

APPIPHANY TECHNOLOGIES HOLDINGS CORP
Form 10-K
August 14, 2012

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

FORM 10-K

(Mark One)

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

For the Fiscal Year Ended April 30, 2012

. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from _____ to _____

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of Incorporation)

000-54524
(Commission File Number)

30-0678378
(IRS Employer
Identification Number)

P.O. Box 21101 Orchard Park

Kelowna, B.C.

Canada V1Y 9N8

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(Address of principal executive offices)

(205) 864-5377

(Registrant's Telephone Number)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ . No ☒ .

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes ☐ . No ☒ .

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ . No ☐ .

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☐ . No ☒ .

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated ☐ .
filer
Non-accelerated filer ☐ .

Accelerated filer ☐ .

☒ .

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. (Do not check if a smaller reporting company)
S m a l l e r r e p o r t i n g
c o m p a n y

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes . No ☒ .

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant as of April 30, 2012 was \$NIL based upon the price (\$NIL) at which the common stock was last sold as of the last business day of the most recently completed second fiscal quarter, multiplied by the approximate number of shares of common stock held by persons other than executive officers, directors and five percent stockholders of the registrant without conceding that any such person is an affiliate of the registrant for purposes of the federal securities laws. Our common stock is not currently traded in the over-the-counter market or quoted on the Over-The-Counter Bulletin Board.

As of August 14, 2012, there were 8,437,038 shares of the registrant's \$0.001 par value common stock issued and outstanding.

Documents incorporated by reference: None

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FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act) and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). These forward-looking statements are not historical facts but rather are based on current expectations, estimates and projections. We may use words such as anticipate, expect, intend, plan, believe, foresee, estimate and variations of these words and similar expressions to identify forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and other factors, some of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted. These risks and uncertainties include the following:

.

The availability and adequacy of our cash flow to meet our requirements;

.

Economic, competitive, demographic, business and other conditions in our local and regional markets;

.

Changes or developments in laws, regulations or taxes in our industry;

.

Actions taken or omitted to be taken by third parties including our suppliers and competitors, as well as legislative, regulatory, judicial and other governmental authorities;

.

Competition in our industry;

.

The loss of or failure to obtain any license or permit necessary or desirable in the operation of our business;

.

Changes in our business strategy, capital improvements or development plans;

.

The availability of additional capital to support capital improvements and development; and

Other risks identified in this report and in our other filings with the Securities and Exchange Commission or the SEC.

This report should be read completely and with the understanding that actual future results may be materially different from what we expect. The forward-looking statements included in this report are made as of the date of this report and should be evaluated with consideration of any changes occurring after the date of this Report. We will not update forward-looking statements even though our situation may change in the future and we assume no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Use of Term

Except as otherwise indicated by the context, references in this report to Company , we , us and our are reference Appiphany Technologies Holdings Corp. All references to USD or United States Dollars refer to the legal currency of the United States of America.

PART I

ITEM 1. BUSINESS

Corporate History

We were incorporated in the State of Nevada on February 24, 2010, under the name Appiphany Technologies Holdings Corp. On May 1, 2010, we entered into a Share Exchange Agreement (the "SEA") with Appiphany Technologies Corp. ("ATC"), a company incorporated in British Columbia, Canada in June 2009, pursuant to which we acquired all of the issued and outstanding shares of ATC in exchange for 1,500,000 shares of the Company's common stock.

Our Business

ATC commenced operations as a diversified technology company in June of 2009. As a result of the SEA, we are a diversified technology company. The scope of our business is based around third-party application (App) development for the iPhone, iPod Touch and iPad manufactured and marketed by Apple, Inc (Apple). In September 2009, the Company finalized a contract license with Apple, to design, develop, manufacture and sell accessories that are made for Apple's iPod and iPhone. With our focus on the new Apple SDK (software development kit), we have the ability to develop, debug, and distribute commercial or in-house Apps for the iPhone, iPod Touch and iPad.

To date, we have designed and developed a variety of Apps that are currently available for purchase through Apple, and we are in the process of developing additional Apps and products. We believe that the Company will evolve into a third-party accessories company, integrating our accessories to function with our Apps. We aim to maximize user experience while exploring the innovative technological possibilities of today. Our goal is to become a successful developer of Apps and App software and maintain a balanced company through streamlined web-based marketing and sales.

Our target customers are those consumers wishing to purchase Apps for their Apple products and third-party commercial businesses wishing to develop Apps for resale. We anticipate that we will be able to continue generating revenues from the sale of our Apps. As of April 30, 2012, we have generated \$7,569 collectively from the sale of our Apps on the iTunes website. We also have a license that allows us to develop and sell accessories that are compatible with Apple's iPod and iPhone to existing and new customers; however, no such accessories have been developed or sold to date. In addition, we are evaluating the feasibility of providing additional services, including web design, graphic design, hosting, marketing, and new business consulting focused on technology implementation. We believe that our success will depend on our ability to promote products and software consistent with the Apple culture and

image. We will also need to anticipate and respond to changing consumer demands and tastes, as well as the demands of Apple.

Our founder and President, Jesse Keller, has an extensive technical background that he developed over the course of more than eleven years working in the technology industry, specifically through his work in software development, web design, graphic design, web development and webmaster/customer service. Mr. Keller also has significant experience in search engine marketing, affiliate marketing, investor relations, public relations and business planning after having successfully developed several business ventures. We anticipate that our eventual sales and development force will be composed of employees and independent contractors involved in computer software technology and Apple technology fields that will enhance our corporate image, provide valuable insights into our merchandising, and heighten our understanding of our target market.

Products and Services

Currently, we develop and sell Apps for the iPhone and iPod. We have several Apps that we have created, developed and sold. Below is a short description of our current products and projects. Each of the Apps described below have been created under the direction and direct supervision of our President, Jesse Keller. We use developers on a contract or limited basis to develop the Apps. As of April 30, 2012, we have generated \$7,569 in revenues from the aggregate sale of our Apps. We generate revenues through iTunes. Our Apps are displayed and sold on the iTunes website, and Apple receives the initial proceeds from the purchase of any Apps. We receive seventy percent of the proceeds Apple receives from the sale of our Apps, and Apple keeps thirty percent of the proceeds received from the sale. At the end of the month we receive a direct deposit from Apple consisting of our share of proceeds from sales of our Apps for that month, so long as the proceeds are over \$150.00. If our proceeds for a particular month are under \$150.00 the proceeds will carry over into the next month's deposit.

The Big White & Silver Star App

We have developed and consulted with the owners of The Big White Ski Resort and the Silver Star Ski Resort to create the Big White App and the Silver Star App for iPhone and iPod Touch users. Both Apps provide maps and live camera feeds to see current ski and weather conditions; the maps work anywhere and users can pinch, zoom and pan through each map. The Apps are currently available for sale at iTunes for \$0.99 each. We are currently in discussions with the marketing department for both resorts, and we are considering planning further development of the Apps.

Police Notebook (PNB) App

We developed the Police Notebook or PNB, as it is known in the policing industry, as an integrative technological tool for police officers. It is a notebook designed to replace and improve the old paper products police officers are currently using. The mobile application version of the PNB has several improvements such as GPS location, photo attachments, tamper proof notations and instant email of reports. The PNB App is available for sale at iTunes for \$2.99.

The Penny Stock App

We developed the Penny Stock App to provide the most advanced penny stock alert service in the world. The Penny Stock App is available in iTunes store for \$1.99. The App was designed to bridge all types of investors to take advantage of increased trade volume of the featured stock. The App features dynamically generated stock data direct from the markets including the bid & ask, current price, percentage gain, volume, 6-month chart and more. For more information go to www.pennystockapp.com or follow them at [Twitter.com/pennystockapp](https://twitter.com/pennystockapp).

Student Notes App

We developed the Study Notes App to serve as a useful tool for Students to take notes. Students can use the Study Notes App while they are in class to record important notes to use at a later time. The user will be able to enter notes with the keyboard on their phone, upload video or audio recordings. The time and date for each entry are automatically entered by the application once the entry has been saved. Students will be able to browse the internet with the application giving the user the ability to upload pictures alongside with notes. Users can purchase this App through the iTunes store for \$2.99.

250hosting.com*beta

While not directly related to our main business, 250 Hosting is a cpanel clustered server environment that allows us to resell hosting packages for an affordable price. The site was designed using WHMCS. WHMCS is an all-in-one client management, billing & support solution for online businesses. It handles everything from sign-up to termination, with automated billing, provisioning & management. This is a perfect complement to any technologies company. For more information about 250 Hosting please visit the web site: <http://www.whmcs.com/>.

MMA Animals

Our newest project is the MMA Animals. MMA Animals is a fantasy based interactive cartoon/video game made for iPhone, iPod Touch and iPad that will be specifically developed for sale in iTunes, the App Store and iBooks. MMA Animals is a blend between a video game and a video, where you watch a video for 5 minutes and then play a game and based on the results of the game, it takes you to the next sequence of video, seamlessly transitioning from game to show. The videos could be ready for the networks and provide a medium to promote sales of the interactive games/shows available to the iPhone, iPad and the MMA Animals web site. MMA Animals will be developed to acquire a large network deal for syndicated broadcast to the North American and eventually world markets. The ultimate goal is to create a MMA Animals feature film. We are in the predevelopment phase of our MMA Animals and we hope to offer MMA Animals Apps within the next year.

The Artist that we have contracted to design the MMA Animals is best known for his 3D modeling. He has worked on projects like, Dr. Seuss Horton Hears a Who! , Ice Age & Ice Age: The Melt Down , and Robots , to name a few.

Growth Strategy

Our long-term goal is to continue to build our diversified technologies company with a broad portfolio of products and services that we will offer in multiple channels of online retail distribution. To that end, we will implement the following growth strategies:

1)

Execute new initiatives. Along with our current products and services, we intend to seek opportunities that will diversify our technologies beyond web hosting and App development in order to reach a broader range of customers.

2)

Expand upon our services and current client base. We will attempt to expand our current client base by providing top quality App development to our current clients and in return, receiving good reviews and references within the App development field.

Advertising and Marketing

Our marketing strategy will begin with word of mouth, which will always be our most important means of promotion. We will rely on the quality App development that we have completed for our existing customers to create positive customer feedback, which could resonate to potential clients. We will also track sales and downloads of our completed Apps, and advertise their popularity to potential clients. If we generate sufficient revenues, we intend to implement an advertising and marketing campaign to increase awareness of the Company and to acquire new customers through multiple channels, including traditional and online advertising. We believe that the use of multiple marketing channels reduces reliance on any one source of customers, maximizes brand awareness and promotes customer acquisition.

Our Industry

The iPhone, manufactured and marketed by Apple, won invention of the year in 2007 from Time Magazine, and has since gone on to be purchased by more than 30 million users worldwide. Third-party Apps were launched in mid-2008 for use on the iPhone, and became available for purchase or free download from the Apple App Store. These Apps have diverse functions, including games, reference, GPS navigation, social networking, and advertising for television shows, films, and celebrities. Since their release, the popularity of Apps used on the iPhone, iPod Touch, and iPad has grown to include over 130,000 different Apps and over 58 million App Store users. In the month of December 2009, App Store users downloaded over 280 million Apps, equating to over 250 million dollars in sales. As of January 5, 2010, App Store users have downloaded over 3 billions Apps. <http://news.cnet.com>

The Company's team has been intrigued by the iPhone since its inception and has always been up to speed with the latest trends in App development for the iPhone, iPod Touch, and iPad. Whether by porting an existing App or developing one from scratch, we can help customers take advantage of a fast growing medium. We intend to focus our business on becoming one of the leading App development companies and capitalize on the astounding market created by Apple.

Competition

In general, the computer technology and software development industries are highly competitive, and especially so in the relatively new field of App development. Of the more than 45,000 Apps included in the App Store, there are over 28,000 developers. We believe that our success depends in large part upon our ability to anticipate, gauge and respond to changing consumer demands within this rapidly changing field. Competing developers may be able to engage in larger scale branding, advertising and developing activities more extensively than we can. Further, with sufficient financial backing, talented designers and developers can become competitors within several months of establishing a business. We compete primarily on the basis of design, development, quality, and service. Our business depends on our ability to shape and stimulate consumer tastes and demands by marketing innovative and exciting Apps, as well as on our ability to remain competitive in the areas of quality and price.

Plan of Operations

To date, the Company has begun implementing its business plan and is attempting to secure additional funding to continue expansion of our services and products. The Company intends to continue development of third-party Apps for the iPhone, iPod Touch and iPad as well as integrate accessories to function with our Apps. The Company has not had any significant revenues generated from its business operations since inception. Until the Company is able to generate any consistent and significant revenue, it may be required to raise additional funds by way of equity or debt financing.

To become profitable and competitive, the Company must continue to develop, advance and distribute Apps for the iPhone, iPod Touch and iPad that can be sold commercially or in-house. Further, we have a license that allows us to design, develop, manufacture and sell accessories that are made for Apple's iPod and iPhone; however, no such accessories have been developed or sold to date. Our goal is to become a successful developer of Apps and App software and maintain a balanced company through streamlined web-based marketing and sales. To achieve this goal, management has prepared the following phases for its plan of operations for the next 12 months.

Phase 1 - Develop the Application Software and Products (4-6 months)

During the next 12 months, the Company will continue to develop its current Apps, design and develop additional Apps, and create and manufacture accessories to be used with the Apps that are compatible with the iPhone, iPod Touch and iPad. The Company currently has many additional projects underway at various stages of development related to App development and design. Further, the Company intends to seek opportunities that will diversify our technologies beyond App development in order to reach a broader range of customers.

Phase 2 - Implement Marketing Strategy (3 to 4 months)

The Company plans to commence Phase 2 of its business plan, which will include an aggressive marketing campaign designed to increase consumer awareness of its products and services. Currently, the Company relies on word of mouth as its primary means of advertisement. We will rely on the quality Apps that we have developed and completed for our existing customers to create positive customer feedback, which could resonate to potential clients. We will also track sales and downloads of our completed Apps, and advertise their popularity to potential clients.

In Phase 2, the Company plans to (1) create a marketing strategy for the Company's Apps and other products, and (2) implement its marketing strategy towards its target group of clients. We will attempt to acquire new customers through multiple channels, including traditional and online advertising because we believe that the use of multiple marketing channels reduces reliance on any one source of customers, maximizes brand awareness and promotes customer acquisition.

Licensing

Because we are focusing our business on becoming a leading iPhone, iPod Touch, and iPad App developer using the new iPhone SDK (software development kit), it is imperative that we abide by the licensing of Apple.

As of June, 2009, the Company entered into an iPhone Developer Program License Agreement (Developer License) with Apple and became a registered Apple developer. The Developer License allows the Company to use Apple's software to develop, debug, and distribute commercial Apps in the iTunes store for an initial term of one year. The License can be renewed each year for a fee of \$100.00 and acceptance of an updated contract of terms and conditions, both of which the Company has complied with up to date. The Agreement provides that developers must develop their Apps using binary code and must submit these Apps to Apple for approval. Upon approval, the Apps are displayed and sold on the iTunes website and Apple receives thirty percent of the proceeds from each App that is sold, and the Company receives seventy percent of the proceeds. If a particular App is not approved by Apple, Apple will send the App back to the developer to work on any issues Apple has pointed out.

In September 2009, the Company finalized a Made for iPod contract and license agreement with Apple. (the MFi License) to design, develop, manufacture and sell accessories that are made for Apple's iPod and iPhone. The MFi License allows our Company to develop electronic accessories that connect to both the iPod and iPhone. The License costs \$80.00 and the program is open to the public. Once Apple approves and the fee is paid, Apple grants the Company access to technical documentation, hardware components, technical support and certification logos. We have paid the initial fee; however, the Company has not created or developed any accessories under this program, but we intend to do so in the future.

Government Regulation

Our operations are subject to government regulation in many areas, including user privacy, telecommunications, and data protection. The application of these laws and regulations to our business is often unclear and sometimes may conflict. It may take years to determine whether and how existing laws such as those governing intellectual property, privacy, advertising, etc. will apply. Nonetheless, laws and regulations directly applicable to communications and intellectual property are becoming more prevalent. Due to the increasing popularity and use of communications technology, it is possible that laws and regulations may be adopted covering issues such as user privacy, content, and much more. Compliance with these regulations may involve significant costs or require changes in business practices that could result in reduced revenue. Noncompliance could result in penalties being imposed on us or orders that we stop the alleged noncompliant activity. At this time, however, we do not believe that compliance with these rules and regulations will have a material impact upon our business.

WHERE YOU CAN GET ADDITIONAL INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy our reports or other filings made with the SEC at the SEC's Public Reference Room, located at 100 F Street, N.E., Washington, DC 20549. You can obtain information on the operations of the Public Reference Room by calling the SEC at 1-800-SEC-0330. You can also access these reports and other filings electronically on the SEC's web site, www.sec.gov.

ITEM 1A. RISK FACTORS

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our offices are currently located at 1630 Pandosy Street in Kelowna, British Columbia, and our telephone number is (778) 478-9944. As of the date of this filing, we have not sought to move or change our office site. We currently utilize office space free of charge on a month-to-month basis from 250 Media Corp., of which our President, Jesse Keller, is the current Chief Executive Officer. The office space is approximately 1000 square feet of industrial/office space with opportunities to expand our facilities. Additional space may be required as we expand our operations. We do not foresee any significant difficulties in obtaining any required additional space. We currently do not own any real property.

ITEM 3. LEGAL PROCEEDINGS

We know of no material, existing or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which our director, officer or any affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5.

MARKET FOR THE COMPANY'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Common Stock

Our common stock is currently quoted on the OTC Bulletin Board. Our common stock has been quoted on the OTC Bulletin Board since October 20, 2011. Because we are quoted on the OTC Bulletin Board, our securities may be less liquid, receive less coverage by security analysts and news media and generate lower prices than might otherwise be obtained if they were listed on a national securities exchange.

As of August 13, 2012, the Company has not begun trading on the OTCBB.

Record Holders

As of August 13, 2012, an aggregate of 8,437,038 shares of our common stock were issued and outstanding and were owned by approximately 26 holders of record, based on information provided by our transfer agent.

Recent Sales of Unregistered Securities

On July 30, 2012, the Company issued 100,000 shares of its common stock to Tony and Judy Van Den Bosch in exchange for \$5,000.

On August 8, 2012, the Company issued 40,000 shares of its common stock to Garth Roy in exchange for \$2,000.

Re-Purchase of Equity Securities

None.

Dividends

We have not paid any cash dividends on our common stock since inception and presently anticipate that all earnings, if any, will be retained for development of our business and that no dividends on our common stock will be declared in the foreseeable future. Any future dividends will be subject to the discretion of our Board of Directors and will depend upon, among other things, future earnings, operating and financial conditions, capital requirements, general business conditions and other pertinent facts. Therefore, there can be no assurance that any dividends on our common stock will be paid in the future.

Securities Authorized for Issuance Under Equity Compensation Plans

None.

ITEM 6. SELECTED FINANCIAL DATA

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act) and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). These forward-looking statements are not historical facts but rather are based on current expectations, estimates and projections. We may use words such as anticipate, expect, intend, plan, believe, foresee, estimate and variations of these words and similar expressions to identify forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and other factors, some of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted. You should read this report completely and with the understanding that actual future results may be materially different from what we expect. The forward-looking statements included in this report are made as of the date of this report and should be evaluated with consideration of any changes occurring after the date of this Report. We will not update forward-looking statements even though our situation may change in the future and we assume no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

RESULTS OF OPERATIONS***Working Capital***

	April 30, 2012	April 30, 2011
	\$	\$
Current Assets	8,462	13,259
Current Liabilities	204,658	179,416
Working Capital (Deficit)	(196,196)	(166,157)

Cash Flows

	April 30, 2012	April 30, 2011
	\$	\$
Cash Flows used in Operating Activities	(33,187)	(84,255)
Cash Flows used in Investing Activities	-	(1,805)
Cash Flows from Financing Activities	28,390	82,014
Net decrease in Cash During Period	(4,797)	(4,046)

Operating Revenues

As at April 30, 2012 and 2011, the Company recorded revenues of \$1,544 and 6,025, respectively.

Operating Expenses and Net Loss

During the year ended April 30, 2012, the Company recorded operating expenses of \$153,041 compared with \$133,141 for the year ended April 30, 2011. The increase in operating expenses was attributed to an increase of \$9,209 in professional fees relating to additional legal and accounting costs for the Company's share issuances and SEC filings, \$35,335 for stock-based compensation to the Company's President and Director during the year, and offset by a decline of \$20,494 in general and administrative costs as the Company had limited cash flows for day-to-day operations during the year.

Net loss for the year ended April 30, 2012 was \$145,493 compared with \$129,352 during the year ended April 30, 2011. In addition to the increase in operating expenses, the recorded proceeds of \$5,000 for the sale of a URL during the year, \$1,373 gain on settlement of outstanding accounts payable, and incurred interest expense of \$369. During the year ended April 30, 2011, the Company incurred interest expense of \$2,236 and the decrease in the current year is due to the fact that the outstanding notes payable were settled during the year.

Liquidity and Capital Resources

At April 30, 2012, the Company's cash and total asset balance was \$8,462 and \$9,165 respectively, compared to \$13,259 and \$14,563 respectively, as at April 30, 2011. The decrease in the cash and asset balances were due to the fact that the Company incurred operating expenses during the year and settled the amounts through financing from related parties and issuance of common shares.

As at April 30, 2012, the Company had total liabilities of \$204,658 compared with total liabilities of \$179,416 as at April 30, 2011. The increase in total liabilities was attributed to an increase in accounts payable and accrued liabilities of \$61,760 relating to general operating expenses that have not been paid due to the lack of sufficient financing to settle outstanding obligations, offset by decrease of \$27,157 in notes payable as the outstanding amounts were settled with the issuance of common shares during the year, and decrease of \$9,361 in amounts due to related parties as amounts were repaid during the year.

During the year ended April 30, 2012, the Company issued 557,038 common shares to settle outstanding notes payable and accrued interest of \$27,852, issued 955,000 common shares for proceeds of \$35,751 and received an additional \$2,000 in stock subscriptions, and issued 985,000 common shares for compensation and services to the President and Director of the Company with a fair value of \$49,250.

As at April 30, 2012, the Company had a working capital deficit of \$196,196 compared with a working capital deficit of \$166,157 as at April 30, 2011. The increase in working capital deficit was attributed to financing of operating costs with amounts from related parties and notes payable rather than equity financing.

Cashflow from Operating Activities

During the year ended April 30, 2012, the Company used \$33,187 of cash for operating activities compared to the use of \$84,255 of cash for operating activities during the year ended April 30, 2011. The change in net cash used in operating activities is attributed to the fact that the current year had limited amounts of cash from financing activities which limited the amount of the cash the Company had available for operating purposes.

Cashflow from Investing Activities

During the year ended April 30, 2012, the Company used \$nil of cash for investing activities compared with the use of \$1,805 for the purchase of property and equipment during the year ended April 30, 2011.

Cashflow from Financing Activities

During the year ended April 30, 2012, the Company received \$28,390 of cash from financing activities compared to \$82,014 for the year ended April 30, 2011. During the year, the Company received \$37,751 from the issuance of common shares and stock subscriptions, and \$12,148 from related parties offset by repayments to related parties of \$21,509. During the year ended April 30, 2011, the Company received \$12,000 from stock subscriptions, \$27,157 from the issuance of notes payable which were settled by the issuance of 557,038 common shares during fiscal 2012, and \$42,857 from related parties.

Going Concern

We have not attained profitable operations and are dependent upon obtaining financing to pursue any extensive acquisitions and activities. For these reasons, our auditors stated in their report on our audited financial statements that they have substantial doubt that we will be able to continue as a going concern without further financing.

Off-Balance Sheet Arrangements

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders.

Future Financings

We will continue to rely on equity sales of our common shares in order to continue to fund our business operations. Issuances of additional shares will result in dilution to existing stockholders. There is no assurance that we will achieve any additional sales of the equity securities or arrange for debt or other financing to fund planned acquisitions and exploration activities.

Critical Accounting Policies

Our financial statements and accompanying notes have been prepared in accordance with United States generally accepted accounting principles applied on a consistent basis. 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, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

We regularly evaluate the accounting policies and estimates that we use to prepare our financial statements. A complete summary of these policies is included in the notes to our financial statements. In general, management's estimates are based on historical experience, on information from third party professionals, and on various other assumptions that are believed to be reasonable under the facts and circumstances. Actual results could differ from those estimates made by management.

Recently Issued Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

Contractual Obligations

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(A Development Stage Company)

Consolidated Financial Statements

For the Years Ended April 30, 2012 and 2011

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APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(A Development Stage Company)

Consolidated Financial Statements

For the Years Ended April 30, 2012 and 2011

Report of Independent Registered Public Accounting Firms

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors

Appiphany Technologies Holdings Corp.

(A Development Stage Company)

We have audited the accompanying consolidated balance sheet of Appiphany Technologies Holdings Corp., as of April 30, 2012, and the related consolidated statements of operations, stockholders' deficit and cash flows for the year then ended. 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 audit. The financial statements of Appiphany Technologies Holdings Corp., as of April 30, 2011, and for the period from February 24, 2010 (inception) through April 30, 2011 were audited by other auditors whose report dated August 15, 2011, expressed an unqualified opinion on those statements.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion the financial statements referred to above present fairly, in all material respects, the financial position of Appiphany Technologies Holdings Corp., as of April 30, 2012, and the results of their operations and their cash flows for the year then ended, in conformity with U.S. generally accepted accounting principles.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has not yet established an ongoing source of revenue sufficient to cover its operating costs which raises substantial doubt about its ability to continue as a going concern. Management's plans concerning these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Sadler, Gibb & Associates, LLC

Farmington, UT

August 13, 2012

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors

Appiphany Technologies Holdings Corp.

(A Development Stage Company)

We have audited the accompanying balance sheet of Appiphany Technologies Holdings Corp. (A Development Stage Company) as of April 30, 2011, and the related statements of operations, stockholders' equity (deficit) and cash flows for the twelve month period ended April 30, 2011 and the period from February 24, 2010 (inception) through April 30, 2010 and 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 conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Appiphany Technologies Holdings Corp. as of April 30, 2011, and the results of its operations and cash flows for the periods described above in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statement, the Company suffered recurring losses from operations and has a net capital deficiency, which raises substantial doubt about its ability to continue as a going concern.

Management's plans regarding those matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ M&K CPAS, PLLC

www.mkacpas.com

Houston, Texas

August 15, 2011

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(A Development Stage Company)

Consolidated Balance Sheets

(Expressed in US dollars)

	April 30, 2012	April 30, 2011
	\$	\$
ASSETS		
Current Assets		
Cash	8,462	13,259
Total Current Assets	8,462	13,259
Property and Equipment, net	703	1,304
Total Assets	9,165	14,563

LIABILITIES

Current Liabilities		
Accounts payable and accrued liabilities	106,356	44,596
Notes payable		27,157
Due to related parties	98,302	107,663
Total Liabilities	204,658	179,416

STOCKHOLDERS DEFICIT

Preferred Stock

Authorized: 10,000,000 preferred shares with a par value of \$0.001 per share

Issued and outstanding: nil preferred shares

Common Stock

Authorized: 250,000,000 common shares with a par value of \$0.001 per share

Issued and outstanding: 8,297,038 and 5,900,000 common shares, respectively	8,397	5,900
Additional Paid-In Capital	136,457	14,101
Common Stock Issuable	2,000	12,000
Accumulated Deficit during the Development Stage	(342,347)	(196,854)
Total Stockholders' Deficit	(195,493)	(164,853)
Total Liabilities and Stockholders' Deficit	9,165	14,563

(The accompanying notes are an integral part of these consolidated financial statements)

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(A Development Stage Company)

Consolidated Statements of Operations

(Expressed in US dollars)

	For the year ended April 30, 2012 \$	For the year ended April 30, 2011 \$	Accumulated from June 4, 2009 (Date of Inception) to April 30, 2012 \$
Revenues	1,544	6,025	7,569
	1,544	6,025	7,569
Operating Expenses			
Consulting Fees	5,750	10,000	15,750
Depreciation	601	501	1,102
General and Administrative	23,490	43,984	111,792
Professional Fees	77,200	67,991	154,388
Management fees	46,000	10,665	70,652
Total Operating Expenses	153,041	133,141	353,684
Net loss before other income (expenses)	(151,497)	(127,389)	(346,115)
Other Income (Expenses)			
Gain on settlement of debt	1,373		1,373
Interest income (expense)	(369)	(2,236)	(2,605)
Sale of URL	5,000		5,000
Net Loss	(145,493)	(129,352)	(342,347)

Net Loss per Share Basic and Diluted	(0.02)	(0.02)
Weighted Average Shares Outstanding Basic and Diluted	7,392,747	5,900,000

(The accompanying notes are an integral part of these consolidated financial statements)

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(A Development Stage Company)

Consolidated Statement of Stockholders' Equity

From June 4, 2009 (Date of Inception) to April 30, 2012

(Expressed in US dollars)

	Common Stock Shares #	Par Value \$	Additional Paid-in Capital \$	Common Stock Issuable \$	Accumulated Deficit \$	Total \$
Balance June 4, 2009 (Date of Inception)						
Founders shares for cash at \$0.001 per share	5,500,000	5,500	(5,500)			
Common stock issued for cash at \$0.05 per share	400,000	400	19,601			20,001
Net loss for the period					(67,502)	(67,502)
Balance April 30, 2010	5,900,000	5,900	14,101		(67,502)	(47,501)
Proceeds from common stock issuable				12,000		12,000
Net loss for the year					(129,352)	(129,352)
Balance April 30, 2011	5,900,000	5,900	14,101	12,000	(196,854)	(164,853)
Issuance of common stock for cash	955,000	955	46,796	(12,000)		35,751
Issuance of common shares to settle debt	557,038	557	27,295			27,852
Issuance of common shares for services	985,000	985	48,265			49,250
				2,000		2,000

Proceeds from common stock
issuable

Net loss for the year						(145,493)	(145,493)
Balance	April 30, 2012	8,297,038	8,397	136,457	2,000	(342,347)	(195,493)

(The accompanying notes are an integral part of these consolidated financial statements)

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(A Development Stage Company)

Consolidated Statements of Cash flow

(Expressed in US dollars)

	For the year ended April 30, 2012 \$	For the year ended April 30, 2011 \$	Accumulated from June 4, 2009 (Date of Inception) to April 30, 2012 \$
Operating Activities			
	(145,493)	(129,352)	(342,347)
Net loss for the period)		
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation	601	501	1,102
Shares issued for services	49,250		49,250
Gain on settlement of debt	(1,369)		(1,369)
Changes in operating assets and liabilities:			
Accounts payable and accrued liabilities	63,824	44,596	108,420
Net Cash Provided By (Used In) Operating Activities	(33,187)	(84,255)	(184,944)
Investing Activities			
Purchase of property and equipment		(1,805)	(1,805)
Net Cash Provided by Investing Activities		(1,805)	(1,805)
Financing Activities			

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Proceeds from issuance of common shares	37,751	12,000	69,752
Proceeds from notes payable		27,157	27,157
Proceeds from related party	12,148	42,857	119,811
Repayment of proceeds from related party	(21,509)		(21,509)
Net Cash Provided by Financing Activities	28,390	82,014	195,211
Increase (Decrease) in Cash	(4,797)	(4,046)	8,462
Cash Beginning of Period	13,259	17,305	
Cash End of Period	8,462	13,259	8,462

Supplemental Disclosures

Interest paid
Income tax paid

Non-cash investing and financing activities

Shares issued for founders shares		5,500
Shares issued to settle debt	27,157	27,157

(The accompanying notes are an integral part of these consolidated financial statements)

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(A Development Stage Company)

Notes to the Consolidated Financial Statements

(Expressed in US dollars)

1.

Nature of Operations and Continuance of Business

The Company was incorporated in the State of Nevada on June 4, 2009. The Company is a development stage company as defined by FASB guidelines. On May 1, 2010, the Company entered into a share exchange agreement with Appiphany Technologies Corporation (ATC) to acquire all of the outstanding common shares of ATC in exchange for 1,500,000 common shares of the Company. As the acquisition involved companies under common control, the acquisition was accounted for in accordance with ASC 805-50, Business Combinations Related Issues, and the consolidated financial statements reflect the accounts of the Company and ATC since inception.

Going Concern

These financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. As at April 30, 2012, the Company has not recognized significant revenue, has a working capital deficit of \$196,196, and has an accumulated deficit of \$342,347. The continuation of the Company as a going concern is dependent upon the continued financial support from its management, and its ability to identify future investment opportunities and obtain the necessary debt or equity financing, and generating profitable operations from the Company's future operations. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

2.

Summary of Significant Accounting Policies

a)

Basis of Presentation

The consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States (US GAAP) and are expressed in U.S. dollars. The Company's fiscal year end is April 30.

b)

Use of Estimates

The preparation of financial statements in conformity with US GAAP 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 the fair value and estimated useful life of long-lived assets and deferred income tax asset valuation allowances. 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.

c)

Cash and cash equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents. The Company maintains its cash in bank deposit accounts which are federally insured up to limits of \$250,000. The Company has not experienced any losses related to this concentration of risk. Deposits did not exceed insured limits during the years ended April 30, 2012 and 2011.

(The accompanying notes are an integral part of these consolidated financial statements)

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(A Development Stage Company)

Notes to the Consolidated Financial Statements

(Expressed in US dollars)

2.

Summary of Significant Accounting Policies (continued)

d)

Basic and Diluted Net Loss per Share

The Company computes net loss per share in accordance with ASC 260, *Earnings per Share*. ASC 260 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 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. As of April 30, 2012 and 2011, the Company did not have any potentially dilutive shares.

e) Financial Instruments

Pursuant to ASC 820, *Fair Value Measurements and Disclosures*, an entity is required to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company's financial instruments consist principally of cash, accounts payable and accrued liabilities and amounts due to related parties. Pursuant to ASC 820, the fair value of our cash is determined based on Level 1 inputs, which consist of quoted prices in active markets for identical assets. We believe that the recorded values of all of our other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

f)

Comprehensive Loss

ASC 220, *Comprehensive Income*, establishes standards for the reporting and display of comprehensive loss and its components in the financial statements. As at April 30, 2012 and, 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.

g)

Revenue Recognition

The Company recognizes revenue from online advertising. Revenue will be recognized only when the price is fixed and determinable, persuasive evidence of an arrangement exists, the service has been provided, and collectability is assured. The Company is not exposed to any credit risks as amounts are prepaid prior to performance of services.

(The accompanying notes are an integral part of these consolidated financial statements)

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(A Development Stage Company)

Notes to the Consolidated Financial Statements

(Expressed in US dollars)

2.

Summary of Significant Accounting Policies (continued)

h)

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

3.

Property and Equipment

			April 30, 2012	April 30, 2011
	Cost	Accumulated Depreciation	Net Carrying Value	Net Carrying Value
	\$	\$	\$	\$
Computer hardware	1,805	(1,102)	703	1,304
	1,805	(1,102)	703	1,304

4.

Notes Payable

In June and July 2011, the Company issued 392,660 common shares to settle \$20,818 of notes payable and accrued interest. A gain on settlement of debt of \$1,186 was recorded based on the difference between the fair market value of the shares issued on the date of issuance and the face value of the debt extinguished.

In September 2011, the Company issued 164,378 common shares to settle \$8,403 of notes payable and accrued interest. A gain on settlement of debt of \$185 was recorded based on the difference between the fair market value of the shares issued on the date of issuance and the face value of the debt extinguished.

As at April 30, 2012, the Company owed \$nil (2011 - \$27,157) in notes payable. Under the terms of the notes, the amounts are unsecured, due interest at 10% per annum, and due on demand. As at April 30, 2012, accrued interest of \$nil (2011 - \$2,252) has been recorded in accounts payable and accrued liabilities.

5.

Related Party Transactions

a)

As at April 30, 2012, the Company owed \$65,700 (2011 - \$73,630) to the President and Director of the Company for financing of day-to-day expenditures incurred on behalf of the Company. The amounts owing are unsecured, non-interest bearing, and due on demand.

b)

As at April 30, 2012, the Company owed \$32,602 (2011 - \$34,033) to a former director of the Company for financing of day-to-day expenditures incurred on behalf of the Company. The amounts owing are unsecured, non-interest bearing, and due on demand.

(The accompanying notes are an integral part of these consolidated financial statements)

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(A Development Stage Company)

Notes to the Consolidated Financial Statements

(Expressed in US dollars)

6.

Common Shares

a)

On June 2, 2011, the Company issued 485,000 common shares at \$0.05 per share for proceeds of \$24,250, of which \$12,000 was received as at April 30, 2011.

b)

On June 8, 2011, the Company issued 10,000 common shares at \$0.05 per share for proceeds of \$500.

c)

On June 23, 2011, the Company issued 392,660 common shares with a fair value of \$19,633 to settle outstanding notes payable and accrued interest.

d)

On June 23, 2011, the Company issued 200,000 common shares at \$0.05 per share for proceeds of \$10,000.

e)

On August 2, 2011, the Company issued 20,000 common shares at \$0.05 per share for proceeds of \$1,000.

f)

On August 11, 2011, the Company issued 140,000 common shares at \$0.05 per share for proceeds of \$7,000.

g)

On August 25, 2011, the Company issued 164,378 common shares with a fair value of \$8,219 to settle outstanding notes payable and accrued interest.

h)

On January 19, 2012, the Company issued 920,000 common shares with a fair value of \$46,000 to the President and Director of the Company for management fees.

i)

On January 19, 2012, the Company issued 65,000 common shares with a fair value of \$3,250 to a consultant for services rendered.

j)

On January 30, 2012, the Company received share subscriptions of \$2,000 for 40,000 common shares issuable.

k)

On February 1, 2012, the Company received share subscriptions of \$5,000 for 100,000 common shares issuable.

7.

Income Taxes

The Company has \$343,115 of net operating losses carried forward to offset taxable income in future years which expire commencing in fiscal 2030. The income tax benefit differs from the amount computed by applying the US federal income tax rate of 34% and the Canada federal and provincial tax rate of 26% to net loss before income taxes for the year ended April 30, 2012 and 2011 as a result of the following:

2012

2011

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	\$	\$
Net loss before taxes	(145,493)	(129,352)
Statutory rate	33.1%	26.7%
Computed expected tax recovery	48,012	34,567
Permanent differences and other	12,649	
Change in valuation allowance	(60,661)	(34,567)
Income tax provision		

(The accompanying notes are an integral part of these consolidated financial statements)

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(A Development Stage Company)

Notes to the Consolidated Financial Statements

(Expressed in US dollars)

7.

Income Taxes (continued)

The significant components of deferred income tax assets and liabilities as at April 30, 2012 and 2011 after applying enacted corporate income tax rates are as follows:

	2012	2011
	\$	\$
Net operating losses carried forward	113,236	52,575
Total gross deferred income tax assets	113,236	52,575
Valuation allowance	(113,236)	(52,575)
Net deferred tax asset		

Future tax benefits, which may arise as a result of these losses, have not been recognized in these financial statements, and have been offset by a valuation allowance. As at April 30, 2012, the Company has no uncertain tax positions.

8.

Subsequent Events

During August 2012, the Company issued 40,000 shares of the Company's common stock for \$2,000 received in January 2012.

We have evaluated subsequent events through the date of issuance of the financial statements, and did not have any material recognizable subsequent events.

(The accompanying notes are an integral part of these consolidated financial statements)

ITEM 9.

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

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

We maintain disclosure controls and procedures, as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934 (the "Exchange Act"), that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's 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 carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of April 30, 2012. Based on the evaluation of these disclosure controls and procedures, and in light of the material weaknesses found in our internal controls over financial reporting, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective.

Management's Annual Report on Internal Control Over Financial Reporting

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

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. 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.

Under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, the Company conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of April 30, 2012 using the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. In its assessment of the effectiveness of internal control over financial reporting as of April 30, 2012, the Company determined that there were control deficiencies that constituted material weaknesses, as described below.

1. *We do not have an Audit Committee* While not being legally obligated to have an audit committee, it is the management's view that such a committee, including a financial expert member, is an utmost important entity level control over the Company's financial statement. Currently the Board of Directors acts in the capacity of the Audit Committee, and does not include a member that is considered to be independent of management to provide the necessary oversight over management's activities.
2. *We did not maintain appropriate cash controls* As of April 30, 2012, the Company has not maintained sufficient internal controls over financial reporting for the cash process, including failure to segregate cash handling and accounting functions, and did not require dual signature on the Company's bank accounts. Alternatively, the effects of poor cash controls were mitigated by the fact that the Company had limited transactions in their bank accounts.
3. *We did not implement appropriate information technology controls* As at April 30, 2012, the Company retains copies of all financial data and material agreements; however there is no formal procedure or evidence of normal backup of the Company's data or off-site storage of the data in the event of theft, misplacement, or loss due to unmitigated factors.

Accordingly, the Company concluded that these control deficiencies resulted in a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis by the company's internal controls.

As a result of the material weaknesses described above, management has concluded that the Company did not maintain effective internal control over financial reporting as of April 30, 2012 based on criteria established in Internal Control - Integrated Framework issued by COSO.

Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting identified in connection with our evaluation we conducted of the effectiveness of our internal control over financial reporting as of April 30, 2012, that occurred during our fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the SEC that permit the Company to provide only management's report in this annual report.

Continuing Remediation Efforts to address deficiencies in Company's Internal Control over Financial Reporting

Once the Company is engaged in a business of merit and has sufficient personnel available, then our Board of Directors, in particular and in connection with the aforementioned deficiencies, will establish the following remediation measures:

1. Our Board of Directors will nominate an audit committee or a financial expert on our Board of Directors in the next fiscal year.
2. We will appoint additional personnel to assist with the preparation of the Company's monthly financial reporting,

including preparation of the monthly bank reconciliations.

ITEM 9B.

OTHER INFORMATION.

None.

PART III

ITEM 10.

DIRECTORS AND EXECUTIVE OFFICERS.

Identification of Directors and Executive Officers

The following table sets forth the names and ages of our current directors and executive officers:

Name	Age	Position with the Company	Since
Jesse Keller	33	President, CEO, CFO, Treasurer, Secretary and Director	February 23, 2010

The board of directors has no nominating, audit or compensation committee at this time.

Term of Office

Each of our directors is appointed to hold office until the next annual meeting of our shareholders or until his respective successor is elected and qualified, or until he resigns or is removed in accordance with the provisions of the Nevada Revised Statutes. Our officers are appointed by our Board of Directors and hold office until removed by the Board or until their resignation.

Background and Business Experience

The business experience during the past five years of the person presently listed above as an Officer or Director of the Company is as follows:

JESSE KELLER. Mr. Keller has an extensive background in sales and marketing for various industries. His introduction to online marketing and sales began in 1998 when he helped develop and sell turnkey software solutions to companies and private individuals looking to invest in the industry. This allowed him to develop advanced technical knowledge which he has parlayed into several successful business ventures to date. In 2001, Mr. Keller relocated to San Jose, Costa Rica to pursue a marketing manager / software development position. Then in 2003, Mr. Keller founded a media investor relations company. From 2001 through 2004, Mr. Keller served as President and Director of Can West Media, Inc., an online marketing and consulting company that works with companies around the world and whose services include search engine marketing, affiliate marketing, web design, graphic design and webmaster/customer service. From 2004 through 2009, Mr. Keller held the positions of President and Director of 250media.com, which provides investor relations services to low to mid-cap public companies including public relations services, investor relations, visual communications, web development, brand design, brochure and business collateral production. Mr. Keller was appointed as Director of the Company because of his broad technical background in online marketing, web design, graphic design, webmaster/customer service, and web development, his prior positions as President and Director of both Can West Media, Inc. and 250media.com, and his knowledge of investor relations, consulting and business ventures.

Identification of Significant Employees

We have three full-time employees, including our President, and two part-time employees. We use consultants and independent contractors on a case-to-case basis. We use developers on a contract or limited basis to develop code for the Apps. As such developers are hired on an as-needed basis, we do not have agreements in place with the developers, nor do we plan on entering into agreements with the developers. In the future, we intend on having a team of in-house developers who are employees of the Company.

Family Relationship

We currently do not have any officers or directors of our Company who are related to each other.

Involvement in Certain Legal Proceedings

During the past ten years no director, executive officer, promoter or control person of the Company has been involved in the following:

(1)

A petition under the Federal bankruptcy laws or any state insolvency law which 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)

Such person was convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

(3)

Such person was 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)

Such person was 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 (f)(3)(i) of this section, or to be associated with persons engaged in any such activity;

(5)

Such person 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)

Such person 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)

Such person 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)

Such person 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.

Audit Committee and Audit Committee Financial Expert

The Company does not have an audit committee or an audit committee financial expert (as defined in Item 407 of Regulation S-K) serving on its Board of Directors. All current members of the Board of Directors lack sufficient financial expertise for overseeing financial reporting responsibilities. The Company has not yet employed an audit committee financial expert on its Board due to the inability to attract such a person.

The Company intends to establish an audit committee of the board of directors, which will consist of independent directors. The audit committee's duties will be to recommend to the Company's board of directors the engagement of an independent registered public accounting firm to audit the Company's financial statements and to review the Company's accounting and auditing principles. The audit committee will review the scope, timing and fees for the annual audit and the results of audit examinations performed by the internal auditors and independent registered public accounting firm, including their recommendations to improve the system of accounting and internal controls. The audit committee will at all times be composed exclusively of directors who are, in the opinion of the Company's board of directors, free from any relationship which would interfere with the exercise of independent judgment as a committee member and who possess an understanding of financial statements and generally accepted accounting principles.

Code of Ethics

Our Board of Directors has not adopted a code of ethics due to the fact that we presently only have one director and we are in the development stage of our operations. We anticipate that we will adopt a code of ethics when we increase either the number of our directors and officers or the number of our employees.

Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and executive officers and persons who beneficially own more than ten percent of a registered class of our equity securities to file with the SEC initial reports of ownership and reports of change in ownership of common stock and other equity securities of the Company. Officers, directors and greater than ten percent stockholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. Based solely upon a review of Forms 3 and 4 and amendments thereto furnished to us under Rule 16a-3(e) during the year ended April 30, 2012, Forms 5 and any amendments thereto furnished to us with respect to the year ended April 30, 2012, and the representations made by the reporting persons to us, we believe that during the year ended April 30, 2012, our executive officers and directors and all persons who own more than ten percent of a registered class of our equity securities complied with all Section 16(a) filing requirements.

ITEM 11. EXECUTIVE COMPENSATION

The following table sets forth the compensation paid to our executive officers during the twelve month periods ended April 30, 2012 and 2011:

Summary Compensation Table

Name and Principal Position	Fiscal Year Ended	Non-Equity Incentive Plan				Nonqualified Deferred Compensation			All Other Compensation	Total
		Salary	Bonus	Stock Awards	Option Awards	Compensation	Earnings			
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Jesse Keller ⁽¹⁾	2012	-0-	\$46,000 ⁽³⁾	-0-	-0-	-0-	-0-	-0-	-0-	\$46,000
	2011	-0-	-0-	-0-	-0-	-0-	-0-	-nil-	-0-	-0-
President, CEO, Director										
Jonas Klippenstein ⁽²⁾	2011	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-

Former Secretary and
Director

Notes to Summary Compensation Table:

(1)

On February 23, 2010, Mr. Keller was appointed to act as the President, CEO, CFO, Treasurer and a Director of the Company. On May 10, 2011, Mr. Keller was appointed to act as the Secretary of the Company. He has agreed to work with no cash remuneration until such time as the Company receives sufficient revenues necessary to provide management salaries.

(2)

On May 10, 2011, Mr. Klippenstein resigned from all positions with the Company, including but not limited to, that of Secretary and Director. Mr. Klippenstein informed the Company that his decision to resign was not the result of any disagreement with the Company on any matter relating to the Company's operations, policies, practices or otherwise.

(3)

On January 19, 2012, the Company issued 920,000 common shares with a fair value of \$46,000 to the President and Director of the Company as a bonus for services rendered. This dollar estimate is based on the grant date aggregate fair value at the close of business in accordance with FASB ASC Topic 718.

Narrative Disclosure to Summary Compensation Table

There are no employment contracts, compensatory plans or arrangements, including payments to be received from the Company with respect to any executive officer, that would result in payments to such person because of his or her resignation, retirement or other termination of employment with the Company, or its subsidiaries, any change in control, or a change in the person's responsibilities following a change in control of the Company.

Outstanding Equity Awards at Fiscal Year-End

No executive officer received any equity awards, or holds exercisable or unexercisable options, as of the year ended April 30, 2012.

Long-Term Incentive Plans

There are no arrangements or plans in which we provide pension, retirement or similar benefits for directors or executive officers.

Compensation Committee

We currently do not have a compensation committee of the Board of Directors. The Board of Directors as a whole determines executive compensation.

Compensation of Directors

Our directors receive no extra compensation for their service on our Board of Directors.

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

The following table sets forth certain information concerning the number of shares of our common stock owned beneficially as of August 13, 2012 by: (i) each of our directors; (ii) each of our named executive officers; and (iii) each person or group known by us to beneficially own more than 5% of our outstanding shares of common stock. Unless otherwise indicated, the shareholders listed below possess sole voting and investment power with respect to the shares they own. As of August 13, 2012, we had 8,437,038 shares of common stock issued and outstanding.

Name and Address of Beneficial Owner	Title of Class	Amount and Nature of Beneficial Ownership ⁽¹⁾	Percent of Class ⁽²⁾
		Ownership ⁽¹⁾	(%)
Jesse Keller ⁽³⁾	Common	(#) 3,420,000	40.54%
403-1630 Pandosy St.			

Kelowna, BC Canada V1Y 1P7

All Officers and Directors as a Group (1 Person)	Common	3,420,000	40.54%
Ian Jonas Klippenstein ⁽⁴⁾	Common	2,500,000	29.63%

403-1630 Pandosy St.

Kelowna, BC Canada V1Y 1P7

Garth Roy	Common	605,000	7.17%
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403-1630 Pandosy St.

Kelowna, BC Canada V1Y 1P7

(1)

The number and percentage of shares beneficially owned is determined under rules of the SEC and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares as to which the individual has sole or shared voting power or investment power and also any shares which the individual has the right to acquire within 60 days through the exercise of any stock option or other right. The persons named in the table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them, subject to community property laws where applicable and the information contained in the footnotes to this table.

(2)

Based on 8,437,038 issued and outstanding shares of common stock as of August 13, 2012.

(3)

Jesse Keller is the Company's sole officer and director. His beneficial ownership includes 3,420,000 common shares.

(4)

Ian Jonas Klippenstein was the former Secretary and a Director of the Company until his resignation on May 10, 2011. His beneficial ownership includes 2,500,000 common shares.

Changes in Control

There are no present arrangements or pledges of the Company's securities which may result in a change in control of the Company.

ITEM 13.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

Related Party Transactions

As at April 30, 2012, the Company owed \$65,700 (2011 - \$73,630) to the President and Director of the Company for financing of day-to-day expenditures incurred on behalf of the Company. The amounts owing are unsecured, non-interest bearing, and due on demand.

As at April 30, 2012, the Company owed \$32,602 (2011 - \$34,033) to a former director of the Company for financing of day-to-day expenditures incurred on behalf of the Company. The amounts owing are unsecured, non-interest bearing, and due on demand.

Other than the foregoing, none of the directors or executive officers of the Company, nor any person who owned of record or was known to own beneficially more than 5% of the Company's outstanding shares of its Common Stock, nor any associate or affiliate of such persons or companies, has any material interest, direct or indirect, in any transaction that has occurred during the past fiscal year, or in any proposed transaction, which has materially affected or will affect the Company.

With regard to any future related party transaction, we plan to fully disclose any and all related party transactions in the following manner:

.

Disclosing such transactions in reports where required;

.

Disclosing in any and all filings with the SEC, where required;

.

Obtaining disinterested directors consent; and

.

Obtaining shareholder consent where required.

Director Independence

For purposes of determining director independence, we have applied the definitions set out in NASDAQ Rule 5605(a)(2). The OTCBB on which shares of Common Stock are quoted does not have any director independence requirements. The NASDAQ definition of "Independent Officer" means a person other than an Executive Officer or employee of the Company or any other individual having a relationship which, in the opinion of the Company's Board of Directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

According to the NASDAQ definition, Jesse Keller is not an independent director because he is also an executive officer of the Company.

Review, Approval or Ratification of Transactions with Related Persons

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 14.

PRINCIPAL ACCOUNTANT FEES AND SERVICES.

	Year Ended		Year Ended	
	April 30, 2012		April 30, 2011	
Audit fees	\$	7,500	\$	10,000
Audit-related fees	\$	0	\$	0
Tax fees	\$	0	\$	0
All other fees	\$	0	\$	0
Total	\$	0	\$	0

Audit Fees

During the fiscal years ended April 30, 2012, we incurred approximately \$7,500 in fees to our principal independent accountants for professional services rendered in connection with the audit and reviews of our financial statements for fiscal years ended April 30, 2012.

During the fiscal year ended April 30, 2011, we incurred approximately \$10,000 in fees to our principal independent accountants for professional services rendered in connection with the audit and reviews of our financial statements for fiscal year ended April 30, 2011.

Audit-Related Fees

The aggregate fees billed during the fiscal years ended April 30, 2012 and 2011 for assurance and related services by our principal independent accountants that are reasonably related to the performance of the audit or review of our financial statements (and are not reported under Item 9(e)(1) of Schedule 14A was \$0 and \$0, respectively.

Tax Fees

The aggregate fees billed during the fiscal years ended April 30, 2012 and 2011 for professional services rendered by our principal accountant tax compliance, tax advice and tax planning were \$0 and \$0, respectively.

All Other Fees

The aggregate fees billed during the fiscal year ended April 30, 2012 for products and services provided by our principal independent accountants (other than the services reported in Items 9(e)(1) through 9(e)(3) of Schedule 14A was \$0 and \$0, respectively.

PART IV

ITEM 15.

EXHIBITS.

(a)

Exhibits

Exhibit Number	Description of Exhibit	Filing
3.01	Articles of Incorporation	Filed with the SEC on June 11, 2010 as part of our Registration Statement on Form S-1.
3.02	Bylaws	Filed with the SEC on June 11, 2010 as part of our Registration Statement on Form S-1.
10.01	Share Exchange Agreement between Appiphany Technologies Holdings Corp. and Appiphany Technologies Corp. dated May 1, 2010	Filed with the SEC on June 11, 2010 as part of our Registration Statement on Form S-1.
10.02	Contract license agreement between Appiphany Technologies Corp. and Apple, Inc. dated September, 2009	Filed with the SEC on June 11, 2010 as part of our Registration Statement on Form S-1.
10.03	Promissory Note between the Company and Scott Osborne dated July 22, 2010	Filed with the SEC on November 4, 2010 as part of our Amended Registration Statement on Form S-1/A.
10.04	Promissory Note between the Company and Fraser Polmie dated October 28, 2010	Filed with the SEC on November 4, 2010 as part of our Amended Registration Statement on Form S-1/A.
10.05	Promissory Note between the Company and Darren Wright dated October 28, 2010	Filed with the SEC on November 4, 2010 as part of our Amended Registration Statement on Form S-1/A.
10.06	Promissory Note between the Company and Joshua Kostyniuk dated October 28, 2010	Filed with the SEC on November 4, 2010 as part of our Amended Registration Statement on Form S-1/A.
10.07	Consulting Agreement between the Company and Voltaire Gomez dated September 23, 2010	Filed with the SEC on November 4, 2010 as part of our Amended Registration Statement on Form S-1/A.
10.08	Consulting Agreement between the Company and Garth Roy dated January 16, 2012	Filed with the SEC on January 18, 2012 as part of our Current Report on Form 8-K.
21.01	List of Subsidiaries	Filed with the SEC on November 4, 2010 as part of our Amended Registration Statement on Form S-1/A.
31.01	Certification of Principal Executive Officer Pursuant to Rule 13a-14	Filed herewith.
31.02		Filed herewith.

Certification of Principal Financial Officer Pursuant
to Rule 13a-14

32.01 CEO and CFO Certification Pursuant to Section 906 Filed herewith.
of the Sarbanes-Oxley Act

101.INS* XBRL Instance Document To be filed by Amendment.

101.SCH* XBRL Taxonomy Extension Schema Document To be filed by Amendment.

101.CAL* XBRL Taxonomy Extension Calculation Linkbase Document To be filed by Amendment.

101.LAB* XBRL Taxonomy Extension Labels Linkbase Document To be filed by Amendment.

101.PRE* XBRL Taxonomy Extension Presentation Linkbase Document To be filed by Amendment.

101.DEF* XBRL Taxonomy Extension Definition Linkbase Document To be filed by Amendment.

*Pursuant to Regulation S-T, this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

SIGNATURES

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

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

Dated: August 14, 2012

/s/ Jesse Keller

By: Jesse Keller

Its: President, Principal Executive Officer & Principal Financial Officer (Principal Accounting Officer)

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

Dated: August 14, 2012

/s/ Jesse Keller

Jesse Keller - Director

