

Gold Dynamics Corp.  
Form 10-K  
November 12, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10 - K

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

For the Fiscal Period year ended July 31, 2015

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

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

Commission file number: 333-136981

Gold Dynamics Corp.

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

Nevada

*(State or other jurisdiction of incorporation or organization)*

N/A

*(IRS Employer Number)*

2248 Meridian Blvd. Ste H Minden, NV 89423

*(Address of principal executive office)*

949-419-6588

*(Issuer's telephone number)*

N/A

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act:

Yes ☐ No ☒

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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act:

Yes ☐ No ☒

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

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 ☒

The aggregate market value of Gold Dynamics Common Stock owned by non-affiliates as of November 10, 2015 was \$223,275.

Number of shares of each class of Gold Dynamics capital stock outstanding as of November 10, 2015: 148,850,000 shares of common stock

GOLD DYNAMICS CORP.

FORM 10-K

For the Fiscal Year ended July 31, 2015

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FORWARD LOOKING STATEMENTS

CERTAIN STATEMENTS IN THIS ANNUAL REPORT ON FORM 10-K, OR THE "REPORT," ARE "FORWARD-LOOKING STATEMENTS." THESE FORWARD-LOOKING STATEMENTS INCLUDE, BUT ARE NOT LIMITED TO, STATEMENTS ABOUT THE PLANS, OBJECTIVES, EXPECTATIONS AND INTENTIONS OF VITA SPIRITS CORP., A NEVADA CORPORATION AND OTHER STATEMENTS CONTAINED IN THIS REPORT THAT ARE NOT HISTORICAL FACTS. FORWARD-LOOKING STATEMENTS IN THIS REPORT OR HEREAFTER INCLUDED IN OTHER PUBLICLY AVAILABLE DOCUMENTS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION, OR THE "COMMISSION," REPORTS TO OUR SHAREHOLDERS AND OTHER PUBLICLY AVAILABLE STATEMENTS ISSUED OR RELEASED BY US INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS WHICH COULD CAUSE OUR ACTUAL RESULTS, PERFORMANCE (FINANCIAL OR OPERATING) OR ACHIEVEMENTS TO DIFFER FROM THE FUTURE RESULTS, PERFORMANCE (FINANCIAL OR OPERATING) OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS. SUCH FUTURE RESULTS ARE BASED UPON MANAGEMENT'S BEST ESTIMATES BASED UPON CURRENT CONDITIONS AND THE MOST RECENT RESULTS OF OPERATIONS. WHEN USED IN THIS REPORT, THE WORDS "EXPECT," "ANTICIPATE," "INTEND," "PLAN," "BELIEVE," "SEEK," "ESTIMATE" AND SIMILAR EXPRESSIONS ARE GENERALLY INTENDED TO IDENTIFY FORWARD-LOOKING STATEMENTS, BECAUSE THESE FORWARD-LOOKING STATEMENTS INVOLVE RISKS AND UNCERTAINTIES. THERE ARE IMPORTANT FACTORS THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE EXPRESSED OR IMPLIED BY THESE FORWARD-LOOKING STATEMENTS, INCLUDING OUR PLANS, OBJECTIVES, EXPECTATIONS AND INTENTIONS AND OTHER FACTORS.

## **PART I**

### **ITEM 1. DESCRIPTION OF BUSINESS**

#### **Gold Dynamics Corp**

("GLDN") is a Nevada corporation that was incorporated on April 17, 2006, under the name of Revo Ventures Inc. On March, 15 2010, the company changed its name to Gold Dynamics Corp by a majority vote of its shareholder

GLDN is an exploration stage company engaged in the acquisition and exploration of mineral properties. GLDN's plan of operations is to conduct mineral exploration activities on mineral properties in order to assess whether these claims possess commercially exploitable mineral deposits.

#### **Competition**

We will have to compete with other mineral resource exploration and development companies for financing and for the acquisition of new mineral properties. Many of the mineral resource exploration and development companies with whom we compete have greater financial and technical resources than us. Accordingly, these competitors may be able to spend greater amounts on acquisitions of mineral properties of merit, on exploration of their mineral properties and on development of their mineral properties. In addition, they may be able to afford greater geological expertise in the targeting and exploration of mineral properties. This competition could result in competitors having mineral properties of greater quality and interest to prospective investors who may finance additional exploration and development. This competition could adversely impact on our ability to finance further exploration and to achieve the financing necessary for us to develop our mineral properties.

#### **Insurance**

Currently, we have no insurance coverage.

#### **Government Regulation**

We are currently not subject to any government regulations.

**Offices**

2248 Meridian Blvd. Ste H, Minden, NV 89423

**Employees**

We currently do not have any employees.

**Subsidiaries**

We do not have any subsidiaries

**Bankruptcy, Receivership, or Similar Proceedings**

There has been no bankruptcy, receivership, or similar proceedings

**Patents and Trademarks**

We do not have any patents or trademarks

**Legal Proceedings**

We are not a party to any material legal proceeding, nor are any of our officers, directors or affiliates' a party adverse to us in any legal proceeding.

**ITEM 1A:RISK FACTORS**

In addition to the other information in this report and our other filings with the SEC, you should carefully consider the risks described below. These risks are not the only ones facing us. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also impair our business operations. If any of the following risks occur, our business, financial condition or operating results could be materially and adversely affected.

**Risks associated with Gold Dynamics Corp.:**

1. Our auditors have issued a going concern opinion. This means we may not be able to achieve our objectives and may have to suspend or cease operations. Our auditors have issued a going concern opinion as at July 31, 2015. This means that there is substantial doubt that we can continue as an ongoing business without additional financing and/or generating profits. If we are unable to do so, we will have to cease operations and you will lose your investment.
2. Because all of our assets and our officers and directors are located outside the United States of America, it may be difficult for an investor to enforce within the United States any judgments obtained against us or any of our officers and directors. All of our assets are located outside of the United States and we do not currently maintain a permanent place of business within the United States. In addition, our directors and officers are nationals and/or residents of countries other than the United States, and all or a substantial portion of such persons' assets are located outside the United States. As a result, it may be difficult for an investor to effect service of process or enforce within the United States any judgments obtained against us or our officers or directors, including judgments predicated upon the civil liability provisions of the securities laws of the United States or any state thereof. In addition, there is uncertainty as to

whether the courts of Canada and other jurisdictions would recognize or enforce judgments of United States courts obtained against us or our director and officer predicated upon the civil liability provisions of the securities laws of the United States or any state thereof, or be competent to hear original actions brought in Canada or other jurisdictions against us or our director and officer predicated upon the securities laws of the United States or any state thereof.

3. Because we have only one officer and director who are responsible for our managerial and organizational structure, in the future, there may not be effective disclosure and accounting controls to comply with applicable laws and regulations which could result in fines, penalties and assessments against us. We have only one officer and director. He is responsible for our managerial and organizational structure which will include preparation of disclosure and accounting controls under the Sarbanes Oxley Act of 2002. When these controls are implemented, they will be responsible for the administration of the controls. Should they not have sufficient experience, they may be incapable of creating and implementing the controls which may cause us to be subject to sanctions and fines by the SEC which ultimately could cause you to lose your investment.

4. Because our sole executive officer will only be devoting limited time to our operations, our operations could be sporadic which may result in periodic interruptions or suspensions of operations and a lack of revenues which may cause us to cease operations. Mr. Tie Ming Li, our sole executive officer will only be devoting limited time to our operations. Mr. Li will be devoting approximately twenty five hours a week to our operations. Because Mr. Li will only be devoting limited time to our operations, our operations may be sporadic and occur at times which are convenient to Mr. Li. As a result, operations may be periodically interrupted or suspended which could result in a lack of revenues and a possible cessation of operations.

5. Because we do not maintain any insurance, if a judgment is rendered against us, we may have to cease operations. We do not maintain any insurance and do not intend to maintain insurance in the future. Because we do not have any insurance, if we are made a party to a lawsuit, we may not have sufficient funds to defend the litigation. In the event that we do not defend the litigation or a judgment is rendered against us, we may have to cease operations.

6. Because of the speculative nature of mineral exploration, there is substantial risk that no commercially viable mineral deposits will be found.

Exploration for commercially viable mineral deposits is a speculative venture involving substantial risk. We cannot guarantee our investors that our mining claim contains commercially viable mineral deposits. The exploration program that we will conduct on our claim may not result in the discovery of commercial viable mineral deposits. Problems such as unusual and unexpected rock formations and other conditions are involved in mineral exploration and often result in unsuccessful exploration efforts. In such a case, we may be unable to complete our business plan and investors could lose their entire investment in this offering.

7. We need to raise additional investment capital in the future in order to commence our business operations. If we are unable to raise the required investment capital, you may lose all of your investment in the current economic environment; it is extremely difficult for companies without profits or revenues, such as us, to raise capital. We currently do not have a specific plan of how we will obtain such funding; however, we anticipate that additional funding will be in the form of equity financing from the sale of our common stock. In the event we are not successful in selling our common stock, we may also seek to obtain short-term loans from our director, although no such arrangement has been made. At this time, we cannot provide investors with any assurance that we will be able to raise sufficient funding from the sale of our common stock or through a loan from our director to meet our initial capital requirement needs. If we are unable to raise the required financing, we will be unable to proceed with our business plan and you may lose your entire investment.

8. Our principal shareholder controls the majority of our common stock; investors will have little control over our management or other matters requiring shareholder approval. Mr. Tie Ming Li currently owns 37,500,000, or approximately 70.42%, of our outstanding common stock if the offering is completely sold, giving him the ability to

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control all matters submitted to our stockholders for approval and to control our management and affairs, including the election of our directors; the acquisition or disposition of our assets, the future issuance of our shares and approval of other significant corporate transactions. Our principal shareholder may also have interests that differ from yours and may vote in a way with which you disagree and which may be adverse to your interests.

9. Because our articles of incorporation authorize the issuance of 500,000,000 shares of common stock, an investor faces the risk of having their percentage ownership diluted in the future. We anticipate that any additional funding will be in the form of equity financing from the sale of our common stock. In the future, if we do sell more common stock, your investment could be subject to dilution. Dilution is the difference between what you pay for your stock and the net tangible book value per share immediately after the additional shares are sold by us. These shares may also be issued without security holder approval and, if issued, may be granted voting powers, rights, and preferences that differ from and may be superior to those of the registered shares.

10. The market price for our Common Stock may be volatile. In the future, there may be volatility in the market price for our Common Stock. Furthermore, the market price of our Common Stock could fluctuate substantially in the future in response to a number of factors, including the following:

- \* fluctuations in our quarterly operating results or the operating results of our competitors;
- \* changes in general conditions in the economy, the financial markets, or our industry;
- \* announcements of significant acquisitions, strategic alliances or joint ventures by us, our customers or our competitors;
- \* introduction of new products or services;
- \* increases in the price of energy sources and other raw materials; and
- \* other developments affecting us, our industry, customers or competitors.

In addition, in recent years the stock market has experienced extreme price and volume fluctuations. This volatility has had a significant effect on the market prices of securities issued by many companies for reasons unrelated to their operating performance. These broad market fluctuations may materially adversely affect our Common Stock price, regardless of our operating results. Given its relatively small public float and average daily trading volume, our Common Stock may be relatively more susceptible to volatility arising from any of these factors. There can be no assurance that the price of our Common Stock will increase in the future or be maintained at its recent levels.

11. Future sales of our Common Stock could depress its market price. Future sales of shares of our Common Stock could adversely affect its prevailing market price. If our officers, directors or significant stockholders sell a large number of shares, or if we issue a large number of shares, the market price of our Common Stock could significantly decline. Moreover, the perception in the public market that stockholders might sell shares of Common Stock could depress the market for our Common Stock. Our Common Stock's relatively small public float and average daily trading volume may make it relatively more susceptible to these risks.

### ITEM 1B: UNRESOLVED STAFF COMMENTS

None

## ITEM 2: DESCRIPTION OF PROPERTY

The Company's headquarters and executive offices are located at 2248 Meridian Blvd. Ste H, Minden, NV 89423.

## ITEM 3: LEGAL PROCEEDINGS

There are no existing, pending or threatened legal proceedings involving Gold Dynamics Corp., or against any of our officers or directors as a result of their involvement with the Company.

As of July 31, 2015, the Company does not retain a legal counsel.

## ITEM 4: SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

There were no matters submitted to a vote of security holders during the fiscal period ended July 31, 2015.

## PART II

## ITEM 5: MARKET FOR COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND SMALL BUSINESS ISSUER PURCHASES OF EQUITY SECURITIES

The Company's Common stock is presently listed on the OTC Bulletin Board under the symbol "GLDN". Our common stock has been listed on the OTC Bulletin Board since March 15, 2010. There is currently active trading in our common stock and there has been active trading since our common stock has been listed on the OTC Bulletin Board.

The Company has not paid any cash dividends to date, and it has no intention of paying any cash dividends on its common stock in the foreseeable future. The declaration and payment of dividends is subject to the discretion of its Board of Directors. The timing, amount and form of dividends, if any, will depend on, among other things, results of operations, financial condition, cash requirements and other factors deemed relevant by the Board of Directors.

There are no outstanding options or warrants or convertible securities to purchase our common equity.

The Company has never issued securities under and does not have any equity compensation plan.

## ITEM 6: SELECTED FINANCIAL DATA

	<b>As of July 31, 2015</b>	<b>As of July 31, 2014</b>
<b>Balance Sheet</b>		
Total Assets	\$-	\$-
Total Liabilities	\$98,064	\$93,689
Stockholders Equity (Deficit)	\$(98,064)	\$(93,689)
	<b>For the</b>	<b>For the</b>



**Year ended    Year ended**  
**July 31, 2015   July 31, 2014**

**Income Statement**

Revenues	\$ -	\$ -
Total Expenses	\$4,375	\$7,255
Net Loss\$	\$(4,375)	\$(7,255)

**ITEM 7: MANAGEMENT'S AND ANALYSIS OR PLAN OF OPERATION**

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.

**Overview**

Gold Dynamics Corp. (GLDN) was incorporated in April 17, 2006. The Company is an exploration stage company engaged in the acquisition and exploration of mineral properties. GLDN's plan of operations is to conduct mineral exploration activities on mineral properties in order to assess whether these claims possess commercially exploitable mineral deposits.

**Revenues**

There were no revenues generated for the fiscal period ended July 31, 2015 and no revenues have been earned by the Company since its inception.

**General & Administrative Expenses**

General and administrative expenses totaled \$4,375 for the fiscal year ended July 31, 2015. This is compared to general and administrative expenses totaling \$7,255 for the fiscal year ended July 31, 2014. This decrease in general and administrative expenses is largely attributed to a decrease in fees paid for professional services and consulting fees.

We experienced a net loss of \$4,375 for the fiscal year ended July 31, 2015 compared to a net loss of \$7,255 for the fiscal year ended July 31, 2014.

**Liquidity and Capital Resources**

As of July 31, 2015, the Company had cash of \$0. Management does not expect that the current level of cash on hand will be sufficient to fund our operation 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 that 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 agreements 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 7A: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Please see Item 1A above, "Risk Factors," for a discussion of these and other risks and uncertainties we face in our business.

## ITEM 8: FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements required to be filed pursuant to this Item 8 begin on page F-1 of this report.

### Part III

## ITEM 9: CHANGES IN DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

The Financial Statements of the Company have been audited by David Hillary, CPA, P.C. for the fiscal year ended July 31, 2015. There have been no changes in or disagreements with David Hillary, CPA, P.C. on accounting and financial disclosure matters at any time.

## ITEM 9A: CONTROLS AND PROCEDURES

### **Managements Evaluation of Disclosure Controls and Procedures**

Our management has evaluated, under the supervision and with the participation of our chief executive officer and chief financial officer, the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934 (the Exchange Act). Based on that evaluation, our chief executive officer and chief financial officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are effective in ensuring that information required to be disclosed in our Exchange Act reports is (1) recorded, processed, and summarized and reported within the time periods specified in the Securities and Exchange Commissions rules and forms and (2) accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

Our Principal Executive Officer and Principal Financial Officer do not expect that our disclosure controls or internal controls will prevent all error and all fraud. Although our disclosure controls and procedures were designed to provide reasonable assurance of achieving their objectives and our principal executive and financial officer have determined that our disclosure controls and procedures are not effective at doing so, a control system, no matter how well conceived and operated, can provide only reasonable, not absolute assurance that the objectives of the 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. 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 if there exists in an individual a desire to do so. There can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Furthermore, smaller reporting companies face additional limitations. Smaller reporting companies employ fewer individuals and find it difficult to properly segregate duties. Often, one or two individuals control every aspect of the

Company's operation and are in a position to override any system of internal control. Additionally, smaller reporting companies tend to utilize general accounting software packages that lack a rigorous set of software controls.

### **Managements Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act. Our internal control system was designed to provide reasonable assurance to our management and board of directors regarding the preparation and fair presentation of published financial statements. Our management assessed the effectiveness of our internal control over financial reporting as of July 31, 2015. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control Integrated Framework. Based on our assessment we believe that, as of July 31, 2015, our internal control over financial reporting was effective based on those criteria.

### **Changes in Internal control Over Financial Reporting**

There have been no changes in the Company's internal control over financial reporting through the date of this report or during the quarter ended July 31, 2015, that materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

### **Independent Registered Accountants Internal Control Attestation**

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Managements report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only managements report in this annual report.

## **ITEM 10: DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT**

### **Officers and Directors**

Each of our directors serves until his or her successor is elected and qualified. Each of our officers is elected by the board of directors to a term of one (1) year and serves until his or her successor is duly elected and qualified, or until he or she is removed from office. The board of directors has no nominating, auditing or compensation committees.

The name, age, and position of our present officers and directors are set forth below:

#### **Name Age Position Held**

Tie Ming Li 45 President, Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer, Treasurer, Secretary, and Director

Each director serves until our next annual meeting of the stockholders or unless they resign earlier. The Board of Directors elects officers and their terms of office are at the discretion of the Board of Directors.

### **Background of officers and directors**

Tie Ming Li is a successful entrepreneur in the hospitality and spirits industry and for the past six years, has owned and managed several restaurants and nightclub establishments in the province of Shandong, China.

**Audit Committee Financial Expert**

We do not have an audit committee financial expert. We do not have an audit committee financial expert because we believe the cost related to retaining a financial expert at this time is prohibitive. Further, because we are only beginning our commercial operations, at the present time, we believe the services of a financial expert are not warranted.

**Conflicts of Interest**

The only conflict that we foresee is that our officers and directors devote time to projects that do not involve us.

**SECTION 16(A) BENEFICIAL OWNER REPORTING COMPLIANCE**

Section 16(a) of the Securities and Exchange Act of 1934 requires that the Company's directors, executive officers, and persons who own more than 10% of registered class of the Company's equity securities, or file with the Securities and Exchange Commission (SEC), initial reports of ownership and report of changes in ownership of common stock and other equity securities of the Company. Officers, directors, and greater than 10% beneficial owners are required by SEC regulation to furnish the Company with copies of all Section 16(a) reports they file. As of the fiscal year ending July 31, 2015, Form 3 reports were not timely filed by Tie Ming Li, the Company's President.

**Code of Ethics**

The Company has adopted code of ethics for all of the employees, directors and officers which is attached to this Annual Report as Exhibit 14.1.

**ITEM 11: EXECUTIVE COMPENSATION**

The following table sets forth information with respect to compensation paid by us to our officers and directors during the four most recent fiscal years. This information includes the dollar value of base salaries, bonus awards and number of stock options granted, and certain other compensation, if any.

Summary Compensation Table

(a)	Annual Compensation			Long Term Compensation Awards		Payouts		
	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Name and Principal Position (1)	Year	Salary(\$)	Bonus (\$)	Other Annual Compensation (\$)	Restricted Stock Award(s) (\$)	Securities Underlying Options/SARs (#)	LTIP Payouts (\$)	All Other Compensation (\$)
Tie Ming Li President, Treasurer, Secretary, and Director	2015		0	0	0	0	0	0
	2014		0	0	0	0	0	0
	2013	0		0	0	0	0	0
	2012	0		0	0	0	0	0
	2011	0		0	0	0	0	0

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	2010 0	0 0	0	0	0	0
	2009 0	0 0	0	0	0	0
Gary Westbrook President, Secretary and Director	2008 0	0 0	0	0	0	0
William Deal Director	2008 0	0 0	0	0	0	0
Jianbin Chen President, Secretary, Treasurer, Director	2008 0	0 0	0	0	0	0
	2007 0	0 0	0	0	0	0
	2006 0	0 0	0	0	0	0

[1] All compensation received by the officers and directors has been disclosed.

#### Option/SAR Grants

There are no stock option, retirement, pension, or profit sharing plans for the benefit of our officers and directors.

#### Long-Term Incentive Plan Awards

We do not have any long-term incentive plans.

#### Compensation of Directors

We do not have any plans to pay our directors any money.

#### Indemnification

Under our Articles of Incorporation and Bylaws of the corporation, we may indemnify an officer or director who is made a party to any proceeding, including a law suit, because of his position, if he acted in good faith and in a manner he reasonably believed to be in our best interest. We may advance expenses incurred in defending a proceeding. To the extent that the officer or director is successful on the merits in a proceeding as to which he is to be indemnified, we must indemnify him against all expenses incurred, including attorney's fees. With respect to a derivative action, indemnity may be made only for expenses actually and reasonably incurred in defending the proceeding, and if the officer or director is judged liable, only by a court order. The indemnification is intended to be to the fullest extent permitted by the laws of the State of Nevada.

Regarding indemnification for liabilities arising under the Securities Act of 1933, which may be permitted to directors or officers under Nevada law, we are informed that, in the opinion of the Securities and Exchange Commission, indemnification is against public policy, as expressed in the Act and is, therefore, unenforceable.

**ITEM 12: SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The following table sets forth, as of the date of this prospectus, the total number of shares owned beneficially by each of our directors, officers and key employees, individually and as a group, and the present owners of 5% or more of our total outstanding shares. The table also reflects what their ownership will be assuming completion of the sale of all shares in this offering. The stockholders listed below have direct ownership of his/her shares and possess sole voting and dispositive power with respect to the shares. The address for each person is our address at 2248 Meridian Blvd. Ste H, Minden, NV 89423.

<b>Name of Beneficial Owner</b>	<b>Direct Amount of Beneficial Owner</b>	<b>Position</b>	<b>% of Class</b>
<b>Tie Ming Li</b>	<b>97,500,000</b>	<b>Greater than 5% shareholder</b>	<b>65.5%</b>

All officers and directors as a Group (1 person) 65.5%

Securities authorized for issuance under equity compensation plans.

We have no equity compensation plans.

**ITEM 13: CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

We issued 5,000,000 shares of common stock to Tie Ming Li, our president and a member of the board of directors in July 2010, in consideration of \$5,000.

**ITEM 15: CODE OF ETHICS**

31 Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14 of the Securities and Exchange Act of 1934 as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32 Certification of the 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

**ITEM 16: PRINCIPAL ACCOUNTANT FEES AND SERVICES**

**1) Audit Fees**

The aggregate fees billed for the last two fiscal years for professional services rendered by the principal accountant for the audit of the Company's annual financial statements and review of financial statements included in the Company's Form 10-Q's or services that are normally provided by the accountant in connection with statutory and regulatory engagements for those fiscal years was:

2015 - \$ 1,555 David L. Hillary, Jr., CPA, CITP, MBA

2014 - \$ 1,555 David L. Hillary, Jr., CPA, CITP, MBA

2013 - \$4,700 Kenne Ruan, CPA

2012 - \$3,750 Stan Lee CPA, CMA

2011 - \$3,750 Stan Lee CPA, CMA

## 2) Audit - Related Fees

The aggregate fees billed in each of the last two fiscal years for assurance and related services by the principal accountants that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported in the preceding paragraph:

2015 - \$0 David L. Hillary, Jr., CPA, CITP, MBA

2014 - \$0 David L. Hillary, Jr., CPA, CITP, MBA

2013 - \$0 Kenne Ruan, CPA

2012 - \$0 Stan Lee CPA, CMA

2011 - \$0 Stan Lee CPA, CMA

## 3) Tax Fees

The aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning was:

2015 - \$0 David L. Hillary, Jr., CPA, CITP, MBA

2014 - \$0 David L. Hillary, Jr., CPA, CITP, MBA

2013 - \$0 Kenne Ruan, CPA

2012 - \$0 Stan Lee CPA, CMA

2011 - \$0 Stan Lee CPA, CMA

## 4) All Other Fees

The aggregate fees billed in each of the last two fiscal years for the products and services provided by the principal accountant, other than the services reported in paragraphs (1), (2), and (3) was:

2015 - \$0 David L. Hillary, Jr., CPA, CITP, MBA

2014 - \$0 David L. Hillary, Jr., CPA, CITP, MBA

2013 - \$0 Kenne Ruan, CPA

2012 - \$0 Stan Lee CPA, CMA

2011 - \$0 Stan Lee CPA, CMA

**Gold Dynamics Corp.**

**Financial Statements**

**July 31, 2015 and 2014**

Balance Sheets

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Statements of Operations

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Statements of Stockholders' Equity ( Deficit)

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Statement of Cash Flows

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Notes to Financial Statements

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**Gold Dynamics Corp.**

**(A Development Stage Company)**





**Report of Independent Registered Public Accountant**

To the Board of Directors and Shareholders of:

Gold Dynamics Corp.

2248 Meridian Boulevard, Suite H

Minden, NV 89423

We have audited the accompanying balance sheets of Gold Dynamics Corp. (a Nevada corporation) as of July 31, 2015, and the related statements of operations, stockholders' equity, and cash flows for the period then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits and the report of other auditors provide a reasonable basis for our opinion.

In our opinion, based on our audits and the report of other auditors, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of July 31, 2015. The results of its operations and its cash flows are in conformity with U.S. generally accepted accounting principles.

We retain serious doubt that the company can continue as a going concern for the next twelve months unless additional capital can be obtained or revenues generated.

Respectfully,

/s/ David L. Hillary, Jr.

David L. Hillary, Jr., CPA, CITP

Indianapolis, Indiana

October 29, 2015

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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 on this 10<sup>th</sup> of November, 2015

Gold Dynamics Corp.

(Registrant)

By: /s/ Tie Ming Li

Tie Ming Li

President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

Signature Title Date /s/ Tie Ming Li President, CEO, Secretary, November 10, 2015

Tie Ming Li Treasurer and Director

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**Gold Dynamics Corp.**  
**(A Development Stage Company)**  
**Balance Sheets**  
**As at July 31, 2015 and 2014**

	July 31, 2015 (Audited)	July 31, 2014 (Audited)
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and Cash Equivalents	\$ -	\$ -
<b>TOTAL CURRENT ASSETS</b>	-	-
<b>TOTAL ASSETS</b>	\$ -	\$ -

**LIABILITIES AND STOCKHOLDERS' DEFICIT****Current Liabilities**

Accounts Payable and Accrued Liabilities	\$	3,900	\$	-
Shareholder Loan		-		-
<b>TOAL CURRENT LIABILITIES</b>		3,900		-

**Long Term Liabilities**

Note Payable	\$	78,227	\$	77,752
Shareholder Loan		15,937		15,937
<b>TOAL LONG TERM LIABILITIES</b>		98,064		93,689

**Stockholders' Deficit**

Preferred Stock, \$0.001 par value 50,000,000 authorized, none issued and outstanding		-		-
Common stock, \$0.001 par value, Authorized : 500,000,000, common shares 103,250,000 shares issued and outstanding as of July 31, 2015 and 2014		11,100		11,100
Additional paid in capital		64,900		64,900
(Deficit) accumulated during the development stage		(174,065)		(169,689)
<b>TOTAL STOCKHOLDERS' DEFICIT</b>		(98,064)		(93,689)

<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	\$	-	\$	-
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See Accompanying Notes to Financial Statements

**(A Development Stage Company)**  
**Statements of Operations**  
**For the Year Ended July 31, 2015 and 2014**

	For the Year Ended July 31, 2015	For the Year Ended July 31, 2014
<b>General and Administration Expenses</b>		
Professional Fees	\$ 4,375	\$ 7,255
Bank charges and interest	-	-
	4,375	(7,255)
<b>Net (loss) for the period</b>	\$ (4,375)	\$ (7,255)
<b>Net (loss) per share</b>		
Basic and diluted	\$ -	\$ -
<b>Weighted Average Number of Common</b>		
<b>Shares Outstanding - Basic and Diluted</b>	103,250,000	103,250,000

See Accompanying Notes to Financial Statements

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**Gold Dynamics Corp.**  
**(A Development Stage Company)**  
**Statements of Cash Flows**  
**For the Year Ended July 31, 2015 and 2014**

	For the Year Ended Year Ended July 31, 2015	July 31, 2014
<b>Cash flow from Operating Activities</b>		
Net loss	\$ (4,375)	\$ (7,255)
Adjustments to reconcile net loss to net cash used in operating activities:		
Imputed interest	-	-
Changes in:		
Long Term Debt	-	-
Accounts payable and accrued liabilities	3,900	-
<b>Net cash used for operating activities</b>	(475)	7,255

**Financing Activities**

Proceeds from Note Payable	475	7,255
Additional Paid in Capital	-	-
Proceeds from shareholder loan	-	-
<b>Net cash provided by financing activities</b>	<b>475</b>	<b>7,255</b>
<b>Net change in cash</b>	<b>-</b>	<b>-</b>
<b>Cash, Beginning of Period</b>	<b>-</b>	<b>-</b>
<b>Cash, End of Period</b>	<b>\$ -</b>	<b>\$ -</b>

See Accompanying Notes to Financial Statements

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**Gold Dynamics Corp.**

(A Development Stage Company)

**Statements of Stockholders' Equity (Deficit)**

From April 17, 2006 (Inception) to July 31, 2014

	Common Stock Shares	Common Stock Amount	Additional Paid In Capital	Deficit Accumulated During the Development Stage	Total Stockholder's Equity (Deficit)
<b>Balances - April 17, 2006 -</b>		\$ -	\$ -	\$ -	\$ -
Proceeds from issuance of founders shares	37,500,000	37,500	(32,500)	-	5,000
Net Loss for the period ended July 31, 2006	-	-	-	(2,825)	(2,825)
<b>Balance, July 31, 2006</b>	<b>37,500,000</b>	<b>37,500</b>	<b>(32,500)</b>	<b>(2,825)</b>	<b>2,175</b>
Proceeds from issuance of common stock	15,750,000	15,750	5,250	-	21,000
Net Loss for the period ended July 31, 2007	-	-	-	(27,227)	(27,227)
<b>Balances - July 31, 2007</b>	<b>53,250,000</b>	<b>7,100</b>	<b>18,900</b>	<b>\$ (30,052)</b>	<b>\$ (4,052)</b>
Imputed interest on shareholder loan			-		
Net Loss for the period ended July 31, 2008	-	-	-	(17,973)	(17,973)

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<b>Balances - July 31, 2008</b>	53,250,000	7,100	18,900	\$ (48,025)	(22,025)
Imputed interest on shareholder loan			-		
Net Loss for the period ended July 31, 2009	-	-	-	(7,682)	(7,682)
<b>Balances - July 31, 2009</b>	53,250,000	7,100	18,900	(55,707)	(29,707)
Proceeds from issuance of common stock	4,000,000	4,000	46,000	-	-
Revised for Stock Split 2.6:1	91600000				
Imputed interest on shareholder loan			-		
Net Loss for the period ended July 31, 2010	-	-	-	(47,711)	(47,509)
<b>Balances - July 31, 2010</b>	148,850	11,100	64,900	(103,418)	(27,418)
Imputed interest on shareholder loan			-		
Net Loss for the period ended July 31, 2011				\$ (5,658)	\$ (5,658)
<b>Balances - July 31, 2011</b>	148,850	\$ 11,100	\$ 64,900	\$ (109,076)	\$ (33,076)
Imputed interest on shareholder loan			-		
Net Loss for the period ended July 31, 2012				\$ (27,164)	\$ (27,164)
<b>Balances - July 31, 2012</b>	148,850	\$ 11,100	\$ 64,900	\$ (136,240)	\$ (60,240)
Imputed interest on shareholder loan			-		
Net Loss for the period ended July 31, 2013				\$ (26,194)	\$ (26,194)
<b>Balances - July 31, 2013</b>	148,850	\$ 11,100	\$ 64,900	\$ (162,434)	\$ (86,232)
Imputed interest on shareholder loan			-		
				\$ (7,255)	\$ (7,255)

Net Loss for the period  
ended July 31, 2014

<b>Balances - July 31, 2014</b>	148,850	\$ 11,100	\$ 64,900	\$ (169,689)	\$ (93,487)
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Imputed interest on  
shareholder loan

Net Loss for the period ended July 31, 2015				\$ (4,375)	\$ (4,375)
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<b>Balances - July 31, 2015</b>	148,850	\$ 11,100	\$ 64,900	\$ (174,064)	\$ (97,862)
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**See Accompanying Notes to financial Statements**

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**Gold Dynamics Corp.**

**(A Development Stage Company)**

## **NOTES TO FINANCIAL STATEMENTS**

**For the Year Ended July 31, 2015**

### **Note 1: Organization and Basis of Presentation**

Gold Dynamics Corp. (the “Company”) is a for profit corporation established under the corporation laws in the State of Nevada, United States of America in April, 2006.

The Company's primary operations began in April 2006 with an e-commerce focus and intends to become a producer of vitamin infused alcoholic beverages. 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.

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America. The Financial Statements and related disclosures as of July 31, 2015 and 2014 are audited pursuant to the rules and regulations of the United States Securities and Exchange Commission (“SEC”). Unless the context otherwise requires, all references to “Gold Dynamics,” “we,” “us,” “our” or the “company” are to Gold Dynamics Corp. and any subsidiaries.



The Company's fiscal year ends July 31.

## **Note 2: Significant Accounting Policies and Recent Accounting Pronouncements**

### Use of Estimates and Assumptions

The preparation of 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 period. Actual results could differ from those estimates.

Due to the limited level of operations, the Company has not had to make material assumptions or estimates other than the assumption that the Company is a going concern.

### Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents.

### Fair Value of Financial Instruments

ASC 825, "Disclosures about Fair Value of Financial Instruments", requires disclosure of fair value information about financial instruments. ASC 820, "Fair Value Measurements" defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of July 31, 2015.

The respective carrying values of certain on-balance-sheet financial instruments approximate their fair values. These financial instruments include cash, accrued liabilities and notes payable. Fair values were assumed to approximate carrying values for these financial instruments since they are short term in nature and their carrying amounts approximate fair value.

### Basic and Diluted Loss Per Share

The Company computes earnings (loss) per share in accordance with ASC 260-10-45 “Earnings per Share”, which requires presentation of both basic and diluted earnings per share on the face of the statement of operations. Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common stockholders by the weighted average number of outstanding common shares during the period. Diluted earnings (loss) per share gives effect to all dilutive potential common shares outstanding during the period. Dilutive earnings (loss) per share excludes all potential common shares if their effect is anti-dilutive. The Company has no potential dilutive instruments, and therefore, basic and diluted earnings (loss) per share are equal.

#### Recent Accounting Pronouncements

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company’s results of operations, financial position or cash flow.

#### **Note 3: Commitments and Contingencies**

The Company neither owns nor leases any real or personal property, an officer has provided office services without charge. Such costs are immaterial to the financial statements and accordingly are not reflected herein. The officer and director are involved in other business activities and most likely will become involved in other business activities in the future.

#### **Note 4: Legal Matters**

The Company has no known legal issues pending.

#### **Note 5: Debt**

Loans have been made by an unrelated third party equal to the operating deficits as they are incurred. The loans are without interest or a fixed term of repayment. The loans are due on demand.

#### **Note 6: Related Party Transactions**

An officer and shareholder has made loans to the Company of \$15,937 beginning on July 31, 2007 without a fixed term of repayment. Interest has been waived during the development phase.

#### **Note 7: Capital Stock**

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 of a 15 for 2 forward stock split to the 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. 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 total proceeds of \$50,000.

On December 15, 2009, the Company authorized a Forward Stock Split of 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 increased its issued and outstanding shares of Common Stock to 148,850,000.

As of July 31, 2015 there were no outstanding stock options or warrants.

#### **Note 8: Income Taxes**

The company has not commenced operations and has not generated any revenue and has not made a provision for income taxes.

The Company does not have any material uncertainties with respect to its provisions for income taxes.

#### **Note 9: Going Concern**

The accompanying financial statements and notes have been prepared assuming that the Company will continue as a going concern.

For the fiscal year ended July 31, 2015, the Company had an accumulated deficit of \$174,064.

The Company has no significant assets or operating activity as of July 31, 2015. There are no assurances that the Company will be able to either (1) consummate a business combination transaction with a privately-owned business seeking to become a public company; (2) if successful, achieve a level of revenues adequate to generate sufficient cash flow from operations; or (3) obtain additional financing through either private placement, public offerings and/or bank financing necessary to support the Company's current working capital requirements. To the extent that funds generated from any private placements, public offerings and/or bank financing are insufficient to support the Company, the Company will have to raise additional working capital. No assurance can be given that additional financing will be available, or if available, will be on terms acceptable to the Company. If adequate working capital is not available, the Company may not continue its operations.

The Company's ultimate continued existence is dependent upon its ability to generate sufficient cash flows from operations or other sources to support its daily operations as well as provide sufficient resources to retire existing liabilities and obligations on a timely basis.

The Company's articles of incorporation authorize the issuance of up to 750,000,000 shares of preferred stock and 900,000,000 shares of common stock. The Company's ability to issue preferred stock may impede a potential takeover of the Company, which takeover may be in the best interest of stockholders. The Company's ability to issue these authorized but unissued securities may also negatively impact the ability to raise additional capital through the sale of debt or equity securities.

The Company anticipates future sales of equity securities to facilitate either the consummation of a business combination transaction or to raise working capital to support and preserve the integrity of the corporate entity. However, there is no assurance that the Company will be able to obtain additional funding through the sales of additional equity securities or, that such funding, if available, will be obtained on terms favorable to or affordable by the Company.

It is the belief of management and significant stockholders that they will provide sufficient working capital necessary to support and preserve the integrity of the corporate entity. There is no legal obligation for either management or significant stockholders to provide additional future funding. Further, the Company is at the mercy of future economic trends and business operations for the Company's majority stockholder to have the resources available to support the Company. Should this pledge fail to provide adequate financing, the Company has not identified any alternative sources.

If no additional operating capital is received during the next twelve months, the Company will be forced to rely on existing cash on hand and upon additional funds loaned by management and/or significant stockholders to preserve the integrity of the corporate entity at this time. In the event, the Company is unable to acquire advances from management and/or significant stockholders, the Company's ongoing operations would be negatively impacted. While the Company is of the opinion that good faith estimates of the Company's ability to secure additional capital in the future to reach our goals have been made, there is no guarantee that the Company will receive sufficient funding to sustain operations or implement any future business plan steps. However, should the controlling stockholder fail to provide financing, the Company has not identified any alternative sources. Consequently, there is substantial doubt about the Company's ability to continue as a going concern.

#### **Note 10: Subsequent Events**

The Company has evaluated events subsequent to the date these financial statements have been issued to assess the need for potential recognition or disclosure in this report. Such events were evaluated through the date these financial statements were available to be issued and determined that no subsequent events require disclosure.