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 July 31, 2015

[ ] 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 September 21, 2015
Common Stock, $0.00001 par value per share	851,901,079 shares

TABLE OF CONTENTS

PART I – FINA NCI AL INFORMATION
PETRO RIVER OIL CORP.
FINANCIAL INFORMATION

Petro River Oil Corp. and Subsidiaries
Condensed Conso lid ated Balance Sheets

	As of	
	July 31, 2015 (unaudited)	April 30, 2015
Assets		
Current Assets:		
Cash and cash equivalents	$ 763,270	$ 1,010,543
Certificate of deposit - restricted	125,000	125,000
Accounts receivable	903	42,688
Prepaid expenses and other current assets	51,433	52,771
Total Current Assets	940,606	1,231,002
Oil and gas assets, net	15,432,926	15,757,011
Property, plant and equipment, net of accumulated depreciation of $317,070 and $313,508	57,391	60,953
Intangible assets, net	2,173,280	2,203,393
Other assets	31,541	27,922
Total Other Assets	17,695,138	18,049,279
Total Assets	**$ 18,635,744**	**$ 19,280,281**
Liabilities and Stockholders' Equity		
Current Liabilities:		
Accounts payable and accrued expenses	$ 136,994	$ 252,227
Asset retirement obligations, current portion	541,958	541,959
Total Current Liabilities	678,952	794,186
Long-term liabilities:		
Asset retirement obligations , net of current portion	386,528	376,471
Total Long-term Liabilities	386,528	376,471
Total Liabilities	1,065,480	1,170,657
Commitments and contingencies		
Stockholders' Equity:		
Preferred Shares - 5,000,000 authorized; par value $0.00001 per share	-	-
Preferred B 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 $0.00001 per share; Issued and outstanding; 851,901,079 and 851,901,079, respectively	8,519	8,519
Additional paid-in capital	31,335,745	31,106,815
Accumulated deficit	(17,335,417)	(16,650,486)
Total Stockholders' Equity	14,008,847	14,464,848
Non-controlling interests	3,561,417	3,644,776
Total Stockholders' Equity	17,570,264	18,109,624
Total Liabilities and Stockholders' Equity	**$ 18,635,744**	**$ 19,280,281**

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

Petro River Oil Corp. and S ubs idiaries
Condensed Consolidated Statements of Operations
(unaudited)

Operations	For the Three Months Ended July 31, 2015	For the Three Months Ended July 31, 2014
Revenues		
Oil and natural gas sales	$ 62,841	$ 666,276
Total Revenues	62,841	666,276
Operating Expenses		
Operating	175,953	340,668
General and administrative	559,975	1,861,532
Depreciation, depletion and accretion	65,973	182,152
Amortization	30,113	-
Total Expenses	832,014	2,384,352
Operating loss	(769,173)	(1,718,076)
Other income	883	33
Net loss	(768,290)	(1,718,043)
Net loss attributable to non-controlling interest	(83,359)	(402,711)
Net loss attributable to Petro River Oil Corp. and Subsidiaries	**$ (684,931)**	**$ (1,315,332)**
Net loss per Common Share		
Basic and Diluted	**$ (0.00)**	**$ (0.00)**
Weighted Average Number of Common Shares Outstanding - Basic and Diluted	**851,901,079**	**818,567,746**

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

Petro River Oil Corp. and Subsidiaries
Condensed Consolidated State men ts of Cash Flows
(unaudited)

	For the Three Months Ended July 31, 2015	For the Three Months Ended July 31, 2014
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (768,290)	$ (1,718,043)
Adjustments to reconcile net loss to net cash used in operating activities		
Stock-based compensation	228,930	189,244
Depreciation, depletion and amortization	55,917	169,510
Accretion of asset retirement obligation	10,056	12,642
Amortization of intangible assets	30,113	-
Changes in operating assets and liabilities:		
Accounts receivable	41,785	(767,005)
Prepaid expenses and other assets	1,338	7,320
Other assets	(3,619)	-
Accounts payable and accrued expenses	(115,233)	470,040
Net Cash Used in Operating Activities	(519,003)	(1,636,292)
Cash Flows From Investing Activities:		
Capitalized expenditures on oil and gas assets	(7,283)	(8,305,732)
Cash received upon disposal of oil and gas assets	279,013	-
Purchase of equipment	-	(3,796)
Net Cash Provided by (Used in) Investing Activities	271,730	(8,309,528)
Cash Flows From Financing Activities:		
Cash received from non-controlling interest contribution	-	5,000,000
Net Cash Provided by Financing Activities	-	5,000,000
Change in cash and cash equivalents	(247,273)	(4,945,820)
Cash and cash equivalents, beginning of period	1,010,543	8,352,949
Cash and cash equivalents, end of period	$ 763,270	$ 3,407,129
SUPPLEMENTARY CASH FLOW INFORMATION:		
Cash paid during the period for:		
Income taxes	$ 14,482	$ -
Interest paid	$ -	$ -
Non-cash investing and financing activities:		
Acquisition of oil and gas assets	$ -	$ 76,541

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

PETRO RI V ER OIL CORP.
Notes to the Consolidated Financial Statements
For the three months ended July 31, 2015 and 2014

1. Organization

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 with secondary operations in Kansas and Western Missouri. The Company also has an office in New York, New York, which is also headquarters to Petro Spring LLC (" *Petro Spring* "), the Company's technology focused subsidiary.

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. 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 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

Acquistion of Havelide and Coalthane Assets. On February 18, 2015, Petro Spring I, LLC ("Petro Spring I"), a Delaware limited liability company wholly owned by Petro Spring, entered into a definitive asset purchase agreement ("Havelide Purchase Agreement") to purchase substantially all of the assets of Havelide GTL LLC ("Havelide") and Coalthane Tech LLC ("Coalthane"), consisting of certain patents and other intellectual property, trade secrets, and assets developed and owned by Havelide to produce a gasoline-like liquid and high-purity hydrogen from natural gas, at low temperature and at low pressure (the "Havelide Assets") and consisting of certain patents and other intellectual property, trade secrets, and assets developed and owned by Coalthane to reduce the methane from coal mines and other wells (the "Coalthane Assets").. The purchase of the Coalthane and Havelide Assets was consummated on February 27, 2015. The acquisitions reflect the increased focus on technology solutions in an effort to diversify our business amid a challenging oil price environment. We believe the patents acquired can potentially be licensed or sold for a profit.

Change in Personia West Concession. On July 31, 2015, the Company received formal notice from the Osage Mineral Council that the new concession terms for the Pearsonia West Concession (" *Pearsonia West* ") are effective and formalized. Pearsonia West is a 106,500 contiguous acre position in Osage County, Oklahoma which the Company owns a controlling interest in through its investment in Bandolier Energy LLC, whole owner of the concession.

The new terms allow for vertical drilling obligations to hold the concession which previously had horizontal drilling obligations. This provides a significant cost savings to the Company and preserves potential control of its core asset until 2018, assuming the negotiated obligations are met. Previously, the concession required 11 horizontal wells to be drilled by the end of 2015 with the concession terminating in the event these wells were not drilled. The estimated cost of this obligation was approximately $22.1 million.

Pursuant to the new terms, assuming completion costs of $300,000 per vertical well, the drilling obligations only require capital expenditures of: $1.8 million in 2016, $2.7 million in 2017, and $3.6 million in 2018, collectively $8.1 million to hold the entire concession. This represents a cost savings to the Company of approximately $14.0 million while gaining an extra three years of potential control.

The Company is currently exploring multiple options for development for the Pearsonia Concession including entertaining inquiries from industry and joint venture partners.

Termination of Renzhi MOU. On July 9, 2014 the Company and 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* ") entered into a memorandum of understanding (" *MOU* ") for the sale of one of the Company's wholly owned subsidiaries to Renzhi and the joint development by the Company and Renzhi of oil and gas technology and properties (collectively, the " *Transactions* "). As of June 30, 2015, the Company has ceased all discussions and negotiations with Renzhi, including discussions regarding the completion of the Transactions contemplated by the MOU.

Approval of Reverse Stock Split. At its 2015 annual meeting of stockholders held on July 8, 2015, stockholders approved a resolution to authorize the Company's Board of Directors, in its sole and absolute discretion, without further action of the stockholders, to amend its Certificate of Incorporation to (i) implement a reverse stock split of its common stock at a ratio of not less than 1-for-2, and not greater than 1-for-250, within one year from the date of the annual meeting, with the exact ratio to be determined by the Board of Directors (the " *Reverse Split* "); and (ii) immediately following the Reverse Split, increase the total number of authorized shares of its Common Stock to 100.0 million. As of the date of this filing, the Company has not formally applied for the reverse stock split.

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. No additional contingencies were assumed.

As a result of Bandolier's subsequent acquisition of Spyglass, the Company has both proven developed and proven undeveloped oil and gas assets.

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 Company consolidated Bandolier as of May 30, 2014, and the results of operations of the Company include that of Bandolier from June 1, 2014.

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, 2014. The pro forma amounts presented are not necessarily indicative of either the actual operation results had the acquisition transaction occurred as of May 1, 2014.

		For the Three Months Ended July 31, 2014
Revenues	$	1,033,092
Net loss	$	(1,506,454)
Loss per share of common share - Basic and diluted	$	(0.00)
Weighted average number of common shares Outstanding - Basic and diluted		818,567,746

At July 31, 2015 the non–controlling interest in Bandolier was as follows:

Non–controlling interest at April 30, 2015	**$**	3,644,776
Non–controlling share of net loss		(83,359)
Non–controlling interest at July 31, 2015	**$**	3,561,417

As of April 30, 2015, the Company performed a ceiling test on the Oklahoma oil and gas assets. As a result, the Company recognized an impairment charge of $1,246,975 on the Oklahoma oil and gas assets. No further impairment was recognized on these assets during the three month ended July 31, 2015.

2. Going Concern and Management's Plan

The accompanying condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As of July 31, 2015, the Company had an accumulated deficit of $17,335,417. The Company has incurred significant losses since inception. These matters raise substantial doubt about the Company's ability to continue as a going concern. The condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset amounts or the classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

At July 31, 2015, the Company had working capital of approximately $262,000. 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, the Company has a limited operating history prior to acquisition of Bandolier. At July 31, 2015, the Company had cash and cash equivalents of approximately $0.8 million. The Company's primary source of operating funds since inception has been equity financings.

Management is currently in the process of evaluating all paths for the Company at this point amid a difficult oil price environment. This includes curtailing oil and gas operations and increasing focus on the Company's technology initiatives. Obtaining funding in this environment for exploration and production assets is challenging though the Company continues to work hard to meet its capital needs. The Company is exploring farm in and joint venture opportunities for its oil and gas assets as well as exit opportunities through an outright sale.

The Company is currently focused on developing its core position in the Mississippi Lime, specifically in the Pearsonia West Concession in Osage County acquired during the Bandolier Acquisition and Bandolier's acquisition of Spyglass. 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.

3. 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, 2015 filed with the Securities and Exchange Commission (the " *SEC* ") on August 13, 2015. 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, 2015 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, 2016.

4. Significant Accounting Policies and Estimates

The Company's significant accounting policies are disclosed in Note 4 — *Significant Accounting Policies* in the 2015 Annual Report. Since the date of the 2015 Annual Report, there have been no material changes to the Company's significant accounting policies. The preparation of the condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. These estimates and assumptions 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. Actual results could differ from the estimates.

(a) 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 months ended July 31, 2015 and 2014, as presented in these financial statements, the weighted-average number of common shares outstanding excludes common stock equivalents because their inclusion would be anti-dilutive.

The Company had the following common stock equivalents at July 31, 2015 and 2014:

As at	July 31, 2015	July 31, 2014
Stock Options	108,188,281	87,938,281
Stock Purchase Warrants	67,291,667	40,625,000
	175,479,948	128,563,281

(b) 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, 2017, including interim periods within that reporting period. The Company is currently evaluating the effects of ASU 2014–09 on the 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.

5. Oil and Gas Assets

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

Cost	Oklahoma	Kansas	Missouri	Other	Total
Balance May 1, 2015	$ 6,935,000	$ 7,803,020	$ 918,991	$ 100,000	$ 15,757,011
Additions	7,283	-	-	-	7,283
Disposals	(279,013)	-	-	-	(279,013)
Depreciation, depletion and amortization	(23,037)	(29,318)	-	-	(52,355)
Balance July 31, 2015	$ 6,640,233	$ 7,773,702	$ 918,991	$ 100,000	$ 15,432,926

6. Intangible Assets

The Company's primary additional asset is Petro Spring, a wholly owned technology focused subsidiary of the Company. It was launched with an intentionally broad mandate to acquire and commercialize cutting edge technologies with the intent to capitalize on the significant technological experience of its leadership team and network of industry relationships within the energy sector.

The Company's intangibles assets consisted of the following:

	Estimated useful life	July 31, 2015	April 30, 2015
Patent rights	15 years	$ 2,223,686	$ 2,223,686
Less: Accumulated amortization		(50,406)	(20,293)
Intangible assets, net		$ 2,173,280	$ 2,203,393

The Company recorded amortization expense of $30,113 and $0 for the three months ended July 31, 2015 and 2014, respectively.

The following table outlines estimated future annual amortization expense for the next five years and thereafter:

April 30,	
2016 (remainder of year)	$ 89,602
2017	119,469
2018	119,469
2019	119,469
2020	119,469
Thereafter	1,605,802
	$ 2,173,280

7. 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 July 31, 2015 and April 30, 2015, based on a future undiscounted liability of $1,144,990 and $1,143,857, 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:

	July 31, 2015	April 30, 2015
Balance, beginning of period	$ 918,430	$ 818,010
Additions	-	52,514
Accretion	10,056	47,906
	928,486	918,430
Less: Current portion for cash flows expected to be incurred within one year	(541,958)	(541,959)
Long-term portion, end of period	$ 386,528	$ 376,471

Expected timing of asset retirement obligations:

Year Ending April 30,		
2016 (remainder of year)		541,958
2017		212,000
2018		-
2019		-
2020		-
Thereafter		391,032
		1,144,990
Effect of discount		(216,504)
Total	$	928,486

As of July 31, 2015 and April 30, 2015, the Company has $0 of reclamation deposits with authorities to secure certain abandonment liabilities.

8. Stockholders' Equity

As of July 31, 2015 and April 30, 2015, 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 July 31, 2015 and April 30, 2015, the Company had 29,500 shares of preferred B shares authorized with a par value of $0.00001 per share. No preferred B shares are issued or outstanding.

9. Stock Options

The following table summarizes information about the options outstanding and exercisable at July 31, 2015:

	Options		Weighted Average Exercise Prices
Outstanding April 30, 2015	108,188,281	$	0.06
Exercisable – April 30, 2015	31,648,280	$	
Granted	-	$	-
Exercised	-	$	-
Forfeited/Cancelled	-	$	-
Outstanding July 31, 2015	108,188,281	$	0.06
Exercisable – July 31, 2015	33,108,280	$	
Outstanding - Aggregate Intrinsic Value		$	-
Exercisable - Aggregate Intrinsic Value		$	-

The following table summarizes information about the options outstanding and exercisable at July 31, 2015:

		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	105,723,165	8.18 years		0.06	30,323,164		0.06
$	0.03	2,000,000	9.50 years	$	0.03	2,320,000	$	0.03
		108,188,281				33,108,280		
Aggregate Intrinsic Value				$	-		$	-

During the three months ended July 31, 2015 and 2014, the Company expensed an aggregate $228,930 and $189,244 to general and administrative expenses for stock based compensation pursuant to employment and consulting agreements.

As of July 31, 2015, no intrinsic value was attributable to stock-based compensation.

During the three months ended July 31, 2015, the Company had no other stock based compensation expense.

As of July 31, 2015, the Company has $1,972,023 in unrecognized stock based compensation expense, which will be amortized over a weighted average exercise period of 1.61 years.

Warrants:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Life Remaining
Outstanding and exercisable – April 30, 2015	67,291,667	0.10	2.29
Forfeited	-	-	-
Granted	-	-	-
Outstanding and exercisable – July 31, 2015	67,291,667	0.10	2.04

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 had completed remediation. Pursuant to the lease contract, the Company asserted that rent should be abated during the remediation process and accordingly, the Company did not pay any rent after 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 determined that the premises were not fit for re-occupancy and considered the landlord to be in default of the lease and the lease terminated.

On January 30, 2014 the landlord filed a Statement of Claim against the Company for rental arrears in the amount aggregating approximately CAD $759,000. On October 20, 2014, the Company filed a summary judgment application stating that the landlord's claim is barred as it was commenced outside the 2-year statute of limitation period under the Alberta Limitations Act. The landlord subsequently filed a cross-application to amend its Statement of Claim to add a claim for loss of prospective rent in an amount of approximately CAD $665,000. The applications were heard on June 25, 2015. On July 3, 2015 the court issued a decision allowing both applications. On the basis of this decision, the landlord's claim for rental arrears in the approximate amount of CAD $759,000 has now been replaced by a claim for loss of prospective rent in the approximate amount of CAD $665,000 (which the Company believes is more accurately quantified at approximately CAD $450,000). The decision has been appealed by both parties and the appeal hearing has been scheduled for March 16, 2016.

(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 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. The potential consequences of such complaint could jeopardize the corresponding leases.

On October 7, 2014 Spyglass, along with other defendants, filed a motion to dismiss the August 11, 2014 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 reply to Spyglass' 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.

(d) 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.

(e) 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. MA NA GEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION 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, 2015 for the year ended April 30, 2015.

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 Daniel Smith and Ruben Alba who make up the Company's technical leadership. 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, and 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 has extensive experience in capital markets and oil and gas joint ventures.

T he Company continues to build out its technology focused business segment through Petro Spring LLC, a wholly owned subsidiary of the Company (" *Petro Spring* "). Management has devoted additional resources to effectively establishing the framework for Petro Spring to develop and execute its business plan. Petro Spring was launched with an intentionally broad mandate to acquire and commercialize cutting edge technologies with the intent to capitalize on the significant technological experience of its leadership team and network of industry relationships within the energy sector.

In light of the challenging oil price environment and capital markets, management is currently in the process of evaluating all options for the Company, including curtailing oil and gas operations, and increasing focus on our technology initiatives. In addition to focusing on obtaining necessary working capital to execute our business plan and continue as a going concern, we are exploring farm in and joint venture opportunities for our oil and gas assets, as well as exit opportunities through an outright sale. No assurances can be given that management will be successful.

Recent Developments

Change in Personia West Concession. On July 31, 2015, the Company received formal notice from the Osage Mineral Council that the new concession terms for the Pearsonia West Concession (" *Pearsonia West* ") are effective and formalized. Pearsonia West is a 106,500 contiguous acre position in Osage County, Oklahoma which the Company owns a controlling interest in through its investment in Bandolier Energy LLC, whole owner of the concession.

The new terms allow for vertical drilling obligations to hold the concession, which previously had horizontal drilling obligations. This provides a significant cost savings to the Company and preserves potential control of its core asset until 2018, assuming the negotiated obligations are met. Previously, the concession required 11 horizontal wells to be drilled by the end of 2015 with the concession terminating in the event these wells were not drilled. The estimated cost of this obligation was approximately $22.1 million.

Pursuant to the new terms, assuming completion costs of $300,000 per vertical well, the drilling obligations only require capital expenditures of: $1.8 million in 2016, $2.7 million in 2017, and $3.6 million in 2018, collectively $8.1 million to hold the entire concession. This represents a cost savings to the Company of approximately $14.0 million while gaining an extra three years of potential control.

The Company is currently exploring multiple options for development for the Pearsonia Concession including entertaining inquiries from industry and joint venture partners.

Termination of Renzhi MOU. On July 9, 2014 the Company and 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* ") entered into a memorandum of understanding (" *MOU* ") for the sale of one of the Company's wholly owned subsidiaries to Renzhi and the joint development by the Company and Renzhi of oil and gas technology and properties (collectively, the " *Transactions* "). As of June 30, 2015, the Company has ceased all discussions and negotiations with Renzhi, including discussions regarding the completion of the Transactions contemplated by the MOU.

Approval of Reverse Stock Split. At its 2015 annual meeting of stockholders held on July 8, 2015, stockholders approved resolution to authorize the Company's Board of Directors, in its sole and absolute discretion, without further action of the stockholders, to amend our Certificate of Incorporation to (i) implement a reverse stock split of our common stock at a ratio of not less than 1-for-2, and not greater than 1-for-250, within one year from the date of the annual meeting, with the exact ratio to be determined by the Board of Directors (the " *Reverse Split* "); and (ii) immediately following the Reverse Split, increase the total number of authorized shares of our Common Stock to 100.0 million. As of the date of this filing, the Company has not formally applied for the reverse stock split.

Acquisition of Havelide Assets. On February 18, 2015, Petro Spring I, LLC (" *Petro Spring I* "), a Delaware limited liability company wholly owned by Petro Spring, entered into a definitive asset purchase agreement (" *Havelide Purchase Agreement* ") to purchase substantially all of the assets of Havelide GTL LLC (" *Havelide* "), consisting of certain patents and other intellectual property, trade secrets, and assets developed and owned by Havelide to produce a gasoline-like liquid and high-purity hydrogen from natural gas, at low temperature and at low pressure (the " *Havelide Assets* "). The purchase of the Havelide Assets was consummated on February 27, 2015. Havelide was founded by Stephen Boyd, who joined the Company as its Chief Technology Officer under the terms of an Employment Agreement dated February 18, 2015.

Under the terms of the Havelide Purchase Agreement, in consideration for the Havelide Assets, the Company issued to Havelide 13,333,333 shares of common stock of the Company and a warrant to purchase an additional 26,666,667 shares of common stock at an exercise price of $0.25 per share. The shares of the Company's common stock were valued at approximately $520,000 based on the closing price of the Company's common stock on February 27, 2015.

The Company computed the economic benefit of the above warrant grant as of February 27, 2015 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, $0.039; Exercise price of $0.25; expected volatility of 176%; and a discount rate of 1.50%. The grant date fair value was $923,685.

The Company recorded the Havelide assets based on the fair value of the common stock and warrants $1,443,685 and allocated the purchase price to the intangible assets purchased.

Acquisition of Coalthane Assets. On February 18, 2015, Petro Spring II, LLC (" *Petro Spring II* "), a Delaware limited liability company wholly owned by Petro Spring, entered into a definitive asset purchase agreement (" *Coalthane Purchase Agreement* ") to purchase substantially all of the assets of Coalthane Tech LLC (" *Coalthane* "), consisting of certain patents and other intellectual property, trade secrets, and assets developed and owned by Coalthane to reduce the methane from coal mines and other wells (the " *Coalthane Assets* "). The purchase of the Coalthane Assets was consummated on February 27, 2015. Under the terms of the Coalthane Purchase Agreement, in consideration for the Coalthane Assets, the Company issued to Coalthane 20,000,000 shares of common stock of the Company. The shares of the Company's common stock were valued at approximately $780,000 based on the closing price of the Company's common stock on February 27, 2015. The Company recorded the Coalthane Assets based on the fair value of the common stock $780,000 and allocated the purchase price to the intangible assets purchased.

The above acquisitions reflect the increased focus on technology solutions in an effort to diversify our business amid a challenging oil price environment. We believe the patents acquired can potentially be licensed or sold for a profit.

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 condensed 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, 2015, management performed a ceiling test on the Oklahoma assets acquired in the Bandolier transaction. As a result, the Company recognized an impairment charge of $1,246,975 on the Oklahoma oil and gas assets. No further impairment was recognized on these assets during the three month ended July 31, 2015.

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, 2017, including interim periods within that reporting period. The Company is currently evaluating the effects of ASU 2014–09 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

Results of Operations for the Three Months Ended July 31, 2015 compared to Three Months Ended July 31, 2014

Operations	Three Months Ended July 31, 2015	Three Months Ended July 31, 2014
Revenues		
Oil and natural gas sales	$ 62,841	666,276
Total Revenues	62,841	666,276
Operating Expenses		
Operating	175,953	340,668
General and administrative	559,975	1,861,532
Depreciation, depletion and accretion	65,973	182,152
Amortization	30,113	-
Total Expenses	832,014	2,384,352
Operating loss	(769,173)	(1,718,076)
Other income	883	33
Net loss before non-controlling interest	(768,290)	(1,718,043)
Net loss attributable to non-controlling interest	(83,359)	(402,711)
Net loss attributable to Petro River Oil Corp. and Subsidiaries	**$** (684,931)	**(1,315,332)**
Net loss per Common Share Basic and Diluted	**$** (0.00)	**(0.00)**

Oil Sales

During the three months ended July 31, 2015, the Company recognized $62,841 in oil and gas sales, compared to sales of $666,276 for the three months ended July 31, 2014. The overall decrease in sales of $603,435 is primarily due to the Company continuing to decrease operations and shut-in wells.

Operating Expenses

During the three months ended July 31, 2015, operating expenses were $175,953, as compared to operating expenses of $340,668 for the three months ended July 31, 2014. The overall decrease in operating expenses of $164,715 is primarily attributable to management's commitment to substantially reduce operating expenses in light of the current challenging oil price environment.

General and Administrative Expenses

General and administrative expenses for the three months ended July 31, 2015 were $559,975, as compared to $1,861,532 for the three months ended July 31, 2014. The decrease is primarily attributable to management's commitment to substantially reduce general and administrative expenses in light of the current challenging oil price environment, as well as the significant decrease in stock based compensation and professional fees compared to the 2014 period. These changes are outlined below:

	For the Three Months Ended July 31, 2015	For the Three Months Ended July 31, 2014
Salaries and benefits	$ 350,455	$ 261,165
Professional fees	121,717	1,297,486
Office and administrative	87,803	292,698
Information technology	-	10,183
	$ 559,975	$ 1,861,532

Salary and benefits include non-cash stock-based compensation of $228,930 for three months ended July 31, 2015 compared to $189,244 for the three months ended July 31, 2014. The increase in stock-based compensation from the prior comparable period is due to additional awards during the periods subsequent to July 31, 2014 that were expensed during the three months ended July 31, 2015 which were expensed over the corresponding vesting periods.

Liquidity and Capital Resources

At July 31, 2015, the Company had working capital of approximately $0.3 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, the Company has a limited operating history prior to the acquisition of Bandolier. At July 31, 2015, the Company had cash and cash equivalents of approximately $0.8 million. The current level of working capital is insufficient to maintain current operations in Oklahoma, Kansas and Missouri for the next twelve months. Additional capital will therefore be necessary for management to execute its business plan, develop the Havelide Assets and Coalthane Assets, further expand the Company's exploration and development programs for the next twelve months, and continue as a going concern. 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 substantial decreases in crude oil prices, the Company initiated cost-cutting measures in November 1, 2014, which initiatives continue. 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 substantial decrease in the price of crude oil. Furthermore, our inability to maintain or raise additional 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, and challenge our ability to continue as a going concern.

Management is also currently in the process of evaluating all options for the Company, including curtailing oil and gas operations, and increasing focus on our technology initiatives. In addition to focusing on obtaining necessary working capital to execute our business plan and continue as a going concern, we are exploring farm in and joint venture opportunities for our oil and gas assets, as well as exit opportunities through an outright sale. No assurances can be given that management will be successful.

Operating Activities

The Company used $519,003 in operating activities during the three months ended July 31, 2015, as compared to $1,636,292 used in operating activities during the three months ended July 31, 2014. The Company incurred a net loss during the three months ended July 31, 2015 of $768,290 as compared to a net loss of $1,718,043 for three months ended July 31, 2014. For the three months ended July 31, 2015, 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 increase in other assets, accounts payable and accrued expenses. For the three months ended July 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 as well as decreases in prepaid expenses and accounts payable and accrued expenses.

Investing Activities

The Company received $271,730 in investing activities during the three months ended July 31, 2015, from the disposal of assets for cash offset by $7,283 of expenditures on oil and gas assets. During the three months ended July 31, 2014, the Company used $8,305,732 for expenditures on oil and gas assets as part of the Bandolier acquisition during the three months ended July 31, 2014. In addition, the Company purchased $3,796 of office equipment and vehicles of which $31,500 was funded by a note payable.

Financing Activities

During the three months ended July 31, 2015 and 2014, the Company had $0 and $5,000,000 in cash provided by financing activities. The $5,000,000 was contributed from the non-controlling interest holder of Bandolier in May 2014.

Availability of Additional Funds

Based upon our working capital position as of July 31, 2015, we require equity and/or debt financing to continue our operations. The Company does not expect that its current cash on hand will fund its operations for the next twelve months. Due to the impending lack of funds, we will need to raise further capital, through the sale of additional equity securities or otherwise, to support our future operations. Our operating needs include the planned costs to operate our business, including amounts required to fund working capital and capital expenditures. Our future capital requirements and the adequacy of our available funds will depend on many factors, including our ability to successfully commercialize our products and services, and competing technological and market developments.

We may be unable to raise sufficient additional capital when we need it or to raise capital on favorable terms. Debt financing may require us to pledge certain assets and enter into covenants that could restrict certain business activities or our ability to incur further indebtedness, and may contain other terms that are not favorable to our stockholders or us. If we are unable to obtain adequate funds on reasonable terms, we may be required to significantly curtail or discontinue operations or to obtain funds by entering into financing agreements on unattractive terms.

These matters raise substantial doubt about our ability to continue as a going concern. Our condensed consolidated financial statements included elsewhere in this Quarterly Report have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate our continuation as a going concern and the realization of assets and satisfaction of liabilities in the normal course of business. The carrying amounts of assets and liabilities presented in the condensed consolidated financial statements do not necessarily purport to represent realizable or settlement values. The condensed consolidated financial statements do not include any adjustment that might result from the outcome of this uncertainty.

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	July 31, 2015	July 31, 2014
Common shares	851,901,079	818,567,746
Stock Options	108,188,281	87,938,281
Stock Purchase Warrants	67,291,667	40,625,000
	1,027,381,027	947,131,027

Off-Balance Sheet Arrangements

None.

ITEM 3. QUANTIT AT IVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable

ITEM 4. CONTROLS AND PRO CED URES

A. Material Weaknesses

As discussed in Item 9A of our Annual Report on Form 10-K for the fiscal year ended April 30, 2015, 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, the Company is developing a plan to design and implement the operation of our internal controls. Upon the Company obtaining additional capital, 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 - OTHER INF ORM ATION

ITEM 1. LEGAL PROC EEDI NGS

(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 had completed remediation. Pursuant to the lease contract, the Company asserted that rent should be abated during the remediation process and accordingly, the Company did not pay any rent after 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 determined that the premises were not fit for re-occupancy and considered the landlord to be in default of the lease and the lease terminated.

On January 30, 2014 the landlord filed a Statement of Claim against the Company for rental arrears in the amount aggregating approximately CAD $759,000. On October 20, 2014, the Company filed a summary judgment application stating that the landlord's claim is barred as it was commenced outside the 2-year statute of limitation period under the Alberta Limitations Act. The landlord subsequently filed a cross-application to amend its Statement of Claim to add a claim for loss of prospective rent in an amount of approximately CAD $665,000. The applications were heard on June 25, 2015. The court reserved its decision and there is no specific timeline by which it must render a ruling.

(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. As of August 11, 2015, there is not further update to the issue.

(c) 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, 2014 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 reply to Spyglass'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.

(d) 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.

(e) 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 1A. RISK FA CT ORS

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, 2015:

We have substantially reduced operations in light of the substantial decrease in the price of oil and gas, and currently require additional capital to execute our business plan and continue as a going concern. If we are unable to obtain funding, our business operations will be materially and adversely harmed, and we will not be able to continue as a going concern.

As a result of the recent substantial decrease in the price of oil and gas, we have substantially reduced the development of our oil and gas and other assets, our exploration activity, and our operating activities and expenses. Despite these efforts, implementation of our current business plan, including future acquisitions and future exploration, development, production, leasing activities and marketing activities, as well as our administrative requirements (such as salaries, insurance expenses and general overhead expenses, as well as legal compliance costs and accounting expenses) will require a substantial amount of additional capital and cash flow. Accordingly, we will require additional capital to continue to operate our business, further expand our exploration and development programs, and continue as a going concern.

We intend to pursue sources of needed capital through various financing transactions or arrangements, including, but not limited to, joint venturing of projects, debt financing, equity financing or other means. We may not be successful in raising the capital needed and we may not obtain the capital we require by other means. If we are unable to secure adequate funds on a timely basis, we will not be able to continue as a going concern.

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.

ITEM 2. UNRE GIS TERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFA ULT S UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISC LO SURES

Not applicable.

ITEM 5. OTHER IN FO RMATION

(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 July 31, 2015.

ITEM 6. EXHIBITS AND FIN AN CIAL 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
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.

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: September 21, 2015

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: September 21, 2015

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: September 21, 2015

By: */s/ 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 July 31, 2015, 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: September 21, 2015

/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 July 31, 2015, 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: September 21, 2015

/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.