

Edgar Filing: Gold Dynamics Corp. - Form 10-Q

Gold Dynamics Corp.  
Form 10-Q  
March 21, 2012  
U.S. Securities and Exchange Commission

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES AND EXCHANGE ACT OF 1934

For the quarterly period ended January 31, 2012

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES AND EXCHANGE ACT OF 1934

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

Commission File No. 333-136981

Gold Dynamics Corp.

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(Name of small business issuer in its charter)

Nevada

(State of Incorporation)

N/A (I.R.S. Employer Identification No.)

2248 Meridian Blvd. Ste H Minden, NV 89423

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(Address of principal executive offices)

949-419-6588

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(Registrant's telephone number, including area code)

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

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Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the 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 X 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 \_\_\_ Small Reporting Company \_x\_

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No X

The number of shares outstanding of the Registrant's common stock, par value \$.001 per share, at March 21, 2012 was 103,250,000 shares.

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Part I - FINANCIAL INFORMATION

Gold  
Dynamics  
Corp.  
(A  
Development  
Stage  
Company)  
Balance  
Sheets

	January 31, 2012 (Unaudited)	July 31 2011 (Audited)		
ASSETS				
Current				
Assets				
Cash and				
Cash	\$	-	\$	-
Equivalents				
TOTAL				
CURRENT		-		-
ASSETS				
TOTAL	\$	-	\$	-
ASSETS				

LIABILITIES AND STOCKHOLDERS'  
DEFICITCurrent  
Liabilities

Accounts Payable and Accrued Liabilities	\$	23,745	\$	14,480
Shareholder Loan		15,937		15,937
TOTAL CURRENT LIABILITIES		39,682		30,417

Stockholders'  
Deficit

Preferred  
Stock,  
\$0.001 par  
value  
50,000,000  
authorized,  
none issued  
and  
outstanding  
Common  
stock,  
Authorized :  
50,000,000,  
common  
shares  
\$0.01 par  
value,  
103,250,000  
issued and  
outstanding as  
at  
January  
31, 2012  
and 2011

		103,250		103,250
Additional paid in capital		(24,389)		(24,793)
(Deficit) accumulated during the development		(118,543)		(108,874)

stage

TOTAL  
STOCKHOLDERS' (39,682) (30,417)  
DEFICIT

TOTAL  
LIABILITIES  
AND \$ (0) \$ -  
STOCKHOLDERS'  
DEFICIT

See Accompanying Notes to Financial  
Statements

Gold  
Dynamics  
Corp.  
(A  
Development  
Stage  
Company)  
Statements  
of Cash  
Flows  
(Unaudited)

	For the Six Months Ended		April 17, 2006
	January 31, 2012	January 31, 2011	(Inception) to January 31, 2012

Cash flow from Operating Activities			
Net loss	\$ (9,669)	\$ (2,004)	\$ (118,543)

Adjustments to reconcile net loss to net cash used in operating activities:			
Imputed interest	404	404	2,861

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Changes in:			
Accounts payable and accrued liabilities	9,265	(400)	23,745
Net cash used for operating activities	(0)	(2,000)	(91,937)
Financing Activities			
Additional Paid in Capital	-	-	(25,399)
Proceeds from shareholder loan	-	-	15,937
Proceeds from Bank Overdraft		-	
Proceeds from sale of common stock	-	-	101,399
Net cash provided by financing activities	-	-	91,937
Net change in cash	(0)	(2,000)	(0)
Cash, Beginning of Period	-	2,063	-
Cash, End of Period	\$ (0)	\$ 63	\$ (0)

See Accompanying Notes

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Gold  
Dynamics  
Corp.  
(A  
Development  
Stage  
Company)  
Statements  
of  
Operations  
(Unaudited)

	Three Months Ended		Six Months Ended,		April 17, 2006
	January 31,	January 31,	January 31,	January 31,	(Inception) to
	2012	2011	2012	2011	January 31,
					2012
General and Administration Expenses					
Professional Fees	\$ 2,250		9,265	1,600	\$ 83,919
Consultation Fees	-	-		-	\$ 15,000
Management Fees	-	-	-	-	1,355
Filing Fee	-	-			7,038
Rent	-	-			7,200
Bank charges and interest	202	202	404	404	4,031
	2,452	202	9,669	2,004	118,543
Net (loss) for the period	\$ (2,452)	\$ (202)	(9,669)	(2,004)	\$ (118,543)
Net (loss) per share Basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted Average Number of Common					

Shares Outstanding - Basic and Diluted	103,250,000	103,520,000	103,250,000	103,250,000
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See Accompanying Notes to Financial Statements

**Gold Dynamics Corp.**

**(A Development Stage Company)**

**NOTES TO FINANCIAL STATEMENTS**

**For the Six Months Ended January 31, 2012**

**1. BASIS OF PRESENTATION**

The accompanying unaudited interim financial statements of Gold Dynamics formerly known as Vita Spirits Corp., formerly known as Revo Ventures Inc, have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission, and should be read in conjunction with Gold Dynamics Corp. audited 2011 annual financial statements and notes thereto filed with the SEC on form 10-K. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the result of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements, which would substantially duplicate the disclosure required in Gold Dynamics 2011 annual financial statements have been omitted.

The Company's primary operations began in April 2006. The Company intends to change its primary operations from vitamin infused alcoholic beverages to exploration of mining opportunities. As part of the change in operations, the Company has undergone a name change from Revo Ventures Inc. to Vita Spirits Corp. to Gold Dynamics Corp. to better reflect the Company's new focus.

**Use of Estimates**

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

**Recent Accounting Pronouncements**

In June 2009 the FASB established the Accounting Standards Codification ("Codification" or "ASC") as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in accordance with generally accepted accounting principles in the United States ("GAAP"). Rules and interpretive releases of the Securities and Exchange Commission issued under authority of

federal securities laws are also sources of GAAP for SEC registrants. Existing GAAP was not intended to be changed as a result of the Codification, and accordingly the change did not impact our financial statements. The ASC does change the way the guidance is organized and presented.

Statement of Financial Accounting Standards ("SFAS") SFAS No. 165 (ASC Topic 855), "Subsequent Events", SFAS No. 166 (ASC Topic 810), "Accounting for Transfers of Financial Assets-an Amendment of FASB Statement No. 140", SFAS No. 167 (ASC Topic 810), "Amendments to FASB Interpretation No. 46(R)", and SFAS No. 168 (ASC Topic 105), "The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles-a replacement of FASB Statement No. 162" were recently issued. SFAS No. 165, 166, 167, and 168 have no current applicability to the Company or their effect on the financial statements would not have been significant.

Accounting Standards Update ("ASU") ASU No. 2009-05 (ASC Topic 820), which amends Fair Value Measurements and Disclosures - Overall, ASU No. 2009-13 (ASC Topic 605), Multiple-Deliverable Revenue arrangements, ASU No. 2009-14 (ASC Topic 985), Certain Revenue Arrangements that include Software Elements, and various other ASU's No. 2009-2 through ASU No. 2009-15 which contain technical corrections to existing guidance or affect guidance to specialized industries or entities were recently issued. These updates have no current applicability to the Company or their effect on the financial statements would not have been significant.

The Company does not expect that adoption of these or other recently issued accounting pronouncements will have a material impact on its financial position, results of operations or cash flows.

### **Recently Issued Accounting Standards**

In August 2009, the FASB issued an amendment to the accounting standards related to the measurement of liabilities that are recognized or disclosed at fair value on a recurring basis. This standard clarifies how a company should measure the fair value of liabilities and that restrictions preventing the transfer of a liability should not be considered as a factor in the measurement of liabilities within the scope of this standard. This standard was effective for the Company on October 1, 2009. The Company does not expect the impact of its adoption to be material to its financial statements.

In October 2009, the FASB issued an amendment to the accounting standards related to the accounting for revenue in arrangements with multiple deliverables including how the arrangement consideration is allocated among delivered and undelivered items of the arrangement. Among the amendments, this standard eliminated the use of the residual method for allocating arrangement considerations and requires an entity to allocate the overall consideration to each deliverable based on an estimated selling price of each individual deliverable in the arrangement in the absence of having vendor-specific objective evidence or other third party evidence of fair value of the undelivered items. This standard also provides further guidance on how to determine a separate unit of accounting in a multiple-deliverable revenue arrangement and expands the disclosure requirements about the judgments made in applying the estimated



selling price method and how those judgments affect the timing or amount of revenue recognition. This standard, for which the Company is currently assessing the impact\ became effective for the Company on January 1, 2011.

In October 2009, the FASB issued an amendment to the accounting standards related to certain revenue arrangements that include software elements. This standard clarifies the existing accounting guidance such that tangible products that contain both software and non-software components that function together to deliver the product's essential functionality, shall be excluded from the scope of the software revenue recognition accounting standards.

Accordingly, sales of these products may fall within the scope of other revenue recognition standards or may now be within the scope of this standard and may require an allocation of the arrangement consideration for each element of the arrangement. This standard, for which the Company is currently assessing the impact became effective for the Company on January 1, 2011.

## **2. GOING CONCERN**

Gold Dynamic's financial statements have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities and commitments in the normal course of business for the foreseeable future. Since inception, the Company has accumulated losses aggregating to \$ 118,543 and has insufficient working capital to meet operating needs for the next twelve months as of January 31, 2012, all of which raise substantial doubt about Gold's ability to continue as a going concern.

## **3. COMMON STOCK TRANSACTIONS**

On July 14, 2006, the Company sold 5,000,000 common shares at \$0.001 per share to the sole director of the Company for total proceeds of \$5,000.

On May 6, 2007, the Company sold 2,100,000 common shares pursuant to a registration statement at \$0.01 per share for total proceeds of \$21,000.

On April 22, 2008, the Company approved a forward split a 15 for 2 forward stock split to our stockholders of record as of April 23, 2008. The Company increased the authorized shares from 50,000,000 to 75,000,000. The Company did not change the par value of the shares. All references to share value in these financial statements have been restated to reflect this split. Subsequent to the forward split, the Company had 53,250,000 common shares issued and outstanding.

On November 12, 2009, the Company sold 4,000,000 common shares at \$ 0.0125 per share to an investor for the total proceeds of \$50,000.

On December 15, 2009, we authorized the Forward Stock Split of our issued and outstanding Common Stock on a 2.6 for one (2.6:1) basis. As a result of the Forward Stock Split, the Company shall increase its issued and outstanding shares of the Common Stock to 138,450,000.

## **4. RELATED PARTY TRANSACTIONS**

An officer has loaned the Company \$15,937, without a fixed term of repayment. Imputed interest in the amount of \$ 404 has been included in additional paid in capital for the period ending January 31, 2012.

## 5. SUBSEQUENT EVENTS

There have been no subsequent events since January 31, 2012 through the date of this filing.

### Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations

This 10-Q contains forward-looking statements. Our actual results could differ materially from those set forth as a result of general economic conditions and changes in the assumptions used in making such forward-looking statements. The following discussion and analysis of our financial condition and results of operations should be read together with the audited consolidated financial statements and accompanying notes and the other financial information appearing elsewhere in this report. The analysis set forth below is provided pursuant to applicable Securities and Exchange Commission regulations and is not intended to serve as a basis for projections of future events. Refer also to "Cautionary Note Regarding Forward Looking Statements" and "Risk Factors" below.

The following discussion and analysis provides information which management of Gold Dynamics Corp. (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.

#### Caution about Forward-Looking Statements

This management's discussion and analysis or plan of operation should be read in conjunction with the financial statements and notes thereto of the Company for the quarter ended January 31, 2012. Because of the nature of a relatively new and growing company the reported results will not necessarily reflect the future.

This section includes a number of forward-looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like: believe, expect, estimate, anticipate, intend, project and similar expressions, or words which, by their nature, refer to future events. You should not place undue certainty on these forward-looking statements, which apply only as of the date of this prospectus. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or our predictions.

#### Overview

Gold Dynamics Corp.'s primary operations began in April 2006. Gold Dynamics Corp. is an emerging precious metals explorer focused on underexplored regions of the world that is seeking to grow shareholder value by building gold and silver mineral resources through systematic exploration. The Company has brought together a highly experienced board and management team consisting of capable professionals with significant development and mine management experience.

Gold Dynamics Corp. seeks to identify, acquire, and develop deposits which have the potential to be world class and in an acceptable risk environment. Social responsibility and environmental stewardship are core values of the Company.

## Results of Operations

### Six Months Ended January 31, 2012 Compared to January 31, 2011.

The Company experienced general and administration expenses of \$9,669 and \$2,004 for the six month periods ended January 31, 2012 and 2011, respectively. The decrease in general and administration expenses for this period are attributed to a decrease in professional fees.

For the six month period ended January 31, 2012, the company experienced a net loss of \$9,669 compared to a loss of \$2,004 for the six months ended January 31, 2011.

## Liquidity and Capital Resources

During the six month period ended January 31, 2012, the Company had no working capital needs. As of January 31, 2012, the Company has cash on hand in the amount of \$0. Management does not expect that the current level of cash on hand will be sufficient to fund our operations for the next twelve month period. In the event that additional funds are required to maintain operations, our officers and directors have agreed to advance us sufficient capital to allow us to continue operations. We may also be able to obtain loans from our shareholders, but there are no agreements or understandings in place currently.

We believe we will require additional funding to expand our business and ensure its future profitability. We anticipate that any additional funding will be in the form of equity financing from the sale of our common stock. However, we do not have any arrangements in place for any future equity financing. In the event we are not successful in selling our common stock, we may also seek to obtain short-term loans from our director.

## Item 3. Quantitative Disclosures About Market Risks

Not applicable

## Item 4. Controls and Procedures

### Evaluation of Disclosure Controls and Procedures

We carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act (defined below)). Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered in this report, our disclosure controls and procedures were not effective to ensure that information required to be disclosed in reports filed under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized and reported within the required time periods and is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all error or fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. 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. Due to 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, have been detected. Accordingly, management believes that the financial statements included in this report fairly present in all material respects our financial condition, results of operations and cash flows for the periods presented.

#### Changes in Internal Control over Financial Reporting

In addition, our management with the participation of our Principal Executive Officer and Principal Financial Officer have determined that no change in our internal control over financial reporting occurred during or subsequent to the quarter ended January 31, 2011 that has materially affected, or is (as that term is defined in Rules 13(a)-15(f) and 15(d)-15(f) of the Securities Exchange Act of 1934) reasonably likely to materially affect, our internal control over financial reporting.

## PART II: OTHER INFORMATION

### Items 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 any of our directors, officers or affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

### Item 2 Unregistered Sales of Equity Securities and Use of Proceeds

None

### Item 3 Defaults Upon Senior Securities

None

### Item 4 Submission of Matters to a Vote of Security Holders

None

### Item 5 Other Information

None

### Item 6: Exhibits

(a) The following exhibit is filed as part of this report:

31.1 Certification of Principal Executive Officer and Principal Financial Officer filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

## SIGNATURES

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized March 21, 2012

March 21, 2012

/s/ Gary Kirk\_\_\_\_\_

Mr. Gary Kirk, President