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

FORM 10-QSB

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF SECURITIES EXCHANGE ACT OF 1934
 TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2005

Commission file number: 0-22149

THE AMERICAN ENERGY GROUP, LTD.
(Exact name of Registrant as specified in its charter)

Nevada 87-0448843
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

120 Post Road West
Suite 202
Westport, Connecticut 06880
(Address of principal executive offices) (Zip code)

203-222-7315
(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, Par Value \$.001 Per Share

Check whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

(ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Check whether the issuer has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. Yes No

(APPLICABLE ONLY TO CORPORATE ISSUERS)

As of May 15, 2005, the number of Common shares outstanding was 27,019,280

Transitional Small Business Issuer Format (Check one) Yes No

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THE AMERICAN ENERGY GROUP, LTD.
INDEX TO FORM 10-QSB

PART I - FINANCIAL INFORMATION		PAGE
Item 1.	Financial Statements	3
Item 2.	Management's Discussion and Analysis or Plan of Operation.....	6
Item 3.	Controls and Procedures.....	8
PART II - OTHER INFORMATION		
Item 1.	Legal Proceedings.....	8
Item 2.	Changes in Securities.....	9
Item 3.	Defaults Upon Senior Securities.....	9
Item 4.	Submission of Matters to a Vote of Security Holders.....	9
Item 5.	Other Information.....	9
Item 6.	Exhibits and Reports on Form 8-K.....	9

<PAGE>

PART I - FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

THE AMERICAN ENERGY GROUP, LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	March 31, 2005 (Unaudited)	June 30, 2004 (Audited)
	-----	-----
ASSETS		
Current Assets		
Cash	\$ 48,298	\$ 257,899
Prepaid Expenses	91,712	35,000
	-----	-----
Total Current Assets	140,010	292,899
	-----	-----
Fixed Assets		
Office Equipment	3,286	-
Less Accumulated Depreciation	(82)	-
	-----	-----
Total Fixed Assets	3,204	-
	-----	-----
Total Assets	\$ 143,214	\$ 292,899
	=====	=====
LIABILITIES AND SHAREHOLDERS EQUITY		
Current Liabilities		
Accounts payable	\$ 238,588	\$ 251,088
Accrued liabilities	54,659	69,739
Capital lease obligations	679	679
	-----	-----
Total Current Liabilities	293,926	321,506
	-----	-----
Long-Term Liabilities		
Convertible Debt	220,000	375,000
	-----	-----
Total Liabilities	513,926	696,506
	-----	-----
Shareholders' Equity		
Common stock, par value \$.001 per share, authorized: 80,000,000 shares, issued and outstanding:		
At June 30, 2004: 24,698,518 shares		
At March 31, 2005: 26,733,520 shares	26,734	24,699
Capital in excess of par value	1,754,451	1,312,490
Accumulated deficit	(2,151,897)	(1,740,796)
	-----	-----
Net Shareholders' Equity	(370,712)	(403,607)
	-----	-----
Total Liabilities and Shareholders' Equity	\$ 143,214	\$ 292,899
	=====	=====

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<TABLE>
<CAPTION>THE AMERICAN ENERGY GROUP, LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended March 31, 2005 (Unaudited)	Three Months Ended March 31, 2004 (Unaudited)	Nine Months Ended March 31, 2005 (Unaudited)	Nine Months Ended March 31, 2004 (Unaudited)
<S>	<C>	<C>	<C>	<C>
REVENUES	\$ -	\$ -	\$ -	\$ -
OTHER EXPENSES				
Legal and professional fees	18,812	5,600	60,247	5,600
Administrative salaries	92,760	140,000	272,760	140,249
Office overhead expense	5,011	-	22,713	719
General and administrative expense	14,476	261	47,843	11,826
Total Other Expenses	131,059	145,861	403,563	158,394
NET OPERATING PROFIT (LOSS)	(131,059)	(145,861)	(403,563)	(158,394)
OTHER INCOME (EXPENSE)				
Interest expense	(1,441)	(2,250)	(7,456)	(2,250)
Depreciation expense	(82)	-	(82)	-
Miscellaneous income	-	-	-	5,568
Gain (Loss) on asset sales	-	-	-	(619,734)
Net Other Income (Expenses)	(1,523)	(2,250)	(7,538)	(616,416)
NET INCOME BEFORE TAX	(132,582)	(148,111)	(411,101)	(774,810)
Federal Income Tax	-	-	-	-
NET INCOME (LOSS) FOR PERIOD	\$ (132,582)	\$ (148,111)	\$ (411,101)	\$ (774,810)
EARNINGS (LOSS) PER SHARE	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)

</TABLE>

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THE AMERICAN ENERGY GROUP, LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine Months ended March 31, 2005 (Unaudited)	Nine Months ended March 31, 2004 (Unaudited)
	-----	-----
Cash Flows from Operating Activities:		
Net income (loss)	\$ (411,101)	\$ (774,810)
Adjustments to reconcile net loss to net cash provided (used) by operating activities:		
Depreciation	82	-
Common stock issued for services rendered	30,788	-
Common stock issued for prepaid services	26,712	-
Common stock issued for accrued expenses	11,496	-
Changes in operating assets and liabilities:		
(Increase) decrease in other current assets	(56,712)	(30,000)
Increase (decrease) in accounts payable	(12,500)	(257,790)
Increase (decrease) in accrued expenses and other current liabilities	(15,080)	(256,125)
	-----	-----
Cash Provided by (Used in) Operating Activities	(426,315)	(1,318,725)
	-----	-----
Cash Flows from Investing Activities:		
Cash payments for the purchase of equipment	(3,286)	-
	-----	-----
Cash (Used in) Investing Activities	(3,286)	-
	-----	-----
Cash Flows from Financing Activities:		
Proceeds from notes payable	220,000	250,000
	-----	-----
Cash Provided By Financing Activities	220,000	250,000
	-----	-----
Net Increase (Decrease) in Cash	(209,601)	(1,068,725)
Cash and Cash Equivalents Beginning of Period	257,899	1,124,216
	-----	-----
Cash and Cash Equivalents End of Period	\$ 48,298	\$ 55,491
	=====	=====

Notes to the Consolidated Financial Statements
March 31, 2005

GENERAL

The American Energy Group, Ltd. and Subsidiaries (the Company) has elected to omit substantially all footnotes to the financial statements for the three months and nine months ended March 31, 2005 since there have been no material changes (other than indicated in other footnotes) to the information previously reported by the Company in their Annual Report filed on the Form 10-KSB for the year ended June 30, 2004.

UNAUDITED INFORMATION

The information furnished herein was taken from the books and records of the Company without audit. However, such information reflects all adjustments which are, in the opinion of management, necessary to properly reflect the results of the interim period presented. The information presented is not necessarily indicative of the results from operations expected for the full fiscal year.

<PAGE>

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Forward-Looking Statements

This report contains statements about the future, sometimes referred to as "forward-looking" statements. Forward-looking statements are typically identified by the use of the words "believe," "may," "will," "should," "expect," "anticipate," "estimate," "project," "propose," "plan," "intend" and similar words and expressions. We intend the forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act and Section 21E of the Exchange Act. Statements that describe our future strategic plans, goals or objectives are also forward-looking statements.

Readers of this report are cautioned that any forward-looking statements, including those regarding the Company or its management's current beliefs, expectations, anticipations, estimations, projections, proposals, plans or intentions, are not guarantees of future performance or results of events and involve risks and uncertainties, such as:

- . The future results of drilling individual wells and other exploration and development activities;
- . Future variations in well performance as compared to initial test data;
- . Future events that may result in the need for additional capital;
- . Fluctuations in prices for oil and gas;
- . Future drilling and other exploration schedules and sequences for various wells and other activities;
- . Uncertainties regarding future political, economic, regulatory, fiscal, taxation and other policies in Pakistan;
- . Our future ability to raise necessary operating capital.

The forward-looking information is based on present circumstances and on our predictions respecting events that have not occurred, which may not occur or which may occur with different consequences from those now assumed or anticipated. Actual events or results may differ materially from those discussed in the forward-looking statements as a result of various factors, including the risk factors detailed in this report. The forward-looking statements included in this report are made only as of the date of this report. We are not obligated to update such forward-looking statements to reflect subsequent event or circumstances.

Overview

Prior to the Company's bankruptcy proceedings initiated on June 28, 2002, we were an active oil and gas exploration and development company. The foreclosure of our Fort Bend County, Texas oil and gas leases by the secured creditor in early calendar 2003 resulted in the loss of our only revenue producing asset. We intend to initiate new business activities by prudent management of our Pakistan overriding royalty interest and our Galveston, Texas interests and if we are successful in generating working capital from these investments or from sales of securities, we intend to pursue investment opportunities in the oil and gas business. Drilling of the first well in Pakistan as to which our overriding royalty pertains was commenced on March 25, 2005 with an approximate target depth of 4,921 feet. The well is named Haseeb No. 1 well. Additional wells are likewise intended by the operating entity but have not been scheduled.

Results of Operations

Our operations for the period ending March 31, 2005 reflected a net loss of \$132,582 attributable to salaries paid to the directors, legal and professional fees, office overhead, administrative expense and interest. There were no revenues from operations. All of our producing oil and gas leases were foreclosed by the first lien lender in early calendar 2003. As a result, the Company is solely dependent upon cash infusion from the sale of securities and loans until business operations which generate an income stream can be developed. Securities have not been sold to date but during the quarter, we

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obtained a \$220,000 loan from a private party with a one-year maturity and the right to extend the maturity date by one-year with the payment of an extension fee of \$20,000. The loan proceeds have been used to finance salaries, legal expenses and nominal administrative overhead. Our operating company, The American Energy Operating Corp. did not participate in the bankruptcy proceedings and its accounts payable and accrued liabilities were carried on our books post-bankruptcy, despite the inactivation of the subsidiary. On April 14, 2005, Chapter 7 bankruptcy proceedings were initiated for The American Energy Operating Corp. in the Southern District of Texas with the intended purpose of liquidating this inactive subsidiary and eliminating these liabilities from the books of the Company.

As a result of the loss of our cash producing assets through the 2003 foreclosure, we have purposely omitted a detailed discussion of operational results and their ramifications.

Liquidity and Capital Resources

Since emerging from bankruptcy, we have been funded through the private sale of convertible debt securities totaling \$575,000 pursuant to the Second Amended Plan of Reorganization, all of which has been converted to Common stock. During the quarter ending March 31, 2005, we obtained a loan from a private party for \$220,000 for near term operating capital, the terms of which are accrual of interest at Wall Street Prime plus one percent, no prepayment penalty, and a maturity of one year, with the right to extend the maturity for an additional year by the payment of an extension fee of \$20,000. The loan agreement originally provided for a \$200,000 loan, but was amended to increase the loan to \$220,000.00. On a going forward basis, we believe that we will need additional operating capital and anticipate seeking an infusion of cash through loans, sales of securities, a sale or partial sale of the Galveston County, Texas assets or successful resolution of the Smith Energy litigation. We anticipate that some critical services rendered by third parties during the 2005 calendar year will be paid with Common Stock, instead of cash assets. If successful drilling results on the Pakistan Concession, we may realize operating capital once sales into the existing pipeline infrastructure begin. However, there can be no assurance that we will be successful in obtaining sufficient operating capital to meet future needs from any of these potential sources.

In light of our current lack of revenue-generating business operations and our need to further capitalize future overhead, operations and growth, our viability as a going concern is uncertain. There can be no assurance that we will be successful in our efforts to improve the Company's financial position and to develop its assets.

Business Strategy and Prospects

We believe that there have been positive developments resulting from the bankruptcy proceedings. We have eliminated the Company's debt burden, diminished its labor force and significantly reduced all facets of general and administrative overhead. The cancellation and reissuance of new securities have reduced the outstanding shares from over sixty six million shares to just over twenty-seven million shares, a number which both permits the issuance of additional securities in the future as needed to obtain strategic assets or funding from investors, and which provides an opportunity for enhanced shareholder value if the current assets become cash generating assets. However, the Company does not currently enjoy a revenue stream from any business operation or asset. We must continue to raise operating capital through other means until a revenue stream is developed, if at all.

Pakistan Overriding Royalty

The Company, through its Hycarbex subsidiary (before the sale of that subsidiary) expended in excess of \$10,000,000.00 on drilling and seismic on the Jacobabad and Yasin concessions in the Republic of Pakistan comprised of over 2,200 square kilometers. The structure, to date, has no Proved Reserves as that term and the calculation for discounted future net cash flows for reporting purposes is mandated by the Financial Accounting Standards Board in Statement of Financial Accounting Standards No. 69, titled "Disclosures About Oil and Natural Gas Producing Activities". While we did not obtain a commercial discovery well in any of our previous Pakistan drilling efforts, we have been encouraged by the technical data derived from the drilling and seismic activities. We believe that the concession acreage contains oil and gas producing physical structures which are worthy of further exploration. If successfully developed, our reserved 18% overriding royalty interest would likely be a good source of cash revenues

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because the royalty, by its nature, entitles us to share in gross, rather than net, production. These revenues, if any, could be used by the Company for further investment in other revenue generating assets or business activities. The financial risks inherent in oil and gas drilling in Pakistan will no longer be borne by the Company because an overriding royalty interest is not subject to such costs. While successful production and favorable hydrocarbon prices are necessary for the overriding royalty interest to demonstrate real value, we are optimistic that the additional seismic and technical data generated by the Company prior to sale and further expanded and refined after the sale of the subsidiary will enhance the chances of a commercial discovery. The drilling of the first well, Haseeb No. 1, commenced on March 25, 2005. Absent successful drilling, the reserved overriding royalty interest is likely to have little or no value.

Galveston County, Texas Leases

In 1997, we purchased the interests of Luck Petroleum Corporation from its bankruptcy trustee in two oil and gas leases in Galveston County, Texas. The leases are situated in an area which is productive in multiple zones or horizons and the leases themselves have produced commercial quantities of oil and gas from both shallow and mid-range zones. In 1986, Luck Petroleum Corporation assigned these mid-range zones to Smith Energy, reserving for itself an "after-payout" 15% back-in working interest. Luck Petroleum Corporation also limited the depths assigned to Smith Energy, thereby resulting in depths generally greater than 10,000 feet being reserved to Luck Petroleum Corporation. We succeeded to the interests of Luck Petroleum Corporation as a result of the 1997 purchase from the bankruptcy trustee. With regard to the mid-range zones, our research to date has given rise to the belief that "payout" has occurred, as defined in the 1986 conveyance by Luck Petroleum Corporation to Smith Energy. If we are correct, then we are entitled to receive 15% of the monthly working interest production from the existing Smith Energy wells on the leases. Based upon our research, we believe that the deeper zones also have development potential. We are exploring the various opportunities to realize value from these deep rights, including potential sale. We have not yet determined the best course for these assets. These leases are held in force by third party production and, therefore, the leases do not require development of these rights by a certain date. We believe that we will be able to continue our research and conduct future negotiations toward a development path which best suits our goals and our cash flow position. We are compelled to focus on these efforts for the near term in order to generate additional working capital.

ITEM 3 - CONTROLS AND PROCEDURES

In conjunction with this Report on Form 10-QSB and the certification of the disclosures herein, the Company's principal executive officer and principal financial officer, Pierce Onthank, evaluated the effectiveness of the Company's disclosure controls and proceedings. This review, which occurred within ninety (90) days prior to the filing of this Report, found the disclosure controls and procedures to be effective. There have been no significant changes in the Company's internal controls or in other factors which would significantly affect these controls subsequent to the evaluation by Mr. Onthank.

PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

On January 22, 2004, we filed lawsuit in the United States Bankruptcy Court, Southern District of Texas, as an adversary proceeding against Smith Energy 1986-A Partnership, Smith Energy Company, Inc. and Howard Smith. The basis of the lawsuit is a claim for unpaid working interest proceeds claimed by The American Energy Group, Ltd. as the owner of a 15% "after payout" working interest in certain producing zones under our Galveston County, Texas assets. The basis of our claim is that payout may have actually been achieved resulting in a possible wrongful retention of revenues by the named defendants. If successful, we believe that we will recoup proceeds which should have been paid previously as well as obtain a revenue stream from future production from these zones. This lawsuit is pending as of the date of filing of this report. The suit was subsequently dismissed and the Company intends to pursue the accounting from Smith Energy in a venue which is outside the bankruptcy court.

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Due to the fact that the Company's subsidiary, The American Energy Operating Corp. ("AEOC"), was not a party to the bankruptcy proceedings initiated June 28, 2002, the accounts payable attributed to the subsidiary have been carried on the Company's books through the quarter ending March 31, 2005, even though this subsidiary is inactive. During the period ended June 30, 2004, AEOC, received notice from the enforcement division of the Railroad Commission of Texas that three (3) abandoned wells in the North Dayton Field previously operated by AEOC many years ago are required to be plugged in accordance with Commission procedures and rules. The plugging costs are potentially very high. These uncertain plugging costs, together with the high liabilities carried on the Company's books related to AEOC's prior operations on the Fort Bend County, Texas oil and gas leases (which were foreclosed in 2003), formed the basis for AEOC to file for a voluntary Chapter 7 bankruptcy liquidation on April 14, 2005 in the Southern District of Texas, Houston Division in Cause No. 05-35757. We believe that eliminating the negative financial impacts and potential impacts caused by this totally inactive subsidiary will be positive for the Company.

The Company is a party to a lawsuit initiated by Alief Independent School District for the collection of alleged unpaid school district taxes on office equipment and personal property for calendar year 2002. The liability claimed by the District for the period is \$6,099.05. The Company is currently investigating the extent of its responsibilities, and intends to pay the taxes if responsible.

ITEM 2 - CHANGES IN SECURITIES

During the quarter, the Company issued 35,760 shares to B.W. Fishing Tools, Inc. ("BWFT"), an original creditor in the Company's prior bankruptcy proceedings. In those proceedings, each creditor was issued stock for its debt pursuant to the Second Amended Plan of Reorganization. In the case of BWFT, its stock issuance was inadvertently omitted and the issuance of the 35,760 shares corrects the omission. Also, during the quarter, the Company issued 26,000 shares for consulting services.

To date, the Company has not paid dividends on its shares and we do not anticipate paying dividends.

ITEM 3 - DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITIES HOLDERS

We did not submit any matters to a vote of security holders during the quarter ended March 31, 2005.

ITEM 5 - OTHER INFORMATION

On April 27, 2005, we filed a Form S-8 registration statement to register 2,000,000 shares for potential issuance to third party consultants who qualify under the Company's 2005 Consultant Equity Participation Plan. We believe that this plan will facilitate the Company's ability to acquire valuable third party services with Company stock rather than cash assets, thereby preserving cash assets for other critical needs.

ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

(a) The following documents are filed as Exhibits to this report:

Exh. 31.1 - Certification by R. Pierce Onthank, President, chief executive and chief financial and accounting officer pursuant to Rule 13a-14(a) or Rule 15d-14(a);

Exh. 32.1 - Certification by R. Pierce Onthank, President, chief executive and chief financial and accounting officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, Section 1350(a) and (b).

(b) No reports on Form 8-K were filed during the period ended March 31, 2005.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE AMERICAN ENERGY GROUP, LTD.
(REGISTRANT)

By: /s/ R. Pierce Onthank

R. Pierce Onthank, President, Secretary,
Director and Chief Financial Officer

By: /s/ Dr. Iftihhar Zahid

Dr. Iftikhar Zahid, Director

DATED: May 12, 2005

Filename: a4887991ex311.txt
Type: EX-31.1
Comment/Description: Exhibit 31.1 - Certification
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EXHIBIT 31.1

CERTIFICATION PURSUANT TO RULE 15D-14 OF THE SECURITIES EXCHANGE ACT OF 1934,
 AS AMENDED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, R. PIERCE ONTHANK, President, chief executive officer and chief financial and accounting officer of The American Energy Group, Ltd., certify that:

1. I have reviewed this Quarterly Report on Form 10-QSB for the quarterly period ended March 31, 2005 of The American Energy Group, Ltd..
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 the registrant's sole certifying officer and I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) 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 the 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) 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
 - c) 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 am the registrant's sole certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of 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.
6. I am the registrant's sole certifying officer and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 12, 2005

By: /s/ R. PIERCE ONTHANK

 Printed Name: R. PIERCE ONTHANK
 President, Chief Executive and Chief
 Financial and Accounting Officer

Filename: a4887991ex321.txt
Type: EX-32.1
Comment/Description: Exhibit 32.1 - Certification
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EXHIBIT 32.1

THE AMERICAN ENERGY GROUP, LTD.
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 this Quarterly Report of The American Energy Group, Ltd. (the "Company") on Form 10-QSB as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I R. Pierce Onthank, President and chief executive and chief financial and accounting officer of the Company, certifies pursuant to the requirements of Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Sections 1350(a) and (b)), that to my knowledge:

1. The Corporation's March 31, 2005 Form 10-QSB filed with the Securities and Exchange Commission (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"); and
2. The information in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 12, 2005

By: /s/ R. Pierce Onthank

R. Pierce Onthank
President, Chief Executive Officer and
Chief Financial and Accounting Officer

12