2014	October 31, 2013
Revenues	$ 1,184,375	$ 1,893,618	$ 2,217,467	$ 3,804,823
Net income (loss)	(1,681,079)	1,475,674	(3,187,533)	(270,201)
(Loss) income per share of common share - Basic and diluted	(0.00)	0.00	(0.00)	(0.00)
Weighted average number of common shares Outstanding - Basic and diluted	818,567,746	737,317,746	818,567,746	737,314,485

At October 31, 2014 the non–controlling interest in Bandolier was as follows:

Non–controlling interest at April 30, 2014	**$ -**
Acquisition of non–controlling interest in Bandolier	5,000,000
Non–controlling share of net loss	(347,031)
Non–controlling interest at October 31, 2014	**$ 4,652,969**

Liquidity and Management Plans

The Company is focused on developing its core position in the Mississippi Lime, specifically in the Pearsonia West Concession in Osage County recently acquired during the Bandolier Acquisition and Bandolier's acquisition of Spyglass. Management's current plans in the Mississippi Lime play are focused on Pearsonia West, but Petro River also owns additional Mississippi Lime acreage in Kansas. Over the last 12 months the Company has continued to build out its leadership and technical team with individuals with extensive experience in the Mississippi Lime play. Additionally, the Company has been in discussions with industry partners to capitalize and develop additional acreage in the Mississippi Lime. The Company continues to seek out joint venture partners and acquisition targets.

The Company continues to evaluate its non-core projects related to its legacy heavy oil reservoirs. While still in technical review, the Company is engaged in a series of pilot tests related to certain theories, technologies and processes on the Missouri heavy oil assets. In Missouri, the Company has continued to analyze reservoir data and testing results to determine if any of these technologies or processes may lead to a viable and economic development plan for the understanding and test phases to develop an economic heavy oil production reserve base. The Company is leveraging executive vice president Luis Vierma's experience in heavy oil, which he acquired during his time as Vice President of Exploration and Production at Petróleos de Venezuela, S.A.

Management's principal objective is to maximize shareholder value by, among other things, increasing production by developing its acreage, increasing profit margins by evaluating and optimizing its production, and executing its business plan to increase property values, prove its reserves, and expand its asset base. While management currently has no plans to discontinue or revise its business plan, recent volatility and decrease in crude oil prices may cause management to cut back on its development or acquisition plans, or otherwise revisit its business and/or its capital expenditure plan. Continued volatility and decreases in crude oil prices may accelerate such cut back or revisions.

At October 31, 2014, the Company had working capital of approximately $2.4 million. As a result of the utilization of cash in its operating activities, and the development of its assets, the Company has incurred losses since it commenced operations. In addition, Petro has a limited operating history prior to acquisition of Bandolier. At October 31, 2014, the Company had cash and cash equivalents of approximately $2.7 million. While management believes that the current level of working capital is sufficient to maintain current operations in Kansas, Oklahoma and Missouri as well as the planned added operations for the next twelve months, additional capital will be necessary for management to execute its business plan and to further expand the Company's exploration and development programs beyond such period. To address the Company's working capital requirements and execute its business plan, management intends to continue to raise capital through the issuance of debt and equity securities. In addition, and to address the recent volatility and decreases in crude oil prices, the Company has initiated cost-cutting measures commencing November 1, 2014. No assurances can be provided that the Company will be successful in its efforts to raise additional required capital, which efforts may be more difficult given the recent volatility and decrease in the price of crude oil. Furthermore, inability to maintain capital may damage the Company's reputation and credibility with industry participants. The Company's inability to raise additional funds when required may have a negative impact on its consolidated results of operations and financial condition.

2. Basis of Preparation:

The condensed consolidated financial statements and accompanying footnotes are prepared in accordance with U.S. GAAP and include the accounts of the Company and its wholly owned subsidiaries. All material intercompany balances and transactions have been eliminated in consolidation. Non–controlling interest represents the minority equity investment in the Company's subsidiaries, plus the minority investors' share of the net operating results and other components of equity relating to the non–controlling interest.

These condensed consolidated financial statements include the below subsidiaries:

Petro River Oil LLC, Petro Spring, LLC, PO1, LLC and MegaWest Energy USA Corp. and its wholly owned subsidiaries:

MegaWest Energy Texas Corp.
MegaWest Energy Kentucky Corp.
MegaWest Energy Missouri Corp.
MegaWest Energy Kansas Corp.
MegaWest Energy Montana Corp.

Also contained in the condensed consolidated financial statements is the financial information of the Company's 50% owned subsidiary, Bandolier Energy LLC.

The unaudited condensed consolidated financial information furnished herein reflects all adjustments, consisting solely of normal recurring items, which in the opinion of management are necessary to fairly state the financial position of the Company and the results of its operations for the periods presented. This report should be read in conjunction with the Company's consolidated financial statements and notes thereto included in the Company's Form 10-K for the year ended April 30, 2014 filed with the Securities and Exchange Commission (the "*SEC*") on August 13, 2014. The Company assumes that the users of the interim financial information herein have read or have access to the audited financial statements for the preceding fiscal year and that the adequacy of additional disclosure needed for a fair presentation may be determined in that context. Accordingly, footnote disclosure, which would substantially duplicate the disclosure contained in the Company's Form 10-K for the year ended April 30, 2014 has been omitted. The results of operations for the interim periods presented are not necessarily indicative of results for the entire year ending April 30, 2015.

3. Significant Accounting Policies:

(a) Use of Estimates:

The preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates include volumes of oil and natural gas reserves, abandonment obligations, impairment of oil and natural gas properties, depreciation and accretion, income taxes, fair value of financial instruments, and contingencies.

Oil and gas proven reserve estimates, which are the basis for unit-of-production depletion and the full cost ceiling test, have a number of inherent uncertainties. The accuracy of any reserve estimate is a function of the quality of available data and of engineering and geological interpretation and judgment. Results of drilling, testing, and production subsequent to the date of the estimate may justify revision of such estimate. Accordingly, reserve estimates are often different from the quantities of oil and gas that are ultimately recovered. In addition, reserve estimates are vulnerable to changes in prices of crude oil and gas. Such prices have been volatile in the past and can be expected to be volatile in the future. As of October 31, 2014, the Company had proven reserves in Oklahoma in relation to the Bandolier transaction.

(b) Cash and Cash Equivalents:

Cash and cash equivalents include all highly liquid monetary instruments with original maturities of three months or less when purchased to be cash equivalents. These investments are carried at cost, which approximates fair value. Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash deposits. The Company maintains its cash in institutions insured by the Federal Deposit Insurance Corporation ("*FDIC*"). At times, the Company's cash and cash equivalent balances may be uninsured or in amounts that exceed the FDIC insurance limits.

(c) Oil and Gas Operations:

Oil and Gas Properties: The Company uses the full-cost method of accounting for its exploration and development activities. Under this method of accounting, the costs of both successful and unsuccessful exploration and development activities are capitalized as oil and gas property and equipment. Proceeds from the sale or disposition of oil and gas properties are accounted for as a reduction to capitalized costs unless the gain or loss would significantly alter the relationship between capitalized costs and proved reserves of oil and natural gas attributable to a country, in which case a gain or loss would be recognized in the condensed consolidated statements of operations. All of the Company's oil and gas properties are located within the continental United States, its sole cost center.

Oil and gas properties may include costs that are excluded from costs being depleted. Oil and gas costs excluded represent investments in unproved properties and major development projects in which the Company owns a direct interest. These unproved property costs include non-producing leasehold, geological and geophysical costs associated with leasehold or drilling interests and in process exploration drilling costs. All costs excluded are reviewed at least annually to determine if impairment has occurred.

The Company accounts for its unproven long-lived assets in accordance with Accounting Standards Codification ("*ASC*") Topic 360-10-05, "Accounting for the Impairment or Disposal of Long-Lived Assets." ASC Topic 360-10-05 requires that long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate that the historical cost carrying value of an asset may no longer be appropriate. As of April 30, 2014, management engaged a third party to perform an independent study of the oil and gas assets. Management concluded that the Montana assets were impaired by $75,000 and the Kansas assets were impaired by $4,638,973. The Company recorded $4,713,973 impairment to the consolidated statement of operations for the year ended April 30, 2014.

Proved Oil and Gas Reserves: In accordance with Rule 4-10 of SEC Regulation S-X, proved oil and gas reserves are the estimated quantities of crude oil, natural gas and natural gas liquids which geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions. All of the Company's oil and gas properties with proven reserves were impaired to the salvage value prior to the Bandolier transaction. The price used to establish economic producibility is the average price during the 12-month period preceding the end of the entity's fiscal year and calculated as the un-weighted arithmetic average of the first-day-of-the-month price for each month within such 12-month period. Upon completion of the Bandolier transaction, the Company acquired $2,460,632 in proved developed oil and gas assets and $5,921,641 in proven undeveloped oil and gas assets.

Depletion, Depreciation and Amortization: Depletion, depreciation and amortization is provided using the unit-of-production method based upon estimates of proved oil and gas reserves with oil and gas production being converted to a common unit of measure based upon their relative energy content. Investments in unproved properties and major development projects are not amortized until proved reserves associated with the projects can be determined or until impairment occurs. If the results of an assessment indicate that the properties are impaired, the amount of the impairment is deducted from the capitalized costs to be amortized. Once the assessment of unproved properties is complete and when major development projects are evaluated, the costs previously excluded from amortization are transferred to the full cost pool and amortization begins. The amortizable base includes estimated future development costs and, where significant, dismantlement, restoration and abandonment costs, net of estimated salvage value.

In arriving at rates under the unit-of-production method, the quantities of recoverable oil and natural gas reserves are established based on estimates made by the Company's geologists and engineers which require significant judgment, as does the projection of future production volumes and levels of future costs, including future development costs. In addition, considerable judgment is necessary in determining when unproved properties become impaired and in determining the existence of proved reserves once a well has been drilled. All of these judgments may have significant impact on the calculation of depletion expenses. There have been no material changes in the methodology used by the Company in calculating depletion, depreciation and amortization of oil and gas properties under the full cost method during the three and six months ended October 31, 2014 and 2013.

(d) Asset Retirement Obligations:

The Company recognizes a liability for the estimated fair value of site restoration and abandonment costs when the obligations are legally incurred and the fair value can be reasonably estimated. The fair value of the obligations is based on the estimated cash flow required to settle the obligations discounted using the Company's credit adjusted risk-free interest rate. The obligation is recorded as a liability with a corresponding increase in the carrying amount of the oil and gas assets. The capitalized amount will be depleted on a unit-of-production method. The liability is increased each period, or accretes, due to the passage of time and a corresponding amount is recorded in the condensed consolidated statements of operations.

Revisions to the estimated fair value would result in an adjustment to the liability and the capitalized amount in oil and gas assets.

(e) Oil and Gas Revenue:

Sales of oil and gas, net of any royalties, are recognized when oil has been delivered to a custody transfer point, persuasive evidence of a sales arrangement exists, the rights and responsibility of ownership pass to the purchaser upon delivery, collection of revenue from the sale is reasonably assured, and the sales price is fixed or determinable. The Company sells oil and gas on a monthly basis. Virtually all of its contracts' pricing provisions are tied to a market index, with certain adjustments based on, among other factors, whether a well delivers to a gathering or transmission line, the quality of the oil and gas, and prevailing supply and demand conditions, so that the price of the oil and gas fluctuates to remain competitive with other available oil supplies.

(f) Per Share Amounts:

Basic net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted-average number of common shares outstanding during the period. Diluted net loss per common share is determined using the weighted-average number of common shares outstanding during the period, adjusted for the dilutive effect of common stock equivalents. In periods when losses are reported, which is the case for the three and six months ended October 31, 2014 and the six months ended October 31, 2013 presented in these condensed consolidated financial statements, the weighted-average number of common shares outstanding excludes common stock equivalents because their inclusion would be anti-dilutive. In addition, for the three months ended October 31, 2013 the weighted-average number of common shares outstanding excludes common stock equivalents because their inclusion would be anti-dilutive due to the exercise prices of the instruments being higher than the average common stock price during the period as quoted on the over the counter bulletin board.

The Company had the following common stock equivalents at October 31, 2014 and 2013:

As at	October 31, 2014	October 31, 2013
Stock Options	106,938,281	755,116
Stock Purchase Warrants	40,625,000	-
Compensation Warrants	-	230,000
	147,563,281	985,116

(g) Fair Value of Financial Instruments:

All financial instruments, including cash and cash equivalents, accounts receivable and accounts payable and accrued expenses are recognized on the condensed consolidated balance sheet initially at carrying value. The carrying value of these assets approximates their fair value due to their short-term maturities.

At each balance sheet date, the Company assesses financial assets for impairment with any impairment recorded in the condensed consolidated statement of operations. To assess loans and receivables for impairment, the Company evaluates the probability of collection of accounts receivable and records an allowance for doubtful accounts, which reduces loans and receivables to the amount management reasonably believes will be collected. In determining the amount of the allowance, the following factors are considered: the length of the time the receivable has been outstanding, specific knowledge of each customer's financial condition and historical experience.

Market risk is the risk that changes in commodity prices will affect the Company's oil sales, cash flows or the value of its financial instruments. The objective of commodity price risk management is to manage and control market risk exposures within acceptable limits while maximizing returns.

The Company is exposed to changes in oil prices which impact its revenues and to changes in natural gas process which impact its operating expenses.

The Company does not utilize financial derivatives or other contracts to manage commodity price risks.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price).

Fair value measurements are categorized using a valuation hierarchy for disclosure of the inputs used to measure fair value, which prioritize the inputs into three broad levels:

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 - Pricing inputs are other than quoted prices in active markets included in level 1, which are either directly or indirectly observable as of the reported date, and include those financial instruments that are valued using models or other valuation methodologies.

Level 3 - Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

(h) Subsequent Events:

The Company evaluates subsequent events through the date the condensed consolidated financial statements are issued.

(i) Recent Accounting Pronouncements:

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update 2014–09, *Revenue from Contracts with Customers*. Amendments in this Update create Topic 606, *Revenue from Contracts with Customers,* and supersede the revenue recognition requirements in Topic 605, *Revenue Recognition,* including most industry–specific revenue recognition guidance throughout the Industry Topics of the Codification. In addition, the amendments supersede the cost guidance in Subtopic 605–35, Revenue Recognition—Construction–Type and Production–Type Contracts, and create new Subtopic 340–40, Other Assets and Deferred Costs—Contracts with Customers. In summary, the core principle of Topic 606 is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This Accounting Standards Update is the final version of Proposed Accounting Standards Update 2011–230 —Revenue Recognition (Topic 605) and Proposed Accounting Standards Update 2011–250—Revenue Recognition (Topic 605): Codification Amendments, both of which have been deleted. Accounting Standards Update 2014–09. The amendments in this Update are effective for the Company for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. The Company is currently evaluating the effects of ASU 2014–09 on the condensed consolidated financial statements.

In June 2014, FASB issued Accounting Standards Update 2014–12, *Compensation – Stock Compensation (*Topic 718), which clarifies accounting for share–based payments for which the terms of an award provide that a performance target could be achieved after the requisite service period. That is the case when an employee is eligible to retire or otherwise terminate employment before the end of the period in which a performance target could be achieved and still be eligible to vest in the award if and when the performance target is achieved. The updated guidance clarifies that such a term should be treated as a performance condition that affects vesting. As such, the performance target should not be reflected in estimating the grant–date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the periods for which the requisite service has already been rendered. The guidance will be effective for the annual periods (and interim periods therein) ending after December 15, 2015. Early application is permitted. The Company is currently evaluating the effects of ASU 2014–12 on the condensed consolidated financial statements.

In August 2014, the Financial Accounting Standards Board issued Accounting Standards Update 2014–15, *Presentation of Financial Statements – Going Concern*. The Update provides U.S. GAAP guidance on management's responsibility in evaluating whether there is substantial doubt about a company's ability to continue as a going concern and about related footnote disclosures. For each reporting period, management will be required to evaluate whether there are conditions or events that raise substantial doubt about a company's ability to continue as a going concern within one year from the date the financial statements are issued. This Accounting Standards Update is the final version of Proposed Accounting Standards Update 2013–300—Presentation of Financial Statements (Topic 205): Disclosure of Uncertainties about an Entity's Going Concern Presumption, which has been deleted. The Company is currently evaluating the effects of ASU 2014–15 on the condensed consolidated financial statements.

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying condensed consolidated financial statements.

4. Restricted Cash

Restricted cash as of October 31, 2014 consists of a certificate of deposit with one of the Company's financial institutions. The certificate of deposit, which matures on August 7, 2015, was purchased pursuant to a cooperative agreement with a regional utility provider in Oklahoma.

5. Oil and Gas Assets:

The following table summarizes the oil and gas assets by project:

Cost	Oklahoma	Kansas	Missouri	Kentucky	Montana	Other	Total
Balance May 1, 2014	$ -	$ 7,922,601	$ 918,991	$ -	$ -	$ 100,000	$ 8,941,592
Additions	8,382,273	-	-	-	-	-	8,382,273
Depreciation, depletion and amortization	(315,155)	(58,340)	-	-	-	-	(373,495)
Balance October 31, 2014	$ 8,067,118	$ 7,864,261	$ 918,991	$ -	$ -	$ 100,000	$ 16,950,370

Oklahoma

On May 30, 2014, the Company, entered into a Subscription Agreement, pursuant to which the Company purchased a 50% interest in Bandolier. Bandolier's oil and gas assets are located in in Osage County, Oklahoma and comprise a significant contiguous oil and gas acreage position in Northeastern Oklahoma, approximately 106,000 acres, with substantial original oil in place, stacked reservoirs, as well as exploratory and development opportunities that can be accessed through both horizontal and vertical drilling. Significant infrastructure is already in place including 32 square miles of 3D seismic, 3 phase power, a dedicated sub-station as well as multiple oil producing horizontal wells. As a result of this transaction, the Company capitalized $2,460,632 in proved developed oil and gas assets and $5,921,641 in proven undeveloped oil and gas assets. No impairment was recorded on these assets during the three and six months ended October 31, 2014.

Kansas

Through proceeds received from the issuance of various promissory notes, on February 1, 2012 Petro purchased various interests in oil and gas leases, wells, records, data and related personal property located along the Mississippi Lime play in the state of Kansas from Metro, a Louisiana company and other interrelated entities through a court approved order as Metro was undergoing Chapter 11 Bankruptcy proceedings as a Debtor-In-Possession of these various oil and gas assets. Petro purchased these assets for cash considerations of $2.0 million as well as a 25% non-managing membership interest in the Company. During the six months ended October 31, 2014, the Company engaged Energy Source Advisors to renew a number of the leases acquired in the Metro purchase and to lease additional acreage. As a result of the asset purchase from Metro and the completion of the additional lease renewals and additional acreage purchases, the Company obtained a total of 115,000 gross (85,000 net acres) of leases, having unproven reserves at the time of acquisition, in the Mississippi Lime play in Southeast Kansas for total cost of $12.2 million. The Company also acquired over 60 square miles of proprietary 3D seismic data over prospective Mississippi Lime acreage in the same area. During the year ended April 30, 2014, management engaged an independent third party to test the Kansas assets for impairment. Throughout the year, management was not aware of any impairment indicators, but during the annual impairment test, the third party specialist concluded that the Kansas assets were impaired by $4,638,973, principally due to comparable acreage values. No further impairment was recorded on these assets during the three and six months ended October 31, 2014.

Missouri

At October 31, 2014, the Company's Missouri lease holdings totaled 1,272 gross acres with 98.4% working interest.

On separate pilot projects at Deerfield, the Company built two 500 barrel of oil per day steam drive production facilities (Marmaton River and Grassy Creek) comprised of 116 production wells, 39 steam injection wells and 14 service and observation wells. Throughout the Deerfield area, the Company has drilled 73 exploration/delineation wells with a 67% success rate.

As of October 31, 2014 and April 30, 2014, all Missouri assets were carried at salvage value, since the Company's current business plans do not contemplate raising the necessary capital to develop these properties. The Company is in current discussions with third parties to use the acreage as a testing site for heavy oil solutions with contemplated profit sharing opportunities.

Kentucky

As a result of the share exchange, the Company acquired Kentucky lease holdings which include a 37.5% working interest in 27,150 unproved gross acres (10,181 net acres). At October 31, 2014 and April 30, 2014 the Kentucky lease holdings acquired as a result of the share exchange have expired.

Montana

As of October 31, 2014 and April 30, 2014, the Montana leasehold in the Devils Basin prospect have expired.

During the year ended April 30, 2014, management fully impaired the asset to zero due to the expiration of the leases.

Other

Other property consists primarily of four used steam generators and related equipment that will be assigned to future projects. As of October 31, 2014, management concluded that impairment was not necessary as all other assets were carried at salvage value.

6. Asset Retirement Obligations:

The total future asset retirement obligation was estimated based on the Company's ownership interest in all wells and facilities, the estimated legal obligations required to retire, dismantle, abandon and reclaim the wells and facilities and the estimated timing of such payments. The Company estimated the present value of its asset retirement obligations at both October 31, 2014 and April 30, 2014, based on a future undiscounted liability of $1,183,292 and $1,087,292, respectively. These costs are expected to be incurred within one to 24 years. A credit-adjusted risk-free discount rate of 10% and an inflation rate of 2% were used to calculate the present value.

Changes to the asset retirement obligation were as follows:

	October 31, 2014	April 30, 2014
Balance, beginning of period	$ 818,010	$ 763,036
Additions	48,763	-
Disposition	-	-
Revisions	-	-
Accretion	24,813	54,974
	891,586	818,010
Less: Current portion for cash flows expected to be incurred within one year	(460,778)	(481,658)
Long-term portion, end of period	$ 430,808	$ 336,352

Expected timing of asset retirement obligations:

Year Ending April 30,	
2015	$ 460,778
2016	81,181
2017	212,000
2018	-
2019	-
Thereafter	383,852
	1,137,811
Effect of discount	(246,225)
Total	$ 891,586

As of October 31, 2014 and April 30, 2014, the Company has $0 of reclamation deposits with authorities to secure certain abandonment liabilities.

7. Related Party Transactions:

During the three months ended October 31, 2014, the Company expensed an aggregate $485,010 to general and administrative expenses for stock based compensation pursuant to employment agreements with certain employees. During the prior year comparable period, the Company reversed $1,021,250 of previously accrued officer share-based compensation due to an amendment in an officer's employment agreement. (See Note 9).

During the six months ended October 31, 2014 and 2013, the Company expensed an aggregate $674,254 and $418,250, respectively, to general and administrative expenses for stock based compensation pursuant to employment agreements with certain employees.

8. Stockholders' Equity:

As of October 31, 2014 and April 30, 2014, the Company had 5,000,000 shares of blank check preferred stock authorized with a par value of $0.00001 per share. None of the blank check preferred shares were issued or outstanding.

As of October 31, 2014 and April 30, 2014, the Company had 29,500 shares of preferred B shares authorized with a par value of $0.00001 per share. No preferred B shares were issued or outstanding.

9. Stock Options:

As of October 31, 2014, the Company has one equity incentive plan. The number of shares reserved for issuance in aggregate under the plan is limited to 120 million shares. The exercise price, term and vesting schedule of stock options granted are set by the Board of Directors at the time of grant. Stock options granted under the plan may be exercised on a cashless basis, if such exercise is approved by the Board. In a cashless exercise, the employee receives a lesser amount of shares in lieu of paying the exercise price based on the quoted market price of the shares on the trading day immediately preceding the exercise date.

As of April 30, 2014, the Company had a total of 88,038,281 options outstanding and 24,204,947 exercisable with a weighted average exercise price of $0.06. As of October 31, 2014, the Company had a total of 106,938,281 options outstanding and 29,371,613 exercisable with a weighted average exercise price of $0.06.

The following table summarizes information about the options outstanding and exercisable at October 31, 2014:

	Options	Weighted Average Exercise Prices
Outstanding – April 30, 2014	88,038,281	$ 0.06
Exercisable – April 30, 2014	24,204,947	$ 0.06
Granted	19,000,000	$ 0.06
Exercised	-	$ -
Forfeited/Cancelled	(100,000)	$ -
Outstanding October 31, 2014	106,938,281	$ 0.06
Exercisable – October 31, 2014	29,371,613	$ 0.06
Outstanding - Aggregate Intrinsic Value		$ -
Exercisable - Aggregate Intrinsic Value		$ -

The following table summarizes information about the options outstanding and exercisable at October 31, 2014:

	Options Outstanding			Options Exercisable	
Exercise Price	**Options**	**Weighted Avg. Life Remaining**	**Weighted Avg. Exercise Price**	**Options**	**Weighted Avg. Exercise Price**
$ 0.22	465,116	0.01 years	$ 0.22	465,116	$ 0.22
$ 0.06	106,473,165	9.02 years	$ 0.06	28,906,497	$ 0.06
	106,938,281			29,371,613	
Aggregate Intrinsic Value			$ -		$ -

During the three months ended October 31, 2014, the Company expensed an aggregate $485,010 to general and administrative expenses for stock based compensation pursuant to employment agreements with certain employees. During the prior year comparable period, the Company reversed $1,021,250 of previously accrued officer share-based compensation due to an amendment in an officer's employment agreement.

For the six months ended October 31, 2014 and 2013, the Company recorded stock-based compensation of $674,254 and $418,250, respectively, which is included in general and administrative expenses.

Intrinsic value is the Company's current per share fair value as quoted on the Over the Counter Bulletin Board on the balance sheet date ($0.0358) less the current exercise price.

Other than the issuances disclosed in Note 6 and below, during the three and six months ended October 31, 2014, the Company had no other stock based compensation expense.

As of October 31, 2014, the Company has $3,062,539 in unrecognized stock based compensation expense which will be amortized over a weighted average exercise period of 2.28 years.

Advisor Grants:

On September 24, 2014, the Board of Directors authorized the grant of 19,000,000 fair value options to five consultants. The option grants have an exercise price equal to the closing price of shares of the Company's common stock as of the date of the grant. One consultant was granted 5,000,000 fair value options and the second consultant was granted 2,500,000 fair value options, the third consultant was granted 3,000,000 fair value options and the fourth was granted 6,500,000 fair value stock options. All options granted vested over 4 years with 20 percent vested immediately upon grant. Additionally, one consultant was granted 2,000,000 fair value options that vest over one year with one-twelfth vesting immediately. All options granted mature in ten years.

The Company computed the economic benefit of the grant as of the date of grant utilizing a Black-Scholes option-pricing model. The Company utilized the following assumptions: common share value based on the fair value of the Company's common stock as quoted on the Over the Counter Bulletin Board, $0.057; Exercise price of $0.057; expected volatility of 174%; and a discount rate of 2.57%. The grant date fair value of the awards was $1,075,072. For the three and six months ended October 31, 2014, the Company expensed $296,788, respectively, to general and administrative expenses as part of stock-based compensation.

On November 20, 2013, the Board of Directors authorized the grant of fair value options to two consultants. The option grants have an exercise price equal to the closing price of shares of the Company's common stock as of the date of the grant. One consultant was granted 2,333,333 fair value options and the second consultant was granted 1,833,333 fair value options. All options granted vested immediately upon grant and mature in ten years.

Warrants:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Life Remaining
Outstanding and exercisable – April 30, 2014	40,625,000	0.14	1.62
Forfeited	-	-	-
Granted	-	-	-
Outstanding and exercisable – October 31, 2014	40,625,000	0.14	1.12

The aggregate intrinsic value of the warrants was $0.

10. Contingency and Contractual Obligations:

As a result of the Share Exchange, the Company inherited the following contingencies:

(a) In January 2010, the Company experienced a flood in its Calgary office premises as a result of a broken water pipe. There was significant damage to the premises rendering them unusable until the landlord completed remediation. Pursuant to the lease contract, the Company asserted that rent should be abated during the remediation process and accordingly, the Company ceased making rent payments in December 2009. During the remediation process, the Company engaged an independent environmental testing company to test for air quality and for the existence of other potentially hazardous conditions. The testing revealed the existence of potentially hazardous mold and the consultant provided specific written instructions for the effective remediation of the premises. During the remediation process, the landlord did not follow the consultant's instructions to correct the potentially hazardous mold situation, and subsequently in June 2010, gave notice and declared the premises to be ready for occupancy. The Company re-engaged the consultant to re-test the premises and the testing results again revealed the presence of potentially hazardous mold. The Company determined that the premises were not fit for re-occupancy, considered the landlord to be in default of the lease, and considered the lease to be terminated.

The landlord disputed the Company's position and gave notice that it considers the Company to be in default of the lease for failure to re-occupy the premises.

The landlord has previously claimed that the Company owed monthly rent for the premises from January 2010 to June 30, 2010 in the amount of $247,348 and as a result of the alleged default, pursuant to the terms of the lease, the Company owed three months accelerated rent in the amount of $114,837. The landlord previously also asserted that the Company would be liable for an amount up to the full lease obligation of $1,596,329 which otherwise would have been due as follows:

Year Ended April 30		
2011	$	473,055
2012		473,055
2013		473,055
2014		177,164
Total	$	1,596,329

On January 30, 2014, the landlord filed a Statement of Claim against the Company in the amount aggregating approximately $759,000. On October 20, 2014, the Company filed a summary judgment application stating that landlord's claim is barred as it was commenced outside the 2 year statute of limitation period under the Alberta Limitations Act. If the landlord contests our summary judgment application, the court will schedule a hearing expected no earlier than week of February 2, 2015.

(b) In September 2013, the Company was notified by the Railroad Commission of Texas (the "*Commission*") that the Company was not in compliance with regulations promulgated by the Commission. The Company was therefore deemed to have lost its corporate privileges within the State of Texas and as a result, all wells within the state would have to be plugged. The Commission therefore collected $25,000 from the Company, which was originally deposited with the Commission, to cover a portion of the estimated costs of $88,960 to plug the wells. In addition to the above, the Commission also reserved its right to separately seek any remedies against the Company resulting from its noncompliance.

(c) On July 3, 2014, the Company entered into a memorandum of understanding with Sichuan Renzhi Oilfield Technology Services Co. Ltd., a corporation incorporated under the laws of the People's Republic of China and traded on the Shenzhen Stock Exchange ("*Renzhi*"), which is memorialized in a Framework Agreement for Acquisition and Cooperation (the "*MOU*"). The MOU sets forth a framework for (i) the sale by the Company, and the purchase by Renzhi, of PO1, LLC ("*PO1*"), a wholly-owned subsidiary of the Company which owns 51% of the issued and outstanding membership interests of Spyglass, the owner of oil and gas leases, leaseholds, lands, and options and concessions thereto, located in Osage County, Oklahoma; and (ii) the joint development by the Company and Renzhi of oil and gas technology and properties (collectively, the "*Transactions*"), with an aggregate investment by Renzhi to the Company in the amount of $87.5 million. The final allocation of the aggregate investment by Renzhi to the Company and which assets are to be contributed by the Company are still being negotiated.

The Company and Renzhi intend to enter into one or more definitive agreements to effectuate the terms of the MOU. The execution of definitive documentation with respect to the Transactions remains subject to additional negotiations between the parties, further due diligence, Renzhi obtaining financing in order to comply with its obligations, and applicable Chinese regulatory approvals. There can be no assurance that definitive documentation for the Transactions will be entered into by the parties or that the Transactions will close.

(d) On August 11, 2014, Martha Donelson and John Friend amended their complaint in an existing lawsuit by filing a class action complaint styled: *Martha Donelson and John Friend, et al. v. United States of America, Department of the Interior, Bureau of Indian Affairs and Devon Energy Production, LP, et al.,* Case No. 14-CV-316-JHP-TLW, United States District Court for the Northern District of Oklahoma (the "Proceeding"). The plaintiffs added as defendants twenty-seven (27) specifically named operators, including the Company, as well as all Osage County lessees and operators who have obtained a concession agreement, lease or drilling permit approved by the Bureau of Indian Affairs ("BIA") in Osage County allegedly in violation of National Environmental Policy Act ("NEPA"). Plaintiffs seek a declaratory judgment that the BIA improperly approved oil and gas leases, concession agreements and drilling permits prior to August 12, 2014, without satisfying the BIA's obligations under federal regulations or NEPA, and seek a determination that such oil and gas leases, concession agreements and drilling permits are void *ab initio*. Plaintiffs are seeking damages against the defendants for alleged nuisance, trespass, negligence and unjust enrichment.

On October 7, 2014 Spyglass, along with other defendants, filed a motion to dismiss the August 11, 2104 Proceeding on various procedural and legal arguments. Plaintiffs filed their response to the motion to dismiss on October 27, 2014. Spyglass filed its reply brief on November 10, 2014 and the plaintiffs were granted leave until November 19, 2014 to file a surreply to Splyglass's reply brief. Once the briefing cycle concluded on November 19, 2014, the motion to dismiss became ripe for determination by the court. Oral arguments may be ordered by the court. There is no specific timeline by which the court must render a ruling.

(e) Mega West Energy Missouri Corp. ("*Mega West*"), a wholly owned subsidiary of the Company, is involved in two cases related to oil leases in West Central, Missouri. The first case (*James Long and Jodeane Long v. Mega West Energy Missouri and Petro River Oil Corp.*, case number 13B4-CV00019) is a case for unlawful detainer, pursuant to which the plaintiffs contend that Mega West oil and gas lease has expired and Mega West is unlawfully possessing the plaintiffs real property by asserting that the leases remain in effect. The case was originally filed in Vernon County, Missouri on September 20, 2013. Mega West filed an Answer and Counterclaims on November 26, 2013 and the plaintiffs filed a motion to dismiss the counterclaims. Mega West filed a motion for Change of Judge and Change of Venue and the case was transferred to Barton County. The court granted the motion to dismiss the counterclaims on February 3, 2014. As to the other allegations in the complaint, the matter is still pending.

Mega West filed a second case on October 14, 2014 (*Mega West Energy Missouri Corp. v. James Long, Jodeane Long, and Arrow Mines LLC* , case number 14VE-CV00599). This case is pending in Vernon County, Missouri. Although the two cases are separate, they are interrelated. In the Vernon County case, Mega West has made claims for: (1) replevin for personal property; (2) conversion of personal property; (3) breach of the covenant of quiet enjoyment regarding the lease; (4) constructive eviction of the lease; (5) breach of fiduciary obligation against James Long; (6) declaratory judgment that the oil and gas lease did not terminate; and (7) injunctive relief to enjoin the action pending in Barton County, Missouri. The plaintiffs filed a motion to dismiss on November 4, 2014, and Arrow Mines, LLC filed a motion to dismiss on November 13, 2014. Both motions remain pending, and Mega West will file an opposition to the motions in the near future.

(f) The Company is from time to time involved in legal proceedings in the ordinary course of business. It does not believe that any of these claims and proceedings against it is likely to have, individually or in the aggregate, a material adverse effect on its financial condition or results of operations.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CON
DIT
ION AND RESULTS OF OPERATIONS.

Except as otherwise indicated by the context, references in this Quarterly Report to "we", "us", "our" or the "Company" are to the consolidated businesses of Petro River Oil Corp. and its wholly-owned direct and indirect subsidiaries and majority-owned subsidiaries, except that references to "our common stock" or "our capital stock" or similar terms refer to the common stock, par value $0.00001 per share, of Petro River Oil Corp., a Delaware corporation (the "*Company*" or the "*Registrant*").

Management's Discussion and Analysis of Financial Condition and Results of Operations ("*MD&A*") is designed to provide information that is supplemental to, and should be read together with, the Company's condensed consolidated financial statements and the accompanying notes contained in this Quarterly Report. Information in this Item 2 is intended to assist the reader in obtaining an understanding of the condensed consolidated financial statements, the changes in certain key items in those financial statements from quarter to quarter, the primary factors that accounted for those changes, and any known trends or uncertainties that the Company is aware of that may have a material effect on the Company's future performance, as well as how certain accounting principles affect the condensed consolidated financial statements. This includes discussion of (i) Liquidity, (ii) Capital Resources, (iii) Results of Operations, and (iv) Off-Balance Sheet Arrangements, and any other information that would be necessary to an understanding of the company's financial condition, changes in financial condition and results of operations.

Forward Looking Statements

The following is management's discussion and analysis of certain significant factors which have affected our financial position and operating results during the periods included in the accompanying condensed consolidated financial statements, as well as information relating to the plans of our current management and should be read in conjunction with the accompanying financial statements and their related notes included in this Report. References in this section to "we," "us," "our," or the "Company" are to the consolidated business of Petro River Oil Corp. and its wholly owned and majority owned subsidiaries.

This Report contains forward-looking statements. Generally, the words "believes," "anticipates," "may," "will," "should," "expects," "intends," "estimates," "continues," and similar expressions or the negative thereof or comparable terminology are intended to identify forward-looking statements. Such statements are subject to certain risks and uncertainties, including the matters set forth in this Report or other reports or documents we file with the Securities and Exchange Commission ("*SEC*") from time to time, which could cause actual results or outcomes to differ materially from those projected. Undue reliance should not be placed on these forward-looking statements, which speak only as of the date hereof. We undertake no obligation to update these forward-looking statements.

The following discussion of our financial condition and results of operations is based upon and should be read in conjunction with our condensed consolidated financial statements and their related notes included in this Quarterly Report and our Annual Report on Form 10-K filed with the SEC on August 13, 2014 for the year ended April 30, 2014.

Business Overview

Petro River Oil Corp. is an independent exploration and production company with a focus on drilling, recompletions, and applying modern technologies to both conventional and unconventional oil and gas assets. Specific targets include: increasing production by developing our acreage, increasing profit margins by evaluating and optimizing our production, and executing our business plan to increase property values, reserves, and expanding our asset base.

We benefit from having an experienced management team with proven acquisition, operating and financing capabilities. Mr. Scot Cohen, our Executive Chairman, has over 20 years of financial management experience including five years as managing partner of Iroquois Capital Opportunity Fund, a private equity fund focused on oil and gas. He has raised equity and debt for a number of small and microcap public companies.

Mr. Cohen is joined by Luis Vierma, Daniel Smith and Ruben Alba who make up the Company's technical leadership. Mr. Vierma has 35 years of experience in oil and gas including Vice President of Exploration and Production at Petróleos de Venezuela, S.A, ("*PDVSA*"), the fourth largest oil company in the world. Mr. Vierma has a BS in Chemistry and MS in Geology and leads the Company's Geological and Geophysical team. Mr. Smith is a registered petroleum engineer with over 15 years' experience. Mr. Smith spent his career at XTO Energy where he served as an operations engineer responsible for managing fields producing in excess of 100 million cubic feet of natural gas per day. Mr. Alba has been active in the oil and gas industry since 1997. Previously he was with Halliburton Energy Services and Superior Well Services overseeing regional technical staff and operations. Mr. Alba manages the Company's heavy oil projects in Missouri and Kentucky.

The Company is focused on developing its Mississippi Lime acreage. Over the last 12 months the Company has continued to build out its leadership and technical team. Additionally, the Company has been in discussions with industry partners to capitalize and develop acreage in the Mississippi Lime. The Company continues to seek out joint venture partners and acquisition targets.

Projects related to the heavy oil reservoirs are in technical review. The Company has an extensive amount of technical and reservoir information on the Missouri, Oklahoma and Kentucky positions. The data is being utilized in the understanding and test phases to develop an economic heavy oil production reserve base.

The Company continues to explore various opportunities to raise capital to support the growth of the Company. These opportunities include, without limitation, potential joint ventures with various on and offshore entities and potential private issuances of equity, debt or a combination thereof. There can be no assurance that the Company will enter into any of these transactions. Mr. Cohen and Mr. Vierma have extensive experience in capital markets and oil and gas joint ventures. During his time as VP of Exploration and Production at PDVSA, Mr. Vierma negotiated billions of dollars of joint ventures with foreign oil and gas companies.

On December 12, 2013, the Company signed a Securities Purchase Agreement (the "*Agreement*") with Petrol Lakes Holding Limited ("*Petrol Lakes*"). Pursuant to the terms of the Agreement, Petrol Lakes agreed to purchase: (i) 81.25 million shares of the Company's common stock, at a per share price of $0.08, for an aggregate purchase price of $6.5 million; and (ii) a warrant to purchase shares of the Company's common stock. Under the terms of the warrant, Petrol Lakes may purchase up to 40,625,000 shares of the Company's common stock at a per share price of $0.1356, for an aggregate purchase price of $6.5 million. The warrant, which is exercisable in whole or in part, will expire on December 12, 2015. The Company paid issuance costs of $650,000.

Under the Agreement, Petrol Lakes also has the right to appoint one director to the Company's Board of Directors, which director shall remain on the Board at least through the first annual meeting of the Company after the one-year anniversary of the Agreement. As of the date hereof, Petrol Lakes has not exercised this right.

Recent Developments

Acquisition of Interest in Bandolier Energy, LLC. On May 30, 2014, the Company entered into a Subscription Agreement, pursuant to which the Company was issued a 50% interest in Bandolier Energy, LLC ("*Bandolier*") in exchange for a capital contribution of $5,000,000 (the "*Bandolier Acquisition*"). In connection with the Bandolier Acquisition, the Company has the right to appoint a majority of the board of managers of Bandolier.

After the Bandolier Acquisition, Bandolier, acquired all of the issued and outstanding equity of Spyglass Energy Group, LLC ("*Spyglass*"), the owner of oil and gas leases, leaseholds, lands, and options and concessions thereto located in Osage County, Oklahoma, effective January 1, 2014, for a purchase price of $8,712,893, less a $407,161 claw back. Spyglass comprises the largest contiguous oil and gas acreage position in Northeastern Oklahoma, approximately 106,000 acres, with substantial original oil in place, stacked reservoirs, as well as exploratory and development opportunities that can be accessed through both horizontal and vertical drilling. Significant infrastructure is already in place including 32 square miles of 3D seismic, 3 phase power, a dedicated sub-station as well as multiple oil producing horizontal wells.

As a result of the Bandolier Acquisition and Bandolier's subsequent acquisition of Spyglass, the Company has both proven developed and proven undeveloped oil and gas assets. On September 17, 2014, Spyglass has received from the Osage Minerals Counsil at a duly called meeting in Pawhuska, Oklahoma, an extension to its 2014 well commitment due under its concession agreement to December 31, 2015.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our condensed consolidated financial statements. These condensed consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States ("*US GAAP*"), which requires us to make estimates and assumptions that affect the reported amounts of our assets and liabilities and revenues and expenses, to disclose contingent assets and liabilities on the date of the condensed consolidated financial statements, and to disclose the reported amounts of revenues and expenses incurred during the financial reporting period. The most significant estimates and assumptions include the valuation of accounts receivable, and the useful lives and impairment of property and equipment, goodwill and intangible assets, the valuation of deferred tax assets and inventories and the provision for income taxes. We continue to evaluate these estimates and assumptions that we believe to be reasonable under the circumstances. We rely on these evaluations as the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Since the use of estimates is an integral component of the financial reporting process, actual results could differ from those estimates. Some of our accounting policies require higher degrees of judgment than others in their application. We believe critical accounting policies as disclosed in this Form 10-Q reflect the more significant judgments and estimates used in preparation of our condensed consolidated financial statements. We believe there have been no material changes to our critical accounting policies and estimates.

The following critical accounting policies rely upon assumptions and estimates and were used in the preparation of our consolidated financial statements:

Oil and Gas Operations

The Company follows the full cost method of accounting for oil and gas operations whereby all costs related to exploration and development of oil and gas reserves are capitalized. Under this method, the Company capitalizes all acquisition, exploration and development costs incurred for the purpose of finding oil and natural gas reserves, including salaries, benefits and other internal costs directly attributable to these activities. Costs associated with production and general corporate activities, however, are expensed in the period incurred. Costs are capitalized on a country-by-country basis. To date, there has only been one cost center, the United States.

The present value of estimated future net cash flows is computed by applying the average first-day-of-the-month prices during the previous twelve-month period of oil and natural gas to estimated future production of proved oil and natural gas reserves as of year-end less estimated future expenditures to be incurred in developing and producing the proved reserves and assuming continuation of existing economic conditions. Prior to December 31, 2009, prices and costs used to calculate future net cash flows were those as of the end of the appropriate quarterly period.

Following the discovery of reserves and the commencement of production, the Company will compute depletion of oil and natural gas properties using the unit-of-production method based upon production and estimates of proved reserve quantities. Costs associated with unproved properties are excluded from the depletion calculation until it is determined whether or not proved reserves can be assigned to such properties. Unproved properties are assessed for impairment annually. Significant properties are assessed individually.

The Company assesses all items classified as unproved property on an annual basis for possible impairment. The Company assesses properties on an individual basis or as a group if properties are individually insignificant. The assessment includes consideration of the following factors, among others: land relinquishment; intent to drill; remaining lease term; geological and geophysical evaluations; drilling results and activity; the assignment of proved reserves; and the economic viability of development if proved reserves are assigned. During any period in which these factors indicate impairment, the related exploration costs incurred are transferred to the full cost pool and are then subject to depletion and the ceiling limitations on development oil and natural gas expenditures.

Proceeds from the sale of oil and gas assets are applied against capitalized costs, with no gain or loss recognized, unless a sale would alter the rate of depletion and depreciation by 25 percent or more.

Significant changes in these factors could reduce our estimates of future net proceeds and accordingly could result in an impairment of our oil and gas assets. Management will perform annual assessments of the carrying amounts of its oil and gas assets as additional data from ongoing exploration activities becomes available.

As of April 30, 2014, management engaged a third party to perform an independent study of the oil and gas assets. Management concluded that the Montana assets were impaired by $75,000 and the Kansas assets were impaired by $4,638,973. The Company recorded $4,713,973 impairment to the condensed consolidated statements of operations during the year ended April 30, 2014. For the three and six months ended October 31, 2014, the Company did not record impairment on its oil and gas assets.

NEW ACCOUNTING STANDARDS

Recently Adopted Accounting Standards

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update 2014–09, *Revenue from Contracts with Customers*. Amendments in this Update create Topic 606, *Revenue from Contracts with Customers,* and supersede the revenue recognition requirements in Topic 605, *Revenue Recognition,* including most industry–specific revenue recognition guidance throughout the Industry Topics of the Codification. In addition, the amendments supersede the cost guidance in Subtopic 605–35, *Revenue Recognition—Construction–Type and Production–Type Contracts,* and create new Subtopic 340–40, *Other Assets and Deferred Costs—Contracts with Customers.* In summary, the core principle of Topic 606 is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This Accounting Standards Update is the final version of Proposed Accounting Standards Update 2011–230 —Revenue Recognition (Topic 605) and Proposed Accounting Standards Update 2011–250—Revenue Recognition (Topic 605): Codification Amendments, both of which have been deleted. Accounting Standards Update 2014–09. The amendments in this Update are effective for the Company for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. The Company is currently evaluating the effects of ASU 2014–09 on the condensed consolidated financial statements.

In June 2014, FASB issued Accounting Standards Update 2014–12, *Compensation – Stock Compensation (*Topic 718), which clarifies accounting for share–based payments for which the terms of an award provide that a performance target could be achieved after the requisite service period. That is the case when an employee is eligible to retire or otherwise terminate employment before the end of the period in which a performance target could be achieved and still be eligible to vest in the award if and when the performance target is achieved. The updated guidance clarifies that such a term should be treated as a performance condition that affects vesting. As such, the performance target should not be reflected in estimating the grant–date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the periods for which the requisite service has already been rendered. The guidance will be effective for the annual periods (and interim periods therein) ending after December 15, 2015. Early application is permitted. The Company is currently evaluating the effects of ASU 2014–12 on the condensed consolidated financial statements.

In August 2014, the Financial Accounting Standards Board issued Accounting Standards Update 2014–15, *Presentation of Financial Statements – Going Concern*. The Update provides U.S. GAAP guidance on management's responsibility in evaluating whether there is substantial doubt about a company's ability to continue as a going concern and about related footnote disclosures. For each reporting period, management will be required to evaluate whether there are conditions or events that raise substantial doubt about a company's ability to continue as a going concern within one year from the date the financial statements are issued. This Accounting Standards Update is the final version of Proposed Accounting Standards Update 2013–300—Presentation of Financial Statements (Topic 205): Disclosure of Uncertainties about an Entity's Going Concern Presumption, which has been deleted. The Company is currently evaluating the effects of ASU 2014–15 on the condensed consolidated financial statements.

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying condensed consolidated financial statements.

Results of Operations

As a result of the April 23, 2013 acquisition and share exchange transaction, Petro River Oil, LLC was deemed the accounting acquirer. All historical financial information is that of Petro River Oil, LLC.

Results of Operations for the Three Months Ended October 31, 2014 compared to Three Months Ended October 31, 2013

Operations	Three Months Ended October 31, 2014	Three Months Ended October 31, 2013
Revenues		
Oil and natural gas sales	$ 757,485	$ 87,253
Total Revenues	757,485	87,253
Operating Expenses		
Operating	446,829	82,632
General and administrative	1,190,500	(501,809)
Depreciation, depletion and accretion	218,681	26,674
Total Expenses	1,856,010	(392,503)
Operating (loss) income	(1,098,525)	479,756
Other income	-	3,245
Net (loss) income before non-controlling interest	(1,098,525)	483,001
Net income attributable to non-controlling interest	55,680	-
Net (loss) income attributable to Petro River Oil Corp. and Subsidiaries	**$ (1,154,205)**	**$ 483,001**
Net (Loss) income per Common Share Basic and Diluted	**$ (0.00)**	**$ 0.00**

Oil Sales

During the three months ended October 31, 2014, the Company recognized $757,485 in oil and gas sales, compared to sales of $87,253 for the three months ended October 31, 2013. The overall increase in sales of $670,232 is primarily due to the acquisition of Bandolier during the first quarter of the current fiscal year, which generated $793,706 of sales during the period, which was offset by a minimal decrease in sales for the Company's remaining subsidiaries.

Operating Expenses

During the three months ended October 31, 2014, operating expenses were $446,829, as compared to operating expenses of $82,632 for the three months ended October 31, 2013. The overall increase in operating expenses of $364,197 is primarily attributable to the operating expenses of Bandolier of $427,475 during the three months ended October 31, 2014 which were offset by a minimal decrease in the operating expenses of the remaining subsidiaries.

General and Administrative Expenses

General and administrative expenses for the three months ended October 31, 2014 were $1,190,500, as compared to $(501,809) for the three months ended October 31, 2013. The increase is primarily attributable to the significant increase in stock based compensation incurred in the 2014 period, including the expense recorded for five consulting agreements awarded during the three months ended October 31, 2014. During the prior year comparable period, the Company reversed $1,021,250 of previously accrued officer share-based compensation due to an amendment to an officer's employment agreement, which accounts for the significant increase of $1,592,909 in salaries and benefits. These changes are outlined below:

	For the Three Months Ended October 31, 2014	For the Three Months Ended October 31, 2013
Salaries and benefits	$ 533,601	$ (1,059,308)
Settlement	-	56,047
Professional fees	595,519	491,780
Office and administrative	58,144	8,004
Information technology	3,226	1,668
	$ 1,190,500	$ (501,809)

Results of Operations for the Six Months Ended October 31, 2014 compared to Six Months Ended October 31, 2013

Operations	Six Months Ended October 31, 2014	Six Months Ended October 31, 2013
Revenues		
Oil and natural gas sales	$ 1,423,761	$ 192,093
Total Revenues	1,423,761	192,093
Operating Expenses		
Operating	787,497	146,711
General and administrative	3,052,032	1,717,219
Depreciation, depletion and accretion	400,833	53,028
Total Expenses	4,240,362	1,916,958
Operating loss	(2,816,601)	(1,724,865)
Other income	33	3,240
Net Loss before non-controlling interest	(2,816,568)	(1,721,625)
Net loss attributable to non-controlling interest	(347,031)	-
Net loss attributable to Petro River Oil Corp. and Subsidiaries	**$ (2,469,537)**	**$ (1,721,625)**
Net Loss per Common Share Basic and Diluted	**$ (0.00)**	**$ 0.00**

Oil Sales

During the six months ended October 31, 2014, the Company recognized $1,423,761 in oil and gas sales, compared to sales of $192,093 for the six months ended October 31, 2013. The overall increase in sales of $1,231,668 is primarily due to the acquisition of Bandolier during the six months ended October 31, 2014, which generated $1,369,250 of sales during the period, which was offset by a minimal decrease in sales for the remaining subsidiaries.

Operating Expenses

During the six months ended October 31, 2014, operating expenses were $787,497, as compared to operating expenses of $146,711 for the six months ended October 31, 2013. The overall increase in operating expenses of $640,786 is primarily attributable to the operating expenses of Bandolier of $722,731 during the six months ended October 31, 2014 which were offset by a minimal decrease in the operating expenses of the remaining subsidiaries.

General and Administrative Expenses

General and administrative expenses for the six months ended October 31, 2014 were $3,052,032, as compared to $1,717,219 for the six months ended October 31, 2013. The increase is primarily attributable to the significant increase in stock based compensation incurred in the 2014 period. The increase was also due to the addition of the Bandolier expenses of $1,028,079 and the increase in other professional fees and office and administrative expenses. These changes are outlined below:

	For the Six Months Ended October 31, 2014	For the Six Months Ended October 31, 2013
Salaries and benefits	$ 794,766	$ 518,564
Settlement	-	56,047
Professional fees	1,893,005	1,026,617
Office and administrative	350,841	112,316
Information technology	13,420	3,675
	$ 3,052,032	$ 1,717,219

The increases in general and administrative expenses are primarily attributable to the Company ramping up operations and the completion of the Bandolier acquisition. This consists primarily of increases in professional fees and office and administrative expenses. Salary and benefits include non-cash stock-based compensation of $674,253 for the six months ended October 31, 2014 compared to $418,250 for the six months ended October 31, 2013. This increase was due to the expense recorded for five consulting agreements awarded during the three months ended October 31, 2014 in comparison to the accrued expense of $418,250 for options that were issued to Scot Cohen in April 2013. During the prior year comparable period, the Company reversed $1,021,250 of previously accrued officer share-based compensation due to an amendment to an officer’s employment agreement.

Liquidity and Capital Resources

At October 31, 2014, the Company had working capital of approximately $2.4 million. As a result of the utilization of cash in its operating activities, and the development of its assets, the Company has incurred losses since it commenced operations. In addition, Petro has a limited operating history prior to acquisition of Bandolier. At October 31, 2014, the Company had cash and cash equivalents of approximately $2.7 million. While management believes that the current level of working capital is sufficient to maintain current operations in Kansas, Oklahoma and Missouri as well as the planned added operations for the next twelve months, additional capital will be necessary for management to execute its business plan and to further expand the Company’s exploration and development programs beyond such period. To address the Company’s working capital requirements and execute its business plan, management intends to continue to raise capital through the issuance of debt and equity securities. In addition, and to address the recent volatility and decreases in crude oil prices, the Company has initiated cost-cutting measures commencing November 1, 2014. No assurances can be provided that the Company will be successful in its efforts to raise additional required capital, which efforts may be more difficult given the recent volatility and decrease in the price of crude oil. Furthermore, inability to maintain capital may damage the Company’s reputation and credibility with industry participants. The Company’s inability to raise additional funds when required may have a negative impact on its consolidated results of operations and financial condition.

The Company is focused on developing its Mississippi Lime acreage. Over the last 12 months the Company has continued to build out its leadership and technical team. Additionally, the Company has been in discussions with industry partners to capitalize and develop acreage in the Mississippi Lime. The Company continues to seek out joint venture partners and acquisition targets.

Projects related to our legacy heavy oil reservoirs are still in technical review, but a determination has been made to continue to test pilot technologies and processes on the Missouri heavy oil assets as the Company has an extensive amount of technical and reservoir information on the Missouri positions. The Company is also continuing to analyze reservoir data and testing results in Missouri and this data is being utilized in the understanding and test phases to develop an economic heavy oil production reserve base.

As discussed above, on May 30, 2014, the Company completed the Bandolier Acquisition and obtained a 50% interest in Bandolier for a capital contribution of $5.0 million. Bandolier subsequently acquired all of the issued and outstanding equity of Spyglass for $8,712,893, less a $407,161 claw back.

Operating Activities

The Company used $2,102,829 in operating activities during the six months ended October 31, 2014, as compared to $1,283,092 used in operating activities during the six months ended October 31, 2013. The Company incurred a net loss during the six months ended October 31, 2014 of $2,816,568 as compared to a net loss of $1,721,625 for six months ended October 31, 2013. For the six months ended October 31, 2014, the loss was offset by non-cash items such as stock-based compensation, depreciation, depletion and amortization, and accretion of asset retirement obligation. Cash used in operations was also influenced by increases in accounts receivable, prepaid expenses and other assets as well as a decrease in accounts payable and accrued expenses. For the six months ended October 31, 2013, the loss was offset by non-cash items such as stock-based compensation, depreciation, depletion and amortization, and accretion of asset retirement obligation. Cash used in operations was also influenced by decreases in accounts receivable and prepaid expenses as well as a decrease in accounts payable and accrued expenses.

Investing Activities

The Company used $8,498,266 in investing activities during the six months ended October 31, 2014, as compared to $235,954 during the six months ended October 31, 2013. During the six months ended October 31, 2014, the Company incurred $8,333,510 of expenditures on oil and gas assets as part of the Bandolier acquisition compared to $235,954 during the six months ended October 31, 2013. In addition, the Company purchased $67,036 of office equipment of which $27,280 was funded by a note payable. The Company also purchased a $125,000 certificate of deposit pursuant to a cooperative agreement.

Financing Activities

During the six months ended October 31, 2014 and 2013, the Company had $4,998,074 and $0 in cash provided by financing activities. During the current six month period, $5,000,000 was contributed from the non-controlling interest holder of Bandolier. This increase was offset by $1,926 paid on a vehicle note payable.

Capitalization

The number of outstanding shares and the number of shares that could be issued if all convertible instruments are converted to shares is as follows:

As of	October 31, 2014	October 31, 2013
Common shares	818,567,746	737,317,746
Stock Options	106,938,281	755,116
Stock Purchase Warrants	40,625,000	-
Compensation Warrants	-	230,000
	966,131,027	738,302,862

Off-Balance Sheet Arrangements

None.

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3. QUANTITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable

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M 4. CONTROLS AND PROCEDURES

A. Material Weaknesses

As discussed in Item 9A of our Annual Report on Form 10-K for the fiscal year ended April 30, 2014, we identified material weaknesses in the design and operation of our internal controls. The material weaknesses are due to the limited number of employees, which impacts our ability to conduct a thorough internal review, and the Company's reliance on external accounting personnel to prepare financial statements.

To remediate the material weakness identified in internal control over financial reporting, the Company engaged Brio Financial Group and appointed its Managing Member, David Briones, to act as the Company's Chief Financial Officer on August 15, 2013. The Company intends to hire additional accounting staff, and operations and administrative executives in the future to address its material weaknesses.

We will continue to monitor and assess our remediation initiatives to ensure that the aforementioned material weaknesses are remediated.

B. Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures and internal controls designed to ensure that information required to be disclosed in the Company's filings under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. The Company's management, with the participation of its principal executive and principal financial officers, has evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. Based upon that evaluation and solely due to the unremediated material weaknesses described above, the Company's principal executive and financial officers have concluded that such disclosure controls and procedures were not effective for the purpose for which they were designed as of the end of such period. As a result of this conclusion, the financial statements for the period covered by this report were prepared with particular attention to the unremediated material weaknesses previously disclosed. Accordingly, management believes that the condensed consolidated financial statements included in this report fairly present, in all material respects, the Company's financial condition, results of operations and cash flows as of and for the periods presented, in accordance with US GAAP, notwithstanding the unremediated weaknesses.

C. Changes in Internal Control over Financial Reporting

There was no change in the Company's internal control over financial reporting that was identified in connection with such evaluation that occurred during the period covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II - O
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M 1. LEGAL PROCEEDINGS.

In January 2010, the Company experienced a flood in its Calgary office premises as a result of a broken water pipe. There was significant damage to the premises rendering them unusable until remediation had been completed by the landlord. Pursuant to the lease contract, the Company has asserted that rent should be abated during the remediation process and accordingly, the Company has not paid rent since December 2009. During the remediation process, the Company engaged an independent environmental testing company to test for air quality and for the existence of other potentially hazardous conditions. The testing revealed the existence of potentially hazardous mold and the consultant provided specific written instructions for the effective remediation of the premises. During the remediation process, the landlord did not follow the consultant's instructions and correct the potentially hazardous mold situation and subsequently in June 2010 gave notice and declared the premises to be ready for occupancy. The Company re-engaged the consultant to re-test the premises and the testing results again revealed the presence of potentially hazardous mold. The Company has determined that the premises are not fit for re-occupancy and considers the landlord to be in default of the lease and the lease terminated.

The landlord disputes the Company's position and has given notice that it considers the Company to be in default of the lease for failure to re-occupy the premises.

In addition, the landlord has previously claimed that the Company owes monthly rent for the premises from January 2010 to June 30, 2010 in the amount of $247,348 and has claimed that, as a result of the alleged default, pursuant to the terms of the lease, the Company owes three months accelerated rent in the amount of $114,837. The landlord has previously also asserted that the Company would be liable for an amount up to the full lease obligation of $1,596,329 which otherwise would have been due as follows:

Year Ended April 30		
2011	$	473,055
2012		473,055
2013		473,055
2014		177,164
Total	$	1,596,329

On January 30, 2014, the landlord filed a Statement of Claim against the Company in the amount aggregating approximately $759,000. On October 20, 2014, the Company filed a summary judgment application stating that landlord's claim is barred as it was commenced outside the 2 year statute of limitation period under the Alberta Limitations Act. Our summary judgment application has been scheduled for hearing on February 5, 2015. The landlord has advised that it intends to contest our application, but has not yet filed any documents in this regard.

In September 2013, the Company was notified by the Railroad Commission of Texas (the "*Commission*") that the Company was not in compliance with regulations promulgated by the Commission. The Company was therefore deemed to have lost its corporate privileges within the State of Texas and as a result, all wells within the state would have to be plugged. The Commission therefore collected $25,000 from the Company, which was originally deposited with the Commission, to cover a portion of the estimated costs of $88,960 to plug the wells. In addition to the above, the Commission also reserved its right to separately seek any remedies against the Company resulting from its noncompliance.

On August 11, 2014, Martha Donelson and John Friend amended their complaint in an existing lawsuit by filing a class action complaint styled: *Martha Donelson and John Friend, et al. v. United States of America, Department of the Interior, Bureau of Indian Affairs and Devon Energy Production, LP, et al.*, Case No. 14-CV-316-JHP-TLW, United States District Court for the Northern District of Oklahoma (the "*Proceeding*"). The plaintiffs added as defendants 27 specifically named operators, including the Company, as well as all Osage County lessees and operators who have obtained a concession agreement, lease or drilling permit approved by the Bureau of Indian Affairs ("*BIA*") in Osage County allegedly in violation of National Environmental Policy Act ("*NEPA*"). Plaintiffs seek a declaratory judgment that the BIA improperly approved oil and gas leases, concession agreements and drilling permits prior to August 12, 2014, without satisfying the BIA's obligations under federal regulations or NEPA, and seek a determination that such oil and gas leases, concession agreements and drilling permits are void *ab initio*. Plaintiffs are seeking damages against the defendants for alleged nuisance, trespass, negligence and unjust enrichment.

On October 7, 2014 Spyglass, along with other defendants, filed a motion to dismiss the Proceeding on various procedural and legal arguments. Plaintiffs filed their response to the motion to dismiss on October 27, 2014. Spyglass filed its reply brief on November 10, 2014 and the plaintiffs have been granted leave until November 19, 2014 to file a surreply to Splyglass's reply brief. Once the briefing cycle is concluded on November 19, 2014, the motion to dismiss becomes ripe for determination by the court. Oral arguments may be ordered by the court. There is no specific timeline by which the court must render a ruling.

Mega West Energy Missouri Corp. ("*Mega West*"), a wholly owned subsidiary of the Company, is involved in two cases related to oil leases in West Central, Missouri. The first case (*James Long and Jodeane Long v. Mega West Energy Missouri and Petro River Oil Corp.*, case number 13B4-CV00019) is a case for unlawful detainer, pursuant to which the plaintiffs contend that Mega West oil and gas lease has expired and Mega West is unlawfully possessing the plaintiffs real property by asserting that the leases remain in effect. The case was originally filed in Vernon County, Missouri on September 20, 2013. Mega West filed an Answer and Counterclaims on November 26, 2013 and the plaintiffs filed a motion to dismiss the counterclaims. Mega West filed a motion for Change of Judge and Change of Venue and the case was transferred to Barton County. The court granted the motion to dismiss the counterclaims on February 3, 2014. As to the other allegations in the complaint, the matter is still pending.

Mega West filed a second case on October 14, 2014 (*Mega West Energy Missouri Corp. v. James Long, Jodeane Long, and Arrow Mines LLC*, case number 14VE-CV00599). This case is pending in Vernon County, Missouri. Although the two cases are separate, they are interrelated. In the Vernon County case, Mega West has made claims for: (i) replevin for personal property; (ii) conversion of personal property; (iii) breach of the covenant of quiet enjoyment regarding the lease; (iv) constructive eviction of the lease; (v) breach of fiduciary obligation against James Long; (vi) declaratory judgment that the oil and gas lease did not terminate; and (vii) injunctive relief to enjoin the action pending in Barton County, Missouri. The plaintiffs filed a motion to dismiss on November 4, 2014, and Arrow Mines, LLC filed a motion to dismiss on November 13, 2014. Both motions remain pending, and Mega West will file an opposition to the motions in the near future.

There have been no other material developments in any legal proceedings since the disclosures contained in the Registrant's Form 10-K for the year ended April 30, 2014.

ITEM 1A.
RIS
K FACTORS

We have identified the following risk factor in addition to the risks factors previously disclosed in Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the year ended April 30, 2014:

Our results of operations as well as the carrying value of our oil and gas properties are substantially dependent upon the prices of oil and natural gas, which have substantially declined since June 2014. In the event such decline continues for a prolonged period of time our results of operations could be adversely affected, and our ability to continue our planned development and acquisition activities could be substantially curtailed.

Currently, our costs to maintain our unproved properties include non-producing leasehold, geological and geophysical costs associated with leasehold or drilling interests and in process exploration drilling costs. In the future, our results of operations and the ceiling on the carrying value of our oil and gas properties will be dependent on the estimated present value of proved reserves, which depends on the prevailing prices for oil and gas, which have substantially declined since July 2014. Various factors beyond our control affect prices of oil and natural gas, including political and economic conditions; worldwide and domestic supplies of and demand for oil and gas; weather conditions; the ability of the members of the Organization of Petroleum Exporting Countries to agree on and maintain price and production controls; political instability or armed conflict in oil-producing regions; the price of foreign imports; the level of consumer demand; the price and availability of alternative fuels; and changes in existing federal and state regulations. In the event the recent substantial decline in oil and gas prices continues for a prolonged period of time our operations, financial condition could be materially and adversely affected, and the level of development and exploration expenditures could be substantially curtailed. These conditions could ultimately result in a reduction in the carrying value of our oil and gas properties. A continued decline in prices for oil and gas would also likely cause a reduction in the amount of any reserves and, in turn, in the amount that we might be able to borrow to fund development and acquisition activities.

In addition to the above risk factor, you should carefully consider the risk factors discussed in our Annual Report on Form 10-K, which could materially affect our business, financial position and results of operations.

Table of Contents

**ITEM 2. UNREGI
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RED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

None.

**ITEM 3. DEFA
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TS UPON SENIOR SECURITIES.**

None.

**ITEM 4. MINE SA
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Y DISCLOSURES.**

Not applicable.

**ITEM 5. OT
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(a) There is no information required to be disclosed on Form 8-K during the period covered by this Form 10-Q that was not so reported.

(b) There were no material changes to the procedures by which security holders may recommend nominees to the registrant's board of directors during the quarter ended October 31, 2014.

**ITEM 6. EXH
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TS AND FINANCIAL STATEMENT SCHEDULES**

(a) Financial Statements.

Our financial statements as set forth in the Index to Financial Statements attached hereto commencing on page F-1 are hereby incorporated by reference.

(b) Exhibits.

The following exhibits, which are numbered in accordance with Item 601 of Regulation S-K, are filed herewith or, as noted, incorporated by reference herein:

Exhibit Number	Exhibit Description
31.1*	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.1(1)	Unaudited statement of revenues and direct operating expenses of Spyglass Energy Group, LLC for the years ended December 31, 2013 and 2012, and for the three months ended March 31, 2014.
99.2(2)	Unaudited pro forma condensed consolidated balance sheet as of April 30, 2014, and unaudited pro forma condensed consolidated statement of operations for the year ended April 30, 2014.
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith.

(1) Previously filed as Exhibit 99.1 to the Company's Form 8-K/A filed with the Securities and Exchange Commission on August 15, 2014.

(2) Previously filed as Exhibit 99.1 to the Company's Form 8-K/A filed with the Securities and Exchange Commission on September 24, 2014.

**SIGN
AT
URES**

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PETRO RIVER OIL CORP.

By:	*/s/ Scot Cohen*
Name:	Scot Cohen
Title:	Executive Chairman
By:	*/s/ David Briones*
Name:	David Briones
Title	Chief Financial Officer

Date: December 15, 2014

Exhibit 31.1

CERTIFICATION BY PRINCIPAL EXECUTIVE OFFICER

I, Scot Cohen, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Petro River Oil Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a–15(f) and 15d–15(f)) for the registrant and we have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this quarterly report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 15, 2014

By: */s/ Scot Cohen*
Scot Cohen
Executive Chairman (*Principal Executive Officer*)

Exhibit 31.2

CERTIFICATION BY PRINCIPAL FINANCIAL OFFICER

I, David Briones, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Petro River Oil Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a–15(f) and 15d–15(f)) for the registrant and we have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this quarterly report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 15, 2014

By: *Is/ David Briones*
David Briones
Chief Financial Officer (*Principal Financial Officer*)

Exhibit 32.1

CERTIFICATION

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

In connection with the Quarterly Report of Petro River Oil Corp. (the "*Company*") on Form 10-Q for the period ended October 31, 2014, as filed with the Securities Exchange Commission on the date hereof (the "*Report*"), I, Scot Cohen, Executive Chairman of the Company, certify, pursuant to 18 U. S. C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 15, 2014

/s/ Scot Cohen
Scot Cohen
Executive Chairman (*Principal Executive Officer*)

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

In connection with the Quarterly Report of Petro River Oil Corp (the "*Company*") on Form 10-Q for the period ended October 31, 2014, as filed with the Securities Exchange Commission on the date hereof (the "*Report*"), I, David Briones, Chief Financial Officer of the Company, certify, pursuant to 18 U. S. C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 15, 2014

/s/ David Briones
David Briones
Chief Financial Officer (*Principal Financial Officer*)

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.