

AMERICAN PETRO-HUNTER INC  
Form 10KSB/A  
February 06, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

**FORM 10-KSB/A2**

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

For the fiscal year ended December 31, 2004

**AMERICAN PETRO-HUNTER INC.**

(A Company in the Exploratory Stage)

(Name of Small Business Issuer in its Charter)

**Nevada**  
(State or other jurisdiction of  
incorporation or organization)

**E.I.N. 98-0171619**  
(I.R.S. Employer  
Identification No.)

**205 16055 Fraser Highway, Surrey, B.C.**

(Address of principal executive office)

**V3S 2W9**

Zip/Postal Code

Registrant's telephone number: (604) 507-2181

SECURITIES REGISTERED UNDER SECTION 12 (b) OF THE ACT: NONE.

SECURITIES REGISTERED UNDER SECTION 12 (g) OF THE ACT:

Title of each class	Name of each exchange on which each class is registered
Common Stock	OTC Electronic Bulletin Board

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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 ninety (90) days.

YES ( X )

NO ( )

Check here if there is no disclosure of delinquent filers in response to Item 405 of Regulation SB is not contained in this form, and no disclosure will be contained, to the best of the registrant's knowledge, in definitive proxy of information statements incorporated by reference in Part III of the Form 10-KSB or any amendment to this Form 10-KSB.( X )\_\_

Issuer's operational revenues for its most recent fiscal year ending December 31, 2003, were \$nil. Issuer's Common Shares outstanding at March 28, 2005 were 6,525,620. The aggregate market value based on the voting stock held by non-affiliates as of March 28, 2005 was \$1,021,907 (based on 6,011,278 shares and on an average of bid and asked prices of \$0.17).

Except for the historical information contained herein, the matters set forth in this Form 10-KSB are forward looking statements within the meaning of the "Safe Harbor" provision of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risk and uncertainties that may cause actual results to differ materially. These forward-looking statements speak only as of the date hereof and the Company disclaims any intent or obligation to update these forward-looking statements.

Certain exhibits

**TABLE OF CONTENTS**

**PART I**

**ITEM 1.**

**DESCRIPTION OF BUSINESS**

**3**

**ITEM 2.**

**DESCRIPTION OF PROPERTY**

**6**

**ITEM 3.**

**LEGAL PROCEEDINGS**

**6**

**PART II**

**ITEM 4.**

**SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

**6**

**ITEM 5.**

**MARKET FOR THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS**

**7**

**ITEM 6.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

**8**

**ITEM 7.**

**FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**9**

**ITEM 8.**

**CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

**9**

**ITEM 8A**

**CONTROLS AND PROCEDURES**

**12**

**PART III**

**ITEM 9.**

-

**DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT**

**13**

**ITEM 10.**

**EXECUTIVE COMPENSATION**

**14**

**ITEM 11.**

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

**15**

**ITEM 12.**

**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

**16**

**ITEM 13.**

**EXHIBITS, FINANCIAL STATEMENT SCHEDULES & REPORTS ON FORM 8-K**

**17**

**ITEM 14.**

**PRINCIPAL ACCOUNTANT FEES AND SERVICES**

**18**



**PART 1**

ITEM 1.

**DESCRIPTION OF BUSINESS**

(a)

**BUSINESS DEVELOPMENT**

American Petro-Hunter Inc. ("the Company") was incorporated on January 24, 1996, pursuant to the laws of the State of Nevada under the name Wolf Exploration, Inc. with a business plan to acquire properties for precious metal exploration in the western United States. However after considering several properties, the Company determined that the properties identified were not suitable to fully implement an exploration and development project in the United States. In August 1996 the Company changed management and developed a new business plan.

In October 1996, the Company entered into an agreement to acquire two numbered companies that were combined with 714674 Alberta Ltd. continuing in operation. The business operated as Calgary Chemical, selling chemical products to the oil and gas industry.

In March 1997, the Company's name was changed to Wolf Industries Inc. to reflect these developments.

Effective June 30, 1998, the Company sold its subsidiary, 714674 Alberta Ltd. ("Calgary Chemical") to Gorda Technology Holdings Limited, a Turks and Caicos Islands corporation ("Gorda"). The terms of the sale were as follows:

(a)

forgiveness of the inter-company debt owed by Calgary Chemical to the Company in the amount of \$82,289 (Canadian);

(b)

Payment by Gorda to the Company of fifteen percent of Calgary Chemical's after-tax profit (as determined by generally accepted accounting principles) for the fiscal year ended December 31, 1998 payable on or before March 31, 1999 and completion of an audit of the financial statements of Calgary Chemical for such period;

(c)

Indemnification by Gorda to hold the Company harmless from any and all liability arising from the debt guarantees of Calgary Chemical;

(d)

Agreement by Gorda to hire Mr. Blair Coady as the President and Chief Executive Officer of Calgary Chemical; and

(e)

Receipt by the Company from Mr. Coady of his resignation as President and Chief Executive Officer, Secretary, and Director of the Company and the surrender of Mr. Coady's options to acquire 700,000 shares of the Company's common stock.

This agreement is incorporated by reference from the Company's 10QSB filing for the quarter ended March 31, 1998.

The sale of Calgary Chemical was subject to approval of the shareholders of the Company, which was received at the Company's annual general meeting of July 24, 1998.



ITEM 1.

**DESCRIPTION OF BUSINESS (Continued)**

(a)

**BUSINESS DEVELOPMENT (Continued)**

On April 8, 1998, the Company entered into a License agreement with Andrew Engineering Inc. ("Andrew") a British Columbia corporation, Andrew Rawicz Ph.D., and Ivan Melnyk, Ph.D., whereby the Company acquired a world-wide license to manufacture and market a patent pending device for the color matching of dentures to a dental patient's existing tooth color. Drs. Rawicz and Melnyk hold the patent pending for the color analyzer and Andrew developed and/or acquired the techniques and other proprietary information related to the device. The License agreement required the Company and Andrew to develop a business plan for manufacturing and marketing the device, including obtaining financing of \$1,500,000 US. The license agreement required the issuance of 4.8 million shares of restricted stock to Andrew with registration rights on 600,000 of those shares, and also required that Mr. Patrick McGowan be appointed President and Chief Executive Officer. Mr. McGowan signed a management agreement with the Company, and at a meeting of the Company's Board of Directors held on April 16, 1998, Mr. McGowan and Mr. A. Schwabe were appointed to the Company's Board of Directors. They were also appointed interim President and CEO, and Secretary, Treasurer respectively, pending the approval of the shareholders of the Gorda transaction wherein Mr. Coady would resign from all positions. The agreement also provided for the Company to pay a royalty to Andrew in the amount of ten percent (10%) of gross profit on sales if the Company manufactures the product itself or a Royalty of seven percent (7%) of gross revenue if manufacturing is done by an independent third party.

This agreement is incorporated by reference from the Company's 10QSB filing for the quarter ended March 31, 1998.

Upon approval by the shareholders of the sale of Calgary Chemical at the 1998 annual general meeting, Mr. P. McGowan, Mr. A. Schwabe and Dr. David Gane were elected directors, and Messrs. McGowan and Schwabe were appointed President and CEO, and Secretary, Treasurer respectively.

In September 1998, 4.8 million shares of the Company's stock were issued to Andrew in accordance with that agreement.

As a result of settlement of the litigation with AEI Trucolor Inc. ("Trucolor"), the License Agreement was cancelled and the 4,800,000 shares were returned to the treasury in 1999.

This action was settled by the execution of two agreements, the effect of which was that the Company acquired a 40% interest in Trucolor, an arm's length company. As a result of the agreement, Trucolor became the owner of the rights to the device.

Pursuant to an agreement dated June 14, 2000, the Company purchased a 100% interest in a private company owned by a former director of the Company called Travelport Media Inc. ("TPI"). TPI was a Nevada, USA incorporated private internet e-commerce technology and content development company specializing in the travel and hospitality industry. The agreement required the Company to issue 3,000,000 share purchase warrants in exchange for a 100% interest in TPI. The share purchase warrants allowed the holder to purchase 3,000,000 common shares of the Company for \$0.27 per share. The warrants became vested and exercisable over a five-year period as follows:

<b>Date of Vesting</b>	<b>Number of Warrants Vested</b>
July 1, 2000	500,000
January 1, 2001	150,000
July 1, 2001	600,000
January 1, 2002	150,000
July 1, 2002	750,000
January 1, 2003	400,000
July 1, 2003	450,000

## ITEM 1.

**DESCRIPTION OF BUSINESS (Continued)**

(a)

## BUSINESS DEVELOPMENT (Continued)

<b>Exercise Date</b>	<b>Maximum Number of warrants Available for exercise</b>
June 30, 2001	600,000
June 30, 2002	600,000
June 30, 2003	600,000
June 30, 2004	600,000
June 30, 2005	600,000

The number of share purchase warrants would vest according to the above schedule provided that the holder of the warrants remained retained as a consultant by the Company. If the warrant holder was no longer retained as a consultant, any unvested warrants would immediately expire. Before the end of December 31, 2000, the Company's relationship with the consultant and former shareholder of TPI became strained, resulting in the consultant resigning as a director of the Company on September 11, 2000. The Company has recorded the 500,000 vested warrants at their intrinsic value on the June 14, 2000 grant date of \$80,000 in the books of the Company as compensation expense. In addition, as they are no longer recoverable, the Company has written off all advances to TPI and expenses paid by the Company on TPI's behalf to the statement of loss and retained earnings (deficit) as of December 31, 2000.

In addition, the Company issued 300,000 share purchase warrants to companies controlled by a director as finder's fees for bringing the two parties in the above noted transaction together. The Warrants enabled the holder to purchase 300,000 shares of the Company at \$0.27 each for a period of five years. The Company has recorded the warrants in its books at their June 14, 2000 intrinsic value of \$48,000. As a result of the separation of the parties involved in the above transaction, the share purchase warrants were cancelled by the Company before exercise.

In November, 2000, the Company received shareholder and regulatory approval to change its name to "Travelport Systems Inc." in anticipation of its new business direction.

Subsequent to December 31, 2000, the Company entered into a settlement agreement whereby the Company would give its interest in the shares of TPI back to the original owner on the condition that the original owner and former director of the Company would assume a liability of \$86,000 which was incurred by the Company on behalf of TPI for the purchase of certain computer equipment. The \$86,000 liability is included in accounts payable of the Company as at December 31, 2000. As the computer equipment was purchased on behalf of TPI, the Company has written off its interest in the equipment as part of the advances to Travelport Media, Inc.

In addition, subsequent to December 31, 2000 the Company cancelled 150,000 share purchase options exercisable at \$0.15 per share until October 11, 2005, and the Company cancelled 200,000 share purchase options exercisable at \$0.25 per share until October 19, 2005 issued to employees of TPI.

As a result of termination of the TPI agreement, the Company decided to change its business direction to oil and gas opportunities, and received shareholder and regulatory approval to change its name to "American Petro-Hunter Inc. in August, 2001.

(b) BUSINESS OF THE ISSUER

DENTAL COLOR ANALYZER

During 1998, the Company sold Calgary Chemical and acquired the worldwide manufacturing and marketing rights to a dental color analyzer ("the product"). This technology was developed to assist the dental industry in determining the shades and colors of dental materials used in replacement and/or restorative work, by precisely matching these shades to the original teeth of patients. The dental color analyzer discriminates between the minutest differences in tooth shading and determines the best shade match for partial or total restorative material. It does so by taking into account the differences in color of spectrally unmatched materials when illuminated with different light sources such as sunlight, incandescent lamps, and fluorescent lamps.

(b)

BUSINESS OF THE ISSUER (Continued)

DENTAL COLOR ANALYZER (Continued)

Since acquiring the rights in April 1998, the Company's efforts have been directed towards research, development and business plans for manufacturing and marketing the product. This has involved manufacturing a small quantity of the product for testing and demonstration purposes; engaging technical experts and firms to evaluate the product; attendance at dental conventions and shows to demonstrate the product; attendance at various dental firms and laboratories to demonstrate and evaluate the product; and work on both the product and related software to perfect its operation. The Company has also engaged the assistance of consultants to develop marketing plans for the product. This has resulted in the Company incurring substantial research and development expenditures in the year 1998.

The Company has also held discussions with companies involved in the distribution of dental products in Canada, the United States and Europe regarding marketing of the product.

The Company developed preliminary business plans to proceed with manufacture and sale of the units, but was delayed in proceeding pending completion of this research and development, and by the action brought against the Company by AEI Trucolor

As a result of settlement of the Trucolor action, Trucolor became the owner of the dental color analyzer. The manufacturing/distribution agreement was not consummated with a third party, as anticipated by the settlement agreement, and as a result the Company owns a 40% interest in Trucolor, and GPT owns a 60% interest.

ITEM 2.

**DESCRIPTION OF PROPERTY**

Effective January, 2000, the Company relocated its office to Surrey, B.C., under a verbal agreement with R-G Management, a company owned by a director of the Company, to pay Canadian \$200.00 per month for office rent, plus telephone charges and disbursements. The Company shares this office with other companies, and occupies approximately 150 square feet.

ITEM 3

**LEGAL PROCEEDINGS**

Canadian Western Bank

During 2002, The Company received a formal demand for payment from Canadian Western Bank ("CWB") whereby CWB, pursuant to a full liability guarantee provided by the Company in favor of 714674 Alberta Ltd. (operating as Calgary Chemical) is demanding payment of Cdn\$102,000 (approx. US\$85,000).

The Company divested itself of Calgary Chemical in 1998 under an agreement with the former president of the Company. The agreements covering the transaction included an indemnity guarantee from the purchaser whereby the purchaser would indemnify and save harmless the Company from any and all liability, loss, damage or expenses.

The Company intends to defend itself against the claim from CWB, believing that it has a valid indemnification from the purchaser of Calgary Chemical.

The amount of the guarantee provided by the Company was accrued in the financial statements for the year ended December 31, 2004.

ITEM 4.

**SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

None.

6

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**PART II**

ITEM 5.

**MARKET FOR THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS**

(a)

## MARKET INFORMATION

Since December 15, 1997, the Company's stock is quoted for sale on the OTC Electronic Bulletin Board. As of December 31, 2003 there were twelve stock brokerage firms making a market in the Company's common stock. The high ask and low bid prices of the Common Stock of the Company have been as follows:

<u>Quarter Ending:</u>	<u>High ask per share:</u>	<u>Low bid per share:</u>
March 31, 2002	\$0.250	\$0.121
June 30, 2002	\$0.25	\$0.130
September 30, 2002	\$0.14	\$0.067
December 31, 2002	\$0.122	\$0.051
March 31, 2003	\$0.10	\$0.03
June 30, 2003	\$0.07	\$0.03
September 30, 2003	\$0.11	\$0.02
December 31, 2003	\$0.20	\$0.09
March 31, 2004	\$0.131	\$0.12
June 30, 2004	\$0.15	\$0.10
September 30, 2004	\$0.16	\$0.135
December 31, 2004	\$0.16	\$0.13

The above quotations reflect inter-dealer prices, without retail mark-up, markdown, or commission and may not necessarily represent actual transactions.

In March of 2004, the Board of Directors of the Company approved the issuance of 475,000 shares at \$0.12 to three directors and a consultant of the Company for services rendered, which were issued in March, 2004.

(b)

HOLDERS

There were 57 holders of 6,525,620 shares of the Company's common stock as of December 31, 2004. This includes 13 holders of 1,224,110 shares of common stock whose certificates are restricted. The remainder of the shares are free trading.

(c)

DIVIDENDS

The Company has paid no dividends to date on its common stock. The Company reserves the right to declare a dividend when operations merit.



ITEM 6.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS.**

The following should be read in conjunction with the Financial Statements and notes thereto appearing elsewhere in this report.

Revenue and expense transactions in Canadian funds are converted to US dollars at the average rates in effect when the transactions occurred. Asset and liability accounts are converted at year-end closing rates, which were U.S. \$0.8319 for one Canadian dollar at December 31, 2004 and \$0.7713 at December 31, 2003.

Plan of Operations

The Company has had no revenues during the 2004 and 2003 fiscal years. The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. Having no sources of income, substantial doubt is raised about the ability of the Company to continue as a going concern.

The Company's plan of operations for the remainder of the fiscal year is to seek out a privately held business with whom the Registrant can reorganize so as to take advantage of the Company's status as a publicly held corporation. As of the date of this report, Management has evaluated several potential reorganizations. However as of the date of this report, there has been no decision to proceed on any reorganization nor has any agreement been reached on even principal terms of such reorganization. The Company also intends to investigate the acquisition and development of natural resource projects without necessarily reorganizing with another party.

During the 2004 fiscal year, the Company investigated potential acquisitions, but did not proceed with them, as they were deemed unsuitable for acquisition by the Company.

(a) Results of Operations

The Company has had no revenues since June 30, 1998.

Administrative expenses for the fiscal year ended December 31, 2004 were \$33,155, compared to \$32,214 in 2003. Executive compensation was \$23,889 and Rent was \$1,929 compared to \$23,758 and \$1,680 respectively in 2003. The slightly higher amounts in 2004 are primarily due to the increased value of the Canadian dollar in US funds. The Company's administration costs were essentially comparable to 2003 as the Company was relatively inactive, other than investigating potential acquisitions. Also, in 2004 the amount of the loan guarantee to Canadian Western Bank of \$84,858 was accrued in the financial statements for the year.

(b)

#### Capital Resources

The Company had a working capital deficiency of \$319,090 at December 31, 2004. The Company has been meeting its obligations through funds loaned by a shareholder, and advances from directors, and has issued capital stock for certain services rendered to the Company in accordance with S-8 registration filings.

As at December 31, 2004, the balance of funds loaned by the shareholder amounted to US\$33,004 and advances from directors amounted to \$13,684.

The Company is now investigating new business opportunities, and intends to develop future plans, which will include issuing shares through private placements in order to provide funds for working capital and investment in such opportunities.

The Company has made no commitments for capital expenditures.

ITEM 6.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued).**

(c)

Liquidity

The Company is illiquid at the present time and has been dependent upon shareholders and directors to provide funds to maintain its activities, as indicated previously. Once a suitable acquisition is identified, the Company expects to be able to raise funds through the issuance of shares.

ITEM 7.

**FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The financial statements of the Company are filed under this Item, and are included herein by reference.

ITEM 8.

**CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

*On August 22, 2005, the Company filed an 8-K/A stating the following:*

(a) Previous independent accountants

(i) Effective March 24, 2005, American Petro-Hunter Inc. ("Registrant"), confirmed with its auditors, Morgan & Company ( Morgan ) that the firm would no longer be representing the Registrant as its accountants. As of that date, Registrant was informed that Morgan was voluntarily resigning as the Registrant's accounting firm.



(ii) Morgan last reported on Registrant's financial statements as of April 29, 2004. Registrant's financial statements for the past two years, as audited by Morgan, included an independent auditor's report containing an explanatory paragraph describing the uncertainty as to the Company's ability to continue as a going concern.

(iii) The change of independent accountants was ratified by the Board of Directors of Registrant on March 24, 2005.

(iv) During Registrant's two most recent fiscal years and the subsequent interim period through March 24, 2005, there were no disagreements with Morgan on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to Morgan's satisfaction, would have caused it to make reference to the subject matter of the disagreement in connection with its report. However, Morgan's reports on the Company's consolidated financial statements contained an explanatory paragraph describing the uncertainty as to the Company's ability to continue as a going concern.

(v) During the two most recent fiscal year and the subsequent interim period through March 24, 2005, there have been no reportable events (as defined in Regulation S-K Item 304(a)(1)(v)).

(a) During the previous two fiscal years and the subsequent interim period through March 24, 2005, Morgan did not advise Registrant that the internal controls necessary for the registrant to develop reliable financial statements do not exist.

(b) During the previous two fiscal years and the subsequent interim period through March 24, 2005, Morgan did not advise Registrant that any information had come to their attention which had led them to no longer be able to rely on management's representation, or that had made Morgan unwilling to be associated with the financial statements prepared by management.

(c) During the previous two fiscal years and the subsequent interim period through March 24, 2005, Morgan did not advise Registrant that the scope of any audit needed to be expanded significantly or that more investigation was necessary.

(d) During the previous two fiscal years and the subsequent interim period through March 24, 2005, Morgan did not advise Registrant that there was any information which the accountants concluded would materially impact the fairness and reliability of either (i) a previously issued audit report or the underlying financial statements, or (ii) the financial statements issued or to be issued covering the fiscal period(s) subsequent to the date of the most recent financial statements covered by an audit report (including information that, unless resolved to the accountant's satisfaction, would prevent it from rendering an unqualified audit report on those financial statements).

(vi) The Registrant requested that Morgan furnish it with a letter addressed to the SEC stating whether or not it agrees with the above statements. A copy of such letter, dated March 24, 2005, was filed as Exhibit 16.1 to the Form 8-K.

(b) New independent accountants

The Registrant engaged Moore Stephens Ellis Foster, Chartered Accountants ( Moore ) as its new independent accountants on March 24, 2005. Prior to March 24, 2005 the Registrant had not consulted with Moore regarding (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Registrant's consolidated financial statements, and no written report or oral advice was provided to the Registrant by Moore concluding there was an important factor to be considered by the Registrant in reaching a decision as to an accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement, as that term is defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S-K, or a reportable event, as that term is defined in Item 304(a)(1)(iv) of Regulation S-K.

***On September 13, 2005, the Company filed a Form 8-K stating the following:***

a) Summary of Change in Accountants

American Petro-Hunter, Inc. (the "Company") engaged Ernst & Young LLP (Canada) ("Ernst & Young") to replace Moore Stephens Ellis Foster Ltd. ("Ellis Foster"), Chartered Accountants, as the Company's public certifying accountant effective on September 6, 2005 (the "Engagement Date"). Ellis Foster advised the Company that Ellis Foster and Ernst & Young entered a transaction under which certain assets of Ellis Foster were sold to Ernst & Young and the professional staff and partners of Ellis Foster joined Ernst & Young either as employees or partners of Ernst & Young and carried on their practice as members of Ernst & Young. Ernst & Young will conduct SAS No. 100 reviews of the Company's quarterly financial statements and audit the Company's annual financial statements for the year ending December 31, 2005.

(b) Resignation of Ellis Foster

Ellis Foster audited the Company's financial statements for the Company's most recent fiscal years ended December 31, 2004. Morgan & Company audited the Company's financial statements for the fiscal year ended December 31, 2003. The Company engaged Ernst & Young to act as its principal auditing firm following the resignation of Ellis Foster. The Company's board or directors approved the change in certifying accountant.

The change in certifying accountant was not related to any matter concerning the Company, including the Company's selection or application of accounting policies or judgments, the scope of audit, internal controls or integrity of management.

During the Company's most recent fiscal year ended December 31, 2004 and the subsequent interim period through the Engagement Date, there were no disagreements with Ellis Foster on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Ellis Foster would have caused them to make reference to the subject matter of their disagreement in their report.

During the Company's most recent fiscal year ended December 31, 2004 and the subsequent interim period through the Engagement Date, there were no reportable events as such term is defined by paragraph (a)(1)(iv) of Item 304 of Regulation S-K promulgated by the Securities and Exchange Commission.

The report of Ellis Foster accompanying the audit for the Company's most recent fiscal year ended December 31, 2004 did not contain any adverse opinion or disclaimer or opinion, nor was it qualified or modified as to uncertainty, audit scope or accounting principles.

The Company provided Ellis Foster with a copy of the above disclosures, and Ellis Foster has furnished a letter addressed to the Securities and Exchange Commission stating whether it agrees with the statements made by the Company and, if not, stating the respects in which it does not agree. A copy of such letter was attached as an Exhibit to the Form 8-K.

(c) Appointment of Ernst & Young

On September 6, 2005, the Company's board or directors engaged Ernst & Young as the company's public certifying accountant. As to the Company's two most recent fiscal years or subsequent interim period, the Company did not consult Ernst & Young regarding the application of accounting principles to a specific transaction, either completed or contemplated, or the type of audit opinion that might be rendered on the Company's financial statements, nor did Ernst & Young provide advice to the Company, either written or oral, that was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue. Further, during the Company's two most recent fiscal years or subsequent interim period, the Company did not consult Ernst & Young on any matter that was the subject of disagreement or a reportable event.

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*On November 30, 2005, the Company filed a Form 8-K stating the following:*

(a) Previous independent accountants

(i) Effective November 16, 2005, Registrant confirmed with its auditors, Ernst & Young ("Ernst ") that the firm would no longer be representing the Registrant as its accountants. As of that date, Registrant informed that Ernst that Registrant would be selecting a new auditor.



(ii) Ernst has never reported on Registrant's financial statements. Registrant's financial statements for the past two years, as audited by Moore Stephens Ellis Foster Ltd.(which was later sold to Ernst) and Morgan & Company, included independent auditor's reports containing an explanatory paragraph describing the uncertainty as to the Company's ability to continue as a going concern.

(iii) The change of independent accountants was ratified by the Board of Directors of Registrant on November 16, 2005.

(b) New independent accountants

The Registrant engaged Morgan & Company ("Morgan ") as its new independent accountants on November 16, 2005. Prior to November 16, 2005 (except during the period during which Morgan was the Registrant's auditor), the Registrant had not consulted with Morgan regarding (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Registrant's consolidated financial statements, and no written report or oral advice was provided to the Registrant by Moore concluding there was an important factor to be considered by the Registrant in reaching a decision as to an accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement, as that term is defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S-K, or a reportable event, as that term is defined in Item 304(a)(1)(iv) of Regulation S-K.

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ITEM 8A

**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 on 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.

The Audit Committee is comprised of the three members of the Board of Directors, being Messrs McGowan, Rook-Green and Whelan.

The Audit Committee is responsible for recommendation of the audit firm and compensation for completion of the audit to the Board of Directors. The auditor reports to the Audit Committee. The Company does not engage the auditor for any services other than the external audit.

**PART III**

## ITEM 9.

**DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT**

The following are the names, positions, and municipalities of residence and relevant backgrounds of key personnel of the Corporation: (references to the TSX-V refer to the TSX Venture Exchange, formerly the Canadian Venture Exchange which resulted from amalgamation of the Vancouver and Alberta Stock Exchanges)

Name	Age	Position with the Company
Patrick A. McGowan	65	President, CEO and Director
Peter G. Rook-Green	64	Secretary, CFO and Director
Barry L. Whelan	64	Director

**PATRICK A. MCGOWAN** (Age 65). President, C.E.O., Director of the Company, Coquitlam, British Columbia.

President of the Company since April 16, 1998. November, 2001 to date, Executive Vice-President of MIV Therapeutics Inc., Vancouver, B.C., a company whose business is medical devices, that trades on the NASD OTC BB. September 1996 to April, 1999, President of Consolidated Ewing Industries Inc. (now Lyra Resources Ltd.), Vancouver, B.C., a company formerly engaged in oil and gas exploration, which is publicly traded on the TSX-V, November 1997 to the present, President of American Hunter Exploration, Vancouver, B.C., a privately held Nevada corporation engaged in oil and gas exploration. February 1998 to the present, President and Director of U.S Diamond Corp., Vancouver, B.C., the parent company of American Hunter Exploration, a public company involved in natural resources, and traded on the TSX-V. August 1997 to December 1997, President and Director of Globenet Resources Inc., Vancouver, B.C., a public traded company traded on the TSX-V, engaged in natural resource exploration and development. October 1992 - September 1996, President and Director of The Indisposables, Burnaby, B.C., a manufacturer and distributor of infant wear, incontinent and feminine hygiene products throughout North America and Europe. January 1988 to September 1992, Executive Vice-President of Pacific Paper Products, Burnaby, B.C., a manufacturer and distributor of paperboard products in British Columbia and Alberta. Graduated from University of Western Ontario with Masters of Business Administration in 1965, graduated University of Oregon with Bachelor of Science, Finance and Economics in 1963.

**PETER G. ROOK-GREEN** (Age 64). Secretary, C.F.O., and Director of the Company, Surrey, British Columbia.

Secretary since March 20, 2000, and Director since June 20, 2000. From 1994 to the present, President of Rook-Green Investments Inc. (d.b.a. R-G Management), a company engaged in providing administrative and

accounting services to public companies. May 1996 to April, 2003, Corporate Secretary and C.F.O. of Pallaum Minerals Ltd., Vancouver, B.C., Canada, a resource company trading on the TSX-V; February 1997 to June, 2000, Corporate Secretary of Globalstore.com Incorporated, Vancouver, B.C., an internet technology company formerly trading on the TSX-V; September 1998 to November, 2001 Corporate Secretary, January, 2001 to January, 2004, Director, and November, 2001 to January, 2004, President of Olympus Stone Inc., Vancouver, B.C., a resource company trading on the TSX-V; February, 2000 to April, 2001, Corporate Secretary of US Diamond Corp., Vancouver, B.C., a resource company formerly trading on the TSX-V; March, 1998 to present, Director of Anglo-Andean Explorations Inc., Vancouver, B.C., a

resource company formerly trading on the TSX-V; January, 2000 to December, 2000, Director of Rystar Communications Ltd., Vancouver, B.C., formerly trading on the TSX-V; October, 1999 to present, Director of Terramin Resources, Inc., a resource company formerly trading on the TSX-V; January, 2001 to January, 2004, Director of Consolidated Fortress Resources Inc. (now Fortress IT Corp.) a resource company trading on the TSX-V, June, 2001 to January, 2004, Director of Rome Resources Ltd., a resource company trading on the TSX-V., August 2002 to January, 2004, Chief Financial Officer, Goldrea Resources Corp., a resource company trading on the TSX-V; September 2002 to January, 2004, Director Adanac Gold Corp., (formerly Stirrup Creek Gold Ltd.), a resource company trading on the TSX-V; and March 2003 to January, 2004, Director of Molycor Gold Corp., a resource company trading on the TSX-V. Mr. Rook-Green obtained a Certified Management Accountant (C.M.A.) designation in 1971.

## ITEM 9.

## DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT (Continued)

BARRY L. WHELAN (Age 64). Director of the Company, Vancouver, British Columbia.

Director since September 11, 2001. From 1981 to present, consulting geologist. Past Director of the following companies: Adamus Resources Ltd., Northern Star Mining Corp., Flying A Petroleum Corp., Little Mountain Resources Ltd., Hard Creek Nickel Corporation. All of the above companies trade on the TSX-V. Graduated from the University of Western Ontario in 1961 with a Bachelor of Arts in Geology, Graduated from McMaster University in 1965 with a Bachelor of Science in Geology.

## ITEM 10.

## EXECUTIVE COMPENSATION

Name and Principal Position	Year	Annual Compensation			Long-term Compensation				All Other Compensation
		Salary	Bonus	Other Annual Compensation	Awards Restricted Securities Stock Underlying Award(s)	Options/SARs	Payouts L T I P Payouts		
P a t r i c k M c G o w a n , P r e s i d e n t , D i r e c t o r , C E O	2002	Nil	Nil	Nil	Nil	Nil	Nil	\$15,516	
	2003	Nil	Nil	Nil	Nil	Nil	Nil	\$23,758	
	2004	Nil	Nil	Nil	Nil	Nil	Nil	\$23,889	
P e t e r R o o k - G r e e n , D i r e c t o r , S e c r e t a r y , C F O	2002	Nil	Nil	Nil	Nil	Nil	Nil	\$13,802	
	2003	Nil	Nil	Nil	Nil	Nil	Nil	\$7,710	
	2004	Nil	Nil	Nil	Nil	Nil	Nil	\$13,470	
B a r r y W h e l a n , D i r e c t o r	2002	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
	2003	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
	2004	Nil	Nil	Nil	Nil	Nil	Nil	Nil	

(a)

SUMMARY COMPENSATION TABLE (OMITTED FOR SIMPLICITY)

Mr. McGowan received or was due a total of \$23,889 of compensation for the fiscal year ended December 31, 2004, (2003 - \$23,758) in accordance with a management agreement approved by the directors in April, 1998 at a rate of \$7,000 per month, which was subsequently amended to Canadian \$5,000 per month effective August, 1999, and in 2002, to Canadian \$2,500 retroactive to October 1, 2001.

A private company owned by Mr. Rook-Green received or was due a total of \$13,470 for rent, office services, accounting and administrative services for the fiscal year ended December 31, 2004 (2003 - \$7,710).

(b)

OPTIONS/SAR GRANTS IN LAST FISCAL YEAR (INDIVIDUAL GRANTS)

The Company has a Directors and Officers Stock Option Plan, a Key Personnel Compensation Plan, a 2000 Stock Option Plan, and a 2001 Stock Option Plan as described below. No options were granted during 2003.

(c)

AGGREGATED OPTION/SAR EXERCISES IN THE LAST FISCAL YEAR AND FISCAL YEAR-END OPTION/SAR VALUES: None

ITEM 10.

EXECUTIVE COMPENSATION (Continued)

(d)

LONG-TERM INCENTIVE PLANS AWARDS IN THE LAST FISCAL YEAR

In November 1996, the Company adopted the Wolf Exploration Inc. 1996 Directors and Officers Stock Option Plan, ("the Plan") for its officers, directors, key personnel and consultants to the Company. In 1996 and 1997, a total of 960,000 options to purchase shares were granted under this plan. As a result of the sale of Calgary Chemical, and change of management, the 960,000 options were cancelled in 1998. By resolution of the directors of the Company dated May 28, 1998, the Company reserved an additional one million shares of common stock of the Company for the Plan bringing the total shares reserved to 2,000,000 and renamed the Plan "The Wolf Industries Inc. 1998 Directors and Officers Stock Option Plan ("the Revised Plan") with all other terms and conditions of the Plan remaining in full force and effect.

In September 1998, the Company by resolution of the directors, established the "1998 Key Personnel Compensation Plan" ("Key Plan") whereby 1,000,000 shares of the Company's stock was reserved for issuance. By resolution of the directors dated November, 1998, a further 1,000,000 shares of common stock was authorized to be reserved for issuance, bringing the total issuable under the Key Plan to 2,000,000 shares of common stock.

During 1998, under the terms of the Revised Plan, a total of 1,050,000 options to purchase common shares of the Company were granted to three officers and directors of the Company at \$0.25 per share for a five-year period.

During 1998, under the terms of the Key Plan, options to purchase 75,000 shares of the common stock of the Company was granted to an employee at \$0.25 per share, for a five-year period. Also under the terms of the Key Plan, 1,973,026 shares of common stock of the Company were issued at a deemed price of \$0.25 per share, and 1,000,000 shares of common stock of the Company at a deemed price of \$0.20 per share for services rendered by key personnel to the Company. In 1999, under the terms of the Key plan, 350,000 shares were issued at a deemed price of \$0.18, and 100,000 shares were issued at a deemed price of \$0.15.

During 2000, 30,000 options were granted at \$0.30, and 300,000 at \$0.25, for five-year periods, under the terms of the two plans.

In October, 2000, the Company by resolution of the directors, established the 2000 Stock Option Plan ("2000 Plan"), whereby 5,000,000 of the company's stock was reserved for issuance. During 2000, under the terms of the 2000 Plan,

50,000 options to purchase shares were granted at \$0.30, 200,000 were granted at \$0.15, and 200,000 were granted at \$0.25, all for five year periods.

(d)

LONG-TERM INCENTIVE PLANS AWARDS IN THE LAST FISCAL YEAR (continued)

In September, 2001, the Company by resolution of the directors, established the 2001 Stock Option Plan ("2001 Plan"), whereby 1,500,000 of the company's stock was reserved for issuance. During 2001, under the terms of the 2001 Plan, 1,000,000 options to purchase shares were granted at \$0.15 for five-year periods. Also in September, 2001, the Company by resolution of the directors issued 50,000 options under an S8 filing.

No options were granted in the year ended December 31, 2004.

(e)

COMPENSATION OF DIRECTORS

1. Standard Arrangements

The members of the Company's Board of Directors are reimbursed for actual expenses incurred in attending Board meetings.

2. Other Arrangements

There are no other arrangements.



EXECUTIVE COMPENSATION (Continued)

(f)

EMPLOYMENT CONTRACTS AND TERMINATION OF EMPLOYMENT, CHANGE IN CONTROL ARRANGEMENTS

As a result of the sale of Calgary Chemical (Item 1(a)), Mr. Coady resigned at President and Chief Executive Officer, Secretary, and Director of the Company. There was no additional cost to the Company for severance or vacation pay resulting from this termination.

Mr. Patrick McGowan was appointed President and Chief Executive Officer of the Company in April 1998, at an annual fee of \$84,000, which was subsequently amended to Canadian \$5,000 per month effective August, 1999, and in 2002, to Canadian \$2,500 per month retroactive to October, 2001. In 2004, Mr. McGowan received or was owed a total of \$23,889 for services rendered under this agreement.

ITEM 11.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the beneficial ownership of Common Stock by each director and nominee and by all directors and officers of the Company as a group and of certain other beneficial owners of more than 5% of any class of the Company's voting securities as of December 31, 2003, unless otherwise noted. The number of shares beneficially owned is deemed to include shares of Common Stock which directors or officers have a right to acquire pursuant to the exercise of options within sixty days of December 31, 2003. Each such person has sole voting and dispositive power with respect to such securities, except as otherwise indicated.

(a)

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS. None

(b)

SECURITY OWNERSHIP OF MANAGEMENT.

Name and Address	Number Of Shares		Percentage of Class
Patrick A. McGowan 211 1148 Westwood Street Coquitlam, B.C. V3B 4S4	767,169	(1)	10.5%
Peter G. Rook-Green #12-16325 82nd Avenue Surrey, B.C. V3S 8K3	225,173	(2)	3.5%
Barry L. Whelan 600 535 Howe Street Vancouver, B.C. V6C 2Z4	325,000	(3)	5.3%

(1)

Includes 325,000 options to purchase shares at a price of \$0.15 per share.

(2)

Includes 150,000 options to purchase shares at a price of \$0.15 per share, and 3,000 options to purchase shares at a price of \$3.00 per share.

(3)

Consists of 325,000 options to purchase shares at a price of \$0.15 per share.

(c)

CHANGES IN CONTROL: None.



ITEM 12.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Mr. McGowan billed the Company a total of \$23,889 during 2004 (2003) - \$23,758) for services rendered under the management agreement (Item 10(f)). Mr. Rook-Green is an owner of R-G Management, which during 2004 billed the Company \$13,470 (2003 - \$7,710) for accounting, administration, rent and office services.

The Company's By-laws include a provision regarding Related Party Transactions which requires that each participant to such a transaction identify all direct and indirect interest to be derived as a result of the Company's entering into the related transaction. A majority of the disinterested members of the board of directors must approve any Related Party Transaction

ITEM 13.

EXHIBITS, FINANCIAL STATEMENT SCHEDULES & REPORTS ON FORM 8-K

The following documents are filed as part of this report under Part II, Item 8:

Audited Financial Statements and notes thereto

Pages F-1 to F-13

(a)

Exhibits as required by Item 601 of Regulation S-B

<u>Exhibit Number</u>	<u>Description</u>	<u>Incorporated by Reference to</u>
(3) (a) (1)	Articles of Incorporation as amended	Registrant's Report on Form 10SB12G dated June 19, 1997.
(10) (1)	Sale agreement between Wolf Industries Inc. and Gorda Technology Holdings Limited	Registrant's Quarterly Report on Form 10QSB for the quarter ended March 31, 1998

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- |          |  |  |
|----------|--|--|
| (10) (2) | License agreement between Wolf Industries Inc., Andrew Engineering Inc., Andrew Rawicz Ph.D. and Ivan Melnyk Ph.D. | Registrant's Quarterly Report on Form 10QSB for the quarter ended March 31, 1998     |
| (10) (3) | Asset purchase agreement between Wolf Industries Inc. and Andrew Engineering Inc.                                  | Registrant's Quarterly Report on Form 10QSB for the quarter ended June 30, 1999      |
| (10) (4) | Agreement between Wolf Industries Inc., Andrew Engineering Inc., Andrew Rawicz and GPT Management Ltd.             | Registrant's Quarterly Report on Form 10QSB for the quarter ended June 30, 1999      |
| (10) (5) | Letter of Intent with Galloway Financial Services  | Registrant's Quarterly Report on Form 10QSB for the quarter ended September 30, 2001 |
| (10) (6) | Letter Agreement with Dancing Star Resources Inc.  | Registrant's Quarterly Report on Form 10QSB for the quarter ended September 30, 2001 |
| (10) (7) | Assignment of Lease with Exor Oil Company, L.L.C.  | Registrant's Quarterly Report on Form 10QSB for the quarter ended September 30, 2001 |

ITEM 14.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

	<u>2004</u>	<u>2003</u>
(1) Audit fees billed for professional services	\$3,286	\$3,471
(2) Audit-Related fees	Nil	Nil
(3) Tax fees	Nil	Nil
(4) All other fees	Nil	Nil
(5) (i) The audit committee is responsible for pre-approving and recommending the external auditor to be nominated to perform the audit, as well as the auditor's compensation.		
(ii) 100% of the services were approved by the audit committee.		
(6) Work performed by others	None	None

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities set forth below on the dates indicated.

Date: February 6, 2006

**AMERICAN PETRO-HUNTER INC.**

By /s/ Patrick A. McGowan

Patrick A. McGowan, Title: President, Chief Executive Officer, and Director

By /s/ Peter G. Rook-Green

Peter G. Rook-Green, Title: Secretary, Chief Financial Officer, and Director

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**FINANCIAL INFORMATION**

**AMERICAN PETRO-HUNTER INC.**  
**(A Company in the Exploratory Stage)**  
**FINANCIAL STATEMENTS**  
**(Expressed in U.S. Dollars)**

**December 31, 2004 and 2003**

**Index**

**Report of Independent Registered Public Accounting Firm**

**Balance Sheets**

**Statements of Stockholders' Deficiency**

**Statements of Operations**

**Statements of Cash Flows**

**Notes to Financial Statements**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Stockholders and Directors of

American Petro-Hunter Inc.

(A Company in the Exploratory Stage)

We have audited the accompanying balance sheets of American Petro-Hunter Inc. (a company in the exploratory stage) as of December 31, 2004 and 2003 and the related statements of operations, stockholders' equity, and cash flows for each of the two years in the period ended December 31, 2004 and for the period from inception, January 24, 1996 to December 31, 2004. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2004 and 2003 and the results of its operations and its cash flows for the years ended December 31, 2004 and 2003, and the period from inception, January 24, 1996 to December 31, 2004, in conformity with accounting principles generally accepted in the United States of America.

The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company incurred a net loss of \$3,273,287 since inception, has



not attained profitable operations and is dependent upon obtaining adequate financing to fulfill its exploration activities. These factors raise substantial doubt that the Company will be able to continue as a going concern. Management's plans in regard to these matters are also discussed in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Vancouver, Canada

Morgan & Company

December 1, 2005  
Accountants

Chartered

## AMERICAN PETRO-HUNTER INC.

(A Company in the Exploratory Stage)

## Balance Sheets

(Expressed in U.S. Dollars)

As at December 31

	2004	2003
<b>ASSETS</b>		
<b>Current</b>		
Cash and cash equivalents	\$ 495	64
Accounts receivable	503	58
Total current assets	998	122
<b>Investment in AEI Trucolor Inc.</b> (Note 4)	1	1
<b>Total assets</b>	\$ 999	123
<b>LIABILITIES</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	\$ 201,731	192,441
Accounts payable related parties (Note 5)	19,815	28,868
Loan from related parties (Note 5)	13,684	7,846
Loan guarantee (Note 6)	84,858	-
Total current liabilities	320,088	229,155
<b>STOCKHOLDERS DEFICIENCY</b>		
Common stock		
Authorized:		
200,000,000 Common shares, par value \$0.001 each		
Issued and outstanding:		
6,525,620 Common shares at Dec. 31, 2004		
6,050,620 Common shares at Dec. 31, 2003	6,526	6,050

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Additional paid-in capital	<b>2,950,898</b>	2,894,374
Deferred compensation (Note 7)	<b>(3,226)</b>	-
Accumulated deficit	<b>(3,273,287)</b>	(3,129,456)
Total stockholders' deficiency	<b>(319,089)</b>	(229,032)
<b>Total liabilities and stockholders' deficiency</b>	<b>\$ 999</b>	<b>\$ 123</b>

F-3

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## AMERICAN PETRO-HUNTER INC.

(A Company in the Exploratory Stage)

## Statements of Operations

(Expressed in U.S. Dollars)

For the Years Ended December 31

	2004	2003	January 24, 1996 (Inception) to December 31, 2004
<b>Expenses</b>			
Administration	\$ 33,155	\$ 32,214	\$ 1,466,156
Executive compensation	23,889	23,758	348,220
Finders' fees	-	-	48,000
Rent	1,929	1,680	58,710
Research and development	-	-	566,875
	<b>58,973</b>	57,652	2,487,961
<b>Loss for the period, before under-noted items</b>			
	<b>58,973</b>	(57,652)	(2,487,961)
<b>Write-off loans and advances</b>	-	-	(327,451)
<b>Write down of investment</b>	-	-	(7,499)
<b>Loss from discontinued operations</b>	-	-	(92,419)
<b>Loss on sale of subsidiary</b>	-	-	(273,099)
<b>Loss from loan guarantee (Note 6)</b>	(84,858)	-	(84,858)
<b>Net loss for the period</b>	<b>\$ (143,831)</b>	<b>\$ (57,652)</b>	<b>\$ (3,273,287)</b>
<b>Basic and diluted loss per share</b>	<b>\$ (0.02)</b>	<b>\$ (0.01)</b>	
<b>Basic and diluted weighted average number of shares outstanding</b>	<b>6,442,579</b>	5,971,625	

**AMERICAN PETRO-HUNTER INC.**

**(A Company in the Exploratory Stage)**

**Statements of Cash Flows**

(Expressed In U.S. Dollars)

**For the Years Ended December 31**

	<b>2004</b>	2003	January 24, 1996 (Inception) to December 31, 2004
<b>Cash flows from (used in) operating activities</b>			
Net loss from continuing operations	<b>\$ (143,831)</b>	\$ (57,652)	\$ (2,907,769)
Items not involving cash:			
Shares issued for services rendered	<b>53,774</b>	25,800	989,332
Loss from loan guarantee	<b>84,858</b>	-	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
<b>Supplemental Disclosure of Non-Cash Activities</b>			
Shares issued in settlement of debt	<b>\$ -</b>	\$ -	\$1,497,698
Shares issued for services rendered	<b>\$57,000</b>	\$25,800	\$992,558
Shares issued for investment	<b>\$ -</b>	\$ -	\$7,500

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AMERICAN PETRO-HUNTER INC.

(A Company in the Exploratory Stage)

Statements of Stockholders Deficiency

(Expressed in U.S. Dollars)

For the Years Ended December 31

	Number Of Shares	Par Value	Additional Paid-in Capital	Deferred Compensation	Accumulated Deficit	Compre- hensive loss	Total Stockholders Deficiency
<b>2004</b>							
Balance, beginning							
of year	6,050,620	\$ 6,051	\$ 2,894,373	\$ -	\$ (3,129,456)	\$ -	\$ (229,032)
Shares issued for services rendered	475,000	475	56,525	(3,226)	-	-	53,774
Components of comprehensive loss							
- Net loss	-	-	-	-	(143,831)	(143,831)	(143,831)
Balance, end of year	6,525,620	\$ 6,526	\$ 2,950,898	\$(3,226)	\$ (3,273,287)	\$ (143,831)	\$ (319,089)
<b>2003</b>							
Balance, beginning							
of year	5,620,620	\$ 5,621	\$ 2,869,003	\$ -	\$ (3,071,804)	\$ -	\$ (197,180)
Shares issued for services rendered	430,000	430	25,370	-	-	-	25,800
Components of comprehensive loss							
- Net loss	-	-	-	-	(57,652)	(57,652)	(57,652)

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Balance, end of 6,050,620 \$ 6,051 \$ 2,894,373 \$ - \$ (3,129,456) \$ (57,652) \$ (229,032)  
year

F-6

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AMERICAN PETRO-HUNTER INC.

(A Company in the Exploratory Stage)

Notes to Financial Statements

(Expressed in U.S. Dollars)

For the Years Ended December 31, 2004 and 2003

1. NATURE OF OPERATIONS and CONTINUANCE OF OPERATIONS

American Petro-Hunter Inc. was incorporated under corporate charter of the State of Nevada on January 24, 1996 as Wolf Exploration Inc. Active operations commenced on July 10, 1996. On March 17, 1997, Wolf Exploration Inc. changed its name to Wolf Industries Inc.; on November 21, 2000, changed its name to Travelport Systems Inc., and on August 17, 2001, changed its name to American Petro-Hunter Inc. The Corporation's business offices are located in Surrey, British Columbia, Canada.

These financial statements have been prepared in accordance with the United States generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company has accumulated losses of \$3,273,287 and requires additional funds to maintain its operations. Management's plans in this regard are to raise equity financing as required.

These conditions raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might result from this uncertainty.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Principles of Accounting

These financial statements are stated in U.S. Dollars and have been prepared in accordance with accounting principles generally accepted in the United States of



America.

(b) Cash and Cash Equivalents

Cash equivalents comprise certain highly liquid instruments with a maturity of three months or less when purchased. As at December 31, 2004 and 2003, cash and cash equivalents consist of cash only.

(c) Foreign Currency Translation

The Company's functional currency is the Canadian dollar and reporting currency is the United States Dollars. Monetary assets and liabilities are translated at the

exchange rate in effect at the balance sheet date and non-monetary assets and liabilities at the rate in effect on the dates of the related transactions. Revenues and

expenses are translated at rates approximating exchange rates in effect at the time of the transactions. Gains or losses arising on conversion of foreign currency

transactions are included in the results of operations.

(d) Income Taxes

The Company adopted the Statement of Financial Accounting Standards ( SFAS ) No. 109, *Accounting for Income Taxes*. . Under SFAS No. 109, deferred income

tax assets and liabilities are computed for differences between the financial statements and tax bases of assets and liabilities that will result in taxable or deductible

amounts in the future, based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances

are established when necessary, to reduce deferred income tax assets to the amount expected to be realized.



AMERICAN PETRO-HUNTER INC.

(A Company in the Exploratory Stage)

Notes to Financial Statements

(Expressed in U.S. Dollars)

For the Years Ended December 31, 2004 and 2003

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Use of Estimates

The preparation of financial statements, in conformity with generally accepted accounting principles, required management to make estimates and assumptions that

reflect the reported amount of assets, liabilities, revenues, expenses and related disclosures. Actual results could differ from those estimates.

(f) Stock-Based Compensation

The Company accounts for employee stock-based compensation using the intrinsic value method prescribed in Accounting Principles Board Opinion No. 25,

*Accounting for Stock Issued to Employees.* Compensation cost for stock options, if any, is measured as the excess of the quoted market price of the Company's stock

at the date of grant over the amount an employee must pay to acquire the stock. SFAS No.123, *Accounting for Stock-Based Compensation*, established accounting

and disclosure requirements using a fair-value-based method of accounting for stock-based employee compensation plans. The Company has elected to remain on its

current method of accounting as described above, and has adopted the disclosure requirements of SFAS No. 123.

The Company did not grant any stock options during the fiscal years 2004 and 2003.

(g) Impairment and Disposal of Long-Lived Assets

Long-lived assets are reviewed for impairment when circumstances indicate the carrying value of an asset may not be recoverable in accordance with the guidance

established in Statement of Financial Accounting Standards ( SFAS ) No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*. For assets that are

to be held and used, an impairment loss is recognized when the estimated undiscounted cash flows associated with the asset or group of assets is less than their

carrying value. If impairment exists, an adjustment is made to write the asset down to its fair value, and a loss is recorded as the difference between the carrying value

and fair value. Fair values are determined based on discounted cash flows or internal and external appraisals, as applicable. Assets to be disposed of are carried at the

lower of carrying value or estimated net realizable value.

(h) Comprehensive Income (Loss)

The Company has adopted Statement of Financial Accounting Standards No. 130 (SFAS 130), *Reporting Comprehensive Income*, which establishes standards for

reporting and display of comprehensive income, its components and accumulated balances. The Company is disclosing this information on its Statements of

Stockholders' Deficiency. Comprehensive income (loss) comprises equity except those resulting from investments by owners and distributions to owners.

AMERICAN PETRO-HUNTER INC.

(A Company in the Exploratory Stage)

Notes to Financial Statements

(Expressed in U.S. Dollars)

For the Years Ended December 31, 2004 and 2003

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Accounting for Derivative Instruments and Hedging Activities

The Company adopted Statement of Financial Accounting Standards Board No. 133 (SFAS 133), *Accounting for Derivative Instruments and Hedging Activities*,

which requires companies to recognize all derivatives contracts as either assets or liabilities in the balance sheet and to measure them at fair value. If certain

conditions are met, a derivative may be specifically designated as a hedge, the objective of which is to match the timing of gain or loss recognition on the hedging

derivative with the recognition of (i) the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk or (ii) the earnings effect of the

hedged forecasted transaction. For a derivative not designated as a hedging instrument, the gain or loss is recognized in income in the period of change.

The Company has not entered into derivative contracts either to hedge existing risks or for speculative purposes. The adoption of this pronouncement does not have an

impact on the Company's financial statements.

(j) Loss Per Share

Basic loss per share is computed based on the weighted average number of common shares outstanding during the year. Diluted loss per share is based on the

weighted average number of shares outstanding during the year and dilutive common equivalent shares from options and warrants outstanding during the year. No

common equivalent shares are included for loss periods as they would be anti-dilutive.

(k) Investment in AEI Trucolor Inc.

The Company carries its interest in AEI Trucolor Inc., a British Columbia private corporation, at cost less a provision for impairment of value. The Company does not

exercise significant influence over the investee.

(l) Fair Value of Financial Instruments

Fair value of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgement, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, loan from related parties, and loan guarantee. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, or credit risks arising from these financial instruments. The fair values of these financial instruments approximate their carrying values.

The Company operates outside of the United States of America and is exposed to foreign currency risk due to the fluctuation between the currency in which the Company operates in and the United States Dollars.

AMERICAN PETRO-HUNTER INC.

(A Company in the Exploratory Stage)

Notes to Financial Statements

(Expressed in U.S. Dollars)

For the Years Ended December 31, 2004 and 2003

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (m) New Accounting Pronouncements

In November 2004, the FASB issued SFAS No. 151, *Inventory Costs-an amendment of ARB No. 43, Chapter 4*, which is the result of the FASB's project to reduce differences between U.S. and international accounting standards. SFAS No. 151 requires idle facility costs, abnormal freight, handling costs, and amounts of wasted materials (spoilage) be treated as current-period costs. Under this concept, if the costs associated with the actual level of spoilage or production defects are greater than the costs associated with the range of normal spoilage or defects, the difference would be charged to current-period expense, not included in inventory costs. SFAS No. 151 will be effective for inventory costs incurred during fiscal years beginning after June 15, 2005. The adoption of SFAS No. 151 will not have a material impact on the Company's financial statements.

In December 2004, FASB issued Statement No. 153, *Exchange of Nonmonetary Assets*. This statement addresses the measurement of exchanges of nonmonetary assets and eliminates the exception from fair value measurement for nonmonetary exchanges of similar productive assets and replaces it with an exception for exchanges that do not have commercial substance. A nonmonetary exchange has commercial substance if the future cash flows of the entity are expected to change significantly as a result of the exchange. This Statement is effective for periods beginning after June 15, 2005. The adoption of this new accounting pronouncement does have a material impact on the Company's financial statements, as the Company does not have any exchanges of nonmonetary assets.

In December 2004, the FASB issued SFAS No. 123(R), *"Accounting for Stock-Based Compensation"*. SFAS 123(R) establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services. This Statement focuses primarily on accounting for transactions in which an entity obtains employee services in share-based payment transactions. SFAS 123(R) requires that the fair value of such equity instruments be recognized as expense in the historical financial statements as services are performed. Prior to SFAS 123(R), only certain pro-forma disclosures of fair value were required. SFAS 123(R) shall be effective for the Company as of the beginning of the first interim or annual reporting period that begins after December 15, 2005. The adoption of FASB No. 123(R), will not have a material impact on the Company's financial statements.

3. AEI TRUCOLOR INC.

The Company holds a 40% interest in AEI Trucolor Inc, a private British Columbia Corporation and has written down its carrying value to a nominal amount to reflect its impaired value.

4. RELATED PARTIES

- a) During the year ended December 31, 2004, the Company paid management fees of \$23,889 (2003 - \$23,758) to a director.
- b) During the year ended December 31, 2004, the Company paid accounting fees, rental, and office expenses totaling \$13,470 (2003 - \$7,710) to a company owned by a director of the Company.
- c) Accounts payable related parties are payable to a director and a company owned by a director.
- d) Loans from related parties are advances made to the Company by a director and a company owned by a director. The loans are non-interest bearing and have no specific terms of repayments.



AMERICAN PETRO-HUNTER INC.

(A Company in the Exploratory Stage)

Notes to Financial Statements

(Expressed in U.S. Dollars)

For the Years Ended December 31, 2004 and 2003

5. LOSS FROM LOAN GUARANTEE

The Company received a demand for payment from Canadian Western Bank ( CWB ) pursuant to a guarantee provided by the Company in favor of 714674 Alberta Ltd. (operating as Calgary Chemical) of Cdn\$102,000 (US\$ 84,858).

The Company divested itself of Calgary Chemical in 1998 under an agreement with the former president of the Company. The agreements covering the transaction included an indemnity guarantee from the purchaser of Calgary Chemical, whereby the purchaser would indemnify and save harmless the Company from any and all liability, loss, damage or expenses.

The Company intends to defend itself against the claim from CWB. The Company believes it has a valid indemnification from the purchaser of Calgary Chemical.

The amount of the guarantee provided by the Company was accrued in these financial statements at December 31, 2004.

6. STOCK OPTIONS

The Company did not grant any stock options in fiscal years 2004 and 2003.

Summary of stock option information for the years ended December 31, 2004 and 2003 is as follows:

	Shares	Weighted Average Exercise Price
Options outstanding and exercisable at December 31, 2002	1,066,000	\$ 0.30
Expired	(58,000)	2.50
Cancelled	(200,000)	0.15
Options outstanding and exercisable at December 31, 2003	808,000	0.18
Cancelled	(5,000)	(3.00)
Options outstanding and exercisable at December 31, 2004	803,000	\$ 0.16

Stock options outstanding and exercisable at December 31, 2004 are as follows:

Range of Exercise Prices	Number Outstanding	Number Exercisable	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price
\$0.01 - \$0.50	800,000	800,000	1.83	\$ 0.15
\$2.50 - \$3.00	3,000	3,000	0.25	\$ 3.00

Each option entitles the holder to acquire one common stock of the Company.

Had compensation expense for the Company's stock-based compensation plans been determined under SFAS No. 123, based on the fair market value at the grant dates, the

Company's pro forma net loss and pro forma net loss per share would have been reflected as follows:

	2004	2003
Net loss:		
As reported:	\$ (143,831)	\$ (57,652)
Pro-forma	\$ (143,831)	\$ (57,652)
Loss per share basic and diluted:		
As reported	\$ (0.02)	\$ (0.01)
Pro-forma	\$ (0.02)	\$ (0.01)



AMERICAN PETRO-HUNTER INC.

(A Company in the Exploratory Stage)

Notes to Financial Statements

(Expressed in U.S. Dollars)

For the Years Ended December 31, 2004 and 2003

7. DEFERRED COMPENSATION

On March 5, 2004, the Company issued 90,000 shares of the Company's common stock, valued at \$0.12 per share, being the fair value at the time of issuance, totaling \$10,800 to the Company's attorney for legal services provided. As of December 31, 2004, total legal expenses charged to these shares were \$7,574. The balance of \$3,226 is a retainer paid for future legal services.

8. INCOME TAXES

Deferred tax assets of the Company are as follows:

	2004	2003
Loss carry-forwards	\$ 1,100,000	\$ 1,040,000
Less: Valuation allowance	(1,100,000)	1,040,000
Deferred tax asset recognized	\$ -	\$ -

As at December 31, 2004, the Company has net operating loss carry-forwards of approximately \$3,200,000 (2003 - \$3,060,000), which expires between 2016 to 2024.

A valuation allowance has been recorded to reduce the net benefit recorded in the financial statements related to these deferred tax assets. The valuation allowance is deemed necessary as a result of the uncertainty associated with the ultimate realization of these deferred tax assets.

The provision for income taxes differs from the amount computed by applying the statutory federal income tax rate of 34% (2004 34%) to net loss for the year. The sources and tax effect of the differences are as follows:

	<b>2004</b>		2003
Computed expected tax benefit	\$ <b>143,800</b>	\$	57,700
Change in Valuation Allowance	<b>(143,800)</b>		(57,700)
Income tax provision	\$ -	\$	-

9. SUBSEQUENT EVENTS

Subsequent to December 31, 2004 the Company sold 1,500,000 Units (comprised of one share of common stock and one share purchase warrant) at \$0.05 for total proceeds of \$75,000. Each warrant is exercisable at \$0.10 per share, expiring three years after issuance.

10. COMPARATIVE FIGURES

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

**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 annual report on Form 10-KSB/A2 of American Petro-Hunter, Inc.;
2. Based on my knowledge, this annual 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 annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual 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 annual 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: February 6, 2006

/s/ Patrick A. McGowan

Patrick A. McGowan, President and Director

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

1. I have reviewed this annual report on Form 10-KSB/A2 of American Petro-Hunter, Inc.;
2. Based on my knowledge, this annual 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 annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual 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 annual 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: February 6, 2006

/s/ Peter Rook-Green

Peter Rook-Green, Secretary, CFO and Director

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**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 Annual Report of American Petro-Hunter, Inc. on Form 10-KSB/A2 for the twelve-months ending December 31, 2004, 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 A. McGowan

President

February 6, 2006

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**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 Annual Report of American Petro-Hunter, Inc. on Form 10-KSB/A2 for the twelve-months ending December 31, 2004, 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 Rook-Green

Peter Rook-Green

Secretary, CFO and Director

February 6, 2006