

ELEMENT 21 GOLF CO  
Form 10QSB  
February 14, 2007

---

---

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-QSB**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended December 31, 2006  
OR  
TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 0-15260

**Element 21 Golf Company**

(Exact name of small business issuer as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or  
organization)

88-0218411  
(Internal Revenue Service Employer  
Identification No.)

**200 Queens Quay East, Unit #1, Toronto, Ontario, Canada,  
M5A 4K9**

(Address of principal Executive offices Zip Code)

**416-362-2121**

Issuer's telephone number, including area code

Former name, former address and formal fiscal year if changed  
since last report

Indicate, by check mark, whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2).  
Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the last practicable

Edgar Filing: ELEMENT 21 GOLF CO - Form 10QSB

date, 112,557,747 shares of common stock, par value \$0.01 per share as of February 13, 2007.

Transitional Small Business Disclosure Format (Check One) Yes  No

---

---

---

**Element 21 Golf Company**

INDEX

		Page Number
<b>PART I.</b>	<b>FINANCIAL INFORMATION</b>	
Item 1	Consolidated Condensed Financial Statements:	
	Balance Sheets as of December 31, 2006 (unaudited) and June 30, 2006	3
	Statements of Operations for the Six and Three Months Ended December 31, 2006 and 2005 (unaudited)	4
	Statements of Cash Flows for the Six Months Ended December 31, 2006 and 2005 (unaudited)	5
	Notes to Unaudited Financial Statements	6
Item 2	Management's Discussion and Analysis or Plan of Operation	12
Item 3	Controls and Procedures	16
<b>PART II</b>	<b>OTHER INFORMATION</b>	
Item 1	Legal Proceedings	17
Item 2	Unregistered Sales of Equity Securities and Use of Proceeds	17
Item 3	Defaults upon Senior Securities	17
Item 4	Submission of Matters to a Vote of Security Holders	17
Item 5	Other Information	17
Item 6	Exhibits	17
<b>SIGNATURES</b>		<b>18</b>
<b>EXHIBITS</b>		

**PART 1 - FINANCIAL INFORMATION****Item 1 - Financial Statements****ELEMENT 21 GOLF COMPANY  
CONSOLIDATED CONDENSED BALANCE SHEETS****- ASSETS -**December 31, 2006  
(unaudited)

June 30, 2006

**CURRENT ASSETS:**

Cash	\$	2,658,194	\$	263,219
Accounts receivable - net of allowance for doubtful accounts of \$0		14,433		11,994
Inventories		305,395		128,382
Prepaid expenses and other current assets		748,079		17,907
<b>TOTAL CURRENT ASSETS</b>		<b>3,726,101</b>		<b>421,502</b>

**FIXED COSTS - NET**

		383,632		510,530
--	--	---------	--	---------

<b>TOTAL ASSETS</b>	\$	<b>4,109,733</b>	\$	<b>932,032</b>
---------------------	----	------------------	----	----------------

**- LIABILITIES AND SHAREHOLDERS' DEFICIT -****CURRENT LIABILITIES:**

Accounts payable and accrued expenses	\$	1,720,935	\$	1,212,049
Accrued interest		53,143		31,485
Convertible notes		739,228		348,581
Derivative liability		858,751		1,491,945
<b>TOTAL CURRENT LIABILITIES</b>		<b>3,372,057</b>		<b>3,084,060</b>

**LONG TERM LIABILITIES:**

Derivative liability		5,884,497		-
Accounts payable - related parties		482,076		504,001
Loans and advances - officers/shareholders		58,490		104,162
<b>TOTAL LONG TERM LIABILITIES</b>		<b>6,425,063</b>		<b>608,163</b>

**SHAREHOLDERS' DEFICIT:**

Preferred stock, \$.10 par value, authorized 5,000,000 shares, no shares issued and outstanding		-		-
Series A Preferred stock, \$.001 par value, authorized 5,000,000 shares, 2,113,556 shares issued and outstanding, as of December 31 and June 30, 2006		2,114		2,114
Series B Preferred stock, \$.10 par value, authorized 350,000 shares, 235,296 shares issued and outstanding at December 31, 2006		23,530		-
Common stock, \$.01 par value; 300,000,000 shares authorized, 112,557,747 and 99,630,554 shares issued and outstanding at December 31 and June 30, 2006, respectively		1,125,578		996,306
Additional paid-in capital		16,664,690		13,453,965

Accumulated deficit	(23,503,299)	(17,212,576)
<b>TOTAL SHAREHOLDERS' DEFICIT</b>	<b>(5,687,387)</b>	<b>(2,760,191)</b>
<b>TOTAL LIABILITIES AND SHARHOLDERS' DEFICIT</b>	<b>\$ 4,109,733</b>	<b>\$ 932,032</b>

See notes to consolidated condensed financial statements.

Page 3

**ELEMENT 21 GOLF COMPANY**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**FOR THE SIX AND THREE MONTHS ENDED DECEMBER 31, 2006 AND 2005**  
**(unaudited)**

	Six Months Ended December 31		Three months Ended December 31	
	2006	2005	2006	2005
<b>REVENUES</b>	\$ 26,311	\$ 25,700	\$ 25,084	\$ 3,080
<b>COSTS AND EXPENSES</b>				
Costs of sales	19,212	14,124	4,389	2,050
General and administrative	3,577,569	1,295,110	2,325,503	325,818
<b>TOTAL COSTS AND EXPENSES</b>	<b>3,596,781</b>	<b>1,309,234</b>	<b>2,329,892</b>	<b>327,868</b>
<b>LOSS FROM OPERATIONS</b>	<b>(3,570,470)</b>	<b>(1,283,534)</b>	<b>(2,304,808)</b>	<b>(324,788)</b>
<b>OTHER EXPENSE</b>				
Interest expense	(823,617)	-	(269,541)	-
General and administrative	(1,896,636)	-	(1,681,794)	-
<b>TOTAL COSTS AND EXPENSES</b>	<b>(2,720,253)</b>	<b>-</b>	<b>(1,951,335)</b>	<b>-</b>
<b>LOSS BEFORE PROVISION FOR INCOME TAXES</b>	<b>(6,290,723)</b>	<b>(1,283,534)</b>	<b>(4,256,143)</b>	<b>(324,788)</b>
Provision for income taxes	--	--	--	--
<b>NET LOSS</b>	<b>\$ (6,290,723)</b>	<b>\$ (1,283,534)</b>	<b>\$ (4,256,143)</b>	<b>\$ (324,788)</b>
Accretion of preferred stock dividend	4,000,000	-	2,000,000	-
<b>LOSS APPLICABLE TO COMMON SHAREHOLDERS</b>	<b>\$ (10,290,723)</b>	<b>\$ (1,283,534)</b>	<b>\$ (6,256,143)</b>	<b>\$ (324,788)</b>
Basic and diluted weighted average shares	108,826,111	96,793,992	112,057,909	98,917,101
Basic and diluted loss per share	\$ (0.09)	\$ (0.01)	\$ (0.06)	\$ (0.00)

See notes to consolidated condensed financial statements.



**ELEMENT 21 GOLF COMPANY**  
**CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS**  
**FOR THE SIX MONTHS ENDED DECEMBER 31, 2006 AND 2005**  
**(unaudited)**

	2006	2005
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (6,290,723)	\$ (1,283,534)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Compensatory common stock and warrants	2,254,365	897,740
Depreciation and amortization	176,020	80,638
Amortization of discount to convertible notes	745,788	-
Derivative expense	1,896,636	-
Changes in:		
Accounts receivable	(2,439)	35,400
Inventories	(177,013)	(10,985)
Prepaid expenses and other current assets	(280,172)	2,200
Accounts payable	460,637	649,834
Accrued expenses	48,249	(26,434)
Accrued interest	21,658	-
Net cash (used in) provided by operating activities	(1,146,994)	344,859
<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of capital assets	(30,434)	(631,764)
Net cash (used in) investing activities	(30,434)	(631,764)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
(Repayments to) related parties	(45,672)	-
Loans and advances (repaid to) received from officers/shareholders	(21,925)	207,232
Financing costs related to sale of preferred shares	(500,000)	-
Net proceeds from bridge loans	140,000	-
Proceeds from sale of warrants to purchase common stock	-	80,000
Proceeds from sale of preferred shares	4,000,000	-
Net cash provided by financing activities	3,572,403	287,232
<b>NET INCREASE IN CASH</b>	<b>2,394,975</b>	<b>327</b>
<b>CASH, BEGINNING OF PERIOD</b>	<b>263,219</b>	<b>1,148</b>
<b>CASH, END OF PERIOD</b>	<b>\$ 2,658,194</b>	<b>\$ 1,475</b>
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>		
Interest paid	\$ -	\$ -
Taxes paid	-	-



See notes to consolidated condensed financial statements.

**ELEMENT 21 GOLF COMPANY**  
**NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS**  
**December 31, 2006**  
**(Unaudited)**

**NOTE 1 NATURE OF BUSINESS AND OPERATIONS:**

Element 21 Golf Company and subsidiaries (the “Company” and or “Element 21”) designs, develops and has begun to market, Scandium alloy golf products. The first products manufactured using the Company’s proprietary technology have been produced and the Company commenced distribution to wholesalers and retail markets during the last quarter of its fiscal year ended June 30, 2006.

The Company is subject to a number of risks similar to those of other companies in the early stages of operations. Principal among these risks are dependencies on key individuals, competition from other current or substitute products and larger companies, the successful marketing of its products and the potential need to obtain adequate additional financing necessary to fund future operations. Certain consultants, who are also stockholders of the Company, have advanced funds to allow the Company to acquire aluminum Scandium alloy concentrate from Russia and to acquire critical lateral forging equipment made in the U.S., both of which were shipped to South Korea to enable the production of Scandium alloy golf shafts.

The accompanying unaudited consolidated condensed financial statements have been prepared from the books and records of Element 21 on the same basis as the annual financial statements and are consistent with the instructions to Form 10-QSB and Rule 310 of Regulation S-B. Accordingly, the accompanying financial statements do not include all the information and footnotes required by generally accepted accounting principles for complete financial statements. All significant inter-company accounts and transactions have been eliminated in consolidation. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the period ended December 31, 2006 are not necessarily indicative of the results that may be expected for the year ending June 30, 2007. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's annual report for the year ended June 30, 2006.

**NOTE 2 FUTURE OPERATIONS/GOING CONCERN:**

These interim financial statements have been presented on the basis that the Company is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has only recently begun producing revenues; however, not on any consistent basis. Even with the generation of revenues from the sale of golf shafts now being produced and sold, the Company expects to incur expenses in excess of revenues for an indefinite period.

Key financial information follows:

	<b>Six Months Ended</b>	<b>Year Ended</b>
	<b>December 31, 2006</b>	<b>June 30, 2006</b>
Net working capital	\$ 354,044	\$ (2,662,558)
Net loss	(6,270,623)	(4,496,095)
Accumulated deficit	(23,503,299)	(17,212,576)

As shown in the accompanying financial statements, during the three and six months ended December 31, 2006 the Company incurred a net loss of \$4,236,043 and \$6,270,623, respectively. Cash utilized by operations during the six month period was \$1,146,994. For the fiscal year ended June 30, 2006, the Company realized a net loss of \$4,496,095 and generated cash of \$48,445 from operations.

These factors, among others, raise significant doubt about the Company's ability to continue as a going concern. The unaudited consolidated condensed financial statements do not include any adjustments relating to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

**ELEMENT 21 GOLF COMPANY**  
**NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS**  
**December 31, 2006**  
**(Unaudited)**

**NOTE 2 FUTURE OPERATIONS/GOING CONCERN (CONTINUED):**

The Company's continuation as a going concern is dependent upon its ability to generate sufficient cash flow and meet its obligations on a timely basis and ultimately attain profitability. Since acquiring the Element 21 Technologies golf development business, the Company has depended on advances and consulting services from consultants engaged by the Company as well as the financings described below (See Notes 5 and 6). Absent these continuing advances, services and financings, the Company could not continue with the development and marketing of its golf products.

Management's plans for the Company include more aggressive marketing, raising additional capital and other strategies designed to optimize shareholder value. However, no assurance can be given that management will be successful in fulfilling all components of its plan. The failure to achieve these plans will have a material adverse effect on the Company's financial position, results of operations and ability to continue as a going concern.

During the six months ended December 31, 2006 the Company issued 10,241,909 shares of its common stock to consultants for services rendered by them and recorded additional expense of \$2,254,365 which is included in general and administrative expenses.

**NOTE 3 RELATED PARTY ADVANCES:**

During the six month period ended December 31, 2006, the Company repaid advances from certain related parties a net amount of \$45,672.

**NOTE 4 NET LOSS PER SHARE:**

Basic net loss per share is computed by dividing net loss by the weighted average number of common shares outstanding for the periods. Diluted net loss per share reflects, in addition to the weighted average number of common shares, the potential dilution of stock options and warrants outstanding, exercised and/or converted into common stock, unless the effect of such equivalent shares was anti-dilutive.

For the three and six months ended December 31, 2006 and 2005, the effect of stock options and other potentially dilutive shares were excluded from the calculation of diluted net loss per common shares, as their inclusion would have been anti-dilutive. Therefore diluted loss per share is equal to basic loss per share. Such securities, shown below, presented on a common share equivalent basis and outstanding as at December 31, 2006 and 2005, have been excluded from the per share computations:

	<b>December 31, 2006</b>	December 31, 2005
<b>Warrants</b>	<b>62,683,365</b>	-
<b>Convertible Notes</b>	<b>5,216,256</b>	-
	<b>32,156,863</b>	-

**Convertible Preferred  
Stock**

**ELEMENT 21 GOLF COMPANY**  
**NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS**  
**December 31, 2006**  
**(Unaudited)**

**NOTE 5 CONVERTIBLE NOTES:**

***Bridge I Financing:***

Between January 17 and March 6, 2006, the Company issued 10% Convertible Promissory Notes in the aggregate principal face amount of \$540,000 to 15 individual investors. With respect to notes totaling \$340,000 (“\$340,000 Notes”), each such investor also received three separate warrants (a warrant exercisable for one year, a warrant exercisable for two years, and a warrant exercisable for three years) to purchase shares of the Company's common stock up to an amount equal to the initial investment in the Notes at an exercise price to be determined based on a ten day trading average of shares of the Company's Common Stock prior to the date of exercise or from and after the date of an equity financing of at least \$5.0 million (“Equity Financing”), if that at all occurs. With respect to one note for \$200,000 (“\$200,000 Note”), the investor received 3,529,413 warrants (1/3 warrants exercisable for one year, 1/3 warrants exercisable for two years, and remaining 1/3 warrants exercisable for three years) with similar terms, except that the warrants are exercisable at an exercise price which is fixed at \$0.17 per share. All these warrants are subject to certain anti-dilution price adjustments. The Notes mature one year after issuance and accrue interest at an annual interest rate equal to 10% per annum, payable at maturity. The notes are convertible, at the option of the investor, into shares of Company's Common Stock under the same terms and conditions as the warrants.

During the 6 months ended December 31, 2006, two notes totaling \$75,000 principal amount of the \$340,000 Notes and \$7,500 in related accrued interest were converted into 485,294 shares of common stock. As a result, the Company expensed the remaining \$40,625 of unamortized discount to the notes into interest expense. In addition, two \$20,000 notes were cancelled during the six month period ended December 31, 2006 and the proceeds were returned to the investor and all entries related to the recording of the note were reversed, including \$33,549 of derivative liability and all accrued interest. In order to induce the note holders to convert their notes into stock, the Company offered certain incentives, which included piggy back registration rights for the warrants, payment in full of all interest and an extension of the warrant expiration terms by approximately seven months. As a result of the extension of the warrant expiration date, the Company recorded an additional \$122,215 in derivative expense.

As of December 31, 2006, all of the Bridge I financing warrants issued were revalued and the liability was adjusted to approximately \$816,000. The terms of the warrants issued for the \$340,000 Notes resulted in the Company losing control over the number of shares to be issued (the “tainting feature”). As such, all warrants and embedded derivatives, if any, related to convertible notes and preferred shares issued subsequently would be affected by this tainting feature and would default to being recorded as derivative liability and not equity. As of December 31, 2006 the Company revalued the warrants using the Black Scholes option-pricing model with the following assumptions: an expected life equal to the contractual term of the conversion option or warrants, as the case may be; no dividends; a risk free rate of return of 4.7% to 5.0% and volatility ranging from 9% to 221%.

***Bridge II Financing:***

Between May 5 and June 30, 2006, the Company issued additional 10% Convertible Promissory Notes in the aggregate principal face amount of \$623,000 to 20 individual investors (the “\$623,000 Notes”). Each such investor also received warrants, exercisable for one year, to purchase shares of the Company's common stock up to 150% of the

investor's initial investment in the Notes at an exercise price equal to the lesser of (i) \$0.175, or (ii) the ten day trading average of shares of the Company's Common Stock prior to the date of exercise. All of these warrants are subject to certain anti-dilution price adjustments. The Notes mature one year after issuance and accrue interest at an annual interest rate equal to 10% per annum, payable at maturity. The notes are convertible, at the option of the investor, into shares of the Company's Common Stock under the same terms and conditions as the warrants.

During the month of July, 2006, the Company issued additional 10% Convertible Promissory Notes in the aggregate principal face amount of \$180,000 to additional investors (the "\$180,000 Notes"). The terms of the notes and warrants are identical to the \$623,000 Notes.

**ELEMENT 21 GOLF COMPANY**  
**NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS**  
**December 31, 2006**  
**(Unaudited)**

**NOTE 5 CONVERTIBLE NOTES (Continued):**

The Company has accounted for the above convertible notes and warrants as follows: under the provisions of Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities, ("SFAS 133") an embedded conversion option should be bifurcated and accounted for separately as a derivative instrument, unless the specific requirements for equity classification of the embedded conversion option, as stated in EITF 00-19: Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock ("EITF 00-19") are met. EITF 00-19 provides that an equity classification is appropriate if the settlement criteria set forth therein for such classification are met and that the additional conditions necessary for equity classification, set forth therein, are also met. Warrants are freestanding derivatives and need to be similarly analyzed under EITF 00-19 to determine if equity classification is appropriate.

The Company determined that the conversion option of the notes was required to be bifurcated and accounted for as a derivative. The warrants were also required to be recorded and accounted for as a derivative due to the tainting feature of Bridge I Financing and as a result of this tainting feature, the terms of the Bridge II Financing also resulted in similar accounting treatment.

The conversion option and the warrants in respect of Bridge II Financing, \$623,000 Notes, were initially valued at approximately \$559,800 and \$373,200, respectively. The combined liability was restricted to the value of the proceeds of \$623,000 and have been recorded as discount to the convertible notes with a corresponding credit to warrant liability, respectively, on a pro-rata basis. The discount of \$623,000 is accreted on a straight-line basis over the maturity period of the notes. The notes and the warrants were revalued as of December 31, 2006 and there was no significant change in fair value.

The conversion option and the warrants with respect to the Bridge II Financing, \$180,000 Notes, were initially valued at a combined approximate amount of \$178,400, which has been recorded as discount to the convertible notes with a corresponding credit to a derivative liability. The discount is being accreted on a straight-line basis over the maturity period of the notes.

The Company valued the conversion option and the warrants under the Black Scholes option-pricing model with the following assumptions: an expected life equal to the contractual term of the conversion option or warrants, as the case may be; no dividends; a risk free rate of return of 5.0% and volatility of 116%.

During the six months ended December 31, 2006, six notes totaling \$300,000 (principal) plus \$30,000 in accrued interest of the Bridge II financing \$623,000 Notes, were converted into 2,200,000 shares of common stock. As a result of the conversion, the Company expensed \$250,000 being the remaining unamortized discount on the notes and reversed derivative expense of approximately \$150,700 related to the conversion option. In order to induce the note holders to convert their notes into stock, the Company offered certain incentives, which included registration rights for the warrants, payment in full of all interest and an extension of the warrant expiration term by approximately three months. As a result of the extension of the warrant expiration date and setting of the conversion rate, the Company recorded an additional derivative expense of approximately \$42,600.

EITF 00-19 requires that the Company revalue the derivative instruments periodically to compute the value in connection with changes in the underlying stock price and other assumptions, with the change in value recorded as



derivative expense or derivative income. Upon the earlier of the warrant exercise or their expiration date, the warrant liability will be reclassified into shareholders' equity. Until that time, the warrant liability will be recorded at fair value based on the methodology described above. Changes in the fair value during each period will be recorded as other income or other expense. The Company similarly revalues the conversion option each reporting period with the change in value recorded as derivative expense or derivative income.

As of December 31 2006, all of the Bridge II financing warrants issued and conversion option were revalued and the derivative liability was adjusted to approximately \$392,000. As of December 31, 2006 the Company revalued the warrants under the Black Scholes option-pricing model with the following assumptions: an expected life equal to the contractual term of the conversion option or warrants, as the case may be; no dividends; a risk free rate of return of 5.0% and volatility of 24% to 35%.

**ELEMENT 21 GOLF COMPANY**  
**NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS**  
**December 31, 2006**  
**(Unaudited)**

**NOTE 6 PREFERRED SHARES:**

On July 31, 2006 (the "Initial Closing Date"), the Company agreed to a \$4 million equity financing by entering into two Series B Convertible Preferred Stock Subscription Agreements (each a "Subscription Agreement" and collectively the "Subscription Agreements") with two investors (each a "Purchaser" and collectively, the "Purchasers"). Each Subscription Agreement provides for the sale by the Company to the applicable Purchaser of 117,648 shares of the Company's Series B Convertible Preferred Stock, par value \$0.10 per share (the "Series B Preferred Stock"), and warrants to purchase an aggregate of 17,647,059 shares of the Company's common stock, in exchange for and in consideration of an aggregate investment by each Purchaser of \$2 million in cash (each Purchaser's "Investment Amount"), which amount is to be invested by each Purchaser in two equal \$1 million installments, the first of which occurred on the Initial Closing Date and the second of which occurred on November 30, 2006 (the "Subsequent Closing Date").

On the Initial Closing Date, each Purchaser invested \$1 million in the Company in return for 58,824 shares of Series B Preferred Stock and two warrants (the terms of which are more fully described below) to purchase an aggregate of 8,823,530 shares of common stock. The Subscription Agreements obligated each Purchaser to invest the remaining \$1 million of its Investment Amount (each Purchaser's "Additional Investment Amount") in the Company no later than November 30, 2006, subject only to the Company converting at least 80% of the aggregate outstanding principal amount evidenced by those certain convertible promissory notes issued by the Company between February 2006 and July 31, 2006 (collectively, the "Promissory Notes") into shares of common stock prior to the Subsequent Closing Date. On October 31, 2006, both Purchasers had agreed to waive any conditions to the Subsequent Closing. On the Subsequent Closing Date, in exchange for each Purchaser's Additional Investment Amount, the Company issued to each Purchaser an additional 58,824 shares of Series B Preferred Stock and two additional warrants (the terms of which are more fully described below) to purchase an aggregate of an additional 8,823,529 shares of common stock.

On the Initial Closing Date the Company granted each Purchaser (i) one warrant to purchase 3,750,000 shares of common stock at an exercise price of \$0.22 per share in the event the warrant is exercised on or prior to July 31, 2007, and \$0.28 per share in the event the warrant is exercised on or after August 1, 2007, and (ii) one warrant to purchase 5,073,530 shares of common stock at an exercise price of \$0.28 per share (each an "Initial Warrant", and collectively, the "Initial Warrants"). On the Subsequent Closing Date, the Company granted each Purchaser (i) one additional warrant to purchase 3,750,000 shares of common stock at an exercise price of \$0.22 per share in the event the warrant is exercised on or prior to July 31, 2007, which increases to \$0.28 per share in the event the warrant is exercised on or after August 1, 2007, and (ii) one additional warrant to purchase 5,073,530 shares of common stock at an exercise price of \$0.28 per share (each a "Subsequent Warrant", collectively, the "Subsequent Warrants" and collectively with the Initial Warrants, the "Warrants"). The Warrants expire on January 31, 2009. The exercise prices of the Warrants are subject to adjustment in the event of certain dilutive issuances, stock dividends, stock splits, share combinations or other similar recapitalization events. The Warrants may only be exercised by the payment of the applicable exercise price to the Company in cash, no cashless exercise is permitted. The terms of the Initial Warrants and the Subsequent Warrants are identical.

The Company has evaluated the Series B Preferred Stock to determine if there are any embedded derivatives and determined that the Series B Preferred Stock is more akin to equity than debt as it is not redeemable and carries voting rights. As such the Series B Preferred Stock is considered perpetual and the option to convert into shares of Company's Common Stock is clearly and closely related to the host contract i.e. Series B Preferred Stock and therefore need not be separated. The warrants associated with the issuance of some of the Series B Preferred Stock have been determined

to be a liability due to the tainting feature of the warrants issued with Bridge I and Bridge II Financings. Each of the warrant issuances have been valued in excess of \$2 million, the gross proceeds of the preferred shares, using the Black Scholes method. The Company restricted the value of the warrants and the corresponding discount to the preferred shares to \$2 million. The value of the warrant has been recorded as discount to the Series B Preferred and has been charged as dividend expense. The Series B Preferred Stock is evaluated further under EITF 98-5: Accounting for Convertible Securities with Beneficial Conversion Features or Contingently Adjustable Conversion Ratios, (“EITF 98-5”) and EITF 00-27: Application of Issue No. 98-5 to Certain Convertible Instruments, (“EITF 00-27”) to determine if there is any beneficial conversion feature associated with the conversion. The Company calculated the beneficial conversion to be zero as the conversion price equaled the stock price on the date of the agreement.

**ELEMENT 21 GOLF COMPANY**  
**NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS**  
**December 31, 2006**  
**(Unaudited)**

**NOTE 6 PREFERRED SHARES (Continued):**

As of December 31, 2006 the warrant liability for the Series B Preferred Stock was revalued to approximately \$5,880,000. As of December 31, 2006 the Company valued the warrants under the Black Scholes option-pricing model with the following assumptions: an expected life equal to the contractual term of the conversion option or warrants, as the case may be; no dividends; a risk free rate of return of 4.8% to 5% and volatility ranging from 27% to 221%.

As of December 31, 2006 the warrant liability for the Series A Preferred Stock was revalued to approximately \$200,000. As of December 31, 2006 the Company valued the warrants under the Black Scholes option-pricing model with the following assumptions: an expected life equal to the contractual term of the conversion option or warrants, as the case may be; no dividends; a risk free rate of return of 4.8% and volatility of 228%.

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

### Cautionary Statement Regarding Forward-Looking Information

Under the Private Securities Litigation Reform Act of 1995, companies are provided with a "safe harbor" for making forward-looking statements about the potential risks and rewards of their strategies. Forward-looking statements often include the words "believe", "expect", "anticipate", "intend", "plan", "estimate" or similar expressions. In this Form 10-Q, forward-looking statements also include:

- statements about our business plans;
- statements about the potential for the development, regulatory approval and public acceptance of new services;
- estimates of future financial performance;
- predictions of national or international economic, political or market conditions;
- statements regarding other factors that could affect our future operations or financial position; and
- other statements that are not matters of historical fact.

These statements may be found under "Management's Discussion and Analysis or Plan of Operation" as well as in this Form 10-QSB. Our ability to achieve our goals depends on many known and unknown risks and uncertainties, including changes in general economic and business conditions. These factors could cause our actual performance and results to differ materially from those described or implied in forward-looking statements.

These forward looking statements speak only as of the date of this Form 10-QSB. We believe it is in the best interest of our investors to use forward-looking statements in discussing future events. However, we are not required to, and you should not rely on us to, revise or update these statements or any factors that may materially affect actual results, whether as a result of new information, future events or otherwise. You should carefully review the risk factors described in this Form 10-QSB and also review the other documents we file from time to time with the Securities and Exchange Commission ("SEC").

### Results of Operations

#### **Three and Six Months Ended December 31, 2006 and 2005**

For the six months ended December 31, 2006 the Company, had revenue of \$26,311 and incurred costs of sales of \$19,212, general and administrative expenses of \$3,577,569, interest expense of \$823,617 and derivative expense of \$1,896,636. Included in general and administrative expenses is a non-cash charge of \$2,254,365, representing the value of common shares issued for services provided by consultants. This resulted in a net loss of \$6,290,723, as compared with the six months ended December 31, 2005 in which the Company had revenue of \$25,700, incurred costs of sales of \$14,124 and general and administrative expenses of \$1,295,110 (including a non-cash charge of \$897,740 representing the value of common shares issued for services provided by consultants), resulting in a net loss also of \$1,283,534. For the three months ended December 31, 2006 the Company, had revenue of \$25,084 and incurred costs of sales of \$4,389, general and administrative expenses of \$2,325,503, interest expense of \$269,541 and derivative expense of \$1,681,794. Included in general and administrative expenses is a non-cash charge of \$194,027, representing the value of common shares issued for services provided by consultants. This resulted in a net loss of \$4,256,143, as compared with the three months ended December 31, 2005 in which the Company had revenue of \$3,080, incurred costs of sales of \$2,050 and general and administrative expenses of \$325,818 (including a non-cash charge of \$118,200 representing the value of common shares issued for services provided by consultants), resulting in a net loss also of \$324,788. The primary reason for the significantly greater net losses during the six and three months ending December 31, 2006 is due to expenditures incurred in the marketing of our product as well as the initial

recording of derivative expense related to the various stock offerings and options granted to consultants.

**Financial Condition, Liquidity and Capital Resources**

The Company has net working capital as of December 31, 2006 of \$354,044. As of the end of fiscal year ended June 30, 2006, we had a working capital deficiency of \$2,662,558. Our continuation as a going concern will require that we raise significant additional capital.

The Company retains consultants who are also significant stockholders of the Company to perform development and public company reporting activities in exchange for stock of the Company. Absent continued issuances of common stock for services by these consultants and continued advances by stockholders of the Company, the Company cannot manufacture its golf shaft product line or

market golf products based on its technologies. The Company is actively searching for capital to implement its business plans, supply the Company with products for distribution, and develop collateral materials for its potential customer base. There can be no assurance that such capital will be raised on terms acceptable to the Company and if this capital is raised, the terms of such capital raising may cause significant dilution to the Company's current stockholders.

### **Dividend Policy**

The Company has not declared or paid any cash dividends on its common stock since its inception and does not anticipate the declaration or payment of cash dividends in the foreseeable future. The Company intends to retain earnings, if any, to finance the development and expansion of its business. The Company's future dividend policy will be subject to the discretion of the Board of Directors and will be contingent upon future earnings, if any, the Company's financial condition, capital requirements, general business conditions and other factors. Therefore, there can be no assurance that dividends of any kind will ever be paid.

### **Effect of Inflation**

Management believes that inflation has not had a material effect on its operations for the periods presented.

### **Risk Factors**

*We have a limited operating history and a history of substantial operating losses and we may not be able to continue our business.*

We have a history of substantial operating losses and an accumulated deficit of \$23,503,299 as of December 31, 2006 (\$17,212,576 as of June 30, 2006). We have historically experienced cash flow difficulties primarily because our expenses have exceeded our revenues. We expect to incur additional operating losses for the immediate near future. These factors, among others, raise significant doubt about our ability to continue as a going concern. If we are unable to generate sufficient revenue from our operations to pay expenses or we are unable to obtain additional financing on commercially reasonable terms, our business, financial condition and results of operations will be materially and adversely affected.

*We will need additional financing in order to continue our operations which we may not be able to raise.*

We will require additional capital to finance our future operations. We can provide no assurance that we will obtain additional financing sufficient to meet our future needs on commercially reasonable terms or otherwise. If we are unable to obtain the necessary financing, our business, operating results and financial condition will be materially and adversely affected.

*We have no employees and our success is dependent on our ability to retain and attract consultants to operate our business and there is no assurance that we can do so.*

As of December 31, 2006, as discussed above, we have no employees and utilize the services of consultants. Our consultants are bound by non-compete provisions; however, they are not otherwise prohibited from terminating their consulting relationship with the Company. The loss of the knowledge and management and industry expertise of any of these key consultants could have a material adverse impact on our future prospects, in particular Dr. Hearn and David Sindalovsky, who have played a key role in developing scandium technology for golf applications. Once we are sufficiently capitalized, we will need to recruit new executive managers and hire employees to help us execute our business strategy and help manage the growth of our business. Competition for executive and other skilled personnel

in the golf equipment industry is intense, and we may not be successful in attracting and retaining such personnel. Our business could suffer if we were unable to attract and retain additional highly skilled personnel or if we were to lose any key personnel and not be able to find appropriate replacements in a timely manner.

*Our performance depends on market acceptance of our products and we cannot be sure that our products are commercially viable.*

We expect to derive a substantial portion of our future revenues from the sales of E21 alloy golf shafts that are only now entering the initial marketing phase. Although we believe our products and technologies will be commercially viable, these are new and untested products. If markets for our products fail to develop further, develop more slowly than expected or are subject to substantial competition, our business, financial condition and results of operations will be materially and adversely affected.



*We depend on strategic marketing relationships and if we fail to maintain or establish them, our business plan may not succeed.*

We expect our future marketing efforts will focus in part on developing business relationships with distributors that will market our products to their customers. The success of our business depends on selling our products and technologies to a large number of distributors and retail customers. Our inability to enter into and retain strategic relationships, or the inability to effectively market our products, could materially and adversely affect our business, operating results and financial condition.

*Competition from traditional golf equipment providers may increase and we may not be able to adequately compete.*

The market for golf shafts is highly competitive. There are a number of other established providers that have greater resources, including more extensive research and development, marketing and capital than we do and also have greater name recognition and market presence. These competitors could reduce their prices and thereby decrease the demand for our products and technologies. These competitors may lower their prices to compete with us. We expect competition to intensify in the future, which could also result in price reductions, fewer customer and lower gross margins.

*Rapidly changing technology and substantial competition may adversely affect our business.*

Our business is subject to rapid changes in technology. We can provide no assurances that research and development by competitors will not render our technology obsolete or uncompetitive. We compete with a number of companies that have technologies and products similar to those offered by us and have greater resources, including more extensive research and development, marketing and capital than we do. We can provide no assurances that we will be successful in marketing our existing products and developing and marketing new products in such a manner as to be effective against our competition. If our technology is rendered obsolete or we are unable to compete effectively, our business, operating results and financial condition will be materially and adversely affected.

*Litigation concerning intellectual property could adversely affect our business.*

We rely on a combination of trade secrets, trademark law, contractual provisions, confidentiality agreements and certain technology and security measures to protect our trademarks, license, proprietary technology and know-how. However, we can provide no assurance that competitors will not infringe upon our rights in our intellectual property or that competitors will not similarly make claims against us for infringement. If we are required to be involved in litigation involving intellectual property rights, our business, operating results and financial condition will be materially and adversely affected.

It is possible that third parties might claim infringement by us with respect to past, current or future technologies. We expect that participants in our markets will increasingly be subject to infringement claims as the number of services and competitors in our industry grows. Any claims, whether meritorious or not, could be time-consuming, result in costly litigation and could cause service upgrade delays or require us to enter into royalty or licensing agreements. These royalty or licensing agreements might not be available on commercially reasonable terms or at all.

*Defects in our products may adversely affect our business.*

Complex technologies such as the technologies developed by us may contain defects when introduced and also when updates and new products are released. Our introduction of technology with defects or quality problems may result in adverse publicity, product returns, reduced orders, uncollectible or delayed accounts receivable, product redevelopment costs, loss of or delay in market acceptance of our products or claims by customers or others against

us. Such problems or claims may have a material and adverse effect on our business, financial condition and results of operations.

*The inability to obtain a sufficient amount of scandium or of scandium alloy would adversely affect our business.*

Although we currently believe that we will continue to be able to have access to sufficient amounts of scandium or scandium alloy at feasible prices, there is no assurance of this, and any failure to be able to obtain a sufficient supply of scandium at reasonable prices would have a material adverse affect on our business.

*The large number of shares eligible for public sale could cause our stock price to decline.*

The market price of our common stock could decline as a result of the resale of the shares of common stock issuable upon conversion of our Series A Preferred Stock, Series B Preferred Stock and outstanding convertible promissory notes and the exercise of outstanding warrants or the perception that these sales could occur. These sales also might make it more difficult for us to sell equity securities in the future at a time and price that we deem appropriate. The conversion of these securities into common stock will also result in substantial dilution of the interests of our current stockholders.

*Our stock price can be extremely volatile.*

Our common stock is traded on the OTC Bulletin Board. There can be no assurance that an active public market will continue for the common stock, or that the market price for the common stock will not decline below its current price. Such price may be influenced by many factors, including, but not limited to, investor perception of us and our industry and general economic and market conditions. The trading price of the common stock could be subject to wide fluctuations in response to announcements of our business developments or our competitors, quarterly variations in operating results, and other events or factors. In addition, stock markets have experienced extreme price volatility in recent years. This volatility has had a substantial effect on the market prices of companies, at times for reasons unrelated to their operating performance. Such broad market fluctuations may adversely affect the price of our common stock.

*Trading on the OTC Bulletin Board may be sporadic because it is not a stock exchange, and stockholders may have difficulty reselling their shares.*

Our common stock is quoted on the OTC Bulletin Board. Trading in stock quoted on the OTC Bulletin Board is often thin and characterized by wide fluctuations in trading prices, due to many factors that may have little to do with our operations or business prospects. Moreover, the OTC Bulletin Board is not a stock exchange, and trading of securities on the OTC Bulletin Board is often more sporadic than the trading of securities listed on the Nasdaq SmallCap.

*If we fail to remain current on our reporting requirements, we could be removed from the OTC Bulletin Board which would limit the ability of broker-dealers to sell our securities and the ability of stockholders to sell their securities in the secondary market.*

Companies trading on the OTC Bulletin Board, such as us, must be reporting issuers under Section 12 of the Securities Exchange Act of 1934, as amended, and must be current in their reports under Section 13, in order to maintain price quotation privileges on the OTC Bulletin Board. If we fail to remain current on our reporting requirements, shares of our common stock could be removed from the OTC Bulletin Board. As a result, the market liquidity for our securities could be severely adversely affected by limiting the ability of broker-dealers to sell our securities and the ability of stockholders to sell their securities in the secondary market.

*Our common stock is subject to the “penny stock” rules of the SEC and the trading market in our securities is limited, which makes transactions in our stock cumbersome and may reduce the value of an investment in our stock.*

The Securities and Exchange Commission has adopted Rule 15g-9 which establishes the definition of a “penny stock,” for the purposes relevant to us, as any equity security that has a market price of less than \$5.00 per share or with an exercise price of less than \$5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require that a broker or dealer approve a person's account for transactions in penny stocks and the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person's account for transactions in penny stocks, the broker or dealer must, obtain financial information and investment experience objectives of the person and make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the Commission relating to the penny stock market, which, in highlight form sets forth the basis on which the broker or dealer made the suitability determination and that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the “penny stock” rules. This may make it more difficult for investors to dispose of our common stock and cause a decline in the market value of our stock. Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

*We do not expect to pay dividends on our common stock.*

We have not declared dividends on our common stock since our incorporation and we have no present intention of paying dividends on our common stock.

**MANY OF THESE RISKS AND UNCERTAINTIES ARE OUTSIDE OF OUR CONTROL AND ARE DIFFICULT FOR US TO FORECAST. ACTUAL RESULTS MAY DIFFER MATERIALLY FROM THOSE EXPRESSED OR IMPLIED IN THE FORWARD-LOOKING STATEMENTS.**

### **ITEM 3 CONTROLS AND PROCEDURES:**

**(a) Evaluation of disclosure controls and procedures.** Management, including our Chief Executive Officer and Principal Financial Officer, carried out an evaluation of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this quarterly report. Based on this evaluation, our Chief Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were effective to provide a reasonable level of assurance that the information required to be disclosed in the reports filed or submitted by us under the Securities Exchange Act of 1934 is recorded, processed and summarized.

**(b) Changes in internal control over financial reporting.** There were no changes in our internal control over financial reporting that occurred during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II - OTHER INFORMATION**

**Item 1 LEGAL PROCEEDINGS**

None

**Item 2 UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

As reported in the Company's Current Reports on Form 8-K on August 3, 2006, November 6, 2006 and December 1, 2006, during the six months ended December 31, 2006 the Company also issued 235,296 shares of its Preferred B Stock shares in exchange for \$4 million in financing as well as the issuance of warrants (See Note 6 of Notes to the Financial Statements). The shares and warrants were issued in reliance on exemptions from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended.

**Item 3 DEFAULT UPON SENIOR SECURITIES**

None

**Item 4 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

None

**Item 5 OTHER INFORMATION**

None

**Item 6 EXHIBITS**

Exhibit No.	Exhibit Description
-------------	---------------------

31.1	Certification Pursuant to Section 302 of the Sarbanes Oxley Act of 2002
------	---

31.2	Certification Pursuant to Section 302 of the Sarbanes Oxley Act of 2002
------	---

32.1	Certification Pursuant to Section 906 of the Sarbanes Oxley Act of 2002
------	---

**SIGNATURE**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Element 21 Golf Company

February 14, 2007

By: /s/ Nataliya Hearn  
Nataliya Hearn, Ph.D.  
President and Director

February 14, 2007

By: /s/ John Grippo  
Chief Financial Officer