

Edgar Filing: ARES VENTURES CORP. - Form 10-Q

ARES VENTURES CORP.  
Form 10-Q  
August 16, 2010

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

FORM 10-Q

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

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2010

Commission file number 333-154455

ARES VENTURES CORP.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of incorporation or organization)

4600 Lamont Street #4-327  
San Diego, CA 92109-3535  
(Address of principal executive offices, including zip code)

(858)408-2457  
(Telephone number, including area code)

Shane Ellis  
Ares Ventures Corp.  
4600 Lamont Street #4-327  
San Diego, CA 92109-3535  
Telephone & Facsimile (858)408-2457  
(Name and Address of Agent for Service)

Check whether the issuer (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 last 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 (ss.232.405 of this chapter) 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 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," "non-accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES ☒ NO ☐

State the number of shares outstanding of each of the issuer's classes of common

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equity, as of the latest practicable date: 6,000,000 shares as of August 11, 2010

### ITEM 1. FINANCIAL STATEMENTS

The financial statements for the quarter ended June 30, 2010 immediately follow.

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SEALE AND BEERS, CPAs  
PCAOB & CPAB REGISTERED AUDITORS

[www.sealebeers.com](http://www.sealebeers.com)

### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors  
Ares Ventures, Inc.  
(An Exploration Stage Company)

We have reviewed the accompanying balance sheets of Ares Ventures, Inc. as of June 30, 2010, and the related statements of operations and cash flows for the three-month and nine-month period ended June 30, 2010 and from inception September 25, 2008 through June 30, 2010. These interim financial statements are the responsibility of the Corporation's management.

We conduct our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists of principally applying analytical procedures and making inquiries of persons responsible for the financials and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to such financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been reviewed assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has not yet established an ongoing source of revenues sufficient to cover its operating costs, which raises substantial doubt about its ability to continue as a going concern. Management's plans concerning these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Seale and Beers, CPAs

-----  
Seale and Beers, CPAs  
Las Vegas, Nevada  
August 2, 2010

50 S. Jones Blvd Suite 202 Las Vegas, NV 89107  
Phone: (888) 727-8251 Fax: (888) 782-2351

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ARES VENTURES CORP.  
(An Exploration Stage Company)  
Condensed Interim Balance Sheets  
(Unaudited)

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	As of June 30, 2010	A Sept
	-----	--
ASSETS		
CURRENT ASSETS		
Cash	\$ 26,755	\$
	-----	--
TOTAL CURRENT ASSETS	26,755	--
	-----	--
TOTAL ASSETS	\$ 26,755	\$
	=====	==
LIABILITIES & STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts Payable	\$ 260	\$
	-----	--
TOTAL CURRENT LIABILITIES	260	--
	-----	--
TOTAL LIABILITIES	260	--
	=====	==
STOCKHOLDERS' EQUITY		
Common stock, (\$0.001 par value, 75,000,000 shares authorized; 6,000,000 shares issued and outstanding as of June 30, 2010 and September 30, 2009)	6,000	
Additional paid-in capital	69,000	
Deficit accumulated during development stage	(48,505)	(
	-----	--
TOTAL STOCKHOLDERS' EQUITY	26,495	--
	-----	--
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	\$ 26,755	\$
	=====	==

See Notes to Financial Statements

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ARES VENTURES CORP.  
(An Exploration Stage Company)  
Condensed Interim Statements of Operations  
(Unaudited)

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	Three Months ended June 30, 2010 -----	Three Months ended June 30, 2009 -----	Nine Months ended June 30, 2010 -----	Nine Months ended June 30, 2009 -----
REVENUES				
Revenues	\$ --	\$ --	\$ --	\$ --
	-----	-----	-----	-----
TOTAL REVENUES	--	--	--	--
OPERATIONG EXPENSES				
Office and Administration	445	574	2,184	3,782
Mineral Exploration Expenses	--	--	8,000	7,000
Professional Fees	1,750	1,500	7,080	8,000
	-----	-----	-----	-----
TOTAL OPERATING EXPENSES	(2,195)	(2,074)	(17,264)	(18,782)
Provision for Income Taxes	--	--	--	--
	-----	-----	-----	-----
NET INCOME (LOSS)	\$ (2,195)	\$ (2,074)	\$ (17,264)	\$ (18,782)
	=====	=====	=====	=====
BASIC EARNINGS (LOSS) PER SHARE	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.01)
	=====	=====	=====	=====
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	6,000,000	4,615,385	6,000,000	3,538,462
	=====	=====	=====	=====

See Notes to Financial Statements

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ARES VENTURES CORP.  
(An Exploration Stage Company)  
Condensed Interim Statements of Cash Flows  
Unaudited

	Nine Months ended June 30, 2010 -----	Nine Months ended June 30, 2009 -----
OPERATING ACTIVITIES		
Net income (loss)	\$ (17,264)	\$ (18,782)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Changes in operating assets and liabilities:		
(Increase) decrease in Deposits	--	(4,500)
Increase (decrease) in Accounts Payable	(3,740)	(435)
	-----	-----

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NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	(21,004)	(23,717)
INVESTING ACTIVITIES		
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	--	--
FINANCING ACTIVITIES		
Proceeds from the sale of common stock	--	73,000
	-----	-----
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	--	73,000
	-----	-----
NET INCREASE (DECREASE) IN CASH	(21,004)	49,283
CASH AT BEGINNING OF PERIOD	47,758	2,000
	-----	-----
CASH AT END OF PERIOD	\$ 26,755	\$ 51,283
	=====	=====
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash paid during period for:		
Interest	\$ --	\$ --
	=====	=====
Income Taxes	\$ --	\$ --
	=====	=====

See Notes to Financial Statements

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## ARES VENTURES CORP. (An Exploration Stage Company) Notes to Unaudited Condensed Interim Financial Statements June 30, 2010

### NOTE 1 - CONDENSED FINANCIAL STATEMENTS

The accompanying financial statements have been prepared by Ares Ventures Corp. (the "Company") without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows at June 30, 2010, and for all periods presented herein, have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's September 30, 2009 audited financial statements. The results of operations for the period ended June 30, 2010 are not necessarily indicative of the operating results for the full year.

### NOTE 2 - GOING CONCERN

The Company's financial statements are prepared using generally accepted

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accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan is to obtain such resources for the Company by obtaining capital from management and other investors sufficient to meet its minimal operating expenses and seeking equity and/or debt financing. However management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

### NOTE 3. RECENT ACCOUNTING PRONOUNCEMENTS

The Company has evaluated all the recent accounting pronouncements through the date the financial statements were issued and filed with the Securities and Exchange Commission and believe that none of them will have a material effect on the company's financial statements.

### NOTE 4 - SUBSEQUENT EVENTS

The Company evaluated all events or transactions that occurred after June 30, 2010 up through date the Company issued these financial statements. During this period, the Company did not have any material recognizable subsequent events.

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## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

### FORWARD LOOKING STATEMENTS

This report contains forward-looking statements that involve risk and uncertainties. We use words such as "anticipate", "believe", "plan", "expect", "future", "intend", and similar expressions to identify such forward-looking statements. Investors should be aware that all forward-looking statements contained within this filing are good faith estimates of management as of the date of this report and actual results may differ materially from historical results or our predictions of future results.

### RESULTS OF OPERATIONS

We are still in our exploration stage and have generated no revenue to date. Our net loss from inception (September 25, 2008) through June 30, 2010 was \$48,506.

In September, 2008, a total of 3,000,000 shares of common stock were issued in exchange for \$15,000 US, or \$.005 per share. These securities were issued to Shane Ellis, the officer and director of the company. On May 12, 2009 the Company completed its S-1 offering, selling 3,000,000 common shares at \$.02 per share for total proceeds of \$60,000.

The following table provides selected financial data about our company for the period ended June 30, 2010.

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Balance Sheet Data:	6/30/10
-----	-----
Cash	\$26,755
Total assets	\$26,755
Total liabilities	\$ 260
Shareholders' equity	\$26,495

### THREE MONTHS ENDED JUNE 30, 2010 AND 2009

We incurred operating expenses of \$2,195 and \$2,074 for the three months ended June 30, 2010 and 2009, respectively. For the three months ended June 30, 2010 these expenses consisted of \$445 in general operating expenses and \$1,750 in professional fees. For the three months ended June 30, 2009 these expenses consisted of \$574 in general operating expenses and \$1,500 in professional fees.

### NINE MONTHS ENDED JUNE 30, 2010 AND 2009

We incurred operating expenses of \$17,264 and \$18,782 for the nine months ended June 30, 2010 and 2009, respectively. For the nine months ended June 30, 2010 these expenses consisted of \$2,184 in general operating expenses, \$7,080 in professional fees and \$8,000 in mineral exploration expenses. For the nine months ended June 30, 2009 these expenses consisted of \$3,782 in general operating expenses, \$8,000 in professional fees and \$7,000 in mineral exploration expenses.

### LIQUIDITY AND CAPITAL RESOURCES

Our cash balance at June 30, 2010 was \$26,755. If we experience a shortage of funds in the next twelve months we may utilize funds from our director, who has agreed to advance funds for operations, however he has no formal commitment, arrangement or legal obligation to advance or loan funds to us.

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### PLAN OF OPERATION

Our plan of operation for the next twelve months is to determine if the company will proceed with further exploration and if so to complete Phases 2 of the exploration program. In addition to the \$9,500 we would spend for Phase 2, as outlined below, we anticipate spending an additional \$10,000 on professional fees, including fees payable in complying with reporting obligations, and general administrative costs. Total expenditures over the next 12 months are therefore expected to be approximately \$19,500.

The following work program has been recommended by the consulting geologist who prepared the geology report.

#### PHASE 1 (COMPLETED)

Detailed prospecting, mapping and soil geochemistry. The estimated cost for this program is all inclusive. The timeline for accomplishing this phase of fieldwork including the turn-around time on analyses is approximately two months \$ 8,500 (paid)

#### PHASE 1A (COMPLETED)

Fill-in MMI sampling to establish a more exact pattern of Anomalies found in Phase 1. \$ 8,000 (paid)

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### PHASE 2

Magnetometer and VLF electromagnetic, grid controlled surveys over the areas of interest determined by the Phase 1 survey. Included in this estimated cost is transportation, accommodation, board, grid installation, two geophysical surveys, maps and report \$ 9,500

### PHASE 3

Induced polarization survey over grid controlled anomalous area of interest outlined by Phase 1&2 fieldwork. Hoe or bulldozer trenching, mapping and sampling of bedrock anomalies. Includes assays, maps and reports \$25,000  
-----

Total \$51,000  
=====

Each phase following phase 1 is contingent upon favorable results from the previous phase.

The geologist completed Phase 1 in October 2009 and recommended a followup Phase 1 at a cost of \$8,000. He completed the field work for the followup Phase 1A, prepared his report and we are currently reviewing his recommendation regarding further exploration based upon our remaining cash resources.

The above program costs are management's estimates based upon the recommendations of the professional consulting geologist's report and the actual project costs may exceed our estimates.

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Following phase one of the exploration program, if it proves successful in identifying mineral deposits, we intend to proceed with phase two of our exploration program. The estimated cost of this program is \$9,500 and will take approximately 3 weeks to complete and an additional two to three months for the consulting geologist to receive the results from the assay lab and prepare his report.

Following phase two of the exploration program, if it proves successful and we are able to raise additional funding, we intend to proceed with phase three of our exploration program. The estimated cost of this program is \$25,000 and will take approximately one month to complete and an additional two to three months for the consulting geologist to receive the results from the assay lab and prepare his report.

If we determine the best course of action is to proceed with further exploration, we anticipate commencing the second phase of our exploration program in summer 2010. We have a verbal agreement with Western Minerals Inc., the consulting geology company who prepared the geology report on our claim, to retain their services for our planned exploration program. We cannot provide investors with any assurance that we will be able to raise sufficient funds to proceed with any work after the exploration program if we find mineralization.

### OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.



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### ITEM 4. CONTROLS AND PROCEDURES

#### MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, the company's principal executive and principal financial officers and effected by the company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;
  - Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
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- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Because of the inherent limitations of internal control, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

As of June 30, 2010 management assessed the effectiveness of our internal control over financial reporting based on the criteria for effective internal control over financial reporting established in Internal Control--Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") and SEC guidance on conducting such assessments. Based on that evaluation, they concluded that, during the period covered by this report, such internal controls and procedures were not effective to detect the inappropriate application of US GAAP rules as more fully described below. This was due to deficiencies that existed in the design or operation of our internal controls over financial reporting that adversely affected our internal controls and that may be considered to be material weaknesses.

The matters involving internal controls and procedures that our management considered to be material weaknesses under the standards of the Public Company Accounting Oversight Board were: (1) lack of a functioning audit committee due to a lack of a majority of independent members and a lack of a majority of

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outside directors on our board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures; (2) inadequate segregation of duties consistent with control objectives; and (3) ineffective controls over period end financial disclosure and reporting processes. The aforementioned material weaknesses were identified by our Chief Executive Officer in connection with the review of our financial statements as of June 30, 2010.

Management believes that the material weaknesses set forth in items (2) and (3) above did not have an effect on our financial results. However, management believes that the lack of a functioning audit committee and the lack of a majority of outside directors on our board of directors results in ineffective oversight in the establishment and monitoring of required internal controls and procedures, which could result in a material misstatement in our financial statements in future periods.

### MANAGEMENT'S REMEDIATION INITIATIVES

In an effort to remediate the identified material weaknesses and other deficiencies and enhance our internal controls, we have initiated, or plan to initiate, the following series of measures:

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We will create a position to segregate duties consistent with control objectives and will increase our personnel resources and technical accounting expertise within the accounting function when funds are available to us. And, we plan to appoint one or more outside directors to our board of directors who shall be appointed to an audit committee resulting in a fully functioning audit committee who will undertake the oversight in the establishment and monitoring of required internal controls and procedures such as reviewing and approving estimates and assumptions made by management when funds are available to us.

Management believes that the appointment of one or more outside directors, who shall be appointed to a fully functioning audit committee, will remedy the lack of a functioning audit committee and a lack of a majority of outside directors on our Board.

We anticipate that these initiatives will be at least partially, if not fully, implemented by December 31, 2010. Additionally, we plan to test our updated controls and remediate our deficiencies by December 31, 2010.

### CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING

There was no change in our internal controls over financial reporting that occurred during the period covered by this report, which has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

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## PART II. OTHER INFORMATION

### ITEM 6. EXHIBITS

Exhibit No. -----	Exhibit -----	Incorporated by Reference or Filed Herewith -----
3.1	Articles of Incorporation	Incorporated by reference to the Registration Statement on Form S-1 filed with the SEC on

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October 20, 2008, File No. 333-154455

3.2	Bylaws	Incorporated by reference to the Registrant's Statement on Form S-1 filed with the SEC on October 20, 2008, File No. 333-154455
31.1	Section 302 Certification of Chief Executive Officer	Filed herewith
31.2	Section 302 Certification of Chief Financial Officer	Filed herewith
32	Section 906 Certification of Chief Executive Officer and Chief Financial Officer	Filed herewith

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

August 11, 2010

Ares Ventures Corp.

/s/ Shane Ellis

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By: Shane Ellis  
(Chief Executive Officer, Chief Financial Officer,  
Principal Accounting Officer, President, Secretary,  
Treasurer & Sole Director)