

AMERICAN PETRO-HUNTER INC
Form 10-Q/A
January 28, 2011

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

FORM 10-Q/A

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

For the quarterly period ended: September 30, 2010

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 or Other Jurisdiction of
Incorporation or Organization)

98-0171619
(I.R.S. Employer
Identification Number)

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

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

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)

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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 November 12, 2010
Common stock, \$.001 par value	27,060,561

AMERICAN PETRO HUNTER INC.
FORM 10-Q

September 30, 2010

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EXPLANATORY NOTE

This Quarterly Report on Form 10-Q/A amends the Quarterly Report on Form 10-Q of American Petro-Hunter, Inc., a Nevada corporation (the “Company,” “we,” “us,” or “our”) originally filed with the SEC on November 15, 2010, to among other things, to revise the discussion of our oil and gas properties in Note 2 to the financial statements and to revise Note 4 to the financial statements - Investments in Mineral Properties.

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, 2009, filed on March 26, 2010.

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 I—FINANCIAL INFORMATION

Item 1. Financial Statements.

Amerian Petro-Hunter, Inc.
(A Development Stage Company)
Condensed Balance Sheets

	(Unaudited) September 30, 2010	December 31, 2009
Assets		
Current assets:		
Cash	\$ 3,307	\$ 38,021
Accounts receivable	12,941	5,018
Other receivable	-	13,184
Taxes recoverable	2,111	2,111
Prepaid expenses	2,200	-
Total current assets	20,559	58,334
Investments in mineral properties	930,964	708,434
Total assets	\$ 951,523	\$ 766,768
Liabilities and Stockholders' (Deficit)		
Liabilities:		
Accounts payable and other liabilities	\$ 257,424	\$ 184,602
Note payable	39,304	35,977
Convertible debenture	1,334,783	-
Accrued interest on convertible debenture	79,499	-
Convertible debenture, net of discount of \$0 and \$384,021	633,306	599,285
Accrued interest on convertible debenture	9,750	-
Loan guarantee	94,860	94,860
Total liabilities	2,448,926	914,724
Stockholders' equity		
Common stock, \$0.001 par value, 200,000,000 shares authorized, 27,060,561 and 23,748,561 shares issued and outstanding as of September 30, 2010 and December 31, 2009, respectively	27,061	23,749
Common stock to be issued; 542,857 and 1,830,825 as of September 30, 2010 and December 31, 2009, respectively	543	1,831
Additional paid-in capital	5,833,288	5,110,636
Accumulated comprehensive gain (loss)	(8,114)	(8,114)
(Deficit) accumulated during development stage	(7,350,181)	(5,276,058)
Total stockholders' (deficit)	(1,497,403)	(147,956)
Total liabilities and stockholders' (deficit)	\$ 951,523	\$ 766,768

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

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Amerian Petro-Hunter, Inc.
(A Development Stage Company)
Condensed Statements of Operations

	For the three months ended		For the nine months ended		from January 24, 1996 (inception) to September 30, 2010
	September 30,		September 30,		
	2010	2009	2010	2009	
Revenue	\$ 37,840	\$ 54,981	\$ 57,963	\$ 54,981	\$ 135,691
Cost of Goods Sold					
Production expenses	23,463	2,491	34,834	2,491	47,924
Gross profit	14,377	52,490	23,129	52,490	87,767
General and administrative	106,141	81,314	306,319	282,225	2,458,655
Executive compensation	79,000	63,000	364,000	135,749	937,237
Rent	12,532	179	33,697	379	93,910
Impairment expense	642,260	516,150	759,160	516,150	1,859,340
Total expenses	839,933	660,643	1,463,176	934,503	5,349,142
Net loss before other income (expense)	(825,556)	(608,153)	(1,440,047)	(882,013)	(5,261,375)
Other income (expense):					
Interest expense	(179,218)	(80,949)	(634,076)	(84,784)	(899,516)
Loan placement fee	-	-	-	(238,227)	(238,227)
Loss from loan guarantee	-	-	-	-	(84,858)
Loss from settlement of debt	-	-	-	(14,971)	(14,971)
Income from debt forgiveness	-	-	-	-	85,960
Total other income (expenses)	(179,218)	(80,949)	(634,076)	(337,982)	(1,151,612)
Net loss from continuing operations	(1,004,774)	(689,102)	(2,074,123)	(1,219,995)	(6,412,987)
Net loss from discontinued operations	-	-	-	-	(937,194)
Net loss	(1,004,774)	(689,102)	(2,074,123)	(1,219,995)	(7,350,181)
Foreign currency translation gain	-	(16,497)	-	20,221	(8,114)
Comprehensive loss	\$ (1,004,774)	\$ (705,599)	\$ (2,074,123)	\$ (1,199,774)	\$ (7,358,295)

common shares outstanding basic and fully diluted	27,060,561	23,039,770	26,170,218	19,182,852
Net (loss) per share basic and fully diluted	(0.037)	(0.031)	\$ (0.079)	\$ (0.063)

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

Amerian Petro-Hunter, Inc.
(A Development Stage Company)
Condensed Statement of Cash Flows

	For the nine months ended		For the Period from January 24, 1996 (inception) to September 30, 2010
	September 30,		
	2010	2009	
Cash flows from operating activities			
Net loss	\$ (2,074,123)	\$ (1,219,995)	\$ (7,350,181)
Adjustments to reconcile net (loss) to net cash used in operating activities:			
Accrued interest on notes payable	3,325	1,472	19,724
(Gain) loss from loan guarantee	-	4,447	94,860
Warrants issued for services	-	238,227	366,227
Shares issued for services and compensation	170,000	-	1,162,558
Amortization of discount	384,022	52,199	581,627
Impairment expense	759,160	-	1,531,889
Accrued interest on convertible debenture	89,249	516,150	89,249
Changes in operating assets and liabilities:			
(Increase) decrease in accounts receivable	(7,923)	(9,642)	(12,941)
(Increase) decrease in other receivable	13,184	-	-
(Increase) decrease in taxes recoverable	-	(108)	(2,111)
(Increase) decrease in prepaid expenses	(2,200)	-	(2,200)
Increase (decrease) in accounts payable and other liabilities	72,822	152,855	2,035,785
Increase (decrease) in due to related parties	-	(123,852)	(107,170)
Net cash (used) by operating activities	(592,484)	(388,247)	(1,592,684)
Cash flows from investing activities			
Acquisition of investments in mineral properties	(981,689)	(1,093,758)	(2,455,352)
Net cash provided by investing activities	(981,689)	(1,093,758)	(2,455,352)
Cash flows from financing activities			
Proceeds from sale of common stock, net of share issuance costs	155,000	262,132	803,168
Proceeds from warrant exercise	49,676	-	695,200
Purchase of common shares for promissory note	-	219,863	-
Proceeds from note payable	-	106,779	243,000
Proceeds from convertible debenture	1,334,783	999,985	2,334,783
Payments for convertible debenture	-	-	(16,694)
Net cash provided by financing activities	1,539,459	1,588,759	4,059,457
Foreign currency translation effect on cash	-	20,221	(8,114)
Net increase (decrease) in cash	(34,714)	126,975	3,307
Cash - beginning	38,021	136	-
Cash - ending	\$ 3,307	\$ 127,111	\$ 3,307

Supplemental disclosures:

Interest paid	\$	88,500	\$	-	\$	88,500
Income taxes paid	\$	-	\$	-	\$	-

Non-cash transactions:

Warrants issued for services	\$	-	\$	-	\$	366,227
Shares issued for services and compensation	\$	170,000	\$	-	\$	1,162,558
Note payable converted to common stock	\$	350,000	\$	-	\$	569,864
Accounts payable converted to common stock	\$	-	\$	-	\$	165,082

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

Amerian Petro-Hunter, Inc.
Condensed Statement of Stockholder's Equity (Deficit)

	Common Stock		Additional Paid-in Capital	Common Stock to be issued	Deficit accumulated during the development stage	Accumulated Comp. gain(loss)	Total Stockholder's Equity (Deficit)
	Shares	Amount					
Shares issued for cash, net of issue costs	10,497,300	\$ 10,497	\$ 296,833	\$ -	\$ -	\$ -	\$ 307,330
Net income	-	-	-	-	4,856	-	4,856
Balance at December 31, 1996	10,497,300	10,497	296,833	-	4,856	-	312,186
Shares issued for cash, net of issue costs	187,416	187	46,850	-	-	-	47,037
Net loss	-	-	-	-	(96,386)	-	(96,386)
Unrealized foreign exchange gain	-	-	-	-	-	8,258	8,258
Balance at December 31, 1997	10,684,716	10,684	343,683	-	(91,530)	8,258	271,095
Stock reverse split 3:1	(7,123,094)	(7,123)	7,123	-	-	-	-
Shares issued	7,773,026	7,773	1,980,833	-	-	-	1,988,606
Unrealized foreign exchange loss	-	-	-	-	-	(8,258)	(8,258)
Net loss	-	-	-	-	(1,798,830)	-	(1,798,830)
Balance at December 31, 1998	11,334,648	11,334	2,331,639	-	(1,890,360)	-	452,613
1998 issuance cancelled	(4,800,000)	(4,800)	(1,339,200)	-	-	-	(1,344,000)
Share issue costs	500,000	500	85,000	-	-	-	85,500
Net loss	-	-	-	-	(307,331)	-	(307,331)
Balance at December 31, 1999	7,034,648	7,034	1,077,439	-	(2,197,691)	-	(1,113,218)
Shares issued	4,435,570	-	1,083,791	-	-	-	1,083,791
Finders' fees	-	-	48,000	-	-	-	48,000
Share purchase warrants	-	-	80,000	-	-	-	80,000
Net loss	-	-	-	-	(547,097)	-	(547,097)
Balance at December 31, 2000	11,470,218	7,034	2,289,230	-	(2,744,788)	-	(448,524)
	(10,323,196)	(5,887)	5,887	-	-	-	-

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Stock reverse split 10:1							
Shares issued	4,253,617	4,254	552,106	-	-	-	556,360
Net loss	-	-	-	-	(297,352)	-	(297,352)
Balance at December 31, 2001	5,400,639	5,401	2,847,223	-	(3,042,140)	-	(189,516)
Shares issued	220,000	220	21,780	-	-	-	22,000
Net loss	-	-	-	-	(29,664)	-	(29,664)
Balance at December 31, 2002	5,620,639	5,621	2,869,003	-	(3,071,804)	-	(197,180)
Shares issued	430,000	430	25,370	-	-	-	25,800
Other comprehensive loss	-	-	-	-	17,920	(17,920)	-
Net loss	-	-	-	-	(57,652)	-	(57,652)
Balance at December 31, 2003	6,050,639	6,051	2,894,373	-	(3,111,536)	(17,920)	(229,032)
Shares issued for services rendered	475,000	475	56,525	-	-	-	53,774
Other comprehensive loss	-	-	-	-	-	(9,773)	(9,773)
Net loss	-	-	-	-	(134,058)	-	(134,058)
Balance at December 31, 2004	6,525,639	6,526	2,950,898	-	(3,245,594)	(27,693)	(319,089)
Shares issued for services rendered	-	-	-	-	-	-	3,226
Shares issued for cash	1,739,380	1,739	85,230	-	-	-	86,969
Other comprehensive loss	-	-	-	-	-	(6,156)	(6,156)
Net loss	-	-	-	-	(70,711)	-	(70,711)
Balance at December 31, 2005	8,265,019	8,265	3,036,128	-	(3,316,305)	(33,849)	(305,761)
Other comprehensive loss	-	-	-	-	-	(6,380)	(6,380)
Net loss	-	-	-	-	(72,398)	-	(72,398)
Balance at December 31, 2006	8,265,019	8,265	3,036,128	-	(3,388,703)	(40,229)	(384,539)
Other comprehensive loss	-	-	-	-	-	(49,031)	(49,031)
Share subscription received in advance	-	-	-	60,000	-	-	60,000
Net loss	-	-	-	-	(107,554)	-	(107,554)
Balance at December 31, 2007	8,265,019	8,265	3,036,128	60,000	(3,496,257)	(89,260)	(481,124)
	1,200,000	1,200	58,800	(60,000)	-	-	-

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Share issued for subscription recd in 07							
Common stock sold at \$0.05 per share	600,000	600	29,400	-	-	-	30,000
Share subscription received in 2008	-	-	-	40,000	-	-	40,000
Other comprehensive gain	-	-	-	-	-	81,146	81,146
Net loss	-	-	-	-	(123,823)	-	(123,823)
Balance at December 31, 2008	10,065,019	10,065	3,124,328	40,000	(3,620,080)	(8,114)	(453,801)
Shares owed at December 31, 2008							
issued	800,000	800	39,200	(40,000)	-	-	-
Shares issued for cash	2,250,000	2,250	42,750	-	-	-	45,000
Shares issued for accts payable conversion	8,254,088	8,254	156,828	-	-	-	165,082
Shares issued for notes payable conversion	879,454	880	218,984	-	-	-	219,864
Warrants issued for services	-	-	238,227	-	-	-	238,227
Warrant exercise	1,500,000	1,500	223,500	-	-	-	