

PARAMOUNT GOLD & SILVER CORP.  
Form 10-Q  
February 06, 2013

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

\_\_\_\_\_  
FORM 10-Q  
\_\_\_\_\_

(Mark One)

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

For the Quarterly Period Ended December 31, 2012

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Paramount Gold and Silver Corp.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation)

0-51600  
(Commission File Number)

20-3690109  
(I.R.S. Employer Identification No.)

665 Anderson Street, Winnemucca, Nevada 89445  
(Address of Principal Executive Office) (Zip Code)

(775) 625-3600  
(Issuer's telephone number, including area code)

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

Indicate by a 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 the filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T

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(§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input checked="" type="checkbox"/>
Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input type="checkbox"/>

(Do not check if smaller reporting company)

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

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Indicate by check mark whether the Registrant has filed all documents and reports required to be filed by Section 12, 13, or 15 (d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes  No

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of Common Stock as of the latest practicable date: 147,588,684 shares of Common Stock, \$.001 par value as of February 1, 2013.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

PARAMOUNT GOLD AND SILVER CORP.

(An Exploration Stage Mining Company)

Condensed Consolidated Interim Financial Statements

(Unaudited)

Period ended December 31, 2012 and 2011

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PARAMOUNT GOLD AND SILVER CORP.  
 (An Exploration Stage Mining Company)  
 Condensed Consolidated Interim Balance Sheets  
 As at December 31, 2012 and June 30, 2012  
 (Expressed in United States dollars, unless otherwise stated)

	As at December 31, 2012 (Unaudited)	As at June 30, 2012 (Audited)
<b>Assets</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 9,795,796	\$ 12,500,708
Short-term investments	-	7,500,000
Amounts receivable	1,224,712	1,458,365
Prepaid and deposits	483,306	354,667
Investments- available-for-sale securities (Note 3)	4,500,000	-
Prepaid insurance, current portion (Note 11)	245,215	245,215
<b>Total Current Assets</b>	<b>16,249,029</b>	<b>22,058,955</b>
<b>Non-Current Assets</b>		
Mineral properties (Note 8)	51,875,798	50,479,859
Property and equipment (Note 9)	451,550	458,937
Prepaid insurance, non current portion (Note 11)	245,214	367,822
Reclamation bond (Note 11)	2,741,620	2,754,316
<b>Total Non-Current Assets</b>	<b>55,314,182</b>	<b>54,060,934</b>
<b>Total Assets</b>	<b>\$ 71,563,211</b>	<b>\$ 76,119,889</b>
<b>Liabilities and Stockholders' Equity</b>		
<b>Liabilities</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued liabilities	\$ 537,308	\$ 1,364,419
Warrant liability (Note 4)	9,743,611	10,746,787
<b>Total Current Liabilities</b>	<b>10,280,919</b>	<b>12,111,206</b>
<b>Non-Current Liabilities</b>		
Reclamation and environmental obligation (Note 11)	1,238,445	1,198,179
<b>Total Liabilities</b>	<b>\$ 11,519,364</b>	<b>13,309,385</b>
<b>Stockholders' Equity</b>		
Capital Stock, par value \$0.001 per share; authorized 200,000,000 shares, 147,546,184 issued and outstanding at December 31, 2012 and 147,412,603 shares issued and outstanding at June 30, 2012	147,547	147,413
Additional paid in capital	151,834,366	151,564,888
Contributed surplus	12,963,973	12,892,174
Deficit accumulated during the exploration stage	(101,909,539 )	(101,729,241 )

Accumulated other comprehensive income (loss)	(2,992,500 )	(64,730 )
Total Stockholders' Equity	60,043,847	62,810,504
Total Liabilities and Stockholders' Equity	\$ 71,563,211	\$ 76,119,889

The accompanying notes are an integral part of the condensed consolidated interim financial statements

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## PARAMOUNT GOLD AND SILVER CORP.

(An Exploration Stage Mining Company)

Condensed Consolidated Interim Statements of Operations and Comprehensive Loss

For the Three and Six Month Period Ended December 31, 2012 and 2011

(Expressed in United States dollars, unless otherwise stated)

	For the Three Month Period Ended December 31, 2012	For the Six Month Period Ended December 31, 2012	For the Three Month Period Ended December 31, 2011	For the Six Month Period Ended December 31, 2011	Cumulative Since Inception to December 31, 2012
Revenue					
Interest income	\$ 16,867	\$ 32,645	\$(3,702)	\$ 16,940	\$ 1,212,137
Gain on sale of mineral property	7,361,233	7,361,233	-	-	7,361,233
Other income	54,030	61,530	48,130	73,130	315,493
Total Revenue	\$ 7,432,130	\$ 7,455,408	\$ 44,428	\$ 90,070	\$ 8,888,863
Expenses:					
Incorporation costs	-	-	-	-	1,773
Exploration	3,304,365	6,798,835	2,825,916	6,804,255	52,008,248
Professional fees	467,753	660,862	300,562	608,928	9,333,666
Directors compensation	60,972	204,602	155,280	223,769	2,516,031
Travel & lodging	52,250	105,044	63,521	108,853	1,591,996
Corporate communications	46,564	107,178	129,407	167,444	3,924,967
Consulting fees	62,151	191,744	176,530	256,630	14,936,441
Office & administration	145,143	268,944	124,113	210,397	3,410,339
Interest & service charges	2,870	6,477	1,660	4,435	126,610
Loss on disposal of fixed assets	-	-	-	-	44,669
Insurance	87,577	178,192	79,561	155,978	1,095,298
Depreciation	16,680	33,132	17,997	39,438	479,865
Accretion	41,936	83,872	38,426	76,852	357,460
Miscellaneous	-	-	-	-	203,097
Financing & listing fees	-	-	-	-	(22,024)
Acquisition expenses	-	-	-	-	1,505,334
Income and other taxes	-	-	-	-	64,747
Write down of mineral property	-	-	-	-	1,856,049
Total Expenses	4,288,261	8,638,882	3,912,973	8,656,979	93,434,566
Net Loss (Gain) before other items	\$(3,143,869)	\$ 1,183,474	\$ 3,868,545	\$ 8,566,909	\$ 84,545,703
Other items					
Change in fair value of equity conversion right	-	-	-	-	990,236
Change in fair value of warrant liability	(2,535,296)	(1,003,176)	(1,715,732)	(7,288,119)	16,206,868



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Loss on sale of marketable securities	-	-	-	4,129	166,732
Net Loss (Gain)	\$(5,679,165	) \$180,298	\$2,152,813	\$1,282,919	\$101,909,539

Other comprehensive loss (gain)

Foreign currency translation adjustment	15,057	(12,230	) -	61,126	52,500
Unrealized loss on available-for-sale-investments	2,940,000	2,940,000	42,679	139,051	2,940,000
Total Comprehensive Loss (Gain) for the Period	\$(2,724,108	) \$3,108,068	\$2,195,492	\$1,483,096	\$104,902,039

Loss (Gain) per Common share

Basic	\$(0.04	) \$0.00	\$0.02	\$0.01	
Diluted	\$(0.04	) \$0.00	\$0.02	\$0.01	

Weighted Average Number of Common

Shares Used in Per Share Calculations

Basic	147,546,184	147,514,241	136,815,273	136,643,194	
Diluted	152,095,775	152,133,554	136,815,273	136,643,194	

The accompanying notes are an integral part of the condensed consolidated interim financial statements

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PARAMOUNT GOLD AND SILVER CORP.  
(An Exploration Stage Mining Company)  
Condensed Consolidated Interim Statements of Cash Flows  
For the Six Month Period Ended December 31, 2012 and 2011  
(Expressed in United States dollars, unless otherwise stated)

	For the Six Month Period Ended December 31, 2012	For the Six Month Period Ended December 31, 2011	Cumulative Since Inception to December 31, 2012
Net Gain (Loss)	\$ (180,298 )	\$ (1,282,919 )	\$ (101,909,539 )
Adjustment for:			
Depreciation	33,132	39,438	479,865
Loss on disposal of assets	-	-	44,669
Stock based compensation	289,411	386,755	19,866,534
Accrued interest	-	-	(58,875 )
Write-down of mineral properties	-	-	1,856,049
Accretion expense	83,872	76,852	357,460
Change in reclamation	(1,492 )	(3,795 )	56,788
Insurance expense	122,608	122,607	550,056
Other non cash transactions	(7,361,233 )	4,128	(7,156,658 )
Change in fair value of equity conversion right	-	-	990,236
Change in fair value of warrant liability	(1,003,176 )	(7,288,119 )	16,206,868
(Increase) Decrease in accounts receivable	233,653	347,844	(1,141,286 )
(Increase) Decrease in prepaid expenses	(128,639 )	(320,602 )	(483,306 )
Increase (Decrease) in accounts payable	(827,111 )	431,196	(1,346,475 )
Cash used in operating activities	\$ (8,739,273 )	\$ (7,486,615 )	\$ (71,687,614 )
Sale (purchase) of marketable securities	-	13,868	144,690
Increase of reclamation bond	(29,418 )	-	(112,096 )
Sale (purchase) of GIC receivable	7,500,000	-	58,875
Notes receivable issued	-	-	21,365
Purchase of equity conversion right	-	-	(1,337,700 )
Purchase of mineral properties	(1,460,000 )	(100,000 )	(8,669,870 )
Sale of mineral properties	(14,706 )	-	(14,706 )
Cash acquired on acquisition of X-Cal	-	-	843,101
Purchase of equipment	(25,745 )	(17,308 )	(975,959 )
Cash provided by (used in) investing activities	\$ 5,970,131	\$ (103,440 )	\$ (10,042,300 )
Demand notes payable issued	-	-	105,580
Issuance of capital Stock	52,000	196,501	91,517,579
Cash provided by financing activities	\$ 52,000	\$ 196,501	\$ 91,623,159
Effect of exchange rate changes on cash	12,230	(61,126 )	(97,448 )
Change in cash during period	(2,704,912 )	(7,454,680 )	9,795,796

Cash at beginning of period	12,500,708	14,689,241	-
Cash at end of period	\$ 9,795,796	\$ 7,234,561	\$ 9,795,796

Supplemental Cash Flow Disclosure

Cash	\$ 1,696,862	\$ 2,353,438
Cash Equivalents	\$ 8,098,934	\$ 4,881,123

The accompanying notes are an integral part of the condensed consolidated interim financial statements

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## PARAMOUNT GOLD AND SILVER CORP.

(An Exploration Stage Mining Company)

Condensed Consolidated Interim Statements of Shareholders' Equity

From Inception to the Six Month Period Ended December 31, 2012

(Expressed in United States dollars, unless otherwise stated)

	Shares	Par Value	Additional Paid in Capital	Deficit Accumulated During Exploration Stage	Contributed Surplus	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance at inception	—	\$—	\$—	\$—	\$—	\$—	\$—
Capital issued for financing	121,533,078	121,533	26,105,855	—	—	—	26,227,000
Capital issued for services	5,342,304	5,342	10,160,732	—	—	—	10,166,074
Capital issued from stock options and warrants exercised	384,627	385	249,623	—	(237,008 )	—	13,000
Capital issued for mineral properties	17,378,519	17,379	15,822,867	—	—	—	15,840,246
Capital issued on settlement of notes payable	39,691	39	105,541	—	—	—	105,580
Returned to treasury	(61,660,000 )	(61,660 )	61,660	—	—	—	—
Fair value of warrants	—	—	—	—	12,073,546	—	12,073,546
Stock based compensation	—	—	—	—	6,132,972	—	6,132,972
Foreign currency translation	—	—	—	—	—	(287,192 )	(287,192 )
Net Income (loss)	—	—	—	(43,197,264 )	—	—	(43,197,264 )
Balance at June 30, 2009	83,018,219	\$83,018	\$52,506,278	\$(43,197,264 )	\$17,969,510	\$(287,192 )	\$27,074,550
Capital issued for financing	18,400,000	18,400	21,371,043	—	—	—	21,389,443
Capital issued from stock options and warrants exercised	8,351,360	8,351	16,361,552	—	(3,841,264 )	—	12,528,639

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Capital issued for mineral properties	300,000	300	374,700	—	—	—	375,000		
Stock based compensation	—	—	—	—	309,840	—	309,840		
Transition adjustment (Note 2)	—	—	—	(12,637,875	)	(3,612,864	)	(16,250,740)	
Foreign currency translation	—	—	—	—	—	(156,483	)	(156,483)	
Net Income (loss)	—	—	—	(5,351,958	)	—	—	(5,351,958)	
Balance at June 30, 2010	110,069,579	\$ 110,069	\$ 90,613,573	\$(61,187,097	)	\$ 10,825,222	\$(443,675	)	\$ 39,918,605
Capital issued for financing	19,395	19	23,970	—	—	—	—	23,989	
Capital issued from stock options and warrants exercised	4,153,085	4,154	10,219,361	—	(1,053,645	)	—	9,169,870	
Capital issued for acquisition	22,007,453	22,007	28,807,756	—	314,790	—	—	29,144,546	
Stock based compensation	—	—	—	—	1,200,875	—	—	1,200,875	
Foreign currency translation	—	—	—	—	—	492,405	—	492,405	
Unrealized loss on available for sale securities	—	—	—	—	—	(30,945	)	(30,945)	
Net Income (loss)	—	—	—	(28,450,536	)	—	—	(28,450,536)	
Balance at June 30, 2011	136,249,512	\$ 136,249	\$ 129,664,660	\$(89,637,633	)	\$ 11,287,242	\$ 17,785	\$ 51,468,054	

The accompanying notes are an integral part of the condensed consolidated interim financial statements

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## PARAMOUNT GOLD AND SILVER CORP.

(An Exploration Stage Mining Company)

Condensed Consolidated Interim Statements of Shareholders' Equity

From Inception to the Six Month Period Ended December 31, 2012

(Expressed in United States dollars, unless otherwise stated)

	Shares	Par Value	Additional Paid in Capital	Deficit Accumulated During Exploration Stage	Contributed Surplus	Accumulated Other Comprehensive Income (Loss)	Total Stockholders Equity
Capital issued for financing	10,417,776	10,418	20,335,755	—	—	—	20,346,173
Capital issued from stock options and warrants exercised	345,315	346	600,873	—	(313,792 )	—	287,427
Capital issued for mineral properties	400,000	400	963,600	—	—	—	964,000
Stock based compensation	—	—	—	—	1,918,724	—	1,918,724
Foreign currency translation	—	—	—	—	—	(113,460 )	(113,460 )
Unrealized loss on available for sale securities	—	—	—	—	—	30,945	30,945
Net Income (loss)	—	—	—	(12,091,608 )	—	—	(12,091,608)
Balance at June 30, 2012	147,412,603	\$147,413	\$151,564,888	\$(101,729,241)	\$12,892,174	\$(64,730 )	\$62,810,504
Capital issued from stock options and warrants exercised	133,581	134	269,478	—	(217,612 )	—	52,000
Stock based compensation	—	—	—	—	266,039	—	266,039
Foreign currency translation	—	—	—	—	—	27,287	27,287
Net Income (loss)	—	—	—	(5,859,463 )	—	—	(5,859,463 )
Balance at September 30,	147,546,184	\$147,547	\$151,834,366	\$(107,588,704)	\$12,940,601	\$(37,443 )	\$57,296,367

2012							
Stock based compensation	—	—	—	—	23,372	—	23,372
Foreign currency translation	—	—	—	—	—	(15,057 )	(15,057 )
Unrealized loss on available for sale investments	—	—	—	—	—	(2,940,000)	(2,940,000 )
Net Income (loss)	—	—	—	5,679,165	—	—	5,679,165
Balance at December 31, 2012	147,546,184	\$147,547	\$151,834,366	\$(101,909,539)	\$12,963,973	\$(2,992,500)	\$60,043,847

The accompanying notes are an integral part of the condensed consolidated interim financial statements

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PARAMOUNT GOLD AND SILVER CORP.

(An Exploration Stage Mining Company)

Notes to Condensed Consolidated Interim Financial Statements

For the Six Month Period Ended December 31, 2012

(Expressed in United States dollars, unless otherwise stated)

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1. Principal Accounting Policies:

Paramount Gold and Silver Corp. (the “Company”), incorporated under the General Corporation Law of the State of Delaware, and its wholly-owned subsidiaries are engaged in the acquisition, exploration and development of precious metal properties. The Company’s wholly owned subsidiaries include Paramount Gold de Mexico S.A. de C.V., Magnetic Resources Ltd, Minera Gama SA de CV, and X-Cal Resources Ltd. The Company is an exploration stage mining company operating in in both the United States and Mexico, and has not yet determined whether its properties contain reserves that are economically recoverable.

Basis of Presentation and Preparation

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared in accordance with accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the disclosures required by U.S. generally accepted accounting principles (“U.S. GAAP”) for complete financial statements. In the opinion of management, all of the normal and recurring adjustments necessary to fairly present the interim financial information set forth herein have been included. The results of operations for interim periods are not necessarily indicative of the operating results of a full year or of future years.

These interim financial statements have been prepared in accordance with generally accepted accounting principles in the United States and, with the exception of new accounting pronouncements described in Note 2, follow the same accounting policies and methods of their application as the most recent annual financial statements. The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany accounts and transactions are eliminated in consolidation. These interim financial statements should be read in conjunction with the financial statements and related footnotes included in the Annual Report on Form 10-K of Paramount Gold and Silver Corp. for the year ended June 30, 2012.

Stock Based Compensation

The Company has adopted the provisions of FASB ASC 718, “Stock Compensation” (“ASC 718”), which establishes accounting for equity instruments exchanged for employee services. Under the provisions of ASC 718, stock-based compensation cost is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense over the employee’s requisite service period (generally the vesting period of the equity grant). New shares of the Company’s Common Stock will be issued for any options exercised or awards granted.

Mineral Properties

Mineral property acquisition costs are capitalized when incurred and will be amortized using the units –of – production method over the estimated life of the reserve following the commencement of production. If a mineral property is subsequently abandoned or impaired, any capitalized costs will be expensed in the period of abandonment or impairment.



Acquisition costs include cash consideration and the fair market value of shares issued on the acquisition of mineral properties.

#### Exploration Costs

Exploration costs, which include maintenance, development and exploration of mineral claims, are expensed as incurred. When it is determined that a mineral deposit can be economically developed as a result of establishing proven and probable reserves, the costs incurred after such determination will be capitalized and amortized over their useful lives. To date, the Company has not established the commercial feasibility of its exploration prospects; therefore, all exploration costs are being expensed.

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PARAMOUNT GOLD AND SILVER CORP.

(An Exploration Stage Mining Company)

Notes to Condensed Consolidated Interim Financial Statements

For the Six Month Period Ended December 31, 2012

(Expressed in United States dollars, unless otherwise stated)

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1. Principle Accounting Policies (Continued):

Derivatives

The Company accounts for its derivative instruments not indexed to our stock as either assets or liabilities and carries them at fair value. Derivatives that are not defined as hedges must be adjusted to fair value through earnings.

Warrants and options issued in prior periods with exercise prices denominated in Canadian dollars are no longer considered indexed to our stock, as their exercise price is not in the Company's functional currency of the US dollar, and therefore no longer qualify for the scope exception and must be accounted for as a derivative. These warrants and options are reclassified as liabilities under the caption "Warrant liability" and recorded at estimated fair value at each reporting date, computed using the Black-Scholes valuation method. Changes in the liability from period to period are recorded in the Statements of Operations under the caption "Change in fair value of warrant liability."

The Company elected to record the change in fair value of the warrant liability as a component of other income and expense on the statement of operations as we believe the amounts recorded relate to financing activities and not as a result of our operations.

Net Income per Share

Basic earnings per share is computed by dividing net loss available to common shareholders by the weighted average number of shares outstanding during each period. Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock.

Concentration of Credit Risk and Amounts Receivable

Financial instruments that potentially subject the Company to a concentration of credit risk consist principally of cash and cash equivalents and amounts receivable. We deposit our cash with financial institutions which we believe have sufficient credit quality to minimize risk of loss.

Impuesto al Valor Agregado taxes (IVA) are recoverable value-added taxes charged by the Mexican government on goods sold and services rendered at a rate of 16%. Under certain circumstances, these taxes are recoverable by filing a tax return and as determined by the Mexican taxing authority. Each period, receivables are reviewed for collectability. When a receivable is determined to not be collectable we allow for the receivable until we are either assured of collection or assured that a write-off is necessary. Allowances in association with our receivable from IVA from our Mexico subsidiaries is based on our determination that the Mexican government may not allow the complete refund of these taxes. The Company believes that all amounts recorded as a receivable from the Mexican government will be recovered.

Foreign Currency

The parent company's functional currency is the United States dollar. The functional currencies of the Company's wholly-owned subsidiaries are the U.S. Dollar and the Canadian Dollar. Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate prevailing at the consolidated balance sheet date. Foreign currency transaction gains and losses are included in the statement of operations and comprehensive loss. The aggregate foreign transaction gain for the six month period ended December 31, 2012 is \$211,082.

The financial statements of the subsidiaries are translated to United States dollars in accordance with ASC 830 using period-end rates of exchange for assets and liabilities, and average rates of exchange for the period for revenues and expenses. Translation gains (losses) are recorded in accumulated other comprehensive income (loss) as a component of stockholders' equity.

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PARAMOUNT GOLD AND SILVER CORP.

(An Exploration Stage Mining Company)

Notes to Condensed Consolidated Interim Financial Statements

For the Six Month Period Ended December 31, 2012

(Expressed in United States dollars, unless otherwise stated)

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2. Recent Accounting Pronouncements Adopted:

i) ASU 2011-04

In May 2011, the FASB issued ASU 2011-04, "Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs." The new guidance does not extend the use of fair value accounting, but provides guidance on how it should be applied where its use is already required or permitted by other standards within GAAP or International Financial Reporting Standards ("IFRSs"). The new guidance also changes the working used to describe many requirements in GAAP for measuring fair value and for disclosing information about fair value measurements and it clarifies the FASB's intent about the application of existing fair value measurements. The new guidance applies prospectively and is effective for interim and annual periods beginning after December 15, 2011. Adoption of the new provisions did not have a material impact on our financial condition or results of operations.

ii) ASU 2011-05

In June 2011, the FASB issued Accounting Standards Update No. 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income (ASU 2011-05). The objective of this amendment is to increase the prominence of other comprehensive income in the financial statements. The amendments require entities to report components of net income and the components of other comprehensive income either in a continuous statement of comprehensive income or in two separate but consecutive statements. Additionally, the amendments in ASU 2011-05 require an entity to present on the face of the financial statements reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statements where the components of net income and the components of other comprehensive income are presented. In December 2011, the FASB issued Accounting Standards Update No. 2011-12, which deferred the specific requirements related to the presentation of reclassification adjustments. This amendment is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Adoption of this ASU affected financial statement presentation only.

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## 2. Recent Accounting Pronouncements Adopted (Continued):

iii)

ASU 2011-08

In September 2011, FASB issued Accounting Standards Update No. 2011-08, Testing Goodwill for Impairment (ASU 2011-08), which amends the guidance in ASC 350-20. The amendments in ASU 2011-08 provide entities with the option of performing a qualitative assessment before performing the first step of the two-step impairment test. If entities determine, on the basis of qualitative factors, it is not more likely than not that the fair value of the reporting unit is less than the carrying amount, then performing the two-step impairment test would be unnecessary. However, if an entity concludes otherwise, then it is required to perform the first step of the two-step impairment test by calculating the fair value of the reporting unit and comparing the fair value with the carrying amount of the reporting unit. If the carrying amount of a reporting unit exceeds its fair value, then the entity is required to perform the second step of the goodwill impairment test to measure the amount of the impairment loss, if any. ASU 2011-08 also provides entities with the option to bypass the qualitative assessment for any reporting unit in any period and proceed directly to the first step of the two-step impairment test. ASU 2011-08 is effective for interim and annual periods beginning after December 15, 2011 but early adoption is permitted. Adoption of this ASU did not have a material financial statement impact.

## 3. Marketable Securities and Investments:

The investments reflected in the table below include certain equity securities of entities involved in the exploration of precious metals. The following table summarizes the Company's available-for-sale securities on hand as of December 31, 2012:

	Investments in available-securities-for-sale			
	Cost	Gross Unrealized Losses	Gross Realized Gains	Fair Value
Equity Securities	\$7,440,000	2,940,000	-	\$4,500,000

During the six month period ended December 31, 2012, the Company recorded an unrealized loss on available-for-sale securities of \$2,940,000. This loss is recorded as other comprehensive loss on the consolidated statement of operations.

## 4. Fair Value Measurements:

Fair value is the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is estimated by applying the following hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization with the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 Inputs that are both significant to the fair value measurement and unobservable.

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## 4. Fair Value Measurements (Continued):

The following table sets forth the Company's financial assets and liabilities measured at fair value by level within the fair value hierarchy. As required by ASC 820, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Assets	Total	Fair Value at December 31, 2012			June 30,
		Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$9,795,796	9,795,796	-	-	12,500,708
Short-term investments	-	-	-	-	7,500,000
Investments- available for sale	4,500,000	4,500,000	-	-	-
<b>Liabilities</b>					
Warrant liability	\$9,743,611	-	-	9,743,611	10,746,787

The Company's cash and cash equivalents, available for sale investments and short-term investments are classified within Level 1 of the fair value hierarchy because they are valued using quoted market prices. The cash and cash equivalents that are valued based on quoted market prices in active markets are primarily comprised of commercial paper, short-term certificates of deposit and U.S. Treasury securities. The available for sale investments that are valued based on quoted market prices in active markets are comprised of publicly traded common shares.

The estimated fair value of warrants and options accounted for as liabilities was determined on the date of closing and marked to market at each financial reporting period. The change in fair value of the warrants is recorded in the statement of operations as a gain (loss) and is estimated using the Black-Scholes option-pricing model with the following inputs:

	December 31, 2012	
Risk free interest rate	0.26	%
Expected life of warrants and options	Less than 3 months	
Expected stock price volatility	44	%
Expected dividend yield	0	%

The changes in fair value of the warrants during the three month period ended December 31, 2012 were as follows:

Balance at September 30, 2012	\$12,278,907
Issuance of warrants and options	-
Change in fair value recorded in earnings	(2,535,296)
Transferred to equity upon exercise	-
Balance at December 31, 2012	\$9,743,611





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## 5. Non-Cash Transactions:

During the six month period ended December 31, 2012 and 2011, the Company entered into certain non-cash activities as follows:

	2012	2011
Operating and Financing Activities		
From issuance of shares for cashless exercise of options	\$34,828	\$-
From issuance of shares for mineral properties	\$-	\$964,000

## 6. Capital Stock:

## a) Share issuances:

Authorized capital stock consists of 200,000,000 common shares with par value of \$0.001 per share. At December 31, 2012 there were 147,546,184 shares issued and outstanding and 147,412,603 shares issued and outstanding at June 30, 2012.

During the six month period ended December 31, 2012 and 2011, the Company issued the following shares:

	Common Shares	
	2012	2011
Acquisition of mineral properties	-	400,000
For exercise of warrants and options	133,581	237,500
	133,581	637,500

For the six month period ended December 31, 2012, the Company issued 133,581 shares for the exercise of 155,000 options and received cash in the amount of \$52,000. The exercise price of these options was \$0.65 of which 75,000 were exercised on a cashless basis.

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## 6. Capital Stock (Continued):

## b) Warrants:

The following share purchase warrants were outstanding at December 31, 2012:

	Exercise price in CAD	Exercise price in USD at December 31, 2012	Number of warrants	Remaining contractual life (years)
Warrants *	\$ 1.05	\$ 1.06	7,700,000	0.20
Outstanding and exercisable at December 31, 2012			7,700,000	

\* Strike price of warrant contract in Canadian dollars. At December 31, 2012 \$1.00 CAD = \$1.0191 USD.

	December 31, 2012		December 31, 2011	
Risk free interest rate	0.26	%	0.11	%
Expected life of warrants	.20 year		Less than 1 year	
Expected stock price volatility	44	%	73.6	%
Expected dividend yield	0	%	0	%

## c) Stock options:

On August 23, 2007, the board and stockholders approved the 2007/2008 Stock Incentive & Compensation Plan thereby reserving an additional 4,000,000 common shares for issuance to employees, directors and consultants.

On February 24, 2009, the stockholders approved the 2008/2009 Stock Incentive & Equity Compensation Plan thereby reserving an additional 3,000,000 common shares for future issuance. The stockholders also approved the re-pricing of the exercise price of all outstanding stock options to \$0.65 per share.

On December 2, 2011, the stockholders approved the 2011/2012 Stock Incentive & Equity Compensation Plan thereby reserving an additional 4,000,000 common shares for future issuance to employees, directors and consultants.

## Stock Based Compensation

The Company uses the Black-Scholes option valuation model to value stock options granted. The Black-Scholes model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable. The model requires management to make estimates which are subjective and may not be representative of actual results. Changes in assumptions can materially affect estimates of fair values. For purposes of the calculation, the following assumptions were used for the three month period ended December 31, 2012 and 2011:

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	December 31, 2012*	December 31, 2011	
WA Risk free interest rate	N/A	0.323	%
WA Expected dividend yield	N/A	0	%
WA Expected stock price volatility	N/A	82	%
WA Expected life of options	N/A	1 to 4 years	

\*The Company did not issue any stock options for the three month period ended December 31, 2012.

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## 6. Capital Stock (Continued):

Changes in the Company's stock options for the six-month period ended December 31, 2012 are summarized below:

Options	Number	Weighted Avg. Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at June 30, 2012	3,129,120	\$ 2.16	2.41	\$ 1,166,543
Issued	20,000	2.48		
Cancelled / Expired	(112,500 )	2.94		
Exercised	(155,000 )	0.65		\$ 217,612
Outstanding at December 31, 2012	2,881,620	\$ 2.21	2.08	\$ 779,683
Exercisable at December 31, 2012	2,691,621	\$ 2.21	1.84	\$ 779,683

At December 31, 2012, there were 2,881,620 options outstanding. Options outstanding above that have not been vested at period end are 189,999 which have a maximum service term of 1- 4 years. The vesting of these options is dependent on market conditions which have yet to be met. As of December 31, 2012, there was \$208,832 (2011 - \$1,042,627) of unrecognized compensation cost related to non-vested stock options to be recognized over a weighted average period of 1.93 years.

A summary of the non-vested options as of June 30, 2012 and changes during the six month period ended December 31, 2012 is as follows:

Non-vested Options	Number	Weighted Avg. Grant-Date Fair Value
Non-vested at June 30, 2012	704,999	\$ 1.84
Issued	20,000	0.93
Vested	(535,000)	2.65
Forfeited	-	-
Non-vested at September 30, 2012	189,999	\$ 1.84

For the three and six month period ended December 31, 2012, the Company recognized a stock based compensation expense in the amount of \$ 23,372 and \$289,412 (2011 - \$341,064 and \$386,755) .

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## 7. Related Party Transactions:

During the three month period ended December 31, 2012, directors received cash payments in the amount of \$45,000 (2011 -\$50,000) for their services as directors or members of committees of the Company's Board. During the three month period ended December 31, 2012, the Company also recorded a non-cash transaction to recognize stock based compensation for directors in the amount of \$15,972 (2011 -\$105,280)

During the three month period ended December 31, 2012 the Company made payments of \$25,297 (2011 - \$22,335) pursuant to a premises lease agreement to a corporation in which an officer is a shareholder.

All transactions with related parties are made in the normal course of operations and measured at exchange value.

## 8. Mineral Properties:

The Company has capitalized acquisition costs on mineral properties as follows:

	December 31, 2012	June 30, 2012
Iris Royalty	50,000	50,000
San Miguel Project	23,452,263	21,992,263
Sleeper	25,891,490	25,891,490
Mill Creek	2,096,616	2,096,616
Spring Valley	385,429	385,429
Reese River	-	64,061
	\$ 51,875,798	\$ 50,479,859

For the three month period ended September 30, 2012, the Company exercised two options to acquire 11 mining concessions located in Mexico and related to its San Miguel project. In consideration for the mining concessions, the Company has made cash payments totaling \$1,693,000. Included in the payment is a value added tax amount of \$233,000 from the Mexican Government.

For the three month period ended December 31, 2012, the Company sold its Reese River mineral claims with a recorded book value of \$64,061 to Valor Gold Corp. for \$21,000 in cash and 6 million restricted shares of Valor Gold Corp. with a market value of \$7,440,000. A gain on disposal of mineral property, net of transaction costs, of \$7,361,233 has been recorded on the statement of operations.

## 9. Property and Equipment:

	Cost	Accumulated Amortization	Net Book Value	
			December 31, 2012	June 30, 2012
Property and Equipment	\$ 882,029	\$ 430,479	\$ 451,550	\$ 458,937

During the six month period ended December 31, 2012, net additions to property, and equipment were \$25,745 (2011-\$17,307). During the six month period ended December 31, 2012 the Company recorded depreciation of \$33,132 (2011-\$39,438).

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## 10. Segmented Information:

Segmented information has been compiled based on the geographic regions in which the Company has acquired mineral properties and performs exploration activities.

Loss (Gain) for the period by geographical segment for the six month period ended December 31, 2012:

	United States	Mexico	Total
Interest income	\$26,445	\$6,200	\$32,645
Gain on sale of mineral property	7,361,233	-	7,361,233
Other income	57,500	4,030	61,530
Total income	\$7,445,178	\$10,230	\$7,455,408
Expenses:			
Exploration	3,573,912	3,224,923	6,798,835
Professional fees	660,862	-	660,862
Directors compensation	204,602	-	204,602
Travel and lodging	105,044	-	105,044
Corporate communications	107,178	-	107,178
Consulting fees	191,744	-	191,744
Office and administration	202,726	66,218	268,944
Interest and service charges	4,844	1,633	6,477
Insurance	178,192	-	178,192
Amortization	17,674	15,458	33,132
Accretion	83,872	-	83,872
Total Expenses	5,330,650	3,308,232	8,638,882
Net loss (gain) before other items	\$(2,114,528)	\$3,298,002	\$1,183,474
Other items			
Change in fair value of warrant liability	(1,003,176)	-	(1,003,176)
Net Loss (Gain)	\$(3,117,704)	\$3,298,002	\$180,298
Other comprehensive loss (gain)			
Foreign currency translation adjustment	(12,230 )	-	(12,230 )
Unrealized loss on available for sale investments	2,940,000	-	2,940,000
Total Comprehensive Loss (Gain) for the Period	\$(189,934 )	\$3,298,002	\$3,108,068

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## 10. Segmented Information (Continued):

Loss for the period by geographical segment for six month period ended December 31, 2011:

	United States	Mexico	Total
Interest income	\$ 13,017	\$ 3,923	\$ 16,940
Other income	73,130	-	73,130
Total income	\$ 86,147	\$ 3,923	\$ 90,070
Expenses:			
Exploration	2,774,323	4,029,932	6,804,255
Professional fees	608,928	-	608,928
Directors compensation	223,769	-	223,769
Travel and lodging	108,853	-	108,853
Corporate communications	167,444	-	167,444
Consulting fees	256,630	-	256,630
Office and administration	200,515	9,882	210,397
Interest and service charges	2,745	1,690	4,435
Insurance	155,978	-	155,978
Amortization	20,049	19,389	39,438
Accretion	76,852	-	76,852
Total Expenses	4,596,086	4,060,893	8,656,979
Net loss before other items	\$ 4,509,939	\$ 4,056,970	\$ 8,566,909
Other items			
Change in fair value of warrant liability	(7,288,119)	-	(7,288,119)
Loss on sale of Marketable Securities	4,129	-	4,129
Net Loss (Gain)	\$(2,774,051)	\$ 4,056,970	\$ 1,282,919
Other comprehensive loss			
Foreign Currency Translation Adjustment	61,126	-	61,126
Unrealized loss on available for sale securities	139,051	-	139,051
Total Comprehensive Loss (Gain) for the Period	\$(2,573,874)	\$ 4,056,970	\$ 1,483,096



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## 10. Segmented Information (Continued):

Assets by geographical segment:

	United States	Mexico	Total
December 31, 2012			
Mineral properties	\$ 28,273,535	\$ 23,602,263	\$ 51,875,798
Property and equipment	82,012	369,538	451,550
June 30, 2012			
Mineral properties	28,337,596	\$ 22,142,263	50,479,859
Property and equipment	\$ 99,686	359,251	\$ 458,937

## 11. Reclamation and Environmental:

The Company holds an insurance policy related to its Sleeper Gold Project that covers reclamation costs in the event the Company defaults on payments of its reclamation costs up to an aggregate of \$25 million. The insurance premium is being amortized over ten years and the current and non-current prepaid insurance balance at December 31, 2012 is \$490,430.

As a part of the policy, the Company has funds in a commutation account which is used to reimburse reclamation costs and indemnity claims. For the six month period ended December 31, 2012, The Bureau of Land Management of Nevada issued an exploration permit to the Company and as a result, the Company was required to post a bond to cover any future reclamation costs for the exploration activities performed by the Company associated with the permit in the amount of \$30,168. The bond amount was added to commutation account and at December 31, 2012 the balance of the account was \$2,741,620.

Reclamation and environmental costs are based principally on legal requirements. Management estimates costs associated with reclamation of mineral properties. On an ongoing basis the Company evaluates its estimates and assumptions; however, actual amounts could differ from those based on estimates and assumptions. A liability has been established equal to the present value of the obligation, and the carrying amount of the mineral properties has been increased by the same amount.

Changes to the Company's asset retirement obligations for the six month period ended December 31, 2012 are as follows:

Balance at beginning of period	\$1,198,179
Accretion expense	83,872
Payments	(43,606 )
Balance at end of period	\$1,238,445



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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following information should be read in conjunction with (i) our accompanying interim consolidated financial statements and related notes (included elsewhere in this report) and (ii) our consolidated financial statements, related notes and management's discussion and analysis of financial condition and results of operations included in our June 30, 2012 annual report filed on Form 10-K with the Securities and Exchange Commission on September 11, 2012.

We are an exploratory stage mining company that currently has mining concessions in Mexico and mining claims in Nevada, USA. We have no proven reserves at our San Miguel project in Mexico or at our Sleeper Gold project in Nevada but are currently exploring both projects. The following discussion updates our planned operations for this fiscal year. It also analyzes our financial condition and summarizes the results of operations for the three and six month period ended December 31, 2012 and compares those results to the three and six month period ended December 31, 2011.

Plan of Operation:

Exploration

Our total company exploration budget for the current fiscal year has been set to \$14.0 million. We plan to allocate \$6.2 million to our Sleeper Gold Project in Nevada and \$7.8 million to our San Miguel Project in Mexico.

Our work at both the San Miguel Project and Sleeper Gold Project is consistent with Paramount's strategy of expanding and upgrading known, large-scale precious metal occurrences in established mining camps, defining their economic potential and then partnering them with nearby producers.

Nevada

Our plan for the next twelve months in Nevada is to primarily focus on our Sleeper Gold Project. Our budget for this period is approximately \$6.2 million. We will assess the results and recommendations of the Preliminary Economic Assessment prepared by SEWC and determine the next steps for the Sleeper Gold Project. We will continue drilling to follow up on open zones with gold anomalies or hidden geophysical targets. Additionally, a drill program is planned to test several targets within the recently staked Mimi claim block south of the original Sleeper Gold Mine claim block.

During the three month period ended December 31, 2012, the Company sold its Reese River property located in Lander County Nevada to Valor Gold Corp. for \$21,000 cash and 6,000,000 shares in Valor Gold Corp.'s common equity.

Mexico

At our San Miguel Project we continue to conduct exploration drilling by testing new areas or expanding resources on known zones such La Bavisa, Don Ese Sur and el Ojito, which are part of the Temoris group of concessions. Additionally, we plan to conduct geological reconnaissance to identify new targets areas and drill them on geological merit. The Company expects to complete a Preliminary Economic Assessment on San Miguel project by calendar year end 2012. This will be based on our updated material estimate prepared by Mine Development Associates, and metallurgical testing by McClelland Laboratories, both of Reno, Nevada USA. Our budget for the program is approximately \$7.8 million.



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During the six-month period ended December 31, 2012, the Company exercised two options to acquire 11 mining concessions located in Mexico and related to its San Miguel project. In consideration for the mining concessions, the Company made cash payments totaling \$1,460,000.

### Liquidity and Capital Resources

At December 31, 2012, we had cash and cash equivalents and short-term investments balances of \$9,795,796 compared to \$20,000,708 as at June 30, 2012. The decrease of \$10,204,912 was the result of the funding of our exploration programs and corporate overhead and to make option payments on mineral concessions.

At December 31, 2012, we had a net working capital, excluding the non-cash warrant liability, of \$15,711,721. We anticipate our cash expenditures to fund exploration programs and general corporate expenses to be approximately \$1.25 million per month for the three month period ending March 31, 2012. Anticipated cash outlays will be funded by our available cash reserves and future issuances of shares of our common stock by way of warrant exercises.

During the six month period ended December 31, 2012, the company received \$52,000 pursuant to the exercise of stock options.

At December 31, 2012, the Company had 7,700,000 “in-the-money” purchase warrants outstanding. All the warrants are held by the Company’s largest shareholder FCMI Financial Corporation. If all the issued outstanding warrants are exercised, the Company’s cash balances will increase by approximately \$8.1 million. These warrants expire in March 2013.

At December 31, 2012, the amounts receivable amount of \$1,224,712 primarily consisted of value added tax due from the Mexican government

Historically, we have funded our exploration and development activities through equity financing arrangements. We continue to assess our needs for additional capital to ensure sufficient financial resources are available to fund our exploration and working capital needs. We believe that our access to additional capital, together with our existing cash resources will be sufficient to meet our needs for the next twelve months. If, however, we are unable to obtain additional capital or financing, our exploration and development activities will be significantly affected.

Comparison of Operating Results for the six month period ended December 31, 2012 as to the six month period ended December 31, 2011

### Net Loss

Our net loss before other items for the six month period ended December 31, 2012 was \$1,183,474 compared to a loss of \$8,566,909 in the comparable period in the prior year. The decrease in net loss of \$7,383,435 or 86% was due to the gain on sale of the Reese River property recorded in the period. We will continue to incur losses for the foreseeable future as we continue with our planned explorations programs at both projects.

### Expenses

Our level of exploration expenditures for the six month period ended December 31, 2012 has remained consistent from the prior year period as we continue to advance both the Sleeper Gold and the San Miguel Projects.



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The following table summarizes our drilling activities at both projects for the six month period ended December 31, 2012 and 2011:

	Six month period ended December 31, 2012		Six month period ended December 31, 2011	
	Holes	Cumulative Length in Feet	Holes	Cumulative Length in Feet
San Miguel Project, Mexico	21	28,713	65	60,388
Sleeper Gold Project, USA	27	29,273	72	18,032
Total	48	57,986	137	78,420

Our general corporate expenses which include professional fees, corporate communications, consulting fees and office and administration totaled \$1,228,728 for the six month period ended December 31, 2012. This is a 1% decrease over the comparable six month period in the 2011. Decreases in expenses in corporate communications and consulting fees were offset by increase in professional fees and office and administration fees.

During the six month period ended December 31, 2012, the Company's warrant liability decreased by \$1,003,176. The decrease was recorded as a gain on the Consolidated Statement of Operations. The decrease in warrant liability is primarily due to a decrease in the Company's share price from \$2.40 at June 30, 2012 to \$2.32 at December 31, 2012.

Comparison of Operating Results for the three month period ended December 31, 2012 to the three month period ended December 31, 2011.

## Net Loss

Our net gain before other items for the three month period ended December 31, 2012 was \$3,143,869 compared to a loss of \$3,868,545 in the comparable period in the prior year. The decrease in net loss of \$7,012,414 or 181% was due to the gain on sale of the Reese River property recorded in the period. We expect to incur losses for the foreseeable future as we continue with our planned explorations programs at both projects.

## Expenses

Our exploration expenses for the three month period ended December 31, 2012 compared to the comparable prior period increased by 17% or by \$478,449. The increase was mainly driven by the increase in total cumulative length of feet drilled by the Company at its Sleeper Gold Project from the prior year comparable period.

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The following table summarizes our drilling activities at both projects for the three month period ended December 31, 2012 and 2011:

	Three month period ended December 31, 2012		Three month period ended December 31, 2011	
	Holes	Cumulative Length in Feet	Holes	Cumulative Length in Feet
San Miguel Project, Mexico	4	9,299	43	35,490
Sleeper Gold Project, USA	13	12,916	60	7,230
<b>Total</b>	<b>17</b>	<b>22,215</b>	<b>102</b>	<b>42,720</b>

Our general corporate expenses which include professional fees, corporate communications, consulting fees and office and administration totaled \$721,611 for the three month period ended December 31, 2012. This is a 1% decrease over the comparable three month period in the 2012. Decreases in expenses in corporate communications and consulting fees were offset by increases in professional fees and office and administration fees.

During the three month period ended December 31, 2012, the Company's warrant liability decreased by \$2,535,296. The decrease was recorded as a gain on the Consolidated Statement of Operations. The decrease in warrant liability is primarily due to a decrease in the Company's share price from \$2.40 at June 30, 2012 to \$2.32 at December 31, 2012.

## Critical Accounting Policies

Management considers the following policies to be most critical in understanding the judgments that are involved in preparing the Company's consolidated financial statements and the uncertainties that could impact the results of operations, financial condition and cash flows. Our financial statements are affected by the accounting policies used and the estimates and assumptions made by management during their preparation. Management believes the Company's critical accounting policies are those related to mineral property acquisition costs, exploration and development cost, stock based compensation, derivative accounting and foreign currency translation.

## Estimates

The Company prepares its consolidated financial statements and notes in conformity to U.S. GAAP and requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and the reported amounts of revenue and expenses during the reporting period. On an ongoing basis, management evaluates these estimates, including those related to allowances for doubtful accounts receivable and long-lived assets. Management bases these estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis of making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

## Mineral property acquisition costs

The Company capitalizes the cost of acquiring mineral properties and will amortize these costs over the useful life of a property following the commencement of production or expense if it is determined that the mineral property has no future economic value or the properties are sold or abandoned. Costs include cash consideration and the fair market value of shares issued on the acquisition of mineral properties. Properties acquired under option agreements, whereby payments are made at the sole discretion of the Company, are recorded in the accounts of the specific mineral property



at the time the payments are made.

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The amounts recorded as mineral properties reflect actual costs incurred to acquire the properties and do not indicate any present or future value of economically recoverable reserves.

### Exploration expenses

The company expenses exploration costs as incurred. When it is determined that precious metal resource deposit can be economically and legally extracted or produced based on established proven and probable reserves, further exploration expenses related to such reserves incurred after such a determination will be capitalized. To date, the Company has not established any proven or probable reserves and will continue to expense exploration expenses as incurred.

### Derivatives

The Company has adopted the amended provisions of ASC 815 on determining what types of instruments or embedded features in an instrument held by a reporting entity can be considered indexed to its own stock. The Company has issued stock purchase warrants with exercise prices denominated in a currency other than its functional currency of U.S. dollars. As a result, these warrants are no longer considered indexed to our stock and must be accounted for as a derivative.

Warrants that are issued with exercise prices other than the Company's functional currency of the U.S. dollar are accounted for as liabilities. The fair value of the outstanding warrants liabilities is determined at each reporting date with any change to the liability from a previous period recorded in the Statement of Operations. We record changes in fair value of the warrant liabilities as a component of other income and expense as we believe the amounts recorded relate to financing activities and not as a result of our operations. If a stock purchase warrant is exercised, the Company is only obligated to issue shares in its common stock.

If the Company were to issue stock purchase warrants with exercise prices in its functional currency, the warrants would be considered indexed to our stock and the fair value at date of issue recorded as equity. There would be no requirement under U.S. GAAP to report changes in its fair value from period to period.

### Foreign Currency Translation

The functional currency of the Company is the U.S. dollar. Transactions involving foreign currencies for items included in operations are translated into U.S. dollars using the exchange rate prevailing at the date of transaction and monetary assets and liabilities are translated at the exchange rate prevailing at the consolidated balance sheet date and all other consolidated balance sheet items are translated at historical rates applicable to the transactions that comprise the amounts. Translation gains and losses are included in the determination of other comprehensive loss and gains in the Statement of Operations.

### Reclassification

Certain comparative figures have been reclassified to conform to the current quarter presentation.

### Off-Balance Sheet Arrangements

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



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Item 3. Quantitative and Qualitative Disclosures about Market Risk

The Company's market risk profile has not changed significantly from its year ended June 30, 2012.

Foreign Currency Exchange Rate Risk

The Company holds cash balances in both U.S. and Canadian dollars. We transact most of our business in US and Canadian dollars. Some of our expenses, including labor and operating supplies are denominated in Mexican Pesos. As a result, currency exchange fluctuations may impact our operating costs. We do not manage our foreign currency exchange rate risk through the use of financial or derivative instruments, forward contracts or hedging activities.

In general, the strengthening of the U.S. dollar or Canadian dollar will positively impact our expenses transacted in Mexican Pesos. Conversely, any weakening of the U.S dollar or Canadian dollar will increase our expenses transacted in Mexican Pesos. We do not believe that any weakening of the U.S. or Canadian dollar as compared to the Mexican Peso will have an adverse material effect on our operations.

Interest Rate Risk

The Company's investment policy for its cash and cash equivalents is focused on the preservation of capital and supporting the liquidity requirements of the Company. The Company's interest earned on its cash balances is impacted on the fluctuations of U.S. and Canadian interest rates. We do not use interest rate derivative instruments to manage exposure to interest rate changes. We do not believe that interest rate fluctuations will have any effect on our operations.

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) and determined that our disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report on Form 10-Q. The evaluation considered the procedures designed to ensure that the information required to be disclosed by us in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and communicated to our management as appropriate to allow timely decisions regarding required disclosure.

(b) Changes in Internal Control over Financial Reporting

During the period covered by this Quarterly Report on Form 10-Q, there was no change in our internal control over financial reporting (as such term is defined in Rules 13a-15(d) and 13d-15(d) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

(c) Inherent Limitations of Disclosure Controls and Internal Controls over Financial Reporting

Because of its inherent limitations, internal controls over financial reporting may not prevent or detect misstatements. Projections of any evaluation or effectiveness to future periods are subject to risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



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## PART II. OTHER INFORMATION

## Item 1. Legal Proceedings

None

## Item 1A. Risk Factors

There have been no material changes in our risk factors from those disclosed in our Annual Report on Form 10-K for the period ended June 30, 2012.

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

## Item 6. Exhibits

Exhibit Number	Description
3.1	Certificate of Incorporation, effective March 31, 2005, incorporated by reference to Exhibit 3.1 to Form 10-SB filed November 2, 2005
3.2	Certificate of Amendment to Certificate of Incorporation, effective August 23, 2007, incorporated by reference to Exhibit 3 to Form 8-K filed August 28, 2007
3.2(b)	Certificate of Amendment to Certificate of Incorporation, effective March 3, 2009, incorporated by reference to Exhibit 3.1 to Form 8-K filed February 26, 2009
3.3	Restated Bylaws, effective April 18, 2005
4.1	Registration Rights Agreement, dated March 30, 2007, incorporated by reference to Exhibit 10.2 to Form 8-K filed April 6, 2007
4.2	Form of Investor Warrant, incorporated by reference to Exhibit 10.3 to Form 8-K filed April 6, 2007
<u>31.1*</u>	Certificate of the Chief Executive Officer pursuant Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
<u>31.2*</u>	Certificate of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
<u>32.1*</u>	Certificate of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith)
<u>32.2*</u>	Certificate of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith)
101.INS	XBRL Instance Document

101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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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.

PARAMOUNT GOLD AND SILVER CORP.

Date: February 6, 2013

By: /s/ Christopher Crupi  
Christopher Crupi  
Chief Executive Officer

Date: February 6, 2013

/s/ CARLO BUFFONE  
Carlo Buffone  
Chief Financial Officer