

AMC ENTERTAINMENT HOLDINGS, INC.

Form 3

February 21, 2014

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*Â Beijing Wanda Culture  
Industry Group Co. Ltd

(Last) (First) (Middle)

ROOM 2001, #75 XINHUA  
STREET  
NORTH,Â TONGZHOU  
DISTRICT

(Street)

BEIJING,Â F4Â 0000000

(City) (State) (Zip)

2. Date of Event Requiring  
Statement(Month/Day/Year)  
12/17/20133. Issuer Name **and** Ticker or Trading Symbol

AMC ENTERTAINMENT HOLDINGS, INC. [AMC]

4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

6. Individual or Joint/Group

Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting  
Person\_\_\_\_ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Class B Common Stock

75,826,927

I <sup>(1)</sup>See footnote <sup>(1)</sup>Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date3. Title and Amount of  
Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect  
Beneficial Ownership

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(Month/Day/Year)	Derivative Security (Instr. 4)	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Beijing Wanda Culture Industry Group Co. Ltd  
ROOM 2001, #75 XINHUA STREET NORTH  
TONGZHOU DISTRICT  
BEIJING, F4 0000000

Â Â X Â Â

## Signatures

Beijing Wanda Culture Industry Group Co. Ltd. /s/ Lin Zhang,  
President

02/21/2014

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents shares held directly by Wanda America Investment Holding Co. Ltd.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. n">

On April 18, 2007, 500,000 shares were issued at market value \$0.55 per share giving a total of \$275,000.

The Company agrees to pay to the Assignor on monthly basis and within 5 business days of receiving the payment from net generated oil and gas revenue, a minimum of 80% of the payments received from net generated oil and gas revenue attributable to the Queensdale 1A9-25 / 4A2-25-6-2 W2M well, until such time as the full CAD\$250,000 has been paid to the Assignor.

The total cost capitalized cost incurred for the oil and gas property was \$496,049 which was attributed to the acquisition cost of the oil and gas property. The Company applied the full cost method to account for this property.

West Queensdale, Saskatchewan (HZ 4A9-25/3A15-25-6-2 W2)

In Connection with the acquisition of Target, the Company acquired another producing well at Queensdale, Queensdale West HZ 4A9-25/3A15-25-6-2 W2. The well was drilled in February 2007 and was placed in production on May 15, 2007. The Company has an 8% Gross Interest before payout (BPO) and 4% net interest after payout in this well.

Wordsworth, Saskatchewan

Through the Company's subsidiary, Target, the Company owns a well working interest in Wordsworth, Saskatchewan, The Wordsworth property has one producing oil well which was drilled in May, 2006, and in which the Company has

a 3.75% net interest. This is a horizontal well called the Wordsworth East HZ 2A2-23/3A11-14-7-3 W2, and was considered a new pool discovery. A second well on this property, the Wordsworth E. HZ 3B9-23/3A11-23-7-3 W2 located on the north side of the Wordsworth prospect area, was deemed not commercially viable as a producing oil well. However, after additional seismic was completed on this project the partners have agreed to re-enter the well and make a new horizontal leg turning to the south. It is anticipated this will result in a new producing oil well this summer.

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## Coteau Lake, Saskatchewan

In connection with the acquisition of Target, the Company acquired certain working interest in Coteau Lake, Saskatchewan.

Coteau Lake is an exploration property and the Company has no producing oil or gas wells on this land at this time. The Coteau Lake exploration project covers 1,280 acres of land. The Company's gross and net interest in this project is 50%. There has been historic oil production on the Coteau Lake project lands.

On November 7, 2007, the Company's subsidiary Target entered into a Letter of Intent (the "LOI") with Primrose Drilling Ventures Ltd. ("Primrose"), a body corporate, having an office in the city of Calgary, in the Province of Alberta. Pursuant to the LOI, the Target is the interest title holder of Saskatchewan Crown Land parcels 124, 125 and 126.

Primrose elected to proceed with a 50/50 joint venture with Target by reimbursing Target for 50% of its land cost on parcels 124, 125 and 126 for CDN\$26,590 which is payable on signing within 15 days of the LOI. Primrose would become operator of the project upon its acceptance of such appointment and agreement to assume the duties, obligations and rights of the operator. A formal Participation Agreement ("Agreement") will include the provisions of LOI and will be drawn up and concluded with 15 days of the above noted payment by Primrose to Target. Included in the Participation Agreement would be the Area of Mutual Interest (AMI) which would govern future land acquisitions and timeline set out in the LOI.

## (a) Proved property

Property	August 31, 2007	Addition	Depletion for the period	Write down in carrying value	February 29, 2008
Canada- Proved property	\$ 203,658	\$ 90,023	\$ (33,116)	(9,914)	\$ 250,651

## (b) Unproved property

Property	August 31, 2007	Addition	Cost added to capitalized cost	February 29, 2008
Canada- Unproved property	\$	-\$ 2,638,129	-\$	2,638,129

Included in the unproved property, \$2,615,139 was resulted of the business acquisition occurred on November 30, 2007. The acquired unproven oil and gas properties of \$ 2,615,139 have been recorded at amounts necessary to reflect temporary differences associated with the differences between their accounting and tax bases. As a result, these properties are recorded in the consolidated balance sheet at February 29, 2008 at \$ 3,377,843, with a corresponding future tax liability of \$ 762,704.

## 6. RELATED PARTIES TRANSACTION

In the three month period ended February 29, 2008, the Company paid \$6,000 (February 28, 2007: \$Nil) to the President of the Company. The Company incurred \$Nil (February 28, 2007: \$6,360) and \$1,590 (February 28, 2007: \$3,190); of consulting fees and office rent, respectively, to companies controlled by / related to a director of the

Company. At February 29, 2008, the Company owed \$1,590 (February 28, 2007: \$5,830) to those companies and an additional \$180,412 (February 28, 2007: \$Nil) was owed to a company controlled by a Director/CEO of the Company for acquiring working interest in Queensdale, Saskatchewan Project. The related party transactions are recorded at the exchange amount established and agreed to between the related parties.

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## 7. COMMON STOCK AND WARRANTS

## Common Stock

On October 15, 2007, the Company entered into a share exchange agreement with Target Energy ("Target"), a private Nevada corporation, and the former shareholders of Target. The closing of the transactions contemplated in the share exchange agreement and the acquisition of all of the issued and outstanding common stock in the capital of Target occurred on November 30, 2007. The Company issued to the shareholders of Target 13,810,000 shares of common stock, which represented 100% of the outstanding shares of Target. After giving effect to the share exchange agreement, including the issuance of 13,810,000 of common shares in the Company. As of February 29, 2008, the total number of shares issued and outstanding is 29,305,480.

## Warrants

A summary of the changes in share purchase warrants for the period ended February 29, 2008 is presented below:

	Warrants Outstanding	Weighted Average Exercise Price
	Number of Shares	
Balance, August 31, 2007	1,585,480	\$ 0.40
Issued	-	-
Balance, February 29, 2008	1,585,480	\$ 0.40

The Company has the following warrants outstanding and exercisable.

## February 29, 2008 Warrants outstanding and exercisable

Exercise price	Number of shares	Weighted average remaining contractual life	Weighted average exercise price
\$0.40	385,480	0.75 years	0.40
\$0.40	1,200,000	1.50 years	0.40

## 8. STOCK OPTIONS

On December 14, 2007, the Company granted 1,785,000 stock options to Directors, Officers, and consultants of the Company with an exercise price of \$0.35 per share, expiring over 5 years. The vesting dates of options are as below:

Vesting Dates	Percentage of options granted
December 14, 2007	25%
December 14, 2008	25%
	25%

December  
14, 2009  
December 25%  
14, 2010

For the three months ended February 29, 2008, the Company recorded a total of \$70,713 for stock based compensation expenses which has been included in consulting fees.

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A summary of the changes in stock options for the period ended February 29, 2008 is presented below:

	Options Outstanding	Weighted
	Number of	Average
	Shares	Exercise
		Price
Balance, August 31, 2007	-	\$ -
Granted	1,785,000	0.35
Balance, February 29, 2008	1,785,000	\$ 0.35

The fair value of each option granted has been estimated as of the date of the grant using the Black-Scholes option pricing model with the following assumptions:

	Period ended
	February 29, 2008
Expected volatility	92.10%
Risk-free interest rate	3.77%
Expected life	5 years
Dividend yield	0.0%

A summary of weighted average fair value of stock options granted during the period ended February 29, 2008 is as follows:

	Weighted	Weighted
	Average	Average
	Exercise	Fair
	Price	Value
Period ended February 29, 2008		
Exercise price is more than the market price at grant date:	\$ 0.35	\$ 0.13

The Company has the following options outstanding and exercisable.

February 29, 2008	Options outstanding	Options exercisable
	Weighted average	Weighted average
	Exercise	Exercise
	Price	Price
Range of exercise prices	Number remaining of shares contractual life	Number of shares
\$0.35	1,785,000 4.79 years	\$0.35 446,250

9. COMMITMENTS - OTHER

(a) The Company has entered into a month-to-month rental arrangement for office space in Kelowna, British Columbia, Canada for CAD\$525 (including CAD\$25 GST) per

Explanation of Responses:

month.

(b) On May 25, 2006, the Company has entered into an administration contract with Hurricane Corporate Services Ltd, an arms-length party, to provide administrative services to the Company for \$2,860 per month commencing June 1, 2006. This agreement was subsequently cancelled on April 1, 2008.

(c) On December 1, 2007, the Company entered into a consulting agreement with the president of the Company for corporate administration and oil and gas exploration and production consulting services for \$2,000 per month on a continuing basis.

(d) On March 2, 2008, the Company entered into a controller agreement with CAB Financial Services, a corporation organized under the laws of the Province of British Columbia. CAB Financial Services is a consulting company controlled by the chairman of the board and chief executive officer of the Company.

Pursuant to the controller agreement, CAB Financial Services will provide corporate accounting and controller services to the Company in consideration for the payment of CAD\$3,675 (including CAD\$175 GST) per month, together with reimbursement for all travel and other expenses incurred by it.

10. SUBSEQUENT EVENTS

See Note 9 (d)

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

### Forward-Looking Statements

Historical results and trends should not be taken as indicative of future operations. Management's statements contained in this report that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934 (the "Exchange Act"), as amended. Actual results may differ materially from those included in the forward-looking statements. The Company intends such forward-looking statements to be covered by the safe-harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and is including this statement for purposes of complying with those safe-harbor provisions. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies and expectations of the Company, are generally identifiable by use of the words "believe," "expect," "intend," "anticipate," "estimate," "project," "prospects," or similar expressions. The Company's ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse affect on the operations and future prospects of the Company on a consolidated basis include, but are not limited to: unanticipated problems relating to exploration, hazards such as pollution, or other hazards which cannot be insured against or predicted, changes in economic conditions, availability of capital, competition, and generally accepted accounting principles. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. Further information concerning the Company and its business, including additional factors that could materially affect the Company's financial results, is included herein and in the Company's other filings with the SEC.

### Management's Discussion and Analysis

We are currently an exploration company focused on developing oil and gas properties. We have also begun an extensive review of opportunities in the alternative energy sector, as continually improving economics in the sector support sound business fundamentals. At the same time, costs of producing energy from the Jurassic age of conventional energy, such as oil and natural gas, continue to rise, and in some cases rise dramatically, particularly when including all environmental costs. Management is thus looking at opportunities that will provide scaleable long term economic and environmental benefits to the market and to shareholders.

The following disclosure relates to each property that we have an interest in:

#### The Wordsworth light oil project, South Eastern Saskatchewan, Canada

The Wordsworth property has one producing oil well which was drilled in May, 2006, and in which Golden Aria has a 3.75% net interest. This is a horizontal well called the Wordsworth East HZ 2A2-23/3A11-14-7-3 W2, and was considered a new pool discovery. A second well on this property, the Wordsworth E. HZ 3B9-23/3A11-23-7-3 W2 located on the north side of the Wordsworth prospect area, was deemed not commercially viable as a producing oil well. However, after additional seismic was completed on this project the partners have agreed to re-enter the well and make a new horizontal leg turning to the south. It is anticipated this will result in a new producing oil well this summer.

#### The Queensdale West light oil project, South Eastern Saskatchewan, Canada

The Queensdale West property has two producing oil wells. Golden Aria has an 15.00% Gross Interest before payout (BPO) and 7.5% net interest after payout in the Queensdale West HZ 91/01-25-6-2 W2 and an 8.00% Gross Interest before payout (BPO) and 4% net interest after payout in the Queensdale West HZ 4A9-25 / 3A15-25-6-2 W2.

### Explanation of Responses:

The Coteau Lake light oil exploration project, South Eastern Saskatchewan, Canada

Coteau Lake is an exploration property and we have no producing oil or gas wells on this property at this time. Coteau Lake covers 1,280 acres of land. Golden Aria's gross and net interest in this project is 50%. There has been historic oil production on the Coteau Lake project lands. Our internal geological and geophysical work to date indicates our lands could be prospective for oil & gas accumulations to have taken place. Our current focus on this project is the defining of our first exploration well location.

Golden Aria expects to evaluate additional properties on an ongoing basis and will acquire interests when believed to be in the company interest.

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## Results of Operations for the Six Months Ended February 29, 2008

For the six-month period ended February 29, 2008, the Company had \$95,237 in revenues compared to no revenues for the same six-month period in the prior year. The Company has generated \$177,443 in revenues from inception on November 24, 2004 to February 29, 2008.

For the six-month period ended February 29, 2008 we incurred costs and expenses in the amount of \$269,656, compared to costs and expenses of \$166,312 for the same six-month period in the prior year..

This increase in costs and expenses is attributable to well operating cost and administrative expenses we incurred in connection with the following:

- **Cost of Revenue.** In the six month period ended February 29, 2008, the Company incurred \$72,305 (February 28, 2007: \$0) in operating and depletion costs relating to its revenue producing property. Depletion costs specifically amounted to \$33,116 for the six-month period ending February 29, 2008.
- **Accounting, and audit fees** increased to \$36,785 (February 28, 2007: \$29,395). The increase was in line with expectations.
- **Fees paid to a consultant.** In the six month period ended February 29, 2008, the Company incurred \$83,073 (February 28, 2007: \$12,720); of which \$70,713 was related to the stock option plan.
- **Legal and professional fees.** In the six month period ended February 29, 2008, the Company incurred \$31,103 (February 28, 2007: \$12,885); the increase was caused by cots relating to the acquisition of Target Energy Inc.
- **Office and Miscellaneous.** In the six month period ended February 29, 2008, the Company incurred \$14,134 (February 28, 2007:(\$366)) relating to exchange losses on translation of foreign currency.

We incurred general and administrative expenses in the amount of \$197,351 for the six-months ended February 29, 2008 compared to \$166,312 for the same six-month period ended in the prior year. The increase in general and administrative expenses occurred due to the consulting fees and legal fees.

The loss for the period ended February 29, 2008 was \$170,034 compared to a loss of \$164,481 for the corresponding period in the prior year. The decrease in loss was caused by an increase in operating expenses which was partially offset by an increase in revenue.

## Assets

As of February 29, 2008, we had current assets of \$401,072 and total assets of \$4,052,556. We had total assets of \$520,097 as of August 31, 2007. The increase in our total assets is primarily attributable to the acquisition of Target Energy Inc., which occurred on November 30, 2007.

## Liquidity and Capital Resources

As of February 29, 2008, we had total current assets of \$401,092 (August 31, 2007: \$316,439) and total assets in the amount of \$4,052,556 (August 31, 2007: \$520,097). Our total current liabilities as of February 29, 2008 were \$187,908 (August 31, 2007: \$222,934). As a result, on February 29, 2008 we had working capital of \$213,164 (August 31, 2007: \$93,505). The increase in working capital was caused by the acquisition of Target Energy Inc.

We relied on cash on hand previously raised through the issue of equity capital to fund our operations during the six months ended February 29, 2008.

## Explanation of Responses:

The company generates some revenue. However, we still anticipate the need to raise significant capital through the sale of equity securities on a private or public basis in order to sustain operations, meet our commitments for exploration and to acquire additional mineral properties. It is uncertain whether we will be able to obtain the necessary capital.

We intend to fund operations and commitments over the next twelve months from our cash on hand, including our capital expenditures, working capital or other cash requirements. We believe cash from operating activities, and our existing cash resources may not be sufficient to meet our working capital requirements for the next 12 months. We will likely require additional funds to support the Company's business plan. Management intends to raise additional working capital through debt and equity financing. There can be no assurance that additional financing will be available on acceptable terms, if at all. If adequate funds are not available, we may be unable to take advantage of future opportunities, respond to competitive pressures, and may have to curtail operations.

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## Natural Gas and Oil Properties

We account for our oil and gas producing activities using the full cost method of accounting as prescribed by the United States Securities and Exchange Commission ("SEC"). Accordingly, all costs associated with the acquisition of properties and exploration with the intent of finding proved oil and gas reserves contribute to the discovery of proved reserves, including the costs of abandoned properties, dry holes, geophysical costs, and annual lease rentals are capitalized. All general corporate costs are expensed as incurred. In general, sales or other dispositions of oil and gas properties are accounted for as adjustments to capitalized costs, with no gain or loss recorded. Amortization of evaluated oil and gas properties is computed on the units of production method based on all proved reserves on a country-by-country basis. Unevaluated oil and gas properties are assessed at least annually for impairment either individually or on an aggregate basis. The net capitalized costs of evaluated oil and gas properties (full cost ceiling limitation) are not to exceed their related estimated future net revenues from proved reserves discounted at 10%, and the lower of cost or estimated fair value of unproved properties, net of tax considerations. These properties are included in the amortization pool immediately upon the determination that the well is dry.

Unproved properties consist of lease acquisition costs and costs on well currently being drilled on the properties. The recorded costs of the investment in unproved properties are not amortized until proved reserves associated with the projects can be determined or until they are impaired.

## Revenue Recognition

Revenue from sales of crude oil, natural gas and refined petroleum products are recorded when deliveries have occurred and legal ownership of the commodity transfers to the customers. Title transfers for crude oil, natural gas and bulk refined products generally occur at pipeline custody points or when a tanker lifting has occurred. Revenues from the production of oil and natural gas properties in which we share an undivided interest with other producers are recognized based on the actual volumes sold by us during the period. Gas imbalances occur when our actual sales differ from its entitlement under existing working interests. We record a liability for gas imbalances when we have sold more than our working interest of gas production and the estimated remaining reserves make it doubtful that the partners can recoup their share of production from the field. At February 29, 2008, we had no overproduced imbalances.

## Item 3. Controls and Procedures

We carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of February 29, 2008. This evaluation was carried out under the supervision and with the participation of our President (Principal Executive Officer) Robert McAllister, Chief Executive Officer, Mr. Chris Bunka. Based upon that evaluation, our Principal Executive Officer and Chief Executive Officer concluded that, as of February 29, 2008, our disclosure controls and procedures are effective. There have been no significant changes in our internal controls over financial reporting during the quarter ended February 29, 2008 that have materially affected or are reasonably likely to materially affect such controls.

Disclosure controls and procedures are controls and other procedures designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act are recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Principal Executive Officer and Chief Executive Officer, to allow timely decisions regarding required disclosure.

## Limitations on the Effectiveness of Internal Controls

Our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will necessarily prevent all fraud and material error. An internal control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the internal control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

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## PART II - OTHER INFORMATION

### Item 1. Legal Proceedings

We are not a party to any pending legal proceeding as at February 29, 2008. We are not aware of any pending legal proceeding to which any of our officers, directors, or any beneficial holders of 5% or more of our voting securities are adverse to us or have a material interest adverse to us.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None

### Item 3. Defaults upon Senior Securities

None

### Item 4. Submission of Matters to a Vote of Security Holders

No matters have been submitted to our security holders for a vote, through the solicitation of proxies or otherwise, during the quarterly period ended February 29, 2008.

### Item 5. Other Information

None

### Item 6. Exhibits

#### Exhibit Description

No.

3.1\* Articles of Incorporation

3.2\* Bylaws

4.1\* Specimen ordinary share certificate

31.1 Rule 13(a) - 14 (a)/15(d) - 14(a) Certifications

32.1 Section 1350 Certifications

\*Incorporated by reference to same exhibit filed with the Company's Registration Statement on Form SB-2 dated January 10, 2006.

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## SIGNATURES

In accordance with the requirements of the Exchange Act, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### GOLDEN ARIA CORP.

Dated: March 31, 2008

By: /s/ " Robert McAllister "  
Robert McAllister,  
President (Principal Executive  
Officer)  
04/07/2008

By: /s/ "Chris Bunka"  
Chris Bunka,  
Chairman, Chief Executive Officer and  
member of the Board of Directors  
04/07/2008

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Rule 13a-14(a)/15d-14(a)

### CERTIFICATIONS

I, Robert McAllister, the President (Principal Executive Officer) of Golden Aria Corp., certify that:

1. I have reviewed this quarterly report on Form 10-QSB of GOLDEN ARIA CORP.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this quarterly report;
4. The small business issuer's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15e and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weakness in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Explanation of Responses:

Date April 7, 2008

By: /s/ "Robert McAllister"  
Robert McAllister,  
President (Principal Executive Officer)

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Rule 13a-14(a)/15d-14(a)

### CERTIFICATIONS

I, Chris Bunka, Principal Financial Officer (Principal Accounting Officer), Secretary, Treasurer and Director of Golden Aria Corp., certify that:

1. I have reviewed this quarterly report on Form 10-QSB of GOLDEN ARIA CORP.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this quarterly report;
4. The small business issuer's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15e and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weakness in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Explanation of Responses:

Date: April 7, 2008

By: /s/ "Chris Bunka"

Chris Bunka,  
Principal Financial Officer (Principal Accounting  
Officer), Secretary, Treasurer and member of the  
Board of Directors

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Rule 13a-14(a)/15d-14(a)

### CERTIFICATIONS

I, Chris Bunka, the Chairman, Chief Executive Officer and Director of Golden Aria Corp., certify that:

1. I have reviewed this quarterly report on Form 10-QSB of GOLDEN ARIA CORP.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this quarterly report;
4. The small business issuer's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15e and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weakness in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Explanation of Responses:

Date: April 7, 2008

By: /s/ "Chris Bunka"  
Chris Bunka,  
Chairman, Chief Executive Officer and member of the Board  
of Directors

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Section 1350 Certifications

CERTIFICATE OF PRINCIPAL EXECUTIVE OFFICER

Pursuant to 18 U.S.C. Section 1350

As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

I, Robert McAllister, President, (Principal Executive Officer) of Golden Aria Corp. certify that the Quarterly Report on Form 10-QSB (the "Report") for the quarter ended February 29, 2008, filed with the Securities and Exchange Commission on the date hereof:

(i) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and

(ii) the information contained in the Report fairly presents in all material respects, the financial condition and results of operations of Golden Aria Corp.

Date: April 7, 2008

By: /s/ "Robert McAllister"  
Robert McAllister  
President (Principal Executive Officer)

A signed original of this written statement required by Section 906 has been provided to Golden Aria Corp. and will be retained by Golden Aria Corp. and furnished to the Securities and Exchange Commission or its staff upon request.

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Section 1350 Certifications

CERTIFICATE OF CHIEF FINANCIAL OFFICER

Pursuant to 18 U.S.C. Section 1350

As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

I, Chris Bunka, Chief Financial Officer (Principal Accounting Officer), Secretary, Treasurer and Director of Golden Aria Corp. certify that the Quarterly Report on Form 10-QSB (the "Report") for the quarter ended February 29, 2008, filed with the Securities and Exchange Commission on the date hereof:

(i) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and

(ii) the information contained in the Report fairly presents in all material respects, the financial condition and results of operations of Golden Aria Corp.

Date: April 7, 2008

By: /s/ "Chris Bunka"  
Chris Bunka  
Principal Financial Officer (Principal Accounting Officer),  
Secretary, Treasurer and a member of the Board of  
Directors

A signed original of this written statement required by Section 906 has been provided to Golden Aria Corp. and will be retained by Golden Aria Corp. and furnished to the Securities and Exchange Commission or its staff upon request.

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