

AMERICAN PETRO-HUNTER INC
Form 10-Q
August 13, 2009

U.S. 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: June 30, 2009

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.)

17470 North Pacesetter Way
Scottsdale, AZ 85255
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (480) 305-2052

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

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

Yes No

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller Reporting company
(Do not check if smaller reporting company)

Edgar Filing: AMERICAN PETRO-HUNTER INC - Form 10-Q

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

Yes No

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

Class	Outstanding at August 11, 2009
Common stock, \$.001 par value	23,748,561

AMERICAN PETRO HUNTER, INC.
FORM 10-Q

June 30, 2009

INDEX

	PAGE
Part I. FINANCIAL INFORMATION	
Item 1. Financial Statements	
Balance Sheets as of June 30, 2009 (Unaudited) and December 31, 2008 (Audited)	5
Statements of Operations for the three and six month periods ended June 30, 2009 and 2008 and for the period from January 24, 1996 (inception) to June 30, 2009 (Unaudited).	6
Statements of Cash Flows for the three and six month periods ended June 30, 2009 and 2008 and for the period from January 24, 1996 (inception) to June 30, 2009 (Unaudited).	7
Notes to Financial Statements	8
Item 2. Management's Discussion and Analysis of Financial Conditions and Results of Operations	17
Item 3. Qualitative and Quantitative Disclosures About Market Risk	20
Item 4. Controls and Procedures	20
Part II. OTHER INFORMATION	20
Item 1. Legal Proceedings	20
Item 1A. Risk Factors	20
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	25
Item 3. Defaults Upon Senior Securities	25
Item 4. Submission of Matters to a Vote of Security Holders	25
Item 5. Other Information	25
Item 6. Exhibits	26
Signature Page	27
Certifications	
Exhibit 31.1	
Exhibit 31.2	
Exhibit 32	

FORWARD-LOOKING STATEMENTS

This Report on Form 10-Q contains forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. Reference is made in particular to the description of our plans and objectives for future operations, assumptions underlying such plans and objectives, and other forward-looking statements included in this report. Such statements may be identified by the use of forward-looking terminology such as “may,” “will,” “expect,” “believe,” “estimate,” “anticipate,” “intend,” “continue,” or similar terms, variations of such terms, or the negative of such terms. Such statements are based on management's current expectations and are subject to a number of factors and uncertainties, which could cause actual results to differ materially from those described in the forward-looking statements. Such statements address future events and conditions concerning, among others, capital expenditures, earnings, litigation, regulatory matters, liquidity and capital resources and accounting matters. Actual results in each case could differ materially from those anticipated in such statements by reason of factors such as future economic conditions, changes in consumer demand, legislative, regulatory and competitive developments in markets in which we operate, results of litigation and other circumstances affecting anticipated revenues and costs, and the risk factors set forth under the heading “Risk Factors” in our Annual report on Form 10-K for the fiscal year ended December 31, 2008, filed on April 15, 2009.

As used in this Form 10-Q, “we,” “us” and “our” refer to American Petro-Hunter Inc., which is also sometimes referred to as the “Company.”

YOU SHOULD NOT PLACE UNDUE RELIANCE ON THESE FORWARD LOOKING STATEMENTS

The forward-looking statements made in this report on Form 10-Q relate only to events or information as of the date on which the statements are made in this report on Form 10-Q. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events. You should read this report and the documents that we reference in this report, including documents referenced by incorporation, completely and with the understanding that our actual future results may be materially different from what we expect or hope.

Part 1. Financial Information

Item 1. Financial Statements

American Petro-Hunter Inc.
(A Development Stage Company)

Condensed Financial Statements
(Expressed in U.S. Dollars)
(Unaudited)
30 June 2009

4

American Petro-Hunter Inc.
(A Development Stage Company)
Condensed Balance Sheets
(Expressed in U.S. Dollars)
(Unaudited)

	As at 30 June 2009 \$	As at 31 December 2008 (Audited) \$
Assets		
Current		
Cash and cash equivalents	374,643	136
Taxes recoverable	2,111	2,003
	376,754	2,139
Mineral properties (Note 4)	400,666	-
	777,420	2,139
Liabilities		
Current		
Accounts payable and accrued liabilities	188,352	217,252
Due to related party (Note 5)	25	123,877
Notes payable (Note 8)	63,974	31,518
Convertible debenture (Notes 6 and 13)	500,000	-
Loan guarantee (Note 7)	87,740	83,293
	840,091	455,940
Stockholders' deficiency		
Common stock (Note 9)		
200,000,000 voting shares, par value \$0.001 authorized; 22,248,561 and 10,065,019 shares issued and outstanding at 30 June 2009 and 31 December 2008, respectively	22,249	10,065
Common stock to be issued, 1,500,000 and 800,000 shares at 30 June 2009 and 31 December 2008, respectively	217,132	40,000
Additional paid-in capital	3,820,317	3,124,328
Accumulated comprehensive gain (loss)	28,604	(8,114)
Deficit accumulated during the development stage	(4,150,973)	(3,620,080)
	(62,671)	(453,801)

777,420

2,139

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

5

Edgar Filing: AMERICAN PETRO-HUNTER INC - Form 10-Q

American Petro-Hunter Inc.
(A Development Stage Company)
Condensed Statements of Operations
(Expressed in U.S. Dollars)
(Unaudited)

	For the three month period ended 30 June 2009 \$	For the three month period ended 30 June 2008 \$	For the six month period ended 30 June 2009 \$	For the six month period ended 30 June 2008 \$	For the period from the date of inception on 24 January 1996 to 30 June 2009 \$
Revenues	-	-	-	-	-
Expenses					
General and administrative	88,443	40,909	127,912	58,214	1,861,452
Executive compensation	54,273	-	72,749	-	484,022
Exploration costs	44,624	-	44,624	-	44,624
Finders' fees	28,375	-	28,375	-	76,375
Interest	2,725	-	3,835	-	14,801
Rent	-	-	200	-	64,298
Research and development	-	-	-	-	566,875
Net loss before other items	(218,440)	(40,909)	(277,695)	(58,214)	(3,112,447)
Other items					
Loan placement fee (Note 7)	(230,616)	-	(238,227)	-	(238,227)
Loss from discontinued operations	-	-	-	-	(365,519)
Loss from loan guarantee	-	-	-	-	(84,858)
Loss from settlement of debt	-	-	(14,971)	-	(14,971)
Write-down of investments	-	-	-	-	(7,500)
Write-off loans and advances	-	-	-	-	(327,451)
Net loss for the period	(449,056)	(40,909)	(530,893)	(58,214)	(4,150,973)
Other comprehensive gain (loss)					
Foreign currency translation gain	7,709	1,754	36,718	12,728	28,604
Comprehensive loss	(441,347)	(39,155)	(494,175)	(45,486)	(4,122,369)
Basic and diluted loss per common share	(0.021)	(0.004)	(0.031)	(0.007)	

Weighted average number of common shares used in per share calculations	21,610,715	9,291,686	17,243,740	8,775,516
---	------------	-----------	------------	-----------

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

6

American Petro-Hunter Inc.
 (A Development Stage Company)
 Condensed Statements of Cash Flows
 (Expressed in U.S. Dollars)
 (Unaudited)

	For the six month period ended 30 June 2009 \$	For the six month period ended 30 June 2008 \$	For the period from the date of inception on 24 January 1996 to 30 June 2009 \$
Cash flows used in operating activities			
Net loss for the period	(530,893)	(58,214)	(3,785,454)
Adjustments to reconcile net loss to net cash used in operating activities:			