

AMERICAN PETRO-HUNTER INC  
Form 10QSB  
May 19, 2006

**FORM 10-QSB**

**U.S. SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

(Mark One)

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

For the quarterly period ended: March 31, 2006

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: 0-22723

**AMERICAN PETRO-HUNTER INC.**

(Exact name of registrant as specified in its charter)

**NEVADA**

(State of incorporation)

**98-0171619**

(IRS Employer ID No.)

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**Suite 205 16055 Fraser Highway**

**Surrey, British Columbia, Canada V3S 2W9**

(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (604) 507-2181**

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

As of May 15, 2006 the Registrant had 8,265,000 shares of Common Stock outstanding.

Transitional Small Business Disclosure Format (check one); Yes  No

THE REGISTRANT MEETS THE CONDITIONS SET FORTH IN GENERAL INSTRUCTION AND IS THEREFORE FILING THIS FORM WITH THE REDUCED DISCLOSURE FORMAT.

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**Part I Financial Information**

**Item 1 Financial Statements.**

**AMERICAN PETRO-HUNTER INC.**

**(A company at the exploratory stage)**

**Balance Sheets**

## Expressed in US dollars

March 31,

2006

December 31, 2005

See Note 1 basis of presentation and going concern

(Unaudited)

(Audited)

## Assets

## Current

Cash	\$ 45,610	\$ 49,551
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Accounts receivable	1,499	374
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Prepaid expenses	215	-
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	47,324	49,925
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Intangible Assets (Net)	1	1
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	\$ 47,325	\$ 49,926
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## Liabilities

## Current

Accounts payable and accrued liabilities	\$ 222,537	\$ 214,938
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Accounts payable related parties (Note 2)	65,874	55,891
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Loan Guarantee	84,858	84,858
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	373,269	355,687
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## Stockholder s Equity

## Capital Stock

Authorized: 200,000,000 common shares par value \$0.001

Issued: March 31, 2006 - 8,265,000 shares

December 31, 2005 - 8,265,000 shares	8,265	8,265
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Additional paid-in capital	3,036,128	3,036,128
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Deferred Compensation (Note 4)	-	-
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Accumulated other comprehensive loss	(32,918)	(33,849)
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Deficit	(3,337,419)	(3,316,305)
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	(325,944)	(305,761)
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\$ 47,325

\$ 49,926

The accompanying notes are an integral part of these financial statements

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**AMERICAN PETRO-HUNTER INC.**  
**(A company at the exploratory stage)**  
**Interim Statement of Operations and Deficit**  
**For the Three Months Ended March 31, 2006**  
**(Unaudited- expressed in US dollars)**

See Note 1 basis of presentation and going concern

	<b>Three Months Ended</b>		<b>Inception</b>
	<b>March 31,</b>		<b>Jan. 24, 1996 to</b>
	<b>2006</b>	<b>2005</b>	<b>March 31,</b>
			<b>2006</b>
<u>Expenses</u>			
Administration	\$ 14,179	\$ 8,516	\$ 1,494,970
Executive compensation	6,421	6,201	380,909
Finders Fees	—	—	48,000
Rent	514	495	61,338
Research & development	—	—	566,875
	<b>21,114</b>	15,212	2,552,092
Loss for the period, before undernoted items	<b>(21,114)</b>	(15,212)	(2,552,092)
Write-off loans and advances	—	—	(327,451)
Write-down of investment	—	—	(7,499)

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Loss from discontinued operations	—	—	(365,519)
Loss from loan guarantee	—	—	(84,858)
Net loss for the period	<b>(21,114)</b>	(15,212)	(3,337,419)
<u>Other comprehensive income (loss), net of tax</u>			
Foreign currency translation adjustment	<b>931</b>	1,000	(32,918)
Comprehensive loss	<b>(20,183)</b>	(14,212)	(3,370,337)
Basic and diluted loss per share	<b>\$(0.002)</b>	\$ (0.002)	
Basic and diluted weighted average number of shares outstanding	<b>8,265,000</b>	6,525,620	

The accompanying notes are an integral part of these financial statements

**AMERICAN PETRO-HUNTER INC.****(A company at the exploratory stage)****Interim Statement of Cash Flows****(Unaudited- expressed in US dollars)**

See Note 1 basis of presentation and going concern

	<b>Three Months Ended</b>		<b>Inception</b>
	<b>March 31,</b>		<b>Jan. 24, 1996 to</b>
	<b>2006</b>	<b>2005</b>	<b>March 31,</b>
			<b>2006</b>
Cash flows from (used in) operating activities			
Net loss from continuing operations	\$ (21,114)	\$ (15,212)	\$ (2,971,901)
Items not affecting cash:			
Shares Issued for services rendered	—	480	992,558
Loss from loan guarantee	—	—	84,858
Write down investment in AEI Trucolor	—	—	7,499
Compensation stock purchase warrants issued	—	—	80,000
Stock purchase warrants issued for finders fees	—	—	48,000
Changes in non-cash working capital items:			
Accounts receivable	(1,125)	202	(1,499)
Accounts payable and accrued liabilities	17,582	6,082	1,798,079
Prepaid expenses	(215)	—	(225)
Discontinued operations	—	—	(365,519)
	<b>(4,872)</b>	<b>(8,448)</b>	<b>(328,140)</b>
Financing Activities			
Issuance of common shares	—	—	502,400
Share issue costs	—	—	(95,732)
Share subscriptions received	—	25,000	—
Loans from related parties	—	(3,796)	—
	—	21,204	406,668
Effect of exchange rate changes on cash	931	1,000	(32,918)
Increase (Decrease) in cash and cash equivalents	<b>(3,941)</b>	13,756	45,610

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Cash and cash equivalents, beginning of period		<b>49,551</b>		495		—
Cash and cash equivalents, end of period	\$	<b>45,610</b>	\$	14,251	\$	45,610

**Supplemental Disclosure of Non-Cash Activities**

Shares issued in settlement of debt	\$		\$		\$	1,509,667
Shares issued for services rendered	\$		\$		\$	992,558
Shares issued for investment	\$		\$		\$	7,500

The accompanying notes are an integral part of these financial statements

**AMERICAN PETRO-HUNTER INC.**

**(A Company at the exploratory stage)**

**Notes to the financial statements**

**For the three months ended March 31, 2006**

**(Unaudited- expressed in US dollars)**

**1. BASIS OF PRESENTATION AND GOING CONCERN**

The accompanying unaudited financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission ( SEC ) and, in the opinion of management, include all adjustments (consisting of normal recurring accruals) necessary for fair presentation of financial position, results of operations and cash flows for the interim periods. Certain information and footnote disclosures normally included in financial statements prepared in accordance with United States generally accepted accounting principles have been condensed or omitted pursuant to the rules and regulations of the SEC. The Company believes that the disclosures contained herein are adequate to make the information presented not misleading. The statements of operations for the three months ended March 31, 2006 are not necessarily indicative of the results to be expected for the full year. These unaudited financial statements should be read in conjunction with the audited financial statements and accompanying notes included in the Company's 2005 Annual Report on Form 10-KSB for the year ended December 31, 2005.

As of March 31, 2006, the Company has not reached a level of operations which would finance day-to-day activities. These financial statements have been prepared on the assumption that the Company is a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate when a company is not expected to continue operations for the foreseeable future. The Company's continuation as a going concern is dependent upon its ability to attain profitable operations and generate funds therefrom and/or raise equity capital or borrowings sufficient to meet current and future obligations. The Company incurred losses from operations of \$21,114 and \$15,212 for the three-month periods ended March 31, 2006 and 2005 respectively. The Company had working capital deficiencies of \$325,945 as of March 31, 2006 and \$305,762 as of December 31, 2005. These conditions give rise to substantial doubt about the Company's ability to continue as a going concern.

**2.**

**RELATED PARTY TRANSACTIONS**

During the three-month period ended March 31, 2006:



(i)

The Company paid or accrued \$6,421 (2005 - \$6,201) for management fees to a director.

(ii)

A total of \$6,837 (2005 - \$4,964) was paid or accrued to a company owned by a director of the Company for accounting fees, office services and rent.

(iii)

Accounts payable related parties includes \$65,874 (2005 - \$31,254) payable to a director and a company owned by a director for services, disbursements, and advances to the Company.

**3.**

### **COMPARATIVE FIGURES**

Certain comparative figures have been reclassified to conform to the current quarter's presentation.

**4.**

### **RESTATEMENT**

The accompanying financial statements have been restated to correct the presentation of other comprehensive income which was included in net loss of prior periods. The effect of the restatement was to increase the net loss for the quarter ended March 31, 2005 by \$1,000 (no effect on per share amounts) and to increase Other Comprehensive Income by the same amount. Deficit and Accumulated Other Comprehensive Loss at the beginning of 2005 have been adjusted for the cumulative effects of the restatements of prior years.

**Item 2 Management Discussion and Analysis**

(a) Liquidity

The Company is experiencing illiquidity and has been dependent upon shareholders and directors to provide funds to maintain its activities. At March 31, 2006, the balance of funds loaned by the shareholders amounted to \$33,004, which is included in accounts payable. There are no specific terms of repayment.

(b) Capital Resources

The Company had a working capital deficiency of \$325,945 at March 31, 2006. As noted above, the Company has been funding from shareholders and directors, and has also received funds from a private placement of shares.

(c) Results of Operations

For the three-month period ended March 31, 2006, the Company incurred a net loss of \$21,114.

Administration expenses for the three-month period amounted to \$14,179 compared to \$8,516 the same period of 2005. The higher expenses in the 2006 period were due to higher than estimated costs for audit and accounting work to complete the 2005 year end, and completion of amended quarterlies resulting from requests for amendments from the Securities and Exchange Commission, as well as due to increases resulting from the higher value of the Canadian dollar at March 31, 2006. Most of the Company's expenses are incurred in Canadian dollars, which have increased due to the higher rate of exchange for the Canadian dollar. In addition, Canadian dollar denominated accounts payable have increased in US dollars due to the higher exchange rate.

(d) Stock Options and Warrants

The Company currently has 800,000 stock options outstanding priced at \$0.15 with an expiry date of October 31, 2006, and has 1,739,380 warrants outstanding at a price of \$0.10, expiry November 22, 2008..

**Item 3 - Controls and Procedures**

As required by SEC rules, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures at the end of the period covered by this report. This evaluation was carried out under the supervision and with the participation of our management, including our principal executive officer and principal financial officer. Based upon this evaluation, these officers have concluded that the design and operation of our disclosure controls and procedures are effective. There were no changes in our internal control over financial reporting or in other factors that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Disclosure controls and procedures are our controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file under the Exchange Act is accumulated and communicated to our management, including principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

**Part II - Other Information**

Item 1 - Legal Proceedings: None

Item 2 - Changes in Securities: None.

Item 3. - Default Upon Senior Securities: There are no defaults to report.

Item 4. - Submission of Matters to a Vote of Security Holders: None

Item 5. - Other Information. None

Item 6: Exhibits and Reports on Form 8-K: None.



***Exhibits***

31.1

Rule 13a-14a/15d-14a Certification of Chief Executive Officer

31.2

Rule 13a-14a/15d-14a Certification of Chief Financial Officer

31.3

Section 1350 Certification of Chief Executive Officer

31.4

Section 1350 Certification of Chief Financial Officer

**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.

AMERICAN PETRO-HUNTER INC.

Dated: May 15, 2006

*/s/Patrick A. McGowan*

Patrick A. McGowan, President

*/s/ Peter G. Rook-Green*

Peter G. Rook-Green, Chief Financial Officer

**Exhibit 31.1**

Pursuant to the requirements of Rule 13a-14 of the Securities Exchange Act of 1934, as amended, provides the following certification.

I, Patrick A. McGowan, President, CEO and Director of American Petro-Hunter, Inc. ("Company"), certify that:

1.

I have reviewed this quarterly report on Form 10-QSB of American Petro-Hunter, Inc.;

2.

Based on my knowledge, this quarterly 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 quarterly report;

3.

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

4.

The other directors 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 small business issuer and have:

a.

Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to American Petro-Hunter, Inc., including its consolidated subsidiaries, is made known to us by other 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 my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statement for external purposes in accordance with generally accepted accounting principles.

c.

Evaluated the effectiveness of the small business issuer'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 on such evaluation; and

d.

Disclosed in this report any change in American Petro-Hunter, Inc.'s internal control over financial reporting that occurred during American Petro-Hunter's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, American Petro-Hunter's internal control over financial reporting; and

5.

The other directors and I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of our 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 Company's ability to record, process, summarize and report financial data; and

b.

Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting



Date: May 15, 2006

/s/ Patrick A. McGowan

Patrick McGowan,

President and Director

**Exhibit 31.2**

Pursuant to the requirements of Rule 13a-14 of the Securities Exchange Act of 1934, as amended, provides the following certification.

I, Peter Rook-Green, Secretary, CFO and Director of American Petro-Hunter, Inc. ("Company"), certify that:

1.

I have reviewed this quarterly report on Form 10-QSB of American Petro-Hunter, Inc.;

2.

Based on my knowledge, this quarterly 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 quarterly report;

3.

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

4.

The other directors 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 small business issuer and have:

a.

Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to American Petro-Hunter, Inc., including its consolidated subsidiaries, is made known to us by other 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 my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statement for external purposes in accordance with generally accepted accounting principles.

c.

Evaluated the effectiveness of the small business issuer'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 on such evaluation;; and

d.

Disclosed in this report any change in American Petro-Hunter, Inc.'s internal control over financial reporting that occurred during American Petro-Hunter's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, American Petro-Hunter's internal control over financial reporting; and

5.

The other directors and I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of our 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 Company's ability to record, process, summarize and report financial data; and

b.

Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting

Date: May 15, 2006

/s/Peter G. Rook-Green

Peter Rook-Green,

Secretary, CFO and Director

**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 American Petro-Hunter, Inc. on Form 10-QSB for the three-months ending March 31, 2006 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Patrick McGowan, President and Director of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief: (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 result of operations of the Company.

/s/Patrick A. McGowan

Patrick McGowan

President and Director

May 15, 2006

**Exhibit 32.2**

**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 American Petro-Hunter, Inc. on Form 10-QSB for the three-months ending March 31, 2006, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Peter Rook-Green, Secretary, CFO and Director of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief: (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 result of operations of the Company.

/s/Peter G. Rook-Green

Peter Rook-Green

Secretary, CFO and Director

May 15, 2006