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

FORM 10-K

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

For the fiscal year ended **July 31, 2012**

[ ] 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	**26-3342907**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
836 S Vance St, Unit E, Lakewood, CO	**80226**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number: **303-875-1044**

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

Title of each class	Name of each exchange on which registered
none	**not applicable**

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

Title of each class	Name of each exchange on which registered
none	**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 [X]**

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 [X]**

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 [X]**

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 [X]**

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 [X]**

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 [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). **Yes [X] 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 fiscal year end. **$4,423,974 as of July 31, 2012**

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. **73,699,631 as of**

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PART I

Item 1. Business

We were incorporated on March 2, 2007, under the laws of the state of Nevada. Our current business plan is focused on the acquisition and development of certain mineral properties located in Alaska.

On April 5, 2012, we entered into a non-binding letter of intent with Alix Resources Corp. ("Alix") for the potential purchase of an option to acquire a 60% ownership interest in certain mineral properties known as the "Golden Zone Property" located in the State of Alaska (the "Property"). The Property is located along the south flank of the Alaska Range 15 miles west of the Parks Highway, approximately halfway between the cities of Anchorage and Fairbanks. Alix has the existing option on the Property (the "Underlying Option") which was entered into in September of 2010 with Hidefield Gold Inc. and Mines Trust Company (collectively the "Owners") whereby Alix can earn up to a 70% interest in the Property.

The letter of intent contemplates the sale of an option to us which, when exercised in conjunction with the Underlying Option held by Alix, will result in our ownership of 60% of the Property, with Alix retaining 10% ownership.

The letter of intent contemplates the sale of an option to us which, when exercised in conjunction with the Underlying Option held by Alix, will result in our ownership of 60% of the Property, with Alix retaining 10% ownership. In order to maintain our rights under the contemplated option agreement and ultimately exercise the option, the letter of intent contemplates that we will make the following payments:

a) pay Alix Resources an amount of CDN $1,000,000 as follows:

   i) an initial amount of CDN $200,000 upon execution of the Definitive Agreement;
   ii) an additional amount of CDN $300,000 on or before that date which is 12 months from the date of the Definitive Agreement; and
   iii) the remaining amount of CDN $500,000 on or before that date which is 24 months from the date of the Definitive Agreement;

b) fund CDN $3,500,000 in exploration expenditures as follows:

   i) an initial amount of CDN $1,500,000 on or before that date which is 12 months from the date of the Definitive Agreement; and
   ii) the remaining CDN $2,000,000 on or before that date which is 24 months from the date of the Definitive Agreement; and

c) assume all payment obligations of the Alix Group under the Underlying Agreement, including but not limited to:

   i) all outstanding and ongoing cash payments required under Section 2.3 of the Underlying Agreement;
   ii) all outstanding and ongoing share issuance obligations under Section 2.3 of the Underlying Agreement, such that Goldspan shall issue securities in its capital in lieu and in replacement of Alix Resources issuing securities in its respective capital;
   iii) all cash payment and share issuance obligations under Section 2.8 of the Underlying Agreement, such that Goldspan shall issue securities in its capital in lieu and in replacement of Alix Resources issuing securities in its respective capital; and
   iv) all lease payments, taxes or other amounts payable to the State of Alaska or other governmental authorities with respect to the Property.

Alix is required to notify the Owners of the Property of the letter of intent. Upon exercise of our option, the Owners will have the option to form a joint venture with us and Alix or sell their remaining 30% interest in the Property in exchange for an overriding perpetual royalty equal to 2.5% of the net smelter returns.

The letter of intent is non-binding and conditional upon the parties' entry into a definitive agreement, the completion of our due diligence on the Property, and the approval of the Owners and any necessary regulatory approvals.

The letter of intent was to expire on May 15, 2012, provided no definitive agreement was reached between the Parties. On June 22, 2012, Alix and Goldspan agreed to extend the May 15, 2012 deadline to July 15, 2012. On July 16, 2012, the letter of intent was further extended to July 25, 2012. On August 7, 2012, the agreement was extended to August 31, 2012, for a payment of $35,000 which was made on August 4, 2012. By additional letter agreement dated November 30, 2012, there has been a new extension of the letter of intent that requires payment of $300,000 due under the original letter of intent in three installments as follows:

- CDN $100,000 on or before December 31, 2012
- CDN $100,000 on or before January 31, 2013; and
- CDN $100,000 on or before February 28, 2013

In addition, the November 30, 2012 extension letter requires that we reimburse Alix for all costs incurred in maintaining the Property from April 1, 2012 through November 30, 2012. These costs total approximately US $203,700, and must be paid on or before February 38, 2013. We have also agreed to reimburse certain other parties in amounts totaling $76,911.34. Finally, in consideration for the latest extension, we issued Alix 5,000,000 shares of common stock.

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. Mine Safety Disclosures

Not applicable.

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 had been quoted on the OTC Bulletin Board ("OTCBB"), which is sponsored by FINRA. However, due to late filings, the stock has is only currently listed on Pink Sheets. 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 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, 2012

Quarter Ended	High $	Low $
July 31, 2012	$.09	$.05
April 30, 2012	$.09	$.00
January 31, 2012	$.00	$.00
October 31, 2011	$.03	$.00

Fiscal Year Ending July 31, 2011

Quarter Ended	High $	Low $
July 31, 2011	n/a	n/a
April 30, 2011	$.02	$.02
January 31, 2011	$.02	$.02
October 31, 2010	$.05	$.02

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 December 27, 2012 we had 73,699,631 shares of our common stock issued and outstanding, held by 58 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.” 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. 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.

Results of Operations for the years ended July 31, 2012 and 2011, and the period from inception (March 2, 2007) through July 31, 2012

We have not had any revenues since the inception of our business and we earned no revenues during the fiscal year ended July 31, 2012. We incurred expenses and a net loss in the amount of $45,534 for the fiscal year ended July 31, 2012. Our expenses during the fiscal year ended July 31, 2012 consisted of professional fees in the amount of $44,396 and general and administrative expenses of $1,138.

We incurred expenses and a net loss in the amount of $178,658 for the fiscal year ended July 31, 2011. Our expenses during the fiscal year ended July 31, 2011 included $160,497 for professional fees, $18,000 for management fees, and general and administrative expenses of $161. Our cumulative net loss for the period from inception (March 2, 2007) through July 31, 2012 was $690,155.

We expect to continue to incur operating losses until we are able to establish revenues.

Liquidity and Capital Resources

As of July 31, 2012, we had $727 in current assets consisting entirely of cash, and we had current liabilities of $26,100 consisting of accounts payable of $3,142 and shareholder loans of $22,958. Thus, as of July 31, 2012 we had a working capital deficit of $25,373.

We will require significant financing in order to perform the terms of the purchase transaction for the Golden Zone Property as contemplated by the Letter of Intent and its amendments. We do not have any formal commitments or arrangements for the sales of stock or the advancement or loan of funds at this time. There can be no assurance that such additional financing will be available to us on acceptable terms, or at all.

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 $690,155 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.

Critical Accounting Policies

In December 2001, the SEC requested that all registrants list their most “critical accounting polices” 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 do not believe that any of our accounting policies currently fit this definition.

Recently Issued Accounting Pronouncements

We do not expect any recently issued accounting pronouncements to have a material effect on our results of operations, cash flows, or other reported financial results.

Purchase or Sale of Equipment

We do not expect to purchase or sell any plant or significant equipment other than those pending acquisitions discussed regarding the Golden Zone Property in Alaska.

Personnel

We currently have no employees other than our named executive officers. We currently do not have specific plans to increase our number of employees.

Off Balance Sheet Arrangements

As of July 31, 2012, 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

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

Audited Financial Statements:

Silberstein Ungar, PLLC CPAs and Business Advisors

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Fax (248) 281-0940
30600 Telegraph Road, Suite 2175
Bingham Farms, MI 48025-4586
www.sucpas.com

Report of Independent Registered Public Accounting Firm

To the Board of Directors
Goldspan Resources, Inc.
Vacaville, California

We have audited the accompanying balance sheets of Goldspan Resources, Inc., a Nevada Corporation, as of July 31, 2012 and 2011, and the related statements of operations, stockholders' equity (deficit), and cash flows for the years then ended and for the period from March 2, 2007 (inception) through July 31, 2012. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with 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, 2012 and 2011 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, 2012, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 6 to the financial statements, the Company has not yet received revenue from sales of products or services, has negative working capital, and has incurred losses from operations. 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 6. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Silberstein Ungar, PLLC

Bingham Farms, Michigan
December 27, 2012

GOLDSPAN RESOURCES, INC.
(An Exploration Stage Company)
BALANCE SHEETS
AS OF JULY 31, 2012 AND 2011

ASSETS	July 31, 2012	July 31, 2011
Current Assets		
Cash and cash equivalents	$ 727	$ —
TOTAL ASSETS	$ 727	$ —
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities		
Accounts payable	$ 3,142	$ 40,084
Shareholder loans	22,958	19,755
Total Liabilities	26,100	59,839
STOCKHOLDERS' EQUITY (DEFICIT)		
Common stock - $0.001 par value; 400,000,000 shares authorized; 65,199,631 and 61,449,631 shares issued and outstanding, respectively	65,200	61,450
Additional paid-in capital	599,582	523,332
Deficit accumulated during the exploration stage	(690,155)	(644,621)
Total Stockholders' Equity (Deficit)	(25,373)	(59,839)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	$ 727	$ —

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, 2012 AND 2011
FOR THE PERIOD FROM MARCH 2, 2007 (INCEPTION) TO JULY 31, 2012

	For the Year Ended July 31, 2012	For the Year Ended July 31, 2011	For the Period from March 2, 2007 (Inception) to July 31, 2012
REVENUES	$ —	$ —	$ —
OPERATING EXPENSES			
Management fees	—	18,000	36,880
Professional fees	44,396	160,497	637,645
General and administrative	1,138	161	16,630
TOTAL OPERATING EXPENSES	45,534	178,658	691,155
LOSS FROM OPERATIONS	(45,534)	(178,658)	(691,155)
OTHER INCOME (EXPENSE)			
Gain on extinguishment of debt	—	—	1,000
LOSS BEFORE PROVISION FOR INCOME TAXES	(45,534)	(178,658)	(690,155)
PROVISION FOR INCOME TAXES	—	—	—
NET LOSS	$ (45,534)	$ (178,658)	$ (690,155)
LOSS PER SHARE: basic and diluted	$ (0.00)	$ (0.00)	
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING: basic and diluted	62,323,948	57,898,946	

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

GOLDSPAN RESOURCES, INC.
(An Exploration Stage Company)
STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)
AS OF JULY 31, 2012

	Common Stock		Additional Paid in Capital	Accumulated Deficit	Total
	Shares	Amount			
Inception, March 2, 2007	0	$ 0	$ 0	$ 0	$ 0
Shares issued for cash	34,953,602	5,500	0	—	5,500
Shares issued for cash	15,856,224	2,495	16,218	—	18,713
Shares issued for cash	311,405	49	9,751	—	9,800
Net loss for the period ended July 31, 2007	—	—	—	(3,585)	(3,585)
Balance, July 31, 2007	51,121,231	8,044	25,969	(3,585)	30,428
Net loss for the year ended July 31, 2008	—	—	—	(44,457)	(44,457)
Balance, July 31, 2008	51,121,231	8,044	25,969	(48,042)	(14,029)
Shares issued for cash	4,766,400	750	6,750	—	7,500
Shares cancelled in spin off on August 26, 2008	(15,888,000)	(2,500)	2,500	—	0
Net loss for the year ended July 31, 2009	—	—	—	(55,019)	(55,019)
Balance, July 31, 2009	39,999,631	6,294	35,219	(103,061)	(61,548)
Effect of forward stock split	—	33,706	(33,706)	—	—
Shares issued for services	3,450,000	3,450	456,550	—	460,000
Debt cancelled as contributed capital	—	—	65,269	—	65,269
Net loss for the year ended July 31, 2010	—	—	—	(362,902)	(362,902)
Balance, July 31, 2010	43,449,631	43,450	523,332	(465,963)	100,819
Shares issued for services	18,000,000	18,000	—	—	18,000
Net loss for the year ended July 31, 2011	—	—	—	(178,658)	(178,658)
Balance, July 31, 2011	61,449,631	61,450	523,332	(644,621)	(59,839)
Shares issues for cash	3,750,000	3,750	76,250	—	80,000
Net loss for the year ended July 31, 2012	—	—	—	(45,534)	(45,534)
Balance, July 31, 2012	65,199,631	$ 65,200	$ 599,582	$ (690,155)	$ (25,373)

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

GOLDSPAN RESOURCES, INC.
(An Exploration Stage Company)
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JULY 31, 2012 AND 2011
FOR THE PERIOD FROM MARCH 2, 2007 (INCEPTION) TO JULY 31, 2012

	For the Year Ended July 31, 2012	For the Year Ended July 31, 2011	For the Period from March 2, 2007 (Inception) to July 31, 2012
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss for the period	$ (45,534)	$ (178,658)	$ (690,155)
Adjustments to reconcile net loss to net cash used by operating activities:			
Issuance of common stock for services	—	173,179	478,000
Changes in operating assets and liabilities:			
Accounts payable	(24,239)	5,318	77,114
Cash flows used in operating activities	(69,773)	(161)	(135,041)
CASH FLOWS USED IN INVESTING ACTIVITIES	—	—	—
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from shareholder loans	—	—	24,055
Repayment of shareholder loans	(9,500)	—	(9,800)
Proceeds from common stock issued	80,000	—	121,513
Cash flows provided by financing activities	70,500	—	135,768
Net increase (decrease) in cash and cash equivalents	727	(161)	727
Cash and cash equivalents – beginning of period	—	161	—
Cash and cash equivalents – end of period	$ 727	$ 0	$ 727
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:			
Cash paid for interest	$ 0	$ 0	$ 0
Cash paid for income taxes	$ 0	$ 0	$ 0
SUPPLEMENTAL NON-CASH INVESTING AND FINANCING ACTIVITIES:			
Common stock issued for prepaid services	$ 0	$ 0	$ 460,000
Shareholder loan converted to contributed capital	$ 0	$ 0	$ 4,000
Accounts payable converted to contributed capital	$ 0	$ 0	$ 61,269

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

GOLDSPAN RESOURCES, INC.
(An Exploration Stage Company)
NOTES TO THE FINANCIAL STATEMENTS
JULY 31, 2012

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.

Exploration Stage Company
The accompanying financial statements have been prepared in accordance with generally accepted accounting principles related to accounting and reporting by exploration-stage companies. An exploration-stage company is one in which planned principal operations have not commenced or if its operations have commenced, there has been no significant revenues therefrom.

Basis of Presentation
The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America and are presented in US dollars.

Accounting Basis
The Company uses the accrual basis of accounting and accounting principles generally accepted in the United States of America. The Company has adopted a July 31 fiscal year end.

Cash and Cash Equivalents
The Company considers all highly liquid investments with maturities of three months or less to be cash equivalents. The Company's bank accounts are deposited in insured institutions. The funds are insured up to $250,000. At times, the Company's bank deposits may exceed the insured amount. Management believes it has little risk related to the excess deposits.

Fair Value of Financial Instruments
The Company's financial instruments consist of cash, accounts payable and shareholder loans. The carrying amount of these financial instruments approximates fair value due to either length of maturity or interest rates that approximate prevailing market rates unless otherwise disclosed in these financial statements.

Basic Income (Loss) per Common Share
Basic Income (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, 2012 and 2011.

	Year Ended July 31, 2012	Year Ended July 31, 2011
Income (loss) (numerator)	$ (45,534)	$ (178,658)
Shares (denominator)	62,323,948	57,898,946
Per share amount	$ (.00)	$ (.00)

GOLDSPAN RESOURCES, INC.
(An Exploration Stage Company)
NOTES TO THE FINANCIAL STATEMENTS
JULY 31, 2012

Note 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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.

Revenue Recognition
The Company is in the exploration stage and has yet to realize revenues from operations. Once the Company has commenced operations, it will recognize revenues when delivery of goods or completion of services has occurred provided there is persuasive evidence of an agreement, acceptance has been approved by its customers, the fee is fixed or determinable based on the completion of stated terms and conditions, and collection of any related receivable is probable.

Advertising Costs
The Company's policy regarding advertising is to expense advertising when incurred. The Company did not incur any advertising expense during the years ended July 31, 2012 and 2011.

Dividends
The Company has not adopted any policy regarding payment of dividends. No dividends have been paid during the periods shown.

Stock-based compensation
The Company accounts for employee stock-based compensation in accordance with the guidance of FASB ASC Topic 718, *Compensation – Stock Compensation* which requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values. There has been no stock-based compensation issued to employees.

The Company follows ASC Topic 505-50, formerly EITF 96-18, " *Accounting for Equity Instruments that are Issued to Other than Employees for Acquiring, or in Conjunction with Selling Goods and Services* ," for stock-based compensation issued to consultants and other non-employees. In accordance with ASC Topic 505-50, stock, stock options and warrants issued as compensation for services provided to the Company are accounted for based upon the fair value of the services provided or the estimated fair market value of the option or warrant, whichever can be more clearly determined. The fair value of the equity instrument is charged directly to compensation expense and additional paid-in capital over the period during which services are rendered. There were no common shares issued for services during the fiscal year ended July 31, 2012. There were 18,000,000 common shares valued at $18,000 issued for services during the fiscal year ended July 31, 2011.

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.

GOLDSPAN RESOURCES, INC.
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NOTES TO THE FINANCIAL STATEMENTS
JULY 31, 2012

Note 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Recent Accounting Pronouncements
No recent accounting standards or interpretations issued or recently adopted are expected to have a material impact on the Company's financial position, operations or cash flows.

Income Taxes
The Company provides for income taxes using an asset and liability approach in accounting for income taxes. 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.

As of July 31, 2012, the Company had net operating loss carry forwards that may be available to reduce future years' taxable income through 2032. Future tax benefits which may arise as a result of these losses have not been recognized in these financial statements, as their realization is determined not likely to occur and accordingly, the Company has recorded a valuation allowance for the deferred tax asset relating to these tax loss carry-forwards.

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, 2012	July 31, 2011
Income tax benefit at statutory rate	$ 17,758	$ 69,677
Common stock issued for services	—	(67,540)
Valuation allowance	(17,758)	(2,137)
Income tax expense per books	$ —	$ —

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

	July 31, 2012	July 31, 2011
Net operating loss carryover	$ (269,160)	$ (251,402)
Valuation allowance	269,160	251,402
Net deferred tax asset	$ —	$ —

It is the Company's policy to classify interest and penalties on income taxes as interest expense or penalties expense. As of July 31, 2012, there have been no interest or penalties incurred on income taxes.

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.

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NOTE 2. PURCHASE AGREEMENT

On August 26, 2008, 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 "Spin-Off"). In exchange for receiving ownership of the Pepper Hope claim, Mr. Wiegel has delivered all of his 15,888,000 shares of common stock back to the Company for cancellation. As part of the Spin-off, Mr. Wiegel agreed to assume any and all liabilities which may be related to the Pepper Hope mineral claim.

NOTE 3. CAPITAL STOCK

On March 6, 2007, the Company received $5,500 from its founders for 34,953,602 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 thereunder. The Company sold 15,856,224 shares of its $0.001 par value common stock at a price of $0.00118 per share for $18,713 in cash. On May 6, 2010, the Company sold 311,405 shares of its $0.001 par value common stock at a price of $0.03 per share for $9,800 in cash.

Following his appointment as sole officer and director on August 26, 2008, Mr. Alan Shinderman purchased 4,766,400 shares of the Company's $0.001 par value common stock at a purchase price of $0.00157 per share for $7,500 in cash. The Company also canceled 15,888,000 shares of its common stock in connection with the spin-off of certain mineral properties as described in Note 2.

As part of the reorganization in November 2009, the Company's attorney forgave $61,269 in prior accounts payable which was contributed to paid-in capital. On November 11, 2009, the Company's board of directors approved a forward split of the Company's common stock on the basis of 6.3552 shares for each share issued and outstanding, payable upon surrender of old certificates. The forward split was approved by FINRA effective December 13, 2009. All share and per share data has been adjusted to reflect such split.

On May 20, 2010, the Company amended its Articles of Incorporation to increase its authorized common shares to 400,000,000. Par value remains at $.001. Also, during the fiscal year ended July 31, 2010, the Company issued 3,450,000 common shares at valued at $460,000 to four consultants for investor relation contracts for services to be rendered for periods ranging from three to six months. Prepaid consulting of $155,179 was recorded at July 31, 2010, representing the value of future services to be provided to the Company under these contracts. $304,821 was expensed during fiscal year ended July 31, 2010, and $155,179 was expensed during fiscal year ended July 31, 2011 in connection with these contracts.

In October 2010, the Company issued 18,000,000 common shares to Company officers and directors for services rendered. The shares were valued at $18,000.

On April 3, 2012, the Company sold 1,250,000 shares of its $0.001 par value common stock at a price of $0.02 per share for $25,000 cash. On April 11, 2012, the Company sold 500,000 shares of its $0.001 par value common stock at a price of $0.02 per share for $10,000 cash. On June 5, 2012, the Company sold 2,000,000 shares of its $0.001 par value common stock at a price of $0.0225 per share for $45,000 cash.

NOTE 4. SHAREHOLDER LOANS

A shareholder made loans to the Company totaling $20,055 during the fiscal year ended July 31, 2010. The loans are unsecured, due on demand, bear no interest, and have no specified terms of repayment. Repayments totaling $9,500 were made during the fiscal year ended July 31, 2012.

GOLDSPAN RESOURCES, INC.
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NOTES TO THE FINANCIAL STATEMENTS
JULY 31, 2012

NOTE 5. SUBSEQUENT EVENTS

On March 26, 2012, the board of directors appointed the following new officers and directors:

· David Hedderly-Smith – Chief Executive Officer and Chairman of the Board
· Robert W. George II – Director and President
· James McLaughlin – Director, Chief Financial Officer, and Treasurer
· David Saykally – Director and Secretary

Concurrently, Robert W. George II resigned as CEO and as the Chairman of the Board.

On December 5, 2012, the board of directors appointed the following new officers and directors:

· Phillip L. Allen – Director and President
· Iain Stewart – Director, Secretary, Treasurer, and acting Chief Financial Officer
· Robert Carey – Director and Vice President of Marketing
· Robert Ruby – Director

Following these appointments, the board accepted the resignations of Robert W. George II as President and Director, James McLaughlin CFO, Director and Treasurer, and David Saykally as Director and Secretary.

On April 5, 2012, Goldspan entered into a non-binding letter of intent with Alix Resources Corp. (“Alix”) for the potential purchase of an option to acquire a 60% ownership interest in certain mineral properties known as the “Golden Zone Property” located in the State of Alaska (the “Property”). The Property is located along the south flank of the Alaska Range 15 miles west of the Parks Highway, approximately halfway between the cities of Anchorage and Fairbanks. Alix has the existing option on the Property (the “Underlying Option”) which was entered into in September of 2010 with Hidefield Gold Inc. and Mines Trust Company (collectively the "Owners") whereby Alix can earn up to a 70% interest in the Property.

The letter of intent contemplates the sale of an option to us which, when exercised in conjunction with the Underlying Option held by Alix, will result in our ownership of 60% of the Property, with Alix retaining 10% ownership.

The letter of intent was to expire on May 15, 2012 provided no definitive agreement was reached between the Parties. On June 22, 2012, Alix and Goldspan agreed to extend the May 15, 2012 deadline to July 15, 2012. On July 16, 2012, the letter of intent was further extended to July 25, 2012. On August 7, 2012, the agreement was extended to August 31, 2012, and a non-refundable deposit of $35,000 was paid. On December 7, 2012, the letter of intent was further extended, and the following payment schedule was agreed to: a series of three $100,000 (Canadian dollars) payments due December 31, 2012; January 31, 2013; and February 28, 2013. Goldspan also agreed to reimburse Alix no later than February 28, 2013 for costs totaling approximately $203,700 relating to the Gold Zone property. Goldspan also agreed to reimburse Alix $76,811, for amounts due under the Underlying Option. In consideration of Alix granting this extension, Goldspan issued 5,000,000 common shares in December, 2012.

In accordance with ASC 855-10, the Company’s management has analyzed its operations through the date on which the financial statements were issued, and has determined it does not have any material subsequent events to disclose other than those discussed above.

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NOTES TO THE FINANCIAL STATEMENTS
JULY 31, 2012

NOTE 6. LIQUIDITY AND GOING CONCERN

Goldspan Resources has not generated any revenues, has negative working capital, and has suffered losses from operations. These factors create substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustment that might be necessary if the Company is unable to continue as a going concern.

The ability of Goldspan Resources to continue as a going concern is dependent on the Company generating cash from the sale of its common stock and/or obtaining debt financing and attaining future profitable operations or acquiring or merging with a profitable company. Management's plans include selling its equity securities and obtaining debt financing to fund its capital requirements; however, there can be no assurance the Company will be successful in these efforts.

NOTE 7. COMMITMENTS AND CONTINGENCIES

The Company neither owns nor leases any real or personal property. An officer has provided office services without charge. There is no obligation for the officer to continue this arrangement. Such costs are immaterial to the financial statements and accordingly are not reflected herein. The officers and directors are involved in other business activities and most likely will become involved in other business activities in the future.

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, 2012.

Item 9A(T). Controls and Procedures

As required by Rule 13a-15 under the Securities Exchange Act of 1934, we have carried out an evaluation of the effectiveness of our disclosure controls and procedures as of the end of the fiscal year ended July 31, 2012. This evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer.

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 Securities Exchange Act of 1934 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 controls and procedures designed to ensure that information required to be disclosed in our company's reports filed under the Securities Exchange Act of 1934 is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Based upon that evaluation, including our Chief Executive Officer and Chief Financial Officer, we have concluded that our disclosure controls and procedures were ineffective as of the end of the period covered by this annual report.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934). Management has assessed the effectiveness of our internal control over financial reporting as of July 31, 2012 based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. As a result of this assessment, management concluded that, as of July 31, 2011, our internal control over financial reporting was not effective. Our management identified the following material weaknesses in our internal control over financial reporting, which are indicative of many small companies with small staff: (i) inadequate segregation of duties and effective risk assessment; and (ii) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of both US GAAP and SEC guidelines.

We plan to take steps to enhance and improve the design of our internal control over financial reporting. During the period covered by this annual report on Form 10-K, we have not been able to remediate the material weaknesses identified above. To remediate such weaknesses, we hope to implement the following changes: (i) appoint additional qualified personnel to address inadequate segregation of duties and ineffective risk management; and (ii) adopt sufficient written policies and procedures for accounting and financial reporting. The remediation efforts set out in (i) and (ii) are largely dependent upon our securing additional financing to cover the costs of implementing the changes required. If we are unsuccessful in securing such funds, remediation efforts may be adversely affected in a material manner.

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 an exemption for non-accelerated filers set forth in Section 989G of the Dodd-Frank Wall Street Reform and Consumer Protection Act.

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, 2012 and their present positions.

Name	Age	Office(s) held
David Hedderly-Smith	64	Chairman of the Board and CEO
Phillip L. Allen	63	President and Director
Iain Stewart	63	Vice President of Strategic Planning and Director
Robert Carey	46	Vice President of Marketing and Director
Ron Ruby	46	Director

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

David Hedderly-Smith, Ph.D., P. Geo ., CEO and Chairman of the Board, has nearly 40 years of varied experience in the minerals exploration industry. Since the early 1970s, he has worked as a staff exploration geologist for major mining companies and junior exploration companies, a state regulator (three years as the Deputy Director for Minerals in Alaska's Department of Natural Resources in the 1980s), a consultant, and a property owner.

Since leaving Alaska's government in 1984, he has worked throughout Alaska, the Western United States and Western Canada as a consultant to major and junior mining and energy companies, Alaskan native corporations, and governmental entities on base and precious metal, uranium, specialty metal, coal, tar sands and water projects.

He obtained his MS in geological sciences from the University of Washington in 1975 and his PhD in geology/geochemistry from the University of Utah in 1997. David currently serves as a senior consultant to several Canadian junior exploration companies and is also a director of Alix Resources, a Canadian junior company listed on the TSX-Ventures Exchange.

Phillip Allen was appointed President and Director on December 5, 2012. He has over 25 years of varied experience structuring, staffing, managing and helping to fund start up and development stage companies. He has served as President, CEO and Chairman of fully reporting companies he has helped take public on the Over the Counter Bulletin Board. Since February of 2007, Mr. Allen has served as Founder and President of Strategic Development Partners, a boutique capital consulting firm targeting start-up and development stage companies seeking funding, strategic development planning and marketing assistance. Mr. Allen has, for over two decades, provided leadership to start-up companies as a senior management, founder or consultant. Mr. Allen was involved at the senior management or consulting levels of a number of hi-tech companies that he facilitated taking public through reverse mergers. Mr. Allen has personally facilitated the structuring and start-up planning and funding for numerous clients throughout the United States, as well as the Peoples Republic of China. Mr. Allen, through Strategic Development Partners, has been responsible for the capital structure, staffing, seed/first stage funding and strategic planning for two major networks in China, while providing strategic advice and counsel to its founding officers, directors, consultants and advisors to qualify them to trade on the OTC.BB.

Mr. Allen has a BS and a BA in business, education and philosophy from Central Michigan University (CMU), and MA in General Educational Administration from CMU in 1980 and has completed doctoral work in labor and industrial relations at Michigan State University.

Iain Stewart, PhD was appointed Director and Vice President of Strategic Planning on December 5, 2012. A physicist and mathematician by training, Mr. Stewart brings 32 years of progressive technical and management experience to ensure the success of business clients worldwide. Since 2009, he has worked with Strategic Development Partners to mentor start-up companies in areas of technology and management. Prior to this, from 2006-2009, he was the Principal Technologist at Carrier Access (now Force 10) in developing cell site voice/data compression solutions for mobile carriers. From 2003-2006, Mr. Stewart provided direction, technical support and leadership for regional networks in China and India using a variety of transport solutions including fiber, power line and 4G wireless.

From 1998- 2003, as Director of Wireless at CH2M Hill, he led business case analysis and funding procurement with GE Capital, Bank of America, and Blackstone Associates for regional networks in the U.S., Europe and the Far East for delivery of services over fiber, hybrid fiber-coax and wireless. He then managed their deployment.

Prior to this, beginning in 1987, Mr. Stewart worked for US WEST, initially creating platforms to integrate traditional switching with voice units for a variety of solutions including information gateways, resort booking and E911. In 1991 he moved to the PCS group where he pioneered new data-communications technologies for interference-prone wireless communications. This culminated in helping legitimize CDMA IS.95 as the 2nd North American standard with the TR45.3 committee. As Senior Engineer at US WEST Wireless, he helped deploy its 14-state CDMA-based cellular network and led the development and deployment of all data-related services for messaging, Internet access and integrated wireless/landline voice mail.

Early in his career, Mr. Stewart designed and coded mainframe operating system software and data communications protocols for a variety of projects, particularly in office automation with ICL in the UK, Philips in Holland and Bell Labs in the U.S. Mr. Stewart holds a B.Sc. in Physics and Applied Maths from St Andrews University, a Ph.D. in low-temperature semiconductor technology, an M.Ed. in Education and an M.S. in Systems Analysis and Design.

Robert Carey was appointed Director and Vice President of Marketing on December 5, 2012. For the last decade, Mr. Carey has been a strategic consultant and principal partner for several start-up projects, with a heavy focus on environmentally friendly technologies and products. Over his career Mr. Carey has been responsible for raising several million dollars in investment capital. He has also helped pioneer several new technologies in heavy metal extraction and waste cleanup. With a thorough background in computer systems and software, Mr. Carey has been able to turn his knowledge to advantage in devising ways of automating existing manual processes.

Mr. Carey currently has a network of clients and former clients throughout the globe, maintaining an excellent record of integrity and follow-through. Through his research and investigative efforts, Mr. Carey has consistently provided key solutions which have helped many of his clients avoid costly missteps.

Early in his career, Mr. Carey gained valuable financial experience at a Wall Street brokerage house where he honed his skills in evaluating new opportunities in the high-tech arena. Mr. Carey attended NYU and community college for computer science and has had extensive formal and informal training on a variety of computer systems.

Ron Ruby was appointed Director on December 5, 2012. He has over 20 years of experience in the Heavy Equipment Industry. From humble beginnings in the parts warehouse, quickly moving up through Sales/Rental Management for the same dealership in Montana, to managing an excavation company in Wyoming, to starting his own heavy equipment sales and rental company, Equipment Trucks, Inc. ("ETI") in 2002, he understands how to motivate staff at every level to maintain the highest levels of customer satisfaction. Currently, he services a number of mining clients both domestically and internationally. As a result, Mr. Ruby and his team have grown ETI from a small, local equipment dealer to a company that has repeat customers across the United States as well as in all corners of the world.

His knowledge and relationships in the heavy equipment industry, as well as his experience building and managing large construction and heavy equipment companies, will serve Goldspan well as it readies itself for actual production of gold and other precious minerals.

There are no family relationships among any of our current or former directors or executive officers.

Directors

Our bylaws authorize no less than one (1) director. We currently have five Directors including the Chairman of the Board.

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 the Company to become directors or executive officers.

Involvement in Certain Legal Proceedings

To the best of our knowledge, during the past ten 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.

Committees of the Board

We do not currently have a compensation committee, executive committee, or stock plan committee.

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 interacts with the independent accountants to discuss issues related to financial reporting. In addition, the Board reviews the scope and results of the audit with the independent accountants, reviews with management and the independent accountants our annual operating results, considers the adequacy of our internal accounting procedures and considers other auditing and accounting matters including fees to be paid to the independent auditor and the performance of the independent auditor. Our Board of Directors, which performs the functions of an audit committee, does not have a member who would qualify as an "audit committee financial expert" within the definition of Item 407(d)(5)(ii) of Regulation S-K.

Nomination Committee

Our Board of Directors does not maintain a nominating committee. As a result, no written charter governs the director nomination process. Our size and the size of our Board, at this time, do not require a separate nominating committee.

When evaluating director nominees, our directors consider the following factors:

- The appropriate size of our Board of Directors;
- Our needs with respect to the particular talents and experience of our directors;
- The knowledge, skills and experience of nominees, including experience in finance, administration or public service, in light of prevailing business conditions and the knowledge, skills and experience already possessed by other members of the Board;
- Experience in political affairs;
- Experience with accounting rules and practices; and
- The desire to balance the benefit of continuity with the periodic injection of the fresh perspective provided by new Board members.

Our goal is to assemble a Board that brings together a variety of perspectives and skills derived from high quality business and professional experience. In doing so, the Board will also consider candidates with appropriate non-business backgrounds.

Other than the foregoing, there are no stated minimum criteria for director nominees, although the Board may also consider such other factors as it may deem are in our best interests as well as our stockholders. In addition, the Board identifies nominees by first evaluating the current members of the Board willing to continue in service. Current members of the Board with skills and experience that are relevant to our business and who are willing to continue in service are considered for re-nomination. If any member of the Board does not wish to continue in service or if the Board decides not to re-nominate a member for re-election, the Board then identifies the desired skills and experience of a new nominee in light of the criteria above. Current members of the Board are polled for suggestions as to individuals meeting the criteria described above. The Board may also engage in research to identify qualified individuals. To date, we have not engaged third parties to identify or evaluate or assist in identifying potential nominees, although we reserve the right in the future to retain a third party search firm, if necessary. The Board does not typically consider shareholder nominees because it believes that its current nomination process is sufficient to identify directors who serve our best interests.

Code of Ethics

As of July 31, 2012, 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.

Item 11. Executive Compensation

Compensation Discussion and Analysis

Currently, our compensation system consists only of limited cash compensation paid to those officers and directors who are primarily responsible for the daily operations of the company. The objective of the cash compensation paid by the company is to provide fair reimbursement for the time spent by our executive officers to the extent feasible within the financial constraints faced by our developing business.

Summary Compensation Table

The table below summarizes all compensation awarded to, earned by, or paid to our former or current executive officers for the fiscal years ended July 31, 2012 and 2011.

SUMMARY COMPENSATION TABLE

Name and principal position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Vincent J. Franzone, former CEO, President & Director	2011 2012	0 0	0 0	10,000 0	0 0	0 0	0 0	0 0	10,000 0
Fred W. Jackson, former COO & Director	2011 2012	0 0	0 0	5,000 0	0 0	0 0	0 0	0 0	5,000 0
John Baird, former Chairman and former CEO	2011 2012	0 0	0 0	3,000 0	0 0	0 0	0 0	0 0	3,000 0
Robert W. George, former President and Director	2011 2012	n/a 0	n/a 0	n/a 0	n/a 0	n/a 0	n/a 0	n/a 0	n/a 0
James McLaughlin, former CFO	2011 2012	n/a 0	n/a 0	n/a 0	n/a 0	n/a 0	n/a 0	n/a 0	n/a 0
David Saykally, former Secretary	2011 2012	n/a 0	n/a 0	n/a 0	n/a 0	n/a 0	n/a 0	n/a 0	n/a 0
David Hedderly-Smith, Chairman And CEO	2011 2012	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0
Phillip Allen, President and Director	2011 2012	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a
Iain Stewart, Vice President and Director	2011 2012	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a
Robert Carey, Vice President and Director	2011 2012	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a

Narrative Disclosure to the Summary Compensation Table

We have not entered into any employment agreements or consulting agreements with our executive officers. There are no arrangements or plans in which we provide pension, retirement or similar benefits for executive officers. Our executive officers currently do not receive any regular fixed compensation.

Outstanding Equity Awards at Fiscal Year-End

The table below summarizes all unexercised options, stock that has not vested, and equity incentive plan awards for each named executive officer as of July 31, 2012.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

	OPTION AWARDS					STOCK AWARDS			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Shares of Stock That Have Not Vested (#)	Market Value of Shares or Shares of Stock That Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Shares or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Shares or Other Rights That Have Not Vested (#)
David Hedderly-Smith	0	0	0	0	0	0	0	0	0
Robert W. George II, former officer	0	0	0	0	0	0	0	0	0
James McLaughlin former officer	0	0	0	0	0	0	0	0	0
David Saykally former officer	0	0	0	0	0	0	0	0	0

Compensation of Directors Table

The table below summarizes all compensation paid to our directors for our last completed fiscal year ended July 31, 2012.

DIRECTOR COMPENSATION

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Non-Qualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
David Hedderly-Smith	0	0	0	0	0	0	0
Robert W. George, former director	0	0	0	0	0	0	0
Vincent J. Franzone, former director	0	0	0	0	0	0	0
Fred W. Jackson, former director	0	0	0	0	0	0	0
John Baird, former director	0	0	0	0	0	0	0

Narrative Disclosure to Compensation of Directors Table

We do not pay any compensation to our directors at this time.

Stock Option Plans

We have not adopted any stock option or incentive plans.

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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 December 27, 2012 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 73,699,631 Shares of Common Stock issued and outstanding as of December 27, 2012.

Title of Class	Name and address of beneficial owner	Number of Shares of Common Stock	Percentage of Common Stock (1)
Common	David Hedderly-Smith 7533 Pinebrook Road Park City, UT 84098	5,499,994	7.46%
Common	Phillip L. Allen 836 Fernbrook Court Vacaville, CA 95687	0	0
Common	Iain Stewart 836 Fernbrook Court Vacaville, CA 95687	0	0
Common	Robert Carey 836 Fernbrook Court Vacaville, CA 95687	0	0
Common	Ron Ruby 836 Fernbrook Court Vacaville, CA 95687	0	0
Common Stock	**All Officers and Directors as a Group**	**5,499,994**	**7.46%**
Common Stock	**5% Shareholders**		
Common	Alix Resources Corp. 780 W. Ponder St. #1220 Vancouver, B.C. V6C 1H2 Canada	5,000,000	6.78%
Common	L.S., LLC [1] 708 Capitol Ave Cheyenne, WY 82007	15,634,189	21.21%
Nancy Pavis	44 Harned Drive Centerpoint, NY 11721	4,700,002	6.38%

[1] Richard Carey is the Managing Director of L.S., LLC and, in that capacity, has the authority to direct investment and voting decisions with regard to its shares of common stock. The amount of shares shown for L.S., LLC includes 10,000,000 shares acquired in a private transaction from Vincent Franzone which have not been formally transferred, 3,300,000 shares acquired in private transactions from Michael Arnone which have not been formally transferred, and 12,600 shares held in street name.

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. David Hedderly-Smith currently serves as a director of Alix Resources Corp. As discussed above, we are party to a letter of intent with Alix Resources Corp. regarding the potential purchase of an option to acquire a 60% ownership interest in certain mineral properties known as the “Golden Zone Property” located in the State of Alaska.

Director Independence

We are not a “listed issuer” within the meaning of Item 407 of Regulation S-K and there are no applicable listing standards for determining the independence of our directors. Applying the definition of independence set forth in Rule 4200(a)(15) of The Nasdaq Stock Market, Inc., we believe Ron Ruby is an independent director.

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 (prior period audit fee)	Tax Fees	Other Fees (Quarterly Reviews)
2012	$6,250	$0	$0	$3,000
2011	$8,750	$0	$0	$3,000

PART IV

Item 15. Exhibits, Financial Statements Schedules

(a) Financial Statements and Schedules

The following financial statements and schedules listed below are included in this Form 10-K.

Financial Statements (See Item 8)

Exhibit Number	Description
3.1	Articles of Incorporation [(1)]
3.2	Bylaws [(1)]
23.1	Consent of Silberstein Ungar, PLLC, Certified Public Accountants
31.1	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
31.2	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
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
99.1	Letter of Intent with Alix Resources Corp. [(2)]
99.2	Letter Agreement dated August 7, 2012 re extension of Letter of Intent with Alix Resources Corp. [(3)]
99.3	Letter Agreement dated November 30, 2012 re extension of Letter of Intent with Alix Resources Corp.

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

(2) Incorporated by reference to Current Report on Form 8-K filed April 25, 2012.

(3) Incorporated by reference to Annual Report on Form 10-K filed August 23, 2012.

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/ David Hedderly-Smith
David Hedderly-Smith
Chief Executive Officer,
and Director
December 31, 2012

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/ David Hedderly-Smith
David Hedderly-Smith
Chief Executive Officer
and Director
December 31, 2012

By: /s/ Iain Stewart
Iain Stewart
Chief Financial Officer, Treasurer
Secretary and Director
December 31, 2012

By: /s/ Phillip Allen
Phillip Allen
President and Director
December 31, 2012

By: /s/ Ron Ruby
Ron Ruby
Director
December 31, 2012

CERTIFICATIONS

I, David Hedderly-Smith, certify that;

1. I have reviewed this annual report on Form 10-K for the year ended July 31, 2012 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; and

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: December 31, 2012

/s/ David Hedderly-Smith
By: David Hedderly-Smith
Title: Chief Executive Officer

CERTIFICATIONS

I, Iain Stewart, certify that;

1. I have reviewed this annual report on Form 10-K for the year ended July 31, 2012 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; and

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: December 31, 2012

/s/ Iain Stewart
By: Iain Stewart
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 annual Report of Goldspan Resources, Inc. (the "Company") on Form 10-K for the year ended July 31, 2012 filed with the Securities and Exchange Commission (the "Report"), I, David Hedderly-Smith, Chief Executive Officer of the Company, and I, Iain Stewart, Chief Financial 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/ David Hedderly-Smith
Name: David Hedderly-Smith
Title: Principal Executive Officer, Principal Financial Officer and Director
Date: December 31, 2012

By: /s/ Iain Stewart
Name: Iain Stewart
Title: Principal Financial Officer
Date: December 31, 2012

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

ALIX RESOURCES CORP.
Suite 1220 - 789 West Pender Street
Vancouver. BC, V6C IH2
Tel: (604) 683-3995 Fax: (604) 683-3988

November 30, 2012

GOLDSPAN RESOURCES INC.
836 Fembrook Court
Vacaville, CA 95687

RE: GOLDEN ZONE PROPERTY

We refer to the letter agreement dated April 5, 2012 between Alix Resources Corp. ("Alix") and Goldspan Resources Inc., ("Goldspan") as amended by letters dated June 22, 2(H2, July 16, 2012, August 7, 2012 and August 31, 2012 (the "Agreement").

The non-refundable deposit 0[$35,000 USD is confirmed as having been received by Alix.

As discussed, the parties hereby agree that the amount of CAD $300,000 which was due upon execution of the Definitive Agreement as set forth in Subsection 2 (a) of the Agreement shall now be payable to Alix by wire transfer or bank draft as follows:

a. CAD $100,000 on or before December 31, 2012;
b. CAD $100,000 on or before January 31, 2013; and
c. CAD $100,000 on or before February 28, 2013.

Goldspan also agrees to reimburse Alix no later than February 28, 2013, for all costs in maintaining the Golden Zone property from April 1, 2012, to November 30,2012 including:

1. 2012 Golden Zone Anchorage Apartment & Storage Costs (approx. US $5,699.52);
2. 2012 Golden Zone Labor & Crew Contract Expenses (approx. US $19,450.00);
3. 2012 Golden Zone Crew Expenses (approx. US $3,368.17);
4. 2012 Golden Zone Water Sampling Contractors' Costs (approx. US $63,180.83);
5. 2012 Golden Zone Other Contractors (approx. US $2,632.50);
6. 2012 Golden Zone State of Alaska Rental Payments (approx. US $66,4:tlO.OO);
7. 2012 Golden Zone Underlying-Owner Cash Payments (approx. US $\0,000.00);
8. 2012 Golden Zone Underlying Owner Stock Payments (approx, CAD $123,188.66);

totaling approximately US $203,700, as per the attached Schedule A. (These payments have mostly been made by David Hedderly-Smith, with Alix guaranteeing the majority of them. Goldspan will make this payment to Alix, and Alix will reimburse Hedderly-Smith. Alix will provide full back-up for these charges to Goldspan.)

Goldspan also agrees to reimburse Hidefield Gold US $46,086.80 and Mines Trust US $30,724.54 to bring their 2012 stock property payments to the $100,000 level as anticipated in the original September 29, 2010, Alix-Hidefield-Mines Trust Option Agreement for the Golden zone property.

In consideration of Alix granting this extension, Goldspan shall issue to Alix 5,000,000 shares of common stock of Goldspan on or before December 7, 2012.

Except as expressly modified by this letter, the parties acknowledge and agree that the terms and conditions of the Agreement shall remain in full force and effect.

This letter may be signed in counterpart by facsimile or by PDF scan (transmitted electronically), each of which will be considered an original. and together will be considered one document.

We look forward to working with you and proceeding with the transactions contemplated herein.

Sincerely.
ALIX RESOURCES CORP.

/s/ Authorized Signatory
Per Authorized Signatory

CEO
Title
Acknowledged and agreed to by Goldspan this 7 th day of December, 2012.

GOLDSPAN RESOURCES INC.

/s/ Authorized Signatory
Per Authorized Signatory

President
Title

Schedule A. 2012 Golden Zone Costs to Maintain Property

Date	Item	Cost	Total
2012 Golden Zone Anchorage Apartment & Equipment Storage Cost			
4/9/2012	Anchorage self-storage monthly payment	$69.00	
4/30/2012	33% of Anchorage April apartment rent (33/67 • GSPN/FMM)	$643.44	
5/9/2012	Anchorage self-storage monthly payment	$69.00	
5/30/2012	33% of Anchorage May apartment rent (33/67 - GSPN/FMM)	$643.44	
6/9/2012 unpaid	Anchorage self-storage monthly payment	$69.00	
	33% of Anchorage June apartment rent (33/67 • GSPN/FMM)	$643.44	
7/9/2012 unpaid	Anchorage self-storage monthly payment	$69.00	
	33% of Anchorage July apartment rent (33/67 - GSPN/FMM)	$643.44	
8/9/2012 unpaid	Anchorage self-Storage monthly payment	$69.00	
	33% of Anchorage August apartment rent (33/67 - GSPN/FM	$643.44	
9/9/2012 unpaid	Anchorage self-storage monthly payment	$69.00	
	33% of Anchorage September apartment rent (33/67 • GSPN/FMM)	$643.44	
10/9/2012 unpaid	Anchorage self-storage monthly payment	$69.00	
	33% of Anchorage October apartment rent (33/67 • GSPN/FMM)	$643.44	
11/9/2012 unpaid	Anchorage self-storage monthly payment	$69.00	$5,699.52
	33% of Anchorage November apartment rent (33/67 • GSPN/FM	$643.44	
2012 Golden Zone labor & Crew Contract Expenses			
7/7/2012	Mike Cox	$6,800.00	
7/26/2012	Al Mathews	$4,550.00	
10/3/2012	Al Matthews @ $500/mo April - July	$2,000.00	
still due:	Mike COX WIT, FICA & Medicare	$2,500.00	
unpaid	Al Matthews @ $500/mo August – December	$2,500.00	
unpaid	Jon Boswell -$500.00	$500.00	
unpaid	Joe Goshorn-Maroney -$600.00	$600.00	$19,450.00
2012 Golden Zone Crew Expense			
4/19/2012	bus fare for Joe Goshorn-Maroney (B'ham to SeaTac to B'ham)	$63.00	
4/19/2012	airfare for Joe Goshorn-Maroney (SeaTac to SLC to SeaTac)	$261.60	
6/13/2012	Dawn MacCallum SEA-ANC air ticket	$542.20	
6/16/2012	Mike Cox (airfare OAL-ANC)	$858.00	
7/5/2012	Mike Cox (Alaska expenses)	$786.87	
7/7/2012	Mike Cox (airfare ANC-DAL)	$856.50	$3,368.17
2012 Golden Zone Water Sampling Contractors' Costs			
8/4/2012	June - Ace Flyers (helicopter)	$5,378.06	
8/16/2012	June' Three Paramester Plus (water sampling)	$9,323.30	
8/21/2012	June· SGS labs (water analyses)	$10,865.50	
8/4/2012	August – Ace Flyers (helicopter)	$2,984.70	
10/26/2012	August & Sept - Three Parameters plus (water sampling)	$7,125.56	
10/26/2012	August SGS Labs (water analyses)	$6,927.50	
unpaid	October· Ace Flyers (helicopter)	$2,948.71	
unpaid	October· Three Parameters plus (water sampling)	$5,627.50	
unpaid	October· SGS labs (water analyses) (est. $7,000)	$7,000.00	
unpaid	Three Parameters Plus final 2012 report (est. $5,000)	$5,000.00	$63,180.83
2012 Golden Zone Other Contractors			
unpaid	Paul S Glavinovich (Gap Study Draft RFP)	$2,632.50	
unpaid	Hawley resource Group (2012 costs)	$9,755.89	$12,388.39
2012 Golden Zone State of Alaska Rent Payments			
11/19/2012	Uplands Mining Lease	$12,410.00	
11/19/2012	40 ac. Staging Area Lease	$3,850.00	
11/19/2012	Cohio claims	$3,640.00	
11/26/2012	Main block of claims	$46,520.00	$66,420.00
2012 Golden Zone Underlying Owner Cash payments			
10/27/2012	Payment to Hidefield Gold	$6,000.00	
10/27/2012	Payment to Mines Trust	$4,000.00	$10,000.00
2012 Golden Zone Underlying Owner Stock Payments			
10/27/2012	Value of Alix stock to Hidefield Gold	$13,913.20	
10/27/2012	Value of Alix stock to Mines Trust	$9,275.46	$23,188.66