

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, 2013

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)

26-3342907

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

6452 E. Mineral Place, Centennial, CO

(Address of principal executive offices)

80112

(Zip Code)

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

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 fiscal year end. **\$4,022,482 as of July 31, 2013**

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. **80,449,631 as of May 13, 2014**

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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 contemplated the sale of an option to us which, when exercised in conjunction with the Underlying Option held by Alix, would 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 contemplated that we would 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 was required to notify the Owners of the Property of the letter of intent. Upon exercise of our option, the Owners would 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 was non-binding and was 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 August 7, 2012, the agreement was further 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. We also agreed to reimburse Alix no later than February 28, 2013 for costs totaling approximately \$203,700 relating to the Property. We also agreed to reimburse Alix \$76,811, for amounts due under the Underlying Option. In consideration of Alix granting this extension, we issued 5,000,000 common shares in December, 2012 at a valuation of \$100,000.

We defaulted on the agreed to series of \$100,000 payments that were to commence December 31, 2012.

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Subsequently, on May 21, 2013, we entered into an Agreement to Extend the Letter of Intent with Alix (the “Extension Agreement”). The Extension Agreement provided as follows:

1. We would provide a nonrefundable payment in the amount of \$25,000 to Alix Resources no later than May 31, 2013. Upon receipt of the \$25,000, Alix would surrender 500,000 shares of the total 5,000,000 shares our common stock issued in December 2012 as a part of the previous Agreement to Extend the Letter of Intent.
2. We would provide a second payment of \$75,000 to Alix no later than June 30, 2012 as full payment of the terms to extend our option to purchase controlling interest in the Golden Zone properties through Alix Resources Corp. Upon receipt of the second payment in the amount of \$75,000, Alix would surrender an additional 1,000,000 shares of our common stock.
3. During the interim period between the payments set forth above, Alix and Goldspan would modify their plan of operation to acquire controlling interest in Golden Zone on terms which are mutually agreeable to both parties. Tender and acceptance of the second payment outlined above would be contingent upon reaching a mutually acceptable plan for operations and financing of the Golden Zone mineral project.
4. In the event that Alix was offered another desirable financial and business partner opportunity with regard to the Golden Zone properties during this interim period, Alix would have the right to contract with another partner with no penalty or recourse by either Alix or Goldspan. In that event, we would retain the 500,000 shares of our common stock surrendered by Alix, Alix would retain the initial \$25,000 payment, and we would be released from any obligation to pay the second payment of \$75,000 upon written notice within ten business days of Alix’s receiving a more desirable offer.

The \$25,000 that was due to Alix by before May 31, 2013 under the Extension Agreement was not paid. Consequently we were in default of the extension agreement and the terms of the Letter of Intent and all extensions thereon are null and void. There are no other discussions to further extend the Letter of Intent and we have no indications that there will be any successful resolutions as the cancellation of the Letter of Intent terminates any interest the Company had in Alix's option position to the Golden Zone property.

On March 4, 2013, we entered into a non-binding Letter of Intent (the “LOI”) with Equipment & Trucks Inc. (“ETI”) a privately held heavy equipment sales and rental company located in Loveland, Colorado, for the option to purchase an 80% ownership interest in ETI.

The LOI provided for the following transactions:

- We agreed to issue one million (1,000,000) shares of common stock as a good faith deposit toward the contemplated acquisition
- We agreed to use our best efforts to secure a line of credit for ETI in the amount of \$1.5 million by March 31, 2013
- We agreed to use our best efforts to increase the line of credit secured for ETI to a total amount of \$5 million by September 30, 2013
- We agreed to use our best efforts to increase the line of credit secured for ETI to a total amount of \$10 million by December 31, 2013
- Upon ETI’s receipt of a line of credit in the amount of \$5 million, and no later than December 31, 2013, the parties would enter into a definitive share exchange agreement regarding the proposed acquisition.

Under the terms of a Notice of Default dated April 30, 2013, we have cancelled the LOI with ETI and we and ETI have mutually released one another from any further liability or obligations under the LOI.

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. 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, 2013		
Quarter Ended	High \$	Low \$
July 31, 2013	\$.09	\$.05
April 30, 2013	\$.125	\$.05
January 31, 2013	\$.09	\$.05
October 31, 2013	\$.13	\$.05

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

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 May 13, 2014 we had 80,449,631 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

1. We issued 3,500,000 shares of common stock on August 30, 2012 to David Hedderly-Smith for a cash price of \$35,000.
2. We issued 5,000,000 shares of common stock on December 7, 2012 to Alix Resources as compensation valued at \$250,000 for the extension on the Letter of Intent option for the Golden Zone property.
3. We issued 2,000,000 shares of common stock on January 21, 2013 to Philip Allen, the current CEO of the Company for compensation valued at \$160,000.
4. We issued 1,000,000 shares of common stock on January 21, 2013 to Iain Stewart, the current CFO and Secretary of the Company for compensation valued at \$80,000.
5. We issued 2,500,000 shares of common stock to LS, LLC under the terms of a consulting agreement dated December 24, 2012 at a value of \$175,000, and,
6. We issued 1,250,000 shares of common stock to Richard E. Barsom under the terms of a consulting agreement dated March 19, 2013 at a value of \$150,000.

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, 2013 and 2012, and the period from inception (March 2, 2007) through July 31, 2013

We have not had any revenues since the inception of our business and we earned no revenues during the fiscal year ended July 31, 2013. We incurred expenses and a net loss in the amount of \$1,055,677 for the fiscal year ended July 31, 2013. Our expenses during the fiscal year ended July 31, 2013 consisted primarily of \$344,745 for investor relations, \$10,450 for accounting fees, \$11,150 for auditing fees, \$33,055 for legal fees, \$315,000 for option fees, management fees of \$326,164, interest expense of \$6,720 and other general and administrative costs of \$8,393.

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.

Our cumulative net loss for the period from inception (March 2, 2007) through July 31, 2013 was \$1,745,832.

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

Liquidity and Capital Resources

As of July 31, 2013, we had \$142 in current assets consisting entirely of cash, and we had current liabilities of \$231,192 consisting of loans payable of \$130,013 (including \$20,013 payable to shareholders), accounts payable of \$26,959, accrued management fees of \$67,500, and accrued interest of \$6,720. Thus, as of July 31, 2013 we had a working capital deficit of \$231,050.

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 operating losses of \$1,740,112 and cumulative net losses of \$1,745,832 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 policies” in the Management Discussion and Analysis. The SEC indicated that a “critical accounting policy” is one which is both important to the portrayal of a company’s financial condition and results, and requires management’s most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. We 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 Jubilee Venture proposed equipment acquisitions.

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, 2013, 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:

[F-1 Report of Report of Independent Registered Public Accounting Firm](#)

[F-2 Balance Sheets as of July 31, 2013 and 2012;](#)

[F-3 Statements of Operations for the years ended July 31, 2013 and 2012, and from inception on March 2, 2007 through July 31, 2013;](#)

[F-4 Statement of Stockholders’ Equity \(Deficit\) as of July 31, 2013;](#)

[F-5 Statements of Cash Flows for the years ended July 31, 2013 and 2012, and from inception on March 2, 2007 through July 31, 2013;](#)

[F-6 Notes to Financial Statements](#)

Report of Independent Registered Public Accounting Firm

To the Board of Directors
Goldspan Resources, Inc.
Lakewood, Colorado

We have audited the accompanying balance sheets of Goldspan Resources, Inc., a Nevada Corporation, as of July 31, 2013 and 2012, 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, 2013. 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, 2013 and 2012 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, 2013, 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 9 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 9. 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
April 30, 2014

GOLDSPAN RESOURCES, INC.
(An Exploration Stage Company)
BALANCE SHEETS
AS OF JULY 31, 2013 AND 2012

ASSETS	<u>July 31, 2013</u>	<u>July 31, 2012</u>
Current Assets		
Cash and cash equivalents	\$ 142	\$ 727
TOTAL ASSETS	<u>\$ 142</u>	<u>\$ 727</u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities		
Accounts payable	\$ 26,959	\$ 3,142
Accrued expenses	74,220	—
Notes payable	110,000	—
Shareholder loans	20,013	22,958
Total Liabilities	<u>231,192</u>	<u>26,100</u>
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock - \$.001 par value, 10,000,000 shares authorized, -0- shares issued and outstanding	0	0
Common stock - \$.001 par value; 400,000,000 shares authorized; 80,499,631 shares issued and outstanding (65,199,631 – 2012)	80,450	65,200
Additional paid-in capital	1,434,332	599,582
Deficit accumulated during the exploration stage	(1,745,832)	(690,155)
Total Stockholders' Equity (Deficit)	<u>(231,050)</u>	<u>(25,373)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	<u>\$ 142</u>	<u>\$ 727</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, 2013 AND 2012
FOR THE PERIOD FROM MARCH 2, 2007 (INCEPTION) TO JULY 31, 2013

	For the Year Ended July 31, 2013	For the Year Ended July 31, 2012	For the Period from March 2, 2007 (Inception) to July 31, 2013
REVENUES	\$ —	\$ —	\$ —
OPERATING EXPENSES			
Management fees	326,164	—	363,043
Professional fees	401,944	44,396	1,041,089
Option fees	315,000	—	315,000
General and administrative	5,849	1,138	20,980
TOTAL OPERATING EXPENSES	<u>1,048,957</u>	<u>45,534</u>	<u>1,740,112</u>
LOSS FROM OPERATIONS	(1,048,957)	(45,534)	(1,740,112)
OTHER INCOME (EXPENSE)			
Interest expense	(6,720)	—	(6,720)
Gain on extinguishment of debt	—	—	1,000
TOTAL OTHER INCOME (EXPENSE)	<u>(6,720)</u>	<u>—</u>	<u>(5,720)</u>
LOSS BEFORE PROVISION FOR INCOME TAXES	(1,055,677)	(45,534)	(1,745,832)
PROVISION FOR INCOME TAXES	—	—	—
NET LOSS	<u>\$ (1,055,677)</u>	<u>\$ (45,534)</u>	<u>\$ (1,745,832)</u>
LOSS PER SHARE: basic and diluted	<u>\$ (0.02)</u>	<u>\$ (0.00)</u>	
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING: basic and diluted	<u>75,242,097</u>	<u>62,323,948</u>	

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, 2013

	<u>Common Stock</u>		<u>Additional Paid in Capital</u>	<u>Deficit Accumulated During the Exploration</u>	
	<u>Shares</u>	<u>Amount</u>		<u>Stage</u>	<u>Total</u>
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)
Shares issued for cash	3,500,000	3,500	31,500	—	35,000
Shares issued for option fee	5,000,000	5,000	245,000	—	250,000
Shares issued for services	6,750,000	6,750	558,250	—	565,000
Net loss for the year ended July 31, 2013	—	—	—	(1,055,677)	(1,055,677)
Balance, July 31, 2013	<u>80,449,631</u>	<u>\$ 80,450</u>	<u>\$ 1,434,332</u>	<u>\$ (1,745,832)</u>	<u>\$ (231,050)</u>

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, 2013 AND 2012
FOR THE PERIOD FROM MARCH 2, 2007 (INCEPTION) TO JULY 31, 2013

	<u>For the Year Ended July 31, 2013</u>	<u>For the Year Ended July 31, 2012</u>	<u>For the Period from March 2, 2007 (Inception) to July 31, 2013</u>
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss for the period	\$ (1,055,677)	\$ (45,534)	\$ (1,745,832)
Adjustments to reconcile net loss to net cash used by operating activities:			
Issuance of common stock for services	565,000	—	1,043,000
Issuance of common stock for extension fee	250,000	—	250,000
Changes in operating assets and liabilities:			
Accounts payable	23,817	(24,239)	26,959
Accrued expenses	74,220	—	74,220
Cash flows used in operating activities	<u>(142,640)</u>	<u>(69,773)</u>	<u>(351,653)</u>
CASH FLOWS USED IN INVESTING ACTIVITIES			
	<u>—</u>	<u>—</u>	<u>—</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from notes payable	110,000	—	110,000
Shareholder loans, net	(2,945)	(9,500)	20,013
Contributed capital	—	—	65,269
Common stock issued for cash	35,000	80,000	156,513
Cash flows provided by financing activities	<u>142,055</u>	<u>70,500</u>	<u>351,795</u>
Net increase (decrease) in cash and cash equivalents	(585)	727	142
Cash and cash equivalents – beginning of period	727	—	—
Cash and cash equivalents – end of period	<u>\$ 142</u>	<u>\$ 727</u>	<u>\$ 142</u>
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:			
Cash paid for interest	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>
Cash paid for income taxes	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>
SUPPLEMENTAL NON-CASH INVESTING AND FINANCING ACTIVITIES:			
Common stock issued for services	<u>\$ 565,000</u>	<u>\$ 0</u>	<u>\$ 1,043,000</u>
Shareholder loan converted to contributed capital	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 4,000</u>
Accounts payable converted to contributed capital	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 61,269</u>

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, 2013

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, accrued expenses, notes 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, 2013 and 2012.

	Year Ended July 31, 2013	Year Ended July 31 2012
Income (loss) (numerator)	\$ (1,055,677)	\$ (45,534)
Shares (denominator)	75,242,097	62,323,948
Per share amount	\$ (.02)	\$ (.00)

GOLDSPAN RESOURCES, INC.
(An Exploration Stage Company)
NOTES TO THE FINANCIAL STATEMENTS
JULY 31, 2013

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, 2013 and 2012.

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 6,750,000 common shares valued at \$565,000 issued for services during the fiscal year ended July 31, 2013. There were no common shares issued for services during the fiscal year ended July 31, 2012.

Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized. It is the Company's policy to classify interest and penalties on income taxes as interest expense or penalties expense. As of July 31, 2013, there have been no interest or penalties incurred on income taxes.

GOLDSPAN RESOURCES, INC.
(An Exploration Stage Company)
NOTES TO THE FINANCIAL STATEMENTS
JULY 31, 2013

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.

NOTE 2. INCOME TAXES

As of July 31, 2013, the Company had net operating loss carry forwards that may be available to reduce future years' taxable income through 2033. 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 34% to the net loss before provision for income taxes for the following reasons:

	July 31, 2013	July 31, 2012
Income tax benefit at statutory rate	\$ 359,000	\$ 17,758
Valuation allowance	(359,000)	(17,758)
Income tax expense per books	<u>\$ —</u>	<u>\$ —</u>

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

	July 31, 2013	July 31, 2012
Net operating loss carryover	\$ (628,160)	\$ (269,160)
Valuation allowance	628,160	269,160
Net deferred tax asset	<u>\$ —</u>	<u>\$ —</u>

It is the Company's policy to classify interest and penalties on income taxes as interest expense or penalties expense. As of July 31, 2013, 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.

NOTE 3. ACCRUED EXPENSES

Accrued expenses consisted of the following at July 31:

	2013	2012
Accrued interest	\$ 6,720	\$ —
Accrued management fees	67,500	—
Total accrued expenses	<u>\$ 74,220</u>	<u>\$ —</u>

GOLDSPAN RESOURCES, INC.
(An Exploration Stage Company)
NOTES TO THE FINANCIAL STATEMENTS
JULY 31, 2013

NOTE 4. NOTES PAYABLE

On December 13, 2012, the Company issued a promissory note for \$100,000 to an unrelated party. The note bears interest at 10%, and is unsecured. Principal and interest are due at maturity on December 31, 2014.

On February 28, 2013, the Company issued a promissory note for \$10,000 to an unrelated party. The note bears interest at 10%, and is unsecured. Principal and interest are due at maturity on December 31, 2014.

NOTE 5. 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.

We issued 3,500,000 shares of common stock on August 30, 2012 to David Hedderly-Smith for a cash price of \$35,000.

GOLDSPAN RESOURCES, INC.
(An Exploration Stage Company)
NOTES TO THE FINANCIAL STATEMENTS
JULY 31, 2013

NOTE 5. CAPITAL STOCK (CONTINUED)

We issued 5,000,000 shares of common stock on December 7, 2012 to Alix Resources as compensation valued at \$250,000 for the extension on the Letter of Intent option for the Golden Zone property.

We issued 2,000,000 shares of common stock on January 21, 2013 to Philip Allen, the current CEO of the Company for compensation valued at \$160,000.

We issued 1,000,000 shares of common stock on January 21, 2013 to Iain Stewart, the current CFO and Secretary of the Company for compensation valued at \$80,000.

We issued 2,500,000 shares of common stock to LS, LLC under the terms of a consulting agreement dated December 7, 2012, for compensation valued at \$175,000.

We issued 1,250,000 shares of common stock to Richard E. Barsom under the terms of a consulting agreement dated March 19, 2013, for compensation valued at \$150,000.

The Company has 80,449,631 and 65,199,631 shares of common stock issued and outstanding at July 31, 2013 and July 31, 2012 respectively.

Preferred shares: On July 8, 2013, pursuant to a previously-obtained written consent of the majority of our shareholders, we filed a Certificate of Amendment to our Articles of Incorporation. The Certificate of Amendment amends our articles of incorporation to authorize up to ten million (10,000,000) shares of preferred stock, par value \$0.001 per share.

Out of the ten million (10,000,000) Preferred shares authorized, the Company has authorized a series of Class A Convertible Preferred Stock, consisting of one million (1,000,000) shares, which series shall have the powers, designations, preferences and relative participating, optional and other special rights, and the, limitations and restrictions as defined in the Certificate of Designation filed under the Company's Form 8-K filed as of July 26, 2013.

NOTE 6. RELATED PARTY TRANSACTIONS

Loans

A shareholder made loans to the Company totaling \$20,055 in the year ended July 31, 2010 while another shareholder's (also an officer and director) loan (that was reclassified from accounts payable) of \$12,703 was made with both totaling \$22,203 during the fiscal year ended July 31, 2012. During the year ended July 31, 2013, a shareholder (also an officer and director) made loans from time to time to the Company, totaling \$7,300. The loans are unsecured, due on demand, bear no interest, and have no specified terms of repayment. Repayments totaling \$9,800 and \$10,255 for the years ended July 31, 2012 and July 31, 2013, respectively, were made to pay off the \$20,055 loan made in the year ended July 31, 2010. Balances of \$12,703, and \$7,310 remain on the two outstanding loans at July 31, 2013.

Management Fees

On January 21, 2013, the Company granted 3,500,000 common shares valued at \$240,000 to two officers of the Company for management services. The Company also incurred expenses of an additional \$86,250 to three of its officers for management services during the fiscal year ended July 31, 2013.

GOLDSPAN RESOURCES, INC.
(An Exploration Stage Company)
NOTES TO THE FINANCIAL STATEMENTS
JULY 31, 2013

NOTE 7. OFFICERS AND DIRECTORS

Effective July 19, 2013 Ron Ruby and Robert Carey resigned from all board of directors and officer positions with the Company.

On July 23, 2013, our board of directors voted to accept these resignations.

Also on July 23, 2013, our board of directors voted to appoint David Hedderly-Smith as our new Chief Operating Officer and to appoint Phillip Allen as the replacement for the position of Chief Executive Officer, the position formerly held by David Hedderly-Smith.

NOTE 8. LETTERS OF INTENT

Golden Zone Property: 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 August 7, 2012, the agreement was further 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. We also agreed to reimburse Alix no later than February 28, 2013 for costs totaling approximately \$203,700 relating to the property. We also agreed to reimburse Alix \$76,811 for amounts due under the underlying option. In consideration of Alix granting the extension, we issued 5,000,000 common shares valued at \$250,000 in December 2012.

We defaulted on the agreed to series of \$100,000 payments that were to commence December 31, 2012.

Subsequently, on May 21, 2013, we entered into an Agreement to Extend the Letter of Intent with Alix (the "Extension Agreement"). The Extension Agreement provided as follows:

1. We would provide a nonrefundable payment in the amount of \$25,000 to Alix Resources no later than May 31, 2013. Upon receipt of the \$25,000, Alix would surrender 500,000 shares of the total 5,000,000 shares our common stock issued in December 2012 as a part of the previous Agreement to Extend the Letter of Intent.

GOLDSPAN RESOURCES, INC.
(An Exploration Stage Company)
NOTES TO THE FINANCIAL STATEMENTS
JULY 31, 2013

NOTE 8. LETTERS OF INTENT (CONTINUED)

2. We would provide a second payment of \$75,000 to Alix no later than June 30, 2012 as full payment of the terms to extend our option to purchase controlling interest in the Golden Zone properties through Alix Resources Corp. Upon receipt of the second payment in the amount of \$75,000, Alix would surrender an additional 1,000,000 shares of our common stock.

3. During the interim period between the payments set forth above, Alix and Goldspan would modify their plan of operation to acquire controlling interest in Golden Zone on terms which are mutually agreeable to both parties. Tender and acceptance of the second payment outlined above would be contingent upon reaching a mutually acceptable plan for operations and financing of the Golden Zone mineral project.

4. In the event that Alix was offered another desirable financial and business partner opportunity with regard to the Golden Zone properties during this interim period, Alix would have the right to contract with another partner with no penalty or recourse by either Alix or Goldspan. In that event, we would retain the 500,000 shares of our common stock surrendered by Alix, Alix would retain the initial \$25,000 payment, and we would be released from any obligation to pay the second payment of \$75,000 upon written notice within ten business days of Alix's receiving a more desirable offer.

The \$25,000 that was due to Alix by before May 31, 2013 under the Extension Agreement was not paid. Consequently we were in default of the extension agreement and the terms of the Letter of Intent and all extensions thereon are null and void. There are no other discussions to further extend the Letter of Intent and we have no indications that there will be any successful resolutions as the cancellation of the Letter of Intent terminates any interest the Company had in Alix's option position to the Golden Zone property.

Equipment & Trucks Inc.: On March 4, 2013, we entered into a non-binding Letter of Intent (the "LOI") with Equipment & Trucks Inc. ("ETI") a privately held heavy equipment sales and rental company located in Loveland, Colorado for the option to purchase an 80% ownership interest in ETI.

The LOI provided for the following transactions:

- We agreed to issue one million (1,000,000) shares of common stock as a good faith deposit toward the contemplated acquisition
- We agreed to use our best efforts to secure a line of credit for ETI in the amount of \$1.5 million by March 31, 2013
- We agreed to use our best efforts to increase the line of credit secured for ETI to a total amount of \$5 million by September 30, 2013

Under the terms of a Notice of Default dated April 30, 2013, we have cancelled the LOI with ETI and we and ETI have mutually released one another from any further liability or obligations under the LOI.

GOLDSPAN RESOURCES, INC.
(An Exploration Stage Company)
NOTES TO THE FINANCIAL STATEMENTS
JULY 31, 2013

NOTE 9. 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 10. 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.

NOTE 11. SUBSEQUENT EVENTS

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.

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, 2013.

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, 2013. 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, 2013 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, 2013, 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

Effective July 19, 2013 Ron Ruby and Robert Carey resigned from all board of directors and officer positions with the Company.

On July 23, 2013, our board of directors voted to accept these resignations.

Also on July 23, 2013, our board of directors voted to appoint David Hedderly-Smith as our new Chief Operating Officer and to appoint Phillip Allen as the replacement for the position of Chief Executive Officer, the position was formerly held by David Hedderly-Smith.

The following information sets forth the names of our current directors and executive officers, their ages as of July 31, 2013 and their present positions.

Name	Age	Office(s) held
David Hedderly-Smith	65	Chairman of the Board and Chief Operating Officer
Phillip L. Allen	64	President, Chief Executive Officer and Director
Iain Stewart	64	Vice President of Strategic Planning, CFO, Secretary and 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 ., COO 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 and appointed as CEO on July 23, 2013, replacing David Hedderly-Smith who previously held the position of CEO. 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.

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 three 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, 2013, 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 as well as common and preferred stock issuance for services. The objective of the cash and stock 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, 2013 and 2012.

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	2012	0	0	0	0	0	0	0	0	
	2013	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	
Fred W. Jackson, former COO & Director	2012	0	0	0	0	0	0	0	0	
	2013	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	
John Baird, former Chairman and former CEO	2012	0	0	0	0	0	0	0	0	
	2013	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	
Robert W. George, former President and Director	2012	0	0	0	0	0	0	0	0	
	2013	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	
James McLaughlin, former CFO	2012	0	0	0	0	0	0	0	0	
	2013	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	
David Saykally, former Secretary	2012	0	0	0	0	0	0	0	0	
	2013	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	
Robert Carey, Former Vice President and Director	2011	0	0	0	0	0	0	0	0	
	2012	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	
David Hedderly-Smith, Chairman And COO, CEO	2012	0	0	0	0	0	0	0	0	
	2013	22,500	0	0	0	0	0	0	22,500	
Phillip Allen, President and Director	2012	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	
(1)	2013	\$41,250	0	\$160,000	0	0	0	0	\$201,250	
Ian Stewart, Vice President, CFO, Secretary, and Director	2012	n/a	n/a	n/a	n/a	0	n/a	n/a	n/a	
	2013	\$22,250	0	\$80,000	0	n/a	0	0	\$102,500	

(1) - Phil Allen's cash compensation earned totaled \$41,250 of which \$18,750 was paid in cash and \$22,500 has been accrued. Iain Stewart's cash compensation earned totaled \$22,500 all of which was accrued and David Hedderly-Smith's cash compensation earned totaled \$22,500 all of which was accrued.

Narrative Disclosure to the Summary Compensation Table

We have not entered into any employment agreements with our executive officers. The Company has entered into a Consulting Agreement with Philip Allen which provided for non specific remuneration from time to time from December 2012 to March 2013 which amounted to a total of \$18,750. Commencing March 20, 2013 a Consulting Agreement was approved to accrue compensation at the rate of \$5,000 per month until July 31, 2013. After July 31, 2013 no management fees would be paid or accrued until such time as the Company was in a position to pay management from cash flows through operating profits. There are no arrangements or plans in which we provide pension, retirement or similar benefits for executive officers. All other 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, 2013.

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 Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Stock That Have Not Vested (#)	Market Value of Shares or Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Shares or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares or Other Rights That Have Not Vested (#)
David Hedderly-Smith	0	0	0	0	0	0	0	0	0
Phillip Allen, President and Director	0	0	0	0	0	0	0	0	0
Iain Stewart, CFO, Secretary and Director	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, 2013.

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, Chairman	0	0	0	0	0	0	0
Phillip Allen, President and Director	0	0	0	0	0	0	0
Iain Stewart, CFO, Secretary and Director	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.

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 May 13, 2014 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 80,449,631 Shares of Common Stock issued and outstanding as of May 13, 2014.

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	6.84%
Common	Phillip L. Allen 836 Fernbrook Court Vacaville, CA 95687	2,000,000	2.49%
Common	Iain Stewart 836 Fernbrook Court Vacaville, CA 95687	1,000,000	1.24%
Common Stock	All Officers and Directors as a Group	8,499,994	10.57%
Common Stock	5% Shareholders		
Common	Alix Resources Corp. 780 W. Ponder St. #1220 Vancouver, B.C. V6C 1H2 Canada	5,000,000	6.22%
Common	L.S. LLC ⁽¹⁾ 708 Capitol Ave Cheyenne, WY 82007	15,634,189	21.03%
Common	Nancy Pavis 103 Fort Salonga Rd Ste #10 Northport NY 11768	4,700,002	5.84%

⁽¹⁾ Richard Carey is 100% owner and 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 common shares acquired in a private transaction from Vincent Franzone and Fred Jackson, 3,300,000 common shares acquired in private transactions from Michael Arnone,

2,500,000 common shares issued L.S. LLC for consulting services 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 were 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, however, as of July 31, 2013 the Letter of Intent is in default and there are no plans by the Company to attempt to reinstate the terms of the latest extension granted to the Company or to negotiate any other terms for an option in the "Golden Zone Property".

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 do not have any independent directors.

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)
2013	\$ 8,750	\$ 0	\$ 0	\$ 4,900
2012	\$ 6,250	\$ 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⁾
3.3	Certificate of Amendment ⁽²⁾
3.4	Certificate of Designation (Preferred Shares) ⁽²⁾
10.1	10% Convertible Promissory Note issued to Equipment & Trucks Inc. ⁽³⁾
10.2**	Addendum to 10% Convertible Promissory Note issued to Equipment & Trucks Inc.
10.3**	Consulting Agreement with LS, LLC, amended
10.4	Consulting Agreement with Richard E. Barsom ⁽³⁾
10.5	10% Convertible Promissory Note issued to Arlon Franz ⁽⁴⁾
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
101**	The following materials from the Company's Annual Report on Form 10-K for the year ended July 31, 2013 formatted in Extensible Business Reporting Language (XBRL).

(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 July 26, 2013.

(3) Incorporated by reference to Quarterly Report on Form 10-Q filed June 19, 2013.

(4) Incorporated by reference to Quarterly Report on Form 10-Q filed March 15, 2013.

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/ Phillip Allen
Phillip Allen
President, Chief Executive Officer and Director
May 22, 2014

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/ Phillip Allen
Phillip Allen
President, Chief Executive Officer and Director
May 22, 2014

By: /s/ David Hedderly-Smith
David Hedderly-Smith
Chief Operating Officer
and Director
May 22, 2014

By: /s/ Iain Stewart
Iain Stewart
Chief Financial Officer, Treasurer
Secretary and Director
May 22, 2014

Goldspan Resources Inc.
A Resource Development Company (GSPN. QB)

April 22, 2014

Dear Ronald,

In our efforts to ready our annual audit for filing with the SEC, we noticed a clerical error in the maturity date of the Convertible Promissory Note with you in the amount of \$100,000. The maturity date should have read December 31, 2014 instead of December 31, 2013. Clearly we did represent that it was a two year Note. I am sorry for this clerical error.

Please do sign this document agreeing that you understood the maturity date to be two years or December 31, 2014.

Thank you very much Ronald. Please either fax or email this signed document back to me and will forward it to our auditors.

Sincerely,
Phillip Allen
President

I, Ronald Ruby, do agree that I understood the Note to be for a term of two years

/s/ Ronald Ruby
Ronald Ruby

6452 E Mineral Pl, Centennial , CO USA 80112
303-875-1044 Toll: 800-455-6500 Fax: 303-957-5609
GoldspanResources.com

CONTRACT OF ENGAGEMENT

This Contract of Engagement dated and effective as of December 14, 2012 by and between Richard Carey, Managing Director, LS., LLC (hereinafter referred to as The Consultant), and Gold Span Resources GSPN (hereinafter referred to as The Client).

Recitals:

- I. The Client desires to obtain certain consulting services from The Consultant as more particularly described herein ("Scope of Services").
- II. The Consultant is in the business of providing consulting services and has agreed to provide the services on the terms and conditions set forth in this agreement. Now, therefore, in consideration of the faithful performance of the obligations set forth herein and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, The Consultant and The Client hereby agree as follows.

Terms:

1. Scope of Services. The Consultant will perform business development and financial consulting services on a non-exclusive basis for and on behalf of The Client in relation to business consulting.
2. Status of The Consultant. The Consultant shall act as an Independent contractor and not as an agent or employee of The Client and The Consultant shall make no representation as an agent or employee of The Client. The Consultant shall be responsible for all taxes as an independent contractor. The Consultant shall have no authority to bind The Client or incur other obligations on behalf of The Client. Likewise, The Client shall have no authority to bind The Consultant or incur obligations on behalf of The Consultant.
3. Disclosure of Material Events. The Client agrees to promptly disclose to The Consultant in a timely manner those events/discoveries which are known and/or anticipated that may reasonably be expected to have an impact on the stock, business operations, future business, or public perception of The Client, as this has a material impact on the ability and effectiveness of The Consultant and services rendered.
4. Conflict of Interest. The Consultant shall be free to perform services for other persons not engaged in the businesses in which The Client is engaged. The Consultant will notify The Client prior to performing consulting services for any other client that could conflict with The Consultant's obligations under this Agreement.

5. Term. There will be an evaluation period so The Client can determine the effectiveness of The Consultant's work in behalf of The Client. If The Client determines that The Consultant has not been effective then in such event there will be no more stock compensation issued to The Consultant.
6. Payment of Services : \$25,000 upon the agreement of the essential terms of the Agreement described in the Terms Sheet executed on December 13th, and 5 million common shares of GSPN stock upon the execution of the formal Agreement sent to:

L.S.,LLC
708 Capitol Avenue
Cheyenne, Wyoming 82007
7. Entire Agreement. This Contract of Engagement constitutes the entire contact of the parties with respect to the matters addressed herein and no modifications of this Agreement shall be enforceable unless in writing signed by both The Consultant and The Client. This agreement is not assignable by either party without the consent of the other. This agreement is for a full year.

ACCEPTED as of the date above first written:

Signed By:

/s/ Richard Carey
Richard Carey, Managing Director
L.S., LLC
Date: 12/14/12

Signed By:

/s/ Phillip Allen
Phillip Allen, President
Date: 12/14/12

Addendum to L.S. LLC Consulting Agreement

This Addendum is to the Consulting Agreement dated December 14, 2012 between Goldspan Resources, Inc., and LS. LLC.

WHEREAS: The fee mentioned in the consulting agreement is stated at \$25,000.

WHEREAS: Since performance by Mr. Carey (the member of L.S. LLC) is uncertain, the Company is willing to advance the sum of \$25,000 and the consultant is willing to accept said sum, but the allocation of funds shall be for IR Services of \$14,745 and repayment of the balance due on the loan payable by Goldspan LS. LLC in the amount of \$10,255.00.

THEREFORE: By the signatures below, the Consulting Agreement is amended to read as follows: The Company and the Consultant hereby agree that the allocation of funds for the payment of \$25,000 from the Company to L.S. LLC shall be allocated on the basis of I R Services \$14,745 and repayment of the balance due on the loan payable by Goldspan to L.S. LLC in;the amount of \$10,255.00.

Goldspan Resources, Inc.

By Signed: /s/ Phillip Allen
Phil Allen, President

L.S. LLC

By Signed: /s/ Richard Carey
Richard Carey, Manager

TERM SHEET BETWEEN GOLDSPAN RESOURCES, INC (GRI) AND LS LLC

In as much as GRI (Company) and LS LLC have been in discussions about LS LLC (Consultant) providing business development and financial consulting services on an Independent contractor basis and the general terms have been agreed upon, then this Term Sheet will suffice as the outline for the formal Agreement for Services to be completed by the Company attorney as soon as is practical. The following elements are the salient elements to be Included in the Agreement.

- Consultant agrees to provide business development and financial consulting to the Company on an as needed basis and In the professional manner customary of such service providers, on a non-exclusive basis
- The actual 'scope of services' will be more clearly defined in the Agreement
- Status of The Consultant. The Consultant shall act as an independent contractor and not as an agent or employee of The Client and The Consultant shall make no representation as an agent or employee of The Client. The Consultant shall be responsible for all taxes as an Independent contractor. The Consultant shall have no authority to bind The Client or incur other obligations on behalf of The Client. Likewise, The Client shall have no authority to bind The Consultant or incur obligations on behalf of The Consultant.
- Disclosure of Material Events. The Client agrees to promptly disclose to The Consultant In a timely manner those events/discoveries which are known and/or anticipated that may reasonably be expected to have an impact on the stock, business operations, future business, or public perception of The Client, as this has a material impact on the ability and effectiveness of The Consultant and services rendered.
- Conflict of Interest. The Consultant shall be free to perform services for other persons not engaged in the businesses in which The Client Is engaged. The Consultant will notify The Client prior to performing consulting services for any other client that could conflict with The Consultant's obligations under the Agreement.
- Term. There will be an evaluation period so he Company can determine the effectiveness of the Consultant's work On behalf of the Company. That term, or evaluation period shall be 90 days from the signing of his Term Sheet. If the Company determines that the Consultant has not been effective then, in such event, there will be no more stock compensation Issued to the Consultant and the Consulting Service Agreement can be terminated at any time in the sole discretion of the Company, without penalty.
- Payment of Services: \$25,000 upon the agreement of the essential terms of the Agreement described herein this Term Sheet and executed on December 13t11, and 5 million common shares of GSPN stock. Half of the shares shall be released upon signing of this Term Sheet and the second half at the end of the 90 day 'evaluation' period.

If the above key elements of Consulting Agreement between the Parties accurately reflects your best understanding and intentions of the herein salient elements, please so Indicate by affixing your signatures below on this 14th day of December 2012 and the Company will have counsel.

/s/ Philip Allen

Philip Allen, President, GRI

/s/ Richard Carey

Richard Carey, Managing Member, LS LLC

CERTIFICATIONS

I, Phillip Allen, certify that;

1. I have reviewed this annual report on Form 10-K for the year ended July 31, 2013 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: May 22, 2014

/s/ Phillip Allen

By: Phillip Allen

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, 2013 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: May 22, 2014

/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, 2013 filed with the Securities and Exchange Commission (the "Report"), I, Phillip Allen, 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/ Phillip Allen
Name: Phillip Allen
Title: Principal Executive Officer and Director
Date: May 22, 2014

By: /s/ Iain Stewart
Name: Iain Stewart
Title: Principal Financial Officer and Director
Date: May 22, 2014

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