

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

FORM 10-K

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended July 31, 2009

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number : 333-146442

**Goldspan Resources, Inc.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation or organization)

**n/a**

(I.R.S. Employer Identification No.)

**10300 W. Charleston Blvd. 13-56**

**Las Vegas, Nevada**

(Address of principal executive offices)

**89135**

(Zip Code)

Registrant's telephone number: **702-480-5082**

Securities registered under Section 12(b) of the Exchange Act:

Title of each class  
**none**

Name of each exchange on which registered  
**not applicable**

Securities registered under Section 12(g) of the Exchange Act:

Title of each class  
**none**

Name of each exchange on which registered  
**not applicable**

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

Check whether the Issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act during the past 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 (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. 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. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

**Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company**

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 aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. \$ **n/a**

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. **6,294,000 as of October 27, 2009.**

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## **PART I**

### **Item 1. Business**

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 we formerly 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.

#### **Employees**

We have no employees. We conduct our business through agreements with consultants and other independent third party vendors.

#### **Research and Development Expenditures**

We have not incurred any research or development expenditures since our incorporation.

#### **Subsidiaries**

We have neither formed, nor purchased any subsidiaries since our incorporation.

**Patents and Trademarks**

We do not hold any patents or trademarks.

**Government Regulation and Supervision**

We are not currently subject to direct federal, state or local regulation other than regulations applicable to businesses generally. Management is unaware of any existing or probable governmental regulations which would materially affect our business.

**Item 1A. Risk Factors.**

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

**Item 1B. Unresolved Staff Comments**

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

**Item 2. Properties**

We do not currently own or lease any real property.

**Item 3. 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 4. Submission of Matters to a Vote of Security Holders**

No matters were submitted to a vote of the Company's shareholders during the fiscal year ended July 31, 2009.

**PART II****Item 5. Market for Registrant's Common Equity and Related Stockholder Matters and Issuer Purchases of Equity Securities****Market Information**

Our common stock is currently quoted on the OTC Bulletin Board ("OTCBB"), which is sponsored by FINRA. The OTCBB is a network of security dealers who buy and sell stock. The dealers are connected by a computer network that provides information on current "bids" and "asks", as well as volume information. Our shares are quoted on the OTCBB under the symbol "GSPN."

The following table sets forth the range of high and low bid quotations for our common stock for each of the periods indicated as reported by the OTCBB. These quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions.

| Fiscal Year Ending July 31, 2009 |         |        |
|----------------------------------|---------|--------|
| Quarter Ended                    | High \$ | Low \$ |
| July 31, 2009                    | n/a     | n/a    |
| April 30, 2009                   | n/a     | n/a    |
| January 31, 2009                 | n/a     | n/a    |
| November 30, 2008                | n/a     | n/a    |

There have been no recorded trades in our common stock.

**Penny Stock**

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

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

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

These disclosure requirements may have the effect of reducing the trading activity for our common stock. Therefore, stockholders may have difficulty selling our securities.

### **Holders of Our Common Stock**

As of October 27, 2009, we had 6,294,000 shares of our common stock issued and outstanding, held by 33 shareholders of record.

### **Dividends**

There are no restrictions in our articles of incorporation or bylaws that prevent us from declaring dividends. The Nevada Revised Statutes, however, do prohibit us from declaring dividends where after giving effect to the distribution of the dividend:

1. we would not be able to pay our debts as they become due in the usual course of business, or;
2. our total assets would be less than the sum of our total liabilities plus the amount that would be needed to satisfy the rights of shareholders who have preferential rights superior to those receiving the distribution.

We have not declared any dividends and we do not plan to declare any dividends in the foreseeable future.

### **Securities Authorized for Issuance under Equity Compensation Plans**

We do not have any equity compensation or incentive plans.

### **Recent Sales of Unregistered Securities**

None.

## **Item 6. Selected Financial Data**

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

## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

### **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.

### **Results of Operations for the years ended July 31, 2009 and 2008**

We have not had any revenues since the inception of our business and we earned no revenues during the fiscal year ended July 31, 2009. We incurred operating expenses and net losses in the amount of \$55,019 for the year ended July 31, 2009. We incurred operating expenses and net losses in the amount of \$44,457 for the fiscal year ended July 31, 2008. We have incurred total net losses of \$103,061 from inception on March 2, 2007 through July 31, 2009.

Our losses are attributable to operating expenses together with a lack of any revenues.

### **Liquidity and Capital Resources**

As of July 31, 2009, we had current assets in the amount of \$221, consisting entirely of cash. Our current liabilities as of July 31, 2009, were \$61,769. Thus, we had a working capital deficit of \$61,548 as of July 31, 2009.

**Going Concern**

We have not attained profitable operations and are dependent upon obtaining financing to pursue future or expanded operations. We have incurred cumulative net losses of \$88,817 since our inception and require capital for our contemplated operational and marketing activities to take place. Our ability to raise additional capital through the future issuances of the common stock is unknown. The obtainment of additional financing, the successful development of our contemplated plan of operations, and our transition, ultimately, to the attainment of profitable operations are necessary for us to continue operations. For these reasons, our auditors stated in their report that they have substantial doubt we will be able to continue as a going concern.

**Purchase or Sale of Equipment**

We do not expect to purchase or sell any plant or significant equipment.

**Personnel**

Ms. Alan Shinderman, our President, CEO, CFO and sole Director, is currently devoting approximately 1 to 2 hours per week to meet our needs. We currently have no other employees. We currently do not have specific plans to increase our number of employees.

**Off Balance Sheet Arrangements**

As of July 31, 2009, there were no off balance sheet arrangements.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

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

**Item 8. Financial Statements and Supplementary Data**

See the financial statements annexed to this annual report.

**Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure**

No events occurred requiring disclosure under Item 307 and 308 of Regulation S-K during the fiscal year ending July 31, 2009.

**Item 9A(T). Controls and Procedures**

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in company reports filed or submitted under the Securities Exchange Act of 1934 (the “Exchange Act”) is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission’s rules and forms. Disclosure controls and procedures include without limitation, controls and procedures designed to ensure that information required to be disclosed in company reports filed or submitted under the Exchange Act is accumulated and communicated to management, including our chief executive officer and treasurer, as appropriate to allow timely decisions regarding required disclosure.

As required by Rules 13a-15 and 15d-15 under the Exchange Act, our chief executive officer and chief financial officer carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of July 31, 2009. Based on their evaluation, they concluded that our disclosure controls and procedures were effective.

Our internal control over financial reporting is a process designed by, or under the supervision of, our chief executive officer and chief financial officer and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of our financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes policies and procedures that pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets; provide reasonable assurance that transactions are recorded as necessary to permit preparation of our financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with the authorization of our board of directors and management; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Under the supervision and with the participation of our management, including our chief executive officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). Based on this evaluation under the criteria established in Internal Control – Integrated Framework, our management concluded that our internal control over financial reporting was effective as of July 31, 2009.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit us to provide only management’s report in this annual report.

During the most recently completed fiscal quarter, there has been no change in our internal control over financial reporting that has materially affected or is reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B . Other Information**

None

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance**

The following information sets forth the names of our current directors and executive officers, their ages as of July 31, 2009 and their present positions.

| <b>Name</b>     | <b>Office(s)</b>                                    |
|-----------------|---|
| Alan Shinderman | President, CEO, CFO, Treasurer, Secretary, Director |

Set forth below is a brief description of the background and business experience of our executive officers and directors.

**Alan Shinderman** is our President, CEO, CFO, Secretary, Treasurer and sole director. Mr. Shinderman has worked as a financial planner and asset manager for approximately twenty years. He formed his full service financial planning firm, Shinderman & Associates, in approximately 1986. The firm relocated to Aspen, Colorado, and changed its name to Aspen Asset Management in 1990. Mr. Shinderman opened a second office in Las Vegas, Nevada, in 1993 and has lived in Las Vegas full time since approximately 2003.

**Directors**

Our bylaws authorize no less than one (1) director. We currently have two Directors.

**Term of Office**

Our Directors are appointed for a one-year term to hold office until the next annual general meeting of our shareholders or until removed from office in accordance with our bylaws. Our officers are appointed by our board of directors and hold office until removed by the board.

**Family Relationships**

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

**Involvement in Certain Legal Proceedings**

To the best of our knowledge, during the past five years, none of the following occurred with respect to a present or former director, executive officer, or employee: (1) any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time; (2) any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses); (3) being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his or her involvement in any type of business, securities or banking activities; and (4) being found by a court of competent jurisdiction (in a civil action), the SEC or the Commodities Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated.

**Audit Committee**

We do not have a separately-designated standing audit committee. The entire Board of Directors performs the functions of an audit committee, but no written charter governs the actions of the Board when performing the functions of what would generally be performed by an audit committee. The Board approves the selection of our independent accountants and meets and

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires our directors and executive officers and persons who beneficially own more than ten percent of a registered class of the Company's equity securities to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company. Officers, directors and greater than ten percent beneficial shareholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. To the best of our knowledge based solely on a review of Forms 3, 4, and 5 (and any amendments thereof) received by us during or with respect to the year ended June 30, 2006, the following persons have failed to file, on a timely basis, the identified reports required by Section 16(a) of the Exchange Act during fiscal year ended July 31, 2009:

| Name and principal position | Number of late reports | Transactions not timely reported | Known failures to file a required form |
|-----------------------------|------------------------|----------------------------------|--|
| Jeff Wiegel                 | 0                      | 0                                | 0                                      |
| Alan Shinderman             | 0                      | 0                                | 0                                      |

**Code of Ethics**

As of July 31, 2009, we had not adopted a Code of Ethics for Financial Executives, which would include our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions.



## Compensation of Directors Table

The table below summarizes all compensation paid to our directors for our last completed fiscal year.

| DIRECTOR COMPENSATION              |   |                         |                                  |   |   |                                      |                               |
|------------------------------------|---|-------------------------|----------------------------------|---|---|--------------------------------------|-------------------------------|
| Name                               | Fees<br>Earned<br>or<br>Paid in<br>Cash<br>(\$) | Stock<br>Awards<br>(\$) | Option<br>Plan<br>Awards<br>(\$) | Non-Equity<br>Incentive<br>Compensation<br>(\$) | Non-<br>Qualified<br>Deferred<br>Earnings<br>(\$) | All<br>Other<br>Compensation<br>(\$) | Total<br>Compensation<br>(\$) |
| Jeff Wiegel,<br>former<br>director | 0   | 0                       | 0                                | 0   | 0   | 0                                    | 0                             |
| Alan<br>Shinderman                 | \$16,464  | 0                       | 0                                | 0   | 0   | 0                                    | 0                             |

## Narrative Disclosure to Compensation of Directors Table

The figures above represent compensation received as officers of the Company.

### Stock Option Plans

We have not adopted any stock option or incentive plans.

## Item 12 . Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth certain information known to us with respect to the beneficial ownership of our Common Stock as of October 27, 2009, by (1) all persons who are beneficial owners of 5% or more of our voting securities, (2) each director, (3) each executive officer, and (4) all directors and executive officers as a group. The information regarding beneficial ownership of our common stock has been presented in accordance with the rules of the Securities and Exchange Commission. Under these rules, a person may be deemed to beneficially own any shares of capital stock as to which such person, directly or indirectly, has or shares voting power or investment power, and to beneficially own any shares of our capital stock as to which such person has the right to acquire voting or investment power within 60 days through the exercise of any stock option or other right. The percentage of beneficial ownership as to any person as of a particular date is calculated by dividing (a) (i) the number of shares beneficially owned by such person plus (ii) the number of shares as to which such person has the right to acquire voting or investment power within 60 days by (b) the total number of shares outstanding as of such date, plus any shares that such person has the right to acquire from us within 60 days. Including those shares in the tables does not, however, constitute an admission that the named stockholder is a direct or indirect beneficial owner of those shares. Unless otherwise indicated, each person or entity named in the table has sole voting power and investment power (or shares that power with that person's spouse) with respect to all shares of capital stock listed as owned by that person or entity.

Except as otherwise indicated, all Shares are owned directly and the percentage shown is based on 6,294,000 Shares of Common Stock issued and outstanding as of October 27, 2009.

| <b>Title of Class</b> | <b>Name and address of beneficial owner</b>                                   | <b>Number of Shares of Common Stock</b> | <b>Percentage of Common Stock (1)</b> |
|-----------------------|---|---|---------------------------------------|
| Common Stock          | Alan Shinderman<br>10300 W. Charleston Blvd. 13-56<br>Las Vegas, Nevada 89135 | 750,000                                 | 11.92%                                |
| <b>Common Stock</b>   | <b>All Officers and Directors as a Group (one person)</b>                     | <b>750,000</b>                          | <b>11.92%</b>                         |
| <b>Common Stock</b>   | <b>5% Shareholders</b>  |   |                                       |
| Common Stock          | Michael Knight<br>227 - 280 Nelson Street<br>Vancouver, BC V6B 2E2            | 500,000                                 | 7.94%                                 |
| Common Stock          | Brenda Sanders<br>2026 Gillis Crescent<br>Merritt, BC V1K 1H9                 | 500,000                                 | 7.94%                                 |
| Common Stock          | Jaime Wiegel<br>2021 - 622 Front Street<br>Vancouver, BC V1L 4B7              | 500,000                                 | 7.94%                                 |
| Common Stock          | Barry McNabb<br>6022 Chancellor Mews<br>Vancouver, BC V6T 2J5                 | 500,000                                 | 7.94%                                 |
| Common Stock          | Bill Vallee<br>685 7th Avenue<br>Vancouver, BC V5Z 1B6                        | 500,000                                 | 7.94%                                 |
| Common Stock          | Keith Stacy<br>202 - 1510 1st Avenue<br>Vancouver, BC V6J 4S3                 | 500,000                                 | 7.94%                                 |

Other than the shareholders listed above, we know of no other person who is the beneficial owner of more than five percent (5%) of our common stock.

## Item 13 . Certain Relationships and Related Transactions, and Director Independence

Except as provided below, none of our directors or executive officers, nor any proposed nominee for election as a director, nor any person who beneficially owns, directly or indirectly, shares carrying more than 5% of the voting rights attached to all of our outstanding shares, nor any members of the immediate family (including spouse, parents, children, siblings, and in-laws) of any of the foregoing persons has any material interest, direct or indirect, in any transaction over the last two years or in any presently proposed transaction which, in either case, has or will materially affect us.

1. 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.

**Item 14 . Principal Accounting Fees and Services**

Below is the table of Audit Fees (amounts in US\$) billed by our auditor in connection with the audit of the Company’s annual financial statements for the years ended:

| Financial Statements for the Year Ended July 31 | Audit Services | Audit Related Fees | Tax Fees | Other Fees |
|---|----------------|--------------------|----------|------------|
| 2009  | \$3500         | \$0                | \$0      | \$0        |
| 2008  | \$2000         | \$0                | \$0      | \$0        |

**PART IV**

**Item 15 . Exhibits, Financial Statements Schedules**

Index to Financial Statements Required by Article 8 of Regulation S-X:

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**Audited Financial Statements:**

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|     |  |
|-----|--|
| F-1 | Report of Independent Registered Public Accounting Firm  |
| F-2 | Balance Sheets as of July 31, 2009 and 2008  |
| F-3 | Statements of Operations for the years ended July 31, 2009 and 2008 and period from inception to July 31, 2009 |
| F-4 | Statement of Stockholders' Deficit for period from inception to July 31, 2009                                  |
| F-5 | Statements of Cash Flows for the years ended July 31, 2009 and 2008 and period from inception to July 31, 2009 |
| F-6 | Notes to Financial Statements  |

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| Exhibit Number | Description   |
|----------------|---|
| 3.1            | Articles of Incorporation <sup>(1)</sup>  |
| 3.2            | Bylaws <sup>(1)</sup>   |
| 23.1           | Consent of Maddox Ungar Silberstein, PLLC, Certified Public Accountants   |
| 31.1           | <a href="#">Certification of Chief Executive Officer pursuant to Securities Exchange Act Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>   |
| 31.2           | <a href="#">Certification of Chief Financial Officer pursuant to Securities Exchange Act Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>   |
| 32.1           | <a href="#">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</a> |

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

**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Goldspan Resources, Inc.

By: /s/Alan Shinderman  
Alan Shinderman  
President, Chief Executive Officer,  
Chief Financial Officer and sole Director

November 6, 2009

In accordance with Section 13 or 15(d) of the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

By: /s/Alan Shinderman  
Alan Shinderman  
President, Chief Executive Officer,  
Chief Financial Officer and sole Director

November 6, 2009

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors  
Goldspan Resources, Inc.  
Las Vegas, Nevada

We have audited the accompanying balance sheets of Goldspan Resources, Inc., a Nevada Corporation, as of July 31, 2009 and 2008 and the related statements of operations, stockholders' deficit, and cash flows for the years then ended and for the period from March 2, 2007 (inception) through July 31, 2009. 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.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company has determined that it is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits 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 Goldspan Resources, Inc., as of July 31, 2009 and 2008 and the results of its operations and cash flows for the years then ended and for the period from March 2, 2007 (inception) through July 31, 2009, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that Goldspan Resources, Inc. will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has incurred losses from operations, has negative working capital, and is in need of additional capital to grow its operations so that it can become profitable. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans with regard to these matters are described in Note 3. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Maddox Ungar Silberstein, PLLC

Bingham Farms, Michigan  
November 5, 2009

**GOLDSPAN RESOURCES, INC.**  
**(An Exploration Stage Company)**  
**BALANCE SHEETS**  
**AS OF JULY 31, 2009 and 2008**

ASSETS

|   | <u>July 31,</u><br><u>2009</u> | <u>July 31,</u><br><u>2008</u> |
|---|--------------------------------|--------------------------------|
| <b>CURRENT ASSETS</b>   |                                |                                |
| Cash  | \$ 221                         | \$ 23,748                      |
| Total Current Assets  | <u>221</u>                     | <u>23,748</u>                  |
| <b>TOTAL ASSETS</b>   | <u>\$ 221</u>                  | <u>\$ 23,748</u>               |
| <br>  |                                |                                |
| <u>LIABILITIES AND STOCKHOLDERS' EQUITY</u><br><u>(DEFICIT)</u>   |                                |                                |
| <b>CURRENT LIABILITIES</b>  |                                |                                |
| Accounts payable  | \$ 61,769                      | \$ 37,777                      |
| Total Current Liabilities   | <u>61,769</u>                  | <u>37,777</u>                  |
| <b>STOCKHOLDERS' EQUITY (DEFICIT)</b>   |                                |                                |
| Preferred stock - \$0.001 par value; 10,000,000 shares<br>authorized; no shares issued and outstanding                                    | -                              | -                              |
| Common stock - \$0.001 par value; 75,000,000 shares<br>authorized; 6,294,000 and 8,044,000 shares<br>issued and outstanding, respectively | 6,294                          | 8,044                          |
| Additional paid-in capital  | 35,219                         | 25,969                         |
| Deficit accumulated during the exploration stage  | <u>(103,061)</u>               | <u>(48,042)</u>                |
| Total Stockholders' Equity (Deficit)  | <u>(61,548)</u>                | <u>14,029</u>                  |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>   | <u>\$ 221</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**  
**FOR THE YEARS ENDED JULY 31, 2009 AND 2008**  
**FOR THE PERIOD FROM MARCH 2, 2007 (INCEPTION) TO JULY 31, 2009**

|  | For the Year Ended<br>July 31, | 2008               | From<br>Inception<br>on March<br>2,<br>2007<br>Through<br>July 31,<br>2009 |
|--|--------------------------------|--------------------|--|
|  | <u>2009</u>                    | <u>2008</u>        | <u>2009</u>  |
| <b>REVENUES</b>  | \$ 0                           | \$ 0               | \$ 0   |
| <b>OPERATING EXPENSES</b>                                |                                |                    |  |
| Management Fees  | 18,880                         | 0                  | 18,880   |
| Professional Fees  | 35,881                         | 43,680             | 80,080   |
| General and administrative                               | 258                            | 777                | 4,101  |
| <b>TOTAL OPERATING EXPENSES</b>                          | <u>55,019</u>                  | <u>44,457</u>      | <u>103,061</u>   |
| <b>LOSS FROM OPERATIONS</b>                              | (55,019)                       | (44,457)           | (103,061)  |
| <b>PROVISION FOR INCOME TAXES</b>                        | -                              | -                  | -  |
| <b>NET LOSS</b>  | <u>\$ (55,019)</u>             | <u>\$ (44,457)</u> | <u>\$ (103,061)</u>  |
| <b>BASIC LOSS PER SHARE</b>                              | <u>\$ (0.01)</u>               | <u>\$ (0.01)</u>   |  |
| <b>WEIGHTED AVERAGE NUMBER OF SHARES<br/>OUTSTANDING</b> | <u>6,418,658</u>               | <u>8,044,000</u>   |  |

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

**GOLDSPAN RESOURCES, INC.**  
**(An Exploration Stage Company)**  
**STATEMENT OF STOCKHOLDERS' DEFICIT**  
**AS OF JULY 31, 2009**

|  | Common<br>Stock<br>Shares | Amount          | Additional<br>Paid-In<br>Capital | Deficit<br>Accumulated<br>During the<br>Development<br>Stage | Total              |
|--|---------------------------|-----------------|----------------------------------|--|--------------------|
| Inception, March 2, 2007                           | 0                         | \$ 0            | \$ 0                             | \$ 0   | \$ 0               |
| Shares issued for cash<br>at \$0.001 per share     | 5,500,000                 | 5,500           | 0                                | 0  | 5,500              |
| Shares issued for cash<br>at \$0.0075 per share    | 2,495,000                 | 2,495           | 16,218                           | -  | 18,713             |
| Share issued for cash<br>at \$0.20 per share       | 49,000                    | 49              | 9,751                            | -  | 9,800              |
| Net loss for the year ended<br>July 31, 2007       | <u>-</u>                  | <u>-</u>        | <u>-</u>                         | <u>(3,585)</u>   | <u>(3,585)</u>     |
| Balance, July 31, 2007                             | 8,044,000                 | 8,044           | 25,969                           | (3,585)  | 30,428             |
| Net loss for the year<br>ended July 31, 2008       | <u>-</u>                  | <u>-</u>        | <u>-</u>                         | <u>(44,457)</u>  | <u>(44,457)</u>    |
| Balance, July 31, 2008                             | 8,044,000                 | 8,044           | 25,969                           | (48,042)   | 14,029             |
| Shares issued for cash<br>at \$0.01 per share      | 750,000                   | 750             | 6,750                            | -  | 7,500              |
| Shares cancelled in spin off<br>on August 26, 2008 | (2,500,000)               | (2,500)         | 2,500                            | -  | 0                  |
| Net loss for year ended<br>July 31, 2009           | <u>-</u>                  | <u>-</u>        | <u>-</u>                         | <u>(55,019)</u>  | <u>(55,019)</u>    |
| Balance, July 31, 2009                             | <u>6,294,000</u>          | <u>\$ 6,294</u> | <u>\$ 35,219</u>                 | <u>\$ (103,061)</u>  | <u>\$ (61,548)</u> |

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

**GOLSPAN RESOURCES, INC.**  
**(An Exploration Stage Company)**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED JULY 31, 2009 AND 2008**  
**FOR THE PERIOD FROM MARCH 2, 2007 (INCEPTION) TO JULY 31, 2009**

|   | For the Year Ended<br>July 31, |                  | From<br>Inception<br>on March 2,<br>2007 Through<br>July 31,<br>2009 |
|---|--------------------------------|------------------|--|
|   | 2009                           | 2008             | 2009   |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                       |                                |                  |  |
| Net loss for the period   | \$ (55,019)                    | \$ (44,457)      | \$ (103,061)   |
| <b>Adjustments to reconcile net loss to net cash used by operating activities</b> |                                |                  |  |
| Contributed expenses  | -                              | -                | -  |
| <b>Changes in operating assets and liabilities:</b>                               |                                |                  |  |
| Increase in accounts payable  | 23,992                         | 1,531            | 61,769   |
| <b>NET CASH USED IN OPERATING ACTIVITIES</b>                                      | <b>(31,027)</b>                | <b>(7,199)</b>   | <b>(41,292)</b>  |
| <b>CASH FLOWS USED INVESTING ACTIVITIES</b>                                       |                                |                  |  |
|   | -                              | -                | -  |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                                       |                                |                  |  |
| Proceeds from common stock issued   | 7,500                          | -                | 41,513   |
| <b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>                                  | <b>7,500</b>                   | <b>-</b>         | <b>41,513</b>  |
| <b>NET INCREASE (DECREASE) IN CASH</b>  | <b>(23,527)</b>                | <b>(7,199)</b>   | <b>221</b>   |
| <b>CASH AT BEGINNING OF PERIOD</b>  | <b>23,748</b>                  | <b>30,947</b>    | <b>-</b>   |
| <b>CASH AT END OF PERIOD</b>  | <b>\$ 221</b>                  | <b>\$ 23,748</b> | <b>\$ 221</b>  |
| <b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION :</b>                        |                                |                  |  |
| Cash paid for interest  | \$ -                           | \$ -             | \$ -   |
| Cash paid for income taxes  | \$ -                           | \$ -             | \$ -   |

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

**GOLDSpan RESOURCES, INC.**  
 (An Exploration Stage Company)  
 Notes to Financial Statements  
 July 31, 2009

Note 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

GoldSpan Resources, Inc. (the Company) was incorporated in the State of Nevada on March 2, 2007. The Company is engaged in the principal business activity of acquiring and developing mineral properties. The Company has not realized significant revenues to date and therefore is classified as an exploration stage company.

Use of Estimates

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

Basic (Loss) per Common Share

Basic (loss) per share is calculated by dividing the Company's net loss applicable to common shareholders by the weighted average number of common shares during the period. Diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. There are no such common stock equivalents outstanding as of July 31, 2009 and 2008.

|                           | For the<br>Year Ended<br>July 31,<br>2009 | For the<br>Year Ended<br>July 31,<br>2008 |
|---------------------------|---|---|
| Income (loss) (numerator) | \$ (55,019)                               | \$ (44,457)                               |
| Shares (denominator)      | 6,418,658                                 | 8,044,000                                 |
| Per share amount          | <u>\$ (0.01)</u>                          | <u>\$ (0.01)</u>                          |

Revenue Recognition

The Company recognizes revenue when products are fully delivered or services have been provided and collection is reasonably assured

Comprehensive Income

The Company has no component of other comprehensive income. Accordingly, net income equals comprehensive income for the periods ended July 31, 2009 and 2008.

Advertising Costs

The Company's policy regarding advertising is to expense advertising when incurred. The Company had not incurred any advertising expense as of July 31, 2009 and 2008.

Cash and Cash Equivalents

For purposes of the Statement of Cash Flows, the Company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

**GOLDSPAN RESOURCES, INC.**  
 (An Exploration Stage Company)  
 Notes to Financial Statements  
 July 31, 2009

Note 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Taxes

The Company provides for income taxes using an asset and liability approach. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect when these differences are expected to reverse. The Company's predecessor operated as entity exempt from Federal and State income taxes.

The Company reduces its deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The provision for income taxes differs from the amounts which would be provided by applying the statutory federal income tax rate of 39% to the net loss before provision for income taxes for the following reasons:

|                                      | July 31,<br>2009 | July 31,<br>2008 |
|--------------------------------------|------------------|------------------|
| Income tax expense at statutory rate | \$19,897         | \$ 17,338        |
| Valuation allowance                  | (19,897)         | (17,338)         |
| Income tax expense per books         | <u>\$ -</u>      | <u>\$ -</u>      |

Net deferred tax assets consist of the following components as of:

|                        | July 31,<br>2008 | July 31,<br>2008 |
|------------------------|------------------|------------------|
| NOL Carryover          | \$ (40,194)      | \$ 18,736        |
| Valuation allowance    | 40,194           | (18,736)         |
| Net deferred tax asset | <u>\$ -</u>      | <u>\$ -</u>      |

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards for federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carry forwards may be limited as to use in future years.

Impairment of Long-Lived Assets

The Company continually monitors events and changes in circumstances that could indicate carrying amounts of long-lived assets may not be recoverable. When such events or changes in circumstances are present, the Company assesses the recoverability of long-lived assets by determining whether the carrying value of such assets will be recovered through undiscounted expected future cash flows. If the total of the future cash flows is less than the carrying amount of those assets, the Company recognizes an impairment loss based on the excess of the carrying amount over the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or the fair value less costs to sell.

Accounting Basis

The basis is accounting principles generally accepted in the United States of America. The Company has adopted a July 31 fiscal year end.

**GOLDSpan RESOURCES, INC.**  
(An Exploration Stage Company)  
Notes to Financial Statements  
July 31, 2009

Note 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Inventory

The Company accounts for inventory of raw materials and finished goods on a cost basis. The inventory is maintained on a first in- first out (FIFO) basis.

Stock-based compensation.

As of July 31, 2009, the Company has not issued any share-based payments to its employees. The Company adopted SFAS No. 123-R effective January 1, 2006 using the modified prospective method. Under this transition method, stock compensation expense includes compensation expense for all stock-based compensation awards granted on or after January 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of SFAS No. 123-R.

Recent Accounting Pronouncements

In April 2009, the FASB issued FSP No. FAS 157-4, “Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly” (“FSP FAS 157-4”). FSP FAS 157-4 provides guidance on estimating fair value when market activity has decreased and on identifying transactions that are not orderly. Additionally, entities are required to disclose in interim and annual periods the inputs and valuation techniques used to measure fair value. This FSP is effective for interim and annual periods ending after June 15, 2009.

The adoption of FSP FAS 157-4 did not have a material impact on the Company’s financial condition or results of operation.

In October 2008, the FASB issued FSP No. FAS 157-3, “Determining the Fair Value of a Financial Asset When the Market for That Asset is Not Active,” (“FSP FAS 157-3”), which clarifies application of SFAS 157 in a market that is not active. FSP FAS 157-3 was effective upon issuance, including prior periods for which financial statements have not been issued. The adoption of FSP FAS 157-3 had no impact on the Company’s results of operations, financial condition or cash flows.

In December 2008, the FASB issued FSP No. FAS 140-4 and FIN 46(R)-8, “Disclosures by Public Entities (Enterprises) about Transfers of Financial Assets and Interests in Variable Interest Entities.” This disclosure-only FSP improves the transparency of transfers of financial assets and an enterprise’s involvement with variable interest entities, including qualifying special-purpose entities. This FSP is effective for the first reporting period (interim or annual) ending after December 15, 2008, with earlier application encouraged. The Company adopted this FSP effective January 1, 2009. The adoption of the FSP had no impact on the Company’s results of operations, financial condition or cash flows.

In December 2008, the FASB issued FSP No. FAS 132(R)-1, “Employers’ Disclosures about Postretirement Benefit Plan Assets” (“FSP FAS 132(R)-1”). FSP FAS 132(R)-1 requires additional fair value disclosures about employers’ pension and postretirement benefit plan assets consistent with guidance contained in SFAS 157. Specifically, employers will be required to disclose information about how investment allocation decisions are made, the fair value of each major category of plan assets and information about the inputs and valuation techniques used to develop the fair value measurements of plan assets. This FSP is effective for fiscal years ending after December 15, 2009. The Company does not expect the adoption of FSP FAS 132(R)-1 will have a material impact on its financial condition or results of operation.

**GOLDSPAN RESOURCES, INC.**  
(An Exploration Stage Company)  
Notes to Financial Statements  
July 31, 2009

Note 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Recent Accounting Pronouncements (Continued)

In September 2008, the FASB issued exposure drafts that eliminate qualifying special purpose entities from the guidance of SFAS No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities," and FASB Interpretation 46 (revised December 2003), "Consolidation of Variable Interest Entities – an interpretation of ARB No. 51," as well as other modifications. While the proposed revised pronouncements have not been finalized and the proposals are subject to further public comment, the Company anticipates the changes will not have a significant impact on the Company's financial statements. The changes would be effective March 1, 2010, on a prospective basis.

In June 2008, the FASB issued FASB Staff Position EITF 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities*, ("FSP EITF 03-6-1"). FSP EITF 03-6-1 addresses whether instruments granted in share-based payment transactions are participating securities prior to vesting, and therefore need to be included in the computation of earnings per share under the two-class method as described in FASB Statement of Financial Accounting Standards No. 128, "Earnings per Share." FSP EITF 03-6-1 is effective for financial statements issued for fiscal years beginning on or after December 15, 2008 and earlier adoption is prohibited. The Company is not required to adopt FSP EITF 03-6-1; neither does it believe that FSP EITF 03-6-1 would have material effect on its consolidated financial position and results of operations if adopted.

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.

In March 2008, the Financial Accounting Standards Board, or FASB, issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities*—an amendment of FASB Statement No. 133. This standard requires companies to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows.

This Statement is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. The adoption of the provisions of SFAS No. 161, did not have a material impact on the Company's consolidated financial position, results of operations or cash flows.

**GOLDSPAN RESOURCES, INC.**  
(An Exploration Stage Company)  
Notes to Financial Statements  
July 31, 2009

Note 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Recent Accounting Pronouncements (Continued)

In December 2007, the SEC issued Staff Accounting Bulletin (SAB) No. 110 regarding the use of a "simplified" method, as discussed in SAB No. 107 (SAB 107), in developing an estimate of expected term of "plain vanilla" share options in accordance with SFAS No. 123 (R), Share-Based Payment. In particular, the staff indicated in SAB 107 that it will accept a company's election to use the simplified method, regardless of whether the company has sufficient information to make more refined estimates of expected term. At the time SAB 107 was issued, the staff believed that more detailed external information about employee exercise behavior (e.g., employee exercise patterns by industry and/or other categories of companies) would, over time, become readily available to companies. Therefore, the staff stated in SAB 107 that it would not expect a company to use the simplified method for share option grants after December 31, 2007. The staff understands that such detailed information about employee exercise behavior may not be widely available by December 31, 2007. Accordingly, the staff will continue to accept, under certain circumstances, the use of the simplified method beyond December 31, 2007. The Company currently uses the simplified method for "plain vanilla" share options and warrants, and will assess the impact of SAB 110 for fiscal year 2009. It is not believed that this will have an impact on the Company's consolidated financial position, results of operations or cash flows.

In December 2007, the FASB issued SFAS No. 160, Non-controlling Interests in Consolidated Financial Statements—an amendment of ARB No. 51. This statement amends ARB 51 to establish accounting and reporting standards for the non-controlling interest in a subsidiary and for the deconsolidation of a subsidiary. It clarifies that a non-controlling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. Before this statement was issued, limited guidance existed for reporting non-controlling interests. As a result, considerable diversity in practice existed. So-called minority interests were reported in the consolidated statement of financial position as liabilities or in the mezzanine section between liabilities and equity. This statement improves comparability by eliminating that diversity. This statement is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008 (that is, January 1, 2009, for entities with calendar year-ends). Earlier adoption is prohibited.

The effective date of this statement is the same as that of the related Statement 141 (revised 2007). The Company adopted this Statement beginning March 1, 2009. It did not have an impact on the Company's consolidated financial position, results of operations or cash flows.

In December 2007, the FASB issued FAS No. 141 (revised 2007), Business Combinations. This Statement replaces FASB Statement No. 141, Business Combinations, but retains the fundamental requirements in Statement 141. This Statement establishes principles and requirements for how the acquirer: (a) recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in the acquiree; (b) recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and (c) determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. This statement applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. An entity may not apply it before that date. The effective date of this statement is the same as that of the related FASB Statement No. 160, Non-controlling Interests in Consolidated Financial Statements. The Company will adopt this statement beginning March 1, 2009. It did not have an impact on the Company's consolidated financial position, results of operations or cash flows.

**GOLDSPAN RESOURCES, INC.**  
(An Exploration Stage Company)  
Notes to Financial Statements  
July 31, 2009

**NOTE 2. CAPITAL STOCK**

On March 6, 2007, the Company received \$5,500 from its founders for 5,500,000 shares of its common stock.

On June 24, 2007, the Company completed an unregistered private offering under the Securities Act of 1933, as amended, relying upon the exemption from registration afforded by Rule 504 of Regulation D promulgated there under. The Company sold 2,495,000 shares of its \$0.001 par value common stock at a price of \$0.0075 per share for \$18,713 in cash.

Following his appointment as sole officer and director on August 26, 2008, Mr. Alan Shinderman purchased 750,000 shares of the Company's \$0.001 par value common stock at a purchase price of \$0.001 per share for \$7,500 in cash. The Company also canceled 2,500,000 shares of its common stock in connection with the spin-off of certain mineral properties as described in Note 4.

**NOTE 3. GOING CONCERN**

The accompanying financial statements have been prepared in conformity with generally accepted accounting principle, which contemplate continuation of the Company as a going concern. However, the Company has accumulated deficit of \$103,061 as of July 31, 2009. The Company currently has limited liquidity, and has not completed its efforts to establish a stabilized source of revenues sufficient to cover operating costs over an extended period of time.

Management anticipates that the Company will be dependent, for the near future, on additional investment capital to fund operating expenses. The Company intends to position itself so that it may be able to raise additional funds through the capital markets. In light of management's efforts, there are no assurances that the Company will be successful in this or any of its endeavors or become financially viable and continue as a going concern.

**NOTE 4. PURCHASE AGREEMENT**

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 (the "Split-Off"), on August 26, 2008. 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 the Company 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.

**NOTE 5. SUBSEQUENT EVENTS**

The Company has analyzed its operations subsequent to July 31, 2009 through November 5, 2009 and has determined that it does not have any material subsequent events to disclose in these financial statements.

## CERTIFICATIONS

I, Alan Shinderman, certify that;

1. I have reviewed this annual report on Form 10-K for the fiscal year ended July 31, 2009 of Goldspan Resources, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting.
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: November 6, 2009

/s/Alan Shinderman

By: Alan Shinderman

Title: Chief Executive Officer

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## CERTIFICATIONS

I, Alan Shinderman, certify that;

1. I have reviewed this annual report on Form 10-K for the quarter ended July 31, 2009 of Goldspan Resources, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting.
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: November 6, 2009

/s/Alan Shinderman

By: Alan Shinderman

Title: Chief Financial Officer

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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 Annual Report of Goldspan Resources, Inc. (the "Company") on Form 10-K for the fiscal year ended July 31, 2009 filed with the Securities and Exchange Commission (the "Report"), I, Alan Shinderman, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the consolidated financial condition of the Company as of the dates presented and the consolidated result of operations of the Company for the periods presented.

By: /s/Alan Shinderman

Name: Alan Shinderman

Title: Principal Executive Officer,  
Principal Financial Officer and  
Director

Date: November 6, 2009

This certification has been furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

November 5, 2009

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors  
Goldspan Resources, Inc.  
Las Vegas, Nevada

To Whom It May Concern:

Maddox Ungar Silberstein, PLLC hereby consents to the use in the Form 10-K, Annual Report Pursuant to Section 13 or 15(d) of the Securities Act of 1934, filed by Goldspan Resources, Inc. of our report dated November 5, 2009, relating to the financial statements of Goldspan Resources, Inc., a Nevada Corporation, as of and for the years ending July 31, 2009 and 2008 and for the period from March 2, 2007 (inception) to July 31, 2009.

Sincerely,

/s/ Maddox Ungar Silberstein, PLLC

Maddox Ungar Silberstein, PLLC