DYNARESOURCE INC
Form 10-Q
November 22, 2010

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2010

OR

[ ] TRANSITION REPORT UNDER SECTION 13 OF 15(d) OF THE EXCHANGE ACT OF 1934

From the transition period ___________ to ____________.

Commission File Number 0-53237

DYNARESOURCE, INC.
(Exact name of small business issuer as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	94-1589426 (IRS Employer Identification No.)

222 W Las Colinas Blvd., Suite 744 East Tower, Irving, Texas 75039
(Address of principal executive offices)

(972) 868-9066
(Issuer's telephone number)

N/A
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days:. Yes [X] No [ ].

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large Accelerated Filer	[ ]	Accelerated Filer	[ ]
Non-Accelerated Filer	[ ]	Smaller Reporting Company	[X]

Indicate by a check mark whether the company is a shell company (as defined by Rule 12b-2 of the Exchange Act: Yes [ ] No [X].

As of November 22, 2010, there were 9,621,720 shares of Common Stock of the issuer outstanding.

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DYNARESOURCE, INC.
(An Exploration Stage Company)
Consolidated Balance Sheets
September 30, 2010 and December 31, 2009

	Sept 30, 2010 (Unaudited)	Dec 31, 2009 (Audited)
ASSETS		
Current Assets:		
Cash and Cash Equivalents	$1,197,755	$1,640,508
Foreign Tax Receivable	59,818	120,210
Other Current Assets	444,889	217,136
Total Current Assets	1,702,462	1,977,854
Fixed Assets:		
Mining Camp Equipment and Fixtures (Net of Accumulated Depreciation of $570,016 and $524,424)	385,532	350,828
Mining Properties (Net of Accumulated Amortization of $461,315 and $390,953)	4,242,052	4,312,414
Total Fixed Assets	4,627,584	4,663,242
Other Assets:		
Note Receivable - Affiliate	750,000	500,000
Other Receivable – Affiliate	55,760	50,760
Deposits	6,310	6,666
Total Other Assets	812,070	557,426
TOTAL ASSETS	$7,142,116	$7,198,522
LIABILITIES AND EQUITY		
Current Liabilities:		
Accounts Payable	$10,929	$40,586
Accrued Expenses	62,455	43,317
Total Liabilities	73,384	83,903
Preferred stock, $1.00 par value, 10,000 shares authorized, 1,000 and 1,000 shares issued and outstanding	1,000	1,000
Common stock, $.01 par value, 12,500,000 shares authorized, 9,621,720 and 9,374,303 shares issued and outstanding	96,217	93,743
Preferred Rights	40,000	40,000
Additional Paid In Capital	29,020,736	25,475,425
Treasury Stock	0	(2,385)
Other Comprehensive Income	1,718,500	1,405,537
Accumulated Deficit	(6,002,516)	(6,002,516)
Accumulated Deficit Since Reentering the Development Stage	(16,196,441)	(12,851,441)

Total DynaResource, Inc. Stockholders' Equity	8,677,496	8,159,363
Noncontrolling Interest	(1,608,764)	(1,044,744)
TOTAL EQUITY	7,068,732	7,114,619
TOTAL LIABILITIES AND EQUITY	$7,142,116	$7,198,522

See accompanying summary of accounting policies and notes to financial statements.

DYNARESOURCE, INC.
(An Exploration Stage Company)
Consolidated Statement of Operations
For the Three and Nine Months Ended September 30, 2010 and 2009
And Cumulative Since Re-entering the Development Stage (January 1, 2007)
(Unaudited)

	Three Months Ended		Nine Months Ended		Cumulative Since Re-Entering Development Stage (Jan. 1, 2007)
	Sept 30, 2010	Sept 30, 2009	Sept 30, 2010	Sept 30, 2009	
REVENUES	$100,288	$41,074	$320,074	$41,074	$361,148
COST OF SALES					
Exploration Costs	512,915	248,990	2,301,733	1,107,037	10,468,005
GROSS PROFIT (DEFICIT)	(412,627)	(207,916)	(1,981,659)	(1,065,963)	(10,106,857)
OPERATING EXPENSES:					
Depreciation and Amortization	41,274	40,340	115,954	121,019	564,922
General and Administrative	974,865	346,047	1,666,176	1,058,871	5,769,826
TOTAL OPERATING EXPENSES	1,016,139	386,387	1,782,130	1,179,890	6,334,748
NET OPERATING INCOME (LOSS)	(1,428,766)	(594,303)	(3,763,789)	(2,245,853)	(16,441,605)
OTHER INCOME (EXPENSE)					
Portfolio Income	576	1,717	2,338	6,565	19,923
Other income	0	0	0	0	2,104
TOTAL OTHER INCOME (EXPENSE)	576	1,717	2,338	6,565	22,027
NET INCOME (LOSS) BEFORE INCOME TAXES	(1,428,190)	(592,586)	(3,761,451)	(2,239,288)	(16,419,578)
Provision for Income Taxes (Expense) Benefit	0	0	0	0	38,259
NET (LOSS)	(1,428,190)	(592,586)	(3,761,451)	(2,239,288)	(16,381,319)
Net Loss Attributable to Non-Controlling Interest	120,421	101,609	537,541	288,377	1,927,265
NET LOSS ATTRIBUTABLE TO DYNARESOURCE, INC. COMMON SHAREHOLDERS	(1,307,769)	(490,977)	(3,223,910)	(1,950,911)	(14,454,054)
COMPREHENSIVE INCOME (LOSS):					
Currency Translation Gain (Loss)	(412,457)	(183,999)	(121,090)	148,423	(1,742,387)
COMPREHENSIVE LOSS BEFORE NON-CONTROLLING INTEREST	(1,720,226)	(674,976)	(3,345,000)	(1,802,488)	(16,196,441)

Comprehensive Loss (Income) Attributable to Non-Controlling Interest	47,873	20,995	26,479	(19,727)	370,239
COMPREHENSIVE LOSS ATTRIBUTABLE TO DYNARESOURCE, INC. COMMON SHAREHOLDERS	$(1,672,353)	$(653,981)	$(3,318,521)	$(1,822,215)	$(15,826,202)
EARNINGS PER SHARE, Bassic and diluted					
Weighted Average Shares Outstanding, Basic and Diluted	9,526,968	9,076,913	9,458,269	9,073,913	
Earnings Per Share, Basic and Diluted	$(0.18)	$(0.07)	$(0.35)	$(0.20)	

See accompanying summary of accounting policies and notes to financial statements.

DYNARESOURCE, INC.
(An Exploration Stage Company)
Consolidated Statements of Cash Flows
For the Nine Months Ended September 30, 2010 and 2009
And Cumulative Since Re-entering the Development Stage (January 1, 2007)
(Unaudited)

	Nine Months Ended Sept 30, 2010	Nine Months Ended Sept 30, 2009	Cumulative Since Re-entering Development Stage (Jan 1, 2007)
CASH FLOWS FROM OPERATING ACTIVITIES			
Net (loss)	$(3,761,451)	$(2,239,288)	$(16,381,319)
Adjustments to reconcile net loss to cash used by operating activities:			
Issuance of Common Stock for Services	610,280	0	1,296,218
Issuance of Preferred Stock for Services	0	0	1,000
Depreciation and Amortization	115,954	121,019	564,922
Loss on Disposition of Fixed Assets	0	0	28,006
Change in assets and liabilities:			
Decrease in Accounts Receivable	0	0	199,143
(Increase) Decrease in Other Receivable – Related Party	(5,000)	50,225	(55,760)
(Increase) Decrease in Foreign Tax Receivable	60,392	124,856	(10,613)
(Increase) in Other Current Assets	(227,753)	(108,151)	(367,798)
(Increase) Decrease in Deposits	356	(895)	(6,310)
(Decrease) in Accounts Payable	(29,657)	(82,466)	(30,475)
Increase (Decrease) in Accrued Expenses	19,138	28,744	(41,681)
(Decrease) in Deferred Tax Liability	0	0	(38,259)
CASH FLOWS (USED) IN OPERATING ACTIVITIES	(3,217,741)	(2,105,956)	(14,842,926)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets, net	(80,296)	(53,821)	(361,790)
Retirement of Fixed Assets	0	9,701	
10,124 Investment in affiliate	(250,000)	(450,000)	(750,000)
CASH FLOWS USED IN INVESTING ACTIVITIES	(330,296)	(494,120)	(1,101,666)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from DynaMéxico Earn In	2,700,000	1,227,090	12,242,985
Proceeds from sale of common stock	213,077	0	3,875,669
Repurchase of common stock options	0	0	(10,000)
Other comprehensive income (loss)	286,484	26,679	1,772,881
Purchase of treasury stock	(54,209)	(183,000)	(284,999)
Proceeds from sale of treasury stock	81,022	230,405	337,536
Repayment of common stock receivable	0	125,000	0
CASH FLOWS PROVIDED BY FINANCING ACTIVITIES	3,226,374	1,426,174	17,934,072
Effect of exchange rate on cash	(121,090)	148,423	(1,612,565)

NET INCREASE (DECREASE) IN CASH	(442,753)	(1,025,479)	376,915
Cash, beginning of period	1,640,508	2,339,561	820,840
Cash, end of period	$1,197,755	$1,314,082	$1,197,755
SUPPLEMENTAL CASH FLOW INFORMATION			
Interest paid	$0	$0	$0
Income taxes paid	$0	$0	$129,822

See accompanying summary of accounting policies and notes to financial statements.

DYNARESOURCE, INC.
(An Exploration Stage Company)
Notes to the Consolidated Financial Statements
September 30, 2010
(Unaudited)

NOTE 1 – NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES

Nature of Activities, History and Organization:

DynaResource, Inc. (The "Company") was organized September 28, 1937, as a California corporation under the name of West Coast Mines, Inc. In 1998, the Company re-domiciled to Delaware and changed its name to DynaResource, Inc. The Company is in the business of acquiring, investing in, and developing precious metal properties, and the production of precious metals.

In 2000, the Company formed a wholly owned subsidiary, DynaResource de México S.A. de C.V. chartered in México ("DynaMéxico"). This Company was formed to acquire, invest in and develop resource properties in México. In 2005, the Company formed DynaResource Operaciones de San José De Gracia S.A. de C.V. ("DynaOperaciones") and acquired effective control of Mineras de DynaResource S.A. de C.V. (formerly Minera Finesterre, S.A. de C.V.) ("Mineras"). The Company owned 25% of Mineras and acquired effective control of Mineras by acquiring the option to purchase the remaining 75% of the Shares of Mineras for seventy five pesos (approximately $5.85 in United States dollars, as of September 30, 2010). The Agreement also provided that the other shareholders relinquish and forfeit any and all rights, interests and claims in and to Mineras and in or to any of the rights or assets owned or controlled by Mineras. The Company finalized the option and acquisition of Mineras in January 2010 and now owns 100% of Mineras. The results of Mineras are consolidated with those of the Company.

In January 2008, the Company transferred 15% of the ownership of DynaMéxico to Goldgroup Mining Inc., ("Goldgroup") in exchange for a $3,000,000 cash contribution and exploration expenditures at the San José de Gracia property ("SJG"), and in August 2008, the Company transferred an additional 10% of the ownership of DynaMéxico to Goldgroup in exchange for an additional $3,000,000 cash and exploration expenditures (See Note 5 below). Through September 30, 2010, Goldgroup has contributed $12,567,990 to DynaMéxico, and it currently owns 25% of DynaMéxico. Goldgroup may acquire an additional 25% of DynaMéxico (for a total of 50 %) by contributing an additional $5,432,010 to DynaMéxico by March 15, 2011.

The Company produced approximately $7,000,000 in revenues from production activities during the years ended December 31, 2003 through 2006, and suspended this activity voluntarily to concentrate its efforts on exploration and development. In accordance with that decision, as of January 1, 2007, the Company reentered the Exploration Stage and has presented its cumulative results since reentering the Exploration Stage, in accordance with Accounting Standards Codification ("ASC") 915, "Development Stage Enterprises", (formerly Statement of Financial Accounting Standard ("SFAS") No. 7, "Accounting and Reporting by Development Stage Enterprises") and will continue this presentation until it again has revenues from operations.

Unaudited Interim Financial Statements:

The accompanying unaudited interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States and applicable Securities and Exchange Commission (“SEC”) regulations for interim financial information. These financial statements are unaudited and, in the opinion of management, include all adjustments (consisting of normal recurring accruals) necessary to present fairly the balance sheets, statements of operations and statements of cash flows for the periods presented in accordance with accounting principles generally accepted in the United States. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to SEC rules and regulations. It is presumed that users of this interim financial information have read or have access to the audited financial statements and footnote disclosure for the preceding fiscal year contained in the Form 10K, for the year ended December 31, 2009. Operating results for the interim periods presented are not necessarily indicative of the results that may be expected for the year ending December 31, 2010.

Significant Accounting Policies:

The Company's management selects accounting principles generally accepted in the United States of America and adopts methods for their application. The application of accounting principles requires the estimating, matching and timing of revenue and expense. It is also necessary for management to determine, measure, and allocate resources and obligations within the financial process according to those principles. The accounting policies used conform to generally accepted accounting principles which have been consistently applied in the preparation of these financial statements.

The financial statements and notes are representations of the Company's management which is responsible for their integrity and objectivity. Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

Management believes that all adjustments necessary for a fair statement of the results of the three and nine months ended September 30, 2010 and 2009 have been made.

Basis of Presentation:

The Company prepares its financial statements on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States.

Principles of Consolidation:

The financial statements include the accounts of DynaResource, Inc. as well as DynaResource de México, S.A. de C.V., DynaResource Operaciones S.A. de C.V. and Mineras de DynaResource S.A. de C.V. All significant inter-company transactions have been eliminated. All amounts are presented in U.S. Dollars unless otherwise stated.

Foreign Currency Translation:

The subsidiary's functional currency is the U.S. dollar. As a result, the financial statements of the subsidiary have been re-measured from Mexican pesos into U.S. dollars using (i) current exchange rates for monetary asset and liability accounts, (ii) historical exchange rates for nonmonetary asset and liability accounts, (iii) historical exchange rates for revenues and expenses associated with nonmonetary assets and liabilities and (iv) the weighted average exchange rate of the reporting period for all other revenues and expenses. In addition, foreign currency transaction gains and losses resulting from U.S. dollar denominated transactions are eliminated. The resulting re-measured gain or loss is recorded in other comprehensive (loss) income.

The financial statements of the subsidiary should not be construed as representations that Mexican pesos have been, could have been or may in the future be converted into U.S. dollars at such rates or any other rates.

Relevant exchange rates used in the preparation of the financial statements for the subsidiary are as follows for the nine months ended September 30, 2010 (Mexican pesos per one U.S. dollar):

	September 30, 2010	
Current exchange rate	Pesos	12.48810
Weighted average exchange rate for the nine months ended	Pesos	12.72864

Cash and Cash Equivalents:

The Company considers all highly liquid debt instruments with a maturity of three months or less to be cash equivalents. At times, cash balances may be in excess of the FDIC insurance limits. The carrying amount approximates fair market value.

Accounts Receivable and Allowance for Doubtful Accounts:

The allowance for accounts receivable is recorded when receivables are considered to be doubtful of collection. No allowance has been established as all receivables were deemed to be fully collectible.

Foreign Tax Receivable:

Foreign Tax Receivable (IVA) is comprised of recoverable value-added taxes charged by the Mexican government on goods and services rendered. Under certain circumstances, these taxes are recoverable by filing a tax return. Amounts paid for IVA are tracked and held as receivables until the funds are remitted. The total amount of IVA receivable as of September 30, 2010 and December 31, 2009 were $59,818 and $120,210, respectively.

Other Current Assets:

Other current assets consist primarily of prepayments to vendors in Mexico, who require a 50% paid in advance for work to be performed, travel advances to employees in Mexico and Mexican tax benefits.

Inventory:

As the Company ceased production in 2006, there is no inventory, as of September 30, 2010 and December 31, 2009.

Fixed Assets:

Fixed assets are carried at cost. Depreciation is provided over each asset's estimated useful life. Upon retirement and disposal, the asset cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is included in the determination of the net income. Expenditures for geological and engineering studies, maintenance and claim renewals are charged to expense when incurred. Additions and significant improvements are capitalized and depreciated.

Mining Properties:

The Company is an 'Exploration Stage' company as defined in "SEC Industry Guide 7". Mining properties consist of 34 concessions at the San José de Gracia property, the basis of which are deferred until the properties are brought into production, at which time they will be amortized on the unit of production method based on estimated recoverable reserves. The concessions expire between the years 2028 and 2058, with the majority of the hectares expiring in 2057 and 2058. If it is determined that the deferred costs related to a property are not recoverable over its productive life, those costs will be written down to fair value as a charge to operations in the period in which the determination is made. The amounts at which mineral properties and the related deferred costs are recorded do not necessarily reflect present or future values.

The recoverability of the book value of each property will be assessed annually for indicators of impairment such as adverse changes to any of the following:

- estimated recoverable ounces of gold, silver or other precious minerals;
- estimated future commodity prices;
- estimated expected future operating costs, capital expenditures and reclamation expenditures

A write-down to fair value will be recorded when the expected future cash flow is less than the net book value of the property or when events or changes in the property indicate that carrying amounts are not recoverable. This analysis will be completed as needed, and at least annually. As of the date of this filing, no events have occurred that would require write-down of any assets.

Exploration, development, direct field costs and administrative costs are expensed in the period incurred.

The carrying amounts of the mining concessions are reviewed at each calendar year end to determine whether there is any indication of impairment. If such indication of impairment exists, the asset's recoverable amount will be reduced to its estimated fair value. As of December 31, 2009, no indications of impairment existed.

Use of Estimates:

In order to prepare financial statements in conformity with accounting principles generally accepted in the United States, management must make estimates, judgments and assumptions that affect the amounts reported in the Financial Statements and determines whether contingent assets and liabilities, if any, are disclosed in the financial statements. The ultimate resolution of issues requiring these estimates and assumptions could differ significantly from resolution currently anticipated by management and on which the financial statements are based.

Revenue Recognition:

The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery or service has occurred, the sale price is fixed or determinable and receipt of payment is probable.

Revenues earned from the sale of precious metal concentrates are recognized as the title to the material is passed to the buyer upon delivery.

Earnings (Loss) per Common Share:

"Earnings (loss) per share" is calculated in accordance with ACS 260 "Earnings per Share" (formerly SFAS No. 128, "Earnings per Share"). The weighted average number of common shares outstanding during each period is used to compute basic earnings (loss) per share. "Diluted earnings per share" is computed using the weighted average number of shares and potentially dilutive common shares outstanding. Dilutive potential common shares are additional common shares assumed to be exercised. Potentially dilutive common shares consist of stock options and are excluded from the diluted earnings per share computation in periods where the Company has incurred a net loss, as their effect would be considered anti-dilutive.

As the Company incurred a net loss during the nine months ended September 30, 2010 and 2009, the basic and diluted loss per common share is the same. As discussed in Note 8, and as of September 30, 2010, the Company had 630,092 stock options outstanding that could potentially have a dilutive effect on basic earnings per share in the future.

Comprehensive Income:

ASC 220 "Comprehensive Income", (formerly SFAS No. 130 "Reporting Comprehensive Income", establishes standards for reporting and display of comprehensive income and its components in a full set of general purpose financial statements. The Company's comprehensive income consists of the net loss and other comprehensive income (loss), consisting of unrealized net gains and losses on the translation of the assets and liabilities of its foreign operations from Mexican pesos to United States dollars.

Recently Issued Accounting Pronouncements:

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position or cash flow. See Note 12 for a discussion of new accounting pronouncements.

Fair Value of Financial Instruments:

In accordance with the reporting requirements of ASC 820 "Fair Value Measurement and Disclosure" (formerly SFAS No. 157, "Disclosures About Fair Value of Financial Instruments"), the Company calculates the fair value of its assets and liabilities which qualify as financial instruments under this statement and includes this additional information in the notes to the financial statements when the fair value is different than the carrying value of those financial instruments. As of September 30, 2010 the Company did not have any financial instruments other than cash and cash equivalents.

Reclassification:

Certain prior year balances have been reclassified to conform with current year presentation.

NOTE 2 – FIXED ASSETS

Fixed assets are stated at cost and consist of the following at September 30, 2010 and December 31, 2009:

	September 30, 2010	December 31, 2009
Mining camp equipment and fixtures	$492,581	$ 546,636
Transportation equipment	203,513	179,395
Lab equipment	14,306	14,306
Machinery and equipment	130,914	16,175
Office furniture and fixtures	77,901	76,895
Office equipment	4,083	9,595
Computer equipment	32,250	32,250
Sub-total	$955,548	$ 875,252
Less: Accumulated depreciation	(570,016)	(524,424)
Total	$385,532	$ 350,828

Depreciation has been provided over each asset's estimated useful life. Depreciation expense was $45,592 and $50,657 for the nine months ended September 30, 2010 and 2009, respectively.

NOTE 3 – MINING PROPERTIES

Mining properties consist of the following at September 30, 2010 and December 31, 2009:

	September 30, 2010	December 31, 2009
San José de Gracia:		
Mining concessions	$4,703,367	$4,703,367
Less: Accumulated amortization	(461,315)	(390,953)
Total	$4,242,052	$4,312,414

Amortization expense was $70,362 and $70,362 for the nine months ended September 30, 2010 and 2009, respectively.

NOTE 4 – INCOME TAXES

The Company has adopted ASC 740-10, "Income Taxes", (formerly SFAS No. 109, "Accounting for Income Taxes"), which requires the use of the liability method in the computation of income expense and the current and deferred income taxes payable (deferred tax liability) or benefit (deferred tax asset). Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

The cumulative tax effect at the expected tax rate of 34% (blended for U.S. and México) of significant items comprising the Company's net deferred tax amounts as of September 30, 2010 are as follows:

	September 30, 2010	December 31, 2009
Net deferred tax assets attributable to:		
Prior years	$ 3,244,101	$2,131,367
Tax benefit (liability) for current year	1,278,893	1,112,734
Total Deferred Tax Benefit	4,522,994	3,244,101
Valuation Allowance	(4,522,994)	(3,244,101)
Net Deferred Tax Benefit	$ 0	$0

The realization of deferred tax benefits is contingent upon future earnings and is fully reserved at September 30, 2010 and December 31, 2009.

NOTE 5 – MATERIAL AGREEMENTS

Concessions and Interest related to the San José de Gracia Property:

In March 2000, The Company entered into agreements to complete the acquisition and consolidation of 100% of the San José de Gracia Property ("SJG") and related mining interests. Pursuant to these agreements, the Mining Concessions and related interests comprising the San José de Gracia property were transferred to the Company.

In March 2005, the Company issued 115,000 common shares; received a cash payment of $15,000; and accepted a mutual release from the vending parties; to complete the acquisition agreements.

Financing/Sale of Stock:

On September 1, 2006 the Company signed an "Earn In / Option Agreement" ("Earn In") between: DynaResource, Inc. ("DynaResource") and DynaResource de México S.A. de C.V. ("DynaMéxico"), ("Seller"); and Goldgroup Resources, Inc. of Vancouver, British Columbia ("Goldgroup"), ("Buyer"), and together, ("the Parties"). Subsequently, Goldgroup changed its name to Goldgroup Mining, Inc.

The Earn In provides for the sale of up to fifty percent (50%) of the total outstanding shares of DynaMéxico, the wholly owned subsidiary of DynaResource at September 1, 2006, and the owner of the San José de Gracia District property in northern Sinaloa México ("SJG"); in exchange for the total cash contributions to DynaMéxico, and expenditures related to the development of the SJG, in the amount of $18,000,000 by Goldgroup; contributed in four (4) phases, as set forth below:

Phase	On or before	Amount of Funds to be deposited to DynaMéxico (For SJG Expenditures)	Interest Earned (by Goldgroup in DynaMéxico)	Cumulative Interest Earned (by Goldgroup in DynaMéxico)
1.	June 15, 2007	$1,000,000	0%	0%; Completed
2.	March 15, 2008	$2,000,000	15%	15%; Completed
3.	September 15, 2009	$3,000,000	10%	25%; Completed
4.	March 15, 2011	$12,000,000	25%	50%

Pursuant to the Earn In Agreement:

- DynaResource attached the "SJG Title Opinion", compiled by Urias Romero Y Asociados, Abraham Urias, Mazatlan, Sinaloa, with attachments and schedules; describing the status and position of DynaMéxico and affiliates in México, and confirming the ownership and status of the Mining Concessions comprising the SJG District in Sinaloa, México;

- DynaResource attached its audited, consolidated financial statements at December 31, 2005;

- The Parties agree to a revised setting of the Board of Directors of DynaMéxico, to:

a) Two (2) members of DynaResource: K.D. Diepholz, Chairman/CEO of DynaResource as President; and, Charles E. Smith; CFO of DynaResource;

b) One (1) member of Goldgroup: Keith Piggott, CEO of Goldgroup.

- A Management Committee was formed to approve budgets and expenditures pursuant to the Earn In. The setting of the Management Committee is:

a) Two (2) members of Goldgroup: Keith Piggott, CEO of Goldgroup as Chairman, and, John Sutherland, CFO of Goldgroup;

b) One (1) member of DynaResource: K.D. Diepholz, Chairman/CEO of DynaResource;

c) Members of the Management Committee may be changed as subsequently agreed.

- The Parties agree to cooperate to develop the SJG Property, in the best interests of the Project.

Phases 1, 2 and 3 of Earn In Completed:

Activities related to the exploration and development of SJG are being conducted by DynaMéxico, through contract to the operating subsidiary of DynaResource, Inc. in México, Mineras de DynaResource SA de CV. ("MinerasDyna"); with the management of personnel being contracted by MinerasDyna through to the personnel management subsidiary, DynaResource Operaciones, SA de CV ("DynaOperaciones"). Management and Administrative Fees are charged by MinerasDyna and DynaOperaciones, which are eliminated in consolidation.

On December 28, 2007, Goldgroup completed Phase II of the Earn In Agreement, through the contributions of Capital of $3,368,088 to DynaMéxico and the expenditures related to the exploration of SJG of 27,063,453 Mexican pesos, with the remainder held in cash in DynaMéxico. In January 2008, 15% of the Shares of DynaMéxico were transferred to Goldgroup.

On July 16, 2008, the Goldgroup completed Phase III of the Earn In Agreement through total contributions of capital under the Earn In Agreement of $6,118,009 with total expenditures related to the exploration of SJG of $57,252,898 Mexican pesos, with the remainder held in cash in DynaMéxico. In August 2008, an additional 10% of the Shares of DynaMéxico were transferred to Goldgroup, so that Goldgroup now owns 25% of DynaMéxico.

Continuing with Phase IV exploration activities, at March 31, 2010 the Company reported total deposits to DynaMéxico by Goldgroup in excess of $10,767,990 USD, with total expenditures through DynaMéxico of approximately 118,786,701 Mexican pesos.

Continuing with Phase IV exploration activities, at June 30, 2010, the Company reported total deposits to DynaMéxico by Goldgroup in excess of $11,567,990 with total expenditures through DynaMéxico of approximately $ 127,547,600 Mexican Pesos.

Continuing with Phase IV exploration activities, at September 30, 2010, the Company reported total deposits to DynaMéxico by Goldgroup in excess of $12,567,990 with total expenditures through DynaMéxico of approximately $ 135,266,530 Mexican Pesos.

MATERIAL AGREEMENT (MOU):

In order to clarify and confirm the operating structure at SJG, DynaResource, Inc., DynaResource de México, and Goldgroup Mining Inc. (“the Parties”) entered into a “Memorandum of Understanding”, (the “MOU”), dated July 29, 2008. The MOU provides for:

- Mineras de DynaResource is the exclusive operating entity at SJG, pursuant to the operating agreement with DynaResource de México;
- DynaResource de México owns the SJG property concessions 100%, and all data and information pursuant thereto; any information disseminated regarding SJG must be disclosed as from DynaResource de México;
- The SJG Management Committee is not a legal entity and has no authority or ability to sign contracts or incur obligations or liabilities to DynaMéxico, MinerasDyna, or DynaOperaciones;
- The SJG Management Committee does not have the authority to act for or represent DynaMéxico, Mineras, DynaOperaciones, or the SJG Property;
- All personnel must be employed or contracted through MinerasDyna or DynaOperaciones and be accountable to the employing / contracting entity.

NOTE 6 – RELATED PARTY TRANSACTIONS

In the nine months ended September 30, 2010 and 2009, the Company paid $50,000 and $17,500 respectively to Dynacap Group, Ltd. (an entity controlled by officers of the Company) for consulting and other fees.

In addition, the Company issued common stock to the following related parties:

	Nine months ended Sept 30, 2010	Nine months ended Sept 30, 2009
Directors	$610,280	$0
Consultants	0	0
Totals	$610,280	$0

NOTE 7 – NOTE RECEIVABLE - AFFILIATE

Through September 30, 2010, the Company loaned a total of $750,000 to DynaResource Nevada, Inc., (“DynaNevada”) a Nevada Corporation, with one operating subsidiary in México, DynaNevada de México, SA de CV. The terms of the Note Receivable provide for a “Convertible Loan”, repayable at 5 % interest over a 3 year period, and convertible at the Company’s option into Common Stock of DynaNevada at $ .25 / Share. DynaResource Nevada, Inc. is a related entity, and through its subsidiary in México (DynaNevada de México, SA de CV.), (“DynaNevada Mexico”), has entered into an Option agreement with Grupo México (“IMMSA”) in México, for the exploration and development of approximately 3,000 hectares in the State of San Luis Potosi (the “Santa Gertrudis Property”). DynaNevada completed the Option with IMMSA in March 2010, so that DynaNevada owns 100 % of the Santa Gertrudis Property. In June, 2010, DynaNevada acquired an additional 6,000 hectares in the State of Sinaloa (the “San Juan Property”).

As of September 30, 2010, the Company has advanced an additional $55,760 to DynaNevada to fund operational expenses.

NOTE 8 – STOCKHOLDERS' EQUITY

Preferred Stock

The Company is authorized to issue 10,000 preferred shares at a par value of $1.00 per share. These shares have full voting rights. In October 2007, the Company issued 1,000 shares of Preferred A shares to its CEO. These shares have the right to elect a majority of the Board of Directors. There were 1,000 and 1,000 shares outstanding at September 30, 2010 and December 31, 2009, respectively.

Common Stock

The Company is authorized to issue 12,500,000 common share stocks at a par value of $0.01 per share. These shares have full voting rights. At September 30, 2010 there were 9,621,720 shares outstanding and at December 31, 2009, there were 9,374,303 shares outstanding.

Preferred Rights

The Company issued "Preferred Rights" and received $158,500 in 2003 and $626,250 in 2002, for the rights to percentages of revenues generated from the San José de Gracia Pilot Production Plant. This has been reflected as "Preferred Rights" in stockholders' equity. As of December 31, 2004, $558,312 was repaid, leaving a balance of $226,188. As of December 31, 2005, $186,188 was repaid, leaving a balance of $40,000. At September 30, 2010, the balance is $40,000.

Treasury Stock

Treasury stock is accounted for by the cost method. The Company may from time to time purchase and resell its own common stock.

Options and Warrants

There are 630,092 options outstanding at September 30, 2010.

- 240,917 Options entitle the holder to purchase one share of the Company's common stock at a price of $5.00 per share. The options expire November 15, 2010. No options were exercised or cancelled since issuance.

- 365,295 options entitle the holder to purchase one share of the Company's common stock at a price of $5.00 per share. The options expire November 15, 2010. No options were exercised or cancelled since issuance.

- 23,880 options entitle the holder to purchase one share of the Company's common stock at a price of $10.00 per share and expire November 15, 2010. No options were exercised or cancelled since issuance.

The Company's stock price was $3.60 per share at September 30, 2010 and, therefore, none of the Company's options would have been considered dilutive if the Company had not incurred a net loss.

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NOTE 9 – NON-CONTROLLING INTEREST

The Company’s Non-controlling Interest recorded in the unaudited consolidated financial statements relates to a 25% interest in DynaResource de México, S.A. de C.V. Changes in Non-controlling Interest for the nine months ended September 30, 2010 and 2009 was as follows:

	For the Nine Months Ended September 30, 2010	2009
Beginning balance	$ (1,044,744)	$ (589,754)
Operating income (loss)	(537,541)	(288,377)
Other comprehensive income (loss)	(26,479)	19,727
Ending balance	$ (1,608,764)	$(858,404)

The Company began allocating a portion of other comprehensive income (loss) to the non-controlling interest with the adoption of FASB 160 as of January 1, 2009.

NOTE 10 – EMPLOYEE BENEFIT PLANS

There is currently no qualified or non-qualified employee pension, profit sharing, stock option, or other plans authorized for any class of employees.

NOTE 11 – COMMITMENTS AND CONTINGENGIES

The Company is required to pay Mexico taxes in order to maintain their concessions. Additionally, the Company is required to incur a minimum amount of expenditures each year for all concessions held. The minimum expenditures are based upon the land area, as well as the age of the concessions. Amounts spent in excess of the minimum amounts may be carried forward indefinitely over the life of the concessions, and are adjusted annually for inflation. Based on Management's business plans, the Company does not expect any difficulty in meeting the minimum annual expenditures for the concessions, and the Company retains sufficient carry-forward amounts to cover over 20 years of minimum expenditures, as calculated for the 2009 minimum expenditures, adjusted for inflation of 4%.

In September 2008, the Company entered into a 37 month lease agreement for its corporate office. The Company paid rent expense of $35,543 and $34,648 for the nine months ended September 30, 2010 and 2009, respectively.

The following is a schedule of minimum lease payments required under the existing lease as of September 30, 2010:

Year Ended December 31	Amount
2010	$ 9,805
2011	31,501
2012	0
	$ 41,306

NOTE 12 – RECENT ACCOUNTING PRONOUCEMENTS

In 2009, the FASB issued the following guidance:

SFAS No. 166: "Accounting for Transfers of Financial Assets—an amendment of FASB Statement No. 140", which was codified into ASC 860, which be effective for the Company as of January 1, 2010.

SFAS No. 167: "Accounting for Transfers of Financial Assets", which was codified into ASC 810-10, which will be effective for the Company as of January 1, 2010.

FSP No. FAS 107-1 and APB 28-1: “Interim Disclosures about Fair Value of Financial Instruments”, which was codified into ASC 825.

FSP No. FAS 115-2 and FAS 124-2: “Recognition and Presentation of Other-Than-Temporary Impairments”, which was codified into ASC 320-10-65-4.

FSP No. FAS 157-4: “Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly”, which was codified into ASC 820-10-65-4.

In 2010, the FASB issued the following guidance:

Standards Update (“ASU”) No. 2010-13, “Effect of Denominating the Exercise Price of a Share-Based Payment Award in the Currency of the Market in Which the Underlying Equity Security Trades” (“ASU 2010-13”).

ASU No. 2010-06, “Improving Disclosures about Fair Value Measurements” (“ASU 2010-06”).
Management has reviewed these new standards and believes they had or will have no material impact on the financial statements of the Company.

NOTE 13 – FAIR VALUE OF FINANCIAL INSTRUMENTS

In September 2006, the guidance for fair value measurements and disclosure was updated to define fair value, establish a framework for measuring fair value, and expand disclosures about fair value measurements. This guidance does not require any new fair value measurements but rather eliminates inconsistencies in guidance found in various prior accounting pronouncements. The provisions of the updated guidance were adopted January 1, 2008. In February 2008, the FASB staff issued an update to the guidance which delayed the effective date for nonfinancial assets and nonfinancial liabilities that are recognized or disclosed at fair value in the financial statements on a nonrecurring basis. The Company adopted the updated guidance for the Company’s nonfinancial assets and liabilities measured at fair value on a nonrecurring basis on January 1, 2009. The adoption of updated guidance did not have a material impact on the Company’s financial position, results of operations or cash flows.

In October 2008, the guidance was further updated to provide guidance on how the fair value of a financial asset is to be determined when the market for that financial asset is inactive. The guidance states that determining fair value in an inactive market depends on the facts and circumstances, requires the use of significant judgment and, in some cases, observable inputs may require significant adjustment based on unobservable data. Regardless of the valuation technique used, an entity must include appropriate risk adjustments that market participants would make for nonperformance and liquidity risks when determining fair value of an asset in an inactive market. The guidance was effective upon issuance. The Company has incorporated the principles of updated guidance in determining the fair value of financial assets when the market for those assets is not active.

In April 2009, the guidance was further updated to provide additional guidance on determining fair value when the volume and level of activity for the asset or liability have significantly decreased and identifying circumstances that indicate when a transaction is not orderly. The provisions of this updated guidance were adopted April 1, 2009. The adoption of the guidance did not have an impact on the Company’s fair value measurements.

The ASC guidance for fair value measurements and disclosure establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs – Quoted prices for identical instruments in active markets.

Level 2 Inputs – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 Inputs – Instruments with primarily unobservable value drivers.

As of September 30, 2010, the Company's financial assets and liabilities are measured at fair value using Level 3 inputs, with the exception of cash.

NOTE 14 – SUBSEQUENT EVENTS

During 2009, the FASB issued ASC 855-10 "Subsequent Events", (formerly SFAS No. 165, "Subsequent Events,") which establishes general standards for accounting for and disclosure of events that occur after the balance sheet date but before the financial statements are issued or are available to be issued. The pronouncement requires the disclosure of the date through which an entity has evaluated subsequent events and the basis for that date, whether that date represents the date the financial statements were issued or were available to be issued. In conjunction with the preparation of these financial statements, an evaluation of subsequent events was performed through November 22, 2010, which is the date the financial statements were issued.

Subsequent to September 30, 2010, Goldgroup deposited an additional $432,000 pursuant to the Earn In Agreement, which is discussed in Note 5.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS

This report 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. The Company's actual results could differ materially from those set forth on the forward looking statements as a result of the risks set forth in the Company's filings with the Securities and Exchange Commission, general economic conditions, and changes in the assumptions used in making such forward looking statements.

General

The Company's majority owned (currently 75 %) subsidiary, DynaResource de México, S.A. de C.V. ("DynaMéxico"), owns 100% of the mineral concessions and related interest to the San José de Gracia mining property covering approximately 99,500 hectares located in and around San José de Gracia, Sinaloa State, México ("SJG"). SJG is located on the west side of the Sierra Madre Mountains, approximately 250 kilometers inland from the port city of Los Mochis, Sinaloa; and approximately 500 kilometers north of Mazatlan, Sinaloa.

The SJG is a High-Grade Mineralized System which reports historical production of + 1 M. Oz. AU, from a series of underground workings. DynaMéxico is focused on the exploration and future exploitation of this vein-hosted, near surface, and + 400 hundred M. Down – Dip Gold Potential, that occurs within fault breccia veins; and has been traced on surface and underground over a 15 Sq. Km. area.

Prior Drilling and Exploration Activity / SJG

A drill program was conducted at SJG in 1997 - 1998 by Golden Hemlock Explorations, Ltd., a prior partner at SJG. Approximately 6,172 meters drilling was completed in 63 core drill holes. Significant intercepts, including bonanza grades, outlined down dip potential of the Northeast section (150 Meter NE to SW extent of the Drilling) of the Los Hilos to La Cecena to Tres Amigos Trend. And, Drill Hole 97-63 confirmed down dip and extension at the Palos Chinos Area of SJG.

Surface and underground sampling in 1999 - 2000 conducted by the Company confirmed high grades in historic workings and surface exposures throughout the SJG district and project area. These high grades outline the presence of ore shoots developed within the veins. The ore shoots appear to be controlled by dilational jogs and/or vein intersections. A total of 544 samples were collected in 1999-2000, and assayed an average 6.51 grams/ton gold.

Acquisition and Consolidation / SJG

In 2000, the Company formed DynaMéxico to acquire, invest in, explore and develop mining concessions in México, and specifically to acquire the ownership and interests related to San Jose de Gracia. In March 2000, the Company and DynaMéxico entered into agreements to acquire and consolidate 100% of the San José de Gracia Property. The Company agreed to issue 2,493,271 shares in exchange for the complete acquisition of the SJG and all related interest, and subject to the complete transfer of all mining concessions.

After resolving ownership and title issues related to SJG, the number of shares to be issued to the prior owners of SJG was reduced to 115,000 shares from 2,493,271. (Note: The 115,000 shares were issued in 2006, when all matters related to the acquisition, transfer, and consolidation, of the SJG district, were resolved).

Recent Pilot Production Activity

During the period 2003 through 2006, DynaMéxico conducted underground mining and pilot production activities at SJG. The small scale production activities at SJG consisted of improvements to an existing mill, including the installation of a gravity / flotation processing circuit. Initial test runs with tailings from historical production were completed in 2002. Actual mining at the high grade San Pablo area of the SJG property commenced in March 2003. DynaMéxico produced 18,250 Oz. gold from Mid 2003 to June 2006; from mined tonnage of 42,500 tons, at an average grade of approximately 20 g/t. Production costs were reported at approx. < $ 175. / Oz.

During the period of production at SJG, the Company recognized it would be necessary to conduct large scale exploration activities in order to define and confirm a + 1 M. Oz. Gold, commercially mineable ore body (s).

Recent Financing Activity

As gold prices continued to appreciate into 2006, exploration financing opportunities increased and the Company and DynaMéxico negotiated and entered into the "Earn In / Option agreement with Goldgroup Resources, Inc. (now Goldgroup Mining Inc.), Vancouver, BC, dated September 1, 2006. The Terms of the Earn In / Option agreement provides for $ 18 M. USD financing from Goldgroup to DynaMéxico, over four Phases (through March 2011), and related exploration expenditures at SJG, in exchange for Goldgroup's earning of 50 % of the Shares of DynaMéxico. The terms of the Earn In / Option also provided for the involvement of proven industry professionals in the SJG project. (See Material Agreements; Earn In / Option Agreement.)

Exploration / Drilling Activity conducted Pursuant to the Earn In Agreement

- In Phase I of the Earn In Agreement, approximately 3,400 meters drilling was accomplished in 22 core drill holes (SJG 07-01 to SJG 07-22); as well as geochemical sampling and mapping, and data consolidation into Surpac Software.

- In Phase II of the Earn In Agreement, approximately 5,500 meters was completed in 23 core drill holes (SJG 07-23 to 07-45).

- In Phase III of the Earn In Agreement, approximately 15,150 meters was completed in 56 core drill holes (SJG 08-46 to SJG 08-101).

- In Phase IV of the Earn In Agreement, and at December 31, 2008, approximately 5,950 meters were completed in 25 core drill holes (through SJG 08-126).

- Continuing with Phase IV of the Earn In Agreement, in 2009 and at December 31, 2009, an additional 4,000 Meters was completed in 21 Drill Holes (through SJG 09-147.)

At December 31, 2009, a total of 34,000 meters drilling had been completed in 147 core drill holes, financed pursuant to the Earn In Agreement.

Magnetic and IP Surveys

In January 2009, MinerasDyna contracted an Engineering firm in Tucson, AZ., to conduct Magnetic and IP surveys throughout the SJG district; covering an area of approximately 15 Sq. Km.

IP is the primary geophysical target at SJG; and is expected to identify pyrite-based mineralization hosting gold. Initial Survey Grid lines were located approximately perpendicular to inferred geologic strike. The data response from these grid lines indicate one or more IP sources that dip northwest.

Additional grid lines were crossed with the initial lines, and appear to identify two separate IP sources.

Grid lines to the South appear to indicate an IP source at > 250 Meters.

Correlation between ground magnetic and IP:

In general the correlation between the Magnetic and IP response and data was excellent.

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Correlation with recent Drilling Programs and known Mineralization:

The data response of the surveys correlated to the recent drilling programs and to the areas of known mineralization at SJG was excellent. Considering this excellent correlation to known mineralization, additional areas of SJG showing similar data response could be indicative of additional target areas.

Identification of New, Additional Resource Target Areas:

Significant survey responses were reported for the following areas; and are projected for follow up drilling:

San Pablo; Up Dip;
San Pablo; Displacement Zone;
Tres Amigos; Down Dip and Northwest;
Tres Amigos; Extension Northeast;
Orange Tree; Down Dip;
La Cecena, Los Hilos, and Tepehauje;
Palos Chinos;
La Prieta;
La Purisima; Down dip at Southeast end;
Argyllic Zone; + 250 M. Down;

Structural Geologist

In February 2009, DynaOperaciones retained a geological consultant, Jonathan Cordery, with prior experience in México, to review and Map the SJG Property with regard to Ore Controls and structural analysis. An area of 2.8 Km by 3.4 Km was mapped; and a review was completed of recent (2007-2008) drill core and drill logs through drill hole # 08-126. Final Reports and maps have been received; and the results and analysis are being utilized in planning drilling programs at SJG. Information contained in the preliminary reports is described below:

Current Dimensions of Resource Areas at SJG:

San Pablo: Recent Production of 18,250 Oz. at average grade of 20 g/t; Strike length of 750 M and down dip extension of 500 M; with selected mineralized intercepts of:

(SJG 08-31); 8.3 M of 48.24 g/t; including 3.8 M of 104.01 g/t, and including 1.5 M of 233.61 g/t;

(SJG 08-51); 14.2 M of 14.79 g/t; including 9 M of 22.93 g/t, and including 3.5 M of 41.5 g/t;

Tres Amigos: Strike Length of 365 M and down dip extension of 210 M; with selected intercepts of:

(SJG 97-13); 27.5 M of 9.94 g/t; including 18.6 M of 14.28 g/t, and including 2 M of 85.72 g/t;

(SJG 97-45); 14 M. of 5.35 g/t; including 2 M of 31.35 g/t;

Orange Tree: to be defined; with selected intercepts of:

(SJG 97-39); 6.8 M of 13.20 g/t; including 3 M of 29.5 g/t, and including 1.5 M of 51.46 g/t;

(SJG 08-47); 7.1 M of 7.63 g/t; including 1.6 M of 23.10 g/t;
La Cecena
(Tres Amigos): to be defined; with selected intercepts of:

(SJG 97-50); 11 M of 2.78 g/t; including 2 M of 5.02 g/t, and including 2 M of 8.53 g/t;

(SJG 08-104); 2.8 M of 13.70 g/t; including 1.4 M of 26.96 g/t;