

COVENTURE INTERNATIONAL INC  
Form 8-K  
June 11, 2004

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported) June 8, 2004**

**COVENTURE INTERNATIONAL INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other  
jurisdiction of  
incorporation)

**000-31539**  
(Commission File  
Number)

**98-0231607**  
(IRS Employer  
Identification No.)

**404 First Street West, Unit 3, Cochrane, Alberta, Canada T4C 1A5**

(Address of principal executive offices) (Zip Code)

**(403) 851-2600**

Registrant's telephone number, including area code

**ITEM 1. CHANGES IN CONTROL OF REGISTRANT**

Not applicable.

**ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS**

Not applicable.

**ITEM 3. BANKRUPTCY OR RECEIVERSHIP**

Not applicable.

**ITEM 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT**

On June 8, Coventure International Inc. (the "Registrant") was notified by N.I. Cameron, Inc., Chartered Accountants ("N.I. Cameron"), its independent public accountants, that they would not be pursuing certification by the Public Company Accounting Oversight Board and for that reason were resigning as the Registrant's independent public accountants.

N.I. Cameron's opinion in its report on the Registrant's financial statements for the years ended July 31, 2003 and 2002 expressed substantial doubt with respect to the Registrant's ability, at that time, to continue

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as a going concern. During the year ended July 31, 2003, and the period from March 31, 1999 (date of incorporation) to July 31, 2003, N.I. Cameron did not issue any other report on the financial statements of the Registrant which contained any adverse opinion or disclaimer of opinion, or was qualified or modified as to uncertainty, audit scope or accounting principles. Furthermore, during such period from March 31, 1999 (date of incorporation) through July 31, 2003, and the subsequent interim period preceding June 8, 2004, there were no disagreements with N.I. Cameron within the meaning of Instruction 4 to Item 304 of Regulation S-B under the Securities Exchange Act of 1934 on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of N.I. Cameron, would have caused them to make reference in connection with their opinion to the subject matter of the disagreement in connection with any report they might have issued.

On June 8, 2004, the Registrant engaged Manning Elliott, Chartered Accountants as its independent public accountants which was approved by the Registrant's Board of Directors. The Registrant did not previously consult with Manning Elliott regarding any matter, including but not limited to:

- the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on the Registrant's financial statements; or
- any matter that was either the subject matter of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-B and the related instructions) or a reportable event (as defined in Item 304(a)(1)(v) of Regulation S-B).

**ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE**

Not applicable.

**ITEM 6. RESIGNATIONS OF REGISTRANT'S DIRECTORS**

Not applicable.

**ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS**

(a) Financial statements of businesses acquired:

Not applicable.

(b) Pro forma financial information:

Not applicable.

(c) Exhibits:

16.1 Letter from N.I. Cameron, Inc., Chartered Accountants, dated June 10, 2004.

**ITEM 8. CHANGE IN FISCAL YEAR**

Not applicable.

**ITEM 9. REGULATION FD DISCLOSURE**

Not applicable.

**ITEM 10. AMENDMENTS TO THE REGISTRANT'S CODE OF ETHICS, OR WAIVER OF A PROVISION OF THE CODE OF ETHICS**

Not applicable.

**ITEM 11. TEMPORARY SUSPENSION OF TRADING UNDER REGISTRANT'S EMPLOYEE BENEFIT PLANS**

Not applicable.

**ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

Not applicable.

**SIGNATURES**

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

Dated: June 10, 2004

**COVENTURE INTERNATIONAL INC.**

By: /s/ John Hromyk

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John Hromyk  
President, Principal Financial Officer and Principal  
Accounting Officer