UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

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

For the quarterly period ended October 31, 2016

[ ] 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.)

205 East 42nd Street, Fourteenth Floor, New York, NY 10017
(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 (Sec.232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [X] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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

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

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

Class	Outstanding at December 14, 2016
Common Stock, $0.00001 par value per share	15,827,997 shares

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

Petro River Oil Corp. and Subsidiaries
Consolidated Balance Sheets
(Unaudited)

	As of	
	October 31, 2016	**April 30, 2016**
Assets		
Current Assets:		
Cash and cash equivalents	$ 1,986,698	$ 774,751
Certificate of deposit - restricted	80,803	80,803
Accounts receivable – oil and gas	-	903
Accounts receivable - related party	2,743,828	4,829,693
Accrued interest on notes receivable - related party	469,419	170,653
Interest in real estate rights	1,888,565	2,820,402
Prepaid expenses and other current assets	38,980	24,967
Prepaid oil and gas asset development costs	419,535	844,131
Total Current Assets	7,627,828	9,546,303
Oil and gas assets, full cost method		
Costs subject to amortization, net	1,072,866	778,226
Costs not being amortized, net	861,444	100,000
Property, plant and equipment, net of accumulated depreciation		
of $183,761 and $308,223, respectively	1,961	2,341
Notes receivable - related party	21,590,803	17,848,000
Investment in Horizon Energy Partners	1,213,000	-
Other assets	28,132	53,778
Total Other Assets	24,768,206	18,782,345
Total Assets	**$ 32,396,034**	**$ 28,328,648**
Liabilities and Equity		

Current Liabilities:		
Accounts payable and accrued expenses	$ 108,537	$ 206,780
Deferred tax liability	2,922,358	2,501,209
Notes payable - related party	-	1,600,000
Asset retirement obligations, current portion	406,403	561,958
Total Current Liabilities	3,437,298	4,869,947
Long-term liabilities:		
Asset retirement obligations, net of current portion	146,868	201,104
Total Long-term Liabilities	146,868	201,104
Total Liabilities	3,584,166	5,071,051
Commitments and contingencies		
Equity:		
Preferred shares - 5,000,000 authorized; par value $0.00001; 0 shares issued and outstanding	-	-
Preferred B shares - 29,500 authorized; par value $0.00001; 0 shares issued and outstanding	-	-
Common shares - 150,000,000 authorized; par value $0.00001; 15,827,921 and 4,263,748 shares issued and outstanding, respectively	158	43
Additional paid-in capital	46,017,814	38,849,655
Accumulated deficit	(29,568,931)	(27,643,419)
Total Petro River Oil Corp. Equity	16,449,041	11,206,279
Non-controlling interests	12,362,827	12,051,318
Total Equity	28,811,868	23,257,597
Total Liabilities and Equity	**$ 32,396,034**	**$ 28,328,648**

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

Petro River Oil Corp. and Subsidiaries
Consolidated Statements of Operations
(Unaudited)

	For the Three Months Ended October 31,		For the Six Months Ended October 31,	
	2016	**2015**	**2016**	**2015**
Revenues				
Oil and natural gas sales	$ -	$ -	$ -	$ 62,841
Total Revenues	-	-	-	62,841
Operating Expenses				
Lease operating expenses	8,365	84,035	32,124	259,988
Depreciation, depletion and accretion	2,772	39,777	7,168	105,750
Amortization of intangibles	-	30,113	-	60,226
Gain on sale of equipment	-	(5,519)	-	(5,519)
Gain on sale of oil and gas assets	-	-	(216,580)	-
General and administrative	830,071	1,418,386	2,538,212	1,978,361
Total Operating Expenses	841,208	1,566,792	2,360,924	2,398,806
Operating Loss	(841,208)	(1,566,792)	(2,360,924)	(2,335,965)
Other Income (Expense)				
Interest income (expense) - net	157,507	(101)	298,766	782
Net gain on real estate rights	392,665	7,860,738	693,304	7,860,738
Other Income	550,172	7,860,637	992,070	7,861,520
Net (Loss) Income Before Income Tax Provision	(291,036)	6,293,845	(1,368,854)	5,525,555
Income Tax Provision	233,232	-	421,149	-
Net (Loss) Income	(524,268)	6,293,845	(1,790,003)	5,525,555

Net Income Attributable to Non-controlling Interest	87,834	3,125,489	135,509	3,042,130
Net (Loss) Income Attributable to Petro River Oil Corp. and Subsidiaries	**$ (612,102)**	**$ 3,168,356**	**$ (1,925,512)**	**$ 2,483,425**
Basic and Diluted Net (Loss) Income Per Common Share	**$ (0.04)**	**$ 0.74**	**$ (0.12)**	**$ 0.58**
Weighted average number of common shares outstanding - Basic and diluted	**15,827,921**	**4,259,505**	**15,639,373**	**4,259,505**

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

Petro River Oil Corp. and Subsidiaries
Consolidated Statements of Cash Flows
(Unaudited)

	For the Six Months Ended	
	October 31, 2016	**October 31, 2015**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (loss) income	$ (1,790,003)	$ 5,525,555
Adjustments to reconcile net (loss) income to net cash used in operating activities:		
Stock-based compensation	1,515,457	1,402,910
Depreciation, depletion and accretion	7,168	105,750
Amortization of intangibles	-	60,226
Gain on sale of oil and gas assets	(216,580)	-
Gain on sale of equipment	-	(5,519)
Net gain on interest in real estate rights	(693,304)	(7,860,738)
Deferred tax liability	421,149	-
Changes in operating assets and liabilities:		
Accounts receivable – oil and gas	903	40,882
Accrued interest on notes receivable – related party	(298,766)	-
Prepaid expenses and other assets	(14,013)	4,042
Accounts payable and accrued expenses	(98,242)	(89,036)
Net Cash Used in Operating Activities	(1,166,231)	(815,928)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Cash received from acquisition of Horizon Investments	3,364,817	-
Cash paid for cost method investment	(525,000)	-
Proceeds from the sale of interest in real estate rights	3,711,006	-
Capitalized expenditures on oil and gas assets	(294,640)	(7,283)
Cash received upon disposal of oil and gas assets	-	279,013
Proceeds from the sale of equipment	-	60,000
Payments on deposit	-	(210)
Prepaid oil and gas assets	(311,202)	-
Issuance of notes receivable – related party	(3,742,803)	-

Net Cash Provided by Investing Activities	2,202,178	331,520
CASH FLOW FROM FINANCING ACTIVITIES:		
Cash received from non-controlling interest contributions	176,000	-
Net Cash Provided by Financing Activities	176,000	-
Change in cash and cash equivalents	1,211,947	(484,408)
Cash and cash equivalents, beginning of period	774,751	1,010,543
Cash and cash equivalents, end of period	$ 1,986,698	$ 526,135
SUPPLEMENTARY CASH FLOW INFORMATION:		
Cash paid during the period for:		
Income taxes	$ 3,789	$ 14,482
Interest paid	$ -	$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Reclassification from prepaid oil and gas development costs to oil and gas assets not being amortized	$ 761,444	$ -
Real estate contributed by non-controlling interest	$ -	$ 15,544,382
Accounts receivable for deposit received on real estate sales in escrow	$ -	$ 888,375

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

PETRO RIVER OIL CORP.
Notes to the Consolidated Financial Statements
(Unaudited)

1. Organization

Petro River Oil Corp. (the " *Company* ") is an independent energy company focused on the exploration and development of conventional oil and gas assets with low discovery and development costs. The Company is focused on taking advantage of the current downturn in oil prices to enter highly prospective plays with industry-leading partners. Diversification over a number of projects, each with low initial capital expenditures and strong risk reward characteristics, reduces risk and provides cross-functional exposure to a number of attractive risk adjusted opportunities.

The Company recently completed a reorganization, including the addition of new management, the acquisition of several promising new assets, and an infusion of cash. In connection with the reorganization, the Company consummated the MegaWest Transaction, defined below, in which Fortis Property Group, LLC (" *Fortis* ") and the Company plan to jointly develop its acreage in Osage County, Oklahoma and other oil and gas assets.

The Company's core holdings are in the Mid-Continent Region in Oklahoma and Larne Basin, Northern Ireland. Following the acquisition of Horizon I Investments, LLC (" *Horizon Investments* "), the Company now has exposure to a portfolio of several domestic and international oil and gas assets consisting of highly prospective conventional plays diversified across project type, geographic location and risk profile, as well as access to a broad network of industry leaders from Horizon Investment's 20% interest in Horizon Energy Partners, LLC (" *Horizon Energy* "). Horizon Energy is an oil and gas exploration and development company owned and managed by former senior oil and gas executives. It has a portfolio of domestic and international assets, including two assets located in the United Kingdom, adjacent to the giant Wytch Farm oil field, the largest onshore oil field in Western Europe. Other projects include the proposed redevelopment of a large oil field in Kern County, California and the development of an additional recent discovery in Kern County. Each of the assets in the Horizon Energy portfolio is characterized by low initial capital expenditure requirements and strong risk reward characteristics.

In light of the challenging oil price environment and capital markets, management is focusing on specific target acquisitions and investments, limiting operating expenses and exploring farm-in and joint venture opportunities for the Company's oil and gas assets. No assurances can be given that management will be successful.

Certain Transactions and Recent Developments

Reverse Stock Split. At its Annual Meeting held on September 20, 2016, the Company's shareholders approved a resolution to authorize the Company's Board of Directors, in its sole and absolute discretion, to amend the Company's Certificate of Incorporation to 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-10 (" *Reverse Split* "), within one year from the date of the Annual Meeting, with the exact ratio to be determined by the Board of Directors. The Board of Directors has not determined the ratio, and does not currently intend to execute the Reverse Split until such time as the Company lists its shares of Common Stock on the NASDAQ Stock Market.

Spyglass Drilling Program. On August 19, 2016, Spyglass Energy Group, LLC (" *Spyglass* "), a wholly owned subsidiary of Bandolier Energy, LLC (" *Bandolier* "), entered into a Joint Exploration and Development Agreement (the " *Exploration Agreement* ") between Spyglass, Phoenix 2016, LLC (" *Phoenix* ") and Mackey Consulting & Leasing, LLC (" *Mackey* "). Pursuant to the Exploration Agreement, Phoenix and Mackey shall operate and provide certain services, including obtaining permits and providing technical services, at cost, in connection with a Phase I Development Program as agreed to by the parties (the " *Phase I Program* "). Phoenix and Mackey shall earn a 25% working interest on all wells drilled in the Phase I Program. Following success and completion of the Phase I Program, Phoenix and Mackey shall earn a 25% working interest in the Osage County, Oklahoma Concession held by Spyglass. Under the Exploration Agreement, Bandolier has agreed commit up to $2.1 million towards costs of the Phase I Program, at their sole discretion.

Divestiture of Missouri Properties. Effective July 11, 2016, MegaWest Energy Missouri Corp (" *MegaWest Missouri* ") assigned its leaseholds covering approximately 320 acres in Grassy Creek, Missouri (the " *Grassy Creek Assets* ") to Paluca Petroleum, Inc. (" *Paluca* ") in furtherance of the Company's corporate strategy to divest its legacy assets. Pursuant to the terms and conditions of the assignment, Paluca agreed to assume all liabilities associated with the Grassy Creek Assets and, as consideration for the assignment, granted MegaWest Missouri an overriding royalty interest equal to 4% of the value of all oil and gas assets produced and sold under the assigned lease.

MegaWest Transaction. On October 15, 2015, the Company entered into a contribution agreement (the " *Contribution Agreement* ") with MegaWest Energy Kansas Corporation ("MegaWest"), and Fortis Property Group, LLC, a Delaware limited liability company (" *Fortis* "), pursuant to which the Company and Fortis each agreed to contribute certain assets to MegaWest in exchange for shares of MegaWest common stock (" *MegaWest Shares* ") (the " *MegaWest Transaction* ").

Upon execution of the Contribution Agreement, (i) the Company transferred its 50% membership interest in Bandolier (the *"Bandolier Interest"*), and cancelled all of its ownership interest in the then issued and outstanding MegaWest Shares, which prior to the MegaWest Transaction represented 100% ownership of MegaWest; and (ii) Fortis transferred certain indirect interests held in 30 condominium units and the rights to any profits and proceeds therefrom. Immediately thereafter, MegaWest issued to the Company 58,510 MegaWest Shares, representing a 58.51% equity interest in MegaWest, as consideration for the assignment of the Bandolier Interest, and issued to Fortis 41,490 MegaWest Shares, representing a 41.49% equity interest in MegaWest, as consideration for the assets assigned to MegaWest by Fortis. The account receivable and the Company's interest in real estate reflected on the Company's balance sheet are assets held by MegaWest, and are controlled by MegaWest's board of directors, consisting of two members appointed by Fortis, and one by the Company. The relative composition of the board of directors of MegaWest shall continue as long as Fortis has an equity interest in MegaWest.

Subject to the terms and conditions of the Contribution Agreement, the Contribution Agreement provided for a redetermination of the fair market value of the Bandolier Interest at any time following the six month anniversary after the execution thereof (the " *Redetermination* "), Upon a Redetermination, which has not occurred as of December 14, 2016, in the event there is a shortfall from the valuation ascribed to the Bandolier Interest at the time of the Redetermination, as compared to the value ascribed to the Bandolier Interest in the Contribution Agreement, the Company will be required to provide Fortis with a cash payment in an amount equal to the shortfall. If the Company is unable to deliver to Fortis the cash payment required after the Redetermination, if any, the board of directors of MegaWest shall have the right to exercise certain remedies against the Company, including a right to foreclose on the Company's entire equity in MegaWest, which equity interest has been pledged to Fortis under the terms of the Contribution Agreement. In the event of foreclosure, the Bandolier Interest would revert back to the Company.

2. Basis of Preparation

The accompanying unaudited interim consolidated financial statements 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 unaudited consolidated financial statements include the Company and the following subsidiaries:

Petro Spring, LLC, PO1, LLC, Petro River UK Limited, Horizon I Investments, LLC and MegaWest Energy USA Corp. and MegaWest Energy USA Corp.'s wholly owned subsidiaries:

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

Also contained in the unaudited consolidated financial statements is the financial information of the Company's 58.51% owned subsidiary, MegaWest, which pursuant to the Megawest Transaction includes the Company's contribution of its 50% interest in Bandolier Energy LLC.

The unaudited 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, 2016 filed with the Securities and Exchange Commission (the " *SEC* ") on July 29, 2016. 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, 2016 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, 2017.

3. Significant Accounting Policies

(a) Use of Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The Company's financial statements are based on a number of significant estimates, including oil and natural gas reserve quantities which are the basis for the calculation of depreciation, depletion and impairment of oil and natural gas properties, and timing and costs associated with its asset retirement obligations, as well as those related to the fair value of stock options, stock warrants and stock issued for services. While we believe that our estimates and assumptions used in preparation of the financial statements are appropriate, actual results could differ from those estimates.

(b) Cash and Cash Equivalents:

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

As of October 31, 2016 and April 30, 2016, restricted cash consisted of a certificate of deposit in the amount of $80,803, with an annual interest rate of 0.5% and maturity date of March 13, 2017.

(c) Receivables:

Pursuant to FASB ASC paragraph 310-10-35-47, receivables that management has the intent and ability to hold for the foreseeable future shall be reported in the balance sheet at outstanding principal adjusted for any charge-offs and the allowance for doubtful accounts. The Company follows FASB ASC paragraphs 310-10-35-7 through 310-10-35-10 to estimate the allowance for doubtful accounts. Pursuant to FASB ASC paragraph 310-10-35-9, losses from uncollectible receivables shall be accrued when both of the following conditions are met: (a) Information available before the financial statements are issued or are available to be issued (as discussed in Section 855-10-25) indicates that it is probable that an asset has been impaired at the date of the financial statements, and (b) The amount of the loss can be reasonably estimated. These conditions may be considered in relation to individual receivables or in relation to groups of similar types of receivables. If the conditions are met, an accrual shall be made even though the particular receivables that are uncollectible may not be identifiable. The Company reviews individually each receivable for collectability and performs on-going credit evaluations of its customers and adjusts credit limits based upon payment history and the customer's current credit worthiness, as determined by the review of their current credit information; and determines the allowance for doubtful accounts based on historical write-off experience, customer specific facts and general economic conditions that may affect a client's ability to pay. Bad debt expense is included in general and administrative expenses, if any.

Pursuant to FASB ASC paragraph 310-10-35-41, Credit losses for receivables (uncollectible receivables), which may be for all or part of a particular receivable, shall be deducted from the allowance. The related receivable balance shall be charged off in the period in which the receivables are deemed uncollectible. Recoveries of receivables previously charged off shall be recorded when received. The Company charges off its account receivables against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote.

The allowance for doubtful accounts at October 31, 2016 and April 30, 2016 was $0.

(d) Interest in Real Estate Rights:

I nterest in real estate rights contributed by Fortis related to real properties that Fortis plans to sell within one year. Since these properties are contributed by Fortis, a related party, the rights are stated on balance sheet at the cost basis of Fortis.

(e) Oil and Gas Operations:

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

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

The Company accounts for its unproven long-lived assets in accordance with Accounting Standards Codification (" *ASC* ") Topic 360-10-05, " *Accounting for the Impairment or Disposal of Long-Lived Assets* ." ASC Topic 360-10-05 requires that long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate that the historical cost carrying value of an asset may no longer be appropriate. For the six months ended October 31, 2016, the Company evaluated and recorded no impairment on these properties.

Proved Oil and Gas Reserves : In accordance with Rule 4-10 of SEC Regulation S-X, proved oil and gas reserves are the estimated quantities of crude oil, natural gas and natural gas liquids which geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions. All of the Company's oil and gas properties with proven reserves were impaired to the salvage value prior to the Bandolier transaction. The price used to establish economic producibility is the average price during the 12-month period preceding the end of the entity's fiscal year and calculated as the un-weighted arithmetic average of the first-day-of-the-month price for each month within such 12-month period. For the six months ended October 31, 2016, the Company did not record an impairment on its properties.

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

In arriving at rates under the unit-of-production method, the quantities of recoverable oil and natural gas reserves are established based on estimates made by the Company's geologists and engineers which require significant judgment, as does the projection of future production volumes and levels of future costs, including future development costs. In addition, considerable judgment is necessary in determining when unproved properties become impaired and in determining the existence of proved reserves once a well has been drilled. All of these judgments may have significant impact on the calculation of depletion expenses. There have been no material changes in the methodology used by the Company in calculating depletion, depreciation and amortization of oil and gas properties under the full cost method during the six months ended October 31, 2016 and 2015.

(f) Investments – Cost Method and Equity Method:

Investments held in stock of entities other than subsidiaries, namely corporate joint ventures and other non-controlled entities usually are accounted for by one of three methods: (i) the fair value method (addressed in Topic 320), (ii) the equity method (addressed in Topic 323), or (iii) the cost method (addressed in Subtopic 325-20). Pursuant to Paragraph 323-10-05-5, the equity method tends to be most appropriate if an investment enables the investor to influence the operating or financial policies of the investee. The cost basis is utilized for investments that are less than 20% owned, and the Company does not exercise significant influence over the operating and financial policies of the investee. Under the cost method, investments are held at historical cost.

(g) Stock-Based Compensation:

Generally, all forms of stock-based compensation, including stock option grants, warrants, and restricted stock grants are measured at their fair value utilizing an option pricing model on the award's grant date, based on the estimated number of awards that are ultimately expected to vest.

Under fair value recognition provisions, the Company recognizes equity–based compensation net of an estimated forfeiture rate and recognizes compensation cost only for those shares expected to vest over the requisite service period of the award.

The fair value of option award is estimated on the date of grant using the Black–Scholes option valuation model. The Black–Scholes option valuation model requires the development of assumptions that are input into the model. These assumptions are the expected stock volatility, the risk–free interest rate, the option's expected life, the dividend yield on the underlying stock and the expected forfeiture rate. Expected volatility is calculated based on the historical volatility of the Company's common stock over the expected option life and other appropriate factors. Risk–free interest rates are calculated based on continuously compounded risk–free rates for the appropriate term. The dividend yield is assumed to be zero as the Company has never paid or declared any cash dividends on its common stock and does not intend to pay dividends on the common stock in the foreseeable future. The expected forfeiture rate is estimated based on historical experience.

Determining the appropriate fair value model and calculating the fair value of equity–based payment awards requires the input of the subjective assumptions described above. The assumptions used in calculating the fair value of equity–based payment awards represent management's best estimates, which involve inherent uncertainties and the application of management's judgment. As a result, if factors change and the Company uses different assumptions, the equity–based compensation expense could be materially different in the future. In addition, the Company is required to estimate the expected forfeiture rate and recognize expense only for those shares expected to vest. If the actual forfeiture rate is materially different from our estimate, the equity–based compensation expense could be significantly different from what the Company has recorded in the current period.

The Company determines the fair value of the stock–based payments to non-employees as either the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. If the fair value of the equity instruments issued is used, it is measured using the stock price and other measurement assumptions as of the earlier of either (1) the date at which a commitment for performance by the counterparty to earn the equity instruments is reached, or (2) the date at which the counterparty's performance is complete.

The expenses resulting from stock-based compensation are recorded as general and administrative expenses in the consolidated statement of operations, depending on the nature of the services provided.

(h) Income Taxes:

Income Tax Provision

Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statements of operations in the period that includes the enactment date.

The Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement.

The estimated future tax effects of temporary differences between the tax basis of assets and liabilities are reported in the accompanying consolidated balance sheets, as well as tax credit carry-backs and carry-forwards. The Company periodically reviews the recoverability of deferred tax assets recorded on its consolidated balance sheets and provides valuation allowances as management deems necessary.

Management makes judgments as to the interpretation of the tax laws that might be challenged upon an audit and cause changes to previous estimates of tax liability. In addition, the Company operates within multiple taxing jurisdictions and is subject to audit in these jurisdictions. In management's opinion, adequate provisions for income taxes have been made for all years. If actual taxable income by tax jurisdiction varies from estimates, additional allowances or reversals of reserves may be necessary.

Uncertain Tax Positions

The Company did not take any uncertain tax positions and had no adjustments to its income tax liabilities or benefits for the reporting periods ended October 31, 2016 and 2015.

(i) Per Share Amounts:

Basic net income (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 income (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. For the three and six months ended October 31, 2016 and 2015, potentially dilutive securities were not included in the calculation of diluted net loss per share because to do so would be anti-dilutive.

The Company had the following common stock equivalents at October 31, 2016 and 2015:

	October 31, 2016	October 31, 2015
Stock Options	2,507,182	598,352
Stock Purchase Warrants	133,333	336,458
Total	2,640,515	934,810

(j) Recent Accounting Pronouncements:

In May 2014, the FASB issued a comprehensive new revenue recognition standard that will supersede nearly all existing revenue recognition guidance under U.S. GAAP. The standard's core principle (issued as ASU 2014-09 by the FASB), is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. These may include identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. The new guidance must be adopted using either a full retrospective approach for all periods presented in the period of adoption or a modified retrospective approach. In August 2015, the FASB issued ASU No. 2015-14, which defers the effective date of ASU 2014-09 by one year, and would allow entities the option to early adopt the new revenue standard as of the original effective date. This ASU is effective for public reporting companies for interim and annual periods beginning after December 15, 2017. The Company is currently evaluating its adoption method and the impact of the standard on its consolidated financial statements and have not yet determined the method by which the Company will adopt the standard in 2017.

In April 2016, the FASB issued ASU No. 2016-10, " *Revenue from Contracts with Customers: Identifying Performance Obligations and Licensing* " (topic 606). In March 2016, the FASB issued ASU No. 2016-08, "Revenue from Contracts with Customers: Principal versus Agent Considerations (Reporting Revenue Gross verses Net)" (topic 606). These amendments provide additional clarification and implementation guidance on the previously issued ASU 2014-09, "Revenue from Contracts with Customers". The amendments in ASU 2016-10 provide clarifying guidance on materiality of performance obligations; evaluating distinct performance obligations; treatment of shipping and handling costs; and determining whether an entity's promise to grant a license provides a customer with either a right to use an entity's intellectual property or a right to access an entity's intellectual property. The amendments in ASU 2016-08 clarify how an entity should identify the specified good or service for the principal versus agent evaluation and how it should apply the control principle to certain types of arrangements. The adoption of ASU 2016-10 and ASU 2016-08 is to coincide with an entity's adoption of ASU 2014-09, which we intend to adopt for interim and annual reporting periods beginning after December 15, 2017. The Company is currently evaluating the impact of the new standard.

In April 2016, the FASB issued ASU No. 2016-09, " *Compensation – Stock Compensation* " (topic 718). The FASB issued this update to improve the accounting for employee share-based payments and affect all organizations that issue share-based payment awards to their employees. Several aspects of the accounting for share-based payment award transactions are simplified, including: (a) income tax consequences; (b) classification of awards as either equity or liabilities; and (c) classification on the statement of cash flows. The updated guidance is effective for annual periods beginning after December 15, 2016, including interim periods within those fiscal years. Early adoption of the update is permitted. The Company is currently evaluating the impact of the new standard.

In August 2016, the FASB issued ASU 2016-15, *"Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments"* ("ASU 2016-15"). ASU 2016-15 will make eight targeted changes to how cash receipts and cash payments are presented and classified in the statement of cash flows. ASU 2016-15 is effective for fiscal years beginning after December 15, 2017. The new standard will require adoption on a retrospective basis unless it is impracticable to apply, in which case it would be required to apply the amendments prospectively as of the earliest date practicable. The Company is currently in the process of evaluating the impact of ASU 2016-15 on its consolidated financial statements.

The Company does not expect the adoption of any recently issued accounting pronouncements to have a significant impact on its financial position, results of operations, or cash flows.

(k) Subsequent Events:

The Company has evaluated all transactions through the date the consolidated financial statements were issued for subsequent event disclosure consideration.

4. Business Acquisitions

On May 3, 2016 (the " *Closing Date* "), the Company consummated the acquisition of Horizon Investments (the " *Horizon Acquisition* "). As a result of the acquisition, the Company acquired: (i) a 20% membership interest in Horizon Energy; (ii) three promissory notes issued by the Company to Horizon Investments in the principal amount of $1.6 million (the " *Horizon Notes* "); (iii) a restricted certificate of deposit; and (iv) certain bank, investment and other accounts maintained by Horizon Investments. The Horizon Acquisition was completed in accordance with the term and conditions of the Conditional Purchase Agreement first entered into by the Company and Horizon Investments on December 1, 2015 (the " *Purchase Agreement* "). Also on the Closing Date, the Company and Horizon Investments entered into an amended and restated Purchase Agreement, pursuant to which the Company agreed to provide for additional advances by Horizon Investments to the Company.

As consideration for the Horizon Acquisition, and in accordance with the Purchase Agreement, as amended, the Company issued 11,564,250 shares of its common stock on the Closing Date, which amount included 1,395,916 additional shares of common stock in consideration for the additional cash, receivables and other assets reflected on Horizon Investment's balance sheet on the Closing Date.

The following table summarizes the allocation of the purchase price to the net assets acquired:

Purchase price allocation	
Cash and cash equivalents	$ 3,364,817
Cost method investment – Horizon Energy Partners, LLC	688,000
Notes receivable – related party	1,600,000
	$ 5,652,817
Net assets acquired	
Consideration for net assets acquired	
Fair value of common stock issued	**$ 5,652,817**

5. Accounts Receivable – Related Party

As discussed in Note 1, on October 15, 2015, the Company entered into the Contribution Agreement with Fortis pursuant to which the Company and Fortis each agreed to assign certain assets to MegaWest in exchange for the MegaWest Shares.

Upon execution of the Contribution Agreement, Fortis transferred its interest in 30 condominium units and the right to any profits and proceeds therefrom. For the three months ended October 31, 2016 and 2015, Fortis sold one and eighteen condominium units, respectively, and MegaWest recorded a net gain on interest in real estate rights of $392,665 and $7,860,738, respectively. For the six months ended October 31, 2016 and 2015, Fortis sold two and eighteen condominium units, respectively, and MegaWest recorded a net gain on interest in real estate rights of $693,304 and $7,860,738, respectively. As of October 31, 2016, the Company had an accounts receivable – related party in the amount of $2,743,828 related to interest in real estate rights of condominium units sold.

6. Notes Receivable – Related Party

During 2015 and 2016, the Company entered into eight promissory note agreements with Fortis. With total principal amounts of $21,590,803. The notes receivable bear interest at an annual rate of 3% and mature on December 31, 2017. As of October 31, 2016 and April 30, 2016, the outstanding balance of the notes receivable was $21,590,803 and $17,848,000, respectively.

7. Interest in Real Estate Rights

As discussed in Note 5, MegaWest received an interest in real estate rights of 30 condominium units from Fortis pursuant to the Megawest Transaction. For the six months ended October 31, 2016, the Company recognized a net gain of $693,304 related to the sale of two condominium units by Fortis.

The following table summarizes the activity for interest in real estate rights:

	October 31, 2016
Balance at April 30, 2016	$ 2,820,402
Cost of sales - two condominium units	931,837
Balance at October 31, 2016	$ 1,888,565

8. Oil and Gas Assets

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

	Oklahoma	Larne Basin	Other (1)	Total
Balance May 1, 2016	$ 778,226	$ -	$ 100,000	$ 878,226
Additions	294,640	761,444	-	1,056,084
Disposals	-	-	-	-
Depreciation, depletion and amortization	-	-	-	-
Impairment of oil and gas assets	-	-	-	-
Balance October 31, 2016	$ 1,072,866	$ 761,444	$ 100,000	$ 1,934,310

(1) Other property consists primarily of four used steam generators and related equipment that will be assigned to future projects. As of October 31, 2016, management concluded that impairment was not necessary as all other assets were carried at salvage value.

Kern County Project. On March 4, 2016 , the Company executed an Asset Purchase and Sale and Exploration Agreement (the " *Agreement* ") to acquire a 13.75% working interest in certain oil and gas leases located in southern Kern County, California (the " *Project* "). Horizon Energy also purchased a 27.5% working interest in the Project.

Under the terms of the Agreement, the Company paid $108,333 to the sellers on the closing date, and is obligated to pay certain other costs and expenses after the closing date related to existing and new leases as more particularly set forth in the Agreement. Costs incurred to date for this property have aggregated to $419,535 as of October 31, 2016 and are recorded as prepaid oil and gas development costs on the consolidated balance sheet. In addition, the sellers are entitled to an overriding royalty interest in certain existing and new leases acquired after the closing date, and the Company is required to make certain other payments, each in amounts set forth in the Agreement.

Acquisition of Interest in Larne Basin. On January 19, 2016, Petro River UK Limited, (" *Petro UK* "), a wholly owned subsidiary of the Company, entered into a Farmout Agreement to acquire a 9% interest in Petroleum License PL 1/10 and P2123 (the " *Larne Licenses* ") located in the Larne Basin in Northern Ireland (the " *Larne Transaction* "). The two Larne Licenses, one onshore and one offshore, together encompass approximately 130,000 acres covering the large majority of the prospective Larne Basin. The other parties to the Farmout Agreement are Southwestern Resources Ltd, a wholly owned subsidiary of Horizon Energy, which will acquire a 16% interest, and Brigantes Energy Limited, which will retain a 10% interest. Third parties will own the remaining 65% interest.

Under the terms of the Farmout Agreement, Petro UK deposited approximately $735,000 into an escrow agreement (" *Escrow Agreement* "), which amount represented Petro UK's obligation to fund the total projected cost to drill the first well under the terms of the Farmout Agreement. The total deposited amount to fund the cost to drill the first well is approximately $6,159,452, based on an exchange rate of one British Pound for 1.44 U.S. Dollars. Petro UK was and will continue to be responsible for its pro-rata costs of additional wells drilled under the Farmout Agreement. Drilling of the first well was completed in June 2016 and was unsuccessful. The initial costs incurred by the Company were reclassified from prepaid oil and gas development costs to oil and gas assets not being amortized on the consolidated balance sheets.

Divestiture of Missouri Properties. During the six months ended October 31, 2016, the Company assigned its leaseholds covering approximately 320 acres in Missouri to third party in furtherance of the Company's corporate strategy to divest its legacy assets. In conjunction with the assignment, the Company recorded a gain of $216,850.

Divestiture of Oklahoma Properties. During the six months ended October 31, 2015, the Company disposed of some of its interests in its Oklahoma oil and gas assets and received proceeds totaling $279,013. The proceeds were offset against the full cost pool, therefore no gain or loss was recognized.

9. Intangible Assets

The Company recorded amortization expense of $0 and $30,113 for the three months ended October 31, 2016 and 2015, respectively, and recorded amortization expense of $0 and $60,226 for the six months ended October 31, 2016 and 2015, respectively, related to certain intangible assets which were acquired during 2015, but for which are no longer recorded by the Company as they were fully impaired during fiscal year 2016.

10. Asset Retirement Obligations

The total future asset retirement obligation was estimated based on the Company's ownership interest in all wells and facilities, the estimated legal obligations required to retire, dismantle, abandon and reclaim the wells and facilities and the estimated timing of such payments. The Company estimated the present value of its asset retirement obligations at both October 31, 2016 and April 30, 2016, based on a future undiscounted liability of $636,989 and $956,612, respectively. These costs are expected to be incurred within one to 24 years. A credit-adjusted risk-free discount rate of 10% and an inflation rate of 2% were used to calculate the present value.

Changes to the asset retirement obligation were as follows:

	October 31, 2016	April 30, 2016
Balance, beginning of period	$ 763,062	$ 918,430
Disposals	(216,580)	(207,827)
Accretion	6,789	52,459
	553,271	763,062
Less: Current portion for cash flows expected to be incurred within one year	(406,403)	(561,958)
Long-term portion, end of period	$ 146,868	$ 201,104

Expected timing of asset retirement obligations:

Year Ending April 30,	
2017 (remainder of year)	$ 406,403
2018	-
2019	-
2020	-
2021	-
Thereafter	230,586
Subtotal	636,989
Effect of discount	(83,718)
Total	$ 553,271

11. Related Party Transactions

Employment Agreements

On October 30, 2015, Mr. Stephen Brunner joined the Company as President. Mr. Brunner has been tasked with making oil and gas related decisions and executing the Company's growth strategy. Under the terms of the contract, Mr. Brunner receives a base $10,000 per month. Mr. Brunner was also granted 53,244 stock options. He also has the right to purchase an additional 1.75% of the Company's common stock subject to shareholder approval on the increase of the current stock option plan and achieving pre-defined target objectives.

The Company computed the fair value of the grant as of the date of grant utilizing a Black-Scholes option-pricing model using 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, $1.78; exercise price of $2.00; expected volatility of 171%; and a discount rate of 2.16%. The grant date fair value of the award was $89,525. For the three months ended October 31, 2016 and 2015, the Company expensed $6,101 and $0, respectively, to general and administrative expenses. For the six months ended October 31, 2016 and 2015, the Company expensed $12,202 and $0, respectively, to general and administrative expenses.

MegaWest Transaction

On October 15, 2015, the Company entered into a contribution agreement with MegaWest and Fortis, pursuant to which the Company and Fortis each agreed to contribute certain assets to MegaWest in exchange for shares of MegaWest common stock. See Note 1 above.

Accounts Receivable - Related Party

As discussed in Note 1 above, on October 15, 2015, the Company entered into the Contribution Agreement with MegaWest and Fortis pursuant to which the Company and Fortis each agreed to assign certain assets to MegaWest in exchange for the MegaWest Shares.

Upon execution of the Contribution Agreement, Fortis transferred certain indirect interests held in 30 condominium units and the rights to any profits and proceeds therefrom, with its basis of $15,544,382, to MegaWest. As of October 31, 2016 and April 30, 2016, the Company had an accounts receivable – related party in the amount of $2,743,828 and $4,829,693, respectively, which was due from Fortis for the profits belonging to MegaWest, see Note 5 above.

Notes Receivable – Related Party

As discussed in Note 6, the Company entered into eight promissory note agreements with Fortis, with total principal amount of $21,590,803 as of October 31, 2016. The notes receivable bear interest at an annual interest rate of 3% and mature on December 31, 2017. For the three and six months ended October 31, 2016, the Company recorded $157,507 and $298,766 of interest income on the notes receivable. As of October 31, 2016 and April 30, 2016, the outstanding balance of the notes receivable was $21,590,803 and $17,848,000, respectively.

Notes Payable – Related Party

On December 1, 2015, the Company issued a non-recourse promissory note, in the principal amount of $750,000 to Horizon Investments (*"Note A"*), the proceeds of which are to be used for working capital purposes. Interest on Note A is due upon the earlier to occur of closing of the Horizon Transaction, or December 31, 2016. Amounts due under the terms of Note A accrue interest at an annual rate equal to one half of one percent.

On December 7, 2015, the Company entered into the Horizon Transaction, pursuant to which the Company executed a purchase agreement to acquire Horizon Investments in an all-stock deal. See Note 4. Mr. Scot Cohen, the Company's Executive Chairman, is the sole Manager of Horizon Investments. In addition, Mr. Cohen owns a 9.2% membership interest in Horizon Investments. Horizon Investments owns a 20% interest in Horizon Energy Partners. Mr. Cohen owns a 2.8% membership interest in Horizon Energy Partners.

On January 13, 2016, the Company issued a second non-recourse promissory note in the principal amount of $750,000 (" *Note B* ") to Horizon Investments. All of the proceeds from Note B were used to fund Petro UK's obligations under the terms of the Farmout Agreement, and were deposited into the Escrow Agreement. The principal and all accrued and unpaid interest on Note B is due upon the earlier to occur of closing of the transactions contemplated under the terms of the Purchase Agreement. Amounts due under the terms of Note B accrue interest at an annual rate equal to one half of one percent.

On April 7, 2016, the Company issued a third non-recourse promissory note in the principal amount of $100,000 (" *Note C* ") to Horizon Investments. All of the proceeds from Note C were used to fund working capital requirements. The principal and all accrued and unpaid interest on Note C is due upon the earlier to occur of closing of the transactions contemplated under the terms of the Purchase Agreement. Amounts due under the terms of Note C accrue interest at an annual rate equal to one half of one percent.

Upon the close of the Horizon transaction on May 3, 2016, the above notes were paid off.

12. Equity

As of October 31, 2016 and April 30, 2016, the Company had 5,000,000 shares of blank check preferred stock authorized with a par value of $0.00001 per share. None of the blank check preferred shares were issued or outstanding.

As of October 31, 2016 and April 30, 2016, the Company had 29,500 shares of Series B Preferred Stock authorized with a par value of $0.00001 per share (“ *Series B Preferred* ”). No Series B Preferred shares are issued or outstanding.

As of October 31, 2016 and April 30, 2016, the Company had 150,000,000 shares of common stock authorized with a par value of $0.00001 per share. During the six months ended October 31, 2016, the Company issued 11,564,250 related to the Horizon Acquisition as discussed in Note 4. There were 15,827,921 and 4,263,671 shares of common stock issued and outstanding as of October 31, 2016 and April 30, 2016, respectively.

13. Stock Options

The following table summarizes information about the options changes of options for the period from April 30, 2016 to October 31, 2016 and options outstanding and exercisable at October 31, 2016:

	Options	Weighted Average Exercise Prices
Outstanding April 30, 2016	743,050	$ 4.00
Exercisable – April 30, 2016	421,460	$ 3.41
Granted	1,766,458	1.38
Exercised	-	-
Forfeited/Cancelled	(2,326)	-
Outstanding – October 31, 2016	2,507,182	$ 2.16
Exercisable – October 31, 2016	1,394,895	$ 2.22
Outstanding – Aggregate Intrinsic Value		$ -
Exercisable – Aggregate Intrinsic Value		$ -

During the six months ended October 31, 2016, the Company issued 1,766,458 options to employees and consultants. The fair value of the grant was computed as of the date of grant utilizing a Black-Scholes option-pricing model using 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, range of $1.30 to $1.90; exercise price range of $1.38 to $3.39; expected volatility range of 170% to 187%; and a discount rate range of 1.43% to 1.84%.

The following table summarizes information about the options outstanding and exercisable at October 31, 2016:

	Options Outstanding		Options Exercisable
Exercise Price	Options	Weighted Avg. Life Remaining	Options
$ 1.38	1,761,458	9.70 years	856,716
$ 1.98	5,000	9.76 years	1,250
$ 2.00	457,402	8.75 years	375,164
$ 2.87	65,334	8.75 years	45,611
$ 3.00	51,001	9.41 years	35,500
$ 3.39	24,000	9.39 years	16,000
$ 6.00	10,000	8.50 years	10,000
$ 12.00	132,987	7.23 years	54,654
	2,507,182		1,394,895
Aggregate Intrinsic Value	$ -	$	-

During the three months ended October 31, 2016 and 2015, the Company expensed approximately $365,000 and $1,174,000 to general and administrative expense for stock-based compensation pursuant to employment and consulting agreements. During the six months ended October 31, 2016 and 2015, the Company expensed approximately $1,515,000 and $1,403,000 to general and administrative expense for stock-based compensation pursuant to employment and consulting agreements.

As of October 31, 2016, the Company has approximately $1,193,000 in unrecognized stock-based compensation expense, which will be amortized over a weighted average exercise period of approximately 3.7 years.

Warrants:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Life Remaining
Outstanding and exercisable – April 30, 2016	133,333	$ 50.00	3.83
Forfeited	-	-	-
Granted	-	-	-
Outstanding and exercisable – October 31, 2016	133,333	$ 50.00	3.28

There were no changes to the Company's warrants during the six months ended October 31, 2016. The aggregate intrinsic value of the outstanding warrants was $0.

14. Non-Controlling Interest

For the six months ended October 31, 2016, the changes in the Company's non–controlling interest were as follows:

	Bandolier	Fortis	Total
Non–controlling interest at April 30, 2016	$ (731,060)	$ 12,782,378	$ 12,051,318
Contribution of cash by non-controlling interest holders	176,000	-	176,000
Non–controlling interest share of income (losses)	(100,655)	236,164	135,509
Non–controlling interest at October 31, 2016	$ (655,715)	$ 13,018,542	$ 12,362,827

During the six months ended October 31, 2016, Bandolier received cash contributions totaling $659,163 resulting from a mandatory capital call to its members. On August 8, 2016, Bandolier's Board of Managers approved a capital call of $1,250,000 due January 31, 2017 to fund certain re-completions and test wells to be drilled in Osage County. MegaWest Kansas' portion of the capital call is $625,000, of which it has funded $483,163 and $141,837 is due on or prior to January 31, 2017. Pearsonia West's portion of the capital call is $550,000, of which it has funded $176,000 and $374,000 is due on or prior to January 31, 2017. Ranger Station has elected not to fund its capital call amount of $75,000. As a result, Ranger Station has forfeited its 6% interest in Bandolier and such interest has been allocated

pro rata between MegaWest Kansas and Pearsonia West as of October 31, 2016.

15. Contingency and Contractual Obligations

(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. The Landlord subsequently terminated terminated the lease.

On January 30, 2014 the landlord filed a Statement of Claim against the Company for rental arrears in the amount aggregating CAD $759,000 (approximately USD $578,000 as of December 13, 2016). The Company filed a defence and on October 20, 2014, it 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 CAD $665,000 (approximately USD $506,000 as of December 13, 2016). The applications were heard on June 25, 2015 and the court allowed both the Company's summary judgment application and the landlord's amendment application. Both of these orders were appealed though two levels of the Alberta courts and the appeals were dismissed at both levels. The net effect is that the landlord's claim for loss of prospective rent is to proceed.

(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 Spyglass, 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 Amended Complaint on various procedural and legal grounds. Following the significant briefing, the Court, on March 31, 2016, granted the Motion to Dismiss as to all defendants and entered a judgment in favor of the defendants against the plaintiffs. On April 14, 2016, Spyglass with the other defendants, filed a Motion seeking its attorneys' fees and costs. The motion remains pending. On April 28, 2016, the plaintiffs filed three motions: a Motion to Amend or Alter the Judgment; a Motion to Amend the Complaint; and a Motion to Vacate Order. On November 23, 2016 the Court denied all three of Plaintiffs' motions. On December 6, 2016, Plaintiffs filed a Notice of Appeal to the Tenth Circuit Court of Appeals. That appeal is pending as of the effective date of this response. There is no specific timeline by which the Court of Appeals must render a ruling. Spyglass intends to continue to vigorously defend its interest in this matter.

(d) MegaWest Energy Missouri Corp. (" *MegaWest* "), 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. MegaWest Energy Missouri and Petro River Oil Corp.* , case number 13B4-CV00019) is a case for unlawful detainer, pursuant to which the plaintiffs contend that MegaWest oil and gas lease has expired and MegaWest 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. MegaWest filed an Answer and Counterclaims on November 26, 2013 and the plaintiffs filed a motion to dismiss the counterclaims. MegaWest 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.

MegaWest filed a second case on October 14, 2014 (*MegaWest 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, MegaWest 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 MegaWest 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. MANAGEMENT'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* ").

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 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 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 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 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 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 July 29, 2016 for the year ended April 30, 2016.

Business Overview

Petro River Oil Corp. is an independent energy company focused on the exploration and development of conventional oil and gas assets with low discovery and development costs. The Company is focused on taking advantage of the current downturn in oil prices to enter highly prospective plays with industry-leading partners. Management believes that the Company's diversification across multiple projects, each with low initial capital expenditures and strong risk reward characteristics, reduces risk and provides exposure to a number of attractive risk adjusted opportunities. Further, we seek to reduce costs and risks by adopting a conventional approach to our drilling program and developing our traditional core areas, as well as seeking new growth opportunities. Our current projects do not involve horizontal drilling or hydraulic fracking.

The Company's core holdings are in the Mid-Continent Region in Oklahoma, Kern County, California and Larne Basin, Northern Ireland. The Company also holds indirect onshore and offshore acreage positions in Denmark and Dorsett, U.K. We believe that these opportunities have considerable future potential for the development of proven oil and gas reserves.

The execution of our business plan is dependent on obtaining necessary working capital. While no assurances can be given, in the event management is able to obtain additional working capital, we plan to acquire high-quality oil and gas properties, primarily proved producing and proved undeveloped reserves. We also intend to explore low-risk development drilling and work-over opportunities. Management is also exploring farm in and joint venture opportunities for our oil and gas assets.

Recent Developments

Reverse Stock Split. At its Annual Meeting held on September 20, 2016, the Company's shareholders approved a resolution to authorize the Company's Board of Directors, in its sole and absolute discretion, to amend the Company's Certificate of Incorporation to 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-10 (" *Reverse Split* "), within one year from the date of the Annual Meeting, with the exact ratio to be determined by the Board of Directors. The Board of Directors has not determined the ratio, and does not currently intend to execute the Reverse Split until such time as the Company lists its shares of Common Stock on the NASDAQ Stock Market.

Spyglass Drilling Program. On August 19, 2016, Spyglass Energy Group, LLC (" *Spyglass* "), a wholly owned subsidiary of Bandolier Energy, LLC (" *Bandolier* "), entered into a Joint Exploration and Development Agreement (the " *Exploration Agreement* ") between Spyglass, Phoenix 2016, LLC (" *Phoenix* ") and Mackey Consulting & Leasing, LLC (" *Mackey* "). Pursuant to the Exploration Agreement, Phoenix and Mackey shall operate and provide certain services, including obtaining permits and providing technical services, at cost, in connection with a Phase I Development Program as agreed to by the parties (the " *Phase I Program* "). Phoenix and Mackey shall earn a 25% working interest on all wells drilled in the Phase I Program. Following success and completion of the Phase I Program, Phoenix and Mackey shall earn a 25% working interest in the Osage County, Oklahoma Concession held by Spyglass. Under the Exploration Agreement, Bandolier has agreed commit up to $2.1 million towards costs of the Phase I Program, at their sole discretion.

Divestiture of Missouri Properties. Effective July 11, 2016, MegaWest Energy Missouri Corp (" *MegaWest Missouri* ") assigned its leaseholds covering approximately 320 acres in Grassy Creek, Missouri (the " *Grassy Creek Assets* ") to Paluca Petroleum, Inc. (" *Paluca* ") in furtherance of the Company's corporate strategy to divest its legacy assets. Pursuant to the terms and conditions of the assignment, Paluca agreed to assume all liabilities associated with the Grassy Creek Assets and, as consideration for the assignment, granted MegaWest Missouri an overriding royalty interest equal to 4% of the value of all oil and gas assets produced and sold under the assigned lease.

MegaWest Transaction. On October 15, 2015, the Company entered into a contribution agreement (the " *Contribution Agreement* ") with MegaWest and Fortis Property Group, LLC, a Delaware limited liability company (" *Fortis* "), pursuant to which the Company and Fortis each agreed to contribute certain assets to MegaWest in exchange for shares of MegaWest common stock (" *MegaWest Shares* ") (the " *MegaWest Transaction* ").

Upon execution of the Contribution Agreement, (i) the Company transferred its 50% membership interest in Bandolier (the *"Bandolier Interest"*), and cancelled all of its ownership interest in the then issued and outstanding MegaWest Shares, which prior to the MegaWest Transaction represented 100% ownership of MegaWest; and (ii) Fortis transferred certain indirect interests held in 30 condominium units and the rights to any profits and proceeds therefrom. Immediately thereafter, MegaWest issued to the Company 58,510 MegaWest Shares, representing a 58.51% equity interest in MegaWest, as consideration for the assignment of the Bandolier Interest, and issued to Fortis 41,490 MegaWest Shares, representing a 41.49% equity interest in MegaWest, as consideration for the assets assigned to MegaWest by Fortis. The account receivable and the Company's interest in real estate reflected on the Company's balance sheet are assets held by MegaWest, and are controlled by MegaWest's board of directors, consisting of two members appointed by Fortis, and one by the Company. The relative composition of the board of directors of MegaWest shall continue as long as Fortis has an equity interest in MegaWest.

Subject to the terms and conditions of the Contribution Agreement, the Contribution Agreement provided for a redetermination of the fair market value of the Bandolier Interest at any time following the six month anniversary after the execution thereof (the " *Redetermination* "), Upon a Redetermination, which has not occurred as of December 14, 2016, in the event there is a shortfall from the valuation ascribed to the Bandolier Interest at the time of the Redetermination, as compared to the value ascribed to the Bandolier Interest in the Contribution Agreement, the Company will be required to provide Fortis with a cash payment in an amount equal to the shortfall. If the Company is unable to deliver to Fortis the cash payment required after the Redetermination, if any, the board of directors of MegaWest shall have the right to exercise certain remedies against the Company, including a right to foreclose on the Company's entire equity in MegaWest, which equity interest has been pledged to Fortis under the terms of the Contribution Agreement. In the event of foreclosure, the Bandolier Interest would revert back to the Company.

Critical Accounting Policies and Estimates

The Company's significant accounting policies are described in Note 3 to the annual consolidated financial statements for the year ended April 30, 2016 and 2015 on Form 10-K filed with the SEC on July 29, 2016 for the year ended April 30, 2016.

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements. These 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 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 consolidated financial statements. We believe there have been no material changes to our critical accounting policies and estimates.

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

Oil and Gas Operations

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

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

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

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

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

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

Interest in Real Estate Rights

Interest in real estate rights, previously identified as "Real estate - held for sale" in our unaudited consolidated balance sheets are related to real estate currently held by Fortis, who intends to sell these properties within the next 12 months. Fortis contributed profit realized from future sale of these properties to MegaWest, pursuant to the terms and conditions of the Contribution Agreement, as a part of the MegaWest Transaction. As we do not know the price at which the real estate will be sold, the rights are stated on the consolidated balance sheet as of October 31, 2016 and April 30, 2016 at the cost basis realized by Fortis.

Income Taxes

The Company uses the asset and liability method in accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and income tax carrying amounts of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company reviews deferred tax assets for a valuation allowance based upon whether it is more likely than not that the deferred tax asset will be fully realized. A valuation allowance, if necessary, is provided against deferred tax assets, based upon management's assessment as to their realization.

Uncertain Tax Positions

The Company evaluates uncertain tax positions pursuant to ASC Topic 740-10-25 " *Accounting for Uncertainty in Income Taxes* ," which allows companies to recognize a tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. Those tax positions failing to qualify for initial recognition are recognized in the first interim period in which they meet the more likely than not standard, or are resolved through negotiation or litigation with the taxing authority, or upon expiration of the statute of limitations. De-recognition of a tax position that was previously recognized occurs when an entity subsequently determines that a tax position no longer meets the more likely than not threshold of being sustained.

At April 30, 2016 and 2015, the Company has approximately $2,501,000 and $0, respectively, of liabilities for uncertain tax positions. Interpretation of taxation rules relating to net operating loss utilization in real estate transactions give rise to uncertain positions. In connection with the uncertain tax position, there was no interest or penalties recorded as the position is expected but the tax returns are not yet due.

The Company is subject to ongoing tax exposures, examinations and assessments in various jurisdictions. Accordingly, the Company may incur additional tax expense based upon the outcomes of such matters. In addition, when applicable, the Company will adjust tax expense to reflect the Company's ongoing assessments of such matters, which require judgment and can materially increase or decrease its effective rate as well as impact operating results.

The number of years with open tax audits varies depending on the tax jurisdiction. The Company's major taxing jurisdictions include the United States (including applicable states).

NEW ACCOUNTING STANDARDS

Recently Adopted Accounting Standards

In May 2014, the FASB issued a comprehensive new revenue recognition standard that will supersede nearly all existing revenue recognition guidance under U.S. GAAP. The standard's core principle (issued as ASU 2014-09 by the FASB), is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. These may include identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. The new guidance must be adopted using either a full retrospective approach for all periods presented in the period of adoption or a modified retrospective approach. In August 2015, the FASB issued ASU No. 2015-14, which defers the effective date of ASU 2014-09 by one year, and would allow entities the option to early adopt the new revenue standard as of the original effective date. This ASU is effective for public reporting companies for interim and annual periods beginning after December 15, 2017. The Company is currently evaluating its adoption method and the impact of the standard on its consolidated financial statements.

In April 2016, the FASB issued ASU No. 2016-10, “Revenue from Contracts with Customers: Identifying Performance Obligations and Licensing” (topic 606). In March 2016, the FASB issued ASU No. 2016-08, “Revenue from Contracts with Customers: Principal versus Agent Considerations (Reporting Revenue Gross verses Net)” (topic 606). These amendments provide additional clarification and implementation guidance on the previously issued ASU 2014-09, “Revenue from Contracts with Customers”. The amendments in ASU 2016-10 provide clarifying guidance on materiality of performance obligations; evaluating distinct performance obligations; treatment of shipping and handling costs; and determining whether an entity's promise to grant a license provides a customer with either a right to use an entity's intellectual property or a right to access an entity's intellectual property. The amendments in ASU 2016-08 clarify how an entity should identify the specified good or service for the principal versus agent evaluation and how it should apply the control principle to certain types of arrangements. The adoption of ASU 2016-10 and ASU 2016-08 is to coincide with an entity's adoption of ASU 2014-09, which we intend to adopt for interim and annual reporting periods beginning after December 15, 2017. The Company is currently evaluating the impact of the new standard.

In April 2016, the FASB issued ASU No. 2016-09, “Compensation – Stock Compensation” (topic 718). The FASB issued this update to improve the accounting for employee share-based payments and affect all organizations that issue share-based payment awards to their employees. Several aspects of the accounting for share-based payment award transactions are simplified, including: (a) income tax consequences; (b) classification of awards as either equity or liabilities; and (c) classification on the statement of cash flows. The updated guidance is effective for annual periods beginning after December 15, 2016, including interim periods within those fiscal years. Early adoption of the update is permitted. The Company is currently evaluating the impact of the new standard.

In August 2016, the FASB issued ASU 2016-15, *“* Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments *”* (“ASU 2016-15”). ASU 2016-15 will make eight targeted changes to how cash receipts and cash payments are presented and classified in the statement of cash flows. ASU 2016-15 is effective for fiscal years beginning after December 15, 2017. The new standard will require adoption on a retrospective basis unless it is impracticable to apply, in which case it would be required to apply the amendments prospectively as of the earliest date practicable. The Company is currently in the process of evaluating the impact of ASU 2016-15 on its consolidated financial statements.

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

Results of Operations

Results of Operations for the Three Months Ended October 31, 2016 Compared to Three Months Ended October 31, 2015

Oil Sales

During the three months ended October 31, 2016 and 2015, the Company did not recognize oil and gas sales primarily due to the decrease in operations and shut-in wells in light of the challenging oil price environment during the reporting period. The Company is currently drilling four wells and re-completing certain existing wells, located in Osage County, Oklahoma. Given current oil and gas prices, management does not anticipate deriving revenue from existing oil and gas assets in the short-term; *provided, however* , in the event oil and gas prices rise from current levels, or in the event current drilling activity and re-completions results in proven reserves that can be extracted profitably at current oil and gas prices, management anticipates the resumption of oil and gas sales, although no assurances can be given.

Lease Operating Expense

During the three months ended October 31, 2016, lease operating expense was $8,365, as compared to lease operating expense of $84,035 for the three months ended October 31, 2015. The overall decrease in lease operating expense of $75,670 was primarily attributable to management's commitment to substantially reduce operating expense in light of the current challenging oil price environment.

General and Administrative Expense

General and administrative expense for the three months ended October 31, 2016 was $830,071, as compared to $ 1,418,386 for the three months ended October 31, 2015. The decrease was primarily attributable to decreases in salaries offset by increases in professional fees and benefits and office and administrative expenses. These changes are outlined below:

	For the Three Months Ended October 31, 2016	For the Three Months Ended October 31, 2015
Salaries and benefits	$ 438,530	$ 1,254,887
Professional fees	239,608	120,334
Office and administrative	151,933	40,157
Information technology	-	3,008
Total	$ 830,071	$ 1,418,386

Salaries and benefits include non-cash stock-based compensation of $365,260 for three months ended October 31, 2016 compared to $1,174,078 for the three months ended October 31, 2015. The decrease in stock-based compensation of $808,818 from the prior comparable period was due to the vesting terms of the awards. General and administrative expenses increased due to (i) significant increases in professional fees incurred during the implementation of the Company's business plan; (ii) as well as increased marketing and investor relations expenses. We also experienced higher legal expenses relating to transactional and other corporate activities during the three months ended October 31, 2016.

Interest Income (Expense)

During the three months ended October 31, 2016, the Company recognized $157,507 in interest income compared to interest expense of $101 for the three months ended October 31, 2015. The income received in the 2016 period was attributable to $157,507 of interest income accrued on the related party notes receivable.

Net Gain on Interests in Real Estate Rights

During the three months ended October 31, 2016, the Company recognized $392,665 net gain on its interest in real estate rights compared to $7,860,738 for the three months ended October 31, 2015. The net gain on interest in real estate rights for the three months ended October 31, 2016 and 2015 was due to the sale of one and eighteen condominium units, respectively, by Fortis, and the resulting profits which were assigned to MegaWest pursuant to the Contribution Agreement, less the book value recorded by MegaWest.

Results of Operations for the Six Months Ended October 31, 2016 Compared to Six Months Ended October 31, 2015

Oil Sales

During the six months ended October 31, 2016, the Company recognized $0 in oil and gas sales compared to $62,841 for the six months ended October 31, 2015, consisting of $62,841 in oil sales and $0 in gas sales. The overall decrease in sales of $62,841 was primarily due to the decrease in operations and shut-in wells in light of the challenging oil price environment during the reporting period. The Company is currently drilling four wells and re-completing certain existing wells, located in Osage County, Oklahoma. Given current oil and gas prices, management does not anticipate deriving revenue from existing oil and gas assets in the short-term; *provided, however* , in the event oil and gas prices rise from current levels, or in the event current drilling activity and re-completions results in proven reserves that can be extracted profitably at current oil and gas prices, management anticipates the resumption of oil and gas sales, although no assurances can be given.

Lease Operating Expense

During the six months ended October 31, 2016, lease operating expense was $32,124, as compared to lease operating expense of $259,988 for the six months ended October 31, 2015. The overall decrease in lease operating expense of $227,864 was primarily attributable to management's commitment to substantially reduce operating expense in light of the current challenging oil price environment.

General and Administrative Expense

General and administrative expense for the six months ended October 31, 2016 was $2,538,212, as compared to $ 1,978,361 for the six months ended October 31, 2015. The increase was primarily attributable to increases in salaries and benefits, professional fees and office and administrative expenses. These changes are outlined below:

	For the Six Months Ended October 31, 2016	For the Six Months Ended October 31, 2015
Salaries and benefits	$ 1,653,727	$ 1,605,342
Professional fees	531,646	242,051
Office and administrative	352,839	127,960
Information technology	-	3,008
Total	$ 2,538,212	$ 1,978,361

Salaries and benefits include non-cash stock-based compensation of $1,515,457 for six months ended October 31, 2016 compared to $1,402,910 for the six months ended October 31, 2015. The increase in stock-based compensation of $112,547 from the prior comparable period was due to an increase in the number of option awards expensed during the current three-month period. General and administrative expenses also increased due to (i) significant increases in professional fees incurred during the implementation of the Company's business plan; (ii) the hiring of Stephen Brunner in October 2015; as well as (iii) increased marketing and investor relations expenses. We also experienced higher legal expenses relating to transactional and other corporate activities during the six months ended October 31, 2016.

Gain on Sale of Oil and Gas Asset

During the six months ended October 31, 2016, the Company assigned its leaseholds covering approximately 320 acres in Missouri to third party in furtherance of the Company's corporate strategy to divest its legacy assets. In conjunction with the assignment, the Company recorded a gain of $216,850.

Interest Income

During the six months ended October 31, 2016, the Company recognized $298,766 in interest income compared to of $782 for the six months ended October 31, 2015. The income received in the 2016 period was attributable to $298,766 of interest income accrued on the related party notes receivable.

Net Gain on Interests in Real Estate Rights

During the six months ended October 31, 2016, the Company recognized $693,304 net gain on its interest in real estate rights compared to $7,860,738 for the six months ended October 31, 2015. The net gain on interest in real estate rights during the six months ended October 31, 2016 and 2015 was due to the sale of two and eighteen condominium units, respectively, by Fortis and the resulting profits which were assigned to MegaWest pursuant to the Contribution Agreement, less the book value recorded by MegaWest.

Liquidity and Capital Resources

At October 31, 2016, the Company had working capital of approximately $4.2 million, of which approximately $2.7 million and $1.9 million is attributable to an account receivable from a related party and the Company's interest in certain real estate, respectively. The account receivable and the Company's interest in real estate are assets held by MegaWest, the Company's 58.51% owned subsidiary, and are controlled by MegaWest's board of directors, consisting of two members appointed by Fortis, and one by the Company. The relative composition of the board of directors of MegaWest shall continue as long as Fortis has an equity interest in MegaWest.

In the event there is a shortfall from the valuation ascribed to the Bandolier Interest at the time of the Redetermination, as compared to the value ascribed to the Bandolier Interest in the Contribution Agreement, the Company will be required to provide Fortis with a cash payment in an amount equal to the shortfall, and any unfunded shortfall will likely result in the foreclosure on all or a portion of the Company's entire equity interest in MegaWest, which equity interest has been pledged to Fortis. No assurances can be given that the value of the Bandolier Interest will equal the valuation set forth in the Contribution Agreement, or if the value identified after the Redetermination is below the initial valuation, that we will be able to fund such shortfall. Any requirement to fund a shortfall will have a material and adverse effect on our operations and financial condition.

In the event of a foreclosure of our equity interest in MegaWest resulting in such equity interest decreasing to less than a controlling interest in MegaWest, the assets conveyed to MegaWest under the terms of the Contribution Agreement may no longer be consolidated with the Company's assets on the Company's financial statements, and the Bandolier Interest may revert back to the Company. As a result, our financial condition and results from operations may be adversely affected, and such affect will be material.

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. At October 31, 2016, the Company had cash and cash equivalents of approximately $2.0 million. The Company's primary source of operating funds since inception has been equity financings, as well as through the consummation of the Horizon Acquisition. While management believes that the current level of working capital is sufficient to maintain current operations as well as the planned added operations for the next 12 months, management intends to raise capital through debt and equity instruments in order to execute its business and operating plans. Management can provide no assurances that the Company will be successful in its capital raising efforts. In order to conserve capital, from time to time, management may defer certain development activity.

To address the current challenging oil and gas environment, and in order to increase the value of the Company's oil and gas assets, management has also curtailed certain oil and gas operations, and focused on the Company's technology and related initiatives, as well as the Horizon Acquisition. In addition to the Horizon Acquisition and the MegaWest Transaction, the Company is exploring farm in and joint venture opportunities for its oil and gas assets as well other opportunities to increase shareholder value. No assurances can be given that management will be successful.

Operating Activities

During the six months ended October 31, 2016, operating activities used cash of $1,166,231, as compared to $ 815,928 used in operating activities during the six months ended October 31, 2015. The Company incurred a net loss during the six months ended October 31, 2016 of $1,790,003 as compared to a net income of $ 5,525,555 for the six months ended October 31, 2015 . For six months ended October 31, 2016, the net loss was offset by non-cash items such as stock-based compensation, depreciation, depletion and accretion of asset retirement obligation and the deferred tax liability. Cash provided by operations was also influenced by changes in accounts receivable, accrued interest on notes receivable, prepaid expenses and accounts payable and accrued expenses. For the six months ended October 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 changes in accounts receivable, prepaid expenses and accounts payable and accrued expenses.

Investing Activities

Investing activities during the six months ended October 31, 2016 resulted in cash provided of $2,202,178, as compared to $ 331,520 during the six months ended October 31, 2015. During the six months ended October 31, 2016, the Company received cash of $3,364,817 upon the execution of the Horizon transaction. During the six months ended October 31, 2016, the Company invested an additional $525,000 in Horizon Energy Partners. During the six months ended October 31, 2016, the Company received proceeds of $3,711,006 from profits in its real estate rights. During the six months ended October 31, 2016, the Company incurred $294,640 of expenditures on oil and gas assets compared to $ 7,283 of expenditures on oil and gas assets during the six months ended October 31, 2015. During the six months ended October 31, 2016, the Company executed notes receivable agreements with related parties resulting in the outlay of $3,742,803. During the six months ended October 31, 2015, the Company received cash of $339,013 from the disposal of oil and gas assets and equipment.

Financing Activities

Financing activities during the six months ended October 31, 2016 resulted in cash provided of $176,000, as compared to $ 0 during the six months ended October 31, 2015 related to a contribution received from the Company's non-controlling interest partners in Bandolier from a mandatory capital request. On August 8, 2016, Bandolier's Board of Managers approved a capital call of $1,250,000 due January 31, 2017 to fund certain re-completions and test wells to be drilled in Osage county. MegaWest Kansas' portion of the capital call is $625,000, of which it has funded $483,162.50 and $141,837.50 is due on or prior to January 31, 2017. Pearsonia West's portion of the capital call is $550,000, of which it has funded $176,000 and $374,000 is due on or prior to January 31, 2017. Ranger Station has elected not to fund its capital call amount of $75,000. As a result, Ranger Station has forfeited its 6% interest in Bandolier and such interest has been allocated pro rata between MegaWest Kansas and Pearsonia West as of October 31, 2016.

Capitalization

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

As of	October 31, 2016	October 31, 2015
Common shares	15,827,921	4,259,505
Stock options	2,507,182	598,352
Stock purchase warrants	133,333	336,458
	18,468,436	5,194,315

Off-Balance Sheet Arrangements

None.

ITEM 3. QUANTITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable

ITEM 4. CONTROLS AND PROCEDURES

A. Material Weaknesses

As discussed in Item 9A of our Annual Report on Form 10-K for the fiscal year ended April 30, 2016, 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 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 INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

(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. The Landlord subsequently terminated the lease.

On January 30, 2014 the landlord filed a Statement of Claim against the Company for rental arrears in the amount aggregating CAD $759,000 (approximately USD $578,000 as of December 13, 2016). The Company filed a defence and on October 20, 2014, it 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 CAD $665,000 (approximately USD $506,000 as of December 13, 2016). The applications were heard on June 25, 2015 and the court allowed both the Company's summary judgment application and the landlord's amendment application. Both of these orders were appealed though two levels of the Alberta courts and the appeals were dismissed at both levels. The net effect is that the landlord's claim for loss of prospective rent is to proceed.

(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 Spyglass Energy, LLC (*"Spyglass"*), a wholly owned Subsidiary of Bandolier Energy, LLC, 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 Amended Complaint on various procedural and legal grounds. Following the significant briefing, the Court, on March 31, 2016, granted the Motion to Dismiss as to all defendants and entered a judgment in favor of the defendants against the plaintiffs. On April 14, 2016, Spyglass with the other defendants, filed a Motion seeking its attorneys' fees and costs. Said motion remains pending. On April 28, 2016, the plaintiffs filed three motions: a Motion to Amend or Alter the Judgment; a Motion to Amend the Complaint; and a Motion to Vacate Order. On November 23, 2016 the Court denied all three of Plaintiffs' motions. On December 6, 2016, Plaintiffs filed a Notice of Appeal to the Tenth Circuit Court of Appeals. That appeal is pending as of the effective date of this response. There is no specific timeline by which the Court of Appeals must render a ruling. Spyglass intends to continue to vigorously defend its interest in this matter.

(d) MegaWest Energy Missouri Corp. (" *MegaWest Missouri* "), a wholly owned subsidiary of the Company, was previously involved in two cases related to oil leases in West Central, Missouri. The first case (James Long and Jodeane Long v. MegaWest Energy Missouri and Petro River Oil Corp., case number 13B4-CV00019) was a case for unlawful detainer, pursuant to which the plaintiffs contended that a MegaWest Missouri oil and gas lease had expired and MegaWest Missouri was unlawfully possessing the plaintiffs' real property by asserting that the leases remained in effect. MegaWest Missouri filed a second case on October 14, 2014 (MegaWest Energy Missouri Corp. v. James Long, Jodeane Long, and Arrow Mines LLC, case number 14VE-CV00599). This case was pending in Vernon County, Missouri. Although the two cases were separate, they were interrelated. In the Vernon County case, MegaWest Missouri 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. On September 21, 2015, the parties entered into a Settlement and Release Agreement for both cases. The parties agreed to release their claims and dismiss their lawsuits with prejudice. MegaWest Missouri released its claims to certain leases and the plaintiff purchased certain personal property from MegaWest Missouri. The matters have been completely resolved, and the cases dismissed.

(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 FACTORS

Our results of operations and financial condition are subject to numerous risks and uncertainties described in our Annual Report on Form 10-K for our fiscal year ended April 30, 2016, filed on July 29, 2016. You should carefully consider these risk factors in conjunction with the other information contained in this Quarterly Report. Should any of these risks materialize, our business, financial condition and future prospects could be negatively impacted. As of October 31, 2016, there have been no material changes to the disclosures made in the above-referenced Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

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

(b) There were no material changes to the procedures by which security holders may recommend nominees to the registrant's board of directors during the quarter ended October 31, 2016.

ITEM 6. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Financial Statements.

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

(b) Exhibits.

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

Exhibit Number	Exhibit Description
31.1 *	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2 *	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1 *	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2 *	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
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.

SIGNATURES

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

PETRO RIVER OIL CORP.

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

Date: December 14, 2016

Exhibit 31.1

CERTIFICATION BY PRINCIPAL EXECUTIVE OFFICER

I, Scot Cohen, certify that:

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

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

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

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

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

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

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

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

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

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

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

Date: December 14, 2016

By: *<u>/s/ Scot Cohen</u>*
Scot Cohen
Executive Chairman

Exhibit 31.2

CERTIFICATION BY PRINCIPAL FINANCIAL OFFICER

I, David Briones, certify that:

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

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

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

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

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

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

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

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

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

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

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

Date: December 14, 2016

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 October 31, 2016, as filed with the Securities Exchange Commission on the date hereof (the " *Report* "), I, Scot Cohen, Executive Chairman of the Company, certify, pursuant to 18 U. S. C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that

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

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

Date: December 14, 2016

/s/ Scot Cohen

Scot Cohen
Executive Chairman

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

Exhibit 32.2

CERTIFICATION

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

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

In connection with the Quarterly Report of Petro River Oil Corp (the " *Company* ") on Form 10-Q for the period ended October 31, 2016, as filed with the Securities Exchange Commission on the date hereof (the " *Report* "), I, David Briones, Chief Financial Officer of the Company, certify, pursuant to 18 U. S. C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that

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

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

Date: December 14, 2016

/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.