

BRYN RESOURCES INC

(A Colorado Company)

Quarterly Report

For the Quarter Ended September 30, 2011
Fiscal Year 2012

Issuers' Continuing Disclosure - Quarterly Report

Item 1 Exact name of the issuer and the address of its principal executive offices.

The exact name of the issuer is:

Bryn Resources, Inc
7030 Woodbine Avenue, Suite 500
Markham, ONT L3R 6G2
Canada
P: (905) 470-6430
<http://www.brynresources.com>

Investors Relations: The person responsible for our investor relations is our President and Chairman, Paul Diana, who can be reached at our contact information above

Name change history:

June 18, 1996: Recoverynet, Inc. to The Recovery Network, Inc.
July 7, 1999: Recovery Network, Inc. to RnetHealth.com, Inc.
September 5, 2000: RnetHealth.com, Inc. to RnetHealth, Inc.
November 25, 2008: RnetHealth, Inc. to Bryn Resources Inc.

Item 2 Shares outstanding

Period End Date	30-Sep-11	30-Jun-11	30-Jun-10
Number of Shares authorized	250,000,000	250,000,000	250,000,000
Number of Shares outstanding	51,266,260	114,766,156	112,349,380
Freely Tradable Shares (public float)	13,504,817	25,254,817	24,895,901
Total Number of Beneficial Shareholders	Appx 156	Appx 160	Appx 155
Total Number of Shareholders of Record	111	114	109

BRYN RESOURCES INC
Balance Sheet
as of September 30, 2011
(Unaudited)

	as of September 30 2011	as of June 30 2011	as of March 31 2011	as of December 31 2010	as of September 30 2010
ASSETS					
Current Assets					
Cash	\$ 500	\$ 500	\$ 500	\$ 500	\$ 563
Accounts receivable	-	-	-	-	-
Inventories	-	-	-	-	-
Prepaid expenses	-	-	-	-	-
Total Current Assets	500	500	500	500	563
Capital Assets					
Renfrew (Nova Scotia)	8,621,129	8,621,129	8,621,129	-	-
Wine Harbour property	200,000	200,000	200,000	200,000	200,000
Montauban (Quebec property)	-	-	-	8,621,129	8,621,129
Capital Assets	-	-	-	-	-
Less: Accumulated Depreciation	-	-	-	-	-
	8,821,129	8,821,129	8,821,129	8,621,129	8,621,129
TOTAL ASSETS	\$ 8,821,629	\$ 8,821,629	\$ 8,821,629	\$ 8,621,629	\$ 8,621,692
LIABILITIES					
Current Liabilities					
Accounts Payable & Accrued Expenses	\$ 682,687	\$ 682,687	\$ 682,687	\$ 682,687	\$ 682,687
Loan	118,871	110,770	108,304	103,141	99,981
Total Current Liabilities	801,558	793,457	790,991	785,828	782,668
Long Term Liabilities					
Due to parent company	-	-	-	-	-
SHAREHOLDERS' EQUITY					
Common shares	42,792,782	42,792,782	42,792,782	42,792,782	42,792,782
Accumulated Deficit	- 34,772,710	- 34,764,609	- 34,762,143	- 34,756,981	- 34,753,758
TOTAL SHAREHOLDERS' EQUITY	8,020,072	8,028,173	8,030,639	8,035,801	8,039,024
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 8,821,629	\$ 8,821,629	\$ 8,821,629	\$ 8,821,629	\$ 8,821,692

BRYN RESOURCES INC
Statement of Income and Retained Earnings
For the Quarter ended September 30, 2011
(Unaudited)

	3Mths Ended September 30 2011	3Mths Ended June 30 2011	3Mths Ended Mar-31 2011	3Mths Ended Dec-31 2010	3Mths Ended September 30 2010
Sales	\$ -	\$ -	\$ -	\$ -	\$ -
Cost of Sales					
Purchases	-	-	-	-	-
Salaries and Consulting	-	-	-	-	-
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Gross Margin	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
General and Administrative Expenses					
Salaries and Benefits	-	-	-	-	-
Rent	563	563	563	-	537
Professional Fees	1,900	1,350	1,000	2,400	3,463
Telephone & Utilities	-	-	-	-	-
Vehicle	-	-	-	-	-
Office & General	5,638	553	3,600	823	115
Advertising & Promotion	-	-	-	-	-
Interest & Bank Charges	-	-	-	-	-
Insurance	-	-	-	-	-
Amortization	-	-	-	-	-
	<u>8,101</u>	<u>2,466</u>	<u>5,163</u>	<u>3,223</u>	<u>4,115</u>
Income (loss) before income taxes	<u>-\$ 8,101</u>	<u>-\$ 2,466</u>	<u>-\$ 5,163</u>	<u>-\$ 3,223</u>	<u>-\$ 4,115</u>
Income Tax	-	-	-	-	-
Net Income (loss) for the year	<u>- 8,101</u>	<u>- 2,466</u>	<u>- 5,163</u>	<u>- 3,223</u>	<u>- 4,115</u>
Deficit, Beginning of the year	- 34,764,609	- 34,762,143	- 34,756,981	- 34,753,758	- 34,749,643
Dividends paid	-	-	-	-	-
Deficit - End of the year	<u>-\$ 34,772,710</u>	<u>-\$ 34,764,609</u>	<u>-\$ 34,762,143</u>	<u>-\$ 34,756,981</u>	<u>-\$ 34,753,758</u>

BRYN RESOURCES INC
Statement of Cash Flows
For the Quarter ended September 30, 2011
(Unaudited)

	3Mths Ended Sep-30 2011	3Mths Ended June 30 2011	3Mths Ended March 31 2011	3Mths Ended December 31 2010	3Mths Ended Sep-30 2010	3Mths Ended June 30 2010	3Mths Ended March 31 2010	3Mths Ended December 31 2009
Operating Activities								
Net Income (loss)	-\$ 8,101	-\$ 2,466	-\$ 5,163	-\$ 3,223	-\$ 4,115	-\$ 2,075	-\$ 13,787	-\$ 30,451
Add items not affecting cash								
Amortization	-	-	-	-	-	-	-	-
Net change in non-cash working balances	-	-	-	-	-	-	-	-
Cash used in operating activities	- 8,101	- 2,466	- 5,163	- 3,223	- 4,115	- 2,075	- 13,787	- 30,451
Investing Activities								
Purchase of capital assets	-	-	-	-	-	-	-	-
Proceeds from sale of capital assets	-	-	-	-	-	-	-	-
Issue of shares	-	-	-	-	-	-	13,787	-
Cash from (used in) investing activities	-	-	-	-	-	-	13,787	-
Financing Activities								
Bank loan	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-
Loan from related party	8,101	2,466	5,163	3,223	4,115	2,075	-	30,451
Cash from financing activities	8,101	2,466	5,163	3,223	4,115	2,075	-	30,451
Net increase (decrease) in cash during the year	-	-	-	-	-	-	-	-
Cash at beginning of the year	500	500	500	500	500	500	500	500
Cash at end of the year	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500

See accompanying notes

BRYN RESOURCES INC
Statement of Shareholders Equity
For the quarter ended September 30, 2011
(Unaudited)

	Common Stock Shares	Amount	Add Paid-In Capital	Accumulated Deficit	Total
Balance at June 30, 2008 (Prior to name change)	51,981,161	\$ 34,026,344	\$ -	-\$ 34,691,952	-\$ 665,608
Capital change Dec 26, 08 (1 for 20)	2,599,366	\$ -	\$ -	\$ -	
Issuance of common stock in Dec 08 (80,000,000 shares for 50% interest in 72-20 acres lease claims)	80,000,000	\$ -	\$ -	\$ -	
Issuance of stock on conversion of debt (unaudited)	24,750,000	\$ 24,750	\$ -	\$ -	\$ 24,750
Cost of raising capital	-	\$ -	\$ -	\$ -	\$ -
Net Loss for period end March 31, 09	-	\$ -	\$ -	-\$ 6,504	-\$ 6,504
Net Loss for period end June 30, 09	-	\$ -	\$ -	-\$ 1,474	-\$ 1,474
Net Loss for period end Sept 30, 09	-	\$ -	\$ -	-\$ 3,400	-\$ 3,400
Cancellation of common stock issued in Dec 08 (80,000,000 shares for 50% interest in 72-20 acres lease claims)	- 80,000,000	\$ -	\$ -	\$ -	
Net Loss for period end Dec 31, 09	-	\$ -	\$ -	-\$ 30,451	-\$ 30,451
Private placement (at \$0.10 per share) (CANCELLED)	-	\$ -	\$ -	\$ -	\$ -
Issuance of common stock in Jan 10 (85,000,000 shares for 60% interest in 18 claims comprising 488 hectares) (Cancelled)	-	\$ -	\$ -	\$ -	\$ -
Issuance of restricted stock for Wine Harbour property (CANCELLED)	-	\$ -	\$ -	\$ -	\$ -
Net Loss for period end Mar 31, 10	-	\$ -	\$ -	-\$ 13,787	-\$ 13,787
Net Loss for period end June 30, 10	-	\$ -	\$ -	-\$ 2,075	-\$ 2,075
Issuance of stock on conversion of debt (unaudited)	1,416,880	\$ 141,688	\$ -	\$ -	\$ 141,688
Issuance of restricted stock for Wine Harbour property	1,000,000	\$ 100,000			\$ 100,000
Net Loss for period end Sept 30, 10	-	\$ -	\$ -	-\$ 4,115	-\$ 4,115
Net Loss for period end Dec 31, 10	-	\$ -	\$ -	-\$ 3,222	-\$ 3,222
Issuance of common stock (85,000,000 shares for 100% interest in 62 claims comprising 2,480 acres) Renfrew property	85,000,000	\$ 8,500,000	\$ -	\$ -	\$ -
Net Loss for period end Mar 31, 11	-	\$ -	\$ -	-\$ 5,163	-\$ 5,163
Net Loss for period end June 30, 11	-	\$ -	\$ -	-\$ 2,466	-\$ 2,466
Voluntarily retracted shares	- 63,500,000	\$ -	\$ -	\$ -	\$ -
Net Loss for period end Sept 30, 11	-	\$ -	\$ -	-\$ 8,101	-\$ 8,101
Balance at Sept 30, 2011 (unaudited)	<u>51,266,246</u>	<u>\$ 42,792,782</u>	<u>\$ -</u>	<u>-\$ 34,772,710</u>	<u>-\$ 479,928</u>

See accompanying notes

BRYN RESOURCES INC
Notes to Financial Statements
For the period ended Sept 30, 2011

1 Basis of Presentation:

The accompanying unaudited financial statements of Bryn Resources Inc. have been prepared in accordance with generally accepted accounting principles for interim financial statements. The financial statements included all adjustments which, in the opinion of management, are necessary in order to fairly present the financial statements. The results of interim financial statements are not necessarily indicative of the results for full year and should be read in conjunction with the company's annual financial statements and notes thereto.

2 Issuance of Common Stock

Bryn shareholders have voluntarily transferred some of their shares back to treasury in order to reduce the total shares outstanding. Total transferred back was 63,500,000 shares.

Bryn Resources Inc has entered into an agreement in Renfrew Nova Scotia which comprise 62 Claims covering 2,480 acres. Bryn has issued 85,000,000 (restricted) shares for a 100% interest in the property at a price of \$0.10 per share.

Bryn Resources Inc has cancelled two agreements; one in Montauban (Quebec) which comprise 18 Claims covering 488 hectares. Bryn has cancelled 85,000,000 (restricted) shares issued for a 60% interest in the property at a price of \$0.10 per share.

Bryn Resources inc has cancelled its agreement with Development Resources LLC. The 80,000,000 shares issued under the agreement have also been cancelled.

In December 2008, the company converted \$24,750 of debt into equity, issuing 24,750,000 common shares

In August 2010, the company converted \$141,688 of debt into equity, issuing 1,416,880 common shares

The share values have been determined through negotiation between the various entities and the assumptions related to the underlying property rights and agreements; should any part of the agreements, claims or assumptions change then it could result in a significant change to the value of the shares issued.

3 Going Concern

The accompanying financial statements have been prepared assuming the company will continue as a going concern. The company has negative working capital, no current cash balances, losses from operations, that raise substantial doubt about the company's ability to continue as a going concern. The company's ability to operate as a going concern is dependent upon its ability (1) to obtain sufficient additional debt and equity capital from public and private sources (2) to attract strategic partners to increase revenues. The successful outcome of future activities cannot be determined at this time and there are no assurances that if achieved the company will have sufficient funds to execute its intended plan or generate positive operating results.

6 Common Shares

The company is authorized to issue 250,000,000 common shares. With a \$0.001 par value. The company has issued 51,266,260 common shares.

Item 4 Management's discussion and analysis or plan of operation

A. Plan of Operation

Overall discussion. This year our efforts concentrated on our Nova Scotia Properties, Wine Harbour and Renfrew towards a 43-101 report. National Instrument 43-101 (NI 43-101) is a rule developed by the Canadian Securities Administrators (CSA) and administered by the provincial securities commissions that governs how issuers disclose scientific and technical information about their mineral projects to the public. We have contracted Trueclaim Exploration to perform the necessary work on both properties to satisfy property work and expenditure requirements. To date, Trueclaim has recently completed the initial property assessment report and is currently being reviewed and discussed by management. Requirements for the first year under the agreements are expected to be satisfied by due dates.

We have also reduced the total amount of shares outstanding to 51,266,260 which in effect reduced total float to 13,504,817. Further stock issuance may be necessary to raise the required capital to satisfy immediate cash requirements. We anticipate we can also access the non-dilutive credit facility of up to \$100million that has already been announced with a near 43-101 report to be completed.

Cash Requirements. Our basic cash needs over the next twelve months are only about \$7,000, as our administrative costs are low. However, we will need an additional \$150,000 over the next twelve months in order to service the mineral claims and keep ownership of them. It is expected that we can utilize the non-dilutive credit facility based on a near 43-101 report to be completed this year to complete our stated business objective.

As of December 2010, we have cancelled the agreement with Dominic Gingras for a 60% interest in 488 hectares in the Montauban and Chavigny Townships. The 85,000,000 restricted shares have been cancelled. Our intentions are to focus on the Nova Scotia and surrounding properties. We have entered into an additional agreement in Nova Scotia, Hants County District for 100% of the rights to 62 mineral claims, each comprising 40 acres, for a total of 2,480 acres (Renfrew Property, See description and fact page below for details)

As of December 2010, Bryn Resources Inc changed transfer agencies from Xpedit Transfer Corp. to First American Transfer Corp due to Xpedit closure of their business.

Future Plans. Our current focus continues to work with Trueclaims, a Canadian provider of mining support, on our Renfrew and Wine Harbour properties, both located in Nova Scotia. With the initial property assessment complete we expect to continue with Trueclaims towards a near 43-101 and determine value and type of minerals in such claim areas.

We have no plants or significant assets and do not intend to purchase any in the next twelve months. Any surveying equipment that will be needed to assess value and type of minerals on our claims will be rented. We may re-assess our need for heavy equipment following the results of the survey, but we do not anticipate - even if the results of the survey are positive - purchasing such equipment within the next twelve-month timeframe.

We currently have no employees outside of our sole officer and director, Paul Diana, but expect to add additional directors to the board as we progress with our property exploration. We expect to hire independent contractors to perform all necessary survey work on our mineral claims. We may re-assess our needs for additional employees following the results of the surveyed assessments, but

even if such assessments prove successful, we do not anticipate hiring additional employees within the next twelve month timeframe.

B. Management's Discussion and analysis of Financial Condition and Results of Operations

1. Full fiscal years. Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. This discussion should address the past and future financial condition and results of operation of the issuer, with particular emphasis on the prospects for the future. The discussion should also address those key variable and other qualitative and quantitative factors that are necessary to an understanding and evaluation of the issuer. If material, the issuer should disclose the following:

- i. **Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity;**

The principal area of exploration is on gold properties. The market trend for gold seems to be stable and the prospects for the company will be directly affected by the direction taken in the gold market.

- ii. **Internal and external sources of liquidity;**

The source of liquidity for the issuer will be by debt instrument or with the non-dilutive credit facility already announced.

- iii. **Any material commitments for capital expenditures and the expected sources of funds for such expenditures;**

Not Applicable.

- iv. **Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;**

Since both properties owned main source of proposed extraction is Gold ore deposits, any changes in the price of the gold will have a direct and material effect on the profitability of mineral claims and the economics of extraction.

- v. **Any significant elements of income or loss that do not arise from the issuer's continuing operations;**

Not Applicable.

- vi. **The causes for any material changes from period to period in one or more line**

Not Applicable.

- vii. **Any seasonal aspects that had a material effect on the financial condition or results of operation.**

Not Applicable.

2. Interim Periods. Provide a comparable discussion that will enable the reader to assess material changes in financial condition and results of operations since the end of the last fiscal year and for the comparable interim period in the preceding year.

Last year we refocused our efforts from Nevada properties held since December 2008 with Development Resources LLC (DRLLC) to now Eastern Canada.

In December 2008, the company converted \$24,750 of debt into equity, issuing 24,750,000 common shares

The relationship with DRLLC has been dissolved in December 2009 canceling 80 million shares issued for the interest claim and subsequently entered into 2 new agreements: one in Montauban (Quebec) which comprise 18 Claims covering 488 hectares. We issued 85,000,000 (restricted) shares for a 60% interest in the property at a price of \$0.10 per share. Our second agreement is for the transfer of property rights in the Wine Harbour Gold District. We issued 1,000,000 (restricted) shares for these rights also issued at \$0.10 per share.

In July 2010, we converted \$141,688 of debt into equity, issuing 1,416,880 shares at \$0.10/share.

Renfrew

Location: Nova Scotia, Hants County District

Claim Details: 100% of the rights to 62 mineral claims, each comprising 40 acres, for a total of 2,480 acres

Description: It is our intent to carry out further exploratory investigations to complete the evaluation of the reserves in the property.

We are currently working with True Claims on a **Preliminary property assessment currently completed and being reviewed by management**

The Contractor will provide to the Company the following services to be based upon the information to be supplied by the Company:

- a. Evaluation of the Option Agreement on the Renfrew property in the Province of Nova Scotia
- b. Evaluation of the resource potential of subject mineral claims (the "Property")
- c. Preparation of preliminary assessments
- d. Review geological data supplied by the Company
- e. Provide over view of regional properties
- f. Provide recommended exploration programs and a budget with the view to prepare a 43-101 report.

There currently exist no plant or equipment on the property. Improvements have not been identified or commenced until preliminary property assessment is completed.

Wine Harbour

Location: Wine Harbour, Nova Scotia

Claim Details: 100% of the rights to 25 mineral claims, each comprising 40 acres, for a total of 1,000 acres

Description: We initially acquired 100% of the rights to 53 mineral claims of which 37 were left to expire to focus, in our opinion, on the more economical 25 claims, each comprising 40 acres, for a total of 1,000 acres in the Wine Harbour District of Nova Scotia, Canada.

We are currently working with True Claims on a **Preliminary property assessment currently completed and being reviewed by management**

The Contractor will provide to the Company the following services to be based upon the information to be supplied by the Company:

- a. Evaluation of the Option Agreement on the Wine Harbour property in the Province of Nova Scotia
- b. Evaluation of the resource potential of subject mineral claims (the "Property")
- c. Preparation of preliminary assessments
- d. Review geological data supplied by the Company
- e. Provide over view of regional properties
- f. Provide recommended exploration programs and a budget with the view to prepare a 43-101 or near 43-101 report.

There currently exist no plant or equipment on the property. Improvements have not been identified or commenced until preliminary property assessment is completed.

These claims have historically demonstrated their mineralization and in the period between 1862 and 1939 yielded 42,726 ounces of gold from 83,000 tons of ore, for an average content of 0.52 ounces per ton.

Gold was first discovered in the Wine Harbour Gold District in the 1860. The main periods of production were from 1862 to 1874, 1894 to 1907 and from 1936 to 1939. A small amount of gold was mined during the intervening periods, but no mining has been carried out since 1939.

Production figures are shown in Table 2

TABLE 2: Wine Harbour Gold Production 1862-1939

Year Operation	Tons	Ounces	Grade
1862 - 1888 Various	36,052	26,104 0.72	
1889 - 1898 Napier Mill	1,144	321	0.28
1889 - 1895 El Dorado Mill	2,297	1,058	0.46
1895 - 1901 Adams Mill	1,882	992	0.56
1891 - 1894 McNaughton's	2,069	817	0.40
1898 - 1903 Snooks	2,101	592	0.28
1899 - 1900 Guysborough	1,490	1,050	0.70
1899 - 1901 Lowe	6,987	3,395	0.56
1902 - 1904 Plough	7,138	2,169	0.30
1900 - 1902 Old Prov Pratt	2,239	450	0.20
1903 - 1905 Old Provl Mining Co.	5,594	1,790	0.30
1906 - 1907 Wine Harb Gold Mine Co.	7,191	1,431	0.20
1936 - 1939 Mineral Industries Ltd.	6,456	2,014	0.31
TOTAL	83,000	42,726 0.52	

Work carried out on the Wine Harbour licences in 2005 consisted of a compilation of exploration and mining data on a digital base map and a limited amount of prospecting traverses over some of the more prominent targets.

A base map was prepared using the Provincial Government 1:10, 000 scale digital map as a base. The NAD 83 UTM Grid as recently adopted as a base for NSDNR data was used.

The original mapping data of Faribault was digitized and brought in on the base map. In general topographic correlations were quite good, but minor adjustments were made using digitized airphotos as a guide. Drill hole data from various exploration was also digitized and added to the base map. This should provide field usable maps when printed out at 1:2,500 or larger scale, on an airphoto background.

Prospecting was carried out on November 27 on both licences. Personnel included W. Bucknell, R. Murphy and J. Utley of Diamond Ventures and S Grant, E. MacNaughton and J. O'Sullivan. Veins in the Barachois area were examined as were the Hattie-Mitchell Lead areas, the Plough lead and the Eureka Lead area. Traverses are shown in Figures 3 and 4. Some quartz veining was sampled but no assays have been completed.

C. Off-Balance Sheet Arrangements

Bryn Resources, Inc. does not have any off balance sheet arrangements

Item 5 Legal proceedings

There are no current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business.

Item 6 Defaults upon senior securities

None

Item 7 Other information

In August and September 2011 and in an effort to increase shareholders, it has approached key shareholders who agreed to reduce their holdings by cancelling 63,500,000 restricted shares held by them.

On November 7, 2011, the corporation amended its Articles of Incorporation to include a new class of stock – Preferred Stock, with 1,000,000 shares authorized. We are uploading the amended Articles of Incorporation through separate file onto the OTC Disclosure and News Service.

Item 8 Exhibits

- **Amendment to Articles of Incorporation**

In addition, we hereby incorporate by reference the contracts regarding the Renfrew Property and the Mining Option Agreement, both uploaded onto the OTC Disclosure and News Service on February 16, 2011.

Item 9 Certifications

I, Paul Diana, certify that:

- 1) I have reviewed this quarterly disclosure statement of Bryn Resources Inc
- 2) Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
- 3) Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly presents in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: November 11 , 2011

/s/ Paul Diana

Paul Diana

CEO, CFO, & Treasurer