

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended October 31, 2008

Transition Report pursuant to 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period to _____

Commission File Number: 333-146442

Goldspan Resources, Inc.

(Exact name of small business issuer as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

N/A

(IRS Employer Identification No.)

10300 W. Charleston Blvd. 13-56, Las Vegas, Nevada 89135

(Address of principal executive offices)

702-480-5082

(Issuer's telephone number)

(Former name, former address and former fiscal year, if changed since last report)

Check whether the issuer (1) 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 issuer 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 is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 6,294,000 common shares as of December 12, 2008.

TABLE OF CONTENTS

	Page
<u>PART I – FINANCIAL INFORMATION</u>	
Item 1: Financial Statements	3
Item 2: Management’s Discussion and Analysis of Financial Condition and Results of Operations	4
Item 3: Quantitative and Qualitative Disclosures About Market Risk	7
Item 4T: Controls and Procedures	7
<u>PART II – OTHER INFORMATION</u>	
Item 1: Legal Proceedings	8
Item 1A: Risk Factors	8
Item 2: Unregistered Sales of Equity Securities and Use of Proceeds	8
Item 3: Defaults Upon Senior Securities	8
Item 4: Submission of Matters to a Vote of Security Holders	8
Item 5: Other Information	8
Item 6: Exhibits	8

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Our unaudited financial statements included in this Form 10-Q are as follows:

- F-1 Balance Sheets as of October 31, 2008, 2008 (unaudited) and July 31, 2008;
- F-2 Statements of Operations for the three months ended October 30, 2008 and October 30, 2007 and from Inception on March 2, 2007 through October 31, 2008 (unaudited);
- F-3 Statement of Stockholder's Equity from inception on March 2, 2007 through October 31, 2008 (unaudited);
- F-4 Statements of Cash Flows for the three months ended October 31, 2008 and October 31, 2007 and from Inception on March 2, 2007 through October 31, 2008 (unaudited);
- F-5 Notes to Financial Statements;

These unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the SEC instructions to Form 10-Q. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Operating results for the interim period ended October 31, 2008 are not necessarily indicative of the results that can be expected for the full year.

GOLDFSPAN RESOURCES, INC.
 (An Exploration Stage Company)
 Balance Sheets

ASSETS

	<u>October 31,</u> <u>2008</u>	<u>July 31,</u> <u>2008</u>
	(unaudited)	
CURRENT ASSETS		
Cash	\$ 31,090	\$ 23,748
Total Current Assets	<u>31,090</u>	<u>23,748</u>
TOTAL ASSETS	<u>\$ 31,090</u>	<u>\$ 23,748</u>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
CURRENT LIABILITIES		
Accounts payable	\$ 4,193	\$ 2,050
Total Current Liabilities	<u>4,193</u>	<u>2,050</u>
STOCKHOLDERS' EQUITY		
Common stock: \$0.001 par value; 75,000,000 shares authorized; 6,294,000 and 8,044,000 shares issued and outstanding		
	6,294	8,044
Additional paid-in capital	35,219	25,969
Deficit accumulated during the exploration stage	<u>(14,616)</u>	<u>(12,315)</u>
Total Stockholders' Equity	<u>26,897</u>	<u>21,698</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 31,090</u>	<u>\$ 23,748</u>

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

GOLDSpan RESOURCES, INC.
 (An Exploration Stage Company)
 Statements of Operations
 (unaudited)

	For the Three Months Ended October 31, 2008	For the Three Months Ended October 31, 2007	From Inception on March 2, 2007 Through October 31, 2008
REVENUES	\$ -	\$ -	\$ -
COST OF REVENUES	-	-	-
GROSS PROFIT	-	-	-
OPERATING EXPENSES			
General and administrative	2,301	4,600	14,616
Total Operating Expenses	2,301	4,600	14,616
LOSS FROM OPERATIONS	(2,301)	(4,600)	(14,616)
INCOME TAX EXPENSE	-	-	-
NET LOSS	<u>\$ (2,301)</u>	<u>\$ (4,600)</u>	<u>\$ (14,616)</u>
BASIC LOSS PER SHARE	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING			
	<u>7,169,000</u>	<u>8,044,000</u>	

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

GOLDSPAN RESOURCES, INC.
 (An Exploration Stage Company)
 Statements of Stockholders' Equity
 (unaudited)

	<u>Common Stock</u>		Additional Paid-In Capital	Deficit Accumulated During the Exploration Stage	Total
	Shares	Amount			
Balance, March 2, 2007	-	-	-	-	-
Shares issued for cash at \$0.001 per share to the founders	5,500,000	5,500	-	-	5,500
Shares issued for cash at \$0.0075 per share on June 24, 2000	2,495,000	2,495	16,218	-	18,713
Shares issued for cash at \$0.20 per share on June 29, 2007	49,000	49	9,751	-	9,800
Net loss for the period ended July 31, 2007	-	-	-	(3,585)	(3,585)
Balance, July 31, 2007	8,044,000	8,044	25,969	(3,585)	30,428
Net loss for the year ended July 31, 2008	-	-	-	(8,730)	(8,730)
Balance, July 31, 2008	8,044,000	8,044	25,969	(12,315)	21,698
Shares issued for cash at \$ 0.01 per share on	750,000	750	6,750	-	7,500
Shares cancelled in spin off on August 26, 2008	(2,500,000)	(2,500)	2,500	-	-
Net loss for the three months ended October 31, 2008	-	-	-	(2,301)	(2,301)
Balance, October 31, 2008	<u>6,294,000</u>	<u>\$ 6,294</u>	<u>\$ 35,219</u>	<u>\$ (14,616)</u>	<u>\$ 26,897</u>

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

GOLDSPAN RESOURCES, INC.
 (An Exploration Stage Company)
 Statements of Cash Flows
 (unaudited)

	For the Three Months Ended October 31, 2008	For the Three Months Ended October 31, 2007	From Inception on March 2, 2007 Through October 31, 2008
OPERATING ACTIVITIES			
Net loss	\$ (2,301)	\$ (4,600)	\$ (14,616)
Adjustments to reconcile net income to net cash provided by operating activities:			
Changes in operating assets and liabilities:			
Increase (decrease) in			
accounts payable	2,143	(519)	4,193
Net Cash Used in Operating Activities	(158)	(5,119)	(10,423)
INVESTING ACTIVITIES			
	-	-	-
FINANCING ACTIVITIES			
Proceeds from issuance of common stock	7,500	-	41,513
Net Cash Provided by Financing Activities	7,500	-	41,513
NET DECREASE IN CASH	7,342	(5,119)	31,090
CASH AT BEGINNING OF PERIOD	23,748	30,947	-
CASH AT END OF PERIOD	\$ 31,090	\$ 25,828	\$ 31,090
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION			
CASH PAID FOR:			
Interest	\$ -	\$ -	\$ -
Income Taxes	\$ -	\$ -	\$ -

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

GOLDSPAN RESOURCES, INC.
Notes to Financial Statements
October 31, 2008 and July 31, 2008

NOTE 1 – CONDENSED FINANCIAL STATEMENTS

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows at October 31, 2008 and for all periods presented herein, have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's July 31, 2008 audited financial statements. The results of operations for the periods ended October 31, 2008 are not necessarily indicative of the operating results for the full years.

NOTE 2 - GOING CONCERN

The Company's financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan is to obtain such resources for the Company by obtaining capital from management and significant shareholders sufficient to meet its minimal operating expenses and seeking equity and/or debt financing. However management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

GOLDSPAN RESOURCES, INC.
Notes to Financial Statements
October 31, 2008 and July 31, 2008

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Recent Accounting Pronouncements

In May 2008, the Financial Accounting Standards Board (“FASB”) issued SFAS No. 163, “ *Accounting for Financial Guarantee Insurance Contracts-and interpretation of FASB Statement No. 60* ”. SFAS No. 163 clarifies how Statement 60 applies to financial guarantee insurance contracts, including the recognition and measurement of premium revenue and claims liabilities. This statement also requires expanded disclosures about financial guarantee insurance contracts. SFAS No. 163 is effective for fiscal years beginning on or after December 15, 2008, and interim periods within those years. SFAS No. 163 has no effect on the Company’s financial position, statements of operations, or cash flows at this time.

In May 2008, the Financial Accounting Standards Board (“FASB”) issued SFAS No. 162, “ *The Hierarchy of Generally Accepted Accounting Principles* ”. SFAS No. 162 sets forth the level of authority to a given accounting pronouncement or document by category. Where there might be conflicting guidance between two categories, the more authoritative category will prevail. SFAS No. 162 will become effective 60 days after the SEC approves the PCAOB’s amendments to AU Section 411 of the AICPA Professional Standards. SFAS No. 162 has no effect on the Company’s financial position, statements of operations, or cash flows at this time.

GOLSPAN RESOURCES, INC.
Notes to Financial Statements
October 31, 2008 and July 31, 2008

NOTE 4 – SIGNIFICANT TRANSACTIONS

Pursuant to a Purchase Agreement, the Company transferred its Pepper Hope mineral claim located in British Columbia to Mr. Jeff Wiegel, its former officer and director. In exchange for receiving ownership of the Pepper Hope claim, Mr. Wiegel has delivered all of his 2,500,000 shares of common stock back to us for cancellation. As part of the Split-off, Mr. Wiegel agreed to assume any and all liabilities which may be related to the Pepper Hope mineral claim. As a result of the Split-Off, the Company is no longer pursuing our business plan of exploring mineral properties in British Columbia. The Company's business plan was to explore the Pepper Hope claim for any commercially exploitable base or precious metal deposits. Since the inception of this plan of operations, however, the Company has experienced continual delays in locating and retaining proper geologists to perform the planned field work at reasonable cost and have suffered mounting financial losses. As a result, the Company has not been able to continue with its planned exploration work and has been unable to obtain any additional financing. Because of the difficulties in completing the initial phases of our exploration program and the resulting need for additional funding, the Company has determined that its plan of operations is no longer commercially viable. Following the Split-off, the Company's new management has been evaluating alternative business opportunities with which it can go forward as an operating business. The Company has not identified any business opportunities thus far, but it is actively looking. There can be no assurance, however, that the Company will be able to continue as a going concern.

Accordingly, on August 26, 2008, Mr. Jeff Wiegel, the Company's former President, Chief Executive Officer, Chief Financial Officer and director, returned all of his 2,500,000 shares of the Company's issued and outstanding common stock to the company for Cancellation under the Split-off as discussed above.

On August 27, 2008, Mr. Alan Shinderman purchased 750,000 shares of the Company's common stock at a price of \$0.01 per share, resulting in total proceeds to the Company of \$7,500. The sale of these shares to Mr. Shinderman was exempt from registration under Section 4(2) of the Securities Act.

Item 2. Management’s Discussion and Analysis or Plan of Operation

Forward-Looking Statements

Certain statements, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives, and expected operating results, and the assumptions upon which those statements are based, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements generally are identified by the words “believes,” “project,” “expects,” “anticipates,” “estimates,” “intends,” “strategy,” “plan,” “may,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions. We intend such forward-looking statements to be covered by the safe-harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and are including this statement for purposes of complying with those safe-harbor provisions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse affect on our operations and future prospects on a consolidated basis include, but are not limited to: changes in economic conditions, legislative/regulatory changes, availability of capital, interest rates, competition, and generally accepted accounting principles. These risks and uncertainties should also be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Further information concerning our business, including additional factors that could materially affect our financial results, is included herein and in our other filings with the SEC.

Business Overview and Plan of Operations

We were incorporated on March 2, 2007, under the laws of the state of Nevada.

We were originally in the business of mineral exploration and, until recently, we owned a mineral claim located within the Nelson Mining Division of British Columbia known as the Pepper Hope mineral claim. Our original plan of operations was to conduct mineral exploration activities on the Pepper Hope mineral claim in order to assess whether this claim possess commercially exploitable mineral deposits. Our exploration program was designed to explore for commercially viable deposits of copper, lead, zinc, silver, gold, and other metallic minerals.

Since the inception of this plan of operations, however, we experienced continual delays in locating and retaining proper geologists to perform the planned field work at reasonable cost and we suffered mounting financial losses. As a result, we were not able to continue with our planned exploration work and were unable to obtain any additional financing. Because of the difficulties in completing the initial phases of our exploration program and the resulting need for additional funding, we determined that our plan of operations was no longer commercially viable.

On August 26, 2008, we transferred our Pepper Hope mineral claim to Mr. Jeff Wiegel, our former officer and director (the "Split-Off"). In exchange for receiving ownership of the Pepper Hope claim, Mr. Wiegel delivered all of his 2,500,000 shares of common stock back to us for cancellation. As part of the Split-off, Mr. Wiegel agreed to assume any and all liabilities which may be related to the Pepper Hope mineral claim. Also on August 26, 2008, the board of directors accepted the resignation of Jeff Wiegel as our sole officer and director and appointed Mr. Alan Shinderman to act as a member of our board of directors and as President, Secretary-Treasurer, Chief Executive Officer, and Chief Financial Officer.

Following the Split-off, our new management has been evaluating alternative business opportunities with which we can go forward as an operating business. We have not identified any business opportunities thus far, but we are actively looking. There can be no assurance, however, that we will be able to continue as a going concern.

Expected Changes In Number of Employees, Plant, and Equipment

We do not have plans to purchase any physical plant or any significant equipment or to change the number of our employees during the next twelve months.

Results of Operations for the three months ended October 31, 2008

We did not earn any revenues from inception on March 2, 2007 through the period ending October 31, 2008. We we can provide no assurance that we will produce significant revenues in the future, or, if revenues are earned, that we will be profitable.

We incurred operating expenses and net losses in the amount of \$14,616 from our inception on March 2, 2007 through the period ending October 31, 2008. We incurred operating expenses and net losses and in the amount of \$2,301 during the three months ended October 31, 2008, compared to operating expenses and net losses in the amount of \$4,600 during the three months ended October 31, 2007. Our operating expenses from inception through October 31, 2008 consisted of general and administrative expenses. Our losses are attributable to our operating expenses combined with a lack of any revenues during our current stage of development.

Liquidity and Capital Resources

As of October 31, 2008, we had cash of \$31,090 and working capital of \$26,897. We currently do not have any operations and we have no income. We may require additional financing to sustain any substantial future business operations for any significant period of time. We currently do not have any arrangements for financing and we may not be able to obtain financing when required.

We have not attained profitable operations and may be dependent upon obtaining financing to pursue a long-term business plan. For these reasons our auditors stated in their report that they have substantial doubt we will be able to continue as a going concern.

Off Balance Sheet Arrangements

As of October 31, 2008, there were no off balance sheet arrangements.

Going Concern

Our financial statements have been prepared on a going concern basis. We have a working capital of \$26,897 as of October 31, 2008 and have accumulated deficit of \$14,616 since inception. Our ability to continue as a going concern is dependent upon our ability to generate profitable operations in the future and/or to obtain the necessary financing to meet our obligations and repay our liabilities arising from normal business operations when they come due. The outcome of these matters cannot be predicted with any certainty at this time. These factors raise substantial doubt that we will be able to continue as a going concern. Management plans to continue to provide for our capital needs by the issuance of common stock and related party advances.

Critical Accounting Policies

In December 2001, the SEC requested that all registrants list their most “critical accounting policies” in the Management Discussion and Analysis. The SEC indicated that a “critical accounting policy” is one which is both important to the portrayal of a company’s financial condition and results, and requires management’s most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. We believe that the following accounting policies fit this definition.

Recently Issued Accounting Pronouncements

In September 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 157, “Fair Value Measurements” which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. Where applicable, SFAS No. 157 simplifies and codifies related guidance within GAAP and does not require any new fair value measurements. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. Earlier adoption is encouraged. The Company does not expect the adoption of SFAS No. 157 to have a significant effect on its financial position or results of operation.

In June 2006, the Financial Accounting Standards Board issued FASB Interpretation No. 48, “Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109”, which prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. The Company does not expect the adoption of FIN 48 to have a material impact on its financial reporting, and the Company is currently evaluating the impact, if any, the adoption of FIN 48 will have on its disclosure requirements.

In March 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 156, "Accounting for Servicing of Financial Assets—an amendment of FASB Statement No. 140." This statement requires an entity to recognize a servicing asset or servicing liability each time it undertakes an obligation to service a financial asset by entering into a servicing contract in any of the following situations: a transfer of the servicer's financial assets that meets the requirements for sale accounting; a transfer of the servicer's financial assets to a qualifying special-purpose entity in a guaranteed mortgage securitization in which the transferor retains all of the resulting securities and classifies them as either available-for-sale securities or trading securities; or an acquisition or assumption of an obligation to service a financial asset that does not relate to financial assets of the servicer or its consolidated affiliates. The statement also requires all separately recognized servicing assets and servicing liabilities to be initially measured at fair value, if practicable, and permits an entity to choose either the amortization or fair value method for subsequent measurement of each class of servicing assets and liabilities. The statement further permits, at its initial adoption, a one-time reclassification of available for sale securities to trading securities by entities with recognized servicing rights, without calling into question the treatment of other available for sale securities under Statement 115, provided that the available for sale securities are identified in some manner as offsetting the entity's exposure to changes in fair value of servicing assets or servicing liabilities that a servicer elects to subsequently measure at fair value and requires separate presentation of servicing assets and servicing liabilities subsequently measured at fair value in the statement of financial position and additional disclosures for all separately recognized servicing assets and servicing liabilities. This statement is effective for fiscal years beginning after September 15, 2006, with early adoption permitted as of the beginning of an entity's fiscal year. Management believes the adoption of this statement will have no immediate impact on the Company's financial condition or results of operations.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

A smaller reporting company is not required to provide the information required by this Item.

Item 4T. Controls and Procedures

We carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of October 31, 2008. This evaluation was carried out under the supervision and with the participation of our Chief Executive Officer and our Chief Financial Officer, Mr. Alan Shinderman. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of October 31, 2008, our disclosure controls and procedures are effective. There have been no changes in our internal controls over financial reporting during the quarter ended October 31, 2008.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act are recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Limitations on the Effectiveness of Internal Controls

Our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will necessarily prevent all fraud and material error. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving our objectives and our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective at that reasonable assurance level. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the internal control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We are not a party to any pending legal proceeding. We are not aware of any pending legal proceeding to which any of our officers, directors, or any beneficial holders of 5% or more of our voting securities are adverse to us or have a material interest adverse to us.

Item 1A. Risk Factors

A smaller reporting company is not required to provide the information required by this Item.

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

None

Item 3. Defaults upon Senior Securities

None

Item 4. Submission of Matters to a Vote of Security Holders

No matters have been submitted to our security holders for a vote, through the solicitation of proxies or otherwise, during the quarterly period ended October 31, 2008.

Item 5. Other Information

None

Item 6. Exhibits

Exhibit Number	Description of Exhibit
3.1	Articles of Incorporation ⁽¹⁾
3.2	Bylaws ⁽¹⁾
31.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

¹ Incorporated by reference to Registration Statement on Form SB-2 filed October 2, 2007.

SIGNATURES

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

Goldspan Resources, Inc.

Date: December 16, 2008

By: /s/ Alan Shinderman
Alan Shinderman

Title: **Chief Executive Officer and Director**

CERTIFICATIONS

I, Alan Shinderman, certify that;

- (1) I have reviewed this quarterly report on Form 10-Q of Goldspan Resources, Inc.;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
- (4) The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the small business issuer and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
- (5) The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of the internal control over financial reporting, to the small business issuer's auditors and the audit committee of small business issuer's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: December 16, 2008

/s/ Alan Shinderman

By: Alan Shinderman

Title: Chief Executive Officer

CERTIFICATIONS

I, Alan Shinderman, certify that;

- (1) I have reviewed this quarterly report on Form 10-Q of Goldspan Resources, Inc.;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
- (4) The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the small business issuer and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
- (5) The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of the internal control over financial reporting, to the small business issuer's auditors and the audit committee of small business issuer's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: December 16, 2008

/s/ Alan Shinderman

By: Alan Shinderman

Title: Chief Financial Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND
CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the accompanying quarterly Report on Form 10-Q of Goldspan Resources, Inc. for the quarter ended October 31, 2008, I certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

- (1) the quarterly Report on Form 10-Q of Goldspan Resources, Inc. for the quarter ended October 31, 2008 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the quarterly Report on Form 10-Q for the quarter ended October 31, 2008, fairly presents in all material respects, the financial condition and results of operations of Goldspan Resources, Inc.

By: /s/ Alan Shinderman
Name: Alan Shinderman
Title: Principal Executive Officer, Principal Financial
 Officer and Director
Date: December 16, 2008