

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

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended September 30, 2015

or

**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: 333-107002

**MNP PETROLEUM CORPORATION**

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

91-1918324

(I.R.S. Employer Identification No.)

Bahnhofstrasse 9, 6341 Baar, Switzerland

(Address of principal executive offices) (Zip Code)

41 (44) 718 10 30

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

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     No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes     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

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes     No

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 166,112,792 shares of common stock as of November 16, 2015.

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## PART I. — FINANCIAL INFORMATION

## Item 1. Financial Statements.

## MNP PETROLEUM CORPORATION

## CONSOLIDATED BALANCE SHEETS

	(Unaudited) 09.30.2015 USD	12.31.2014 USD
<b>ASSETS</b>		
Cash and cash equivalents	114,493	1,369,778
Restricted cash	97,998	208,621
Accounts receivable	12,943	14,359
Investment in associate (Petromanas)	-	206,382
Prepaid expenses and other current assets	36,199	184,506
<b>Total current assets</b>	<b>261,633</b>	<b>1,983,646</b>
Tangible fixed assets	58,486	83,254
Investment	12,000,000	-
Oil and gas properties (unproved)	1,011,616	687,645
Receivable due from related party	44,832	-
Other non-current assets	530,778	586,697
Transaction prepayment	-	12,000,000
<b>Total non-current assets</b>	<b>13,645,712</b>	<b>13,357,596</b>
<b>TOTAL ASSETS</b>	<b>13,907,345</b>	<b>15,341,242</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Accounts payable	2,257,979	1,165,472
Notes payable due to directors	168,823	-
Other accrued expenses	235,626	146,825
<b>Total current liabilities</b>	<b>2,662,428</b>	<b>1,312,297</b>
Pension liabilities	340,349	340,349
<b>Total non-current liabilities</b>	<b>340,349</b>	<b>340,349</b>
<b>TOTAL LIABILITIES</b>	<b>3,002,777</b>	<b>1,652,646</b>
Common Stock (600,000,000 shares authorized as of September 30, 2015 and December 31, 2014, USD 0.001 par value, 172,592,292 shares issued, 166,112,792 shares outstanding)	172,592	172,592
Additional paid-in capital	78,661,415	78,622,945
Treasury stock (6,479,500 shares)	(551,018)	(551,018)
Accumulated deficit	(67,429,422)	(64,606,924)
Currency translation adjustment	51,001	51,001
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>10,904,568</b>	<b>13,688,596</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>13,907,345</b>	<b>15,341,242</b>

## MNP PETROLEUM CORPORATION

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS - UNAUDITED

	For the three months ended		For the nine months ended	
	09.30.2015 USD	09.30.2014 USD	09.30.2015 USD	09.30.2014 USD
<b>OPERATING REVENUES</b>				
Revenues	-	-	-	-
<b>Total revenues</b>	-	-	-	-
<b>OPERATING EXPENSES</b>				
Personnel costs	(378,082)	(403,644)	(1,226,013)	(1,180,666)
Exploration costs	23,895	(516,405)	(205,428)	(1,178,469)
Depreciation	(9,371)	(12,487)	(28,347)	(36,757)
Consulting fees	(214,498)	(363,052)	(665,167)	(1,132,519)
Administrative costs	(190,895)	(315,092)	(746,060)	(1,048,395)
<b>Total operating expenses</b>	<b>(768,951)</b>	<b>(1,610,680)</b>	<b>(2,871,015)</b>	<b>(4,576,806)</b>
<b>NON-OPERATING INCOME / (EXPENSES)</b>				
Exchange differences	13,233	(144,126)	67,321	(189,384)
Change in fair value of investment in associate	-	(971,744)	(18,572)	1,714,684
Interest income	-	-	53	-
Interest expense	(177)	(197)	(285)	(350)
<b>Total non-operating income/(loss)</b>	<b>13,056</b>	<b>(1,116,067)</b>	<b>48,517</b>	<b>1,524,950</b>
<b>Loss before taxes</b>	<b>(755,895)</b>	<b>(2,726,747)</b>	<b>(2,822,498)</b>	<b>(3,051,856)</b>
Income taxes	-	(4,468)	-	(9,557)
<b>Net loss</b>	<b>(755,895)</b>	<b>(2,731,215)</b>	<b>(2,822,498)</b>	<b>(3,061,413)</b>
<b>Net comprehensive loss</b>	<b>(755,895)</b>	<b>(2,731,215)</b>	<b>(2,822,498)</b>	<b>(3,061,413)</b>
Weighted average number of outstanding shares (basic)	166,112,792	169,440,183	166,112,792	171,371,039
Weighted average number of outstanding shares (diluted)	166,112,792	169,440,183	166,112,792	171,371,039
<b>Basic loss per share</b>	<b>(0.00)</b>	<b>(0.02)</b>	<b>(0.02)</b>	<b>(0.02)</b>
<b>Diluted loss per share</b>	<b>(0.00)</b>	<b>(0.02)</b>	<b>(0.02)</b>	<b>(0.02)</b>

## MNP PETROLEUM CORPORATION

## CONSOLIDATED CASH FLOW STATEMENTS - UNAUDITED

	For the nine months ended	
	09.30.2015	09.30.2014
	USD	USD
<b>OPERATING ACTIVITIES</b>		
<b>Net loss</b>	<b>(2,822,498)</b>	<b>(3,061,413)</b>
<b>To reconcile net loss to net cash used in operating activities</b>		
Change in fair value of investment in associate	18,572	(1,714,684)
Depreciation	28,347	36,757
Exchange differences	(67,321)	189,384
Stock-based compensation	38,470	65,614
Decrease / (increase) in receivables and prepaid expenses	149,723	(78,047)
Increase in accounts payable	834,401	371,405
(Decrease) / increase in accrued expenses	88,801	(239,390)
<b>Cash flow used in operating activities</b>	<b>(1,731,505)</b>	<b>(4,430,374)</b>
<b>INVESTING ACTIVITIES</b>		
Capitalized oil and gas properties	(8,418)	(486,603)
Capitalized other non-current assets	(1,528)	-
Purchase of tangible fixed assets and software	(3,579)	(14,195)
Proceeds from sale of investment	184,094	7,570,842
Receivable due from related party	(44,832)	-
Decrease / (increase) restricted cash	110,623	(52,565)
<b>Cash flow from investing activities</b>	<b>236,360</b>	<b>7,017,479</b>
<b>FINANCING ACTIVITIES</b>		
Repurchase of shares	-	(452,403)
Notes payable due to directors	168,823	-
<b>Cash flow from/(used in) financing activities</b>	<b>168,823</b>	<b>(452,403)</b>
<b>Net change in cash and cash equivalents</b>	<b>(1,326,322)</b>	<b>2,134,702</b>
Cash and cash equivalents at the beginning of the period	1,369,778	3,063,947
Currency translation effect on cash and cash equivalents	71,037	(144,019)
<b>Cash and cash equivalents at the end of the period</b>	<b>114,493</b>	<b>5,054,630</b>
<b>Supplement schedule of non-cash investing and financing activities:</b>		
Offset of impairment of oil and gas properties and renegotiation of accrued expenses	-	312,000
Transfer from transaction prepayment to restricted cash due to acquisition of TF Petroleum AG	-	111,656
Completion of EPA acquisition, reclass of transaction prepayment to investment	12,000,000	-
Reclass of non-current assets to oil and gas properties due to delivery	315,553	-
Additions in non-current assets not yet paid (accounts payable)	258,106	-

## MNP PETROLEUM CORPORATION

## CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY - UNAUDITED

SHAREHOLDERS' EQUITY	Number of shares issued	Share capital	Additional paid-in capital	Treasury stock	Deficit accumulated	Accumulated other comprehensive income	Total shareholders' equity
<b>Balance January 1, 2015</b>	<b>172,592,292</b>	<b>172,592</b>	<b>78,622,945</b>	<b>(551,018)</b>	<b>(64,606,924)</b>	<b>51,001</b>	<b>13,688,596</b>
Stock-based compensation	-	-	38,470	-	-	-	38,470
Net loss for the year	-	-	-	-	(2,822,498)	-	(2,822,498)
<b>Balance September 30, 2015</b>	<b>172,592,292</b>	<b>172,592</b>	<b>78,661,415</b>	<b>(551,018)</b>	<b>(67,429,422)</b>	<b>51,001</b>	<b>10,904,568</b>

## 1. BASIS OF PRESENTATION

The financial statements presented in this Form 10-Q comprise MNP Petroleum Corporation (“MNP” or the “Company”) and its subsidiaries (collectively, the “Group”). The unaudited interim *Consolidated Financial Statements* included in this Form 10-Q have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) and present our financial position, results of operations, cash flows and changes in stockholder’s equity. These financial statements should be read in conjunction with the consolidated financial statements and the notes thereto, included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2014.

The Company is in the business of exploring for oil and gas, primarily in Central and East Asia. If the Company discovers sufficient reserves of oil or gas, it intends to exploit them. The Company has not commenced planned principal operations and therefore has not realized any revenues to date. The Company carries out its operations both directly and through participation in ventures with other oil and gas companies. It is actively involved in exploration projects in Tajikistan and Mongolia. In addition, the Company recently purchased a stake in producing oilfields in Tajikistan. As the Company currently depends upon funding from various sources to continue operations and to implement its growth strategy, the Company’s activities are subject to significant risks and uncertainties, including failing to secure additional funding to operationalize the Company’s licenses.

The Company, formerly known as Express Systems Corporation, was incorporated in the State of Nevada on July 9, 1998.

On April 10, 2007, the Company completed the a share exchange transaction whereby it acquired its then sole subsidiary DWM Petroleum AG, Baar (“DWM Petroleum”) pursuant to an exchange agreement signed in November 2006 whereby 100% of the shares of DWM Petroleum were exchanged for 80,000,000 common shares of the Company. As part of the closing of this exchange transaction, the Company issued 800,000 shares as finders’ fees at the closing price of USD 3.20.

The acquisition of DWM Petroleum was accounted for as a merger of a private operating company into a non-operating public shell. Consequently, the Company is the continuing legal registrant for regulatory purposes and DWM Petroleum is treated as the continuing accounting acquirer for accounting and reporting purposes. The assets and liabilities of DWM Petroleum remained at historic cost. Under accounting principles generally accepted in the United States of America, in transactions involving the merger of a private operating company into a non-operating public shell, the transaction is equivalent to the issuance of stock by DWM Petroleum for the net monetary assets of the Company, accompanied by a recapitalization. The accounting is identical to a reverse acquisition, except that no goodwill or other intangibles are recorded.

The Company has a focused strategy on exploration and developing oil and gas resources in Central Asia and East Asia (Tajikistan and Mongolia).

## 2. GOING CONCERN

The condensed consolidated financial statements have been prepared on the assumption that the Group will continue as a going concern. The Group has no operating income and therefore will remain dependent upon continued funding from its shareholders or other sources. The Company’s cash balance as of September 30, 2015 was USD 212,491, of which USD 97,998 has been restricted leaving a balance of USD 114,493.

These matters raise substantial doubt about the Group’s ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Based on the Group’s expected monthly burn rate of USD 352,364 on basic operational activities, management estimates that the Company has sufficient working capital to fund operations for less than one month.

In order to continue to fund operations for the next twelve months and implement the work program for the Group’s projects in Central Asia as well as to finance continuing operations, the Group will require further funds.

On October 29, 2015 the Company entered into an Investment Agreement with Seven and Seven IST Petro Kimya (“Seven & Seven”) providing for a staged private placement of equity and convertible debt for gross proceeds of up to EUR 250 million (approx. US\$ 266 million). Both parties are working on closing the transaction.

Seven & Seven and its subsidiaries have investments and had investments in energy and oil and gas operations in Kazakhstan and the Middle East as well as other investments in various industry sectors. Seven & Seven is incorporated under the laws of Turkey and is headquartered in Istanbul.

If the Company is not able to raise the required funds, it may consider other alternatives, including a possible farm-out of one or more of its projects in order to reduce short term financial commitments. If the Company is unable to obtain the funding that it needs or arrive at an acceptable alternative solution, the Company will not be able to continue its business. In addition, any equity financing may be dilutive to shareholders, and debt financing, if available, will increase expenses and may involve restrictive covenants. The Company will be required to raise additional capital on terms which are uncertain, especially under the current capital market conditions. If the Company is unable to obtain capital or is required to raise it on undesirable terms, it may have a material adverse effect on the Company’s financial condition.

### **3. ACCOUNTING POLICIES**

The accompanying financial data as of September 30, 2015 and December 31, 2014 and for the three and nine month periods ended September 30, 2015 and 2014, has been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC).

The complete accounting policies followed by the Group are set forth in Note 3 to the audited consolidated financial statements contained in the Group’s Annual Report on Form 10-K for the year ended December 31, 2014.

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and disclosures, if any, of contingent assets and liabilities at the date of the financial statements. Actual results could differ from these estimates.

In the opinion of management, all adjustments (which include normal recurring adjustments, except as disclosed herein) necessary to present a fair statement of financial position as of September 30, 2015 and December 31, 2014, results of operations for the three and nine month periods ended September 30, 2015 and 2014, cash flows for the nine month periods ended September 30, 2015 and 2014 and statement of shareholders’ equity for the period from January 1, 2015 to September 30, 2015, as applicable, have been made. The result of operations for the three and nine month periods ended September 30, 2015 is not necessarily indicative of the operating results for the full fiscal year or any future periods.

On January 15, 2015, DWM Petroleum AG, the Company’s wholly-owned Swiss subsidiary, acquired a 65% equity interest in EPA.at Beteiligungsgesellschaft mbH (“EPA”). The details of this acquisition are discussed in note 7 to these financial statements, below. Due to this acquisition, the Group has updated its accounting policies as follows.



## Investments

Investments in the common stock of entities in which the company owns a minority interest and is unable to exercise significant influence are accounted for using the cost method. If the Company is unable to obtain consolidated financial statements on a timely basis, it accounts for its investments using the cost method.

The fair value of the Company's cost method investment is not estimated as there have been no identified events or changes in circumstances that may have a significant adverse effect on the fair value of the investment and the Company has determined that it is not practicable to estimate the fair value of the investment at this time. Any earnings distributed by the investee are presented as dividend income on the statements of comprehensive loss.

## Reclassifications

In the prior year balance sheet an amount of USD 586,697 was reclassified from "Prepaid expenses and other current assets" to "Other non-current assets" to conform to the current period presentation since this amount constitutes prepayments for "Oil and gas properties (unproved)" and therefore is non-current in nature.

## 4. RECENT ACCOUNTING PRONOUNCEMENTS

### Recently adopted accounting pronouncements

In August 2014, the FASB released Accounting Standards Update 2014-15, *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*. This ASU requires management to determine whether substantial doubt exists regarding the entity's going concern presumption. If substantial doubt exists but is not alleviated by management's plans, the footnotes must specifically state that "there is substantial doubt about the entity's ability to continue as a going concern within one year after the financial statements are issued." In addition, if substantial doubt exists entities must disclose (a) principal conditions or events that raise substantial doubt about the entity's ability to continue as a going concern (before consideration of management's plans, if any); (b) management's evaluation of the significance of those conditions or events in relation to the entity's ability to meet its obligations; and (c) management's plans that are intended to mitigate the conditions or events that raise substantial doubt, or that did alleviate substantial doubt, about the entity's ability to continue as a going concern. This ASU applies prospectively to all entities for annual periods ending after December 15, 2016, and to annual and interim periods thereafter. Early adoption is permitted.

The Company is in the process of evaluating the impact of ASU 2014-15 and has not adopted it for this reporting period. There have been no other new accounting pronouncements to date in 2015 that are expected to have a material effect on the Company's consolidated financial statements.

## 5. CASH AND CASH EQUIVALENTS

	USD (held in USD)	USD (held in EUR)	USD (held in CHF)	USD (held in other currencies)	USD Total Sep 30, 2015	USD Total Dec 31, 2014
Cash and cash equivalents	46,103	11,567	55,895	928	114,493	1,369,778

Cash and cash equivalents are available to the Group without restriction or limitation on withdrawal and/or use of these funds. The Group's cash equivalents are placed with high credit rated financial institutions. The carrying amount of these assets approximates their fair value.

## 6. TANGIBLE FIXED ASSETS

2015 (in USD)	Office equipment & furniture	Vehicles	Leasehold improvements	Total
<b>Cost at Jan 1, 2015</b>	<b>53,770</b>	<b>115,773</b>	<b>7,269</b>	<b>176,812</b>
Additions	3,579	-	-	3,579
Disposals	-	-	-	-
Cost at Sep 30, 2015	57,349	115,773	7,269	180,391
<b>Accumulated depreciation at Jan 1, 2015</b>	<b>(29,655)</b>	<b>(62,958)</b>	<b>(945)</b>	<b>(93,558)</b>
Depreciation	(9,891)	(17,366)	(1,090)	(28,347)
Disposals	-	-	-	-
Accumulated depreciation at Sep 30, 2015	(39,546)	(80,324)	(2,035)	(121,905)
<b>Net book value at Jan 1, 2015</b>	<b>24,115</b>	<b>52,815</b>	<b>6,324</b>	<b>83,254</b>
<b>Net book value at Sep 30, 2015</b>	<b>17,803</b>	<b>35,449</b>	<b>5,234</b>	<b>58,486</b>

Depreciation expense for the nine month periods ended September 30, 2015 and 2014 was USD 28,347 and USD 36,757 respectively. Depreciation expense for the three month periods ended September 30, 2015 and 2014 was USD 9,371 and USD 12,487, respectively.

## 7. INVESTMENT

On January 15, 2015, DWM Petroleum AG acquired a 65% interest in EPA.at Beteiligungsgesellschaft mbH (“EPA”) for the purpose of diversifying its portfolio of oil and gas assets. Total consideration paid was USD 12,000,000.

EPA, a company registered in Vienna, Austria, holds a 57.42% interest in the company Petroleum Sugd LLC (“PSL”), which owns 10 producing oil and gas fields in the north of Tajikistan. Through its investment, EPA participates in the revenues from the sale of oil and gas.

The acquisition of EPA was accounted for using the cost method as although the Company owns a 65% equity interest, under ASC 810, EPA is considered to be a variable interest entity and the other EPA shareholder has veto rights which limit the power of the Company to make significant decisions. In addition, as Petroleum Sugd LLC operates in the Republic of Tajikistan it is not subject to such stringent reporting deadlines as in the US. The difference between the financial reporting dates of the investee and the Company is over the allowed period in accordance with ASC 323, and as such the investment may not be presented under the equity method.

Investments at cost (in USD)	Sep 30, 2015	Dec 31, 2014
EPA	12,000,000	-
<b>Total investments at cost</b>	<b>12,000,000</b>	<b>-</b>

During the nine month period ended September 30, 2015, the investment balance has not been evaluated for impairment.

## 8. OIL AND GAS PROPERTIES

Capitalized exploration costs	Sep 30, 2015	Dec 31, 2014
Unproved, not subject to depletion	1,011,616	687,645
Proved subject to depletion	-	-
Accumulated depletion	-	-
<b>Total capitalized exploration costs</b>	<b>1,011,616</b>	<b>687,645</b>

On May 28, 2014, the Company wrote to the Petroleum Authority of Mongolia requesting the moratorium be extended an additional year. As at September 30, 2015, the Company has not received any response to its request.

During the year ended December 31, 2014, the Company’s capitalized balance of USD 687,645 consisted of the following: well site preparation costs of Kayrakkum B in the Republic of Tajikistan in the amount of USD 514,368 and one well design and the cost of certain drilling equipment in Mongolia in the amount USD 173,277.

Additionally, as of September 30, 2015, the Company has reclassified USD 315,553 from prepaid expenses to oil and gas properties for casings and well heads that have been received, and it capitalized USD 8,418 relating to the storage of this well site equipment in the Republic of Tajikistan.

## 9. STOCK COMPENSATION PROGRAM

### Amended 2011 Stock Option Plan

The Amended 2011 Stock Option Plan, which was approved at Annual Shareholders Meeting dated February 20, 2014, authorizes the Company to issue options to purchase such number of the Company's common shares as is equal to an aggregate, together with options issued under any prior plan, of up to 34,500,000 shares of the Company's common stock (it is the type of stock option plan referred to as a "fixed" stock option plan).

If all or any portion of any stock option granted under the 2011 Stock Option Plan expires or terminates without having been exercised in full, the unexercised balance will be returned to the pool of stock available for grant under the 2011 Stock Option Plan.

### Recognition of Stock-based Compensation Costs

Stock-based compensation costs are recognized in earnings using the fair-value based method for all awards granted. For employees fair value is estimated at the grant date and for non-employees fair value is re-measured at each reporting date. Compensation costs for unvested stock options and unvested share grants are expensed over the requisite service period on a straight-line basis.

### Grants

#### 9.1. Stock Option Grants

The Company calculates the fair value of options granted by applying the Black-Scholes option pricing model. Expected volatility is based on the Company's own historical share price volatility. The Company's share price data can be traced back to April 2, 2007, and the Company believes that this set of data is sufficient to determine expected volatility as input for the Black-Scholes option pricing model.

During the nine month periods ended September 30, 2015 and 2014 the Company did not grant any options.

The following table shows the Company's outstanding and exercisable stock options as of September 30, 2015:

<b>Outstanding Options 2015</b>	Shares under option	Weighted-average exercise price	Weighted-average remaining contractual term (years)
<b>Outstanding at December 31, 2014</b>	<b>12,300,000</b>	<b>USD 0.24</b>	<b>5.467</b>
Granted	-	-	-
Exercised	-	-	-
Forfeited, canceled or expired	-	-	-
Outstanding at Sep 30, 2015	12,300,000	USD 0.24	5.467
<b>Exercisable at Sep 30, 2015</b>	<b>12,150,000</b>	<b>USD 0.24</b>	<b>5.426</b>

The following table depicts the Company's non-vested options as of September 30, 2015 and changes during the period:

Non-vested options	Shares under option	Weighted-average grant date fair value
<b>Non-vested at December 31, 2014</b>	<b>1,043,750</b>	<b>USD 0.06</b>
Non-vested granted	-	-
Vested	(893,750)	USD 0.06
Non-vested, forfeited or canceled	-	-
<b>Non-vested at Sep 30, 2015</b>	<b>150,000</b>	<b>USD 0.06</b>

As of September 30, 2015, the expected total of unrecognized compensation costs related to unvested stock-option grants was USD 6,818. The Company expects to recognize this amount over a weighted average period of 0.77 years.

## 9.2. Summary of Stock-based Compensation Expenses

A summary of stock-based compensation expense for the respective reporting periods is presented in the following table:

Stock based compensation expenses	<i>Three months ended</i>		<i>Nine months ended</i>	
	Sep 30, 2015	Sep 30, 2014	Sep 30, 2015	Sep 30, 2014
Option grants	3,475	23,319	38,470	65,613
<b>Total</b>	3,475	23,319	38,470	65,613
Recorded under "Personnel"	2,226	10,454	9,495	27,204
Recorded under "Consulting fees"	1,249	12,865	28,975	38,409

## 10. SHAREHOLDERS' EQUITY

### Share repurchase program

On May 13, 2014, MNP Petroleum Corp. announced a plan to repurchase up to 8,296,614 of its common shares, or up to five percent of the 172,592,292 common shares that were then outstanding, in a normal course issuer bid to be conducted by Jennings Capital Inc. All purchases of common shares under the bid were effected on the TSX Venture Exchange in accordance with the rules and policies of the TSX Venture Exchange and applicable securities laws. During the course of the bid the Company repurchased an aggregate of 6,479,500 shares of its common stock in the open market, which were booked as treasury shares upon repurchase. The program expired May 18, 2015. During the nine month period ended September 30, 2015, the Company did not repurchase any shares of common stock.

## 11. RELATED PARTY DISCLOSURE

The consolidated financial statements include the financial statements of MNP Petroleum Corporation and the entities listed in the following table:

Company	Country	Equity share Sep 30, 2015	Equity share Dec 31, 2014
DWM Petroleum AG, Baar <sup>(1)</sup>	Switzerland	100%	100%
DWM Energy AG Baar <sup>(2)</sup>	Switzerland	100%	100%
Petromanas Energy Inc., Calgary <sup>(3)</sup>	Canada	-	0.6%
CJSC Somon Oil Company, Dushanbe <sup>(4)</sup>	Republic of Tajikistan	90%	90%
Manas Management Services Ltd., Nassau <sup>(5)</sup>	Bahamas	100%	100%
Manas Chile Energia Limitada, Santiago <sup>(6)</sup>	Chile	100%	100%
Gobi Energy Partners LLC, Ulaan Baator <sup>(7)</sup>	Mongolia	74%	74%
Gobi Energy Partners GmbH <sup>(8)</sup>	Switzerland	74%	74%
TF Petroleum AG <sup>(9)</sup>	Switzerland	100%	100%
EPA.at Beteiligungsgesellschaft mbH <sup>(10)</sup>	Austria	65%	-
Petroleum Sugd LLC <sup>(11)</sup>	Tajikistan	37.3%	-

- (1) Included Branch in Albania that was sold in February 2010.
- (2) Founded in 2007.
- (3) Petromanas Energy Inc. participation resulted from partial sale of Manas Adriatic GmbH; fair value method applied.
- (4) CJSC Somon Oil Company was founded by DWM Petroleum AG. As CJSC Somon Oil has been in a loss position since its inception its inception and MNP is legally required to fund the losses, no no-controlling interest has been recorded.
- (5) Founded in 2008.
- (6) Manas Chile Energia Limitada was founded by Manas Management Services Ltd.; founded in 2008.
- (7) Gobi Energy Partners LLC was founded in 2009 by DWM Petroleum AG (formerly Manas Gobi LLC). Gobi Energy Partners GmbH holds record title to 100% of Gobi Energy Partners LLC.
- (8) Gobi Energy Partners GmbH was founded in 2010. DWM Petroleum AG holds 74% of Gobi Energy Partners GmbH. The Company determined that no value needs to be ascribed to the non-controlling interest due to the fact that the non-controlling parties do not carry any costs.
- (9) TF Petroleum was founded in 2012 Pursuant to the Supplement Agreement dated March 31, 2014; DWM Petroleum AG acquired 100% for a purchase price of CHF 1.00 (USD 1.13) pursuant to a Share Purchase Agreement signed on April 4, 2014.
- (10) EPA, founded in 2003, is registered in Vienna, Austria and holds a 57.42% interest in the company Petroleum Sugd LLC; TF Petroleum acquired 65% for a purchase price of USD 12,000,000 on January 15, 2015; EPA is accounted for under the cost method.
- (11) Founded in 2000, registered in the Republic of Tajikistan.

- **Related parties**

The following table provides the total amount of transactions, which have been entered into with related parties for the specified period:

Related parties' transactions	Three months ended		Nine months ended	
	Sep 30, 2015	Sep 30, 2014	Sep 30, 2015	Sep 30, 2014
<b>Affiliates</b>				
Management services performed to Petromanas*	-	-		(278)
Receivable due from EPA	44,832	-	44,832	-
<b>Board of directors</b>				
Payments to directors for office rent	6,196	6,532	19,048	19,995
Payments to related companies controlled by directors for rendered consulting services	56,719	72,020	173,423	220,452
Notes payable due to directors	168,823	-	168,823	-

\* Services invoiced or accrued are recorded net against expenses in personnel cost and administrative cost.

Notes payable due to directors comprises loans made in the third quarter of 2015. Of these loans USD 117,401 bear a 10% rate with a repayment date less than one year from the date of these financial statements. The remaining USD 51,422 bears an interest rate of 5% and is convertible, at the holder's discretion, for common shares of the Company with a conversion price of USD 0.045 per share before the latest principal repayment date of September 29, 2016.

## 12. COMMITMENTS & CONTINGENT LIABILITIES

### Legal actions and claims (Kyrgyz Republic, Republic of Tajikistan, Mongolia)

In the ordinary course of business, members of the Group doing business in Mongolia, Republic of Tajikistan, and the Kyrgyz Republic may be subject to legal actions and complaints. Management believes that the ultimate liability, if any, arising from such actions or complaints will not have a material adverse effect on the financial condition, the results of future operations or cash flows of the associates/subsidiaries in Mongolia, Republic of Tajikistan, and the Kyrgyz Republic.

Management believes that the members of the Group are in substantial compliance with the tax laws affecting their respective operations in the Kyrgyz Republic, Republic of Tajikistan and Mongolia. However, the risk remains that relevant authorities could take differing positions with regards to interpretative issues.

### Work program and social responsibility project

On September 10, 2014, the governor of the Farkhor district of Tajikistan decreed that EPA has a two year funding obligation related to a social responsibility project concerning the construction of a secondary school in this district.

Additionally, in the fourth quarter of 2014, Petroleum Sugd LLC completed its work program budget. EPA, as a 57.42% owner of Petroleum Sugd has a funding obligation that amounts to USD 14.9 million relating to its portion of this work program for Petroleum Sugd in Tajikistan. The Company agreed to cover these commitments on EPA's behalf under a loan structure.

### 13. PERSONNEL COSTS AND EMPLOYEE BENEFIT PLANS

#### Defined benefit plan

The Company maintains Swiss defined benefit plans for eight of its employees. These plans are part of independent collective funds providing pensions combined with life and disability insurance. The assets of the funded plans are held independently of the Company's assets in a legally distinct and independent collective trust fund which serves various unrelated employers. The funds' benefit obligations are fully reinsured by AXA Winterthur Insurance Company. The plans are valued by independent actuaries using the projected unit credit method. The liabilities correspond to the projected benefit obligations of which the discounted net present value is calculated based on years of employment, expected salary increases, and pension adjustments.

Pension expense	Three months ended		Nine months ended	
	Sep 30, 2015	Sep 30, 2014	Sep 30, 2015	Sep 30, 2014
Net service cost	20,519	12,318	61,557	24,636
Interest cost	3,033	16,213	9,098	32,426
Expected return on assets	(2,197)	(13,250)	(6,592)	(26,501)
Amortization of loss	10,559	17,437	31,677	34,874
<b>Net periodic pension cost</b>	<b>31,913</b>	<b>32,717</b>	<b>95,740</b>	<b>65,435</b>

During the nine month periods ended September 30, 2015 and 2014, the Company made cash contributions of USD 128,121 and USD 121,407, respectively, to its defined benefit pension plan. The Company does not expect to make any additional cash contributions to its defined benefit pension plans during the remainder of 2015.

### 14. FAIR VALUE MEASUREMENT

#### 14.1. Fair Value Measurements

ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions. The Company holds no financial assets or liabilities carried at fair value as of September 30, 2015.

Financial assets and liabilities carried at fair value as of December 31, 2014:

Financial assets 2014 (in USD)	Level 1	Level 2	Level 3
Investment in associate (Petromanas)	206,382	-	-
<b>Total</b>	<b>206,382</b>	<b>-</b>	<b>-</b>

## 14.2. Fair Value of Financial Instruments

In addition to the methods and assumptions the Company uses to record the fair value of financial instruments as discussed in the Fair Value Measurements section above, the Company used the following methods and assumptions to estimate the fair value of its financial instruments.

- **Cash and cash equivalents** – carrying amount approximated fair value.
- **Restricted cash** – carrying amount approximated fair value.
- **Accounts receivable** – carrying amount approximated fair value.
- **Investment in Petromanas** – the fair value was calculated based on quoted market prices.
- **Accounts Payable** – carrying amount approximated fair value.

The fair value of the Company's financial instruments is presented in the table below (in USD):

	Sep 30, 2015		Dec 31, 2014		Fair Value Levels	Reference
	Carrying Amount	Fair Value	Carrying Amount	Fair Value		
Cash and cash equivalents	114,493	114,493	1,369,778	1,369,778	1	Note 5
Restricted cash	97,998	97,998	208,621	208,621	1	
Transactions prepayment	-	-	12,000,000	12,000,000	1	
Accounts receivable	12,943	12,943	14,359	14,359	1	
Receivable due from related party	44,832	44,832	-	-	1	Note 11
Investment in Petromanas	-	-	206,382	206,382	1	
Accounts Payable	2,426,802	2,426,802	1,165,472	1,165,472	1	
Notes payable due to directors	168,823	168,823	-	-	1	Note 11

## 15. EARNINGS PER SHARE

Basic earnings per share result by dividing the Company's net income (or net loss) by the weighted average number of shares outstanding for the contemplated period. Diluted earnings per share are calculated applying the treasury stock method. When there is a net income, dilutive effects of all stock-based compensation awards or participating financial instruments are considered. When the Company posts a loss, basic loss per share equals diluted loss per share.

The following table depicts how the denominator for the calculation of basic and diluted earnings per share was determined under the treasury stock method:

	Three months ended		Nine months ended	
	Sep 30, 2015	Sep 30, 2014	Sep 30, 2015	Sep 30, 2014
Company posted	Net loss	Net loss	Net loss	Net loss
Basic weighted average shares outstanding	166,112,792	169,440,183	166,112,792	171,371,039
Dilutive effect of common stock equivalents:				
- stock options and non-vested stock under employee compensation plans	-	-	-	-
<b>Diluted weighted average shares outstanding</b>	<b>166,112,792</b>	<b>169,440,183</b>	<b>166,112,792</b>	<b>171,371,039</b>

The following table shows the total number of stock equivalents that was excluded from the computation of diluted earnings per share for the respective period because the effect would have been anti-dilutive:

<b>Stock equivalent</b>	<i>Three months ended</i>		<i>Nine months ended</i>	
	<b>Sep 30, 2015</b>	<b>Sep 30, 2014</b>	<b>Sep 30, 2015</b>	<b>Sep 30, 2014</b>
Options	12,300,000	12,400,000	12,300,000	12,400,000
Convertible loans	1,142,700	-	1,142,700	-
<b>Total</b>	<b>13,442,700</b>	<b>12,400,000</b>	<b>13,442,700</b>	<b>12,400,000</b>

#### 16. SUBSEQUENT EVENT(S)

On October 29, 2015 the Company entered into an Investment Agreement with Seven and Seven IST Petro Kimya (“Seven & Seven”) providing for a staged private placement of equity and convertible debt for gross proceeds of up to EUR 250 million (approx. US\$ 266 million). Both parties are working on closing the transaction.

Seven & Seven and its subsidiaries have investments and had investments in energy and oil and gas operations in Kazakhstan and the Middle East as well as other investments in various industry sectors. Seven & Seven is incorporated under the laws of Turkey and is headquartered in Istanbul.



## Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

### *Forward-Looking Statements*

This quarterly report contains forward-looking statements. Forward-looking statements are statements that relate to future events or future financial performance. In some cases, you can identify forward-looking statements by the use of terminology such as “may”, “should”, “intend”, “expect”, “plan”, “anticipate”, “believe”, “estimate”, “project”, “predict”, “potential”, or “continue” or the negative of these terms or other comparable terminology. These statements speak only as of the date of this quarterly report. Examples of forward-looking statements made in this quarterly report include statements pertaining to, among other things:

- management’s assessment that our company is a going concern;
- our plans to rehabilitate a producing asset in Tajikistan;
- our plans to form a new consortium to pursue Somon Oil’s project in Tajikistan;
- the quantity of potential natural gas and crude oil resources;
- potential natural gas and crude oil production levels;
- capital expenditure programs;
- projections of market prices and costs;
- supply and demand for natural gas and crude oil;
- our need for, and our ability to raise, capital; and
- treatment under governmental regulatory regimes and tax laws.

The material assumptions supporting these forward-looking statements include, among other things:

- our monthly burn rate of approximately USD 352,364 (corporate USD 240,097 ventures USD 112,267) for our operating costs excluding exploration expenses;
- our ability to obtain necessary financing on acceptable terms;
- timing and amount of capital expenditures;
- our ability to obtain necessary drilling and related equipment in a timely and cost-effective manner to carry out exploration activities;
- our venture partners’ successful and timely performance of their obligations with respect to the exploration programs in which we are involved;
- retention of skilled personnel;
- the timely receipt of required regulatory approvals;
- continuation of current tax and regulatory regimes;
- current exchange rates and interest rates; and
- general economic and financial market conditions.

Although management considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. These forward-looking statements are only predictions and involve known and unknown risks, uncertainties and other factors, including:

- our ability to establish or find resources or reserves;
- our need for, and our ability to raise, capital;
- volatility in market prices for natural gas and crude oil;
- liabilities inherent in natural gas and crude oil operations;
- uncertainties associated with estimating natural gas and crude oil resources or reserves;
- competition for, among other things, capital, resources, undeveloped lands and skilled personnel;
- political instability or changes of law in the countries we operate and the risk of terrorist attacks;
- assessments of the acquisitions;
- geological, technical, drilling and processing problems; and
- other factors discussed under the section entitled “Risk Factors” in our annual report on Form 10-K filed on March 31, 2015.

These risks, as well as risks that we cannot currently anticipate, could cause our company’s or our industry’s actual results, levels of activity or performance to be materially different from any future results, levels of activity or performance expressed or implied by these forward-looking statements.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity or performance; except as required by applicable law, including the securities laws of the United States and Canada, and we do not intend to update any of the forward-looking statements to conform these statements to actual results.

As used in this quarterly report, the terms “we”, “us”, and “our” refer to MNP Petroleum Corporation, its wholly-owned subsidiaries DWM Petroleum AG, a Swiss company, DWM Energy AG (formerly Manas Petroleum AG), a Swiss company, Manas Management Services Ltd., a Bahamian company, and TF Petroleum AG, a Swiss company, and its partially owned subsidiaries CJSC Somon Oil Company, a Tajikistan company, Gobi Energy Partners GmbH, a Swiss company, and Gobi Energy Partners LLC, a Mongolian company, its 65% interest in Energy Partners Austria Beteiligungsgesellschaft mbH (“EPA”), an Austria registered company and EPA’s 57.42% equity interest in Petroleum Sugd LLC, a Tajik company, as the context may require.

The following discussion and analysis provides a narrative about our financial performance and condition that should be read in conjunction with the unaudited consolidated financial statements and related notes thereto included in this quarterly report.

### ***Overview of Business Operations***

We are in the business of exploring for and producing oil and gas, primarily in Central and East Asia. If we discover sufficient reserves of oil and/or gas, we intend to exploit them. Although we are currently focused primarily on projects located in certain geographic regions, we remain open to attractive opportunities in other areas. Since the acquisition of 65% of the equity in EPA, we have a 37.32% working interest in ten oil fields located in the Fergana basin in Tajikistan.

We carry out our operations both directly and through participation in ventures with other oil and gas companies. We are actively involved in projects in Mongolia and Tajikistan.

We have no operating income to date, however, we are eligible to any profit or loss from our investment in EPA. Therefore, we depend upon funding from various sources to continue operations and to implement our established work program.

### ***Results of Operations (the nine month period ended September 30, 2015 compared to the nine month period ended September 30, 2014)***

#### Net income/net loss

Net loss for the nine month period ended September 30, 2015 was USD 2,822,498 compared to net loss of USD 3,061,413 for the same period in 2014. This decrease of USD 238,915 was primarily attributable to a change in fair value of our investment in Petromanass and an overall reduction in operating expenses.

#### Operating expenses

Operating expenses for the nine month period ended September 30, 2015, decreased to USD 2,871,015 from USD 4,576,806 reported for the same period in 2014. This is a decrease of 37% in our total operating expenses and is mainly due to reduction in exploration costs, consulting fees and general administrative costs.

#### Personnel costs

For the nine month period ended September 30, 2015, personnel costs increased to USD 1,226,013 from USD 1,180,666 for the same period in 2014. This increase of 4% is attributable to higher costs related to our staff in Switzerland.

Exploration costs

For the nine month period ended September 30, 2015, we incurred exploration costs of USD 205,428 as compared to USD 1,178,469 for the same period in 2014. This is a decrease of 83% and is due to decreased exploration activity at our project in Tajikistan.

Consulting fees

For the nine month period ended September 30, 2015, we incurred consulting fees of USD 665,167 as compared to consulting fees of USD 1,132,519 for the same period in 2014. This is a decrease of 41% and is primarily attributable to a reduction in consulting fees related to regulatory, legal and administration services.

Administrative costs

For the nine month period ended September 30, 2015, we recorded administrative costs of USD 746,060 compared to USD 1,048,395 for the same period in 2014. This decrease of 29% is mainly attributable to a reduction in travel costs, computer system costs and bank charges.

Non-operating income/expense

For the nine month period ended September 30, 2015, we recorded a non-operating income of USD 48,517 compared to a non-operating income of USD 1,524,950 for the same period in 2014. This is a decrease of USD 1,476,433 and is mainly attributable to a change in the value of our investment in Petromanas.

For the nine month period ended September 30, 2015, we recorded a decrease in fair value of investment in associate (Petromanas) of USD 18,572 compared to an increase in fair value of investment in associate of USD 1,714,684 for the same period in 2014.

***Results of Operations (the three month period ended September 30, 2015 compared to the three month period ended September 30, 2014)***Net income/net loss

Net loss for the three month period ended September 30, 2015 was USD 755,895 compared to net loss of USD 2,731,215 for the same period in 2014. This increase of USD 1,975,320 was primarily due to a change in fair value of our investment in Petromanas.

Operating expenses

Operating expenses for the three month period ended September 30, 2015, decreased to USD 768,951 from USD 1,610,680 reported for the same period in 2014. This is a decrease of 52% in our total operating expenses and is mainly due to reduction in exploration costs, administration costs and consulting fees.

Personnel costs

For the three month period ended September 30, 2015, personnel costs increased to USD 378,082 from USD 403,644 for the same period in 2014. This decrease of 6% is attributable to lower costs related to our staff in Switzerland as well as our operations in Tajikistan.

Exploration costs

For the three month period ended September 30, 2015, we recorded an exploration income of USD 23,895 as compared to exploration costs of USD 516,405 for the same period in 2014. This is a decrease of 105% and is due to decreased exploration activity at our project in Tajikistan and a refund for exploration equipment that was paid for and expensed in previous years.

Consulting fees

For the three month period ended September 30, 2015, we incurred consulting fees of USD 214,498 as compared to consulting fees of USD 363,052 for the same period in 2014. This is a decrease of 41% and is primarily attributable to a reduction in consulting fees related to regulatory, legal and administration services.

Administrative costs

For the three month period ended September 30, 2015, we recorded administrative costs of USD 190,895 compared to USD 315,092 for the same period in 2014. This decrease of 39% is mainly attributable to a reduction in travel costs, computer system costs and bank charges.

Non-operating income/expense

For the three month period ended September 30, 2015, we recorded a non-operating income of USD 13,056 compared to a non-operating loss of USD 1,116,067 for the same period in 2014. This is an increase of USD 1,129,123 and is mainly attributable to exchange difference and the Company no longer holding an investment in Petromanas.

As all our shares of Petromanas were sold before September 30, 2015, we did not record a change in fair value of investment in associate for the 3 month period ended September 30, 2015, compared to a decrease in fair value of investment in associate of USD 971,744 for the same period in 2014.

***Liquidity and Capital Resources***

Our cash balance as of September 30, 2015 was USD 114,493. Shareholders' equity as of September 30, 2015 was USD 10,904,568. As of September 30, 2015, total current assets were USD 261,633 and total current liabilities were USD 2,662,428, resulting in negative net working capital of USD 2,400,795. Of our cash balance at September 30, 2015, USD 114,493 was on bank accounts of MNP Petroleum Corp. and its subsidiaries. Since our company considers foreign subsidiaries to be permanently invested, taxes will be due in the event of repatriation.

We initially owned 200,000,000 shares of Petromanas Energy. Between July 2012 and September 2013, we sold 100,000,000 of these shares to various purchasers. After the sale of a further 4,000,000 Petromanas shares on October 25, 2013, 46,000,000 Petromanas shares on November 5, 2013, 42,000,000 between February 26, 2014 and March 6, 2014 respectively and a further 8,000,000 between March 16, 2014 and April 8, 2015, we no longer hold any common shares of Petromanas.

***Cash Flows (in USD)***

	<i>Nine months ended</i>	
	<b>Sep 30, 2015</b>	<b>Sep 30, 2014</b>
Net Cash used in Operating Activities	(1,731,505)	(4,430,374)
Net Cash from Investing Activities	236,360	7,017,479
Net Cash from/(used in) Financing Activities	168,823	(452,403)
<b>Change in Cash and Cash Equivalents during the period</b>	<b>(1,326,322)</b>	<b>2,134,702</b>

Operating Activities

Net cash used in operating activities of USD 1,731,505 for the nine month period ended September 30, 2015 changed from net cash used in operating activities of USD 4,430,374 for the same period in 2014. This decrease in net cash used in operating activities of USD 2,698,869 is mainly due to an increase in accounts payable and change in fair value of investment.

### Investing Activities

Net cash from investing activities of USD 236,360 for the nine month period ended September 30, 2015 changed from net cash from investing activities of USD 7,017,479 for the same period in 2014. This decrease of USD 6,781,119 in cash from investing activities is mainly attributable to a reduction in proceeds from the sale of investment.

### Financing Activities

Net cash flows from financing activities of USD 168,823 for the nine month period ended September 30, 2015 changed from net cash used for financing activities of USD 452,403 for the same period in 2014. This change is due to loans made to the Company from its directors.

As all our shares of Petromanas were sold before June 30, 2015, we did not record a change in fair value of investment in associate for the 3 month period ended September 30, 2015, compared to an increase in fair value of investment in associate of USD 1,714,684 for the same period in 2014.

### **Cash Requirements**

The following table outlines the estimated cash requirements for our operations for the next 12 months (in USD):

<b><i>Expenses</i></b>	<b><i>Amount in USD</i></b>
Corporate	2,881,159 <sup>1</sup>
Kyrgyzstan	28,800 <sup>1</sup>
Mongolia	26,329 <sup>2</sup>
Tajikistan - Exploration	1,172,075 <sup>3</sup>
Business Development	120,000
<b>Total</b>	<b>4,228,363</b>

- (1) The information presented in the table above includes the costs related to our normal operational activities only.
- (2) The information presented in the table above includes the costs related to our normal operational activities. It does not include financial commitments as we are subject to certain expenditures and commitments in order to maintain our licenses which are currently pending re-negotiations.
- (3) The information presented in the table above includes the costs related to our normal operational activities but does not include any drilling activity.

Our monthly burn rate (excluding exploration, drilling equipment) amounts to approximately USD 352,364 (corporate USD 240,097, ventures USD 112,267). Considering our net working capital, we believe that we are able to fund our planned operations for less than one month.

These matters raise substantial doubt about the Group's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

In order to continue to fund operations for the next twelve months and implement the work program for the Group's projects in Central Asia as well as to finance continuing operations, the Group will require further funds.

On October 29, 2015 the Company entered into an Investment Agreement with Seven and Seven IST Petro Kimya ("Seven & Seven") providing for a staged private placement of equity and convertible debt for gross proceeds of up to EUR 250 million (approx. US\$ 266 million). Both parties are working on closing the transaction.

Seven & Seven and its subsidiaries have investments and had investments in energy and oil and gas operations in Kazakhstan and the Middle East as well as other investments in various industry sectors. Seven & Seven is incorporated under the laws of Turkey and is headquartered in Istanbul.

If the Company is not able to raise the required funds, it may consider other alternatives, including a possible farm-out of one or more of its projects in order to reduce short term financial commitments. If the Company is unable to obtain the funding that it needs or arrive at an acceptable alternative solution, the Company will not be able to continue its business. In addition, any equity financing may be dilutive to shareholders, and debt financing, if available, will increase expenses and may involve restrictive covenants. The Company will be required to raise additional capital on terms which are uncertain, especially under the current capital market conditions. If the Company is unable to obtain capital or is required to raise it on undesirable terms, it may have a material adverse effect on the Company's financial condition.

#### ***EPA.at Beteiligungsgesellschaft mbH***

On January 15, 2015, our subsidiary, DWM Petroleum AG acquired a 65% equity interest in EPA for the purpose of diversifying our portfolio of oil and gas assets. Total consideration paid was USD 12,000,000. The purchase price was partially funded through available cash resources as well as from the proceeds from the sale of a separate investment.

EPA, a company registered in Vienna, Austria, holds a 57.42% interest in the company Petroleum Sugd LLC, which owns 10 producing oil and gas fields in the north of Tajikistan. Through its equity investment, EPA participates indirectly in the profits from the sale of oil and gas.

A field development program for the first five years has been developed. This program consists of light work overs (such as changing pumps, tubing, pumping units and clean ups), heavy work overs (plug backs, reperforations, stimulations, fishing and casing repairs) and new wells mainly in the shallow fields. The program will also include replacing the gathering lines, the pumping units and setting up the necessary operating facilities.

The company will initially focus on the low risk shallow fields and will then gradually move to the deeper fields.

#### ***CJS Somon Oil, Tajikistan***

The Production Sharing Contract for the Western and Northwestern Licenses was ratified in May 2012. Before the ratification, the company acquired 1,310 Km of onshore and offshore 2D seismic, including regional as well as prospect related 2D seismic. The survey was very complex due to the different landscapes which had to be covered. It consisted of vibro-seismic, dynamite seismic and offshore seismic on Lake Kayrakkum.

Our interest in the Somon Oil project was fully carried by Santos International Ventures Pty Ltd pursuant to a 2007 Option Agreement but, on December 21, 2012, Santos International informed us that it had decided not to pursue its option. Santos International continued to fund Somon Oil's operations through January, 2013. During 2013 Santos transferred all data to DWM Petroleum and Somon Oil. Reprocessing and reinterpretation resulted in a new sequence of drilling candidates. Based on its review of the data, Somon Oil continues to be confident in the project's high exploration potential and we are actively working on establishing a new consortium. There are no liquidated damages in case of failure. On January 16, 2014, Somon Oil entered into a contract with JSC Sugdnaftugaz for the construction of the drilling location and the access road for the Kayrakkum B exploration well. The work at the Kayrakkum B well site was completed without incident in June 2014. On March 20, 2014, Somon Oil entered into a purchase agreement for the well head and the first two casing sections for Kayrakkum B, with Dongying Qihai Petroleum Engineering Co., Ltd, based in the PR of China. After the manufacturing, all materials were delivered to Mahram Base, close to the Kayrakkum B well site location, for storage. On June 24 and 26, 2015, both casing sections were delivered and unloaded at Mahram Base. The ordered well head sections were completed in June 2015 and arrived in July 2015 at Mahram Base. Upon the extension of the Western License in February 2015, for three years (until July 25, 2017), we continued with the second contract for casings. The third contract for the supply of the remaining casings was entered into on February 27, 2015.

***Mongolia***

Early in 2012, Gobi Energy Partners LLC focused on the integration and interpretation of seismic data acquired in 2011. From April to May 2012, it conducted a passive seismic campaign using low-frequency spectroscopy to support the seismic. From June to August, 2012, Gobi Energy also conducted a 2D seismic acquisition (vibroseis) program covering 335 kilometers over both blocks.

Gobi Energy spudded its first well, Ger Chuluu A1, on August 23, 2012. It stopped drilling at a depth of 1098 meters without having encountered any seal. The initially planned second well East Sainshand A1 was located in another sub-basin 170 kilometers away. In order to have a conclusive evaluation of the Ger Chuluu sub-basin, Gobi Energy decided to drill a second well before moving to East Sainshand. Ger Chuluu D1, the second well in the Ger Chuluu sub-basin, was spudded on September 21, 2012. Drilling was stopped after reaching 600 meters without any hydrocarbon shows. After logging, the well was plugged and abandoned.

Gobi Energy had originally focused on six sub-basins in Mongolia; after drilling in the Ger Chuluu sub basin and conducting additional studies, Gobi Energy began to focus on two sub basins, East and West Sainshand. In order to enlarge the area to define more prospects to drill the outstanding commitments, Gobi Energy signed a moratorium with the government of Mongolia for the duration of one year ending May 2014. During this period Gobi Energy expected the government to award the company with relinquished areas from adjacent blocks. The government of Mongolia has not taken a decision on Gobi Energy's application to expand its exploration acreage before the end of the moratorium. Consequently, Gobi Energy has applied for an extension of the moratorium for one additional year.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk.**

Not applicable.

**Item 4. Controls and Procedures.*****Disclosure Controls and Procedures***

We maintain "disclosure controls and procedures", as that term is defined in Rule 13a-15(e), promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934. Disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed in our company's reports filed 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, and that such information is accumulated and communicated to our management, including our principal executive officer and our principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

As required by paragraph (b) of Rules 13a-15 under the Securities Exchange Act of 1934, our management, with the participation of our principal executive officer and our principal financial officer, evaluated our company's disclosure controls and procedures as of the end of the period covered by this quarterly report. Based on this evaluation, our principal executive officer and our principal financial officer concluded that as of the end of the period covered by this quarterly report, our disclosure controls and procedures were effective.

***Changes in Internal Control over Financial Reporting***

There were no changes in our internal control over financial reporting during the fiscal quarter ended September 30, 2015, that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

**PART II. — OTHER INFORMATION****Item 1. Legal Proceedings**

There are no pending legal proceedings to which our company or any of our subsidiaries is a party or of which any of our properties, or the properties of any of our subsidiaries, is subject. In addition, we do not know of any such proceedings contemplated by any governmental authorities.

**Item 1A. Risk Factors**

Information regarding risk factors appears in Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2014. There have been no material changes for the nine month period ended September 30, 2015 from the risk factors disclosed in the 2014 Annual Report on Form 10-K.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds*****Unregistered Sales of Equity Securities***

None.

***Purchase of equity securities by the issuer and affiliated purchasers***

None.

**Item 3. Defaults upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information**

Notes payable due to directors comprises loans made in the third quarter of 2015. Of these loans USD 117,494 bear a 10% rate with a repayment date less than one year from the date of these financial statements. The remaining USD 51,331 bears an interest rate of 5% and is convertible, at the holder's discretion, for common shares of the Company with a conversion price of USD 0.045 per share before the latest principal repayment date of September 29, 2016.

On July 15, 2015 MNP Petroleum Corp., through its subsidiary TF Petroleum AG ("TFP"), and C.E.G. International Ltd. ("CEG"), part of a Dubai based renowned Group of Companies, signed a Debt Finance Agreement. Pursuant to the Agreement CEG will procure a credit facility issued by a prime western bank to secure a loan for the Company which is confirmed to be issued by an Austrian based bank. The facility is valid for 12 months with a face value of EUR 10 million (approximately USD 11 million). Also pursuant to the Finance Agreement MNP has agreed to pledge part of its assets as collateral. Both MNP and CEG are in the final stages of completing the process with the banks. However, the proceeds from this bridge provide only temporary relief while the Company pursues a larger facility.



## Item 6. Exhibits

### EXHIBIT

Number	Description
<b>(3)</b>	<b>Articles of Incorporation and Bylaws</b>
3.1	Articles of Incorporation (incorporated by reference to an exhibit to our Registration Statement on Form SB-2 filed on July 14, 2003)
3.2	Certificate of Amendment to Articles of Incorporation of Express Systems Corporation filed on April 2, 2007 (changing name to Manas Petroleum Corporation) (incorporated by reference to an exhibit to our Current Report on Form 8-K filed on April 17, 2007)
3.3	Certificate of Amendment to Articles of Incorporation filed on April 22, 2013 (incorporated by reference to an exhibit to our Quarterly Report on Form 10-Q filed on May 20, 2013)
3.4	Certificate of Amendment dated effective January 20, 2014 (incorporated by reference to an exhibit to our Current Report on Form 8-K filed on January 14, 2014)
3.5	Amended and Restated Bylaws (incorporated by reference to an exhibit to our Current Report on Form 8-K filed on November 1, 2011)
<b>(4)</b>	<b>Instruments Defining the Rights of Security Holders, including Indentures</b>
4.1	Warrant Indenture dated May 6, 2011 with Equity Financial Trust Company (incorporated by reference to an exhibit to our Current Report on Form 8-K filed on May 9, 2011)
<b>(10)</b>	<b>Material Contracts</b>
10.1	Share Exchange Agreement, dated November 23, 2006 (incorporated by reference to an exhibit to our Current Report on Form 8-K filed on April 17, 2007)
10.2	Farm-In Agreement, dated October 4, 2006 (incorporated by reference to an exhibit to our Current Report on Form 8-K filed on April 17, 2007)
10.3	Letter Agreement – Phase 2 Work Period with Santos International Operations Pty. Ltd, dated July 28, 2008 (incorporated by reference to an exhibit to our Annual Report on Form 10-K filed on April 15, 2009)
10.4	Side Letter Agreement – Phase 1 Completion and Cash Instead of Shares with Santos International Holdings Pty Ltd., dated November 24, 2008 (incorporated by reference to an exhibit to our Annual Report on Form 10-K filed on April 15, 2009)
10.5	2007 Revised Omnibus Plan (incorporated by reference to an exhibit to our Annual Report on Form 10-K filed on April 15, 2009)
10.6	Production Sharing Contract for Contract Area Tsagaan Els-13 between the Petroleum Authority of Mongolia and DWM Petroleum (incorporated by reference to an exhibit to our Quarterly Report on Form 10-Q/A filed on July 24, 2009)
10.7	Production Sharing Contract for Contract Area Zuunbayan-14 between the Mineral Resources and Petroleum Authority of Mongolia and DWM Petroleum (incorporated by reference to an exhibit to our Quarterly Report on Form 10-Q/A filed on July 24, 2009)
10.8	Letter from AKBN regarding Production Sharing Contracts for Blocks A-B and D-E dated May 5, 2009 (incorporated by reference to an exhibit to our Quarterly Report on Form 10-Q/A filed on July 24, 2009)
10.9	Employment Agreement between Ari Muljana and MNP Petroleum Corporation dated April 1, 2009 (incorporated by reference to an exhibit to our Registration Statement on Form S-1 filed on July 30, 2009)
10.10	Consultancy Agreement dated November 21, 2008 with Dr. Richard Schenz (incorporated by reference to an exhibit to our Current Report on Form 8-K filed on August 13, 2009)
10.11	Share Purchase Agreement dated February 12, 2010 between Petromanas Energy Inc. (formerly WWI Resources Ltd.), DWM Petroleum AG and Petromanas Albania GmbH (formerly Manas Adriatic GmbH) (incorporated by reference to an exhibit to our Current Report on Form 8-K filed on February 25, 2010)
10.12	Form of Stock Option Agreement (Investor Relations) (incorporated by reference to an exhibit to our Annual Report on Form 10-K filed on March 18, 2010)
10.13	Form of Stock Option Agreement (Non-Investor Relations) (incorporated by reference to an exhibit to our Annual Report on Form 10-K filed on March 18, 2010)
10.14	Agreement dated January 29, 2010 relating to the assignment of the interest in the Chilean project (incorporated by reference to an exhibit to our Annual Report on Form 10-K filed on March 18, 2010)

<b>Number</b>	<b>Description</b>
10.15	Agreement between Gobi Energy Partners LLC and DQE International Tamsag (Mongol) LLC (incorporated by reference to an exhibit to our Current Report on Form 8-K filed on September 7, 2010)
10.16	Appointment as Director dated September 16, 2010 by Dr. Werner Ladwein (incorporated by reference to an exhibit to our Quarterly Report on Form 10-Q filed on November 15, 2010)
10.17	Employment and Non-Competition Agreement dated October 1, 2010 with Peter-Mark Vogel (incorporated by reference to an exhibit to our Quarterly Report on Form 10-Q filed on November 15, 2010)
10.18	Cooperation Agreement dated November 5, 2010 with Shunghlai Group LLC (incorporated by reference to an exhibit to our Current Report on Form 8-K filed on December 2, 2010)
10.19	Form of Lock-Up Agreement with Raymond James Ltd. and executive officers and directors (incorporated by reference to an exhibit to our Registration Statement on Form S-1/A filed on April 28, 2011)
10.20	Escrow Agreement dated May 3, 2011 with Equity Financial Trust Company and our officers and directors (incorporated by reference to an exhibit to our Current Report on Form 8-K filed on May 9, 2011)
10.21	Share Purchase Agreement dated December 31, 2012 (incorporated by reference to an exhibit to our Current Report on Form 8-K filed on January 15, 2015)
10.22	Amendment 1 to Share Purchase Agreement effective December 31, 2012 (incorporated by reference to an exhibit to our Current Report on Form 8-K filed on January 15, 2015)
10.23	Amendment 2 to Share Purchase Agreement effective April 30, 2013 (incorporated by reference to an exhibit to our Current Report on Form 8-K filed on January 15, 2015)
10.24	Amendment 3 to Share Purchase Agreement effective April 30, 2013 (incorporated by reference to an exhibit to our Current Report on Form 8-K filed on January 15, 2015)
10.25	Form of Amendment to IR Consulting Agreement dated February 1, 2013 with General Research GmbH (incorporated by reference to an exhibit to our Current Report on Form 8-K filed on February 28, 2013)
10.26	Form of Stock Option Agreement (incorporated by reference to an exhibit to our Current Report on Form 8-K filed on February 28, 2013)
10.27	Form of Stock Option Cancellation Agreement (incorporated by reference to an exhibit to our Current Report on Form 8-K filed on February 28, 2013)
10.28	Consulting agreement dated June 18, 2013 with Undiscovered Equities Inc. (incorporated by reference to an exhibit to our Current Report on Form 8-K filed on July 11, 2013)
10.29	Form of Stock Option Agreement (incorporated by reference to an exhibit to our Current Report on Form 8-K filed on July 11, 2013)
10.30	Loan Agreement dated August 8, 2013 between DWM Petroleum AG and Tulip Fund NV (incorporated by reference to an exhibit to our Quarterly Report on Form 10-Q filed on August 19, 2013)
10.31	Supplement Agreement to Share Purchase Agreement effective September 27, 2013 (incorporated by reference to an exhibit to our Annual Report on Form 10-K filed on March 31, 2014)
10.32	Private Placement Agreement dated November 29, 2014 with Stichting VB Vagobel (incorporated by reference to an exhibit to our Current Report on Form 8-K filed on December 1, 2014)
10.33	Broker Agreement dated September 26, 2014 with Sidewinder Investment AG (incorporated by reference to an exhibit to our Current Report on Form 8-K filed on December 1, 2014)
<b>(14)</b>	<b>Code of Ethics</b>
14.1	Code of Ethics, adopted May 1, 2007 (incorporated by reference to an exhibit to our Registration Statement on Form SB-2 filed on November 21, 2007)
<b>(31)</b>	<b>Rule 13a-14 Certifications</b>
<u>31.1*</u>	<u>Section 302 Certification of Chief Executive Officer</u>
<u>31.2*</u>	<u>Section 302 Certification of Chief Financial Officer</u>
<b>(32)</b>	<b>Section 1350 Certifications</b>
<u>32.1*</u>	<u>Section 906 Certification of Chief Executive Officer</u>
<u>32.2*</u>	<u>Section 906 Certification of Chief Financial Officer</u>
<b>(99)</b>	<b>Additional Exhibits</b>

<b>Number</b>	<b>Description</b>
99.1	Audit Committee Charter (incorporated by reference to an exhibit to our Registration Statement on Form S-1 filed on February 2, 2011)
<b>(101)</b>	<b>XBRL</b>
101.INS*	XBRL INSTANCE DOCUMENT
101.SCH*	XBRL TAXONOMY EXTENSION SCHEMA
101.CAL*	XBRL TAXONOMY EXTENSION CALCULATION LINKBASE
101.DEF*	XBRL TAXONOMY EXTENSION DEFINITION LINKBASE
101.LAB*	XBRL TAXONOMY EXTENSION LABEL LINKBASE
101.PRE*	XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE

\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**MNP PETROLEUM CORPORATION**

By

/s/ Dr. Werner Ladwein

Dr. Werner Ladwein

Chief Executive Officer, President and Director  
(Principal Executive Officer)

Date: November 23, 2015

By

/s/ Peter-Mark Vogel

Peter-Mark Vogel

Chief Financial Officer, Treasurer and Secretary  
(Principal Financial Officer and Principal Accounting Officer)

Date: November 23, 2015

**CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Dr. Werner Ladwein, certify that:

1. I have reviewed this quarterly report on Form 10-Q of MNP Petroleum Corporation;
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 officer 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 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 report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) 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 officer 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.

November 23, 2015

/s/ Dr. Werner Ladwein

Dr. Werner Ladwein  
Chief Executive Officer, President and Director  
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Peter-Mark Vogel, certify that:

1. I have reviewed this quarterly report on Form 10-Q of MNP Petroleum Corporation;
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 officer 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 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 report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) 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 officer 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.

November 23, 2015

/s/ Peter-Mark Vogel  
Peter-Mark Vogel  
Chief Financial Officer, Treasurer and Secretary  
(Principal Financial Officer and Principal Accounting Officer)

**CERTIFICATION PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned, Dr. Werner Ladwein, hereby certifies, pursuant to Section 906 of the *Sarbanes-Oxley Act of 2002*, that:

- (a) the quarterly report on Form 10-Q of MNP Petroleum Corporation for the period ended September 30, 2015 fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (b) information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of MNP Petroleum Corporation.

Date: November 23, 2015

/s/ Dr. Werner Ladwein

Dr. Werner Ladwein  
Chief Executive Officer, President and Director  
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned, Peter-Mark Vogel, hereby certifies, pursuant to Section 906 of the *Sarbanes-Oxley Act of 2002*, that:

- (a) the quarterly report on Form 10-Q of MNP Petroleum Corporation for the period ended September 30, 2015 fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (b) information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of MNP Petroleum Corporation.

Date: November 23, 2015

/s/ Peter-Mark Vogel  
Peter-Mark Vogel  
Chief Financial Officer, Treasurer and Secretary  
(Principal Financial Officer and Principal Accounting Officer)