Shoshone Silver/Gold Mining Co
Form 10-Q
February 19, 2013

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

FORM 10-Q

[X] QUARTERLY REPORT UNDER TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED DECEMBER 31, 2012

OR

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

Commission File Number 000-31184

SHOSHONE SILVER/GOLD MINING COMPANY
(Exact name of registrant as specified in its charter)

Idaho	82-0304993
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

5968 North Government Way #305, Coeur d'Alene, ID 83815
(Address of principal executive offices) (Zip Code)

(843) 715-9504
(Registrant's telephone number, including area code)

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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 last 90 days. YES [X] NO [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (SS 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES [ ] NO [X]

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

Large Accelerated Filer	[ ]	Accelerated Filer	[ ]
Non-accelerated Filer (Do not check if smaller reporting company)	[ ]	Smaller Reporting Company	[X]

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

APPLICABLE ONLY TO CORPORATE ISSUERS:

As of January 31, 2013, there were 60,088,371 shares of the registrant's $0.10 par value common stock issued and outstanding.

Table of Contents

SHOSHONE SILVER/GOLD MINING COMPANY

FORM 10-Q
For the Quarter Ended December 31, 2012

TABLE OF CONTENTS

PART I - FINANCIAL INFORMATION

Item 1.	Financial Statements.	3
	Consolidated Balance Sheets	3
	Consolidated Statements of Operations and Comprehensive Income (Loss)	4
	Consolidated Statements of Cash Flows	5
	Notes to Consolidated Financial Statements	6-13
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations.	14
Item 3.	Quantitative and Qualitative Disclosures About Market Risk.	17
Item 4.	Controls and Procedures.	17

PART II - OTHER INFORMATION.

Item 1A.	Risk Factors.	18
Item 6.	Exhibits.	18
Signatures		20
Exhibit Index		21

- 2 -

Table of Contents

PART I – FINANCIAL INFORMATION

ITEM 1. – FINANCIAL STATEMENTS.

SHOSHONE SILVER/GOLD MINING COMPANY
(an Exploration Stage Company)
CONSOLIDATED BALANCE SHEETS

	December 31, 2012 (unaudited)	September 30, 2012
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 20,731	$ 271,564
Deposits and prepaids	45,802	46,000
Total Current Assets	66,533	317,564
PROPERTY, PLANT AND EQUIPMENT		
Property, plant and equipment	3,256,650	3,256,650
Accumulated depreciation	(1,887,147)	(1,844,749)
Total Property Plant and Equipment	1,369,503	1,411,901
MINERAL AND MINING PROPERTIES	2,259,316	1,694,036
OTHER ASSETS		
Notes receivable (net of discount)	1,715,350	1,695,248
Investments	17,013	20,710
Total Other Assets	1,732,363	1,715,958
TOTAL ASSETS	$ 5,427,715	$ 5,139,459
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	$ 10,935	$ 21,789
Accrued expenses	1,371	102,952
Notes payable	109,516	125,000
Total Current Liabilities	121,822	249,741
COMMITMENTS AND CONTINGENCIES	-	-
STOCKHOLDERS' EQUITY		
Common stock, 200,000,000 shares authorized, $0.10 par value; 60,088,371 and 53,221,704 shares issued and outstanding	6,008,837	5,322,170
Common stock issuable	-	66,667
Additional paid-in capital	4,625,738	4,625,738

Common stock discount	(62,000)	-
Treasury stock	(224,560)	(206,894)
Accumulated deficit in exploration stage	(3,378,735)	(3,258,273)
Accumulated deficit prior to exploration stage	(1,667,482)	(1,667,482)
Accumulated other comprehensive income (loss)	4,095	7,792
Total Stockholders' Equity	5,305,893	4,889,718
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 5,427,715	$ 5,139,459

See the accompanying notes to the interim consolidated financial statements.

Table of Contents

SHOSHONE SILVER/GOLD MINING COMPANY
(an Exploration Stage Company)
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)
(unaudited)

	Three Months Ended December 31, 2012	Three Months Ended December 31, 2011	Period from January 1, 2000 (beginning of exploration stage) to December 31, 2012
REVENUES	$ -	$	$
Lease and Option Income	-	-	994,044
Mineral and Natural Resource	-	-	209,585
	-	-	1,203,629
COST OF REVENUES	-	-	228,828
GROSS PROFIT	-	-	974,801
OPERATING EXPENSES			
Depreciation	42,398	42,448	1,031,984
General and administrative	36,371	611,530	2,291,926
Mining and exploration expenses	31,527	179,031	4,861,567
Net gain on sale of load claim	-	-	(468,907)
Professional fees	26,912	29,308	1,397,536
	137,208	862,317	9,114,106
LOSS FROM OPERATIONS	(137,208)	(862,317)	(8,139,305)
OTHER INCOME (EXPENSES)			
Bad debt recovery	-	-	47,008
Cancellation of debt income	-	-	69,418
Dividend and interest income	20,102	20,108	457,280
Gain on sale of fixed asset	-	-	28,115
Gain on sale of Mexican mining concession	-	-	4,363,353
Gain on settlement of note receivable	-	-	64,206
Interest expense	(3,357)	(83)	(16,769)
Loss on abandonment of asset	-	-	(20,000)
Net gain on sale of investments	-	316	930,029
Settlement with former employee	-	-	(220,000)
Net gain on settlement of lease dispute	-	-	85,000
Other income (expense)	-	-	203,035
Other-than-temporary impairment of investments	-	-	(849,278)

Unrealized holding loss on marketable securities		-		-	(380,827)
		16,745		20,341	4,760,570
INCOME (LOSS) BEFORE INCOME TAXES		(120,463)		(841,976)	(3,378,735)
INCOME TAXES		-		-	124,826
DEFERRED TAX GAIN		-		-	(124,826)
NET INCOME (LOSS)		(120,463)		(841,976)	(3,378,735)
OTHER COMPREHENSIVE INCOME (LOSS)					
Unrealized holding gain (loss) on investments		(3,697)		6,190	4,095
NET COMPREHENSIVE INCOME (LOSS)	$	(124,160)	$	(835,786) $	(3,374,640)
NET INCOME (LOSS) PER COMMON SHARE, BASIC	$	(0.00)	$	(0.02)	
NET INCOME (LOSS) PER COMMON SHARE, DILUTED	$	(0.00)	$	(0.02)	
WEIGHTED AVERAGE NUMBER OF COMMON STOCK SHARES OUTSTANDING, BASIC		57,799,482		52,504,056	
WEIGHTED AVERAGE NUMBER OF COMMON STOCK SHARES OUTSTANDING, DILUTED		57,799,482		52,504,056	

See the accompanying notes to the interim consolidated financial statements.

Table of Contents

SHOSHONE SILVER/GOLD MINING COMPANY
(an Exploration Stage Company)
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	Three-Month Period Ended December 31, 2012	Three-Month Period Ended December 31, 2011	Period from January 1, 2000 (beginning of exploration stage) to December 31, 2012
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income (loss)	$ (120,463)	$ (841,976)	$(3,378,736)
Adjustments to reconcile net income (loss) to net cash used by operations:			
Adjustment to balance of note receivable	-	-	(766)
Amortization of note receivable discount	(20,102)	(20,102)	(349,987)
Available-for-sale securities issued in exchange for services	-	-	135,140
Available-for-sale silver investment issued in exchange for services	-	-	4,760
Bad debt expense	-	-	9,624
Cancellation of debt income	-	-	(69,418)
Common stock issued for mining and exploration expenses	-	-	308,100
Common stock issued for services	-	111,250	583,936
Common stock issued in settlement of agreement with former CEO	-	-	20,000
Depreciation and amortization expense	42,398	53,795	1,070,553
Discount given on early payment on note receivable	-	-	50,000
Gain on sale of fixed asset	-	-	(28,114)
Gain on settlement of note receivable	-	-	(64,206)
Impairment of mining expenses	-	-	413,000
Loss on abandonment of investment	-	-	220,000
Loss recognized on other-than-temporary impairment of investments	-	-	849,279
Net (gain) loss on sale of investments	-	(316)	(1,132,506)
Net gain on sale of lode claim	-	-	(468,907)
	-	-	(4,363,353)

	Net gain on sale of Mexican mining concession			
	Treasury stock issued for services	-	-	58,460
	Unrealized holding loss on marketable securities	-	-	380,827
Changes in assets and liabilities:				
	Change in accounts payable	(10,854)	(6,085)	(80,311)
	Change in accrued interest receivable	-	-	(20,255)
	Change in accrued liabilities	(101,581)	2,830	(2,613)
	Change in deposits and prepaids	198	(6,108)	(17,054)
	Change in other current assets	-	-	(14,443)
	Change in stock to issue	-	-	230,680
	Change in supplies inventory	-	-	12,732
	Net cash used in operating activities	(210,404)	(706,712)	(5,643,578)
CASH FLOWS FROM INVESTING ACTIVITIES				
	Advances on notes receivable	-	-	(111,022)
	Advances to related party	-	-	(395,000)
	Issuance of note receivable from related party	-	-	(243,000)
	Payments received on notes receivable	-	-	582,846
	Payments received on notes receivable from related party	-	-	332,498
	Proceeds from sale of fixed assets	-	-	18,501
	Proceeds from sale of investments	-	501	4,795,386
	Proceeds from sale of lode claim	-	-	463,907
	Proceeds from sale of Mexican mining concession	-	-	2,497,990
	Proceeds from short-term loans	-	-	160,760
	Purchase of fixed assets	-	(1,092)	(1,098,341)
	Purchase of mineral and mining properties	(7,280)	(121,000)	(204,752)
	Purchases of investments	-	-	(4,259,939)
	Net cash provided by investing activities	(7,280)	(121,591)	2,539,834

See the accompanying notes to the interim consolidated financial statements.

Table of Contents

SHOSHONE SILVER/GOLD MINING COMPANY
(an Exploration Stage Company)
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	Three-Month Period Ended December 31, 2012	Three-Month Period Ended December 31, 2011	Period from January 1, 2000 (beginning of exploration stage) to December 31, 2012
CASH FLOWS FROM FINANCING ACTIVITIES			
Common shares repurchased for treasury	(17,665)	-	(68,281)
Net proceeds from sale of common stock	-	136,700	3,266,150
Note payable Beggs	-	-	125,000
Payment made on long-term note payable	(15,484)	(1,886)	(284,302)
Payment of common stock subscriptions	-	-	20,225
Proceeds from sale of treasury stock	-	-	5,694
Net cash (used in) provided by financing activities	(33,149)	134,814	3,064,486
Net increase (decrease) in cash	(250,833)	(693,489)	(39,258)
Cash, beginning of period	271,564	942,428	59,989
Cash, end of period	$ 20,731	$ 248,939	$ 20,731
SUPPLEMENTAL CASH FLOW DISCLOSURES:			
Interest expense paid	$ -	$ 83	$ 13,205
Income taxes paid	$ -	$ -	$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES:			
Accounts payable issued in exchange for partial payment on office building	$ -	$ -	$ 60,000
Common stock issued for purchase of equipment and mining properties	$ 558,000	$	$ 718,340
Common stock issued for services, accounts payable, finder's fee and mining & exploration expenses	$ -	$ -	$ 539,333
Deposit utilized to purchase fixed asset	$ -	$ -	$ 5,000
Equipment received in exchange for settlement of note receivable	$ -	$ -	$ 4,139

Marketable securities received in lieu of note receivable	$ -	$ -	$ 104,273
Mill building acquired in exchange for common stock and other consideration	$ -	$ -	$ 224,475
Mineral properties acquired in exchange for common stock and other consideration	$ -	$ -	$ 1,852,126
Mineral property reacquired upon default	$ -	$ -	$ 131,553
Mining equipment acquired in exchange for common stock and other consideration	$ -	$ -	$ 260,000
Note issued in exchanged for vehicle, equipment and prepaid asset	$ -	$ 16,974	$ 108,156
Note receivable (net of discount) in connection with sale of Mexican Mining Concession	$ -	$ -	$ 1,865,363
Note receivable in connection with sale of lode claim	$ -	$ -	$ 120,000
Office equipment acquired in exchange for common stock and other consideration	$ -	$ -	$ 15,525
Stock received in exchange for lode claim	$ -	$ -	$ 60,000
Treasury stock acquired through sale of investment	$ -	$ -	$ 296,296
Treasury stock issued in exchange for fixed asset	$ -	$ -	$ 7,500

See the accompanying notes to the interim consolidated financial statements.

Table of Contents

Shoshone Silver/Gold Mining Company (an Exploration Stage Company)
Condensed Notes to the Interim Financial Statements
December 31, 2012

NOTE 1: DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

Description of Business

Shoshone Silver/Gold Mining Company (an exploration stage company) ("the Company" or "Shoshone") was incorporated under the laws of the State of Idaho on August 4, 1969, under the name of Sunrise Mining Company and was engaged in the business of mining. On January 22, 1970, the Company's name was changed to Shoshone Silver Mining Company and subsequently changed to Shoshone Silver/Gold Mining Company in 2011. During the last ten years, the Company's focus broadened to include resource management and sales of mineral and timber interests.

Beginning in fiscal 2000, the Company entered into an exploration stage. The Company has acquired, traded, sold and held hundreds of mineral and mining properties since entering the exploration stage.

The Company's year-end is September 30.

Basis of Presentation

The foregoing unaudited interim consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim consolidated financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X as promulgated by the Securities and Exchange Commission. Accordingly, these financial statements do not include all of the disclosures required by accounting principles generally accepted in the United States of America for complete financial statements. These unaudited interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended September 30, 2012, included in the Company's Annual Report on Form 10-K which was filed with the SEC on January 4, 2013.

In the opinion of management, the unaudited interim consolidated financial statements furnished herein include all adjustments (consisting of only normal recurring adjustments) necessary for a fair statement of the results for the interim periods presented. Operating results for the three-month period ended December 31, 2012, are not necessarily indicative of the results that may be expected for the year ending September 30, 2013.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies is presented to assist in understanding the financial statements. The financial statements and notes are representations of the Company's management, which is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements.

Fair Value Measurements

Topic 820 in the Accounting Standards Codification (ASC 820) defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. ASC 820 applies whenever other standards require (or permit) assets or liabilities to be measured at fair value but does not expand the use of fair value in any new circumstances. In this standard, the FASB clarifies the principle that fair value should be based on the assumptions market participants would use when pricing the asset or liability. In support of this principle, ASC 820 establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. The fair value hierarchy is as follows:

Table of Contents

- Level 1 inputs — Unadjusted quoted process in active markets for identical assets or liabilities that the entity has the ability to access at the measurement date.

- Level 2 inputs — Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These might include quoted prices for similar assets and liabilities in active markets, and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals.

- Level 3 inputs — Unobservable inputs for determining the fair values of assets or liabilities that reflect an entity's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities.

Investments in available-for-sale securities and investments in silver coins and bars are reported at fair value utilizing Level 1 inputs. For these investments, the Company obtains fair value from active markets.

The Company's note receivable (net of discount) is reported at fair value utilizing Level 2 inputs. The discounting of this note receivable utilized interest rates.

The following table presents information about the Company's assets measured at fair value on a recurring basis as of December 31, 2012, and indicates the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value.

		Fair Value Measurements At December 31, 2012, Using		
Description	Fair Value December 31, 2012	Quoted Prices In Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments	$ 17,013	$ 17,013	$ -	$ -
Note Receivable (net of discount)	1,715,350	-	1,715,350	-
Total Assets Measured at Fair Value	$ 1,732,363	$ 17,013	$ 1,715,350	$ -

Going Concern

As shown in the accompanying financial statements, the Company typically has limited cash and limited revenues and has incurred an accumulated deficit of $5,046,217 from inception through December 31, 2012. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management intends to seek additional capital from new equity securities offerings that will provide funds needed to increase liquidity and fully implement its business plan.

Historically, the Company has generally funded its operations with proceeds from the sale of marketable securities, royalty and option agreement payments, and from the sale of the Company's common stock. Should the Company be unable to raise capital through any of these avenues, its business, financial position, results of operations and cash flow will likely be materially adversely impacted. As such, substantial doubt as to the Company's ability to continue as a going concern remains as of the date of these financial statements.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classification of liabilities that might be necessary in the event the Company cannot continue in existence. An estimated $900,000 is believed necessary to continue operations and increase development through the next twelve months.

Table of Contents

Currently, the Company anticipates raising most of the $900,000 needed through the issuance of common stock to private investors. The timing and amount of capital requirements will depend on a number of factors, including demand for products and services, capital expenditures and revenues generated.

Notes Receivable

The Company's policy for notes receivable is to continue accruing interest income until it becomes likely that the note is uncollectible. At that time, an allowance for bad debt would be established and interest would stop accruing.

Principles of Consolidation

The Company's consolidated financial statements include the accounts of the Company and its two wholly owned subsidiaries: Lakeview Consolidated Silver Mines, Inc. and Bohica Mining Corp. The inter-company accounts and transactions are eliminated upon consolidation.

Reclassification

Certain amounts in the prior period financial statements have been reclassified to conform to the current period presentation.

These reclassifications had no effect on reported losses, total assets, or stockholders' equity as previously reported.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities known to exist as of the date the financial statements are published, and the reported amounts of revenues and expenses during the reporting period. Uncertainties with respect to such estimates and assumptions are inherent in the preparation of the Company's financial statements; accordingly, it is possible that the actual results could differ from these estimates and assumptions, which could have a material effect on the reported amounts of Shoshone's financial position and results of operations.

NOTE 3: DEPOSITS AND PREPAID EXPENSES

At December 31, 2012, the Company's principal cash deposits consisted of a $22,000 payment toward the acquisition of mineral properties. The majority of the Company's prepaid expenses consisted of unamortized expenditures of $21,159 for a prepaid property/liability insurance policy.

At the end of fiscal 2012, the Company had prepaid $16,000 of drilling expenses and had paid cash deposits of $29,280 toward the acquisition of mineral properties.

NOTE 4: PROPERTY AND EQUIPMENT

Property and equipment are stated at cost. Depreciation begins on the date an asset is placed in service using the straight-line method over the asset's estimated useful life.

The useful lives of property, plant and equipment for purposes of computing depreciation are three to thirty-one and one-half years. The following is a summary of property, equipment, and accumulated depreciation at December 31, 2012 and September 30, 2012:

Table of Contents

		December 31, 2012		September 30, 2012
Administrative:				
Equipment	$	624,404	$	624,404
		624,404		624,404
Lakeview:				
Building		56,255		56,255
Equipment		381,007		381,007
Mill		1,539,282		1,539,282
		1,976,544		1,976,544
Warren:				
Building		379,960		379,960
Equipment		275,742		275,742
		655,702		655,702
Total		3,256,650		3,256,650
Less: Accumulated Depreciation		(1,887,147)		(1,844,749)
Property, Plant & Equipment, net	$	1,369,503	$	1,411,901

Depreciation expense was $42,398 for the three-month period ended December 31, 2012, and $42,448 for the comparable period of the prior fiscal year.

The Company evaluates the recoverability of property and equipment when events and circumstances indicate that such assets might be impaired. The Company determines impairment by comparing the undiscounted future cash flows estimated to be generated by these assets to their respective carrying amounts.

Maintenance and repairs are expensed as incurred. Replacements and betterments are capitalized. The cost and related reserves of assets sold or retired are removed from the accounts, and any resulting gain or loss is reflected in results of operations.

NOTE 5: MINERAL AND MINING PROPERTIES

In November 2012, the Company acquired all of the stock of a Colorado corporation whose sole assets consisted of a 50% interest in the Imperial Mine (7 patented claims) in Beaver County, Utah and a 100% interest in 55 unpatented mining claims adjacent to the Imperial Mine. The Company issued 6,200,000 shares of its common stock in the acquisition which was valued at $558,000. See Note 10.

During the fourth quarter of fiscal 2012, Shoshone acquired the Campbell Midvale Group, a property consisting of 10 patented (surface only) mining claims in the Burke Mining District of Shoshone County, Idaho. In the acquisition, the Company exchanged its Bullion Group claims (carried at no cost) in addition to 666,667 shares of Shoshone's common stock. The property acquired was recorded at $66,667, the fair value of the stock transferred.

During the first quarter of fiscal 2012, the Company purchased the Silver Strand Mine from an unrelated party. This property consists of 15 unpatented mining claims located in northern Kootenai County. The Company paid $121,000 in cash and entered into an agreement to pay a 20% net profits royalty interest valued at $880,000.

At September 30, 2012, the Company had interests in 271 properties or claims in the western half of the United States, which are the primary focus of operations.

Table of Contents

NOTE 6: NOTES RECEIVABLE

On August 11, 2008, the Company sold 100% of the common stock of its wholly owned subsidiary in Mexico, Shoshone Mexico, S.A. de C.V, to Xtierra Resources, Ltd ("Xtierra"). The Company's interest in the Bilbao concessions in Zacatecas, Mexico was included in this sale. In exchange for the stock and its interest in the Bilbao concessions, the Company received net cash proceeds of $2,497,990 and a non-interest bearing note receivable for $2,500,000.

A discounted payment of $450,000 was made on the note in July 2009. The remaining balance of $2,000,000 is to be paid in four consecutive equal annual installments to begin at the time of the commencement of construction of any mine developed on the Bilbao concessions but in any event will be due and payable no later than August 11, 2019.

Since the note does not bear interest, the Company imputes interest at a rate of 5%. Accordingly the Company recorded a note discount of $634,637. During the three month period ending December 31, 2012, $20,102 of interest income was realized through the amortization of this discount.

The balance on this note receivable (net of discount) was $1,715,350 at December 31, 2012.

NOTE 7: INVESTMENTS

Over the years Shoshone has invested in marketable securities and in silver coins and bars. The Company accounts for these as available-for-sale. Amounts are reported at fair value as determined by quoted market prices, with unrealized gains and losses excluded from earnings and reported separately as a component of stockholders' equity. The cost of securities sold is based on the specific identification method.

Unrealized gains and losses are recorded on the statements of operations as other comprehensive income (loss) and on the balance sheet as other accumulated comprehensive income.

The following summarizes the Company's investments at December 31, 2012:

Investment	Quantity	Cost	Market Value
Available for Sale Securities:			
Gold Crest Mines	525,100	$ 713	$ 11,027
Lucky Friday Extension	5,000	250	700
New Jersey Mining	52,857	12,686	5,286
Total	582,957	$ 13,649	$ 17,013

The Company's net change in accumulated other comprehensive income (loss) was $3,697 during the first quarter of fiscal year 2013. This change principally reflects adjustments for previously unrealized gains and losses on the Company's available-for-sale investments that are still held by the Company. The $3,697 is recorded on Shoshone's statements of operations as other comprehensive income and the change is reflected in the change in accumulated other comprehensive income on Shoshone's balance sheets from September 30, 2012 to December 31, 2012.

The Company did not sell any investments during the quarter ended December 31, 2012.

The following summarizes the Company's investments at September 30, 2012:

Table of Contents

Investment	Quantity		Cost		Market Value
Available for Sale Securities:					
Gold Crest Mines	525,100	$	713	$	15,753
Lucky Friday Extension	5,000		250		200
New Jersey Mining	52,857		12,686		4,757
Subtotal	582,957		13,649		20,710
Silver Coins & Bars	-		-		-
Total at September 30, 2012	582,957	$	13,649	$	20,710

The Company’s net annual change in accumulated other comprehensive income (loss) was $4,773 during the fiscal year ended September 30, 2012. This change includes both adjustments for previously unrealized gains and losses on investments sold during the year and the unrealized gains and losses on the Company’s available-for-sale investments that are still held by the Company. The $4,773 is recorded on Shoshone’s statements of operations as other comprehensive income and the change is reflected in the change in accumulated other comprehensive income on Shoshone’s balance sheets from September 30, 2011 to September 30, 2012.

NOTE 8: COMMON STOCK

The Company is authorized to issue 200,000,000 shares of $0.10 par value common stock. All shares have equal voting rights, are non-assessable and have one vote per share. Voting rights are not cumulative and, therefore, the holders of more than 50% of the common stock could, if they choose to do so, elect all of the directors of the Company.

During the three-month period ended December 31, 2012, the Company issued 6,200,000 shares of its common stock in exchange for all of the outstanding stock of Bohica Mine Corp., a Colorado corporation with assets in the San Francisco Mining District in Beaver County, Utah. The properties owned by Bohica consist of a 50% interest in the past producing Imperial Mine (7 patented claims) and a 100% interest in the 55 unpatented mining claims adjacent to the Imperial Mine.

Also during the three-month period ended December 31, 2012, the Company issued 666,667 shares of its common stock to discharge a fiscal year-end obligation payable (“Stock Issuable”) in the amount of $66,667.

NOTE 9: STOCK OPTIONS AND WARRANTS

During fiscal 2011, the Company issued 7,816,667 non-detachable warrants to purchase an equal number of the Company’s common stock in connection with the sale of 7,816,667 shares in private placements. 260,000 warrants, which were exercisable at $0.20 per share, expired on March 20, 2012. The remaining 7,556,667 warrants are exercisable at $0.25 per share and expire on August 1, 2013.

There were no warrants or stock options issued in fiscal 2012 or in the quarter ended December 31, 2012.

NOTE 10: NON-MONETARY EXCHANGES

The Company issued 6,200,000 shares of its common stock in the quarter ended December 31, 2012 in order to acquire all of the outstanding stock of Bohica Mine Corp., a Colorado corporation whose assets principally consisted of a 50% interest in the past producing Imperial Mine (7 patented claims) and a 100% interest in the 55 unpatented mining claims adjacent to the Imperial Mine. This transaction is further described in Note 8.

Table of Contents

During fiscal 2012, the Company agreed to issue 666,667 shares of its common stock to acquire three patented mining claims (“the Scheller claims”) in Shoshone County, Idaho. In the month after receiving the Scheller claims, the Company traded the claims together with its Bullion Group claims in exchange for seven patented surface only claims (“the Campbell Midvale claims”) located in Shoshone County. The Company issued the aforementioned shares of its common stock in the quarter ended December 31, 2012.

NOTE 11: SETTLEMENT OF LEGAL MATTERS

On September 30, 2012, Shoshone entered into a release and settlement with a former employee (“Beggs”). Under the terms of the agreement, Shoshone agreed to pay Beggs $220,000 as follows: a cash payment of $95,000 within seven days of closing; and a promissory note in the amount of $125,000 to be paid in equal monthly installments of $11,106.10, commencing on October 12, 2012. The promissory note bears interest at the rate of 12% per annum, matures in 12 months, and is secured by certain mineral property assets.

During the quarter ending December 31, 2012, the Company disbursed the aforementioned $95,000 cash payment and also paid the first three installments on the Beggs promissory note.

At December 31, 2012, the unpaid balance on the promissory note was $94,428.

NOTE 12: COMMITMENTS & CONTINGENCIES

Environmental Issues
The Company is engaged in mineral exploration and may become subject to certain liabilities as they relate to environmental cleanup of mining sites or other environmental restoration.

Although the minerals exploration and mining industries are inherently speculative and subject to complex environmental regulations, the Company is unaware of any pending litigation or of any specific past or prospective matters which could impair the value of its mining claims.

NOTE 13: SUBSEQUENT EVENTS

On February 14, 2013, the Company executed a lease agreement with Magenta Mountain Mining Corp (“MMM”), a subsidiary of Black Mountain Resources Limited (“BMZ”), a publicly traded Australian company. Under the agreement, Shoshone granted MMM a right to lease for a 15-year period Shoshone’s Lakeview District Mill (“the Mill”) and transferred to MMM ownership of Shoshone’s mineral claims comprising the Weber Mine and Keep Cool Mine in the Lakeview District.

By executing the agreement, MMM obligated its parent company (BMZ) to issue a total of 11,000,000 shares of its common stock to Shoshone. Additionally, MMM will pay Shoshone milling charges for ore processed at the Mill. After the first ten years of the lease, MMM will make minimum toll payments to Shoshone of $250,000 per year.

Under the agreement, MMM will be responsible for all maintenance on and capital improvements to the Mill. Upon termination of the lease, any capital improvements made become the property of Shoshone. The lease may be extended beyond its primary term for two successive 15-year periods.

Management is reviewing the accounting and financial effects of this multi-year transaction. A complete and precise estimate of the transaction's financial impact to Shoshone cannot be made at this time.

Subsequent events have been evaluated through February 15, 2013, the date that the consolidated financial statements were available to be issued, and management has determined that there have not been any events that have occurred that would require adjustments to the unaudited financial statements.

Table of Contents

ITEM 2. – MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

This Report Contains Forward-looking Statements

From time to time, Shoshone and its senior managers have made and will make forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are contained in this report and may be contained in other documents that Shoshone files with the Securities and Exchange Commission. Such statements may also be made by Shoshone and its senior managers in oral or written presentations to analysts, investors, the media and others. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. Also, forward-looking statements can generally be identified by words such as "may," "could," "should," "would," "believe," "anticipate," "estimate," "seek," "expect," "intend," "plan" and similar expressi

Forward-looking statements provide our expectations or predictions of future conditions, events or results. They are not guarantees of future performance. By their nature, forward-looking statements are subject to risks and uncertainties. As such, our actual future results, performance or achievements may differ materially from the results expressed in, or implied by, our forward-looking statements.

Our forward-looking statements speak only as of the date they are made. We do not undertake to update forward-looking statements to reflect the impact of circumstances or events that arise after the date the forward-looking statements were made.

Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the Consolidated Financial Statements and Notes presented elsewhere in this report.

Plan of Operation

During its fiscal year 2012, the Company engaged a new slate of industry experienced board members and a new management team. Shoshone then revised its corporate strategies and changed direction. One of the board's initial activities was the evaluation of Shoshone's existing portfolio of mineral claims in terms of location, known mineralization, and potential for lease, sale, exchange, development and joint venture.

Following this evaluation, in July 2012, the Company sold a lease option on its Lakeview millsite to Black Mountain Resources ("BMZ"), an Australian company, for $550,000 of cash. On February 13, 2013, the Company negotiated a renewable 15-year lease with a BMZ subsidiary for the mill and adjacent claims. The execution of this lease agreement provides that Shoshone will receive 11,000,000 shares of BMZ stock with a current value approximating $2,100,000. Shoshone is also discussing the prospect of selling certain Idaho properties to other entities.

Consistent with its changed focus, the Company in a non-cash transaction in the quarter ended September 30, 2012 traded certain claims (the Bullion Group) and 666,667 shares of its common stock in order to acquire other mineral claims (the Campbell Midvale properties) adjacent to a developing Hecla mine. Shoshone is also evaluating the potential of other claims adjacent to its own properties.

Additionally, in the quarter ended December 31, 2012, Shoshone acquired the Imperial Mine claims in Beaver County, Utah which were proximate to the high-producing and historic Horn Mine. Shoshone's board of directors is analyzing the best means to explore and develop the Imperial Mine property. In connection with this analysis is the directors' consideration of the economics and prospective terms of a joint venture to further develop and mine the Imperial property claims.

The Company's directors regularly review opportunities outside of Shoshone's existing property areas in order to evaluate additional prospects with high yield possibilities in the near term. The directors' focus is on good potential gold and silver properties in the western half of the United States. The directors' contacts and interaction with other mineral exploration companies routinely provides opportunities for review.

Table of Contents

Going Concern

As shown in the accompanying financial statements, the Company typically has limited cash and limited revenues and has incurred an accumulated deficit of $5,046,217 from inception through December 31, 2012. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management intends to seek additional capital from new equity securities offerings that will provide funds needed to increase liquidity and fully implement its business plan.

Historically, the Company has generally funded its operations with proceeds from the sale of marketable securities, royalty and option agreement payments, and from the sale of the Company's common stock. Should the Company be unable to raise capital through any of these avenues, its business, financial position, results of operations and cash flow will likely be materially adversely impacted. As such, substantial doubt as to the Company's ability to continue as a going concern remains as of the date of these financial statements.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classification of liabilities that might be necessary in the event the Company cannot continue in existence. An estimated $900,000 is believed necessary to continue operations and increase development through the next twelve months.

Currently, the Company anticipates raising most of the $900,000 needed through the issuance of common stock to private investors. The timing and amount of capital requirements will depend on a number of factors, including demand for products and services, capital expenditures and revenues generated.

Comparison of the Three-Month Periods Ended December 31, 2012 and 2011:

Results of Operations

The following table sets forth certain information regarding the components of our Consolidated Statements of Operations for the three-month period ended December 31, 2012, compared with the same period in the prior year. This table is provided to assist in assessing differences in our overall performance:

	Three-Month Period Ended			
	Dec. 31, 2012	Dec. 31, 2011	$ Change	% Change
Revenues	$ -	$ -	$ -	0.0%
Cost of Revenues	-	-	-	0.0%
Gross Profit	-	-	-	0.0%
Depreciation	42,398	42,448	(50)	-0.1%
General and administrative	36,371	611,530	(575,159)	-94.0%
Mineral exploration expenses	31,527	179,031	(147,504)	-82.4%
Professional fees	26,912	29,308	(2,396)	-8.17%
Total Operating Expenses	137,208	862,317	(725,109)	-84.1%
Loss from Operations	(137,208)	(862,317)	725,109	84.1%
Other Income (Expense)				
Dividend and interest income	20,102	20,108	(6)	0.0%
Interest expense	(3,357)	(83)	(3,274)	-3,944.6%
Net (loss) gain on sale of securities	-	316	(316)	-100.0%

Total Other Income (Expense)	16,745	20,341	(3,596)	-17.7%
Net Loss	$ (120,463)	$ (841,976)	$ 721,513	85.7%

Table of Contents

Overview of Operating Results

On a year-to-year comparison of first quarter results, the decrease in net loss during the three-month period ended December 31, 2012 was attributable to decreased general and administrative expenses. In the quarter ended December 31, 2011, the Company incurred $489,760 of G&A in connection with cash and stock based severance remuneration to four board members. There was no comparable expenditure in the quarter ended December 31, 2012. Also contributing to the reduced loss, although to a lesser extent, was the Company's reduced expenditures for mineral exploration in the most recently ended quarter.

Operating Expenses

The decrease in operating expenses for the quarter ended December 31, 2012 primarily reflects an absence of board compensation while the quarter ended December 31, 2011 had substantial G&A expenses occasioned by severance payments to board members (totaling $489,760 comprised of $407,500 in cash and $82,260 in stock based compensation from the issuance of 516,000 shares of our common stock). The quarter ended December 31, 2011 contained $179,031 of exploration expense, principally relating to the Company's Rescue Mine Property. By comparison, the Company expended only $31,527 on exploration in the quarter ended December 31, 2012 as the new board evaluated the Company's property portfolio.

Other Income (Expenses)

Other income (expense) decreased during the three-month period ended December 31, 2012 due to increased interest expense on the Beggs promissory note, which was not present in the prior year quarter.

Overview of Financial Position

At December 31, 2012, Shoshone had cash resources of $20,731 in contrast to a larger cash position of $248,939 a year earlier. The attenuation of cash resources reflects normal operations usage of cash, the absence of significant cash raised from the sale of Company common stock in recent quarters, and the payments towards the Beggs settlement. While the Company had total liabilities of $39,128 at December 31, 2011, the Company's liabilities increased to $121,822 at December 31, 2012. The liability increase is directly attributable to the inclusion of the Beggs promissory note on the Company's balance sheet

Notes Receivable

On December 31, 2012, we had a note receivable, net of discount, of $1,715,350 compared with $1,695,248 at September 30, 2012. The increase related entirely to the amortization of the discount into interest income.

See "Note 6: Notes Receivable" to our consolidated financial statements for further details.

Investments

Our investment portfolio at December 31, 2012, was $17,013, a decrease of $3,697 from the September 30, 2012, balance of $20,710. The decrease was primarily due to decreasing share prices of the investments in our portfolio.

See "Note 7: Investments" to our consolidated financial statements for further details.

Stockholders' Equity

Our total stockholders' equity was $5,305,893 at December 31, 2012, an increase of $416,175 from $4,889,718 at September 30, 2012. The increase in total stockholders' equity was principally attributable to the issuance of $558,000 of stock in November when the Company acquired Bohica Mines Corp.

See "Note 8: Common Stock" and "Note 10: Non-Monetary Exchanges" to our consolidated financial statements for further details.

Table of Contents

Liquidity and Capital Resources

Operating Activities

During three-month period ended December 31, 2012, our operating activities used $210,404 and used $706,712 during the same period last year. This decrease was primarily the result of the realization of a net loss of $120,463 during the current quarter compared with a net loss of $841,976 last year.

Investing Activities

During three-month period ended December 31, 2012, we had used $7,280 for investing activities while our investing activities used $121,591 during the same period last year. This decrease was primarily due to our purchase of the Silver Strand Mine for $121,000 in the prior fiscal year.

See "Note 5: Mining and Mineral Properties" to our consolidated financial statements for further details.

Financing Activities

During the three-month period ended December 31, 2012, our financing activities used $33,149 while our financing activities provided $134,814 during the same period last year. This decrease was principally attributable to the fact that the prior year first quarter included $136,700 in net proceeds from the sale of stock while there were no financing inflows in the quarter just ended. Additionally in the quarter ended December 31, 2012, there were some financing outflows due to note payments and treasury stock purchases.

Off-Balance Sheet Arrangements

The Company is not currently a party to any off-balance sheet arrangements as they are defined in the regulations promulgated by the Securities and Exchange Commission.

ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable.

ITEM 4 – CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

In connection with the preparation of this quarterly report on Form 10-Q, an evaluation was carried out by the Company's management, with the participation of the Principal Executive Officer and the Principal Financial Officer, of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 ("Exchange Act") as of December 31, 2012. Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding required disclosures.

Based on that evaluation, the Company's management concluded, as of the end of the period covered by this report, that the Company's disclosure controls and procedures were effective in recording, processing, summarizing, and reporting information required to be disclosed within the time periods specified in the Securities and Exchange Commission's rules and forms. There are inherent limitations in the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

Table of Contents

Changes in Internal Control Over Financial Reporting

As of the end of the period covered by this report, there have been no changes in internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) during the quarter ended December 31, 2012, that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1A – RISK FACTORS.

We are a smaller reporting company as defined by the Exchange Act and are not required to provide the information required under this item.

ITEM 6 – EXHIBITS.

		Incorporated by reference			Filed
Exhibit	Document Description	Form	Date	Number	herewith
2.1.1	Articles of Incorporation.	10-SB	2/15/01	2.1(A)	
2.1.2	Certificate of Amendment of Articles of Incorporation dated January 21, 1970.	10-SB	2/15/01	2.1(B)	
2.1.3	Certificate of Amendment of Articles of Incorporation dated November 17, 1969.	10-SB	2/15/01	2.1(B)	
2.1.4	Articles of Amendment to the Articles of Incorporation dated August 12, 1983.	10-SB	2/15/01	2.1(B)	
2.1.5	Articles of Amendment to the Articles of Incorporation dated May 15, 1998.	10-SB	2/15/01	2.1(B)	
2.2	Bylaws.	10-SB	2/15/01	2.2	
3.16	Articles of Amendment to the Articles of Incorporation dated December 30, 2011	10-Q	2/21/12	3.6	
10.1	Office Lease between the Company and Shoshone Business Center, Inc. dated November 1, 2004.	10-KSB	8/03/06	10.1	
10.2	Mining Lease and Agreement between the Company and Chester Mining Company, Inc. dated March 25, 2004.	10-KSB	8/03/06	10.2	
10.3	Martin Sutti declaration of conditional transfer of certain mining concessions dated May 12, 2004.	10-KSB	8/03/06	10.3	
10.5	Bilbao Indemnity and Guarantee Agreement.	10-K	1/13/09	10.5	
10.6	Bilbao Stock Purchase Agreement.	10-K	1/13/09	10.6	
10.7	The Amending Agreement to the Stock Purchase Agreement and Indemnity and Guarantee Agreement.	10-K	1/12/10	10.7	
10.8	Iola Corporation Lease and Option Agreement.	10-K	1/12/10	10.8	
10.9	Silver King LTD Lease and Option Agreement.	10-K	1/12/10	10.9	
10.10	Camp Project Lease.	10-K	12/27/10	10.10	
10.11	Iola Corporation Lease and Option Agreement dated June 2011.	10-K	12/23/11	10.11	
10.12		10-K	12/23/11	10.12	

	Silver King LTD Lease and Option Agreement dated June 2010.			
10.13	Silver Strand Mine Purchase and Sale Agreement.	10-Q	2/21/12	10.13
10.14	Lease Agreement.	8-K	7/09/12	10.1
10.15	Release and Settlement Agreement.	8-K	10/11/12	10.1
10.16	Agreement and Plan of Merger dated October 17, 2012.	8-K	11/05/12	10.1

Table of Contents

31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
32.1	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for the Chief Executive Officer.				X
32.2	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for the Chief Financial Officer.				X
99.1	Map of Lakeview Group.	10-KSB/A	12/03/07	99.1	
99.2	Map of Shoshone Group and Bullion Group.	10-KSB/A	12/03/07	99.2	
99.3	Map of Auxer Property.	10-KSB/A	12/03/07	99.3	
99.4	Map of Lucky Joe Property.	10-KSB/A	12/03/07	99.4	
99.5	Map of Regal Mine.	10-KSB/A	12/03/07	99.5	
99.6	Map of Stillwater Extension Claims.	10-KSB/A	12/03/07	99.6	
99.7	Map of Montgomery Mine.	10-KSB/A	12/03/07	99.7	
99.8	Map of Arizona Gold Fields Claims.	10-KSB/A	12/03/07	99.8	
99.9	Map of California Creek Property.	10-KSB/A	12/03/07	99.9	
99.10	Map of Princeton Gulch Group.	10-KSB/A	12/03/07	99.10	
99.11	Map of Cerro Colorado Group.	10-KSB/A	12/03/07	99.11	
99.12	Map of Bilbao-Mexico Property.	10-KSB/A	12/03/07	99.12	
99.13	Map of North Osburn Property.	10-K	4/15/08	99.13	
99.14	Maps of Iola Group Claims Lease, Silver King LTD Lease, Rescue Gold Mine and Kimberly Gold Mine.	10-K	1/12/10	99.14	
99.15	Map of Shaft Claims.	10-K	1/12/10	99.15	
99.16	Map of Camp Project Claims.	10-K	12/27/10	99.16	
101.INS	XBRL Instance Document.				
101.SCH	XBRL Taxonomy Extension – Schema.				
101.CAL	XBRL Taxonomy Extension – Calculations.				
101.DEF	XBRL Taxonomy Extension – Definitions.				
101.LAB	XBRL Taxonomy Extension – Labels.				
101.PRE	XBRL Taxonomy Extension – Presentation.				

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized, dated this 19th day of February, 2013.

SHOSHONE SILVER/GOLD MINING COMPANY
(the "Registrant")

BY:	HOWARD CROSBY Howard Crosby President and Principal Executive Officer
BY:	JOHN RYAN John Ryan Principal Financial Officer, Principal Accounting Officer and Treasurer

Table of Contents

EXHIBIT INDEX

Exhibit	Document Description	Incorporated by reference Form	Date	Number	Filed herewith
2.1.1	Articles of Incorporation.	10-SB	2/15/01	2.1(A)	
2.1.2	Certificate of Amendment of Articles of Incorporation dated January 21, 1970.	10-SB	2/15/01	2.1(B)	
2.1.3	Certificate of Amendment of Articles of Incorporation dated November 17, 1969.	10-SB	2/15/01	2.1(B)	
2.1.4	Articles of Amendment to the Articles of Incorporation dated August 12, 1983.	10-SB	2/15/01	2.1(B)	
2.1.5	Articles of Amendment to the Articles of Incorporation dated May 15, 1998.	10-SB	2/15/01	2.1(B)	
2.2	Bylaws.	10-SB	2/15/01	2.2	
3.16	Articles of Amendment to the Articles of Incorporation dated December 30, 2011	10-Q	2/21/12	3.6	
10.1	Office Lease between the Company and Shoshone Business Center, Inc. dated November 1, 2004.	10-KSB	8/03/06	10.1	
10.2	Mining Lease and Agreement between the Company and Chester Mining Company, Inc. dated March 25, 2004.	10-KSB	8/03/06	10.2	
10.3	Martin Sutti declaration of conditional transfer of certain mining concessions dated May 12, 2004.	10-KSB	8/03/06	10.3	
10.5	Bilbao Indemnity and Guarantee Agreement.	10-K	1/13/09	10.5	
10.6	Bilbao Stock Purchase Agreement.	10-K	1/13/09	10.6	
10.7	The Amending Agreement to the Stock Purchase Agreement and Indemnity and Guarantee Agreement.	10-K	1/12/10	10.7	
10.8	Iola Corporation Lease and Option Agreement.	10-K	1/12/10	10.8	
10.9	Silver King LTD Lease and Option Agreement.	10-K	1/12/10	10.9	
10.10	Camp Project Lease.	10-K	12/27/10	10.10	
10.11	Iola Corporation Lease and Option Agreement dated June 2011.	10-K	12/23/11	10.11	
10.12	Silver King LTD Lease and Option Agreement dated June 2010.	10-K	12/23/11	10.12	
10.13	Silver Strand Mine Purchase and Sale Agreement.	10-Q	2/21/12	10.13	
10.14	Lease Agreement.	8-K	7/09/12	10.1	
10.15	Release and Settlement Agreement.	8-K	10/11/12	10.1	
10.16	Agreement and Plan of Merger dated October 17, 2012.	8-K	11/05/12	10.1	
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
32.1	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for the Chief Executive Officer.				X
32.2	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for the Chief Financial Officer.				X

99.1	Map of Lakeview Group.	10-KSB/A	12/03/07	99.1
99.2	Map of Shoshone Group and Bullion Group.	10-KSB/A	12/03/07	99.2
99.3	Map of Auxer Property.	10-KSB/A	12/03/07	99.3
99.4	Map of Lucky Joe Property.	10-KSB/A	12/03/07	99.4
99.5	Map of Regal Mine.	10-KSB/A	12/03/07	99.5
99.6	Map of Stillwater Extension Claims.	10-KSB/A	12/03/07	99.6
99.7	Map of Montgomery Mine.	10-KSB/A	12/03/07	99.7
99.8	Map of Arizona Gold Fields Claims.	10-KSB/A	12/03/07	99.8
99.9	Map of California Creek Property.	10-KSB/A	12/03/07	99.9

Table of Contents

99.10	Map of Princeton Gulch Group.	10-KSB/A	12/03/07	99.10
99.11	Map of Cerro Colorado Group.	10-KSB/A	12/03/07	99.11
99.12	Map of Bilbao-Mexico Property.	10-KSB/A	12/03/07	99.12
99.13	Map of North Osburn Property.	10-K	4/15/08	99.13
99.14	Maps of Iola Group Claims Lease, Silver King LTD Lease, Rescue Gold Mine and Kimberly Gold Mine.	10-K	1/12/10	99.14
99.15	Map of Shaft Claims.	10-K	1/12/10	99.15
99.16	Map of Camp Project Claims.	10-K	12/27/10	99.16
101.INS	XBRL Instance Document.			
101.SCH	XBRL Taxonomy Extension – Schema.			
101.CAL	XBRL Taxonomy Extension – Calculations.			
101.DEF	XBRL Taxonomy Extension – Definitions.			
101.LAB	XBRL Taxonomy Extension – Labels.			
101.PRE	XBRL Taxonomy Extension – Presentation.			