

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended October 31, 2013

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

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

Commission File Number: 333-146442

Goldspan Resources, Inc.

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

Nevada

(State or other jurisdiction of incorporation or organization)

26-3342907

(IRS Employer Identification No.)

836 S Vance St., Unit E, Lakewood, CO

(Address of principal executive offices)

303-875-1044

(Issuer's telephone number)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the 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 (§232.405 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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer

Non-accelerated filer

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 80,499,631 as of May 27, 2014

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**PART I - FINANCIAL INFORMATION**

**Item 1. Financial Statements**

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

- F- 1 Balance Sheets as of October 31, 2013, and July 31, 2013 (unaudited);
- F- 2 Statements of Operations for the three months ended October 31, 2013 and October 31, 2012 and from Inception on March 2, 2007 through October 31, 2013 (unaudited);
- F- 3 Statements of Cash Flows for the three months ended October 31, 2013 and October 31, 2012 and from Inception on March 2, 2007 through October 31, 2013 (unaudited);
- F- 4 Notes to Financial Statements.

These financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the SEC instructions to Form 10-Q. In the opinion of management, all adjustments considered necessary for a fair presentation and for the financial statements to be not misleading have been included. Operating results for the interim period ended October 31, 2013 are not necessarily indicative of the results that can be expected for the full year.

GOLDSPAN RESOURCES, INC.  
(A Development Stage Company)  
Balance Sheets  
(unaudited)

	October 31, 2013	July 31, 2013
<u>ASSETS</u>		
<b>CURRENT ASSETS</b>		
Cash	\$ 82	\$ 142
Total Current Assets	82	142
<b>TOTAL ASSETS</b>	<b>\$ 82</b>	<b>\$ 142</b>
<u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
<b>CURRENT LIABILITIES</b>		
Accounts payable	43,528	26,959
Accrued expenses	76,970	74,220
Notes payable	110,000	110,000
Shareholder loans	20,313	20,013
Total Current Liabilities	250,811	231,192
<b>STOCKHOLDERS' DEFICIT</b>		
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; 80,449,631 shares issued and outstanding October 31, 2013 and July 31, 2013	80,450	80,450
Additional paid-in capital	1,434,332	1,434,332
Deficit accumulated during the development stage	(1,765,511)	(1,745,832)
Total Stockholders' Deficit	(250,729)	(231,050)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>	<b>\$ 82</b>	<b>\$ 142</b>

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

GOLDSPAN RESOURCES, INC.  
(A Development Stage Company)  
Statements of Operations  
(unaudited)

	For the Three Months Ended October 31, 2013	For the Three Months Ended October 31, 2012	From Inception on March 2, 2007 Through October 31, 2013
<b>REVENUES</b>	\$ —	\$ —	\$ —
<b>OPERATING EXPENSES</b>			
Management fees	0		363,043
Professional fees	16,869	11,130	1,057,957
Option fees	0	35,000	315,000
General and administrative	60	334	21,040
<b>Total Operating Expenses</b>	<u>16,929</u>	<u>46,464</u>	<u>1,757,040</u>
<b>LOSS FROM OPERATIONS</b>	(16,929)	(46,464)	(1,757,040)
<b>OTHER INCOME/EXPENSE</b>			
Interest expense	(2,750)		(9,471)
Extinguishment of debt	—	—	1,000
Total other income (expense)	<u>(2,750)</u>	<u>—</u>	<u>(8,471)</u>
<b>LOSS BEFORE INCOME TAXES</b>	(19,679)	(46,464)	(1,765,511)
<b>PROVISION FOR INCOME TAXES</b>	—	—	—
<b>NET LOSS</b>	<u>\$ (19,679)</u>	<u>\$ (46,464)</u>	<u>\$ (1,765,511)</u>
<b>BASIC LOSS PER SHARE</b>	<u>\$ —</u>	<u>\$ —</u>	
<b>WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING</b>	<u>80,449,631</u>	<u>67,610,742</u>	

The accompanying notes are a integral part of these financials statements.

**GOLDSPAN RESOURCES, INC.**  
(A Development Stage Company)  
Statements of Cash Flows  
(unaudited)

	For the Three Months Ended October 31, 2013	For the Three Months Ended October 31, 2012	From Inception on March 2, 2007 Through October 31, 2013
<b>OPERATING ACTIVITIES</b>			
Net loss	\$ (19,679)	(46,464)	\$ (1,765,511)
Adjustments to reconcile net loss to net cash used by operating activities:			
Common stock issued for services	—		1,043,000
Common stock issued for extension fee	—	35,000	250,000
Changes in operating assets and liabilities:			
Increase (decrease) in accounts payable	16,569	11,130	43,528
Increase (decrease) in accruals	2,750		76,970
Net Cash Used in Operating Activities	<u>(360)</u>	<u>(334)</u>	<u>(352,013)</u>
<b>INVESTING ACTIVITIES</b>			
	<u>—</u>	<u>—</u>	
<b>FINANCING ACTIVITIES</b>			
Proceeds from notes payable			110,000
Shareholder loans, net	300		20,313
Contributed capital			65,269
Common stock issued for cash	—		156,513
Net Cash Provided by Financing Activities	<u>300</u>	<u>—</u>	<u>352,095</u>
NET INCREASE (DECREASE) IN CASH	(60)	(334)	82
CASH AT BEGINNING OF PERIOD	142	727	—
CASH AT END OF PERIOD	<u>\$ 82</u>	<u>\$ 393</u>	<u>\$ 82</u>
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</b>			
<b>CASH PAID FOR:</b>			
Interest	\$ —	\$ —	\$ —
Income Taxes	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
<b>SUPPLEMENTAL NON-CASH INVESTING AND FINANCING ACTIVITIES:</b>			
Common stock issued for services	<u>\$ —</u>	<u>—</u>	<u>\$ 1,043,000</u>
Shareholder loan converted to contributed capital	<u>\$ —</u>	<u>—</u>	<u>\$ 4,000</u>
Accounts payable converted to contributed capital	<u>\$ —</u>	<u>—</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**  
**OCTOBER 31, 2013**

**NOTE 1. CONDENSED FINANCIAL STATEMENTS**

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows at October 31, 2013 and for all periods presented herein, and for them to be not misleading, have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's July 31, 2013 audited financial statements. The results of operations for the periods ended October 31, 2013 are not necessarily indicative of the operating results for the full year.

**NOTE 2. SIGNIFICANT ACCOUNTING POLICIES**

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.

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 3. GOING CONCERN**

The accompanying financial statements are prepared using generally accepted accounting principles applicable to a going concern, which contemplates that the Company will continue in operation for the foreseeable future and will realize its assets and liquidate its liabilities in the normal course of business. However, the Company has no current source of revenue, recurring losses and a deficit accumulated during the exploration stage of \$1,765,511 as of October 31, 2013. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. Management plans on raising cash from public or private debt or equity financing, on an as-needed basis and in the longer term, revenues from the acquisition, exploration and development of mineral interests, if found. The Company's ability to continue as a going concern is dependent on these additional cash financings and, ultimately, upon achieving profitable operations through the development of mineral interests. The successful outcome of future activities cannot be determined at this time. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

**NOTE 4. 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 other than those discussed above.

## **Item 2. Management's Discussion and Analysis or Plan of Operation**

### **Forward-Looking Statements**

Certain statements, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives, and expected operating results, and the assumptions upon which those statements are based, are "forward-looking statements." 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 effect 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.

### **Company Overview and Plan of Operations**

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

**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.
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. The Company has determined that it has no intention in furthering any agreements to extend or reconsider any Letter of Intent in the Golden Zone property and or in Alix's option



position thereon.

### **Expected Changes In Number of Employees, Plant, and Equipment**

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

### **Results of Operations for the three months ended October 31, 2013 and October 31, 2012**

We did not earn any revenues from inception on March 2, 2007 through the period ending October 31, 2013. We can provide no assurance that we will produce significant revenues in the future, or, if revenues are earned, that we will be profitable.

We incurred operating expenses of \$1,757,040 and net losses in the amount of \$1,765,511 from our inception on March 2, 2007 through the period ending October 31, 2013. We incurred operating expenses in the amount of \$16,929 and net losses in the amount of \$19,679 during the three months ended October 31, 2013, compared to operating expenses and net losses in the amount of \$46,464 during the three months ended October 31, 2012. Our operating expenses for the three months ended October 31, 2013 included accounting fees of \$6,000, auditing fees of \$8,750, legal fees of \$2,119 and bank charges of \$60. Net losses include interest expense of \$2,750 for the three months ended October 31, 2013. The operating expenses for the three months ended October 31, 2012 was \$46,464, including \$35,000 for the Golden Zone Property option, legal fees of 11,130, office expenses of \$204, transfer agent fees of \$85 and \$45 for bank charges. Our losses are attributable to our operating expenses combined with a lack of any revenues during our current stage of development.

### **Liquidity and Capital Resources**

As of October 31, 2013, there was \$82 in cash and a working capital deficit of \$250,729. We have not attained profitable operations and may be dependent upon obtaining financing to pursue a long-term business plan. 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.

### **Off Balance Sheet Arrangements**

As of October 31, 2013, there were no off balance sheet arrangements.

### **Going Concern**

Our financial statements have been prepared on a going concern basis. As of October 31, 2013, we have a working capital deficit of \$250,729 and an accumulated deficit of \$1,765,511 since inception. Our ability to continue as a going concern is dependent upon our ability to generate profitable operations in the future and/or to obtain the necessary financing to meet our obligations and repay our liabilities arising from normal business operations when they come due. The outcome of these matters cannot be predicted with any certainty at this time. These factors raise substantial doubt that we will be able to continue as a going concern. Management plans to continue to provide for our capital needs by the issuance of common stock and related party advances.

### **Critical Accounting Policies**

In December 2001, the SEC requested that all registrants list their most “critical accounting policies” in the Management Discussion and Analysis. The SEC indicated that a “critical accounting policy” is one which is both important to the portrayal of a company’s financial condition and results, and requires management’s most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. We do not believe that any accounting policies fit this definition for our company.

### **Recently Issued 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.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

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

#### **Item 4. Controls and Procedures**

We carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of October 31, 2013. This evaluation was carried out under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of October 31, 2013, our disclosure controls and procedures were not effective. There have been no changes in our internal controls over financial reporting during the quarter ended October 31, 2013.

Management determined that the material weaknesses that resulted in controls being ineffective are primarily due to lack of resources and number of employees. Material weaknesses exist in the segregation of duties required for effective controls and various reconciliation and control procedures not regularly performed due to the lack of staff and resources.

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

#### Limitations on the Effectiveness of Internal Controls

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

**PART II – OTHER INFORMATION**

**Item 1. Legal Proceedings**

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

**Item 1A. Risk Factors**

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

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

None

**Item 3. Defaults upon Senior Securities**

None

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
31.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

**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

June 2, 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

June 2, 2014

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

June 2, 2014



## CERTIFICATIONS

I, Phillip Allen, certify that;

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended October 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: June 2, 2014

/s/ Phillip Allen

By: Phillip Allen

Title: Chief Executive Officer

## CERTIFICATIONS

I, Iain Stewart , certify that;

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended October 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: June 2, 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 quarterly Report of Goldspan Resources, Inc. (the "Company") on Form 10-Q for the quarter ended October 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: June 2, 2014

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

By: /s/ Iain Stewart  
Name: Iain Stewart  
Title: Principal Financial Officer and Director  
Date: June 2, 2014