



DIVISION OF  
CORPORATION FINANCE

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

August 10, 2015

Via E-mail

Matthew J. Colbert  
Chief Financial Officer  
Amazing Energy Oil and Gas, Co.  
701 S. Taylor Street, Suite 470 LB113  
Amarillo, TX 79101

**Re: Amazing Energy Oil and Gas, Co.  
Forms 10-Q for Quarters ended January 31, 2015 and April 30, 2015  
Filed March 17, 2015 and June 15, 2015  
Amendment No. 1 to Form 8-K  
Filed August 6, 2015  
File No. 0-52392**

Dear Mr. Colbert:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/Tia L. Jenkins

Tia L. Jenkins  
Senior Assistant Chief Accountant  
Office of Beverages, Apparel, and  
Mining