AMERICAN INTERNATIONAL VENTURES INC /DE/
Form 10-Q
January 22, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended November 30, 2015

OR

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

Commission File Number 000-30368

American International Ventures, Inc.

(Name of Small Business Issuer in its charter)

Delaware	**22-3489463**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
15122 Tealrise Way	
Lithia, Florida	**33547**
(Address of principal executive offices)	(Zip Code)

(813) 260-2866
(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 proceeding 12 months and (2) has been subject to such filing requirements for the past 90 days. x Yes o 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). x Yes o 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 o Accelerated filer o Non-accelerated filer o Smaller Reporting Company x

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) o Yes x No

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of January 4, 2016, is 209,649,945 shares of Common Stock, $.00001 par value.

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements

AMERICAN INTERNATIONAL VENTURES, INC.

(An Exploration Stage Company)

CONSOLIDATED BALANCE SHEETS

	November 30, 2015 (Unaudited)	May 31, 2015
ASSETS		
Current Assets		
Cash	$ 483,135	$ 22,121
Miscellaneous receivables	22,007	22,748
Total current assets	505,142	44,869
Fixed Assets		
Vehicles	150,039	150,039
Mining equipment	502,400	502,400
Office furniture and equipment	32,443	30,022
Total assets	684,882	682,461
Less accumulated depreciation	312,262	261,299
Net fixed assets	372,620	421,162
Other Assets		
Investment in securities	6,380	6,380
Mining claims	861,707	861,707
Total other assets	868,087	868,087
TOTAL ASSETS	$ 1,745,849	$ 1,334,118
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Current portions of notes payable	$ 13,034	$ 89,500
Accounts payable and accrued expenses	103,335	149,250
Taxes payable	67,643	73,027
Advances from officers and directors	138,994	238,325
Total current liabilities	323,006	550,102
Long Term Liabilities		
Long term portions of notes payable	9,173	14,707
Warrant liability	27,150	27,150
Total long term liabilities	36,323	41,857
Total Liabilities	359,329	591,959

Stockholders' Equity		
Common stock - authorized, 400,000,000 shares of $.00001 par value; issued and outstanding, 214,999,945 and 212,949,945 shares, respectively	2,150	2,129
Additional paid in capital	7,234,815	7,204,086
Accumulated deficit	(5,823,382)	(6,435,968)
Total American International Ventures, Inc. stockholders equity	1,413,583	770,247
Non controlling interest	(27,063)	(28,088)
Total stockholders' equity	1,346,520	742,159
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$ 1,745,849	$ 1,334,118

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

AMERICAN INTERNATIONAL VENTURES, INC.

(An Exploration Stage Company)

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	Three Month Periods Ended		Six Month Periods Ended	
	November 30,		November 30,	
	2015	2014	2015	2014
Sales	$ -	$ 40,090	$ -	$ 58,278
Cost of goods sold	-	18,075	-	30,340
Gross profit	-	22,015	-	27,938
Administrative expenses	55,537	119,238	114,749	427,807
Operating income (loss)	55,537	(97,223)	114,749	(399,869)
Other Income and Expense:				
Revaluation of warrants	-	80,850	-	108,600
Gain (Loss) on sale of mining rights	719,398	(160,000)	719,398	(158,500)
Other income	-	3,042	-	3,082
Interest expense	17,201	(19,028)	7,937	(33,707)
Total other income (expense)	736,599	(95,136)	727,335	(80,525)
Net Profit (loss) before taxes	681,062	(192,359)	612,586	(480,394)
Provision for income taxes	-	(6,269)	-	5,008
Net Profit (Loss)	681,062	(186,090)	612,586	(485,402)
Net loss attributable to noncontrolling interests	(299)	3,923	1,025	11,919
Net profit (loss) attributable to American International Ventures, Inc.	$ 681,361	$ (182,167)	$ 611,561	$ (473,483)
Net Profit (Loss) Per Share Basic and Diluted	$ -	$ -	$ -	$ -
	214,999,945	208,102,681	214,943,934	207,055,563

Weighted Average
Number of Shares
Outstanding

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

AMERICAN INTERNATIONAL VENTURES, INC.

(An Exploration Stage Company)

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	Six Month Periods Ended November 30, 2015	Six Month Periods Ended November 30, 2014
Cash Flows From Operating Activities:		
Net Profit (Loss)	$ 612,586	$ (485,402)
Adjustments to reconcile net loss to net cash consumed by operating activities:		
Charges and credits not requiring cash:		
Depreciation	50,963	30,041
Equity items issued for services	31,775	211,800
Loss on sale of mining claim	-	158,500
Interest charge related to debt discount	-	544
Revaluation of warrants	-	(108,600)
Changes in assets and liabilities:		
Increase (decrease) in accounts payable and accrued expenses	(45,915)	57,994
Decrease (increase) in miscellaneous receivables	741	(1,356)
Increase (decrease) in taxes payable	(5,384)	10,794
Decrease in inventory	-	31,228
Net cash provided (consumed) by operating activities	644,766	(94,457)
Cash Flows From Investing Activities:		
Purchases of fixed assets	(2,421)	-
Net cash consumed by investing activities	(2,421)	-
Cash Flows From Financing Activities:		
Proceeds of shareholder and director loans	-	87,000
Payments on notes payable	(181,331)	(2,327)
Net Cash provided (consumed) by financing activities	(181,331)	84,673
Net change in cash	461,014	(9,784)

Cash balance, beginning of period		22,121		12,862
Cash balance, end of period	$	483,135	$	3,078

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

AMERICAN INTERNATIONAL VENTURES, INC.

(An Exploration Stage Company)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

November 30, 2015

(Unaudited)

1. BASIS OF PRESENTATION

The unaudited interim consolidated financial statements of American International Ventures, Inc. ("the Company") as of November 30, 2015 and for the three and six month periods ended November 30, 2015 and 2014 have been prepared in accordance with accounting principles generally accepted in the United States of America. In the opinion of management, such information contains all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the results of such periods. The results of operations for the six month period ended November 30, 2015 are not necessarily indicative of the results to be expected for the full fiscal year ending May 31, 2016.

Certain information and disclosures normally included in the notes to financial statements have been condensed or omitted as permitted by the rules and regulations of the Securities and Exchange Commission, although the Company believes the disclosure is adequate to make the information presented not misleading. The accompanying unaudited financial statements should be read in conjunction with the financial statements of the Company for the year ended May 31, 2015.

2. BACKGROUND

On March 23, 2012, the Company entered into a share exchange agreement with Placer Gold Prospecting, Inc. (Placer), a Company that was formed on January 25, 2012. This share exchange agreement was treated as a reverse recapitalization, under which the legal acquiree (Placer) was treated as the accounting acquirer and the equity accounts of the Company were adjusted to reflect a reorganization. Inasmuch as Placer was treated as the accounting acquirer, whenever historical financial information is presented, it is Placer information.

On May 3, 2013, the Company formed a subsidiary in Baja California to exploit a mining claim acquired by the subsidiary. It remained inactive until June 1, 2013 at which time it became operational, on a limited basis. A problem with the mining permit caused suspension of mining activities in May 2014. The Company is working to resolve that problem.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Cash

For purposes of the Statement of Cash Flows, the Company considers all short-term debt securities purchased with an original maturity of three months or less to be cash equivalents.

b. Fair Value of Financial Instruments

The carrying amounts of the Company s financial instruments, which include cash equivalents, accounts payable and accrued expenses, and notes payable, approximate their fair values at November 30, 2015.

c. Income (Loss) Per Share

Basic earnings (loss) per share is computed by dividing the net income (loss) available to common shareholders for the period by the weighted average number of shares of common stock outstanding during that period. During periods in which a net loss has occurred, outstanding options, warrants, and convertible notes are excluded from the calculation of weighted average number of shares outstanding as their inclusion would be anti-dilutive.

d. Income Taxes

The Company accounts for income taxes in accordance with current accounting guidance, which requires the use of the liability method . Accordingly, deferred tax liabilities and assets are determined based on differences between the financial statement and tax bases of assets and liabilities, using enacted tax rates in effect for the year in which the differences are expected to reverse. Current income taxes are based on the income that is currently taxable.

AMERICAN INTERNATIONAL VENTURES, INC.

(An Exploration Stage Company)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

November 30, 2015

(Unaudited)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

e. Marketable Securities

Marketable securities, when owned, are classified as available-for-sale and are carried at fair value. Unrealized gains and losses on these securities are recognized as increases or decreases in accumulated other comprehensive income.

f. Fixed Assets

Fixed assets are recorded at cost. Depreciation is computed using the straight line method, with useful lives of seven years for mining equipment and five years for vehicles.

g. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

h. Advertising Costs

The Company expenses advertising costs when the advertisement occurs. There was no advertising expense in the three and six month periods ended November 30, 2015.

i. Segment Reporting

The Company is organized in one reporting and accountable segment.

j. Recognition of Revenue

Revenue is realized from product sales. Recognition occurs upon shipment to customers, and where the following criteria are met: persuasive evidence of an arrangement exists; delivery has occurred; the sales price is fixed or determinable; and collectability is reasonably assured. Additional revenue from royalties is recognized when persuasive evidence of an arrangement exits; the amount due is fixed or determinable; and collectability is reasonably assured.

k. Stock Based Compensation

The cost of equity instruments issued to non-employees in return for goods and services is measured by the fair value of the goods or services received or fair value of the equity instruments issued, whichever is the more readily determinable. The cost of employee services received in exchange for equity instruments is based on the grant date fair value of the equity instruments issued.

l. Investments in Mining Claims

Mining claims held for development are recorded at the cost of the claims, plus related acquisition costs. These costs will be amortized when extraction begins.

AMERICAN INTERNATIONAL VENTURES, INC.

(An Exploration Stage Company)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

November 30, 2015

(Unaudited)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

m. Exploration Stage Accounting

The Company is an exploration stage company, as defined in pronouncements of the Financial Accounting Standards Board (FASB) and Industry Guide #7 of the Securities and Exchange Commission. Generally accepted accounting principles govern the recognition of revenue by an exploration stage enterprise and the accounting for costs and expenses. As an exploration stage company it is also required to make additional disclosures as defined under the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 915, Development-Stage Entities . Additional disclosures required are that our financial statements be identified as those of an exploration stage company, and that the statements of operations, changes in stockholders deficit and cash flows discloser activity since the date of its Inception (January 21, 1998). Effective June 10, 2014, the FASB changed its regulations with respect to development stage entities and these additional disclosures are no longer required for annual reporting periods beginning after December 15, 2015, with the option for entities to early adopt these new provisions. The Company has elected to early adopt these provisions and consequently these additional disclosures are not included in its financial statements.

n. Mine Development Costs

Mine development costs include engineering and metallurgical studies, and other related costs to delineate an ore body, the removal of overburden to initially expose an ore body at open pit surface mines and the building of access ways, shafts, lateral access, drifts, ramps and other infrastructure at underground mines.

The definition of proven and probable reserves is set forth in SEC Industry Guide 7. Proven reserves are reserves for which (a) quantity is computed from dimensions revealed in outcrops, trenches, workings or drill holes; (b) grade and/or quality are computed from the results of detailed sampling; and (c) the sites for inspection, sampling and measurement are spaced so closely and the geologic character is so well defined that size, shape, depth and mineral content of reserves are well-established. Probable reserves are reserves for which quantity and grade and/or quality are computed from information similar to that used for proven reserves, but the sites for inspection, sampling, and measurement are farther apart or are otherwise less adequately spaced. The degree of assurance, although lower than that for proven reserves, is high enough to assume continuity between points of observation. In addition, reserves cannot be considered proven and probable until they are supported by a feasibility study, indicating that the reserves have had the requisite geologic, technical and economic work performed and are economically and legally extractable at the time of the reserve determination.

Costs incurred at a mine site before proven reserves have been established are expensed as mine development costs. At the point proven reserves have been established at a mine site, such costs will be capitalized and will be written off as depletion expense as the minerals are extracted.

As of November 30, 2015, none of the mine concessions met the requirements for proven reserves; development costs are therefore expensed.

o. Impairment

The Company performs a review for potential impairment of long-lived assets whenever an event or change in circumstances indicates that the carrying value of an asset may not be recoverable.

AMERICAN INTERNATIONAL VENTURES, INC.

(An Exploration Stage Company)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

November 30, 2015

(Unaudited)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

p. Foreign Currency Translation

The assets of the Mexican subsidiary are in Mexico. The Mexican subsidiary depends on the ability of the parent company to raise cash which is transferred to the subsidiary to meet its operating cash needs. Therefore, the Company's management has determined that the functional currency of the Mexican subsidiary is the US dollar. Since that is the case, the Company remeasures its subsidiary financial statements in US dollars. Any gains or losses are reflected on the Statements of Operations.

The accounts of the Mexican subsidiary are remeasured in US dollars as follows:

(a) Monetary assets and liabilities are translated based on the rates of exchange in effect at balance sheet dates.

(b) Non-monetary assets, liabilities, and equity accounts are translated at the exchange rates prevailing at the times of acquisition of assets, assumption of liabilities or equity investments.

(c) Revenues and expenses are translated at the average exchange rates for each period, except for charges for amortization and depreciation of non-monetary assets which are translated at the rates associated with the assets.

q. New Accounting Pronouncements

The Company does not believe the adoption of recently issued pronouncements will have a significant effect on Company results of operations, financial position, or cash flows.

4. GOING CONCERN AND LIQUIDITY

As shown in the accompanying financial statements, the Company has experienced losses since its inception. It also had a working capital deficiency at November 30, 2015 and presently does not have sufficient resources to meet its outstanding liabilities or accomplish its objectives during the next twelve months. These factors raise substantial doubt about the ability of the Company to continue as a going concern. The financial statements do not include adjustments relating to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue in operation.

5. DEBT OBLIGATIONS

On August 31, 2014, the Company defaulted on its obligation for $130,000 of convertible notes. The obligation for all but $25,000 of these notes was satisfied during the three month period ended November 30, 2015.

6. WARRANT LIABILITY

During the year ended May 31, 2013, the Company issued 2,715,000 warrants to an investment banker; these warrants have "full-ratchet anti-dilution protection". In accordance with pronouncements of the Financial Accounting Standards Board, these warrants have been classified as liabilities. They will be periodically revalued by use of a Black Sholes valuation model. Changes in the value will be recorded on the statement of operations. During the six month periods ended November 30, 2015 and 2014, the value was reduced by $0 and $108,600, respectively.

AMERICAN INTERNATIONAL VENTURES, INC.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

November 30, 2015

(Unaudited)

7. CAPITAL STOCK

The following is a summary of stock activity during the quarter:

	Shares	Amount
Balance May 31, 2015	212,949,945	$2,129
Shares issued for services	2,050,000	21
Balance November 30, 2015	214,949,945	$2,150

8. SUPPLEMENTARY CASH FLOW INFORMATION

There was no cash paid for interest in the six month period ended November 30, 2015 and $19,516 paid in cash in the six month period ended November 30, 2014; there was no cash paid for income taxes during either of the six month periods.

On June 16, 2014, the Company sold its El Tule Canyon mining claim and the remainder of the Gypsy claim for 1,500,000 shares of restricted common stock of the buyer; these shares were valued at $1,500, which brings to 6,500,000 the number of shares of the buyer that are owned by the Company.

9. WARRANTS

There were 2,715,000 warrants outstanding at November 30, 2015, as presented below:.

Number of Warrants	Exercise Price	Weighted Life (in Years)
2,715,000(A)	$ .125	2.63

(A) These warrants were principally issued for services. They were valued using a Black Scholes valuation model.

10. RELATED PARTY TRANSACTIONS

During the six month period ended November 30, 2015, the Company issued shares (valued at $31,775) to its directors.

The Company repaid $99,331 of shareholder loans during the current six month period. During the 2014 six month period, the Company received $87,000 of shareholder loans.

11. SUBSEQUENT EVENTS

On October 9, 2014, Mr. Joshua (Simon) Shainberg was appointed president of the Company. On December 4, 2014, Mr. Shainberg resigned from that position. His resignation did not occur as a result of any disagreement with the Company over its practices, policies or procedures.

Forward Looking Statements and Cautionary Statements .

Certain of the statements contained in this Quarterly Report on Form 10-Q include "forward looking statements." All statements other than statements of historical facts included in this Form 10-Q regarding the Company's financial position, business strategy, and plans and objectives of management for future operations and capital expenditures, and other matters, are forward looking statements. These forward-looking statements are based upon management's expectations of future events. Although the Company believes the expectations reflected in such forward looking statements are reasonable, there can be no assurances that such expectations will prove to be correct. Additional statements concerning important factors that could cause actual results to differ materially from our expectations ("Cautionary Statements") are disclosed in the Cautionary Statements section and elsewhere in the Company s Form 10-K for the period ended May 31, 2015. Readers are urged to refer to the section entitled Cautionary Statements and elsewhere in the Company s Form 10-K for a broader discussion of these statements, risks, and uncertainties. These risks include the Company s limited operations and lack of revenues. In addition, the Company s auditor, in his audit report for the fiscal year ended May 31, 2015, has expressed a going concern opinion about the future viability of the Company. All written and oral forward looking statements attributable to the Company or persons acting on the Company s behalf subsequent to the date of this Form 10-Q are expressly qualified in their entirety by the referenced Cautionary Statements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

During the six month period ended November 30, 2014, the Company had revenue of $58,278, compared with no revenue during the six month period of 2015. These 2014 revenues were derived from mining activity of its subsidiary, AIVN de Mexico. During the quarter ended August 31, 2014, AIVN de Mexico stopped all pilot plant mining operations and started the application process with the government of Mexico for mining permits. Cost of goods sold consisting of mining, milling and personnel costs was $30,340 during the six month period ended November 30, 2014.

Gross profit for the 2014 six month period was $27,938, compared with nothing in the 2015 period.

Administrative expenses for the six month period ended November 30, 2015 were $119,238 compared to $427,807 for the comparable period of 2014. Administrative expenses consist primarily of consulting fees, director awards and other services compensated with equity items. The sharp reduction in administrative costs for the current period is due principally to reductions in such compensation, the result of suspension of mining activities.

The Company had an operating profit in the 2015 six month period of $114,749, compared with an operating loss of $399,869 for the comparable period in 2014. The improvement is primarily due to the explanations provided above.

Interest expense in the current six month period was a gain of $7,937, compared with an expense of $33,707 in the comparable period of 2014. Interest expense accrues on outstanding debt obligations and on credit card charges, which were higher in the 2014 period. The gain realized in the 2015 period was the result of forgiveness by two directors of interest that had previously accrued on loans they had made to the Company.

The Company has a warrant issuance that is considered a derivative security. The Company realizes income from reductions in its liability for these warrants. The liability reduction in the 2014 six month period was $108,600. There was no liability reduction in the 2015 six month period in the 2015 period.

Net profit for the 2015 six month period was $612,586, compared with a net loss of $485,402 in the comparable period of 2014. The favorable change is due to a $719,398 profit on the sale of the Bruner mining claim, which occurred during the second quarter of 2015.

During the three month period ended November 30, 2015, the Company had no revenue, as its Mexican mining operations were suspended during the second quarter of 2014. Revenue of $40,090 was realized in the same period of 2014. These revenues were derived from mining activity of the Company subsidiary, AIVN de Mexico. Cost of goods sold, consisting of mining, milling and personnel costs, was $18,075 during the three month period ended August 31, 2014.

Gross profit for the 2014 three month period was $22,015.

Administrative expenses for the three months ended November 30, 2015 were $55,537 compared to $119,238 for the comparable period of 2014. Administrative expenses consist primarily of consulting fees, director awards and other services compensated principally with equity items. The reduction in administrative costs for the current period is due primarily to a reduction in such compensation.

The Company had an operating loss in the current three month period of $55,537, compared with an operating loss of $97,223 for the comparable period in 2014. The decrease is primarily due to the expense reduction described above.

Interest expense in the current three month period was a gain of $17,201, compared with an expense of $19,028 in the comparable period of 2014. Interest expense accrues on outstanding debt obligations, which were lower in the 2015 period. As explained above, the gain realized in the 2015 period was principally the result of forgiveness by two directors of interest that had previously accrued on loans they had made to the Company.

The Company has a warrant issuance that is considered a derivative security. The Company realizes income from reductions in its liability for these warrants. There was a liability reduction of $80,350 in the 2014 period and none in the 2015 period.

Net profit for the current three month period was $681,062, compared with a net loss of $186,090 in the comparable period of 2014. The favorable change is primarily due to a $719,398 profit on the sale of the Bruner mining claim, which is located in Nye County, Nevada.

Since the acquisition of PGPI, our operations have focused on developing, planning and operating past producing precious metal properties and mines. Specifically, we are now a gold and silver exploration and extraction company, operating primarily in Baja California, Mexico, and Nevada. We will focus on acquiring gold and base mineral resource properties that historically produced gold and silver until 1942 when all gold production in the United States was halted due to World War II. There is no guarantee that such properties will produce gold or silver in the future or that these properties may have already been depleted, as they were previously mined **.**

None of our properties or claims has any proven or probable reserves and all of our activities undertaken and currently proposed are exploratory in nature.

As of November 30, 2015, the Company had working capital of $182,136, compared with a working capital deficit of $505,233 as of May 31, 2015. The significant improvement is principally due to the sale of the Bruner claim, as noted above.

The Company has projected that its administrative overhead for the next 12 months will be approximately $185,000 which consists of accounting fees (including tax, audit and review) in the approximate amount of $45,000, legal fees in the approximate amount of $40,000, and miscellaneous expenses of $100,000. The projected legal and accounting fees relate to the Company s reporting requirements under the Securities Exchange Act of 1934. The Company expects to incur additional legal and accounting fees in order to effect acquisitions and share exchanges or a business combination transaction. The Company has no other capital commitments. To continue its business plan, the Company will be required to raise additional funds through the private placement of its capital stock or through debt financing to meet its ongoing corporate overhead obligations. If the Company is unable to meet its corporate overhead obligations, it will have a material adverse impact on the Company and the Company may not be able to complete its plan of operations of finding a suitable business acquisition or combination candidate.

Please refer to the Company s Form 10-K for the period ending May 31, 2015 for a discussion of other risks attendant to its proposed plan of operations of effecting a business acquisition or combination, including the occurrence of significant dilution and a change of control. Even if successful in effecting a business acquisition or combination, it is likely that numerous risks will exist with respect to the new entity and its business.

Off-Balance Sheet Arrangements

We do not have any off balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, revenues and results of operations, liquidity or capital expenditures

Significant Accounting Policies

a. Cash

For purposes of the Statement of Cash Flows, the Company considers all short-term debt securities purchased with a maturity of three months or less to be cash equivalents.

b. Fair Value of Financial Instruments

The carrying amounts of the Company s financial instruments, which include cash equivalents, and accrued liabilities, approximate their fair values at November 30, 2015.

c. Loss (Income) Per Share

Basic earnings (loss) per share is computed by dividing the net income (loss) available to common shareholders for the period by the weighted average number of shares outstanding. During periods when a net loss has occurred, as was the case in the three and six month periods ended November 30, 2014, outstanding options and warrants are excluded from the calculation of diluted loss per share as their inclusion would be anti-dilutive.

d. Income Taxes

The Company accounts for income taxes in accordance with current accounting guidance, which requires the use of the liability method . Accordingly, deferred tax liabilities and assets are determined based on differences between the financial statement and tax bases of assets and liabilities, and consideration of net operating loss carry forwards, using enacted tax rates in effect for the year in which the differences are expected to reverse. Current income taxes are based on the income that is currently taxable.

e. Marketable Securities

Marketable securities, when owned, are classified as available-for-sale and are carried at fair value. Unrealized gains and losses on these securities are recognized as direct increases or decreases in accumulated other comprehensive income.

f. Fixed Assets

Fixed assets are recorded at cost. Depreciation is computed by using accelerated methods, with useful lives of seven years for furniture and equipment and five years for computers and automobiles.

g. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

h. Advertising Costs

The Company expenses advertising costs when the advertisement occurs. There was no advertising expense in the three month period ended August 31, 2015.

i. Segment Reporting

The Company is organized in one reporting and accountable segment.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Not Applicable **.** Smaller Reporting Companies are not required to provide the information required by this item.

Item 4. Controls and Procedures.

Under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer (one and the same person), we undertook an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Securities Exchange Act of 1934, Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this report. Based on this evaluation, our Principal Executive Officer and Principal Financial Officer have concluded that such disclosure controls and procedures were not effective to ensure (a) that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and (b) that information required to be disclosed is accumulated and communicated to management to allow timely decisions regarding disclosure.

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) during the quarter ended November 30, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

Item 1. Legal Proceedings.

None

Item 1A. Risk Factors.

Smaller Reporting Companies are not required to provide the information required by this item.

Item 2. Unregistered Sale of Equity Securities and Use of Proceeds.

There were 3,500,000 shares of Company common stock purchased for $25,000 during the three month period ended November 30, 2015.

Each officer and director is an accredited investor and agreed to hold such shares for investment purposes. In addition, the issued shares contained restricted legends. All of the securities issuances referred to above were exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended (the Act) or the rules and regulations promulgated there under, including Regulation D and Rule 701.

Item 3. Defaults Upon Senior Securities.

None

Item 4. Mine Safety Disclosures.

None

Item 5. Other Information.

See note 10 to the financial statements.

Item 6. Exhibits

(a) Exhibits Furnished.

Exhibit #31.1 Certification Pursuant To Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit #31.2 Certification Pursuant To Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit #32 Certification Pursuant To Section 906 of the Sarbanes-Oxley Act of 2002.

The following exhibits contain information from our Quarterly Report on Form 10-Q for the quarter ended November 30, 2015 formatted in Extensible Business Reporting Language (XBRL):

Exhibit #101.INS XBRL Instance Document

Exhibit #101.SCH XBRL Taxonomy Schema Document

Exhibit #101.CAL XBRL Taxonomy Calculation Linkbase Document

Exhibit #101.DEF XBRL Taxonomy Extension Definition Linkbase

Exhibit #101.LAB XBRL Taxonomy Label Linkbase Document

Exhibit #101.PRE XBRL Taxonomy Presentation Linkbase Document

SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AMERICAN INTERNATIONAL VENTURES, INC.

(Registrant)

By: /s/ Jack Wagenti

Jack Wagenti

Chairman, President and Chief Financial Officer

(Principal Executive Officer and Principal Financial Officer)

Date: January 21, 2016