Amarok Resources, Inc.
Form 10-Q
September 12, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended July 31, 2012

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

For the transition period from ______ to _______

Commission File Number 333-156594

AMAROK RESOURCES, INC.

(Exact name of registrant as specified in its charter)

Nevada	98-0599925
(State of incorporation)	(I.R.S. Employer Identification No.)

30021 Tomas Street, Suite 300

Rancho Santa Margarita, CA92688

(Address of principal executive offices)

(949) 682-7889

(Registrant's telephone number)

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 (Not required)

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

As of July 31, 2012, there were 79,025,760 shares of the registrant's $0.001 par value common stock issued and outstanding.

AMAROK RESOURCES INC.

TABLE OF CONTENTS

Special Note Regarding Forward-Looking Statements

Information included in this Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended ("Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended ("Exchange Act"). This information may involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Amarok Resources, Inc. (the "Company"), to be materially different from future results, performance or achievements expressed or implied by any forward-looking statements. Forward-looking statements, which involve assumptions and describe future plans, strategies and expectations of the Company, are generally identifiable by use of the words "may," "will," "should," "expect," "anticipate," "estimate," "believe," "intend," or "project" or the negative of these words or other variations on these words or comparable terminology. These forward-looking statements are based on assumptions that may be incorrect, and there can be no assurance that these projections included in these forward-looking statements will come to pass. Actual results of the Company could differ materially from those expressed or implied by the forward-looking statements as a result of various factors. Except as required by applicable laws, the Company has no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur in the future.

**Please note that throughout this Quarterly Report, and unless otherwise noted, the words "we," "our," "us," the "Company," or "AMOK" refers to Amarok Resources, Inc.*

PART I - FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Amarok Resources, Inc.

(An Exploration Stage Company)

Balance Sheets

		July 31, 2012 Unaudited		October 31, 2011
Assets				
Current assets				
Cash and cash equivalents	$	36,590	$	267,995
Prepaid expenses		2,698		60,643
Security deposit		1,200		1,200
Total current assets		40,488		329,838
Other assets				
Website development		1,500		-
Mining properties		689,710		656,122
Total other assets		691,210		656,122
Total assets	$	731,698	$	985,960
Liabilities and stockholders' equity				
Current liabilities				
Accounts payable	$	14,180	$	29,628
Accounts payable - related parties		88,061		25,393
		102,241		55,021
Stockholders' equity				
Common stock, 175,000,000 shares authorized, $0.001 par value, 79,025,760 shares issued and outstanding at July 31, 2012, and 78,386,360 shares issued and outstanding at October 31, 2011		79,026		78,386
Additional paid-in capital (deficit)		5,060,889		5,010,376
Accumulated deficit		(161,790)		(161,790)
Deficit accumulated during the exploratory stage		(4,348,668)		(3,996,033)
		629,457		930,939
Total liabilities and stockholders' equity	$	731,698	$	985,960

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

F – 2

Amarok Resources, Inc.

(An Exploration Stage Company)

Statements of Operations

(Unaudited)

	For the Three Months Ended July 31, 2012	2011	For the Nine Months Ended July 31, 2012	2011	From February 1, 2010 through July 31, 2012 (Exploratory Stage)
Revenue	$ -	$ -	$ -	$ -	$ -
Operating expenses					
Exploratory costs	6,037	318,586	121,592	874,269	3,318,276
Impairment loss	-	-	-	-	322,000
Contributed services	-	-	-	-	250
Management fees	45,000	31,000	135,000	79,000	339,000
Professional services	16,950	29,680	64,873	78,849	243,316
Rent	3,641	3,651	10,959	11,000	35,609
Other general and administrative	4,811	14,443	20,289	33,869	92,047
Total operating expenses	76,439	397,360	352,713	1,076,987	4,350,498
Other income					
Interest income	11	177	78	557	1,896
Interest expense	-	-	-	(66)	(66)
Net loss	$ (76,428)	$ (397,183)	$ (352,635)	$ (1,076,496)	$ (4,348,668)
Net loss per common share - basic and diluted	$ (0.00)	$ (0.01)	$ (0.00)	$ (0.01)	
Weighted average number of common shares outstanding	79,025,760	77,814,023	78,669,207	77,069,075	

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

F – 3

Amarok Resources, Inc.

(An Exploration Stage Company)

Statements of Cash Flows

(Unaudited)

	For the Nine Months Ended July 31, 2012	2011	From February 1, 2010 through July 31, 2012 (Exploratory Stage)
Cash flows from operating activities:			
Net loss	$ (352,635)	$ (1,076,496)	$ (4,348,668)
Adjustments to reconcile net loss to net cash used in operating activities:			
Impairment loss	-	-	322,000
Stock based compensation	111,795	3,200	648,819
Contributed services and rent	-	-	250
Changes in operating assets and liabilities			
Increase (decrease) in prepaid rent	(1,182)	1,217	(1,182)
Increase (decrease) in prepaid consulting	-	294	-
Increase (decrease) in prepaid services	(1,516)	9,175	(1,516)
Increase in security deposit	-	-	(1,200)
Increase (decrease) in accounts payable	(15,447)	(10,612)	2,898
Increase (decrease) in accounts payable - related parties	62,668	(33,814)	87,657
Net cash used in operating activities	(196,317)	(1,107,036)	(3,290,942)
Cash flows from investing activities:			
Website development	(1,500)	-	(1,500)
Investments in mining properties	(33,588)	-	(120,968)
Net cash used in investing activities	(35,088)	-	(122,468)
Cash flows from financing activities:			
Proceeds from issuance of common stock			-
net of offering costs	-	-	3,450,000
Net cash provided by financing activities	-	-	3,450,000
Increase (decrease) in cash	(231,405)	(1,107,036)	36,590
Cash - beginning of period	267,995	2,011,633	-
Cash - end of period	$ 36,590	$ 904,597	$ 36,590

Supplemental disclosures of cash flow information:

Interest paid	$	-	$	66	$	66
Income taxes paid	$	-	$	-	$	-

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

F – 4

Amarok Resources, Inc.

(An Exploration Stage Company)

Statements of Cash Flows continued

(Unaudited)

Noncash investing and financing activities:

In February 2012, the Company issued 500,000 shares of its common stock to pursuant to the terms of the agreement with its director of exploration, David Gibson. The shares were valued at $40,000.

In March 2012, the Company issued 139,400 shares of its common stock to Trio Gold Corp pursuant to the Amendment to February 22, 2010 Exploratory Agreement. The shares were valued at $11,152 (See Note 3).

In March 2011, the Company acquired mining rights in consideration for issuing 1,400,000 shares of its common stock and granting Trio an option to purchase an additional 1,400,000 shares. The Company valued the mineral rights at the fair value of the common shares issued and the option grant at $826,000 (See Note 3).

In May 2011, the Company issued 10,000 shares of its common stock as a signing bonus to a geologist valued at $3,200.

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

F – 5

Amarok Resources, Inc.

(An Exploratory Stage Company)

Notes to the Financial Statements

Amarok Resources, Inc.

NOTE 1 - ORGANIZATION AND BASIS OF PRESENTATION

Amarok Resources, Inc. (“Amarok” or the “Company”) was incorporated in the state of Nevada on October 23, 2008 under the name Ukragro Corporation. The Company’s principal activity is the exploration and development of mineral properties for future commercial development and production.

On January 29, 2010, the Company filed an amendment to its Articles of Incorporation changing its name to Amarok Resources, Inc. In the same amendment, the Company changed its authorized capital to 175,000,000 shares of common stock at a restated par value of $0.001. Effective February 23, 2010, the Company authorized a 60:1 stock split. The accompanying financial statements have been restated to reflect the change in capital and stock split as if they occurred at the Company’s inception.

Effective February 1, 2010, the Company entered the exploratory stage as defined under the provisions of Accounting Codification Standard (“ACS”) Topic 915-10.

<u>**Going Concern**</u>

The Company has incurred net losses since inception, and as of July 31, 2012, had a combined accumulated deficit of $4,510,458. In addition, the Company’s liquid assets at July 31, 2012, amounted to only $36,590. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might result from the outcome of this uncertainty. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Management recognizes that the Company must generate additional funds to enable it to continue operating. Management intends to raise additional financing through debt and / or equity financing and by other means that it deems necessary, with the goal of moving forward and sustaining a prolonged growth in its strategy phases. However, no assurance can be given that the Company will be successful in raising additional capital. Further, even if the company raises additional capital, there can be no assurance that the Company will achieve profitability or positive cash flow. If management is unable to raise additional capital and expected significant revenues do not result in positive cash flow, the Company will not be able to meet its obligations and may have to cease operations

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

<u>**Basis of Presentation**</u>

The accompanying unaudited financial statements contain all adjustments (consisting only of normal recurring adjustments) which, in the opinion of management, are necessary to present fairly the financial position of the company as of July 31, 2012, and the results of its operations for the three and nine months ended July 31, 2012, and

2011, and for the period from February 1, 2010, the inception of exploratory stage, to July 31, 2012. Certain information and footnote disclosures normally included in financial statements have been condensed or omitted pursuant to rules and regulations of the U.S. Securities and Exchange Commission. The Company believes that the disclosures in the financial statements are adequate to make the information presented not misleading. However, the financial statements included herein should be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended October 31, 2011, filed with the Commission on February 13, 2012.

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments and other short-term investments with a maturity date of three months or less, when purchased, to be cash equivalents.

Mining Costs

Costs incurred to purchase, lease or otherwise acquire property are capitalized when incurred. General exploration costs and costs to maintain rights and leases are expensed as incurred. Management periodically reviews the recoverability of the capitalized mineral properties. Management takes into consideration various information including, but not limited to, historical production records taken from previous mining operations, results of exploration activities conducted to date, estimated future prices and reports and opinions of outside consultants. When it is determined that a project or property will be abandoned or its carrying value has been impaired, a provision is made for any expected loss on the project or property.

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 and disclosures of contingent 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.

Loss Per Share of Common Stock

The Company follows ASC Topic No. 260, *Earnings Per Share* ("ASC No. 260") that requires the reporting of both basic and diluted earnings (loss) per share. Basic earnings (loss) per share is computed by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding for the period. The calculation of diluted earnings (loss) per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. In accordance with ASC No. 260, any anti-dilutive effects on net earnings (loss) per share are excluded. Potential common shares at July 31, 2012, that have been excluded from the computation of diluted net loss per share include warrants exercisable into 3,000,000 shares of common stock and options exercisable into 1,000,000 shares of common stock.

Issuances Involving Non-cash Consideration

All issuances of the Company's stock for non-cash consideration have been assigned a dollar amount equaling the market value of the shares issued on the date the shares were issued for such services. The non-cash consideration received pertains to consulting services.

Stock Based Compensation

The Company accounts for stock-based compensation under ACS Topic 505-50, *Equity-Based Payments to Non-Employees*. This topic defines a fair-value-based method of accounting for stock-based compensation. In accordance with the topic, the cost of stock-based compensation is measured at the grant date based on the value of the award and is recognized over the vesting period. The value of the stock-based award is determined using Binomial or Black-Scholes option-pricing models, whereby compensation cost is the excess of the fair value of the award as determined by the pricing model at the grant date or other measurement date over the amount that must be paid to acquire the stock. The resulting amount is charged to expenses on the straight-line basis over the period in which the Company expects to receive the benefit, which is generally the vesting period.

Reclassification

Certain reclassifications have been made to conform the 2011 amounts to 2012 classifications for comparative purposes

Recent Accounting Pronouncements

The Company's management has evaluated all recent accounting pronouncements since the last audit through the issuance date of these financial statements. In the Company's opinion, none of the recent accounting pronouncements will have a material effect on the financial statements.

NOTE 3 – MINING CLAIMS

McNeil Claims, Canada

On March 24, 2011, the Company signed an agreement with Warrior Ventures, Inc., ("Warrior") a private company, to acquire 100% of the McNeil Gold Property. The McNeil property is located within the Abitibi Greenstone belt, approximately 30 miles southeast of Timmins, Ontario, Canada and approximately 35 miles west of Kirkland Lake, Ontario, Canada. The purchase price of the property consisted of the issuance to Warrior of 1,400,000 shares of the Company's restricted common stock along with an option to purchase 1,400,000 of the Company's common shares at a price of $1.00 per common share until October 1, 2011. Any options remaining unexercised as of October 2, 2011, may be exercised at a price of $1.25 per common share until March 31, 2012, after which the option to purchase any shares of Amarok automatically terminates. The Company initially valued the 1,400,000 shares at $784,000 based upon the trading price of the common shares on the date of issuance. The Company valued the 1,400,000 options at $98,724 using the Binomial option model with a trading price of $0.56 per share, a risk free interest rate of 0.26%, and a volatility of 93.221%. The total of $882,724 was capitalized as mining properties. At October 31, 2011, the Company recognized an impairment of $322,000 on the reduction in the fair value of the mining claim based upon the agreed-upon price of $0.33 per share pursuant to the underlying purchase agreement. The $0.33 per share was based upon the trading price of the Company's common share on March 23, 2011. In addition, through July 31, 2012, the Company has incurred additional acquisition costs totaling $128,986. The capitalized costs of the McNeil claim as of July 31, 2012, amounted to $689,710.

Rodeo Creek Project, Nevada

On February 22, 2010, the Company entered into an agreement (the "Original Agreement") with Carlin Gold Resources, Inc., ("Carlin") in which Carlin assigned the Company all of its rights, title, and interest in an exploration agreement between it and Trio Gold Corp. ("Trio"). The assigned exploration agreement was dated January 28, 2010. In consideration for the assignment of the interest in the exploration agreement, the Company paid Carlin $1 and issued 100,000 shares of its common stock, valued at $168,000 based upon the trading price of the shares on the date of issuance. The value of these shares has been charged to operations and included in exploration costs.

Trio has leased and has an option to purchase a 100% interest in 29 unpatented lode mining claims located in Nevada within the Carlin Gold Trend (the "Claims"). The Claims are subject to a 1.5% Net Smelter Return.

Under the agreement, the Company earns a 75% undivided interest in the Property during an earn-in period commencing in January 2010 and completing in December 2012 (the “earn-in period”). Upon completion of the earn-in period, a joint venture (the “Joint Venture”) is to be formed with the same 75% / 25% interest the parties held during the earn-in period. The Joint Venture shall remain in effect for twenty-five years or as long as the claims are being actively mined or developed, whichever is longer. After the termination of the Joint Venture, the Claims shall revert back to Trio.

On March 23, 2012, the Company and Trio entered into an agreement that modified certain terms of the original agreement (the “Modified Agreement”). During the earn-in-period, the Company is to provide $5,500,000 in funding to cover operational costs. Under the original agreement, $1,500,000 was to be funded during the 2010 budget year, $2,000,000 was to be funded during the 2011 budget year and $2,000,000 was to be funded during the 2012 budget year. The Modified Agreement eliminates the annual funding requirements and extends the due date of the $5,500,000 funding to December 31, 2013.

Under the Original Agreement, the Company was required to pay a minimum annual royalty during the earn-in period to Trio of which $75,000 was paid upon signing of the agreement, $100,000 was paid on April 1, 2011 and $150,000 was to be paid on April 1, 2012. Under the Modified Agreement, there are no further minimum royalty payments due and the minimum royalty payments made are to be applied against the $5,500,000 funding. In consideration for modifying the terms of the Original Agreement and extending the due date, the Company issued Trio 139,400 shares of its common shares valued at $11,152, which was charged to operations and included in exploratory costs.

Once the Company has provided $5,500,000 in funding for the project, the Company and Trio shall fund the operational costs jointly, with the Company providing 75% of the funds and Trio providing 25% of the funds. Through July 31, 2012, the Company funded a total of $2,350,000 in the property’s operational costs as defined under the Modified Agreement. The funds paid have been charged to operations and included in exploratory costs.

In addition, within three months of the assignment, the Company is required to issue Trio shares of its common stock equaling 0.20% of its total issued and outstanding common shares as of February 22, 2010. Upon expenditure of a minimum of $2,000,000 on the claims, Trio shall receive an additional 0.10% of the Company’s issued and outstanding common shares. Upon expending a minimum of $4,000,000 on the claims, Trio shall receive an additional 0.10% of the Company’s issued and outstanding common shares. Upon expenditure of $5,500,000 on the claims, Trio shall receive a final 0.10% of the Company’s issued and outstanding common shares. All shares issued shall be restricted common shares and will be stamped with the applicable hold period. On February 22, 2010, the Company issued 144,240 shares of its common stock to Trio, representing 0.20% of the shares then outstanding valued at $242,323, based upon the trading price of the shares on the date of issuance. On October 25, 2011, the Company issued 72,120 shares of its common stock to Trio, representing 0.10% of the shares then outstanding valued at $75,726, based upon the trading price of the shares on the date of issuance. The value of these shares has been charged to operations and included in exploration costs.

Trio is a company incorporated in the Province of Alberta, Canada. Trio’s current President is the father of the Company’s sole officer and director.

The sole officer, director, and shareholder of Carlin is a business associate of the Company’s sole officer and director.

<u>Cueva Blanca Gold Property</u>

On April 16, 2010, the Company entered into an agreement with St. Elias Mines Ltd. (“St. Elias”) in which Amarok is given an option to earn a 60% interest, subject to a 1.5% net smelter return (“NSR”) royalty, in the Cueva Blanca gold property (1,200 hectares) in Northern Peru, which is wholly owned by St. Elias. Under the terms of the letter agreement, it is possible for the Company to acquire a 60% interest in the Property (subject to a 1.5% NSR) in consideration of:

(a) making cash payments of $200,000 to St. Elias over a two-year period;

(b) issuing 100,000 common shares in the capital of Amarok to St. Elias; and

(c) incurring at least $1,500,000 in exploration expenditures on the property over a three-year period.

In addition, the Company shall have the right to purchase one-half of the 1.5% NSR from St. Elias for the sum of $1,500,000, thereby reducing the NSR payable to from 1.5% to 0.75%.

The Company's first payment of $10,000 was paid on June 24, 2010. On April 27, 2011, the agreement between St. Elias and Amarok was formally terminated by St. Elias. As of April 30, 2012, the Company has paid a total of $27,603 in fees towards property maintenance costs on the Cueva Blanca property. The Company is currently considering its option following St. Elias' termination of the agreement.

Mining properties at July 31, 2012, consist of the following:

Beginning balance - November 1, 2011	$	656,122
Acquisition related costs		33,588
Ending balance - July 31, 2012	$	689,710

NOTE 4 - FAIR VALUE ACCOUNTING

Fair Value Measurements

The Company follows the provisions of ASC Topic No. 820-10, *Fair Value Measurements*. ASC 820-10 relates to financial assets and financial liabilities. ASC 820-10 defines fair value, establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (GAAP), and expands disclosures about fair value measurements. The provisions of this standard apply to other accounting pronouncements that require or permit fair value measurements and are to be applied prospectively with limited exceptions.

ASC 820-10 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This standard is now the single source in GAAP for the definition of fair value, except for the fair value of leased property as defined in SFAS 13. ASC 820-10 establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions, about market participant assumptions, that are developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820-10 are described below:

Level 1	Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities
Level 2	Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
Level 3	Inputs that are both significant to the fair value measurement and unobservable. These inputs rely on management's own assumptions about the assumptions that market participants would use in pricing the asset or liability. (The unobservable inputs are developed based on the best information available in the circumstances and may include the Company's own data.)

The following table presents the Company's fair value hierarchy for those assets and liabilities measured at fair value on a recurring basis as of:

July 31, 2012

	Level	Fair Value	Carrying Amount
Accounts Payable	2	$ 14,180	$ 14,180
Due to Related Parties	2	$ 88,061	$ 88,061

Recorded values of accounts payable and due to related parties approximate fair values due to the short maturities of such instruments.

NOTE 5 - RELATED PARTY TRANSACTIONS

As discussed in Note 3, on February 22, 2010, the Company entered into an agreement with Carlin in which Carlin assigned the Company all of its rights, title, and interest in an exploration agreement between it and Trio. Trio is a company incorporated in the Province of Alberta, Canada. Trio’s current President is the father of the Company’s sole officer and director. Further, the sole officer, director, and shareholder of Carlin is a business associate of the Company’s sole officer and director.
In January 2010, the Company entered into an agreement with Santeo Financial Corporation (“Santeo”) whereby Santeo is affiliated with the Company’s sole officer and director for consulting services of $8,000 a month on a month-to-month basis. On July 1, 2011, the consulting agreement was amended to increase the monthly payment to $15,000, effective July 1, 2011. Total consulting fees charged to operations under this agreement for the nine months ended July 31, 2012 and 2011 were $135,000 and $79,000, respectively. Total consulting fees charged to operations under this agreement for the three months ended July 31, 2012 and 2011 were $45,000 and $31,000, respectively.

NOTE 6 – STOCKHOLDERS EQUITY

<u>For the nine months ended July 31, 2012</u>

In February 2012, the Company issued 500,000 shares of its common stock pursuant to the terms of the agreement it has David Gibson, the Company’s director of exploration. The shares were valued at $40,000.

As discussed in Note 3, the Company issued 139,400 shares of its common stock to Trio Gold Corp on March 23, 2012, pursuant to the amended exploratory agreement. The shares were valued at $11,152

The Company did not issue any shares of its common stock during the three months ended July 31, 2012.

<u>For the nine months ended July 31, 2011</u>

On March 24, 2011, the Company signed an agreement with Warrior Ventures, Inc., a private company, to acquire 100% of the McNeil Gold Property. The McNeil property is located within the Abitibi Greenstone belt, approximately 30 miles southeast of Timmins, Ontario, Canada and approximately 35 miles west of Kirkland Lake, Ontario, Canada. The purchase price of the property consisted of the issuance to Warrior of 1,400,000 shares of Amarok’s restricted common stock along with an option to purchase 1,400,000 common shares of Amarok Resources, Inc. at a price of $1.00 per common share. The option expired on March 31, 2012.

On January 3, 2011, the Company extended its consulting agreement with Kelsey Hammond to perform work for the Company through December 2011. Compensation provided to the consultant was $4,000 a month. On May 2, 2011, the consultant received 10,000 shares of the Company's common stock as additional compensation that was valued at $3,200. The $3,200 was initially charged to prepaid expense and was amortized to exploratory expense over the remaining term of the underlying agreement.

Warrants

The following is a schedule of warrants outstanding as of July 31, 2012:

	Warrants Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Life
Balance, October 31, 2011	3,000,000	$0.75	1.98 Years
Warrants granted			
Warrants exercised			
Warrants expired			
Balance, July 31, 2012	3,000,000	$0.75	1.23 Years

At July 31, 2012, the entire 3,000,000 warrants were fully vested.

Options

The following is a schedule of options outstanding as of July 31, 2012:

	Warrants Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Life
Balance, October 31, 2011	2,400,000	$0.93	0.84 Years
Warrants granted			
Warrants exercised			
Warrants expired	(1,400,000)	$(0.49)	
Balance, July 31, 2012	1,000,000	$0.57	0.28 Years

At July 31, 2012, the entire 1,000,000 options were fully vested.

NOTE 7 - INCOME TAXES

The Company accounts for income taxes under Accounting Standard Codification Topic No. 740 ("ASC 740"), *Accounting for Income Taxes.* This statement mandates the liability method of accounting for deferred income taxes and permits the recognition of deferred tax assets subject to an ongoing assessment of realizability.

Deferred income tax assets and liabilities are computed annually for differences between financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred tax assets and liabilities.

As of July 31, 2012, deferred tax assets included stock-based compensation and net operating loss carry forwards totaling approximately $3,631,000. The deferred tax assets are reduced by a valuation allowance, when, in the opinion of management, utilization is not reasonably assured. At July 31, 2012, the Company’s gross deferred tax asset totaled approximately $1,234,000. This amount was reduced 100% by a valuation allowance, making the net deferred tax asset $0.

The Company has a net operating loss carryover of approximately $3,407,000 available to offset future income for income tax reporting purposes, which will expire in various years through 2032, if not previously utilized. However, the Company’s ability to use the carryover net operating loss may be substantially limited or eliminated pursuant to Internal Revenue Code Section 382.

The Company adopted the provisions of Accounting Standard Codification Topic 740-10-50, formerly FIN 48, *Accounting for Uncertainty in Income Taxes*. The Company had no material unrecognized income tax assets or liabilities for the nine months ended July 31, 2012, or for the nine months ended July 31, 2011.

Company management policy regarding income tax interest and penalties is to expense those items as general and administrative expense but to identify them for tax purposes. During the three months ended July 31, 2012, and 2011, there were no income tax, or related interest and penalty items in the income statement, or liability on the balance sheet. The company files income tax returns in the U.S. federal jurisdiction and various state jurisdictions. The Company is no longer subject to U.S. federal or state income tax examination by tax authorities for years before 2007. The Company is not currently involved in any income tax examinations.

[END NOTES TO FINANCIALS]

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION OR PLAN OF OPERATION

FORWARD-LOOKING STATEMENTS

This statement may include projections of future results and “forward looking statements” as that term is defined in Section 27A of the Securities Act of 1933 as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934 as amended (the “Exchange Act”). All statements that are included in this Quarterly Report, other than statements of historical fact, are forward looking statements. Although management believes that the expectations reflected in these forward looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct.

The following discussion and analysis provides information which management of Amarok Resources, Inc. (the "Company") believes to be relevant to an assessment and understanding of the Company's results of operations and financial condition. This discussion should be read together with the Company's financial statements and the notes to financial statements, which are included in this report.

Because of the nature of a new company with limited operational history the reported results will not necessarily reflect the future.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Mining Costs

Costs incurred to purchase, lease or otherwise acquire property are capitalized when incurred. General exploration costs and costs to maintain rights and leases are expensed as incurred. Management periodically reviews the recoverability of the capitalized mineral properties. Management takes into consideration various information including, but not limited to, historical production records taken from previous mining operations, results of exploration activities conducted to date, estimated future prices and reports and opinions of outside consultants. When it is determined that a project or property will be abandoned or its carrying value has been impaired, a provision is made for any expected loss on the project or property.

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 and disclosures of contingent 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.

Issuances Involving Non-cash Consideration

All issuances of the Company’s stock for non-cash consideration have been assigned a dollar amount equaling the market value of the shares issued on the date the shares were issued for such services.

Stock Based Compensation

The Company accounts for stock-based compensation under Accounting Codification Standard Topic 505-50, *Equity-Based Payments to Non-Employees*. This topic defines a fair-value-based method of accounting for stock-based compensation. In accordance with the topic, the cost of stock-based compensation is measured at the grant date based on the value of the award and is recognized over the vesting period. The value of the stock-based award is determined using the Black-Scholes or binomial option-pricing model, whereby compensation cost is the excess of the fair value of the award as determined by the pricing model at the grant date or other measurement date over the amount that must be paid to acquire the stock. The resulting amount is charged to expense on the straight-line basis over the period in which the Company expects to receive the benefit, which is generally the vesting period.

RESULTS OF OPERATIONS

For the three months ended July 31, 2012, as compared to the three months ended July 31, 2011.

Revenues.

The Company did not generate any revenues during the three months ended July 31, 2012, or for the three months ended July 31, 2011.

Operating Expenses and Net Loss.

Operating expenses and net loss for the three months ended July 31, 2011, as compared to the three months ended July 31, 2012, is as follows:

	For the Three Months Ended July 31, 2012	For the Three Months Ended July 31, 2011	Change in Fiscal 2012 Compared to Fiscal 2011	Percentage Change in Fiscal 2012 Compared to Fiscal 2011
Operating expenses				
Exploratory costs	$6,037	$318,586	$312,549	-98.11 %
Management fees	45,000	31,000	14,000	45.16 %
Professional services	16,950	29,680	(12,730)	-42.89 %
Rent	3,641	3,651	(10)	-0.27 %
Other general and administrative	4,811	14,443	(9,632)	-66.69 %
Total operating expenses	76,439	397,360	(320,921)	-80.76 %
Other income				
Interest income	11	177	(166)	-93.79 %
Interest expense	—	—	—	—
Net loss	$(76,428)	$(397,183)	$320,755	-80.76 %

Other general and administrative costs for the three months ended July 31, 2012, of $4,811 includes investor relations costs of $2,350, office expense of $960, stock transfer agent expense of $502 telephone of $203 and storage of $796.

Other general and administrative costs for the three months ended July 31, 2011, of $14,443 includes travel of $8,415, investor relations costs of $4,225, stock transfer agent expense of $131, office expense of $496 outside services of $1,050, and telephone of $126.

For the nine months ended July 31, 2012, as compared to the nine months ended July 31, 2011.

Revenues.

The Company did not generate any revenues during the nine months ended July 31, 2012, or for the nine months ended July 31, 2011.

Operating Expenses and Net Loss.

Operating expenses and net loss for the nine months ended July 31, 2011, as compared to the nine months ended July 31, 2012, is as follows:

	For the Three Months Ended July 31, 2012	For the Three Months Ended July 31, 2011	Change in Fiscal 2012 Compared to Fiscal 2011	Percentage Change in Fiscal 2012 Compared to Fiscal 2011
Operating expenses				
Exploratory costs	$121,592	$874,269	$(752,677)	-86.09 %
Management fees	135,000	79,000	56,000	70.89 %
Professional services	64,873	78,849	(13,976)	-17.71 %
Rent	10,959	11,000	(41)	-0.37 %
Other general and administrative	20,289	33,869	(13,580)	-40.10 %
Total operating expenses	352,713	1,076,987	(724,274)	-67.25 %
Other income				
Interest income	78	557	(479)	-86.00 %
Interest expense	—	(66)	66	(100)
Net loss	$(352,635)	$(1,076,496)	$723,861	-67.24 %

Other general and administrative costs for the nine months ended July 31, 2012, of $20,289 includes travel of $6,160, investor relations costs of $6,300, stock transfer agent expense of $1,424, office expense of $3,260, telephone of $777 and storage of $2,368.

Other general and administrative costs for the nine months ended July 31, 2011, of $33,869 includes travel of $13,550, investor relations costs of $12,460, outside services of $4,147, office expense of $2,229, stock transfer agent expense of $790, and telephone of $693.

Liquidity and Capital Resources.

During the nine months ended July 31, 2012, net cash used in operating activities totaled $196,316. Net cash used in investing activities totaled $35,089 of which $33,589 was paid in the development of the Company's mineral properties and $1,500 was paid for the Company's website. The Company had no finance activities during the nine-month period. The Company's cash balances during the nine months ended July 31, 2012 decreased by a total of $231,405. The Company's cash balances at November 1, 2011, were $267,995 and its cash balances at July 31, 2012, were $36,590.

During the nine months ended July 31, 2011, net cash used in operating activities totaled $1,107,036. The Company did not incur any cash activity relating to investment or financing activities during this nine-month period. The Company's cash balances at November 1, 2010, were $2,011,633 and its cash balances at July 31, 2011, were $904,597.

The Company had cash of $36,590 as of July 31, 2012, as compared to $267,995 as of October 31, 2011. As of July 31, 2012, the Company had prepaid assets of $2,698, as compared to $60,643 at October 31, 2011. The Company also has $1,200 in security deposits as of July 31, 2012, and as of October 31, 2011. Current assets during the nine months ended July 31, 2012, decreased by $289,350 (current assets of $40,488 at July 31, 2012, compared to $329,838 as of October 31, 2011).

As of July 31, 2012, the Company had $102,241 in total current liabilities as compared to $55,021 in total current liabilities at October 31, 2011, an increase of $47,220.

The Company had no long-term liabilities at July 31, 2012, or at October 31, 2011; therefore the Company had total liabilities of $102,241 at July 31 2012, and $55,021 at October 31, 2011.

The Company is not aware of any known trends, events or uncertainties which may affect its future liquidity.

The Company is in the exploratory stage of operations and has not yet generated any revenues. Management cannot guarantee that the Company will be successful in its business operations. The Company's business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources and possible cost overruns.

Management believes that the Company's cash balances at July 31, 2012, are sufficient to fund its current operations for the next three months. Management is continuing to seek additional financing in order to obtain the capital required to continue funding operations; however, management provides no assurance that future financing will be available to the Company on acceptable terms. If financing is not available on satisfactory terms, the Company may be unable to continue, develop, or expand its operations. Equity financing could result in additional dilution to the Company's existing shareholders.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is 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 by our company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our management carried out an evaluation under the supervision and with the participation of our Principal Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 ("Exchange Act").

Based on this evaluation, our Principal Executive and Principal Financial and Accounting Officer concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) were effective as of July 31, 2012.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Exchange Act Rules 13a-15 or 15d-15 that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We know of no material, existing or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which our director, officer or any affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

ITEM 1A. RISK FACTORS

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

1. Quarterly Issuances:

During the quarter, we did not issue any unregistered securities other than as previously disclosed.

2. Subsequent Issuances:

Subsequent to the quarter, we did not issue any unregistered securities other than as previously disclosed.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DICSLOSURES

None.

ITEM 5. OTHER INFORMATION

RISKS RELATING TO OUR COMMON SHARES AND THE TRADING MARKET

1. We may, in the future, issue additional Common Shares which would reduce investors' percent of ownership and may dilute our share value.

Our Articles of Incorporation authorize the issuance of an unlimited number of Common Shares without par value and an unlimited number of Preferred Shares without par value. The future issuance of our unlimited authorized Common Shares may result in substantial dilution in the percentage of our Common Shares held by our then existing stockholders. We may value any Common Shares issued in the future on an arbitrary basis. The issuance of Common Shares for future services or acquisitions or other corporate actions may have the effect of diluting the value of the Common Shares held by our investors, and might have an adverse effect on any trading market for our Common Shares.

2. Our Common Shares are subject to the "Penny Stock" Rules of the SEC and the trading market in our securities is limited, which makes transactions in our stock cumbersome and may reduce the value of an investment in our stock.

The SEC has adopted regulations that generally define a "penny stock" to be any equity security other than a security excluded from such definition by Rule 3a51-1 under the Securities Exchange Act of 1934, as amended. For the purposes relevant to our Company, it is any equity security that has a market price of less than $5.00 per share, subject to certain exceptions.

Our Common Shares are currently regarded as a "penny stock", since our shares are not listed on a national stock exchange or quoted on the NASDAQ Market within the United States, to the extent the market price for its shares is less than $5.00 per share. The penny stock rules require a broker-dealer to deliver a standardized risk disclosure document prepared by the SEC, to provide the customer with additional information including current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, monthly account statements showing the market value of each penny stock held in the customer's account, and to make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. To the extent these requirements may be applicable they will reduce the level of trading activity in the secondary market for the Common Shares and may severely and adversely affect the ability of broker-dealers to sell the Common Shares.

3. There is a limited trading market for our securities and if a trading market does not develop, purchasers of our securities may have difficulty selling their shares.

We currently are quoted on the OTC Bulletin Board. To date we have limited trading history. If for any reason a public trading market does not develop, purchasers of the Common Shares may have difficulty selling their shares should they desire to do so.

5. We have not and do not intend to pay any cash dividends on our Common Shares, and consequently our stockholders will not be able to receive a return on their shares unless they sell them.

We intend to retain any future earnings to finance the development and expansion of our business. We have not, and do not, anticipate paying any cash dividends on our Common Shares in the foreseeable future. Unless we pay dividends, our stockholders will not be able to receive a return on their shares unless they sell them.

ITEM 6. EXHIBITS

Exhibit Number	Description of Exhibit	Filing
3.01	Articles of Incorporation	Filed with the SEC on January 6, 2009 as part of our Registration Statement on Form S-1.
3.01a	Amended Articles of Incorporation	Filed with the SEC on March 22, 2010 as part of our Quarterly Report on Form 10-Q.
3.02	Bylaws	Filed with the SEC on January 6, 2009 as part of our Registration Statement on Form S-1.
31.01	Certification of Principal Executive Officer Pursuant to Rule 13a-14	Filed herewith.
31.02	Certification of Principal Financial Officer Pursuant to Rule 13a-14	Filed herewith.
32.01	CEO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act	Filed herewith.
32.02	CFO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act	Filed herewith

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.

AMAROK RESOURCES, INC.

Dated: September 14, 2012 By: /s/ Ron Ruskowsky
Ron Ruskowsky
Its: Chief Executive Officer, President, Secretary & Treasurer

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

Dated: September 14, 2012 By: /s/ Ron Ruskowsky
Ron Ruskowsky

Its: Chief Financial Officer, & Director