

# SINO AMERICAN OIL CO

## FORM 10-K (Annual Report)

Filed 01/13/12 for the Period Ending 09/30/11

Address	2123 PIONEER AVE CHEYENNE, WY, 82001
Telephone	360-631-6022
CIK	0001367408
Symbol	OILY
SIC Code	7331 - Services-Direct Mail Advertising Services
Industry	Oil & Gas Exploration and Production
Sector	Energy
Fiscal Year	09/30

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

FORM 10-K

[X] ANNUAL REPORT UNDER TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR  
THE FISCAL YEAR ENDED SEPTEMBER 30, 2011

Commission File Number: 000-52304

SINO AMERICAN OIL COMPANY

(Exact name of registrant as specified in its charter)

NEVADA

(State or other jurisdiction of incorporation or organization)

5190 Neil Road, Suite 430

Reno, NV 89502

(Address of principal executive offices, including zip code.)

(866) 261-8853

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:  
NONE

Securities registered pursuant to section 12(g) of the Act:  
COMMON STOCK

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES [ ] NO [X]

Indicate by check mark if the registrant is required to file reports pursuant to Section 13 or Section 15(d) of the Act: YES [ ] NO [X]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES [X] NO [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES [ ] NO [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

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

Large Accelerated Filer

[ ]

Accelerated Filer

[ ]

Non-accelerated Filer

[ ]

Smaller Reporting Company

[X]

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). YES [ ] NO [X]

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of **September 30, 2011: \$ 21,767,250.**

At December 29, 2011, **43,534,500** shares of the registrant's common stock were outstanding.



## TABLE OF CONTENTS

Page No.

### PART I

<a href="#">Item 1.</a>	Business.	3
<a href="#">Item 1A.</a>	Risk Factors.	5
<a href="#">Item 1B.</a>	Unresolved Staff Comments.	8
<a href="#">Item 2.</a>	Properties.	8
<a href="#">Item 3.</a>	Legal Proceedings.	8

### PART II

<a href="#">Item 5.</a>	Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.	8
<a href="#">Item 6.</a>	Selected Financial Data.	10
<a href="#">Item 7.</a>	Management's Discussion and Analysis of Financial Condition and Results of Operations.	11
<a href="#">Item 7A.</a>	Quantitative and Qualitative Disclosures About Market Risk.	11
<a href="#">Item 8.</a>	Financial Statements and Supplementary Data.	12
<a href="#">Item 9.</a>	Changes In and Disagreements With Accountants on Accounting and Financial Disclosure.	25
<a href="#">Item 9A.</a>	Controls and Procedures.	25
<a href="#">Item 9B.</a>	Other Information.	26

### PART III

<a href="#">Item 10.</a>	Directors, Executive Officers and Corporate Governance.	26
<a href="#">Item 11.</a>	Executive Compensation.	29
<a href="#">Item 12.</a>	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.	31
<a href="#">Item 13.</a>	Certain Relationships and Related Transactions, and Director Independence.	32
<a href="#">Item 14.</a>	Principal Accountant Fees and Services.	32

### PART IV

<a href="#">Item 15.</a>	Exhibits, Financial Statement Schedules.	33
<a href="#">Signatures</a>		34
<a href="#">Exhibit Index</a>		35

## ***FORWARD LOOKING STATEMENTS***

Certain information in this report including statements made in “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Description of Business” and elsewhere contain “forward-looking statements”. All statements other than statements of historical fact are “forward-looking statements”, including any projections of earnings, revenues or other financial items, any statements of the plans and objectives of management for future operations, any statements concerning proposed new products or services, any statements regarding future economic conditions or performance, and any statements of assumptions underlying any of the foregoing. In some cases, forward-looking statements can be identified by the use of terminology such as “may,” “will,” “expects,” “plans,” “anticipates,” “estimates,” “potential,” or “continue,” or the negative thereof or other comparable terminology. Although Sino American Oil believes that the expectations reflected in its forward-looking statements are reasonable, it can give no assurance that such expectations or any of its forward-looking statements will prove to be correct, and actual results could differ materially from those projected or assumed in these forward-looking statements.

Forward-looking statements include but are not limited to:

- Sino American Oil’s ability to implement successfully its operating strategy as described in its business plan;
- Future financial performance as estimated in Sino American Oil’s financial projections;
- Sino American Oil’s forecasts of market demand; and,
- Highly competitive market conditions.

This list of categories of forward-looking statements should not be construed as exhaustive. Sino American Oil will not update or revise any forward-looking statements.

Certain factors that could cause Sino American Oil’s forward-looking statements not to be correct and cause Sino American Oil’s actual results to materially vary from projections made in forward-looking statements as further described under the caption in Risk Factors contained in the Management’s Discussion and Analysis of Financial Condition and Results of Operations section of this report.

## ***PART I***

### **ITEM 1. BUSINESS.**

#### ***(a) General Development of Business***

Sino American Oil Company is a Nevada company incorporated as Raphael Industries Ltd. on October 31, 2005. On November 11, 2010, we changed our name to Sino American Oil Company. We accomplished this by creating a wholly owned subsidiary corporation by the name of Sino American Oil Company, a Nevada corporation and merging it into Raphael Industries Ltd. Raphael Industries Ltd. was the surviving entity. As part of the merger, we changed our name from Raphael Industries Ltd. to Sino American Oil Company. By changing the corporate name in this manner we were not required to obtain shareholder approval to change our name. The new name is intended to reflect our new business direction which is exploration for oil and gas.

We are an oil and gas exploration stage company. Since our change of business direction we have had no revenues and have been issued a going concern opinion from our auditors. Our registered office and agent for service is located at 5190 Neil Road, Suite 430 Reno, NV 89502 and we maintain a corporate office at 5190 Neil Road, Suite 430, Reno, NV 89502. Our telephone and fax numbers are 1-866-261-8853 and 1-302-288-8853, respectively and our corporate website is [www.sinoamericanoil.com](http://www.sinoamericanoil.com).

On October 15, 2010, we issued a press release announcing the execution of a non-binding heads of agreement for a farm-in of certain oil and gas permits in Queensland Australia with Sentry Petroleum (Australia) Pty Ltd.

On November 11, 2010, we filed our Form 8-K with the SEC and announced that we changed our name to Sino American Oil Company.

On January 7, 2011, we amended the foregoing non-binding heads of agreement having concluded our due diligence. Under the amendment, the deadline to execute a definitive agreement relating to the acquisition of the oil and gas permits was extended for 60 days from January 7, 2011 up to and including, March 8, 2011.

On March 1st 2011, we issued Stock Dividends to shareholders of record as at February 10th 2010 at a 1.5:1 ratio, issuing 14,511,500 shares from treasury. After the stock dividend was paid we had 43,534,500 common shares issued and outstanding.

On March 4, 2011, we appointed Cameron R. Fink, a geophysicist, as a Director and filed our Form 8-K announcing Mr. Fink's appointment and issuance of stock dividends to shareholders of record.

On March 14, 2011, we completed the aforementioned Option Agreement with Sentry Petroleum (Australia) Pty. Ltd. The option was an exclusive right to earn an undivided 70% interest in Sentry Petroleum (Australia) Pt. Ltd. ATP 865 & ATP 866 in Queensland. To earn its interest, Sino American would pay 100% of the cost to drill and complete one well and provide funding up to USD\$1,000,000 for additional geological, geophysical, and engineering work. We filed our Form 8-K with the SEC and announced the Option Agreement.

On June 26, 2011, Sentry bought back the Option Agreement announced on March 14, 2011. The agreement was jointly terminated and the Company was released from any obligation.

On October 3, 2011 we caused the Australian subsidiary Sino American (Australia) Pty. Ltd. to be formed. The Company has appointed two directors to Sino American (Australia), Mr. Ronald E. Hughes and Mr. Nicholas James Alexander Hall. Ron Hughes is Sino American Oil Company's President and Executive Director, with offices in both Nevada and Washington in the United States of America. Nick Hall is a highly respected professional geologist, located in Brisbane, Queensland, Australia and brings extensive oil and gas experience to the company.

On October 6, 2011 Sino American (Australia) Pty. Ltd. made applications with Western Australia's Department of Mines and Petroleum (Petroleum Division) for two separate Petroleum Exploration Permits. As of December 29<sup>th</sup>, 2011 it is still undetermined if either of these applications have been successfully approved.

As of September 30, 2011 or the date of this report the company does not have any proven reserves.

**(b) *Business of the Issuer***

We are an exploration stage company engaged in the assessment, acquisition, exploration and development of oil, gas, and other hydrocarbon properties in Australia and other regions in Austral Asia. In an effort to evaluate exploration interests that meet our criteria, we assess the potential of properties in Australia and Austral Asia. The assessment includes geochemical and petrological review to determine petroleum source potential and reservoir quality, interpretation and reinterpretation of existing seismic data, as well as consideration of discoveries made by third parties on properties adjacent to, or, depending on circumstances, in the area of the properties we are assessing. Geological conditions are however, unpredictable. The analysis of geochemical, petrological, seismic data, and discovery of reserves on properties adjacent to, or in the area of properties under consideration is no assurance that commercially recoverable reserves of oil and gas will be discovered on properties acquired or under consideration. See Risk Factors under this item.

We have not received any revenues from our operations. We are an exploration stage company. Since our change of business direction we have no history of earnings and there is no assurance that our business will be profitable. As at September 30, 2011 we have an accumulated deficit of \$560,382 and we expect to continue incurring operating losses and accumulating deficits until such time that we achieve profitable operations.

The president of our management team devotes approximately 80% of his time to the company. He has not entered into any employment nor consulting agreements with us. He also devotes approximately 20% of his time to other business interests. In the course of his work for our company he may choose to work on matters specific to his other business interests at a time that may not be opportune to the best interests of our company. As a result we may lose opportunities that we would have otherwise secured. In such a situation where a conflict of interest exists any decision he makes which furthers the best interests of other competing businesses, may be harmful to our business.

There is no assurance that we will earn revenue, operate profitably or provide a return on investment to our security holders.

Our business plan is limited in its scope and we intend to derive all of our revenue from a discovery of commercial quantities of hydrocarbons. Specifically, discovering sufficient quantities of hydrocarbons to warrant their profitable development. We have no other business plans and if we are unsuccessful in discovering commercial quantities of hydrocarbons our business will fail.

#### **ITEM 1A. RISK FACTORS.**

Our common shares must be considered a speculative investment. Readers should carefully consider the risks described below before deciding whether to invest in shares of our common stock. If we do not successfully address the risks described below, there could be a material adverse effect on our business, financial condition or results of operations, and the trading price of our common stock may decline and investors may lose all or part of their investment. We cannot assure any investor that we will successfully address these risks.

The purchase of the common shares involves a number of significant risk factors. Purchasers of common shares should consider the following.

##### ***Risks associated with our business:***

**We were incorporated on October 31, 2005 and recently changed our business strategy. We have a limited history of operations making it difficult to evaluate our current value and chance of success.** We have not had success in discovering commercial quantities of hydrocarbons –Our limited history makes it difficult to evaluate the current value of our shares and our chances of success leading to volatility in the value of your investment.

**Oil and gas exploration is very competitive and we will not be able to effectively compete with other companies in procuring services required to complete our plan of operations.** We are in competition with other companies with greater financial resources and expertise in bidding for and procuring equipment necessary to explore for, develop and produce hydrocarbons and in obtaining the services of personnel in the exploration for, and development and production of, hydrocarbons. Our inability to compete raises the risk that we will be unable to carry out our plan of operations.

**We have limited financial resources and will have to raise additional funds to expand our business. To date we have held preliminary discussions related to potential future funding but there can be no certainty that market conditions will enable us to raise the funds required. Failure to raise additional funds may result in the failure of our business.** As of September 30, 2011, we had \$1,017,424 in working capital. October 1<sup>st</sup>, 2010 we completed a financing of \$1,000,000. We have no revenues and will rely principally on the issuance of common shares to raise funds to finance the planned expenditures. There is no assurance that market

conditions will enable us to raise funds when required, and any equity financing will likely be dilutive to existing shareholders. Should we fail to raise additional funds, we will be unable to carry out our plan of operations. (See ITEM 1 (b) – Business of the Issuer)

**Based upon our financial position our auditor has expressed substantial doubt about our ability to continue as a going concern.** We will be unable to continue as a going concern if we are unable to earn sufficient revenues from operations or to raise additional capital through debt or equity financings to meet our future capital obligations. As of September 30, 2011 we have working capital of \$1,017,424 insufficient to finance our plan of operations for the next 12 months. If we do not raise the capital required to carry out our plan of operations, we may be unable to continue as a going concern.

**There is no assurance that we will discover commercial quantities of hydrocarbons.** In addition, even if hydrocarbons are discovered, the costs of development may render any deposit found uneconomic. If we do not find hydrocarbon reserves or are unable to develop reserves, either because we do not have sufficient capital or the costs of extraction are uneconomical, we will have to cease operations and investors who have purchased shares may lose their investment.

**Geological conditions are variable and unpredictable and heighten exploration risk.** Oil and gas exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing properties. Even if production is commenced from a well, the production will inevitably decline and may be affected or terminated by changes in geological conditions that cannot be foreseen or remedied. A change in geological conditions may render a discovery uneconomic.

**The marketing and sale of petroleum products is subject to government regulation that may impair our ability to sell hydrocarbons or limit the prices available. Changes to government regulation or laws in the jurisdictions in which we may be operating might result in a discovery becoming uneconomical leading to financial losses.** Even if we make discoveries in commercial quantities, development of a discovery may take a number of years and financial conditions at that time cannot be determined. The availability of products sold, or to be sold, may be restricted or rendered unavailable due to factors beyond our control, such as change in laws in the jurisdictions in which we may be operating, changes in the source of supply in foreign countries and prohibition on use due to testing and licensing requirements.

**The price for oil and gas is volatile and determined by factors beyond our control. Failure to accurately forecast prices may result in financial losses.** Prices for oil and gas may fluctuate widely from time to time depending on international demand, production and other factors that cannot be foreseen. A decline in price may render a discovery uneconomic resulting in unforeseen losses. If a discovery becomes uneconomical due to declining prices, funds spent to develop the discovery might not be recoverable leading to financial losses.

**We are subject to local laws and regulations that are subject to change, including tax and land title claims. Any material change could have an adverse effect on our business and our ability to operate.** There is no assurance that governmental regulation will not vary, including regulations relating to prices, royalties, allowable production, environmental matters, import and export of hydrocarbons and protection of water resources and agricultural lands. We will be subject to numerous governmental regulations that relate directly and indirectly to our operations including but not limited to title, production, marketing and sale of hydrocarbons, taxation, and environmental matters. There is no assurance that the laws relating to the ownership of petroleum interests and the operation of our business in the jurisdiction in which we operate will not change in a manner that may materially and adversely affect our business.

**We may participate in permits or licenses with industry partners with access to greater resources to meet their joint venture capital commitments. If we are unable to meet our commitments, the other joint venture participants may assume some or all of our deficiency and thereby assume a portion of our interest in any production from the joint venture area.** Property interests may be subject to joint venture and other like agreements, which can give rise to interpretive disputes with other parties who are financially interested in the

property. If a participant in a joint venture, which participant has fewer resources than the Company, is unable to meet its commitments, it may delay or veto exploration or development plans which it cannot afford. This may delay the Company's desired exploration and development program and lead to the Company and other participants assuming all or some of the share of the non-committing entity's interest, and therefore meeting a pro-rata share of its required contributions, as well as receiving a pro-rata share of its revenue.

**We presently do not carry liability or title insurance and do not plan to secure any in the future. The lack of insurance makes us vulnerable to excessive potential claims and loss of title.** We do not maintain insurance against public liability, environmental risks or title. The possibility exists that title to future prospective properties may be lost due to an omission in the claim of title and any claims against us may result in liabilities we will not be able to afford resulting in the failure of the business and the complete loss of your investment.

**Our business will be subject to laws that control the discharge of materials into the environment and we may be liable for damages and the costs of removing hydrocarbon spills for which we are held responsible.** The laws relating to the protection of the environment have become more stringent and may expose us to liability for the conduct of, or conditions caused by others or for our actions that were in compliance with all applicable laws at the time such acts were performed. The application of these requirements or the adoption of new requirements could have a material adverse effect on our business.

**We will conduct a portion of our business in foreign currencies, the value of which fluctuates against the U.S. currency.** An appreciation in any of these foreign currencies against the US dollar may have adverse effects on our business. We hold cash reserves in US dollars and in Canadian Dollars but will start to incur a significant proportion of our expenses in other foreign currencies. An increase in value of any of these foreign currencies versus the US dollar would have a detrimental effect, as expenses incurred would, in turn, increase in US dollars. While certain fluctuation can be expected to continue there can be no assurance that the exchange rate will stabilize at current rates.

**We have no history of earnings since our change of business and there is no assurance that if we do, that dividends will be declared.** We have no history of earnings in the business of the Company and there is no assurance that our business will be profitable and, even if profitable, there is no assurance the board of directors will declare dividends on common shares.

**Broker-dealers may be discouraged from effecting transactions in our shares of Common Stock because they are considered penny stocks and are subject to the penny stock rules.** The Securities and Exchange Commission (the "SEC") has adopted rules that regulate broker-dealer practices in connection with transactions in "penny stocks." Penny stocks generally are equity securities with a price of less than \$5.00 per share. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document prepared by the SEC that provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer's account. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from such rules, the broker-dealer must make a special written determination that a penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements often have the effect of reducing the level of trading activity in any secondary market for a stock that becomes subject to the penny stock rules. Our common stock is currently subject to the penny stock rules, and accordingly, investors may find it difficult to sell their shares, if at all.

**Employees and Consultants.** We are an exploration stage company and we do not have any employees.

**Research and Development.** During the year ended September 30, 2011 we did not spend any funds on research and development during the year.

**ITEM 1B. UNRESOLVED STAFF COMMENTS.**

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

**ITEM 2. PROPERTIES.**

The Company's principal executive operations office is located at 5190 Neil Road Suite 430 Reno NV 89502 and our agent for service office is 5190 Neil Road, Suite 430, Reno, Nevada 89502. We lease-used the property under the following terms: a month to month lease with nominal costs. Other than the foregoing we own no interest in any real property.

**ITEM 3. LEGAL PROCEEDINGS.**

There are no material legal proceedings to which we are subject to or which are anticipated or threatened.

**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.****(a) Market information**

Our shares trade on the OTC Bulletin Board under the symbol "OILY". During the year ended September 30, 2010 we traded under the symbol RPHA. The shares commenced trading on August 3, 2007.

Quarter Ended	High (1)(2)	Low (1)(2)	High (1)(2)	Low (1)(2)
	2009 – 2010		2010 – 2011	
December 31	1.60	1.55	0.71	0.50
March 31	1.06	0.81	2.05	0.50
June 30	1.55	1.60	2.10	1.70
September 30	0.56	0.56	1.47	1.30

(1) OTCBB quotations may reflect interdealer prices, without retail markup, markdown or commission and may not necessarily reflect actual transactions.

(2) All quotations are from the website located at [www.quotemedia.com](http://www.quotemedia.com).

At December 29, 2011, there were 43,534,500 common shares issued and outstanding.

**(b) Holders**

At December 29, 2011, there were 71 holders of record.

**(c) Dividends**

We have not declared any cash dividends nor are any intended to be declared. We are not subject to any legal restrictions respecting the payment of dividends, except that they may not be paid to render us insolvent. Dividend policy will be based on our cash resources and needs and it is anticipated that all available cash will be needed for property acquisition, exploration and development for the foreseeable future.

## Penny Stock

The Securities Exchange Commission has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a price of less than \$5.00, other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock, to deliver a standardized risk disclosure document prepared by the Commission, that: (a) contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading; (b) contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation to such duties or other requirements of the Securities laws; (c) contains a brief, clear, narrative description of a dealer market, including bid and ask prices for penny stocks and the significance of the spread between the bid and ask price; (d) contains a toll-free telephone number for inquiries on disciplinary actions; (e) defines significant terms in the disclosure document or in the conduct of trading in penny stocks; and; (f) contains such other information and is in such form, including language, type, size and format, as the Commission shall require by rule or regulation.

The broker-dealer also must provide, prior to effecting any transaction in a penny stock, the customer with (a) bid and offer quotations for the penny stock; (b) the compensation of the broker-dealer and its salesperson in the transaction; (c) the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock; and (d) a monthly account statements showing the market value of each penny stock held in the customer's account.

In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from those rules; the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written acknowledgment of the receipt of a risk disclosure statement, a written agreement to transactions involving penny stocks, and a signed and dated copy of a written suitability statement.

These disclosure requirements may have the effect of reducing the trading activity in the secondary market for stock that is subject to these penny stock rules. Therefore, because our common stock is subject to the penny stock rules, stockholders may have difficulty selling those securities.

Our securities consist of common stock with a par value of \$0.0001 per share. Our authorized capital is 100,000,000 common shares of which 43,534,500 common shares are issued and outstanding as of December 29, 2011. All of our common stock, issued and unissued, is of the same class and ranks equally as to dividends, voting powers and participation in our assets on a winding-up or dissolution. No common shares have been issued subject to call or assessment. Each common share is entitled to one vote with respect to the election of directors and other matters. The shares of common stock do not have cumulative voting rights.

Therefore, the holders of a majority of shares voting for the election of directors can elect all the directors then standing for election, if they chose to do so, and in such event the holders of the remaining shares will not be able to elect any directors. Our President currently beneficially owns 35% of the outstanding shares of the company's common stock and is in a position to influence all matters subject to stockholder vote. See "Security Ownership of Certain Beneficial Owners and Management."

The common shares have no preemptive or conversion rights, and no provisions for redemption, purchase for cancellation, surrender of sinking fund or purchase fund.

Neither our Articles of Incorporation nor our Bylaws contain specific provisions that would delay, defer or prevent a change in control. However, approximately 56,465,500 common stock shares are authorized but unissued as of December 29, 2011. All of such authorized but unissued shares will be available for future issuance by the Board of Directors without additional shareholder approval. These additional shares may be used for a variety of purposes, including future offerings to raise additional capital or to facilitate acquisitions. One of the effects of the

existence of unissued and unreserved common stock may be to enable the Board of Directors to issue shares to persons friendly to current management, which could render more difficult or discourage an attempt to obtain control of Sino American Oil by means of a merger, tender offer, proxy contest or otherwise, and thereby protect the continuity of management. Such additional shares also could be used to dilute the stock ownership of persons seeking to obtain control of Sino American Oil.

### **Preferred Stock**

Our articles of incorporation do not authorize any shares of preferred stock.

### **Share Purchase Warrants**

We have not issued and do not have outstanding any warrants to purchase shares of our common stock.

### **Options**

We have not issued and do not have outstanding any options to purchase shares of our common stock.

### **Convertible Securities**

We have not issued and do not have outstanding any securities convertible into shares of our common stock or any rights convertible or exchangeable into shares of our common stock.

### **Nevada Anti-Takeover Laws**

Nevada Revised Statutes sections 78.378 to 78.379 provide state regulation over the acquisition of a controlling interest in certain Nevada corporations unless the articles of incorporation or bylaws of the corporation provide that the provisions of these sections do not apply. Our articles of incorporation and bylaws do not state that these provisions do not apply. The statute creates a number of restrictions on the ability of a person or entity to acquire control of a Nevada company by setting down certain rules of conduct and voting restrictions in any acquisition attempt, among other things. The statute is limited to corporations that are organized in the state of Nevada and that have 200 or more stockholders, at least 100 of whom are stockholders of record and residents of the State of Nevada; and does business in the State of Nevada directly or through an affiliated corporation. Because of these conditions, the statute currently does not apply to our company.

### **Use of Proceeds from Registered Securities**

On June 11, 2010, our Post Effective Amendment on Form S-1 registration statement (SEC file no. 333-165669) was declared effective by the SEC. Pursuant to the Post Effective Amendment, we offered a no share minimum, 10,000,000 shares maximum at an offering price of \$0.10 per share in a direct public offering, without any involvement of underwriters or broker-dealers. On October 1, 2010, we completed our public offering and raised \$1,000,000 by selling 10,000,000 shares of common stock at an offering price of \$0.10 per share. As of the date hereof, we have not spent any of the proceeds from the public offering.

### **ITEM 6. SELECTED FINANCIAL DATA.**

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

**(a) Results of Operations**

During the fiscal year ending September 30, 2011, we realized no revenue compared to \$0 for the year ending September 30, 2010. Gross profit for the year was \$0 as compared to a profit of \$0 in 2010. We incurred an operating loss of \$126,454 compared to a loss of \$98,309 for the year ending September 30, 2010. The major components to expenses faced by the company during the last year were general and administrative of \$111,689 (2010 - \$98,309), cost of sales of \$0 (2010 - \$0), and foreign exchange loss of \$14,765 (2010 – gain of \$4,693). The foreign exchange loss was caused by the strengthening of the dollar vs. the Canadian dollar. The Company has been maintaining a portion of its cash in Canadian dollars.

As of September 30, 2011 the Company had \$1,062,654 (2010 - \$171,145) in cash, \$0 in restricted cash (2010 - \$856,387), \$0 (2010 - \$47) in prepaid expenses, \$4,694 (2010 - \$1,477) in property and equipment, \$1820 (2010 - \$7,787) in accounts payable and \$43,410 (2010 - \$43,410) in licensee fee payable. There is no long-term debt. The Company may in the future invest in short-term investments from time to time but there can be no assurance that these investments will result in profit or loss.

Our future growth and success will be dependent on our ability to explore for and discover hydrocarbons in commercial quantities. We do not have sufficient capital to satisfy the potential future exploration expenditures and we will rely principally on the issuance of Common Stock to raise funds to finance the expenditures that we expect to incur. Failure to raise additional funds will result in the failure to meet our obligations and the relinquishment of our interest in our acquired permits. We have relied principally on the issuance of Common Stock in public placements to raise funds to support our business but there can be no assurance that we will be successful in raising additional funds through the issuance of additional equity.

As of the date of this report our sole source of revenue is the discovery and sale of commercial quantities of hydrocarbons. Accordingly, no table showing percentage breakdown of revenue by business segment or product line is included.

**(b) Liquidity and Capital Resources**

Cash on hand is currently our only source of liquidity. We do not have any lending arrangements in place with banking or financial institutions and we do not anticipate that we will be able to secure these funding arrangements in the near future.

We have sufficient cash to carry out nominal operations during our current fiscal year. To the extent that we may require additional funds to support our operations or the expansion of our business, we may sell additional equity or issue debt. Any sale of additional equity securities will result in dilution to our stockholders. There can be no assurance that additional financing, if required, will be available to our company or on acceptable terms.

We do not expect any significant purchases of plant and equipment or any increase in the number of employees in the near future.

**(c) Off-balance sheet arrangements**

We do not have any off-balance sheet arrangements.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.**

Sino American Oil Company  
(A Development Stage Company)  
September 30, 2011

---

	<b>Index</b>
<a href="#">REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</a>	F-1
FINANCIAL STATEMENTS	
<a href="#">Balance Sheets</a>	F-2
<a href="#">Statement of Operations</a>	F-3
<a href="#">Statement of Cash Flows</a>	F-4
<a href="#">Statement of Stockholder's Equity</a>	F-5
NOTES TO FINANCIAL STATEMENTS	F-6

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Stockholders,  
Sino American Oil Company:

We have audited the accompanying balance sheets of Sino American Oil Company (A Development Stage Company) as of September 30, 2011 and 2010 and the related statements of operations, stockholders' equity and cash flows for the years ended September 30, 2011 and 2010 and for the period from October 31, 2005 (Date of Inception) to September 30, 2011. 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 did not audit the period from October 31, 2005 to September 30, 2006. That period was audited by other auditors, whose report, dated February 6, 2007, expressed an unqualified opinion, on those statements.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform an audit to obtain reasonable assurance 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 these financial statements present fairly, in all material respects, the financial position of the Company as of September 30, 2011 and 2010 and the results of its operations and changes in its equity and cash flows for years ended September 30, 2011 and 2010 and for the period from October 31, 2005 (Date of Inception) to September 30, 2011 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared using accounting principles generally accepted in the United States of America assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company is a development stage company and has yet to attain profitable operations, which raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to their planned financing and other matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

North Vancouver, Canada  
December 23, 2011

*/s/ K R. MARGETSON LTD.*  
Chartered Accountant

331 East 5<sup>th</sup> Street  
North Vancouver, BC V7L 1M1  
CANADA

Telephone: 604.929.0819  
Facsimile: 1.877.874.9583  
E-Mail: info@krmargetson.com

F-1

- 13 -

---

# Sino American Oil Company

(A Development Stage Company)

Balance Sheets

(Expressed in US dollars)

	September 30 2011	September 30 2010
<b>ASSETS</b>		
<b>Current</b>		
Cash and cash equivalents	\$ 1,062,654	\$ 171,145
Restricted cash	-	856,387
Prepaid expenses	-	47
<b>Total current assets</b>	<b>1,062,654</b>	<b>1,027,579</b>
Fixed assets (Note 3)	4,694	1,477
Website Development (Note 4)	1,700	-
<b>Total Assets</b>	<b>\$ 1,069,048</b>	<b>\$ 1,029,056</b>
<b>LIABILITIES</b>		
<b>Current</b>		
Accounts payables and accrued Liabilities	\$ 1,820	\$ 7,787
Licensee fee payable	43,410	43,410
<b>Total Liabilities</b>	<b>45,230</b>	<b>51,197</b>
Going concern (Note 1)		
<b>STOCKHOLDERS' EQUITY</b>		
<b>Common Stock (Note 5)</b>		
Authorized:		
100,000,000 shares authorized, \$0.0001 par value		
43,534,500 shares issued and outstanding		
19,023,000 shares in 2010	4,353	1,902
Additional Paid-in Capital	1,318,248	319,248
Share Subscriptions	-	856,387
Donated Capital (Note 6)	261,600	232,800
Deficit Accumulated During the Development Stage	(560,383)	(432,478)
<b>Total Stockholders' Equity</b>	<b>1,023,818</b>	<b>977,859</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 1,069,048</b>	<b>\$ 1,029,056</b>

See Accompanying Notes

# Sino American Oil Company

(A Development Stage Company)

Statement of Operations

(Expressed in US dollars)

	For the Year ended September 30 2011	For the Year ended September 30 2010	Accumulated from October 31, 2005 (Date of Inception) to September 30 2011
Revenue	\$ -	\$ -	\$ 205,242
Cost of goods sold	-	-	(106,710)
Gross profit	-	-	98,532
Operating expenses			
Foreign currency loss (gain)	14,765	(4,693)	38,508
General and administrative	111,689	103,002	557,249
Option expense	-	-	60,000
Total Operating expenses	126,454	98,309	655,757
Loss before taxes	(126,454)	(98,309)	(557,225)
Provision for income taxes	-	-	1,707
Net loss and comprehensive loss	<u>\$ (126,454)</u>	<u>\$ (98,309)</u>	<u>\$ (558,932)</u>
Loss per share - basic and diluted	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	
Weighted Average Shares Outstanding	<u>43,534,500</u>	<u>28,534,500</u>	

See Accompanying Notes

F-3

- 15 -

# Sino American Oil Company

(A Development Stage Company)

Statement of Cashflows

(Expressed in US dollars)

	For the Year ended September 30 2011	For the Year ended September 30 2010	Accumulated from October 31, 2005 (Date of Inception) to September 30 2011
<b>Operating activities</b>			
Net loss and comprehensive loss	\$ (126,454)	\$ (98,309)	\$ (558,932)
Depreciation and amortization	2,340	1,033	27,408
Donated services	28,800	28,800	261,600
Option lapse	-	-	50,000
Changes in non-cash working capital balances			
(Increase) Decrease in Prepaid	47	53	-
Increase (Decrease) in Accounts payable and accrued liabilities	(5,967)	2,396	1,820
Increase (Decrease) in License fee payable	-	-	43,410
Net cash provided by (used in) operating activities	<u>(101,234)</u>	<u>(66,027)</u>	<u>(174,694)</u>
<b>Investing activities</b>			
Deposit on database list option	-	-	(50,000)
Website development	(2,040)	-	(24,040)
Purchase of equipment	<u>(5,217)</u>	<u>(2,076)</u>	<u>(9,762)</u>
Net cash proved by (used in) investing activities	<u>(7,257)</u>	<u>(2,076)</u>	<u>(83,802)</u>
<b>Financing Activities</b>			
Share subscriptions received	-	856,387	-
Proceeds from issuance of common stock	<u>1,000,000</u>	<u>-</u>	<u>1,321,150</u>
Net cash proved by financing activities	<u>1,000,000</u>	<u>856,387</u>	<u>1,321,150</u>
Increase (decrease) in cash and cash equivalents during the period	891,509	788,284	1,062,654
Less restricted cash	<u>-</u>	<u>(856,387)</u>	<u>-</u>
Increase (decrease) in unrestricted cash	891,509	(68,103)	1,062,654
Cash and cash equivalents, beginning of the period	<u>171,145</u>	<u>239,248</u>	<u>-</u>
Cash and cash equivalents, end of the period	<u>\$ 1,062,654</u>	<u>\$ 171,145</u>	<u>\$ 1,062,654</u>
<b>Supplemental cashflow information</b>			
Interest paid	\$ -	\$ -	\$ -
Income taxes paid	\$ -	\$ -	\$ 1,707
Foreign exchange loss (gain)	\$ 14,765	\$ (4,693)	\$ 38,508

See Accompanying Notes

# Sino American Oil Company

(A Development Stage Company)

Statement of Stockholders' Equity

For the Period from October 31, 2005 (Date of Inception) to September 30, 2011

(Expressed in US dollars)

	Common Shares #	Stock Amount \$	Additional Paid-in Capital \$	Share Subs Received \$	Donated Capital \$	Deficit \$	Total Stockholders' Equity \$
Balance on October 31, 2005 (Date of inception)	-	-	-	-	-	-	-
October 31, 2005 - issue of common stock for cash at \$1.00 per share	1	1	-	-	-	-	1
November 28, 2005 - cancellation of common stock	(1)	(1)	-	-	-	-	(1)
November 28, 2005 - issue of common stock for cash at \$0.01 per share	1,000,000	100	4,900	-	-	-	5,000
April 30, 2006 - issue of common stock for cash at \$0.01 per share	13,000,000	1,300	63,700	-	-	-	65,000
Donated Services	-	-	-	-	52,800	-	52,800
Net loss and comprehensive loss	-	-	-	-	-	(22,650)	(22,650)
Balance - September 30, 2006	14,000,000	1,400	68,600	-	52,800	(22,650)	100,150
April 30, 2007 - issue of common stock for cash at \$0.10 per share	5,023,000	502	250,648	-	-	-	251,150
Donated services	-	-	-	-	57,600	-	57,600
Net loss and comprehensive loss	-	-	-	-	-	(148,789)	(148,789)
Balance - September 30, 2007	19,023,000	1,902	319,248	-	110,400	(171,439)	260,111
Donated services	-	-	-	-	57,600	-	57,600
Net loss and comprehensive loss	-	-	-	-	-	(93,376)	(93,376)
Balance - September 30, 2008	19,023,000	1,902	319,248	-	168,000	(264,815)	224,335
Donated services	-	-	-	-	36,000	-	36,000
Net loss and comprehensive loss	-	-	-	-	-	(69,354)	(69,354)
Balance - September 30, 2009	19,023,000	1,902	319,248	-	204,000	(334,169)	190,981
Share subscriptions received	-	-	-	856,387	-	-	856,387
Donated services	-	-	-	-	28,800	-	28,800
Net loss and comprehensive loss	-	-	-	-	-	(98,309)	(98,309)
Balance - September 30, 2010	19,023,000	1,902	319,248	856,387	232,800	(432,478)	977,859
October 1, 2010 - issue of common stock for cash at \$0.10 per share	10,000,000	1,000	999,000	(856,387)	-	-	143,613
Stock dividends	14,511,500	1,451	-	-	-	(1,451)	-
Donated services	-	-	-	-	28,800	-	28,800
Net loss and comprehensive loss	-	-	-	-	-	(126,454)	(126,454)
Balance - September 30, 2011	<u>43,534,500</u>	<u>4,353</u>	<u>1,318,248</u>	<u>-</u>	<u>261,600</u>	<u>(560,383)</u>	<u>1,023,818</u>

See Accompanying Notes



# Sino American Oil Company

(A Development Stage Company)

Notes to the Financial Statements

Years Ending September 30, 2011 and 2010

## Note 1 – Nature and Continuance of Operations

Sino American Energy Company ( “ the Company ” ) was incorporated as Raphael Industries Ltd. on October 31, 2005 under the laws of the State of Nevada. At the outset, its principal business was to market database for commercial use in newsletters, direct mail, and internet marketing promotions. On November 11, 2010 the company changed its name to Sino American Oil Company in anticipation of the company ’ s new business direction which is the exploration for oil and gas.

The financial statements are prepared in accordance with generally accepted accounting principles in the United States on a going concern basis which contemplates the realization of assets and discharge of liabilities and commitments in the normal course of business. To date the Company has funded operations through the issuance of capital stock and the limited generation of revenues. The Company has no operating history in its anticipated business direction, has not generated revenues from such operations, and may require additional capital requirements. As at September 30, 2011, the Company has an accumulated deficit of \$560,382. These factors 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 the outcome of this uncertainty.

Management ’ s plan is to continue raising additional funds through future equity or debt financings, as needed, until it can generate sufficient revenues to maintain sustainable profitable operations. The Company has sufficient capital to maintain operations for the next 12 months.

## Note 2 – Significant Accounting Policies

### Basis of Presentation and Fiscal Year

These financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States, and are expressed in US dollars. The Company ’ s fiscal year-end is September 30.

### Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to donated expenses, stock-based compensation expense and deferred income tax asset valuations. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company ’ s estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

### Cash and Cash Equivalents

The Company considers all highly liquid instruments with maturity of three months or less at the time of issuance to be cash equivalents.

## **Sino American Oil Company**

(A Development Stage Company)

Notes to the Financial Statements

Years Ending September 30, 2011 and 2010

### Revenue Recognition

The Company recognized revenue from the licensing of databases in accordance with FASB ASC 650-45 “ *Reporting Revenue Gross as a Principal vs. Net as an Agent* ” . Revenue consisted of licensing fees and was recognized only when the price was fixed or determinable, persuasive evidence of an arrangement existed such as a contract or a written request from the customer, the product was transferred, and collectability was reasonably assured. An order from a customer included the quantity requested and the price paid by a customer. Revenues were recognized when the Company delivered the ordered names to a customer. A customer had the authority to use the list immediately upon receipt from the Company. To reasonably assure collectability, the Company requested pre-payments on orders from customers without an established credit history. Otherwise, the Company awarded credit under terms standard in the industry and regularly reviewed accounts receivable for any bad debts. At the completion of the transfer of names to a customer the Company fulfilled all obligations to that customer.

The Company has not received any revenue with respect to oil and gas operations.

### Fixed Assets and Depreciation

Property and equipment consists of computer hardware and is recorded at cost and is amortized on a straight-line basis over an estimated life of three years.

### Long-lived Assets

In accordance with FASB ASC 360 *Impairment or “ Disposal of Long-Lived Assets ”* , the Company tests long-lived assets or asset groups for recoverability when events or changes in circumstances indicate that their carrying amount may not be recoverable. Circumstances which could trigger a review include, but are not limited to: significant decreases in the market price of the asset; significant adverse changes in the business climate or legal factors; accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of the asset; current period cash flow or operating losses combined with a history of losses or a forecast of continuing losses associated with the use of the asset; and current expectation that the asset will more likely than not be sold or disposed significantly before the end of its estimated useful life.

Recoverability is assessed based on the carrying amount of the asset and its fair value which is generally determined based on the sum of the undiscounted cash flows expected to result from the use and the eventual disposal of the asset, as well as specific appraisal in certain instances. An impairment loss is recognized when the carrying amount is not recoverable and exceeds fair value.

### Foreign Currency Translation

The Company ’ s functional and reporting currency is the United States dollar. Monetary assets and liabilities denominated in foreign currencies are translated in accordance with FASB ASC 830 “ *Foreign Currency Translation* ” , using the exchange rate prevailing at the balance sheet date. Gains and losses arising on settlement of foreign currency denominated transactions or balances are included in the determination of income. Foreign currency transactions are primarily undertaken in Canadian dollars. The Company has not, to the date of these financials statements, entered into derivative instruments to offset the impact of foreign currency fluctuations.

### Advertising Cost

The Company expenses advertising costs as incurred. There have been no advertising expenses incurred by the Company since inception.

## Sino American Oil Company

(A Development Stage Company)

Notes to the Financial Statements

Years Ending September 30, 2011 and 2010

### Income Taxes

The Company has adopted FASB ASC 740 “ *Accounting for Income Taxes* ” as of its inception wherein the Company is required to compute tax asset benefits for net operating losses carried forward. Potential benefit of net operating losses have not been recognized in these financial statements because the Company cannot be assured it is more likely than not it will utilize the net operating losses carried forward in future years.

### Website Development Costs

The Company recognizes the costs associated with developing a website in accordance with FASB ASC 350-50 “ *Website Development Costs* ” . Accordingly costs associated with the website consist primarily of website development costs paid to a third party. These capitalized costs are amortized based on their estimated useful life over three years upon the website becoming operational. Internal costs related to the development of website content will be charged to operations as incurred.

### Comprehensive loss

The Company follows Financial Accounting Standards Board ( “ FASB ” ) Accounting Standards Codification ( “ ASC ” ) 220 “ *Comprehensive Income* ” which establishes standards for the reporting and display of comprehensive loss and its components in the financial statements. As at September 30, 2011, the Company has no items that represent a comprehensive loss and, therefore, has not included a schedule of comprehensive loss in the financial statements.

### Development Stage Company

The Company follows FASB ASC 205-915 “ *Development Stage Entities* ” as it devotes substantially all its present efforts to establish its business and its planned principal operations have not yet commenced. All losses accumulated since inception have been considered as part of the Company ’ s development stage activities.

### Basic and Diluted Earnings Per Share

The Company computes earnings per share in accordance with FASB ASC 260, “ *Earnings per Share* ” which requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing Diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. For the year ended September 30, 2011, there were no dilutive securities outstanding and therefore diluted earnings per share is not presented.

### Financial instruments

The fair value of financial instruments, which include cash, accounts payable and accrued liabilities and licensee fee payable were estimated to approximate their carrying values due to the immediate or short-term maturity of these financial instruments. The Company has some exposure to market risks from changes in foreign currency rates. The financial risk is the risk to the Company ’ s operations that arise from fluctuations in foreign exchange rates and the degree of volatility of these rates. Currently, the Company does not use derivative instruments to reduce its exposure to foreign currency risk. The Company has cash balances in Canadian and US dollars . Balances in U.S. dollars at Canadian institutions are not protected by insurance and are therefore subject to deposit risk. At September 30, 2011, approximately \$97,000 was protected by insurance (2010 - \$97,000).

## Sino American Oil Company

(A Development Stage Company)

Notes to the Financial Statements

Years Ending September 30, 2011 and 2010

### Stock-based Compensation

The Company records stock-based compensation in accordance with FASB ASC 718 “ *Stock Compensation* ” . Accordingly, compensation costs attributable to stock options or similar equity instruments granted to employees are measured at the fair value at the grant date, and expensed over the expected service period with a corresponding increase to additional paid-in capital. Transactions in which goods or services based on the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. The Company does not have a stock option plan and has not issued any share based payments since inception.

### Fair value measurements

The Company follows the guidelines in ASC Topic 820 “ Fair Value Measurements and Disclosures ” . Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities, which are required to be recorded at fair value, the Company considers the principal or most advantageous market in which the Company would transact and the market-based risk measurements or assumptions that market participants would use in pricing the asset or liability, such as inherent risk, transfer restrictions and credit risk.

The Company applies the following fair value hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

Level 1 — Quoted prices in active markets for identical assets or liabilities.

Level 2 — Observable inputs other than quoted prices in active markets for identical assets and liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities

Level 3—inputs are generally unobservable and typically reflect management ’ s estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques, including option pricing models and discounted cash flow models.

ASC Topic 820, in and of itself, does not require any fair value measurements. As at September 30, 2011, the Company did not have assets or liabilities subject to fair value measurement.

### Derivative Instruments

The Company follows FASB ASC 815, “ *Derivatives and Hedges* ” . This standard establish accounting and reporting requirements for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities. It requires that an entity recognize all derivatives as either assets or liabilities in the balance sheet and measure those instruments 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 to hedge existing risks or for speculative purposes.

# Sino American Oil Company

(A Development Stage Company)

Notes to the Financial Statements

Years Ending September 30, 2011 and 2010

## Recently issued accounting pronouncements

The Company adopts new pronouncements relating to generally accepted accounting principles applicable to the Company as they are issued, which may be in advance of their effective date. Management does not believe that any pronouncement not yet effective but recently issued by the FASB (including its Emerging Issues Task Force), the AICPA or the SEC would, if adopted, have a material effect on the accompanying financial statements.

## **Note 3 – Concentrations of Credit Risk**

The Company has a concentrated credit risk for cash and cash equivalents because it maintains deposits in banks that may at times exceed amounts insured by the Federal Deposit Insurance Corporation. See “Financial Instrument” note above.

## **Note 4 – Fixed Assets**

	September 30, 2011		
	Cost	Accumulated amortization	Net Carrying Value
	\$	\$	\$
Computer hardware	9,762	5,068	4,694

	September 30, 2010		
	Cost	Accumulated amortization	Net Carrying Value
	\$	\$	\$
Computer hardware	4,545	3,068	1,477

## **Note 5 – Website Development**

	September 30, 2011		
	Cost	Accumulated amortization	Net Carrying Value
	\$	\$	\$
Website development	24,040	22,340	1,700

	September 30, 2010		
	Cost	Accumulated amortization	Net Carrying Value
	\$	\$	\$
Website development	24,040	22,340	1,700

# Sino American Oil Company

(A Development Stage Company)

Notes to the Financial Statements

Years Ending September 30, 2011 and 2010

## Note 6 – Common Stock

On November 28, 2005, the Company issued 1,000,000 shares of common stock to the President of the Company at \$0.01 per share for cash proceeds of \$5,000.

On October 31, 2005, the Company issued 1 share of common stock to the President of the Company at \$1.00 per share for cash proceeds of \$1. The share of common stock was cancelled on November 28, 2005.

On April 30, 2006, the Company issued 13,000,000 shares of common stock to the President of the Company at \$0.01 per share for cash proceeds of \$65,000.

On April 30, 2007, the Company issued 5,023,000 shares of common stock pursuant to the Company's SB-2 registration statement at \$0.10 per share for cash proceeds of \$251,150.

On March 8, 2010, the Company completed a 2-1 stock split. These financial statements give retroactive application to this event.

As at September 30, 2011, there were no shares subject to options, warrants or other agreements.

## Note 7 - Related Party Transactions

Consulting fees of \$28,800 are a non-monetary transaction and were recorded as donated services for consulting services provided to the Company by its President for during the year ended September 30, 2011 (\$28,800 in 2010). These fees are included in general and administrative expenses.

## Note 8 – Income Taxes

The Company provides deferred income taxes for differences between the tax reporting basis and the financial reporting basis of assets and liabilities. The Company follows the provisions of FASB ASC 740, *Accounting for Income Taxes*. The impact of differences between the Company's reported income tax provision on operating income and the benefit that would otherwise result from the application of statutory rates is noted below. As management cannot determine that it is more likely than not that the Company will realize the benefit of the net deferred tax asset, a valuation allowance equal to the deferred tax asset has been recorded.

The difference between the computed expected income tax provision based on a statutory tax rate of 34% and the actual income tax provision is summarized as follows:

September 30	2011	2010
Statutory rate	15% - 34%	15% - 34%
Expected income taxes recovery at the statutory rate	\$ (43,487)	\$ (33,425)
Temporary differences	796	136
Permanent differences	13,196	9,704
Change in tax rate	-	(7,698)
Tax benefits not recognized	29,496	31,283
Income tax expense (recovery) recognized	\$ -	\$ -

# Sino American Oil Company

(A Development Stage Company)

Notes to the Financial Statements

Years Ending September 30, 2011 and 2010

As at September 30, 2011 the tax effect of the temporary timing differences that give rise to significant components of deferred income tax assets are noted below. A valuation allowance has been recorded as management believes it is more likely than not that the deferred tax assets will not be realized. Management has adjusted the rate at which it believes that the potential tax benefit of the temporary timing differences would be recognized from 23% in 2010 to 34% in 2011. The 2010 figures have been retroactively adjusted.

September 30		2011	2010
Non-capital losses available for future periods	\$	(94,307)	\$ (64,811)
Valuation allowance		94,307	64,811
Net future income tax assets	\$	-	\$ -

As at September 30, 2011, the Company has approximately \$270,000 in income tax losses carried forward that, under normal circumstances, will expire between 2026 and 2031.

## **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.**

There have been no disagreements on accounting and financial disclosures from the inception of our company through the date of this Form 10-K. Our consolidated financial statements for the period from inception to September 30, 2011, included in this report have been audited by K.R. Margetson Ltd., as set forth in this annual report.

## **ITEM 9A. CONTROLS AND PROCEDURES.**

### **Evaluation of Disclosure Controls and Procedures**

We maintain “disclosure controls and procedures,” as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the “Exchange Act”), that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. We conducted an evaluation (the “Evaluation”), under the supervision and with the participation of our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), of the effectiveness of the design and operation of our disclosure controls and procedures (“Disclosure Controls”) as of the end of the period covered by this report pursuant to Rule 13a-15 of the Exchange Act. Based on this Evaluation, our CEO and CFO concluded that our Disclosure Controls were effective as of the end of the period covered by this report.

### **Limitations on the Effectiveness of Controls**

Our management, including our CEO and CFO, does not expect that our Disclosure Controls and internal controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management or board override of the control.

The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

### **CEO and CFO Certifications**

Appearing immediately following the Signatures section of this report there are Certifications of the CEO and the CFO. The Certifications are required in accordance with Section 302 of the Sarbanes-Oxley Act of 2002 (the Section 302 Certifications). This Item of this report, which you are currently reading is the information concerning the Evaluation referred to in the Section 302 Certifications and this information should be read in conjunction with the Section 302 Certifications for a more complete understanding of the topics presented.

## Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). The Company's internal control over financial reporting is a process designed to provide reasonable assurance to our management and board of directors regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal controls over financial reporting may not prevent or detect misstatements. All internal control systems, no matter how well designed, have inherent limitations, including the possibility of human error and the circumvention of overriding controls. Accordingly, even effective internal control over financial reporting can provide only reasonable assurance with respect to financial statement preparation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Changes in Internal Controls

We have also evaluated our internal controls for financial reporting, and there have been no changes in our internal control over financial reporting that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

### ITEM 9B. OTHER INFORMATION.

None.

## PART III

### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

#### (a) *Directors and executive officers*

Directors are elected for a term of one year at the company's annual meeting of shareholders and until his or her successor is elected and qualified. Our officers are elected by the board of directors to a term of one (1) year and serve until his or her successor is duly elected and qualified, or until he or she is removed from office. The board of directors has no nominating, auditing or compensation committees. The name, age and position of the Company's director and executive officer is as follows:

Name	Age	Position
Ronald E. Hughes	50	President, Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer, Secretary, Treasurer and Director
Cameron R. Fink	44	Director

## **Term of Office**

Mr. Hughes has been a director of the company since on February 11, 2010 and he was appointed President for a term of one year. That term was then renewed.

Mr. Fink has been a director of the company since March 4<sup>th</sup>, 2011.

## **Work experience of officers and directors**

### ***Ron Hughes***

Since February 11, 2010, Mr. Hughes has been our President, Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer, Secretary and Treasurer. Since February 2010, he has been a director. For the last five years Mr. Hughes has been President, CEO & Director of TransAmerican Energy Inc., a TSX-Venture Exchange listed Company. While with TransAmerican, Mr. Hughes was responsible for the acquisition of the company's initial producing oil and gas assets and for the year ended April 30, 2009 the company realized revenues of Canadian Dollar 932,000. Mr. Hughes also sits on the Boards of VisionQuest Energy Group, and Precision Enterprises Inc., both publicly traded companies in Canada. Mr. Hughes has 20 years of experience in early stage Business Development and he will be responsible for assessing and evaluating new business opportunities for Sino American Oil Company. Mr. Hughes studied Resource Economics & Management from the University of Alberta.

### ***Cameron Fink***

Since March 2011, Mr. Fink has been one of our directors. He received his Bachelor of Science (Honours with distinction) in Geophysics in May 1993 from the University of Alberta, and graduated from the University of Victoria in June 1995 with a Master of Science in Geophysics, with First Class standing. Mr. Fink has continued to advance his geophysical skills, specifically in the areas of Amplitude Variation with Offset (AVO) as well as 3-D design, interpretation and visualization.

In the fall of 2006, Mr. Fink founded Aduro Resources Ltd, a private blind pool start-up Exploration & Production company located in Calgary Alberta, which raised just over \$45MM at its outset. He is currently with Aduro and has been instrumental in growing the company's production to ~1800 BOED, and acquiring/interpreting several hundred kilometers of 2D & 3D seismic data in his role as Manager of Geophysics. Mr. Fink is also a Director of Fly Vision Ltd. based in Calgary providing imaging services to the oil & gas industry. Mr. Fink is currently not a director of any company with a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934.

### **(b) *Significant Employees***

We have no significant employees other than our executive management team.

### **(c) *Family Relationships***

There are no family relationships between or among the directors, executive officers or persons nominated or chosen by the Company to become directors or executive officers.

### **(d) *Involvement in Certain Legal Proceedings***

During the past ten years, Mssrs. Hughes and Fink have not been the subject of the following events:

1. A petition under the Federal bankruptcy laws or any state insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;
2. Convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);
3. The subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from, or otherwise limiting, the following activities;
  - i) Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;
  - ii) Engaging in any type of business practice; or
  - iii) Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;
4. The subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph 3.i in the preceding paragraph or to be associated with persons engaged in any such activity;
5. Was found by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;
6. Was found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;
7. Was the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:
  - i) Any Federal or State securities or commodities law or regulation; or
  - ii) Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order, or
  - iii) Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or
8. Was the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

**(e) *Audit committee financial expert***

The Issuer has determined that it does not have an audit committee financial expert serving on its audit committee. The Issuer has been unable to nominate an individual with the required expertise to stand for election to the Issuer's Board of Directors.

**(f) *Audit Committee and Charter***

We have an audit committee and audit committee charter. Our audit committee is comprised of all of our directors. A copy of our audit committee charter is filed as an exhibit to this Form 10-K. Our audit committee is responsible for: (1) selection and oversight of our independent accountant; (2) establishing procedures for the receipt, retention and treatment of complaints regarding accounting, internal controls and auditing matters; (3) establishing procedures for the confidential, anonymous submission by our employees of concerns regarding accounting and auditing matters; (4) engaging outside advisors; and, (5) funding for the outside auditors and any outside advisors engagement by the audit committee.

**(g) *Code of Ethics***

We have adopted a corporate code of ethics that applies to our chief executive officer and our chief financial officer. A copy of the code of ethics was filed as an exhibit to Form 10-KSB for the year ending September 30, 2006. We believe our code of ethics is reasonably designed to deter wrongdoing and promote honest and ethical conduct; provide full, fair, accurate, timely and understandable disclosure in public reports; comply with applicable laws; ensure prompt internal reporting of code violations; and provide accountability for adherence to the code.

Upon written request at our corporate executive office we will deliver to any person free of charge a copy of such code of ethics.

**(h) *Nominating Committee***

We do not have a standing nominating committee separate from all of our directors. We have not adopted procedures by which security holders may recommend nominees to our Board of Directors.

***COMPLIANCE WITH SECTION 16(a) OF THE SECURITIES EXCHANGE ACT OF 1934***

Section 16(a) of the Securities and Exchange Act of 1934 requires officers, directors and persons who own more than ten percent of a registered class of a company's equity securities to file initial reports of beneficial ownership and to report changes in ownership of those securities with the Securities and Exchange Commission. They are also required to furnish the Company with copies of all Section 16(a) forms they file. To the Company's knowledge, based solely on review of the copies of Forms 3, 4 and 5 furnished to the Company we have determined the following:

Based solely on our review of these reports or written representations from certain reporting persons, the Registrant believes that during the fiscal year ended September 30, 2011 and during the current fiscal year, all filing requirements applicable to our officers, directors, greater-than-ten-percent beneficial owners and other persons subject to Section 16(a) of the Exchange Act were met.

**ITEM 11. EXECUTIVE COMPENSATION.**

We do not currently have employment agreements with our executive officer, but expect to sign an employment agreement with him in the next approximately twelve (12) months. To date no officer or director has drawn any salary and neither Mr. Hughes nor any other person will be compensated in the future for past services. We do not currently have a stock option plan.

**Summary Compensation Table**

Name and principal position	Year	Salary (\$)	Bonus (\$)	Stock awards (\$)	Option awards (\$)	Non-equity incentive plan compensation (\$)	Non-qualified deferred compensation earnings (\$)	All other compensation (\$)	Total (\$)
Ron Hughes President, CEO, CFO & Director	2011	0	0	0	0	0	0	0	0
	2010	0	0	0	0	0	0	0	0
	2009	0	0	0	0	0	0	0	0
Cam Fink Director	2011	0	0	0	0	0	0	0	0
	2010	0	0	0	0	0	0	0	0
	2009	0	0	0	0	0	0	0	0
Heather Grant Secretary (resigned)	2011	0	0	0	0	0	0	0	0
	2010	0	0	0	0	0	0	0	0
	2009	0	0	0	0	0	0	0	0
Arne Raabe Former President, CEO CFO & Director (resigned)	2011	0	0	0	0	0	0	0	0
	2010	0	0	0	0	0	0	0	0
	2009	\$5,066	0	0	0	0	0	0	\$5,066

**Option/SAR Grants**

There were no option/SAR Grants during the 2009, 2010 or 2011 fiscal years.

**Aggregate Option Exercises in the Last Fiscal Year and Fiscal Year-End Option Values**

No stock options were exercised by any named executive officer during the 2009 or 2010 fiscal years and there are no stock options outstanding at September 30, 2011 or at the date of this report.

**Long-Term Incentive Plan Awards**

We do not have any long-term incentive plans that provide compensation intended to serve as incentive for performance to occur over a period longer than one fiscal year, whether such performance is measured by reference to our financial performance, our stock price, or any other measure.

**Compensation of directors**

Our Directors do not and will not receive a salary or fees for serving as a director, nor do they receive any compensation for attending meetings of the Board of Directors or serving on committees of the Board of Directors. They are not entitled to reimbursement of expenses incurred in attending meetings. There are no compensation arrangements for employment, termination of employment or change-in-control between the named Executive Officers and the company.

Name	Fees earned or paid in cash (\$)	Stock awards (\$)	Option awards (\$)	Non-equity incentive plan compensation (\$)	Non-qualified deferred compensation earnings (\$)	All other compensation (\$)	Total (\$)
Ron Hughes	0	0	0	0	0	0	0
Cameron Fink	0	0	0	0	0	0	0

## **Indemnification**

Pursuant to the articles of incorporation and bylaws of the corporation, we may indemnify an officer or director who is made a party to any proceeding, including a lawsuit, because of his position, if he acted in good faith and in a manner he reasonably believed to be in our best interest. In certain cases, we may advance expenses incurred in defending any such proceeding. To the extent that the officer or director is successful on the merits in any such proceeding as to which such person is to be indemnified, we must indemnify him against all expenses incurred, including attorney's fees. With respect to a derivative action, indemnity may be made only for expenses actually and reasonably incurred in defending the proceeding, and if the officer or director is judged liable, only by a court order. The indemnification is intended to be to the fullest extent permitted by the laws of the state of Nevada.

Regarding indemnification for liabilities arising under the Securities Act of 1933 which may be permitted to directors or officers pursuant to the foregoing provisions, we are informed that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy, as expressed in the Act and is, therefore unenforceable.

## **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.**

### **(a) Security ownership of certain beneficial owners and management**

We are not directly or indirectly owned or controlled by a corporation or foreign government. As of December 31, 2011, we had an authorized share capital of 100,000,000 common shares with a par value of \$0.0001 per share of which 29,023,000 shares are issued and outstanding.

The following table sets forth, as of December 29, 2011, the beneficial shareholdings of persons or entities holding five per cent or more of our common stock, each director individually, each named executive officer and all of our directors and officers as a group. Each person has sole voting and investment power with respect to the shares of Common Stock shown, and all ownership is of record and beneficial.

<b>Name and Address Beneficial Ownership</b>	<b>Number of Shares Owned</b>	<b>Percentage of Ownership</b>
Ron Hughes* 347 Evergreen Way Point Roberts, WA 98281	15,300,000	35%
Cameron Fink 391 Strathcona Drive SW Calgary, Alberta, Canada T3H 1N7	0	0%
<b>All officers and directors as a group (2 people)</b>	<b>15,300,000</b>	<b>35%</b>

\* The share registered in the name of RH Management Inc., a British Virgin Islands corporation. Mr. Hughes exercised sole dispositive and voting control over the shares.

As used in this table, "beneficial ownership" means the sole or shared power to vote, or to direct the voting of, a security, or the sole or shared investment power with respect to a security (i.e., the power to dispose of, or to direct the disposition of, a security). In addition, for purposes of this table, a person is deemed, as of any date, to have "beneficial ownership" of any security that such person has the right to acquire within 60 days after such date.

There are no limitations on future issuance of our common stock to management, promoters or their affiliates or associates. We may issue stock to these individuals for services rendered in lieu of cash payments. An issuance of stock will dilute your ownership in our company and might result in a reduction of your share value. We currently have no plans for the issuance of shares to management or promoters or their affiliates or associates for services rendered.

**(b) Changes in Control of the Registrant**

To the knowledge of management there are no present arrangements or pledges of our securities that may result in a change of control of our Company.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.**

***Transactions with Related Parties***

Our directors and officers nor any person who beneficially owns, directly or indirectly, shares carrying more than five percent of our outstanding shares, has any material interest, direct or indirect, in any transaction exceeding \$60,000 during the last two years or in any proposed transaction which, in either case, has or will materially affect us, or any subsidiaries.

***Transactions with Promoter***

In addition to their positions in our management, Mssrs. Hughes and Fink are also our only promoters.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.**

***Audit Fees***

For the fiscal years ended September 30, 2011 and 2010, the aggregate fees billed for services rendered for the audits of the annual financial statements and the review of the financial statements included in the quarterly reports on Form 10-QSB/Form 10-Q and the services provided in connection with the statutory and regulatory filings or engagements for those fiscal years and registration statements filed with the SEC were \$10,870 and \$9,960, respectively.

***Audit-Related Fees***

Our auditors did not bill any additional fees for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements.

***Tax Fees***

The aggregate fees billed by our auditors for professional services for tax compliance, tax advice, and tax planning were \$0 and \$0 for the fiscal years ended September 30, 2009 and 2010.

***All Other Fees***

The aggregate fees billed by our auditors for all other non-audit services, such as attending meetings and other miscellaneous financial consulting, for the fiscal years ended September 30, 2011 and 2010 were \$0.

**PART IV**

**ITEM 15. EXHIBITS.**

<b>Exhibit Number</b>	<b>Description</b>	<b>Incorporated by reference</b>			<b>Filed Herewith</b>
		<b>Form</b>	<b>Date</b>	<b>Number</b>	
3.1	Articles of Incorporation.	SB-2	6/26/06	3.1	
3.2	By-Laws.	SB-2	6/26/06	3.2	
4.1	Specimen Stock Certificate.	SB-2	6/26/06	4.1	
10.1	License agreement with Free Enterprise Press.	SB-2	6/26/06	10.1	
10.2	License agreement with Global Commodity Press.	SB-2	6/26/06	10.2	
10.3	Agreement with Kroll Direct Marketing.	SB-2	6/26/06	10.3	
10.4	Agreement with Infomat Inc.	SB-2	6/26/06	10.4	
10.5	Agreement with Marketing Software Company.	SB-2	6/26/06	10.5	
10.6	Agreement with List Fusion.	SB-2	6/26/06	10.6	
10.7	Option Agreement with Sentry Petroleum (Australia) Pty. Ltd.	8-K	3/16/11	10.1	
31.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
101.INS	XBRL Instance Document.				X
101.SCH	XBRL Taxonomy Extension – Schema.				X
101.CAL	XBRL Taxonomy Extension – Calculations.				X
101.DEF	XBRL Taxonomy Extension – Definitions.				X
101.LAB	XBRL Taxonomy Extension – Labels.				X
101.PRE	XBRL Taxonomy Extension – Presentation.				X

## ***SIGNATURES***

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing of this Form 10-K and has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on this 12<sup>th</sup> day of January, 2012.

### **SINO AMERICAN OIL COMPANY**

(the "Registrant")

By: RONALD HUGHES  
Name: Ronald Hughes  
Title: Principal Executive Officer, Principal Accounting Officer, Principal Financial Officer, Secretary, Treasurer and a member of the Board of Directors

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

<i>Signature</i>	<i>Title</i>	<i>Date</i>
<u>RONALD HUGHES</u> Ronald Hughes	President, Principal Accounting Officer, Principal Executive Officer, Principal Financial Officer, Secretary, Treasurer and a member of the Board of Directors	January 12, 2012
<u>CAMERON FINK</u> Cameron Fink	Director	January 12, 2012

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>	<b>Incorporated by reference</b>			<b>Filed Herewith</b>
		<b>Form</b>	<b>Date</b>	<b>Number</b>	
3.1	Articles of Incorporation.	SB-2	6/26/06	3.1	
3.2	By-Laws.	SB-2	6/26/06	3.2	
4.1	Specimen Stock Certificate.	SB-2	6/26/06	4.1	
10.1	License agreement with Free Enterprise Press.	SB-2	6/26/06	10.1	
10.2	License agreement with Global Commodity Press.	SB-2	6/26/06	10.2	
10.3	Agreement with Kroll Direct Marketing.	SB-2	6/26/06	10.3	
10.4	Agreement with Infomat Inc.	SB-2	6/26/06	10.4	
10.5	Agreement with Marketing Software Company.	SB-2	6/26/06	10.5	
10.6	Agreement with List Fusion.	SB-2	6/26/06	10.6	
10.7	Option Agreement with Sentry Petroleum (Australia) Pty. Ltd.	8-K	3/16/11	10.1	
31.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
101.INS	XBRL Instance Document.				X
101.SCH	XBRL Taxonomy Extension – Schema.				X
101.CAL	XBRL Taxonomy Extension – Calculations.				X
101.DEF	XBRL Taxonomy Extension – Definitions.				X
101.LAB	XBRL Taxonomy Extension – Labels.				X
101.PRE	XBRL Taxonomy Extension – Presentation.				X



***SARBANES-OXLEY SECTION 302(a) CERTIFICATION***

I, **Ronald Hughes**, certify that:

1. I have reviewed this **Form 10-K for the year ended September 30, 2011 of Sino American Oil Company** ;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I am 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 registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others 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 our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant = 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 based on such evaluation; and,
  - d. Disclosed in this report any change in the registrant = s internal control over financial reporting that occurred during the registrant = s most recent fiscal quarter (the registrant = s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant = s internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant = s auditors and the audit committee of the registrant = s 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 registrant = s ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant = s internal control over financial reporting.

Date: January 12, 2012

RONALD HUGHES

Ronald Hughes

Principal Executive Officer and Principal Financial Officer

---



***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 **Sino American Oil Company** (the “Company”) on **Form 10-K for the year ended September 30, 2011**, as filed with the Securities and Exchange Commission on the date here of (the “report”), I, **Ronald Hughes**, Chief Executive Officer and Chief Financial Officer 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:

- (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 this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated this 12<sup>th</sup> day of January, 2012.

RONALD HUGHES  
Ronald Hughes  
Chief Executive Officer and Chief Financial Officer

---

