

# BRYN RESOURCES, INC.

(A Colorado Corporation)

## ANNUAL COMPANY INFORMATION AND DISCLOSURE STATEMENT

As of June 30, 2011

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## **Section One: Issuers' Initial Disclosure Statements**

### **Part A        General Company Information**

#### **Item I        The exact name of the issuer and its predecessor (if any)**

The exact name of the issuer is Bryn Resources, Inc.

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 II        The address of the issuer's principal executive offices**

7030 Woodbine Avenue, Suite 500, Markham, Ontario Canada L3R 6G2

i. Telephone Number– (905) 470-6430

ii. Fax Number – (416) 224 0229

iii. <http://www.brynresources.com>

iv. Responsibility for our investor relations at this time lies with our President, Paul DianaCFA, who can be contacted at our corporate contact information above.

#### **Item III        The jurisdiction(s) and date of the issuer's incorporation or organization**

The company was incorporated December 26, 1995, under the General Corporation Law of the State of Colorado, under the name of Recoverynet, Inc.

## PART B Share Structure

### Item IV The exact title and class of securities outstanding

#### Common Stock

Security Symbol: BRYN  
CUSIP Number: 117694 109  
Shares Outstanding: 112,349,380

We have no other classes of stock.

### Item V Par or stated value and description of the security

We have only one class of stock - our Common Stock, par value \$0.001

We incorporate by reference our bylaws, filed through the OTC Disclosure and News Service on October 5, 2010, which details the rights and privileges for our common stockholders.

We have no provisions in our charter or bylaws that would defer, delay or prevent a change on control of the corporation.

### Item VI The number of shares or total amount of the securities outstanding for each class of securities authorized.

Period End Date	30-Jun-11	31-Mar-11	31-Dec-10	30-Jun-10
Number of Shares authorized	250,000,000	250,000,000	250,000,000	250,000,000
Number of Shares outstanding	114,766,156	114,766,156	114,766,156	112,349,380
Freely Tradable Shares (public float)	25,254,817	24,895,901	24,895,901	24,895,901
Total Number of Beneficial Shareholders	Appx 160	Appx 158	Appx 158	Appx 155
Total Number of Shareholders of Record	114	112	112	109

**Item VII      The name and address of the transfer agent**

**First American Stock Transfer Inc**

4747 N. 7th Street, Suite 170

Phoenix, Az 85014

Office (602) 485-1346

Fax (602) 788-04

First American Stock Transfer is registered under the Exchange Act. The regulatory authority of the Transfer Agent is the SEC

**PART C      Business Information**

**Item VIII      The nature of the issuer's business**

A. Business Development. Describe the development of the issuer and material events during the last three years so that a potential investor can clearly understand the history and development of the business. If the issuer has not been in business for three years, provide this information for any predecessor company.

Last year we refocused our efforts from the Nevada properties we held since December 2008 with Development Resources LLC (DRLLC), to our new property and area of interest in Eastern Canada.

The relationship with DRLLC was dissolved in December 2009, cancelling 80 million shares issued for the interest claim. Subsequently, we entered into two new agreements. The first, which has since been dissolved, is in Montauban, Quebec, and comprises 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 December 2010, we again focused on development primarily in the Nova Scotia region entering into an agreement to acquire 100% of Renfew Property, Nova Scotia. We then dissolved the agreement in Montauban, Quebec, leaving us with two properties: the Renfew and the Wine Harbour properties, both located in Nova Scotia.

## **Renfew**

**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 to be completed by the end of our fiscal year 2012.**

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 Renfew 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 53 mineral claims, each comprising 40 acres, for a total of 2,100 acres

**Description:** We acquired 100% of the rights to 53 mineral claims, each comprising 40 acres, for a total of 2,100 acres in the Wine Harbour District of Nova Scotia, Canada.

We are currently working with True Claims on a **Preliminary property assessment expected completion by the end of our fiscal year 2012.**

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 Montauban property in the Province of Quebec
- 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.

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**

<b>Year Operation</b>	<b>Tons</b>	<b>Ounces</b>	<b>Grade</b>
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
<b>TOTAL</b>	<b>83,000</b>	<b>42,726 0.52</b>	

Work carried out on the Wine Harbour licenses 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.

1. The form of organization of the issuer;

Bryn Resources, Inc. is a Colorado Corporation

2. The year that the issuer (or any predecessor) was organized;

The issuer was incorporated December 26, 1995

3. The Issuer's fiscal year end date;

The issuer's fiscal year end is June 30



4. Whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding;

The issuer Bryn Resources, Inc., incorporated as Recoverynet, Inc. on December 26, 1995 (a Colorado Corporation) has not been in bankruptcy or receivership.

5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;

Last year we refocused our efforts from the Nevada properties we held since December 2008 with Development Resources LLC (DRLLC), to our new property and area of interest in Eastern Canada.

The relationship with DRLLC was dissolved in December 2009, cancelling 80 million shares issued for the interest claim. Subsequently, we entered into two new agreements. The first, which has since been dissolved, is in Montauban, Quebec, and comprises 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 December 2010, we again focused on development primarily in the Nova Scotia region entering into an agreement to acquire 100% of Renfrew Property, Nova Scotia. We then dissolved the agreement in Montauban, Quebec, leaving us with two properties: the Renfrew and the Wine Harbour properties, both located in Nova Scotia

6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;

There are no defaults on any notes, loans, leases or other indebtedness or financing arrangements.

7. Any change of control;

A change of control took place on November 17, 2008 with the appointment of a new director and officer and the resignation of the then current sole officer and director. A further change of control took place January 1<sup>st</sup>, 2009 upon the appointment of a new board of directors.

8. Any increase of 10% or more of the same class of outstanding equity securities;

On December 30, 2008, 80,000,000 common shares were issued in fulfillment of an Agreement to purchase 50% interest in certain mineral lease claims.

On December 31, 24,750,000 common shares were issued against a convertible debt of \$24,750.00 (including principal and interest) at a price of \$0.001 per share.

9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;

On November 25, 2008, the issuer effected a reverse stock split of twenty old shares for one new share.

On August 30, 2011 59 Million shares were cancelled and returned to treasury

10. Any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board;

The issuer is not aware of any of its securities having been delisted by any securities exchange or deleted from the OTC Bulletin Board.

11. Any 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, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator.

There are no current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer at this time.

- B. Business of Issuer. Describe the issuer's business so a potential investor can clearly understand it.

The issuer is in the business of mineral exploration for gold, silver and related metals currently in Eastern Canada. The company intends to expand into the processing of ores and or participating in mining activities.

The company plans to grow by developing its own properties and/or through joint venturing with or through the acquisition of producing mines.

1. The issuer's primary and secondary SIC Codes;

Primary: SIC Code 1000 Metal Mining  
Secondary:

2. If the issuer has never conducted operations, is in the development stage, or is currently conducting operations;

We are a development-stage company but are currently exploring development of our properties in Nova Scotia.

3. Whether the issuer is or has at any time been a "shell company"

We are not aware of having ever been a shell company.

4. The names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement;

The issuer does not have any subsidiaries or affiliates at this time.

5. The effect of existing or probable governmental regulations on the business;

The business is subject to all government regulations pertaining to mining and mining exploration.

6. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;

\$100,000

7. Costs and effects of compliance with environmental laws (federal, state and local);

Any material costs and effects of compliance with environmental laws will be disclosed as the issuer becomes aware of them. At this time, these matters are not of a material nature.

8. The number of total employees and number of full-time employees

1 employee acting as CEO, CFO, & Treasurer

## **Item IX      The nature of products or services offered**

Gold Mining and Exploration

- A. Principal products or services, and their markets;

We are currently in the Gold exploration stage. Once we are fully operational our principal product will be Gold production

- B. Distribution methods of products or services;

None

- C. Status of any publicly announced new product or service;

None

- D. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition;

N/A

- E. Sources and availability of raw materials and the names of principal suppliers;

N/A

F. Dependence on one or a few major customers;

N/A

G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration;

N/A

H. The need for any government approval of principal products or services and the status of any requested government approvals.

Each claim or property must comply to Province and Federal regulations and are regulated by such.

#### **Item X**

#### **Renfew**

**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.

#### **Wine Harbour**

**Location:** Wine Harbour, Nova Scotia

**Claim Details:** 100% of the rights to 53 mineral claims, each comprising 40 acres, for a total of 2,100 acres

**Description:** We acquired 100% of the rights to 53 mineral claims, each comprising 40 acres, for a total of 2,100 acres in the Wine Harbour District of Nova Scotia, Canada.

*Please see section VIII for details description of each property.*

PART D      Management Structure and Financial Information

**Item XI      The name of the chief executive officer, members of the board of directors, as well as control persons.**

A. Officers and Directors

Name and Office	Business Address	5 Yr Employment History, Position & Dates	Board Memberships & Other Affiliations	Compensation	Common Shares Beneficially Owned
Paul Diana President, CEO, CFO, Treasurer, Director	7030 Woodbine Ave Suite 500 Markham, ON Canada	Self Employed Sr. Finance Mgr, HSBC Oct 2004 – Nov 2009	None	None	2,264,000

## B. Legal/Disciplinary History

Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offences);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulator organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

## C. Disclosure of Family

Describe any family relationships among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of any class of the issuer's equity securities.

None

#### D. Disclosure of Related Party Transactions

None

1. The name of the related person and the basis on which the person is related to the issuer;

N/A

2. The related person's interest in the transaction;

N/A

3. The approximate dollar value involved in the transaction (in the case of indebtedness, disclose the largest aggregate amount of principal outstanding during the time period for which disclosure is required, the amount thereof outstanding as of the latest practicable date, the amount of principal and interest paid during the time period for which disclosure is required, and the rate or amount of interest payable on the indebtedness);

N/A

4. The approximate dollar value of the related person's interest in the transaction;

N/A

5. Any other information regarding the transaction or the related person in the context of the transaction that is material to investors in light of the circumstances of the particular transaction.

N/A

#### E. Disclosure of Conflicts of Interest

Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests.

None

#### Item XII

**Item XIII      Financial information for the issuer's most recent fiscal period.**



**BRYN RESOURCES INC**  
**Balance Sheet**  
**(Unaudited)**

<b>ASSETS</b>	June 30 <b>2011</b>	June 30 <b>2010</b>
<b>Current Assets</b>		
Cash	\$ 500	\$ 4,678
Accounts receivable	-	-
Inventories	-	-
Prepaid expenses	-	-
<b>Total Current Assets</b>	<b>500</b>	<b>4,678</b>
<b>Capital Assets</b>		
Montauban (Quebec property)	8,621,129	8,621,129
Wine Harbour property	200,000	100,000
Capital Assets	-	-
Less: Accumulated Depreciation	-	-
	<b>8,821,129</b>	<b>8,721,129</b>
<b>TOTAL ASSETS</b>	<b>\$ 8,821,629</b>	<b>\$ 8,725,807</b>
<b>LIABILITIES</b>		
<b>Current Liabilities</b>		
Accounts Payable & Accrued Expenses	\$ 682,686	\$ 682,687
Loan	110,770	241,669
<b>Total Current Liabilities</b>	<b>793,456</b>	<b>924,356</b>
<b>Long Term Liabilities</b>		
Due to parent company	-	-
<b>SHAREHOLDERS' EQUITY</b>		
Common shares	42,792,782	42,551,094
Accumulated Deficit	- 34,764,609	- 34,749,643
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>8,028,173</b>	<b>7,801,451</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 8,821,629</b>	<b>\$ 8,725,807</b>

See accompanying notes

**BRYN RESOURCES INC**  
**Statement of Income and Retained Earnings**  
**For the Fiscal Year Ended June 30, 2011/June 30, 2010**  
**(Unaudited)**

	<b>For the Fiscal Year Ended</b>	
	<b>June 30 2011</b>	<b>June 30 2010</b>
<b>Sales</b>	\$ -	\$ -
<b>Cost of Sales</b>		
Purchases	-	-
Salaries and Consulting	-	-
	<u>\$ -</u>	<u>\$ -</u>
<b>Gross Margin</b>	<u>\$ -</u>	<u>\$ -</u>
<b>General and Administrative Expenses</b>		
Salaries and Benefits	-	-
Rent	1,663	2,625
Professional Fees	8,213	7,950
Telephone & Utilities	-	8,487
Vehicle	-	-
Office & General	5,091	6,082
Advertising & Promotion	-	24,567
Interest & Bank Charges	-	-
Insurance	-	-
Amortization	-	-
	<u>14,967</u>	<u>49,711</u>
<b>Income (loss) before income taxes</b>	-\$ 14,967	-\$ 49,711
Income Tax	-	-
<b>Net Income (loss) for the year</b>	- 14,967	- 49,711
Deficit, Beginning of the year	- 34,749,641	- 34,699,930
Dividends paid	-	-
<b>Deficit - End of the year</b>	<u>-\$ 34,764,608</u>	<u>-\$ 34,749,641</u>

See accompanying notes

**BRYN RESOURCES INC**  
**Statement of Cash Flows**  
**For the Fiscal Year Ended June 30, 2011/June 30, 2010**  
**(Unaudited)**

	<b>For the Fiscal Year Ended</b>	
	<b>June 30</b>	<b>June 30</b>
	<b>2011</b>	<b>2010</b>
<b>Operating Activities</b>		
Net Income (loss)	-\$ 14,967	-\$ 49,711
Add items not affecting cash		
Amortization	-	-
Net change in non -cash working balances	-	41,827
<b>Cash used in operating activities</b>	<b>- 14,967</b>	<b>- 7,884</b>
<b>Investing Activities</b>		
Purchase of capital assets	- 100,000	- 8,721,129
Proceeds from sale of capital assets	-	-
Issue of shares	241,688	8,500,000
<b>Cash from (used in) investing activities</b>	<b>141,688</b>	<b>- 221,129</b>
<b>Financing Activities</b>		
Bank loan	-	-
Dividends	-	-
Loan from related party	- 130,899	233,691
<b>Cash from financing activities</b>	<b>- 130,899</b>	<b>233,691</b>
Net increase (decrease) in cash during the year	- 4,178	4,678
Cash at beginning of the year	4,678	-
<b>Cash at end of the year</b>	<b>\$ 500</b>	<b>\$ 4,678</b>

See accompanying notes

**BRYN RESOURCES INC**  
**Statement of Shareholders Equity**  
**For the Fiscal Year ended June 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	-	\$ -	\$ -	\$ -	\$ -
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	-	\$ -	\$ -	-\$ 30,451	-\$ 30,451
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
Balance at June 30, 2011 (unaudited)	<u>114,766,246</u>	<u>\$ 42,792,782</u>	<u>\$ -</u>	<u>-\$34,750,822</u>	<u>-\$ 458,040</u>

See accompanying notes

**BRYN RESOURCES INC**  
**Notes to Financial Statements**  
**For the period ended March 31, 2011**

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**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 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 114,766,260 common shares.

**Beneficial Owners**

Provide a list of the name, address and shareholdings of all persons beneficially owning more than 5% of any class of the issuer's equity securities.

Bastille Advisors Inc. (6.55 Million shares)  
2724 Otter Creek Ct 101  
Las Vegas, NV 89117-1732

Investment Traders & Associates Inc (9,400,000 shares, cancelled Aug 30<sup>th</sup>, 2011)  
1411 Peel Street Suite 600b,  
Montreal, Quebec, Canada

Anthony DiNardo (9,800,000 shares, reduced to 4,500,000 Aug 30<sup>th</sup>, 2011)  
C/O Mauro Marchioni  
9100 Jane Street Building "A"  
Vaughan, Ontario, L4K0A4

Dominic Figliomeni (9,400,000 shares, reduced to 4,500,000 Aug 30<sup>th</sup>, 2011)  
C/O Mauro Marchioni  
9100 Jane Street Building "A"  
Vaughan, Ontario, L4K0A4

Stella Marchioni (9,400,000 shares, reduced to 4,500,000 Aug 30<sup>th</sup>, 2011)  
C/O Mauro Marchioni  
9100 Jane Street Building "A"  
Vaughan, Ontario, L4K0A4

Meadow Vista Financial Inc (9,400,000 shares, cancelled Aug 30<sup>th</sup>, 2011)  
2710 Thomas Ave  
Cheyenne, WY 82001

Brent Pearce (9,400,000 shares, reduced to 4,500,000 Aug 30<sup>th</sup>, 2011)  
C/O Mauro Marchioni  
9100 Jane Street Building "A"  
Vaughan, Ontario, L4K0A4

Enzo Perruzza (9,400,000 shares, reduced to 4,500,000 Aug 30<sup>th</sup>, 2011)  
C/O Mauro Marchioni  
9100 Jane Street Building "A"  
Vaughan, Ontario, L4K0A4

Silvano Spera (9,400,000 shares, reduced to 4,500,000 Aug 30<sup>th</sup>, 2011)  
C/O Mauro Marchioni  
9100 Jane Street Building "A"  
Vaughan, Ontario, L4K0A4

Victor Tollia (9,400,000 shares, reduced to 4,500,000 Aug 30<sup>th</sup>, 2011)  
C/O Mauro Marchioni  
9100 Jane Street Building "A"  
Vaughan, Ontario, L4K0A4

**Item XV**

**The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure:**

1. Investment Banker  
None at this time

2. Promoters  
None at this time

3. Counsel  
  
None

Special counsel for the review of our OTC Disclosure Statements:  
ASG Law Offices  
4640 Admiralty Way #500  
Marina del Rey, CA 90292

4. Accountant or Auditor  
Jones and Associates,  
Kitchener, Ontario, Canada

5. Public Relations Consultant(s)  
None at this time

6. Investor Relations Consultant  
None at this time

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement

This document was prepared in house by the Chief Executive Officer

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

### A. Plan of Operation

1. Describe the issuer's plan of operation for the next twelve months.

During the next twelve months, the issuer will strive to achieve the following:

- Raise necessary capital for continuing operations
- Perform exploration work on its claims

- i. A discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months;

The issuer has a requirement to raise at least \$150,000.00 within the next twelve months and will need to continue raise further funds for operations.

- ii. A summary of any product research and development that the issuer will perform for the term of the plan;

The issuer will continue to perform exploration work on its claims.

- iii. Any expected purchase or sale of plant and significant equipment;

Not at this time

- iv. Any expected significant changes in the number of employees;

Not at this time



## 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:

The last year has been a transition period for us as we refocus our efforts away from our Nevada claims into Eastern Canada. We continue to look for ways to raise the necessary funds to work the 2 mineral claims we own. Further stock issuance may be necessary to raise the required capital to satisfy immediate cash requirements.

- 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 sale of stock or by debt instrument.

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

There are no current commitments for capital expenditures.

- 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' primary mineral for 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 aspects of the issuer's operations.

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

None at this time.

- vi. The causes for any material changes from period to period in one or more line items of the issuer's financial statements;

None at this time

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

None expected

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.

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

In December 2010, we again focus on development primarily in the Nova Scotia region entering into an agreement to acquire 100% of Renfew Property, Nova Scotia. We dissolved the agreement in Montauban, Quebec.

### C. Off-Balance Sheet Arrangements

As of the date of this document, Bryn Resources, Inc. does not have any off balance sheet arrangements.

PART E Issuance History

**Item XVII List of security offerings and shares issued for services in the past two years.**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year.

- i. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

None

- ii. Any jurisdictions where the offering was registered or qualified;

None

- iii. The number of shares offered;

None

- iv. The number of shares sold;

None

- v. The price at which the shares were offered, and the amount actually paid to the issuer;

None

- vi. The trading status of the shares; and

None

- vii. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

The list shall also include all shares or any other securities or options to acquire such securities issued for services in the past two fiscal years and any interim periods, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities.

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided, however*, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than five percent (5%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase for such entity.

## PART F      Exhibits

### Item XVIII    **Material Contracts**

A.      Every material contract, not made in the ordinary course of business, that will be performed after the disclosure statement is posted through the OTC Disclosure and News Service or was entered into not more than two years before such posting.

- 1)      Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure statement, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price;

None

- 2)      Any contract upon which the issuer's business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements;  
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 December 2010, we again focus on development primarily in the Nova Scotia region entering into an agreement to acquire 100% of Renfrew Property, Nova Scotia. We dissolved the agreement in Montauban, Quebec.

- 3)      Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the issuer;

As in item 2 above.

- 4) Any material lease under which a part of the property described in the disclosure statement is held by the issuer.

None

- B. Any management contract or any compensatory plan, contract or arrangement, including but not limited to plans relating to options, warrants or rights, pension, retirement or deferred compensation or bonus, incentive or profit sharing (or if not set forth in any formal document, a written description thereof) in which any director or any executive officer of the issuer participates shall be deemed material and shall be included; any other management contract or any other compensatory plan, contract, or arrangement in which any other executive officer of the issuer participates shall be filed unless immaterial in amount or significance.

None

**Item XIX Articles of Incorporation and Bylaws**

A. Articles of Incorporation incorporated by reference from filing made on October 5, 2010 and amendments to the Articles filed on October 7, 2010, through the OTC Disclosure and News Service.

B. By-laws incorporated by reference to the filing made on October 5, 2010 through the OTC Disclosure and News Service.

**Item XX Purchases of Equity Securities by the Issuer and Affiliated Purchasers.****ISSUER PURCHASES OF EQUITY SECURITIES**

<b>Period</b>	<b>Column (a)</b> Total Number of Shares (or Units) Purchased	<b>Column (b)</b> Average Price Paid per Share (or Unit)	<b>Column (c)</b> Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	<b>Column (d)</b> Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
<b>Month #1</b>  (identify beginning and ending dates)	None	None	None	None
<b>Month #2</b>  (identify beginning and ending dates)	None	None	None	None
<b>Month #3</b>  (identify beginning and ending dates)	None	None	None	None
<b>Total</b>				

## **Item XXI      Issuer's Certifications**

I, Paul Diana, certify that:

1. I have reviewed this annual disclosure statement of Bryn Resources;
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 present 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: September 28<sup>th</sup>, 2011

\_\_\_\_/s/\_\_\_\_Paul Diana  
Paul Diana  
CEO, CFO, Treasurer