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

FORM 10-Q

☒ Quarterly Report Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended **September 30, 2015**

☐ Transition Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from __________ to __________

Commission File Number: **000-52690**

ROCKDALE RESOURCES CORPORATION
(Exact name of registrant as specified in its charter)

Colorado	**86-1061005**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
710 N Post Oak, Suite 512 **Houston, Texas**	**77024**
(Address of principal executive offices)	(Zip Code)

(832-941-0011)
(Issuer's telephone number, including area code)

Indicate by check mark whether the registrant: (1) had filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the issuer 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. (Check one).

Large accelerated filer	☐	Accelerated filer	☐
Non-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 ☒

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 41,639,957 shares of common stock as of November 16th, 2015.

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

ROCKDALE RESOURCES CORPORATION
BALANCE SHEETS
(Unaudited)

	September 30, 2015	December 31, 2014
ASSETS		
Current assets		
Cash	$ 8,451	$ 24,688
Accounts receivable	22,957	26,176
Other current assets	33,317	40,801
Total current assets	64,725	91,665
Property & equipment		
Oil and gas, on the basis of full cost accounting		
Evaluated properties	4,436,637	3,715,779
Furniture, equipment & software	108,234	94,283
Less accumulated depreciation & impairment	(1,029,616)	(283,984)
Net property and equipment	3,515,255	3,526,078
Total Assets	$ 3,579,980	$ 3,617,743
LIABILITIES & STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	$ 159,929	$ 99,425
Accrued liabilities	8,120	8,875
Current maturities of installment notes payable	18,877	18,877
Advances from shareholders	4,000	-
Deferred rent	2,816	2,816
Total current liabilities	193,742	129,993
Asset retirement obligations	109,865	100,175
Convertible debt - related party, net of discount of $221,034 and $324,553	328,966	225,447
Installment note payable	13,724	26,362
Total Liabilities	646,297	481,977
Stockholders' Equity		
Preferred stock, $.10 par value; 1,000,000 shares authorized; No shares issued & outstanding	-	-
Common stock, $.001 par value; 50,000,000 shares authorized; 33,139,957 and 19,353,152 shares issued and outstanding	33,140	19,353
Additional paid in capital	8,469,640	7,351,640
Accumulated deficit	(5,569,097)	(4,235,227)
Total Stockholders' Equity	2,933,683	3,135,766
Total Liabilities and Stockholders' Equity	$ 3,579,980	$ 3,617,743

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

ROCKDALE RESOURCES CORPORATION
STATEMENT OF OPERATIONS
(Unaudited)

	Three Months Ended September 30, 2015	Three Months Ended September 30, 2014	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014
Oil and gas sales	$ 34,689	$ 187,302	$ 162,848	$ 547,946
Operating expenses				
Lease operating expense	45,368	77,319	179,422	240,455
Production tax	1,447	8,632	7,364	24,704
General and administrative expenses	122,203	234,091	365,685	1,530,719
Depreciation, depletion and amortization	19,727	47,414	78,937	135,906
Impairment of Oil & Gas Properties	-	-	668,073	-
Asset retirement obligation accretion	8,733	572	8,733	1,119
Total operating expenses	197,478	368,028	1,308,214	1,932,903
Loss from operations	(162,789)	(180,726)	(1,145,366)	(1,384,957)
Interest (expense)	(49,851)	(29,556)	(137,881)	(88,819)
Loss on conversion of debt	-	-	(69,107)	-
Other Income (expense)	10,000	-	18,484	-
Net loss from continuing operations before taxes	(202,640)	(210,282)	(1,333,870)	(1,473,776)
Net loss	$ (202,640)	$ (210,282)	$ (1,333,870)	$ (1,473,776)
Loss per share				
(Basic and fully diluted)	$ (0.01)	$ (0.01)	$ (0.07)	$ (0.08)
Weighted average number of common shares outstanding	22,134,757	19,895,858	20,368,565	17,676,828

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

ROCKDALE RESOURCES CORPORATION
STATEMENTS OF CASH FLOWS
(Unaudited)

	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014
Cash Flows from Operating Activities		
Net loss	$ (1,333,871)	$ (1,473,776)
Adjustment to reconcile net loss to net cash provided by/(used in) operating activities:		
Depreciation and amortization	78,937	135,906
Accretion of debt discount	103,520	61,662
Impairment of Oil & Gas Properties	668,073	-
Loss on sale/disposal of assets	-	11,258
Loss on Conversion of Debt	69,107	-
ARO accretion	8,733	1,119
Stock-based compensation expense - employees	44,779	672,635
Stock-based compensation expense – consultants	-	399,000
Changes in operating assets and liabilities		
Accounts receivable	3,219	8,408
Other assets	7,484	9,058
Accounts payable	60,504	(25,542)
Accrued liabilities	(755)	533
Deferred rent	-	(3,023)
Net cash flows from operating activities	(290,270)	(202,762)
Cash Flows from Investing Activities		
Purchase of property and equipment	(19,854)	(18,876)
Proceeds from sale of property and equipment	4,525	-
Capital expenditures on oil and gas properties	-	(655,556)
Cash flows from investing activities	(15,329)	(674,432)
Cash Flows from Financing Activities		
Proceeds from issuance of common stock	238,000	780,024
Proceeds from shareholder advances	71,000	-
Payments on shareholder advances	(7,000)	
Payments on notes payable	(12,638)	(13,020)
Cash flows from financing activities	289,362	767,004
Net change in cash and cash equivalents	(16,237)	(110,190)
Cash and cash equivalents		
Beginning of period	24,688	122,162
End of period	$ 8,451	$ 11,972
SUPPLEMENTAL DISCLOSURES		
Interest Paid	$ 34,361	$ 27,257
NON-CASH INVESTING AND FINANCIAL DISCLOSURES		
Change in accounts payable for expenditures on oil and gas properties	-	11,028
Conversion of debt	60,000	-
Initial recognition of asset retirement obligations	$ 958	$ 14,428
Note Payable for Equipment	-	54,541
Cancellation of shares	400	1,000
Sale of vehicle to related party for assumption of note payable	-	33,250
Shares issued for oil and gas property interest	719,902	

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

ROCKDALE RESOURCES CORPORATION
NOTES TO FINANCIAL STATEMENTS
FOR THE THREE MONTHS AND NINE MONTHS ENDED SEPTEMBER 30, 2015 AND 2014.
(Unaudited)

NOTE 1. ORGANIZATION AND BASIS OF PRESENTATION

Rockdale Resources Corporation ("we", "us", and the "Company") was formed for the purpose of oil and gas exploration, development, and production. The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission ("SEC").

Basis of Presentation

The accompanying unaudited interim financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission ("SEC"), and should be read in conjunction with the audited financial statements and notes thereto contained in the Company's latest Annual Report filed with the SEC on Form 10-K. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the results of operations for the interim periods presented have been reflected herein. The results of operations for such interim periods are not necessarily indicative of operations for a full year. Notes to the consolidated financial statements which would substantially duplicate the disclosure contained in the audited financial statements for the most recent fiscal year, 2014, as reported in Form 10-K, have been omitted.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the accompanying financial statements follows.

Management Estimates — The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect 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.

Recent Accounting Pronouncements

The Company has evaluated all the recent accounting pronouncements through the filing date and believes that none of them will have a material effect on the Company.

NOTE 3. PROPERTY AND EQUIPMENT.

SUDS Purchase

On September 23, 2015, we entered into a Purchase and Sale Agreement with SUDS Properties, LLC ("SUDS" and the "Purchase Agreement"). SUDS is 100% owned by Jovian Resources LLC ("Jovian"). Mr. Zel C. Khan, our President and CEO, is the former manager of Jovian. Pursuant to the Purchase Agreement, we acquired a 10% working interest in the SUDS field located in Creek County Oklahoma, in exchange for 10,586,805 shares of restricted common stock, representing 33% of our outstanding common stock. Based on that current market value of Rockdale stock at $0.068 per share, the price paid was $719, 902. Concurrently with the purchase, Jovian agreed to assign to Rockdale all rights to be the operator of the SUDS unit under a standard operating agreement.

Impairment of Oil & Gas Properties

Pursuant to Full-cost accounting rules, the Company recognized impairment expense relating to its oil & gas properties, subject to amortization in the amount of $0 and $668,073; during the three months and nine months ended on September 30, 2015, respectively. Impairment of oil & gas properties represents a non-cash charge against the Company's earnings. We recognized the impairment based on SEC rules, which require proved oil and gas reserves to be valued using an unweighted arithmetic average of oil and gas prices on the first day of each month for the preceding twelve-month period.

NOTE 4. GOING CONCERN

The Company has suffered recurring losses from operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The Company plans to generate profits by reworking its existing oil or gas wells and drilling additional wells, as needed. The Company will need to raise funds through either the sale of its securities, issuance of corporate bonds, joint venture agreements and/or bank financing to accomplish its goals. The Company does not have any commitments or arrangements from any person to provide the Company with any additional capital, at this time. If additional financing is not available when needed, the Company may need to cease operations. The Company may not be successful in raising the capital needed to drill and/or rework existing oil wells. Any additional wells that the Company may drill may be non-productive. Management believes that actions presently being taken to secure additional funding for the reworking of its existing infrastructure will provide the opportunity for the Company to continue as a going concern. Since the Company has an oil-producing asset, its goal is to increase the production rate by optimizing its current infrastructure. The accompanying financial statements have been prepared assuming the Company will continue as a going concern; no adjustments to the financial statements have been made to account for this uncertainty.

NOTE 5. EQUITY

Preferred Stock – 1,000,000 shares authorized, none issued or outstanding.

Common Stock – During the nine month period ending September 30, 2015, the Company sold 3,500,000 shares of common stock to private investors as part of two private placement offerings. A total of 2,200,000 shares were sold pursuant to a private offering which began on May 1, 2015, in connection with an exemption from registration provided by Regulation D of the Securities Act of 1933, as amended. We sold an aggregate of 22 units in the May 2015 offering, with each unit including 100,000 shares of common stock and warrants to purchase 100,000 shares of common stock at an exercise price of $0.12 per share at any time prior to August 5, 2018. The purchase price of the May 2015 units was $10,000 per unit. A total of 1,300,000 units were sold pursuant to a private offering which began on September 1, 2015, in connection with an exemption from registration provided by Regulation D of the Securities Act of 1933, as amended. We sold an aggregate of 13 units in the September 2015 offering as of September 30, 2015, with each unit including 100,000 shares of common stock and warrants to purchase 100,000 shares of common stock at an exercise price of $0.10 per share at any time prior to August 31, 2018. The purchase price of the September 2015 units was $6,000 per unit.

Stock based compensation of $33,778 shares was recorded related to shares issued to David N. Baker, former CEO and Director of the Company, during the three months ended March 31, 2015.

The Company received 400,000 shares from David N. Baker upon his resignation and cancelled the certificates with its transfer agent.

On May 12, 2015 Mr. Leo Womack, the Chairman of the Board, filed a Form 4 disclosing that an affiliated Family Trust had purchased 1,630,000 shares of common stock from Mr. David Baker in a private transaction at a cash price of $0.08 cents per share. Combined with prior ownership, Mr. Womack then controlled approximately 10% of the total outstanding common stock of the Company.

On May 1, 2015, the Company commenced a private offering of its securities under Regulation D to accredited investors. Each unit is comprised of 100,000 shares of common stock at a price of $0.10 cents per share and warrants to purchase an additional 100,000 shares of common stock at a price of $0.12 cents per share at any time prior to August 5, 2018. As of September 30, 2015 fourteen (14) units had been subscribed for and 1,400,000 shares of common stock had been purchased and eight (8) units were subscribed for and 600,000 shares were issued for conversion of debt. Subsequently, fifteen (15) more units have been sold and will be reflected in the 4Q of 2015. Mr. Leo Womack, Chairman of Rockdale Resources, purchased 300,000 units through the Leo B. Womack Family Trust. Mr. Lee Lytton, a Director of the Company, purchased 300,000 units, Mr. Joel Oppenheim, a Director, purchased 300,000 units through a related entity, and Jovian Petroleum Corporation, an entity beneficially owned by the Company's Chief Executive Officer and President, Zel C. Khan, purchased 100,000 units. A total of $60,000 in advances from affiliates that was disclosed as a liability in the financial statements as of March 31, 2015 were converted to equity in this offering. The conversion resulted in a $69,107 loss.

On September 1, 2015, the Company commenced a private offering of its securities under Regulation D to accredited investors. Each unit is comprised of 100,000 shares of common stock at a price of $0.06 cents per share and one warrant to purchase an additional 100,000 shares of common stock at a price of $0.10 cents per share at any time prior to August 31, 2018. As of September 30, 2015 thirteen (13) units had been subscribed for and 1,300,000 shares of common stock had been purchased.

On September 23, 2015, the Board of Directors granted Leo B. Womack, the Chairman of the Board of Directors of the Company an option to purchase 1 million shares of the Company's common stock at an exercise price of $0.06 per share, which vests on January 1, 2016, and is exercisable for 36 months thereafter. The Board also granted Lee Lytton and Joel Oppenheim, members of the Board of Directors each an option to purchase 500,000 shares of the Company's common stock at an exercise price of $0.06 per share, which vest on January 1, 2016, and are exercisable for 36 months thereafter. The fair value of the options granted on September 23, 2015 is $129,126.

On September 23, 2015, Rockdale's Board of Directors agreed to issue Mr. Zel C. Khan, the CEO and President of the Company, 1,000,000 shares of Rockdale's restricted common stock with a fair value of $60,000, in consideration for entering into an employment agreement with the Company, and were issued subsequent to September 30, 2015.

On September 24, 2015, the Board of Directors of the Company approved the adoption of the 2015 Stock Incentive Plan (the "Plan"). The plan provides an opportunity, subject to approval of our Board of Directors of individual grants and awards, for any employee, officer, director or consultant of the Company. The maximum aggregate number of shares of common stock which may be issued pursuant to awards under the Plan is 4,000,000 shares with a fair value of $129,128. The Company plans to seek stockholder ratification of the adoption of the Plan at the Company's next annual meeting of stockholders.

Summary information regarding common stock warrants issued and outstanding as of September 30, 2015, is as follows:

	Warrants	Weighted Average Exercise Price	Aggregate intrinsic value	Weighted average remaining contractual life (years)
Outstanding at year end December 31, 2014	4,170,111	$ 0.77	$ -	6.06
Granted	3,500,000	0.11	-	2.87
Exercised	-	-	-	
Expired	-	-	-	
Outstanding at September 30, 2015	7,670,111	$ 0.47	$ -	4.61

NOTE 6. COMMITMENTS AND CONTINGENCIES

The Company, as a lessee of oil and gas properties, is subject to various federal, state and local laws and regulations relating to discharge of materials into, and protection of, the environment. These laws and regulations may, among other things, impose liability on the Company for the cost of pollution clean-up resulting from operations and subject the Company to liability for pollution damages. In some instances, the Company may be directed to suspend or cease operations in the affected area. The Company is not aware of any environmental claims existing as of September 30, 2015, which have not been provided for, or covered by insurance or which may have a material impact on its financial position or results of operations. There can be no assurance, however, that current regulatory requirements will not change, or past noncompliance with environmental laws will not be discovered on the Company's properties.

NOTE 7. SUBSEQUENT EVENTS

Twin Lakes San Andres Unit Interest Acquisition

On November 4, 2015, we acquired a 15% net working interest in the "Twin Lakes San Andres Unit" or "TLSAU" field located in Chavez County, New Mexico (the "Net Working Interest") and all operating equipment on the field, pursuant to the terms of a Memorandum of Agreement between the Company and Blue Sky NM, Inc. ("BSNM"), which was dated November 4, 2015 (the "Purchase Agreement").

The total purchase price for the acquisition of the Net Working Interest and equipment rights was $196,875. The Company paid $50,000 in cash to BSNM and executed a Promissory Note for the remaining balance ($146,875) (the "Note"). The Note is due on or before December 31, 2015, accrues interest at the rate of 10% per annum and the repayment of the Note is secured by 1,000,000 shares of restricted common stock of the Company. The Company also has the right to a one-time extension of the maturity date of the note (extending the maturity date for 90 days) if we issue BSNM 500,000 additional shares of restricted common stock.

In connection with the acquisition we were also required to place necessary bonds with the New Mexico Energy Department, not to exceed $400,000 in value.

The Company became the new operator of the field effective November 15, 2015.

TLSAU is 45 miles from Roswell, New Mexico and consists of 4,864 acres with 130 wells of which only 6 are currently online. The last independent reserve report was prepared in November 2013 by American Energy Advisors, Inc. and reflects approximately 2.8 million barrels of proven oil reserves for 100% interest.

Promissory Note Acquisition

The Company also acquired an Installment Promissory Note with a face value of $1.3 million from BSNM on November 4, 2015, who had previously purchased the note from the Bankruptcy Trustee appointed by the United States Bankruptcy Court for the district of New Mexico, in connection with the Bankruptcy of Orbit Petroleum, Inc., pursuant to the terms of a Memorandum of Agreement between the Company and BSNM, dated November 4, 2015. The note originally issued in September 2010, evidences amounts due from Canyon E&P Company to the Bankruptcy Trustee (now us pursuant to the acquisition), which are past due and in default and currently accrue interest at the rate of 10% per annum. The note is secured by a significant amount of surface equipment and several mineral leases, including the TLSAU lease noted above. The note was purchased for total consideration of six million shares of Rockdale Resources unregistered restricted common stock.

Offering

On September 1, 2015, the Company began a new private offering of “Units” (each consisting of 100,000 shares of restricted common stock and a warrant to purchase an additional 100,000 shares of common stock at an exercise price of $0.10 per share at any time prior to August 31, 2018), with each unit being sold for $6,000 per Unit. Subsequent to September 30, 2015, we sold 15 Units (1.5 million restricted shares of common stock and warrants to purchase 1.5 million shares of common stock) for an aggregate of $90,000.

FORWARD LOOKING STATEMENTS

This report contains statements which, to the extent that they do not recite historical fact, constitute forward-looking statements. These statements can be identified by the fact that they do not relate strictly to historical or current facts and may include the words “may,” “could,” “should,” “would,” “believe,” “expect,” “anticipate,” “estimate,” “intend,” “plan” or other words or expressions of similar meaning. We have based these forward-looking statements on our current expectations about future events. The forward-looking statements include statements that reflect management’s beliefs, plans, objectives, goals, expectations, anticipations and intentions with respect to our financial condition, results of operations, future performance and business, including statements relating to our business strategy and our current and future development plans.

The potential risks and uncertainties that could cause our actual financial condition, results of operations and future performance to differ materially from those expressed or implied in this report include:

- the sale prices of crude oil;
- the amount of production from oil wells in which we have an interest;
- lease operating expenses;
- international conflict or acts of terrorism;
- general economic conditions;
- the availability of funding and the terms of such funding;
- our growth strategies;
- anticipated trends in our business;
- our ability to make or integrate acquisitions;
- our liquidity and ability to finance our exploration, acquisition and development strategies;
- market conditions in the oil and gas industry;
- the timing, cost and procedure for future acquisitions;
- the impact of government regulation;
- estimates regarding future net revenues from oil and natural gas reserves and the present value thereof;
- legal proceedings and/or the outcome of and/or negative perceptions associated therewith;
- planned capital expenditures (including the amount and nature thereof);
- increases in oil and gas production;
- changes in the market price of oil and gas;
- changes in the number of drilling rigs available;
- our financial position, business strategy and other plans and objectives for future operations; and
- other factors disclosed in this report and our other filings with the SEC.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance or achievements. Many factors discussed in this report, some of which are beyond our control, will be important in determining our future performance. Consequently, actual results may differ materially from those that might be anticipated from the forward-looking statements. In light of these and other uncertainties, you should not regard the inclusion of a forward-looking statement in this report as a representation by us that our plans and objectives will be achieved, and you should not place undue reliance on such forward-looking statements. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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

Background

Rockdale Resources Corporation (the "Company", "we" and "us") was incorporated in Colorado on January 16, 2002.

We planned to sell custom framed artwork, art accessories, and interior design consulting. However, we generated only limited revenue since inception and have been inactive since 2008.

In February 2012, we decided it would be in the best interests of our shareholders to no longer pursue our original business plan and, in April 2012 we became active in the exploration and development of oil and gas properties.

On May 4, 2012, we amended our articles of incorporation and changed our name to Rockdale Resources Corporation.

On June 11, 2015, the board of directors increased the size of the board of directors from two to three members by adding Joel Oppenheim to the board of directors to fill the newly created vacancy. Joel Oppenheim has owned and operated the Oppenheim Group since 1991. The Oppenheim Group is a real estate consulting firm that has represented multiple Fortune 10 and Fortune 100 Companies on their commercial real estate needs throughout the United States.

Plan of Operation

We evaluate undeveloped and/or underdeveloped oil and gas prospects and participate in drilling activities on those prospects, which, in the opinion of management, are favorable for the production of oil or gas. If, through our review, a geographical area indicates geological and economic potential, we will attempt to acquire leases or other interests in the area. We may then attempt to sell portions of our leasehold interests in a prospect to third parties, thus sharing the risks and rewards of the exploration and development of the prospect with the other owners. One or more wells may be drilled on a prospect, and if the results indicate the presence of sufficient oil and gas reserves, additional wells may be drilled on the prospect.

Our strategy is to acquire other similar prospects in or adjacent to existing fields with further development potential and minimum risk in the same area.

We may also acquire a working interest in one or more prospects from others and participate with the other working interest owners in drilling, and if warranted, completing oil or gas wells on a prospect.

Our activities will primarily be dependent upon available financing, which can be affected by a prolonged reduction in oil price.

Oil and gas leases are considered real property. Title to properties which we may acquire will be subject to landowner's royalties, overriding royalties, carried working and other similar interests and contractual arrangements customary in the oil and gas industry, to liens for current taxes not yet due, and liens for amounts owing to persons operating wells, and to other encumbrances. As is customary in the industry, in the case of undeveloped properties, little investigation of record title will be made at the time of acquisition (other than a preliminary review of local records). However, drilling title opinions may be obtained before commencement of drilling operations.

Minerva-Rockdale Field

The Minerva-Rockdale Field, which is located approximately 30 miles Northeast of Austin, Texas, was first discovered in 1921 and is approximately 50 square miles in size. The main producing formation for this field is the Upper Cretaceous Navarro Group of sands and shale. The Navarro is typically subdivided into several producing zones from the uppermost “A” and “B” sands to the lower “C” and “D” sands. The “B” sand is the primary producing zone. These sands are commonly fine grained and poorly sorted and were deposited close to a shoreline during a cycle of marine regression.

In April 2013, the Company entered into a lease pertaining to a 423 acre tract in Milam County, Texas, which is adjacent to the Company’s original 200 acre lease. The Company issued 500,000 shares of its common stock as consideration for a 100% working interest (75% net revenue interest) in such lease.

In June 2013, we drilled two wells at approximately $120,000 each.

In August 2013, we became an oil and gas operator and took over the operating of 100% of our wells. We worked independently with vendors to drill wells on our lease with the supervision of the Company’s former director, Matthew Ferguson.

In August 2013, we drilled one well at a cost of approximately $120,000 and converted one existing well to an injection well.

On October 2, 2013, the Company executed a Paid Up Oil and Gas Lease (the “New Lease”) between Noack Farms, LLC (“Noack”), as Lessor, and the Company, as Lessee. Under the New Lease, Noack leased to the Company 623.29 acres in Milam County, Texas, for the purpose of exploring for, developing, producing, and marketing oil and gas, along with all hydrocarbon and hydrocarbon substances produced in association therewith. The New Lease provides for royalties of 1/6th of the production from the leased premises to be paid to Noack.

The land described in the New Lease was subject to a pre-existing Paid Up Oil and Gas Lease dated June 20, 2011, from Noack, as Lessor, to Ardent 1, LLC, as Lessee (the “Prior Lease”). The New Lease provided that it was subordinate to the Prior Lease, and that it would not become effective until the termination or release of the Prior Lease.

By virtue of a series of assignments, the Prior Lease previously had been assigned to the Company as Lessee effective as of March 20, 2012. (The assignment to the Company is filed as Exhibit 10.7 to the Company’s Quarterly Report on Form 10-Q for the period ended June 30, 2013, filed with the Securities and Exchange Commission on August 14, 2013, and the Prior Lease is filed as Exhibit 10.8 to such Quarterly Report.) All of the Company’s current wells are drilled on the 623.29 acres that constitute the leased premises under the New Lease and the Prior Lease.

On October 24, 2013, the Company filed a release of the Prior Lease.

In January 2014, the Company drilled one well at a cost of approximately $120,000.

In March 2014, the Company drilled three additional wells but did not complete them by March 31, 2014. Total cost per well is approximately $120,000.

The cost to drill and complete any remaining wells on the 623 acre lease will be approximately $120,000 per well.

As of September 30, 2015, the Company has sixteen wells drilled and completed, of which fourteen wells are currently online and producing at a rate of approximately 30 barrels (bbls) of oil and 60 bbls of water per day.

If, in our sole discretion, the estimated future production from wells drilled on the leases in the Minerva-Rockdale Field does not warrant further drilling, we plan to drill wells in other areas.

The Company continues with the rework of the wells at Minerva/Rockdale field and has implemented a paffin maintenance program.

Completion of Acquisition of Assets.

SUDS Properties Acquisition

On September 23, 2015, the Company entered into a Purchase and Sale Agreement ("Purchase Agreement") with SUDS Properties, LLC ("SUDS"). SUDS is 100% owned by Jovian Resources, LLC. Mr. Zel C. Khan, our President and CEO, is the former manager of Jovian Resources, LLC.

Pursuant to the Purchase Agreement, we acquired a ten percent (10%) working interest in the SUDS field located in Creek County Oklahoma, in exchange for 10,586,805 shares of restricted common stock, representing 33% of the Company's then outstanding common stock. Such shares were calculated based on the relative 1P reserves currently owned by the Company and the 1P reserves being acquired through the transaction without regard to the Company's common share price.

Based on the, then, current market value of the Company's stock ($0.068 per share), the price paid was $719,902 or $4.76 dollars per barrel of oil (Bbl). Through this transaction, the Company increased its reserve base by approximately 151,000 Bbls of (1P) proven reserves.

The acquisition was effective October 1, 2015 for all purposes. Concurrently with the purchase, Jovian Resources LLC agreed to assign to Rockdale Resources Corp all rights to be the operator of the SUDS unit under a standard operating agreement.

Twin Lakes San Andres Unit Interest Acquisition

On November 4, 2015, we acquired a 15% net working interest in the "Twin Lakes San Andres Unit" or "TLSAU" field located in Chavez County, New Mexico (the "Net Working Interest") and all operating equipment on the field, pursuant to the terms of a Memorandum of Agreement between the Company and Blue Sky NM, Inc. ("BSNM"), which was dated November 4, 2015 (the "Purchase Agreement").

The total purchase price for the acquisition of the Net Working Interest and equipment rights was $196,875. The Company paid $50,000 in cash to BSNM and executed a Promissory Note for the remaining balance ($146,875) (the "Note"). The Note is due on or before December 31, 2015, accrues interest at the rate of 10% per annum and the repayment of the Note is secured by 1,000,000 shares of restricted common stock of the Company. The Company also has the right to a one-time extension of the maturity date of the note (extending the maturity date for 90 days) if we issue BSNM 500,000 additional shares of restricted common stock.

In connection with the acquisition we were also required to place necessary bonds with the New Mexico Energy Department, not to exceed $400,000 in value.

The Company became the new operator of the field effective November 15, 2015.

TLSAU is 45 miles from Roswell, New Mexico and consists of 4,864 acres with 130 wells of which only 6 are currently online. The last independent reserve report was prepared in November 2013 by American Energy Advisors, Inc. and reflects approximately 2.8 million barrels of proven oil reserves for 100% interest.

Promissory Note Acquisition

The Company also acquired an Installment Promissory Note with a face value of $1.3 million from BSNM on November 4, 2015, who had previously purchased the note from the Bankruptcy Trustee appointed by the United States Bankruptcy Court for the district of New Mexico, in connection with the Bankruptcy of Orbit Petroleum, Inc., pursuant to the terms of a Memorandum of Agreement between the Company and BSNM, dated November 4, 2015. The note originally issued in September 2010, evidences amounts due from Canyon E&P Company to the Bankruptcy Trustee (now us pursuant to the acquisition), which are past due and in default and currently accrue interest at the rate of 10% per annum. The note is secured by a significant amount of surface equipment and several mineral leases, including the TLSAU lease noted above. The note was purchased for total consideration of six million shares of Rockdale Resources unregistered restricted common stock.

Results of Operations / Liquidity and Capital Resources

Revenues & Costs – Three months ended September 30, 2015 and 2014

Revenues

Our total revenue reported for the quarter ended September 30, 2015 was $34,689, a decrease of $152,613 from the prior year's quarter. Our decreased revenue for the quarter ended September 30, 2015 as compared with the prior year's quarter is due to the more than 50% decrease in oil prices and a number of wells requiring paraffin wax treatment.

Operating Expenses

Operating expenses decreased to $197,478 for the quarter ended September 30, 2015 from $368,028 for the quarter ended September 30, 2014. Our major expenses for the quarter ended September 30, 2015 were lease operating expense of $45,368, legal and professional fees of $57,205 and management fees of $60,000. In comparison, major operating expenses for the quarter ended September 30, 2014 were stock-based contract labor of $83,505, lease operating expenses of $77,319, legal and professional fees of $34,744 and salaries and wages of $80,000.

Our lease operating expenses decreased due to closer oversight and more efficient operating procedures. Our general and administrative expenses decreased as a result of our efforts to operate more efficiently, including a significant decrease in stock based-based contract labor.

Other Income/Expenses

Other expenses were $39,851 for the quarter ended September 30, 2015; an increase of $10,295 from other expenses of $29,556 for the same period ended 2014. This was primarily due to interest of $49,851.

Net Loss

Net loss for the quarter ended September 30, 2015 was $202,640 compared to a net loss of $210,282 for the quarter ended September 30, 2014, a decrease in net loss of $7,642, due to the factors described above.

Revenues & Costs – Nine months ended September 30, 2015 and 2014

Revenues

Our total revenue reported for the first nine months of 2015 was $162,848, a decrease of $385,098 from the first nine months of 2014. Our decreased revenue for the first nine months of 2015 as compared with the first nine months of 2014 is due to the more than 50% decrease in oil prices and a number of wells requiring paraffin wax treatment.

Operating Expenses

Operating expenses decreased to $1,308,214 for the first nine months of 2015 from $1,932,903 for the first nine months of 2014. Our major expenses for the first nine months of 2015 were impairment of oil and gas properties of $668,073, lease operating expense of $179,422, stock based compensation of $44,779, legal and professional fees of $136,901 and management fees of $90,000. In comparison, major operating expenses for the first nine months of 2014 were stock-based contract labor of $1,071,635, lease operating expenses of $240,455, legal and professional fees of $163,407 and salaries and wages of $194,531.

Our lease operating expenses decreased due to closer oversight and more efficient operating procedures. Our general and administrative expenses decreased as a result of our efforts to operate more efficiently, including a significant decrease in stock based-based contract labor.

Other Income/Expenses

Other expenses were $188,504 for the first nine months of 2015; an increase of $99,685 from other expenses of $88,819 for the first nine months of 2014. This was primarily due to interest of $137,881 for the first nine months of 2015, an increase from $88,819 for the same period of 2014. The increase was also due to a $69,107 loss on conversion of debt for the nine months ended September 30, 2015, compared to $0 for the nine months ended September 30, 2014.

Net Loss

Net loss for the first nine months of 2015 was $1,333,871 compared to a net loss of $1,473,776 for the first nine months of 2014 due to the factors described above.

Our sources and (uses) of funds for the nine months ended September 30, 2015 were:

Cash provided (used) in operations	$	(290,270)
Proceeds from sale of property and equipment		4,525
Proceeds from issuance of common stock		238,000
Purchase property and equipment		(19,854)
Proceeds form shareholders advances		71,000
Payments on shareholders advances		(7,000)
Payments on notes payable		(12,638)

Critical Accounting Policies and New Accounting Pronouncements

See Note 2 to the financial statements included as part of our Annual Report on Form 10-K, filed with the Securities and Exchange Commission on May 26, 2015 for a description of our critical accounting policies and the potential impact of the adoption of any new accounting pronouncements.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we may become party to litigation or other legal proceedings that we consider to be a part of the ordinary course of our business. We are not currently involved in any legal proceedings that we believe could reasonably be expected to have a material adverse effect on our business, prospects, financial condition or results of operations. We may become involved in material legal proceedings in the future.

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

We have previously disclosed in our Current Reports on Form 8-K all unregistered equity securities that we issued during the quarter ended September 30, 2015, and from September 30, 2015 to date.

Item 4. Controls and Procedures.

(a) We maintain a system of controls and procedures designed to ensure that information required to be disclosed in reports filed or submitted under the Securities Exchange Act of 1934, as amended ("1934 Act"), is recorded, processed, summarized and reported within time periods specified in the SEC's rules and forms and to ensure that information required to be disclosed by us in the reports that we file or submit under the 1934 Act is accumulated and communicated to our management, including our Principal Executive and Financial Officer, as appropriate to allow timely decisions regarding required disclosure. As of September 30, 2015, our Principal Executive and Financial Officer evaluated the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation, our Principal Executive and Financial Officer concluded that there was a material weakness related to our disclosure controls and procedures were they were not effective at that date. This issue included inadequate month-end closing review to ensure all required analysis and entries have been performed and entered. Subsequently, management is ensuring these additional procedures are performed.

(b) *Changes in Internal Controls*. There were no significant changes in our internal controls over financial reporting during the quarter ended September 30, 2015 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 5. Other Information

On September 24, 2015, the Board of Directors of the Company approved the adoption of a Code of Ethical Business Conduct (the "Code of Conduct") that applies to all of our directors, officers and employees and sets forth certain general and ethical principles and guidelines which all such persons are required to follow and abide by. A copy of the Code of Conduct is filed herewith as Exhibit 14.1.

Government Regulation

Various state and federal agencies regulate the production and sale of oil and natural gas. All states in which we plan to operate impose restrictions on the drilling, production, transportation and sale of oil and natural gas.

The Federal Energy Regulatory Commission (the "FERC") regulates the interstate transportation and the sale in interstate commerce for resale of natural gas. The FERC's jurisdiction over interstate natural gas sales has been substantially modified by the Natural Gas Policy Act under which the FERC continued to regulate the maximum selling prices of certain categories of gas sold in "first sales" in interstate and intrastate commerce.

FERC has pursued policy initiatives that have affected natural gas marketing. Most notable are (1) the large-scale divestiture of interstate pipeline-owned gas gathering facilities to affiliated or non-affiliated companies; (2) further development of rules governing the relationship of the pipelines with their marketing affiliates; (3) the publication of standards relating to the use of electronic bulletin boards and electronic data exchange by the pipelines to make available transaction information on a timely basis and to enable transactions to occur on a purely electronic basis; (4) further review of the role of the secondary market for released pipeline capacity and its relationship to open access service in the primary market; and (5) development of policy and promulgation of orders pertaining to its authorization of market-based rates (rather than traditional cost-of-service based rates) for transportation or transportation-related services upon the pipeline's demonstration of lack of market control in the relevant service market. We do not know what effect the FERC's other activities will have on the access to markets, the fostering of competition and the cost of doing business.

Our sale of oil and natural gas liquids will not be regulated and will be at market prices. The price received from the sale of these products will be affected by the cost of transporting the products to market. Much of that transportation is through interstate common carrier pipelines.

Federal, state, and local agencies have promulgated extensive rules and regulations applicable to our oil and natural gas exploration, production and related operations. Most states require permits for drilling operations, drilling bonds and the filing of reports concerning operations and impose other requirements relating to the exploration of oil and natural gas. Many states also have statutes or regulations addressing conservation matters including provisions for the unitization or pooling of oil and natural gas properties, the establishment of maximum rates of production from oil and natural gas wells and the regulation of spacing, plugging and abandonment of such wells. The statutes and regulations of some states limit the rate at which oil and natural gas is produced from our properties. The federal and state regulatory burden on the oil and natural gas industry increases our cost of doing business and affects our profitability. Because these rules and regulations are amended or reinterpreted frequently, we are unable to predict the future cost or impact of complying with those laws.

Competition and Marketing

We will be faced with strong competition from many other companies and individuals engaged in the oil and gas business, many are very large, well-established energy companies with substantial capabilities and established earnings records. We will be at a competitive disadvantage in acquiring oil and gas prospects since we must compete with these individuals and companies, many of which have greater financial resources and larger technical staffs. It is nearly impossible to estimate the number of competitors; however, it is known that there are a large number of companies and individuals in the oil and gas business.

Exploration for and production of oil and gas are affected by the availability of pipe, casing and other tubular goods and certain other oil field equipment including drilling rigs and tools. We will depend upon independent drilling contractors to furnish rigs, equipment and tools to drill our wells. Higher prices for oil and gas may result in competition among operators for drilling equipment, tubular goods and drilling crews, which may affect our ability expeditiously to drill, complete, recomplete and work-over wells.

The market for oil and gas is dependent upon a number of factors beyond our control, which at times cannot be accurately predicted. These factors include the proximity of wells to, and the capacity of, natural gas pipelines, the extent of competitive domestic production and imports of oil and gas, the availability of other sources of energy, fluctuations in seasonal supply and demand, and governmental regulation. In addition, there is always the possibility that new legislation may be enacted which would impose price controls or additional excise taxes upon crude oil or natural gas, or both. Oversupplies of natural gas can be expected to recur from time to time and may result in the gas producing wells being shut-in. Imports of natural gas may adversely affect the market for domestic natural gas.

The market price for crude oil is significantly affected by policies adopted by the member nations of Organization of Petroleum Exporting Countries ("OPEC"). Members of OPEC establish prices and production quotas among themselves for petroleum products from time to time with the intent of controlling the current global supply and consequently price levels. We are unable to predict the effect, if any, that OPEC or other countries will have on the amount of, or the prices received for, crude oil and natural gas.

Gas prices, which were once effectively determined by government regulations, are now largely influenced by competition. Competitors in this market include producers, gas pipelines and their affiliated marketing companies, independent marketers, and providers of alternate energy supplies, such as residual fuel oil. Changes in government regulations relating to the production, transportation and marketing of natural gas have also resulted in significant changes in the historical marketing patterns of the industry. Generally, these changes have resulted in the abandonment by many pipelines of long-term contracts for the purchase of natural gas, the development by gas producers of their own marketing programs to take advantage of new regulations requiring pipelines to transport gas for regulated fees, and an increasing tendency to rely on short-term contracts priced at spot market prices.

Item 6. Exhibits

See the Exhibit Index following the signature page to this Quarterly Report on Form 10-Q for a list of exhibits filed or furnished with this report, which Exhibit Index is incorporated herein by reference.

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.

ROCKDALE RESOURCES CORPORATION

November 23, 2015	By:	/s/ Zel C. Khan
		Zel C. Khan Chief Executive Officer and President (Principal Executive Officer and Principal Accounting/Financial Officer)

EXHIBIT INDEX

Exhibit No.	Description
2.1	Purchase and Sale Agreement effective October 1, 2015, by and between SUDS Properties, LLC and Rockdale Resources Corporation (Filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed on September 28, 2015, and incorporated herein by reference)
10.1	Employment Agreement with Mr. Zel C. Khan dated September 23, 2015 (Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 28, 2015, and incorporated herein by reference)
10.2	Form of Warrant Agreement for the deferral of Mr. Khan's salary (Filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on September 28, 2015, and incorporated herein by reference)
10.3	Memorandum of Agreement dated November 4, 2015, by and between Blue Sky NM, Inc. and Rockdale Resources Corporation, relating to the 15% Net Working Interest in the Twin Lakes San Andres Unit (Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 10, 2015, and incorporated herein by reference)
10.4	$146,875 Promissory Note with Financial Assurance & Bonds dated November 4, 2015, owed by Rockdale Resources Corporation to Blue Sky NM, Inc. (Filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on November 10, 2015, and incorporated herein by reference)
10.5	Memorandum of Agreement dated November 4, 2015, by and between Blue Sky NM, Inc. and Rockdale Resources Corporation, relating to the acquisition of a $1.3 million promissory note in connection with the Bankruptcy of Orbit Petroleum, Inc. (Filed as Exhibit 10.3 to the Company's Current Report on Form 8-K filed on November 10, 2015, and incorporated herein by reference)
10.6	$1.3 million Installment Promissory Note due from Canyon E&P Company dated September 24, 2010 (Filed as Exhibit 10.4 to the Company's Current Report on Form 8-K filed on November 10, 2015, and incorporated herein by reference)
10.7	2015 Stock Incentive Plan (Filed as Exhibit 10.5 to the Company's Current Report on Form 8-K filed on November 10, 2015, and incorporated herein by reference)
14.1*	Code of Ethical Business Conduct
31.1*	Section 302 Certification of Periodic Report of Principal Executive Officer and Principal Financial Officer.
32.1**	Section 906 Certification of Periodic Report of Principal Executive Officer and Principal Financial Officer.
*101.INS	XBRL Instance Document.
*101.SCH	XBRL Schema Document.
*101.CAL	XBRL Calculation Linkbase Document.
*101.DEF	XBRL Definition Linkbase Document.
*101.LAB	XBRL Label Linkbase Document.
*101.PRE	XBRL Presentation Linkbase Document.

* Exhibits filed herewith.

** Exhibits furnished herewith.

Exhibit 14.1

CODE OF ETHICAL BUSINESS CONDUCT

Rockdale Resources Corporation (the "**Company**" or "**Rockdale**") has enjoyed a reputation as a company of high integrity. The Company has worked hard to earn the respect of customers, suppliers, and the public. This Code of Ethical Business Conduct ("**Code**") embodies Rockdale's commitment to continue to enjoy this fine reputation into the future. For that reason, the Company expects its directors, officers and employees to share the commitment to comply with all the provisions of the Code and the spirit in which it is intended.

This Code describes the general principles and guidelines applicable to all directors, officers and employees of the Company. Although the general principles outlined in this Code apply to the conduct of all of the Company's business transactions, the Company's directors, officers and employees are also bound by other specific Company policies. All managers are responsible for the enforcement of, and compliance with, all policies of the Company, including distribution and communications to ensure employee knowledge of and compliance with these policies.

APPLICATION OF THE CODE

Every director, officer, and employee ("**employees**") of the Company is required to comply with the Code and all Company policies. We also expect those agents, consultants and other representatives ("**associates**") working on the Company's behalf will adhere to high ethical standards. Accordingly, no director, officer or employee of the Company should ask an agent, consultant or other representative to engage in conduct that would be prohibited by the Code or any Company policy or applicable law.

Directors, officers and employees of the Company are expected to maintain high ethical standards in their actions and working relationships with customers, suppliers, fellow employees, competitors, representatives of government, and others. All members of the Company are expected to act in business matters with dual responsibility to the public interest and the Company's interest, above their own. Employees must use sound business practices to maintain their integrity and that of the Company.

COMPLIANCE WITH LAWS

It is the Company's policy to comply with all applicable federal, state and local laws and regulations in the conduct of its business. The Company, its associates and employees are prohibited by law from influencing or inducing favorable government action through bribery or collusion. Accordingly, no associates or employee shall make any payment or offer anything of value in the form of compensation, gift, contribution or otherwise to any government agent, employee or official, whether appointed or elected, for the purpose of inducing favorable governmental action. Should any associate or employee receive a solicitation for a payment, bribe, gift, or contribution from any government agent, employee or official, whether appointed or elected, it should be reported to the General Counsel or outside legal counsel ("**General Counsel**") immediately.

Any requests for information from a governmental or regulatory body should be immediately referred to the General Counsel's office for review. No associate or employee of the Company shall knowingly withhold or conceal information legally requested by any governmental or regulatory body, or knowingly furnish incorrect or misleading information to such body. Any associate or employee of the Company who either knows or has reason to believe that the Company itself, or another Company associate or employee has knowingly withheld or concealed, or is knowingly withholding or concealing information legally requested, or has knowingly furnished, or is knowingly furnishing materially incorrect or misleading information to any governmental or regulatory body, shall immediately report that good faith belief to the General Counsel.

The General Counsel will promptly review any such reports and make the determination whether any material requested by any governmental body is subject to any legal privilege and may be lawfully withheld. In no instance, will the Company or any of its employees knowingly and intentionally provide materially incorrect or misleading information to any government body.

USE OF CORPORATE FUNDS AND RESOURCES

No director, officer or employee will use Company funds, resources or property for his or her personal benefit unless such use is consistent with Company policy or has been properly approved by appropriate Company personnel. Company property must not be sold, loaned, given away, or otherwise disposed of-regardless of condition or value-without proper authorization.

POLITICAL ACTIVITIES AND CONTRIBUTIONS

Corporate funds shall not be used for direct or indirect contributions to political parties, candidates or campaigns. The Company does not prohibit directors, officers or employees from making personal contributions of their time and funds to political candidates, causes or parties of their choice. However, the decision to make such a contribution is personal and imposes no responsibility or obligation on the Company. Company employees may not use work time to assist any party or campaign, and may not be reimbursed for personal political activity.

PAYMENTS TO GOVERNMENT OFFICIALS

It is a violation of Company policy, to give or offer, either directly or indirectly, anything of value to government officials in order to influence their actions or decisions. Company funds or assets will not be used to make gifts to, provide entertainment for, or furnish assistance or other services to, government employees or public officials to induce them to do business with the Company. The U.S. Foreign Corrupt Practices Act applies globally and makes it illegal to offer or give money or anything of value, either directly or indirectly, to foreign government officials in order to obtain, retain or direct business, or to acquire any improper advantage. Nothing of value may be given to a government official, even if deemed nominal, without prior written approval of the Company's General Counsel. Employees are expected to report any request by a government official for payment of money or anything of value, and to report any circumstances that calls into question the integrity of the Company's dealings with government officials.

FINANCIAL ACCOUNTING AND REPORTING

Every director, officer and employee of the Company, and particularly the Chief Executive Officer and the Chief Financial Officer, are required to comply in all respects with all applicable laws, rules and regulations regarding financial accounting and reporting. This includes, but is not limited to, the laws, rules and regulations of the Securities and Exchange Commission ("**SEC**") and the Financial Accounting Standards Board ("**FASB**").

Good financial reporting starts with good recordkeeping, and the Company and its management rely on its records to prepare financial statements that present its results of operations and financial position in a full, fair, accurate, timely and understandable manner. These financial statements are relied on by stockholders, creditors, government authorities, and the public. It is therefore critical that all employees involved with recording, summarizing and maintaining business and accounting records do so in accordance with the following:

- All assets, liabilities, revenues and expenses will be recorded in the financial reports of the Company;
- No undisclosed or unrecorded funds or accounts will be established for any purpose;
- No false or artificial entries will be made for any reason; and
- No payments will be approved or made with the intention or understanding that any part of the payments are to be used for any purpose other than that described by the documentation supporting the payment.

Persons involved in preparing and finalizing the Company's financial information, whether for internal or external reporting purposes, should do so in accordance with the following:

- Assist in maintaining internal control over financial reporting.
- Communicate openly and honestly with the Company's external public accountants with respect to quarterly and annual financial reporting and related disclosures.
- Ensure the financial statements and related disclosures include all information deemed necessary to achieve an appropriate degree of transparency of business transactions.

The Chief Executive Officer and the Chief Financial Officer must assure that financial information disclosed in public communications and in the Company's periodic reports filed with the SEC is reported fully, fairly and accurately and in a timely and understandable manner. Every director, officer and employee of the Company, and particularly, the Chief Executive Officer and the Chief Financial Officer must promptly report (confidentially, if desired) to the Company's Board of Directors or to the Company's General Counsel:

- Any material violation of any applicable law, rule or regulation;
- Any incidence of fraud, whether material or not, by management or other persons responsible for recording, processing, summarizing or reporting information required to by disclosed by the Company in reports and statements filed with the SEC; and
- Any material information, fact or circumstance, including any deficiency in any internal control over financial reporting, that could affect or render untrue the information contained in any periodic report that the Company is required to file with the SEC or other regulatory body or that is disclosed in other public communications.

CONFLICT OF INTEREST
RELATIONS WITH EMPLOYEES

It is the policy of the Company to provide employment opportunity, wages, and opportunities for advancement, training, and growth to all employees on the basis of merit. It is also the policy of the Company to comply with all existing legislation and established regulations of the various applicable governmental bodies concerned with prohibiting discrimination. The Company will not tolerate discrimination, harassment or other inappropriate treatment of employees on the basis of race, religion, sex, age, national origin, veteran status, disability, sexual orientation, gender identity and/or expression or other legally protected status. It is the Company's practice to deal fairly and equitably with all employees.

The Company is committed to providing a safe and healthy workplace, and shall maintain and, when appropriate, improve its plants, equipment, and methods to that end.

The Company encourages expression by employees about their work, including their ideas for continuous improvement.

ENVIRONMENTAL PROTECTION

The Company conducts its operations with the highest regard for the quality of the environment, including water, air and general land usage. The objective is to comply with standards established by appropriate local, state, or federal agencies at every operating location where emissions into water sources, the atmosphere or solid waste disposal are present. Directors, officers and employees must conduct the business of the Company in an environmentally sound manner, and must comply with applicable environmental laws and regulations.

PROTECTION AND INFORMATION

All directors, officers and employees must be in compliance with the following:

· All confidential information about the Company, including inventions, discoveries, formulas, trade secrets, customer lists and employee data, as well as confidential information acquired by the Company from another company, individual or entity subject to a secrecy and proprietary rights agreement, will be kept confidential. Employees must maintain the confidentiality of such information during and subsequent to the period of employment with the Company.

· Information gathered on competitors, customers, suppliers and other entities with which the Company does business, must be acquired legally and in a manner consistent with the Company's high level of ethics and proper business conduct. Directors, officers and employees who inadvertently obtain confidential information belonging to another company should contact the General Counsel prior to use or disclosure of such information.

· Directors, officers and employees of the Company should recognize that the business records and communications that they create have the potential to become public in the future. Therefore, the Company's directors, officers and employees should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies in any and all of their work-related communications. This applies equally to e-mail, internal memos and formal reports. Furthermore, the Company's directors, officers and employees are required to comply with the terms of the Company's document retention policies at all times, to avoid even the appearance of impropriety.

FAIR DEALING

Each director, officer and employee of the Company shall deal fairly with the Company's customers, suppliers, competitors and employees. No director, officer or employee may take unfair advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of material facts or any other unfair dealing practice.

ENFORCEMENT

The Code is important to the Company and must be taken seriously by all employees. Accordingly, violations of the Code will not be tolerated and will result in disciplinary action, which can include oral or written reprimand, probation, suspension or termination, in accordance with Company policy.

HOW TO HANDLE SUSPECTED VIOLATIONS OF THE CODE

All directors, officers and employees are expected to seek advice from appropriate personnel if they have any questions about the application of the Code to a specific situation. In addition, to help the Company achieve full compliance, directors, officers and employees are encouraged to raise questions and good faith concerns, and to cooperate fully in any investigation. Known or suspected violations are expected to be reported immediately.

Officers and employees should address their questions and concerns first to their managers, if appropriate. Directors should address their concerns to the Board of Directors unless the concern deals with an accounting, internal accounting control or auditing concern, in which case the concern should be referred to the Chair of the Audit Committee (if such committee exists) or the Chairman of the Board of Directors.

AMENDMENTS AND WAIVERS OF THE CODE

Only the Board of Directors may amend or waive a provision of the Code for directors and executive officers of the Company, including the Chief Executive Officer and the Chief Financial Officer. Any such amendment or waiver must be disclosed publicly if and as required by law or stock exchange listing standard.

EXHIBIT 31.1

CERTIFICATION

I, Zel C. Khan, certify that;

1. I have reviewed this Quarterly Report on Form 10-Q for the three months ended September 30, 2015, of Rockdale Resources 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. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-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. I have disclosed, based on my 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

By: /s/ Zel C. Khan

Zel C. Khan,
Chief Executive Officer and President
(Principal Executive Officer and Principal
Accounting/Financial Officer)

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Rockdale Resources Corporation (the “Company”) on Form 10-Q for the period ending September 30, 2015 as filed with the Securities and Exchange Commission (the “Report”), Zel C. Khan, the Principal Executive, Financial and Accounting Officer of the Company hereby certifies, 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.

November 23, 2015

By: /s/ Zel C. Khan
Zel C. Khan,
Chief Executive Officer and President
(Principal Executive Officer and Principal
Accounting/Financial Officer)

The foregoing certification is not deemed filed with the Securities and Exchange Commission for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing. 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.