

Amarok Resources, Inc.
Form 10-K
February 13, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

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

For the fiscal year ended October 31, 2011
Commission File No. 333-156594

Amarok Resources, Inc.
(Exact name of registrant as specified in its charter)

Nevada 98-0599925

(State or other jurisdiction of
incorporation or
organization) (I.R.S. Employer
Identification No.)

30021 Tomas Street, Suite 300
Rancho Santa Margarita, CA92688
(Address of principal executive offices, zip code)

(949) 682-7889
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:
None

Securities registered pursuant to section 12(g) of the Act:
Common Stock, \$.001 par value

Copy of all Communications to:
Zouvas Law Group, P.C.
2368 Second Ave
San Diego, CA 92101
Phone: 619.688.1116
Fax: 619.688.1715

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No x

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 x

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files)

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 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.

Page - 1

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. (Check one):

Large accelerated filer	Accelerated filer	Non-accelerated filer (Do not check if a smaller reporting company)	Smaller reporting company <input checked="" type="checkbox"/>
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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 the voting and non-voting common equity held by non-affiliates of the registrant was \$9,337,200 based upon the price (\$.31) at which the common stock was last sold as of the last business day of the most recently completed second fiscal quarter, multiplied by the approximate number of shares of common stock held by persons other than executive officers, directors and five percent stockholders of the registrant without conceding that any such person is an “affiliate” of the registrant for purposes of the federal securities laws. Our common stock is traded in the over-the-counter market and quoted on the Over-The-Counter Bulletin Board under the symbol (“AMOK”).

At October 31, 2011, the end of the Registrant’s most recently completed fiscal year; there were 78,386,360 shares of the Registrant’s common stock, par value \$0.001 per share, outstanding

AMAROK RESOURCES, INC.
TABLE OF CONTENTS

Page No.

PART I

Item 1.	Business	4
Item 2.	Properties	5
Item 3.	Legal Proceedings	5
Item 4.	(Removed and Reserved)	6

PART II

Item 5.	Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	6
Item 6.	Selected Financial Data	6
Item 7.	Management’s Discussion and Analysis of Financial Condition and Results of Operations	7
Item 7A.	Quantitative and Qualitative Disclosures About Market Risk	9
Item 8.	Financial Statements and Supplementary Data	10
Item 9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	25
Item 9A.	Controls and Procedures	25
Item 9B.	Other Information	26

Part III

Item 10.	Directors, Executive Officers and Corporate Governance	27
Item 11.	Executive Compensation	28
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	29

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Item 13.	Certain Relationships and Related Transactions, and Director Independence	30
Item 14.	Principal Accounting Fees and Services	30

Part IV

Item 15.	Exhibits and Financial Statement Schedules	31
	Signatures	32

FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. This report includes statements regarding our plans, goals, strategies, intent, beliefs or current expectations. These statements are expressed in good faith and based upon a reasonable basis when made, but there can be no assurance that these expectations will be achieved or accomplished. These forward-looking statements can be identified by the use of terms and phrases such as “believe,” “plan,” “intend,” “anticipate,” “target,” “estimate,” “expect,” and the like, and/or future-tense or conditional constructions (“will,” “may,” “could,” “should,” etc.). Items contemplating or making assumptions about actual or potential future revenue, market size, collaborations, and trends or operating results also constitute such forward-looking statements.

Although forward-looking statements in this report reflect the good faith judgment of management, forward-looking statements are inherently subject to known and unknown risks, business, economic and other risks and uncertainties that may cause actual results to be materially different from those discussed in these forward-looking statements. Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. We assume no obligation to update any forward-looking statements in order to reflect any event or circumstance that may arise after the date of this report, other than as may be required by applicable law or regulation. Readers are urged to carefully review and consider the various disclosures made by us in our reports filed with the Securities and Exchange Commission (“SEC”) which attempt to advise interested parties of the risks and factors that may affect our business, financial condition, results of operation and cash flows. If one or more of these risks or uncertainties materialize, or if the underlying assumptions prove incorrect, our actual results may vary materially from those expected or projected.

PART I

ITEM 1. BUSINESS

ORGANIZATION WITHIN THE LAST FIVE YEARS

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

On January 29, 2010, the Company filed an amendment to its articles of incorporation changing its name to Amarak Resources, Inc. In the same amendment, the Company changed its authorized capital to 175,000,000 shares of common stock at a restated par value of \$.001. Effective February 23, 2010, the Company authorized a 60:1 stock split.

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

Rodeo Creek Project, Nevada - On February 22, 2010, the Company entered into an agreement with Carlin Gold Resources, Inc, (“Carlin”) in which Carlin assigned the Company all of its rights, title, and interest in an exploration agreement between it and Trio Gold Corp (“Trio”). The assigned exploration agreement was dated January 28, 2010. In consideration for the assignment of the interest in the exploration agreement, the Company paid Carlin \$1 and issued 100,000 shares of its common stock.

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

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

During the earn-in-period, the Company shall provide \$5,500,000 in funding to cover operational costs according to the following schedule: \$1,500,000 during the 2010 budget year, \$2,000,000 during the 2011 budget year and \$2,000,000 during the 2012 budget year. Each budget year shall commence on January 1 of that year and end on December 31 of that same year. Once the Company has provided \$5,500,000 in funding for the project, the Company and Trio shall fund the operational costs jointly, with the Company providing 75% of the funds and Trio providing 25% of the funds.

The Company is required to pay a minimum annual royalty during the earn-in period to Trio according to the following schedule: \$75,000 cash payment upon signing of the agreement, \$100,000 cash payment on April 1, 2011 and \$150,000 cash payment on April 1, 2012. The Company paid \$75,000 to Trio on February 8, 2010, which was charged to operations and included in exploration costs. The Company paid \$100,000 to Trio on April 21, 2011 which was charged to operations and included in exploration costs.

MATERIAL CONTRACTS AND AGREEMENTS

The Company has not entered into nor are they aware of the existence of any new material contracts and agreements at this time.

ENVIROMENTAL MATTERS

United States mining and exploration activities are subject to various federal and state laws and regulations governing the protection of the environment, including the Clean Air Act; the Clean Water Act; the Comprehensive Environmental Response, Compensation and Liability Act; the Emergency Planning and Community Right-to-Know Act; the Endangered Species Act; the Federal Land Policy and Management Act; the National Environmental Policy Act; the Resource Conservation and Recovery Act; and related state laws. These laws and regulations are continually changing and are generally becoming more restrictive. Activities outside the United States are also subject to governmental regulations for the protection of the environment.

COMPETITION AND MINERAL PRICES

The mining industry has historically been intensely competitive and the increasing price of gold since 2002 has led a number of companies to begin once again to aggressively acquire claims and properties

EMPLOYEES

As of the date of this report, Amarak has no employees. However, we currently use our sole officer and director Mr. Ruskowsky to perform management functions. Amarak may use third-party consultants to assist in the completion of various projects. Third-parties are instrumental to keep the development of projects on time and on budget. Management expects to continue to use consultants, attorneys, and accountants as necessary.

OUR EXECUTIVE OFFICES

Our executive offices are located at 30021 Tomas Street, Suite 300 Rancho Santa Margarita, CA 92688.

ITEM 1A. RISK FACTORS

As a “smaller reporting company,” as defined in Rule 12b-2 of the Exchange Act, we are not required to provide the information called for by this Item.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our current business address is 30021 Tomas Street, Suite 300 Rancho Santa Margarita, CA 92688. Our telephone number is (949) 682-7889

We believe that this space is adequate for our current needs. In addition to our business address we also have the interests stated in the mining locations discussed herein.

ITEM 3. LEGAL PROCEEDINGS

From time to time, the Company may become subject to various legal proceedings that are incidental to the ordinary conduct of its business. Although the Company cannot accurately predict the amount of any liability that may ultimately arise with respect to any of these matters, it makes provision for potential liabilities when it deems them probable and reasonably estimable. These provisions are based on current information and legal advice and may be adjusted from time to time according to developments.

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

ITEM 4. (REMOVED AND RESERVED)

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS MARKET INFORMATION

Our common stock, has been quoted on the Over the Counter Bulletin Board (OTCBB) since March 6, 2009 under the symbol "UKRA". The Company changed its name and has been quoted under the symbol "AMOK" since February 23, 2010. Effective February 23, 2010, the Company completed a 60:1 stock split. The following table sets forth, for the fiscal quarters indicated, the high and low closing bid prices per share of our common stock, as derived from quotations provided by Pink Sheets, LLC. Such quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission, and may not represent actual transactions.

Quarter Ended	BID PRICE PER SHARE	
	HIGH	LOW
Quarter Ended October 31, 2011	\$.18	\$.065
Quarter Ended July 31, 2011	\$.32	\$ 0.16
Quarter Ended April 30, 2011	\$ 1.23	\$.31
Quarter Ended January 31, 2011	\$ 1.43	\$ 1.07
2010	High Bid	Low Bid
Quarter Ended October 31, 2010	\$ 1.20	\$ 1.12
Quarter Ended July 31, 2010	\$ 1.35	\$ 1.22
Quarter Ended April 30, 2010	\$ 2.12	\$ 1.94

HOLDERS

Total shares outstanding as of October 31, 2011 were 78,386,360, plus an additional 3,000,000 shares issuable upon the exercise of outstanding warrants and 2,400,000 shares issuable upon the exercise of outstanding options, held by approximately 16 shareholders of record with an undetermined additional number of holders in street name.

DIVIDENDS

We have never declared any cash dividends with respect to our common stock. Future payment of dividends is within the discretion of our board of directors and will depend on our earnings, capital requirements, financial condition and other relevant factors. Although there are no material restrictions limiting, or that are likely to limit, our ability to pay dividends on our common stock, we presently intend to retain future earnings, if any, for use in our business and have no present intention to pay cash dividends on our common stock.

RECENT SALES OF UNREGISTERED SECURITIES

Recent Sales of unregistered securities that have not been previous disclosed are incorporated by reference from the notes to financial statements found herein.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

We have not established any compensation plans under which equity securities are authorized for issuance.

PURCHASES OF EQUITY SECURITIES BY THE REGISTRANT AND AFFILIATED PURCHASERS

We did not purchase any of our shares of common stock or other securities during the year ended October 31, 2011.

ITEM 6. SELECTED FINANCIAL DATA

As a “smaller reporting company,” as defined in Rule 12b-2 of the Exchange Act, we are not required to provide the information called for by this Item.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

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

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

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

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Mining Costs

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

Use of Estimates

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

Issuances Involving Non-cash Consideration

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

Stock Based Compensation

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

RESULTS OF OPERATIONS

For the year ended October 31, 2011 as compared to the year ended October 31, 2010.

Revenues.

The Company did not generate any revenues during the years ended October 31, 2011 or October 31, 2010.

Operating Expenses and Net Loss.

Operating expenses and net loss for the years ended October 31, 2011 as compared to the year ended October 31, 2010 is as follows:

	For the Year Ended		Change in	Percentage
	October 31,		Fiscal 2011	Change in
	2011	2010	Compared	Fiscal
			to	2011
			Fiscal 2010	Compared
				to
				Fiscal
				2010
Operating Expenses				
Exploratory costs	\$ 1,393,378	\$ 1,803,306	\$ (409,928)	-22.73 %
Impairment losses	322,000	-	322,000	100.00 %
Contributed services	-	1,750	(1,750)	-100.00 %
Management fees	124,000	80,000	44,000	55.00 %
Professional services	128,846	49,597	79,249	159.79 %
Rent	14,716	9,934	4,782	48.14 %
Other general and administrative	40,800	30,958	9,842	31.79 %
Total operating expenses	2,023,740	1,975,545	48,195	2.44 %
Loss from operations				
Other Income (Expenses)				
Interest income	729	1,089	(360)	-33.06 %
Interest expense	(66)	-	(66)	100.00 %
Net income (loss)	\$ (2,023,077)	(1,974,456)	\$ (48,621)	2.46 %

Other general and administrative costs for the year ended October 31 2011 of \$40,800 includes travel of \$16,271, investment relations costs of \$11,460, office expense of \$5,236, outside services of \$7,044, and telephone of \$789.

Other general and administrative costs for the year ended October 31 2010 of \$30,958 includes travel of \$19,573, investment relations costs of \$4,399, office expense of \$2,668, outside services of \$2,600, and telephone of \$258 and other expenses totaling \$1,460

Liquidity and Capital Resources.

During the year ended October 31, 2011, net cash used in operating activities totaled \$1,656,258. Net cash used in investing activities totaled \$87,380 which was paid in the development of the Company's mineral properties. The Company's cash balances during the year ended October 31, 2011 decreased by a total of \$1,743,638. The Company's cash balances at the beginning of the year totaled \$2,011,633 and its cash balances at October 31, 2011 totaled \$267,995.

During the year ended October 31, 2010, net cash used in operating activities totaled \$1,438,367. The Company's financing activities during the year included receiving \$3,500,000 through the issuance of 6,000,000 shares of its common stock, net of the \$50,000 that was incurred in the offering. The Company's cash balances during the year ended October 31, 2010 increased by a total of \$2,011,633. The Company's cash balances at the beginning of the year was \$0 and its cash balances at October 31, 2010 totaled \$2,011,633.

As indicated, the Company had cash of \$267,995 as of October 31, 2011, as compared to \$2,011,633 as of October 31, 2010. As of October 31, 2011, the Company had prepaid assets of 60,643, as compared to \$13,117 at October 31, 2010. The Company also has \$1,200 in security deposits as of October 31, 2011 and as of October 31, 2010.

As of October 31, 2011, the Company had \$55,021 in total current liabilities, which was represented by \$29,628 in accounts payable, and \$25,393 in related party accounts payable. This is in comparison to October 31, 2010, where the Company had \$56,902 in total current liabilities, which was represented by \$10,612 in accounts payable, and \$46,290 in related party accounts payable.

The Company had no long-term liabilities at October 31, 2011 or at October 31, 2010; therefore the Company had total liabilities of \$55,021 at October 31 2011 and \$56,902 at October 31, 2010.

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

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

The Company will continue to seek additional financing in order to obtain the capital required to continue implementation of its business plan.

Management provides no assurance that future financing will be available to the Company on acceptable terms. If financing is not available on satisfactory terms, the Company may be unable to continue, develop, or expand its operations. Equity financing could result in additional dilution to the Company's existing shareholders.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a "smaller reporting company," as defined in Rule 12b-2 of the Exchange Act, we are not required to provide the information called for by this Item.

ITEM 8. FINANCIAL STATEMENTS

INDEX TO FINANCIAL STATEMENTS

Financial Statements	Page
Report of Independent Registered Public Accounting Firm	11
Balance Sheets	12
Statements of Operations	13
Statements of Changes in Stockholders' Equity (Deficit)	14
Statements of Cash Flows	15
Notes to Financial Statements	17

AMAROK RESOURCES, INC.
(An Exploratory Stage Company)
Balance Sheets

	October 31, 2011	October 31, 2010
Assets		
Current assets		
Cash and cash equivalents	\$ 267,995	\$ 2,011,633
Prepaid rent	-	1,217
Prepaid services	60,643	11,900
Security deposit	1,200	1,200
	329,838	2,025,950
Mining claims	656,122	-
Total assets	\$ 985,960	\$ 2,025,950
Liabilities and stockholders' equity		
Current liabilities		
Accounts payable	\$ 29,628	\$ 10,612
Accounts payable - related parties	25,393	46,290
	55,021	56,902
Stockholders' equity		
Common stock, 175,000,000 shares authorized, \$0.001 par value, 78,386,360 shares issued and outstanding at October 31, 2011 and 76,404,240 shares issued and outstanding at October 31, 2010	78,386	76,404
Additional paid-in capital (deficit)	5,010,376	4,027,390
Accumulated deficit	(161,790)	(161,790)
Deficit accumulated during the exploratory stage	(3,996,033)	(1,972,956)
	930,939	1,969,048
Total liabilities and stockholders' equity	\$ 985,960	\$ 2,025,950

The Accompanying notes are an integral part to the financials

AMAROK RESOURCES, INC.
 (An Exploratory Stage Company)
 Statement of Operations

	For the Year Ended October 31,		February 1, 2010 through October 31, 2011 (Exploratory Stage)
	2011	2010	
Revenue	\$ -	\$ -	\$ -
Operating expenses			
Exploratory costs	1,393,378	1,803,306	3,196,684
Impairment loss			