

Contango ORE, Inc.  
Form 10-Q  
February 14, 2013

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

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT 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  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 000-54136  
CONTANGO ORE, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

27-3431051  
(IRS Employer  
Identification No.)

3700 BUFFALO SPEEDWAY, SUITE 960  
HOUSTON, TEXAS 77098  
(Address of principal executive offices)  
(713) 960-1901  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 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. (Check one):

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☒

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

The total number of shares of common stock, par value \$0.01 per share, outstanding as of February 8, 2013 was 2,519,395.

CONTANGO ORE, INC.

(An Exploration Stage Company)

QUARTERLY REPORT ON FORM 10-Q

FOR THE THREE AND SIX MONTHS ENDED DECEMBER 31, 2012

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All references in this Form 10-Q to the "Company", "CORE", "we", "us" or "our" are to Contango ORE, Inc.

CONTANGO ORE, INC.  
 (An Exploration Stage Company)  
 BALANCE SHEETS  
 (Unaudited)  
 Item 1 - Financial Statements

	December 31, 2012	June 30, 2012
ASSETS		
CURRENT ASSETS:		
Cash	\$ 1,534,849	\$ 7,765,265
Prepaid expenses and other	90,228	138,029
Total current assets	1,625,077	7,903,294
PROPERTY, PLANT AND EQUIPMENT:		
Mineral properties	1,208,886	1,008,886
Accumulated depreciation, depletion and amortization	—	—
Total property, plant and equipment, net	1,208,886	1,008,886
OTHER ASSETS:		
Other	225,000	225,000
Total other assets	225,000	225,000
TOTAL ASSETS	\$3,058,963	\$9,137,180
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	\$ 130,806	\$ 1,728,664
Accrued liabilities	25,000	73,000
Total current liabilities	155,806	1,801,664
COMMITMENTS AND CONTINGENCIES (NOTE 12)		
SHAREHOLDERS' EQUITY:		
Common Stock, \$0.01 par value, 30,000,000 shares authorized; 2,519,395 shares issued and outstanding at December 31, 2012; 2,480,269 shares issued and outstanding at June 30, 2012	25,194	24,803
Additional paid-in capital	16,492,662	15,527,205
Accumulated deficit during exploration stage	(13,614,699	) (8,216,492
SHAREHOLDERS' EQUITY	2,903,157	7,335,516
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$3,058,963	\$9,137,180

The accompanying notes are an integral part of these financial statements.

CONTANGO ORE, INC.  
 (An Exploration Stage Company)  
 STATEMENTS OF OPERATIONS  
 (Unaudited)

	Three Months Ended December 31, 2012		Six Months Ended December 31, 2012		Period from Inception (October 15, 2009) to December 31, 2012
	2012	2011	2012	2011	
EXPENSES:					
Claim rentals and minimum royalties	\$31,683	\$87,302	\$99,288	\$171,440	\$772,215
Exploration expenses	459,238	284,077	4,199,249	1,699,137	10,849,983
Other operating expenses	—	10,703	—	10,703	146,550
Stock-based compensation expense	504,462	38,454	730,624	115,976	987,189
General and administrative expenses	166,068	71,944	369,046	145,394	858,762
Total expenses	1,161,451	492,480	5,398,207	2,142,650	13,614,699
NET LOSS	\$1,161,451	\$492,480	\$5,398,207	\$2,142,650	\$13,614,699
LOSS PER SHARE					
Basic and diluted	\$0.46	\$0.31	\$2.17	\$1.36	\$7.62
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING					
Basic and diluted	2,502,102	1,577,423	2,490,990	1,571,788	1,785,669

The accompanying notes are an integral part of these financial statements.

CONTANGO ORE, INC.  
(An Exploration Stage Company)  
STATEMENTS OF CASH FLOWS  
(Unaudited)

	Six Months Ended December 31,		Period from Inception (October 15, 2009) to December 31, 2012
	2012	2011	
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net loss	\$(5,398,207 )	\$(2,142,650 )	\$(13,614,699 )
Adjustments to reconcile net loss to net cash used in operating activities:			
Stock-based compensation	965,848	150,258	1,301,966
Changes in operating assets and liabilities:			
Decrease (increase) in prepaid expenses	47,801	(27,521 )	(83,028 )
Increase (decrease) in accounts payable and other accrued liabilities	(1,645,858 )	(496,542 )	148,606
Net cash used for operating activities	\$(6,030,416 )	\$(2,516,455 )	\$(12,247,155 )
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Acquisition of other assets	—	(150,000 )	(225,000 )
Acquisition of properties	(200,000 )	—	(1,208,886 )
Net cash used in investing activities	\$(200,000 )	\$(150,000 )	\$(1,433,886 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Shareholder's contributions	—	—	6,784,272
Common stock issuance, net	—	—	8,431,618
Short-term borrowings	—	400,000	500,000
Repayment of short-term borrowings	—	—	(500,000 )
Net cash provided by financing activities	\$—	\$400,000	\$15,215,890
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(6,230,416 )</b>	<b>(2,266,455 )</b>	<b>1,534,849</b>
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD</b>	<b>7,765,265</b>	<b>2,395,100</b>	<b>—</b>
<b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>	<b>\$1,534,849</b>	<b>\$128,645</b>	<b>\$1,534,849</b>

The accompanying notes are an integral part of these financial statements.

## CONTANGO ORE, INC.

(An Exploration Stage Company)

## STATEMENT OF SHAREHOLDERS' EQUITY

(Unaudited)

	Common Stock		Additional paid-in	Accumulated Deficit Exploration Stage	Total Shareholders' Equity
	Shares	Amount	Capital		
Balance at June 30, 2012	2,480,269	\$24,803	\$15,527,205	\$(8,216,492 )	\$7,335,516
Stock-based compensation	—	—	301,308	—	301,308
Net loss for the period	—	—	—	(4,236,756 )	(4,236,756 )
Balance at September 30, 2012	2,480,269	\$24,803	\$15,828,513	\$(12,453,248)	\$3,400,068
Stock-based compensation	—	\$—	\$664,540	\$—	\$664,540
Shares of restricted stock vested	39,126	391	(391 )	—	—
Net loss for the period	—	—	\$—	(1,161,451 )	(1,161,451 )
Balance at December 31, 2012	2,519,395	\$25,194	\$16,492,662	\$(13,614,699)	\$2,903,157

The accompanying notes are an integral part of this financial statement.

CONTANGO ORE, INC.

(An Exploration Stage Company)

NOTES TO FINANCIAL STATEMENTS - (Unaudited)

1. Organization and Business

Contango ORE, Inc. ("CORE" or the "Company") is a Houston-based, exploration stage company. The Company was formed on September 1, 2010 as a Delaware corporation for the purpose of engaging in the exploration for (i) gold ore and associated minerals and (ii) rare earth elements in the state of Alaska.

On November 29, 2010, Contango Mining Company (Contango Mining"), a wholly owned subsidiary of Contango Oil & Gas Company ("Contango"), assigned the Properties (defined below) and certain other assets and liabilities to Contango. Contango contributed the Properties and \$3.5 million of cash to the Company, in exchange for approximately 1.6 million shares of the Company's common stock. The above transactions occurred between companies under common control. Contango subsequently distributed the Company's common stock to Contango's stockholders. The Company had no operating history prior to the contribution of assets and liabilities by Contango. The financial statements of the Company include the financial position, results of operations, and cash flows of Contango Mining since Contango Mining's inception on October 15, 2009 (the "Inception date" or the "Inception"). The equity structure (i.e. the number and type of equity interests issued) for periods prior to November 29, 2010, however, was retroactively adjusted to reflect the capital structure of the Company after November 29, 2010.

The Company is an exploration stage company as defined by Accounting Standards Codification ("ASC") 915, "Development Stage Entities." An investment in the Company involves a high degree of risk. The Company's fiscal year end is June 30.

The Properties originally contributed by Contango include: i) a 100% leasehold interest in approximately 675,000 acres (the "Tetlin Lease") from the Tetlin Village Council, the council formed by the governing body for the Native Village of Tetlin, an Alaska Native Tribe (the "Tetlin Village Council"); ii) approximately 18,560 acres in unpatented mining claims from the state of Alaska for the exploration of gold ore and associated minerals (together with the Tetlin Lease, the "Gold Properties") and iii) approximately 3,440 acres in unpatented Federal mining claims for the exploration of rare earth elements (the "REE Properties", and together with the Gold Properties, the "Properties"). If any of the Properties are placed into commercial production, the Company would be obligated to pay a 3.0% production royalty to Juneau Exploration LLC ("JEX").

Effective December 1, 2012, the Company abandoned 97,280 acres in unpatented mining claims from the state of Alaska for the exploration of rare earth elements. These abandoned acres were originally contributed by Contango. In September 2012, the Company and JEX entered into an Advisory Agreement in which JEX will continue to provide assistance in acquiring additional properties in Alaska in exchange for a 2.0% production royalty on properties acquired after July 1, 2012. In August 2012, the Company staked an additional 31,869 acres consisting of 223 unpatented state of Alaska mining claims in Eastern Alaska for the exploration of gold ore and associated minerals. If any of these newly acquired properties are placed into commercial production, the Company would be obligated to pay JEX a 2.0% production royalty under the Advisory Agreement.

We have now completed our fourth year of exploration efforts on the Properties, which has resulted in identifying one mineral prospect (Chief Danny) and five other gold and copper leads (Taixtsalda, MM, Copper Hill, Chisana and W), as well as an exploration lead on our Triple Z prospect which is located 10 miles north of, and outside the boundaries of, our Tetlin Lease.

2. Basis of Presentation

The accompanying unaudited financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information, pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"), including instructions to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by GAAP for complete annual financial statements. In the opinion of management, all adjustments considered necessary for a fair statement of the financial statements have been included. All such adjustments are of a normal recurring nature. The financial statements should be read in conjunction with the audited financial statements and notes included in the Company's Form 10-K for the fiscal year ended June 30, 2012. The results of operations for the three and six months ended



December 31, 2012 are not necessarily indicative of the results that may be expected for the fiscal year ending June 30, 2013.

Financial statements for the periods from October 15, 2009 to November 29, 2010 represent financial statements of Contango Mining. All assets and liabilities of Contango Mining contributed to the Company on November 29, 2010 were recorded at the carryover historical cost basis.

### 3. Summary of Significant Accounting Policies

The Company's significant accounting policies are described below.

**Management Estimates.** The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Cash Equivalents.** Cash equivalents are considered to be highly liquid securities having an original maturity of 90 days or less at the date of acquisition.

**Revenue Recognition.** CORE has yet to realize any revenues. Expenses are presented on the accrual basis of accounting.

**Mineral Properties.** The amount capitalized includes costs paid to acquire mineral property interests as well as the costs paid for Federal and state of Alaska unpatented mining claims. Exploration costs are expensed as incurred. Development costs are expensed as incurred until the Company obtains proven and probable reserves within its commercially minable properties. Costs of abandoned projects are charged to earnings upon abandonment. Properties determined to be impaired are written-down to their estimated fair value. The Company periodically evaluates whether events or changes in circumstances indicate that the carrying value of mineral property interests and any related property, plant and equipment may not be recoverable.

**Common Stock.** The Company's certificate of incorporation authorizes us to issue up to 30,000,000 shares of common stock, par value \$0.01. As of December 31, 2012, the Company had 2,519,395 shares of common stock issued and outstanding, all of which were fully paid and non-assessable. Holders of common stock are entitled to one vote for each share held of record on all matters to be voted on by stockholders and are not entitled to cumulative voting for the election of directors. Upon the liquidation, dissolution or winding up of our business, after payment of all liabilities and payment of preferential amounts to the holders of preferred stock, if any, the shares of common stock are entitled to share equally in our remaining assets. Pursuant to our certificate of incorporation, no stockholder has any preemptive rights to subscribe for our securities. The common stock is not subject to redemption. The Company's equity structure for all periods prior to November 29, 2010 was retroactively adjusted to reflect the equity structure of the Company after November 29, 2010.

**Stock-Based Compensation.** The Company applies the fair value method of accounting for stock-based compensation. Under this method, compensation cost is measured at the grant date based on the fair value of the award and is recognized over the award vesting period. The Company classifies the benefits of tax deductions in excess of the compensation cost recognized for the options (excess tax benefit) as financing cash flows. The fair value of each award is estimated as of the date of grant using the Black-Scholes option-pricing model.

**Reclassifications.** Certain prior period amounts have been reclassified to conform to current year presentation. These reclassifications were not material and had no effect on cash flows or net loss.

**Income Taxes.** The Company follows the liability method of accounting for income taxes under which deferred tax assets and liabilities are recognized for the future tax consequences of (i) temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements and (ii) operating loss and tax credit carry-forwards for tax purposes. Deferred tax assets are reduced by a valuation allowance when, based upon management's estimates, it is more likely than not that a portion of the deferred tax assets will not be realized in a future period. The Company recognized a full valuation allowance as of December 31, 2012 and June 30, 2012 and has not recognized any tax provision or benefit for any of the periods. The Company reviews its tax positions quarterly for tax uncertainties. The Company did not have any uncertain tax positions as of December 31, 2012 or June 30, 2012.

#### Recently Issued Accounting Pronouncements

We have reviewed all recently issued, but not yet effective, accounting pronouncements and do not believe that the future adoption of any such pronouncements will cause a material impact on our financial condition or the results of our operations.

4. Costs Incurred

Costs to acquire and explore the Properties were as follows:

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	Three Months Ended December 31,		Six Months Ended December 31,		Period from Inception (October 15, 2009) to December 31, 2012
	2012	2011	2012	2011	
Acquisition of mineral interests	\$200,000	\$—	\$200,000	\$—	\$1,208,886
Exploration costs, claim rentals, and minimum royalties	490,921	371,379	4,298,537	1,870,577	11,622,198
Total costs incurred	\$690,921	\$371,379	\$4,498,537	\$1,870,577	\$12,831,084

#### 5. Prepaid Expenses

The Company's prepaid expenses of \$90,228 and \$138,029 as of December 31, 2012 and June 30, 2012, respectively, relate to prepaid insurance costs, claim rentals and certain geological consulting services and exploration activities conducted by Avalon Development Corporation ("Avalon"), an Alaska-domiciled domestic corporation. In November 2012, the Company prepaid the \$75,000 advance minimum royalty that is due to the Tetlin Village Council on July 15, 2013, as further explained in Note 12 - Commitments and Contingencies.

#### 6. Other Assets

If the Tetlin Lease is placed into commercial production, the Company would be obligated to pay a production royalty to the Tetlin Village Council, which varies from 2.0% to 5.0%, depending on the type of metal produced and the year of production. In June 2011, the Company paid the Tetlin Village Council \$75,000 in exchange for reducing the production royalty payable to them by 0.25%. In July 2011, the Company paid the Tetlin Village Council \$150,000 in exchange for further reducing the production royalty by 0.50%. These payments lowered the production royalty payable to a range of 1.25% to 4.25%, depending on the type of metal produced and the year of production. On or before July 15, 2020, the Tetlin Village Council has the option to increase their production royalty by (i) 0.25% by payment to CORE of \$150,000, or (ii) 0.50% by payment to CORE of \$300,000, or (iii) 0.75% by payment to CORE of \$450,000. The Company has classified these payments as "Other Assets" in the financial statements of the Company.

#### 7. Loss Per Share

A reconciliation of the components of basic and diluted net loss per share of common stock is presented below:

	Three Months Ended December 31, 2012			Three Months Ended December 31, 2011		
	Loss	Weighted Average Shares	Loss Per Share	Loss	Weighted Average Shares	Loss Per Share
Basic Loss per Share:						
Net loss attributable to common stock	\$1,161,451	2,502,102	\$0.46	\$492,480	1,577,423	\$0.31
Diluted Loss per Share:						
Net loss attributable to common stock	\$1,161,451	2,502,102	\$0.46	\$492,480	1,577,423	\$0.31
	Six Months Ended December 31, 2012			Six Months Ended December 31, 2011		
	Loss	Weighted Average Shares	Loss Per Share	Loss	Weighted Average Shares	Loss Per Share
Basic Loss per Share:						
Net loss attributable to common stock	\$5,398,207	2,490,990	\$2.17	\$2,142,650	1,571,788	\$1.36
Diluted Loss per Share:						
Net loss attributable to common stock	\$5,398,207	2,490,990	\$2.17	\$2,142,650	1,571,788	\$1.36

Period from Inception (October 15,  
2009) to December 31, 2012

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	Loss	Weighted Average Shares	Loss Per Share
Basic Loss per Share:			
Net loss attributable to common stock	\$ 13,614,699	1,785,669	\$7.62
Diluted Loss per Share:			
Net loss attributable to common stock	\$ 13,614,699	1,785,669	\$7.62

Options to purchase 400,000 shares of common stock were outstanding as of December 31, 2012, but were not included in the computation of diluted earnings per share for the three or six months ended December 31, 2012, due to being anti-dilutive as a result of the Company's net loss for all periods presented.

#### 8. Shareholders' Equity

The Company's authorized capital stock consists of 30,000,000 shares of common stock and 15,000,000 shares of preferred stock. As of December 31, 2012, we had 2,519,395 shares of common stock outstanding and an additional 423,478 shares of restricted stock and stock options outstanding. No shares of preferred stock have been issued. On November 29, 2010, the Company issued approximately 1.6 million shares of common stock to Contango for distribution to Contango's stockholders of record as of October 15, 2010 on the basis of one share of common stock for each ten shares of Contango's common stock then outstanding in exchange for the contribution by Contango of all of the Properties, together with \$3.5 million in cash to the Company pursuant to the terms of a Contribution Agreement between Contango and the Company (the "Contribution Agreement"). The Company's equity structure for the periods prior to November 29, 2010 was retroactively adjusted to reflect the equity structure of the Company as of November 29, 2010.

In March 2012, the Company completed selling 882,500 shares of Common Stock to accredited investors at a price of \$10.00 per share in a private placement for total proceeds of approximately \$8.8 million, including 400,000 shares that were purchased by Mr. Kenneth R. Peak, the Company's Chairman. The placement agents used in connection with the transaction received aggregate placement fees and expenses of approximately \$0.4 million. The Company used these proceeds to fund its 2012 exploration program in Alaska and for general corporate purposes. The shares of Common Stock sold were not registered under the Securities Act of 1933, as amended, but are subject to a Registration Rights Agreement allowing the shares to be registered by the holders at a future date.

On December 19, 2012, the Company adopted a Rights Plan. Under the terms of the Rights Plan, each right (a "Right") will entitle the holder to buy 1/100 of a share of Series A Junior Preferred Stock of the Company (the "Preferred Stock") at an exercise price of \$80 per share. The Rights will be exercisable and will trade separately from the shares of common stock only if a person or group, other than our Chairman, Mr. Kenneth Peak, acquires beneficial ownership of 15% or more of the Company's common stock.

Under the terms of the Rights Plan, Rights have been distributed as a dividend at the rate of one Right for each share of common stock that was held as of the close of business on December 20, 2012. Stockholders will not receive certificates for the Rights, but the Rights will become part of each share of common stock. An additional Right will be issued along with each share of common stock that is issued or sold by the Company after December 20, 2012. The Rights may only be exercised during a two-year period and are scheduled to expire on December 19, 2014.

#### 9. Stock-Based Compensation

On September 15, 2010, the Company's Board of Directors (the "Board") adopted the Contango ORE, Inc. Equity Compensation Plan (the "2010 Plan"). Under the 2010 Plan, the Board may issue up to 1,000,000 shares of common stock and options to officers, directors, employees or consultants of the Company. Awards made under the 2010 Plan are subject to such restrictions, terms and conditions, including forfeitures, if any, as may be determined by the Board. As of December 31, 2012, there were 23,478 restricted shares outstanding and 400,000 options outstanding issued under the 2010 Plan.

Stock-based compensation expense for the periods reflected was as follows:

	Three Months Ended December 31, 2012		Six Months Ended December 31, 2012	
	2012	2011	2012	2011
Stock-based compensation included in:				
Exploration expenses (1)	\$ 160,078	\$ 12,022	\$ 235,224	\$ 34,282
Stock-based compensation expense (2)	504,462	38,454	730,624	115,976
Total stock-based compensation expense	\$ 664,540	\$ 50,476	\$ 965,848	\$ 150,258

(1) Related to restricted stock and stock option awards to the Company's technical consultant, the owner of Avalon.

(2) Related to restricted stock and stock option awards to the Company's directors and employees.

The amount of compensation expense recognized does not reflect compensation actually received by the individuals, but rather represents the amount recognized by the Company in accordance with GAAP.

**Restricted Stock.** In November 2010, the Company granted 70,429 restricted shares of common stock to its officers and directors and an additional 23,477 restricted shares to its technical consultant. All shares of restricted stock vest over a three year period, beginning in November 2011, the one-year anniversary of when the restricted stock was issued. Compensation expense related to these shares will be recognized over the vesting period.

In October 2012, the Compensation Committee elected to immediately vest all restricted stock held by Mr. Peak. This vesting resulted in compensation expense of \$42,454 which was recognized during the three and six months ended December 31, 2012. As of December 31, 2012, the total compensation cost related to nonvested awards not yet recognized was \$100,068. The remaining costs are expected to be recognized over the next eleven months.

**Stock Options.** In September 2011, the Company granted 40,000 stock options to its directors and officers and an additional 10,000 stock options to its technical consultant at a weighted-average exercise price of \$13.13 per share pursuant to the 2010 Plan, to be expensed over the vesting period which is one-third immediately; one-third in September 2012; and one-third in September 2013. The option awards were granted for services performed during the fiscal year ended June 30, 2011.

In July 2012, the Company granted 75,000 stock options to its directors and officers and an additional 25,000 stock options to its technical consultant, at a weighted-average exercise price of \$10.25 per share pursuant to the 2010 Plan, to be expensed over the vesting period which is one-third immediately; one-third in July 2013; and one-third in July 2014. The option awards were granted for services performed during the fiscal year ended June 30, 2012.

In October 2012, the Compensation Committee elected to immediately vest all stock options held by Mr. Peak. This vesting resulted in compensation expense of \$99,517 which was recognized during the three and six months ended December 31, 2012.

In December 2012, the Company granted 175,000 stock options to its directors and an additional 75,000 stock options to its technical consultant, at a weighted-average exercise price of \$10.20 per share pursuant to the 2010 Plan, to be expensed over the vesting period which is one-third immediately; one-third in December 2013; and one-third in December 2014. The option awards were granted for services performed during the fiscal year ended June 30, 2013.



The Company applies the fair value method to account for stock option expense. Under this method, cash flows from the exercise of stock options resulting from tax benefits in excess of recognized cumulative compensation cost (excess tax benefits) are classified as financing cash flows. See Note 3 – Summary of Significant Accounting Policies. All employee stock option grants are expensed over the stock option’s vesting period based on the fair value at the date the options are granted. The fair value of each option is estimated as of the date of grant using the Black-Scholes options-pricing model. As of December 31, 2012, the stock options had a weighted-average remaining life of 4.7 years.

A summary of the status of stock options granted under the 2010 Plan as of December 31, 2012 and changes during the six months then ended, is presented in the table below:

	Six Months Ended December 31, 2012	
	Shares Under Options	Weighted Average Exercise Price
Outstanding, June 30, 2012	50,000	\$ 13.13
Granted - July 2012 (1)	100,000	\$ 10.25
Granted - December 2012 (2)	250,000	\$ 10.20
Exercised	—	\$ —
Forfeited	—	\$ —
Outstanding, end of period	400,000	\$ 10.58
Aggregate intrinsic value	\$ —	
Exercisable, end of period	171,667	\$ 10.97
Aggregate intrinsic value	\$ —	
Available for grant, end of period	506,094	
Weighted average fair value per share of options granted during the period	\$ 5.34	

The fair value of each option is estimated as of the date of grant using the Black-Scholes option-pricing model with (1) the following weighted-average assumptions used for the July 2012 grant: (i) risk-free interest rate of 0.69%; (ii) expected life of three years; (iii) expected volatility of 106.5%; and (iv) expected dividend yield of 0%.

The fair value of each option is estimated as of the date of grant using the Black-Scholes option-pricing model with (2) the following weighted-average assumptions used for the December 2012 grant: (i) risk-free interest rate of 0.33%; (ii) expected life of 2.5 years; (iii) expected volatility of 87.3%; and (iv) expected dividend yield of 0%.

#### 10. Line of Credit

On November 10, 2011, the Company entered into a \$1.0 million Revolving Line of Credit Promissory Note with Contango (the “CORE Note”) which expired on December 31, 2012. The CORE Note contained covenants limiting our ability to enter into additional indebtedness and prohibiting liens on any of our assets or properties. Borrowings under the CORE Note would bear interest at 10% per annum. As of December 31, 2012, the Company had no amounts outstanding under the CORE Note.

During the six months ended December 31, 2011, the Company had borrowed \$400,000 under the CORE Note, and accrued and unpaid interest incurred in that period was \$2,861.

#### 11. Related Party Transactions

Contango and the Company share the same executive management team. Pursuant to the Contribution Agreement between Contango and the Company, effective as of November 29, 2010, Contango contributed the Properties and \$3.5 million in cash to the Company in exchange for shares of common stock of the Company in an amount equal to one share of common stock for each ten shares of Contango’s common stock outstanding as of October 15, 2010. In August 2012, Mr. Brad Juneau, the sole manager of the general partner of JEX, was appointed to the Board of Directors of the Company and appointed as President and Acting Chief Executive Officer of the Company following a

medical leave of absence of our Chief Executive Officer, Mr. Peak. In December 2012, Mr. Juneau was elected President and Chief Executive Officer of the Company. JEX is a private company formed primarily for the purpose of generating natural gas and

oil prospects. JEX was responsible for securing and negotiating the Tetlin Lease and assisting in obtaining the Properties and initially engaged Avalon to conduct mineral exploration activities on the Tetlin Lease. In agreeing to transfer its interests in the Properties to Contango Mining, a predecessor of the Company, JEX retained a 3.0% overriding royalty interest in the Properties transferred.

In September 2012, the Company and JEX entered into an Advisory Agreement in which JEX will continue to provide assistance in acquiring additional properties in Alaska in exchange for a production royalty of 2.0% on properties acquired after July 1, 2012.

The Company currently does not lease office space, but rather uses the corporate offices leased by Contango. Contango's 60 month lease agreement at 3700 Buffalo Speedway, Ste 960, Houston, TX 77098 expires on December 31, 2015.

#### 12. Commitments and Contingencies

**Tetlin Lease.** The Tetlin Lease has a ten year term beginning July 2008 with an option to renew for an additional ten years, or so long as we initiate and continue conducting mining operations on the Tetlin Lease. Originally, the Tetlin Lease allowed us to only renew 50% of the acreage, but in December 2012, we paid the Tetlin Village Council \$200,000 in exchange for removing this 50% restriction. We are now able to renew all 675,000 acres in 2018.

Pursuant to the terms of the Tetlin Lease, the Company is required to spend \$350,000 per year until July 15, 2018 in exploration costs. However, the Company's exploration expenditures through the 2012 exploration program have satisfied this requirement because exploration funds spent in any year in excess of \$350,000 are credited toward future years' exploration cost requirements. Additionally, should we derive revenues from the properties covered under the Tetlin Lease, the Company is required to pay the Tetlin Village Council a production royalty ranging from 2.0% to 5.0%, depending on the type of metal produced and the year of production. As of December 31, 2012, the Company has paid the Tetlin Village Council \$225,000 in exchange for reducing the production royalty payable to them by 0.75%. These payments lowered the production royalty to a range of 1.25% to 4.25%. On or before July 15, 2020, the Tetlin Village Council has the option to increase their production royalty by (i) 0.25% by payment to CORE of \$150,000, (ii) 0.50% by payment to CORE of \$300,000, or (iii) 0.75% by payment to CORE of \$450,000. Until such time as production royalties begin, the Company pays the Tetlin Village Council an advance minimum royalty each year. On July 15, 2012, the advance minimum royalty increased from \$50,000 to \$75,000 per year, and in subsequent years the advance minimum royalty is escalated by an inflation adjustment.

**Gold Properties.** The Company's Triple Z, TOK/Tetlin and Eagle claims are all located on state of Alaska lands. The annual claim rentals on these three projects total \$27,650 per year, and are due and payable in full by November 30 of each year. The Company has met the annual labor requirements for the Triple Z and TOK/Tetlin claims for the next four years, which is the maximum time allowable by Alaska law.

**REE Properties.** The Company's Stone Rock and Salmon Bay claims are both located on Federal land. The claim rentals on these two projects total \$24,080 per year, and are due and payable in full by August 31 of each year. Effective December 1, 2012, the Company abandoned its state of Alaska claims to devote more time and resources to its Stone Rock and Salmon Bay projects and its Gold Properties.

**JEX Royalties.** We will also pay JEX a production royalty of 3.0% should we derive revenues from any of the Properties acquired prior to July 1, 2012, or a production royalty of 2.0% should we derive revenues from properties that JEX helped to acquire after July 1, 2012.

In connection with acquiring all the assets and liabilities of Contango Mining, the Company has assumed any claims, litigation or disputes pending as of the effective date on any matters arising in connection with ownership of the Properties prior to the effective date. The Company is not aware of any legal, environmental or other commitments or contingencies that would have a material effect on the Company's financial position or results of operations.

#### Available Information

General information about us can be found on our website at [www.contangoore.com](http://www.contangoore.com). Our annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, as well as any amendments and exhibits to those reports, are available free of charge through our website as soon as reasonably practicable after we file or furnish them to the Securities and Exchange Commission ("SEC").

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the financial statements and the accompanying notes and other information included elsewhere in this Form 10-Q and in our Form 10-K for the fiscal year ended June 30, 2012, previously filed with the SEC.

##### Cautionary Statement about Forward-Looking Statements

Some of the statements made in this report may contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934, as amended. The words and phrases "should be", "will be", "believe", "expect", "anticipate", "estimate", "forecast", "goal" and similar expressions identify forward-looking statements and express our expectations about future events. These include such matters as:

- Our financial position
- Business strategy, including outsourcing
- Meeting our forecasts and budgets
- Anticipated capital expenditures
- Prices of gold and rare earth elements
- Timing and amount of future discoveries (if any) and production of natural resources
- Operating costs and other expenses
- Cash flow and anticipated liquidity
- Prospect development
- New governmental laws and regulations

Although we believe the expectations reflected in such forward-looking statements are reasonable, such expectations may not occur. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from future results expressed or implied by the forward-looking statements. These factors include among others:

- Ability to raise capital to fund capital expenditures
- Operational constraints and delays
- The risks associated with exploring in the mining industry
- The timing and successful discovery of natural resources
- Availability of capital and the ability to repay indebtedness when due
- Low and/or declining prices for gold and rare earth elements
- Price volatility for natural resources
- Availability of operating equipment
- Operating hazards attendant to the mining industry
- Weather
- The ability to find and retain skilled personnel
- Restrictions on mining activities
- Legislation that may regulate mining activities
- Impact of new and potential legislative and regulatory changes on mining operating and safety standards
- Uncertainties of any estimates and projections relating to any future production, costs and expenses.
- Government subsidies to our competitors
- Timely and full receipt of sale proceeds from the sale of any of our mined products (if any)
- Interest rate volatility
- Federal and state regulatory developments and approvals
- Availability and cost of material and equipment

Actions or inactions of third-parties

Potential mechanical failure or under-performance of facilities and equipment

Environmental risks

Strength and financial resources of competitors

Worldwide economic conditions

Expanded rigorous monitoring and testing requirements

Ability to obtain insurance coverage on commercially reasonable terms

You should not unduly rely on these forward-looking statements in this report, as they speak only as of the date of this report. Except as required by law, we undertake no obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances occurring after the date of this report or to reflect the occurrence of unanticipated events. See the information under the heading “Risk Factors” in this Form 10-Q for some of the important factors that could affect our financial performance or could cause actual results to differ materially from estimates contained in forward-looking statements.

#### Overview

We are a Houston-based company, whose primary business is to explore in the state of Alaska for (i) gold ore and associated minerals, and (ii) rare earth elements. In August 2012 we staked additional mining claims from the state of Alaska for the exploration of gold ore and associated minerals. We now have leased or have control over Federal and state of Alaska properties totaling approximately 728,869 acres for the exploration of gold ore and associated minerals and rare earth elements. Effective December 1, 2012, we abandoned 97,280 acres of state of Alaska rare earth element properties to devote more time and resources to our remaining acreage. We anticipate that from time to time we will acquire additional acreage in Alaska for the exploration of gold ore and associated minerals and rare earth elements through leases or obtaining additional mining claims.

#### Background

Contango Mining Company (“Contango Mining”), a wholly owned subsidiary of Contango Oil & Gas Company (“Contango”), was formed on October 15, 2009 for the purpose of engaging in exploration in the state of Alaska for (i) gold ore and associated minerals and (ii) rare earth elements. Contango Mining initially acquired a 50% interest in the Properties (defined below) from Juneau Exploration, L.P., (“JEX”) in exchange for \$1 million and a 1% overriding royalty interest in the Properties under a Joint Exploration Agreement (the “Joint Exploration Agreement”). On September 15, 2010, Contango Mining acquired the remaining 50% interest in the Properties by increasing the overriding royalty interest in the Properties granted to JEX to 3.0% pursuant to an Amended and Restated Conveyance of Overriding Royalty Interest (the “Amended ORRI Agreement”), and JEX and Contango Mining terminated the Joint Exploration Agreement. JEX continues to assist the Company in acquiring land in Alaska pursuant to an Advisory Agreement dated September 6, 2012, and Mr. Brad Juneau, the sole manager of the general partner of JEX, is a director, President and Chief Executive Officer of the Company. Mr. Kenneth R. Peak is on a medical leave of absence and remains our Chairman.

The Company was formed on September 1, 2010 as a Delaware corporation and on November 29, 2010, Contango Mining assigned the Properties and certain other assets and liabilities to Contango. Contango contributed the Properties and \$3.5 million of cash to the Company, pursuant to the terms of a Contribution Agreement (the “Contribution Agreement”), in exchange for approximately 1.6 million shares of the Company's common stock. The transactions above took place between companies under common control.

Contango distributed all of the Company's common stock to Contango's stockholders of record as of October 15, 2010, promptly after the effective date of the Company's Registration Statement on Form 10 on the basis of one share of common stock for each ten (10) shares of Contango's common stock then outstanding.

The Company had no operating history prior to the contribution of Contango Mining's assets and liabilities. The financial statements of the Company include the financial position, results of operations, and cash flows of Contango Mining since its inception on October 15, 2009 (the “Inception”). The equity structure was retroactively adjusted to reflect the capital structure of the Company. References that describe the operations of the Company include the operations of Contango Mining for the periods prior to November 29, 2010.

#### Properties

The Properties originally contributed by Contango include:

- A 100% leasehold interest in approximately 675,000 acres from the Tetlin Village Council pursuant to the Tetlin Lease. The Tetlin Lease originally had a 10 year term beginning July 2008 with an option to renew 50% of the

acreage for an additional 10 years. In December 2012, we paid the Tetlin Village Council \$200,000 in exchange for removing this 50% restriction. We are now able to renew all 675,000 acres in 2018.

•If the properties under the Tetlin Lease are placed into commercial production, the lease will be held throughout production and the Company would be obligated to pay a production royalty to the Tetlin Village Council, which varies from 2% to 5%, depending on the type of metal produced and the year of production. In June 2011, the Company paid the Tetlin Village Council \$75,000 in exchange for reducing the production royalty payable to them by 0.25%. In July 2011, the Company paid the Tetlin Village Council \$150,000 in exchange for further reducing the production royalty by 0.50%. These payments lowered the production royalty to a range of 1.25% to 4.25%, depending on the type of metal produced and the year of production. On or before July 15, 2020, the Tetlin Village Council has the option to increase the production royalty payable by (i) 0.25% by payment to CORE of \$150,000, or (ii) 0.50% by payment to CORE of \$300,000, or (iii) 0.75% by payment to CORE of \$450,000.

•Approximately 18,560 acres in unpatented mining claims from the state of Alaska for the exploration of gold ore and associated minerals (together with the Tetlin Lease, the “Gold Properties”).

•Approximately 3,440 acres in unpatented Federal mining claims for the exploration of rare earth elements (the “REE Properties”, and together with the Gold Properties, the “Properties”).

•Effective December 1, 2012, the Company abandoned 97,280 acres in unpatented mining claims from the state of Alaska for the exploration of rare earth elements. These abandoned acres were originally contributed by Contango. If any of the Properties are placed into commercial production, the Company would be obligated to pay a 3.0% production royalty to JEX. In September 2012, the Company and JEX entered into an Advisory Agreement in which JEX will continue to provide assistance in acquiring additional properties in Alaska in exchange for a 2.0% production royalty on properties acquired after July 1, 2012. In August 2012, the Company staked an additional 31,869 acres consisting of 223 unpatented state of Alaska mining claims in Eastern Alaska for the exploration of gold ore and associated minerals. If any of these newly acquired properties are placed into commercial production, the Company would be obligated to pay JEX a 2.0% production royalty under the Advisory Agreement.

Our Properties consist of mineral leases and unpatented mining claims. We believe that we hold good title to our Properties in accordance with standards generally accepted in the minerals industry. As is customary in both the gold and rare earths mining industry, we conduct only a perfunctory title examination at the time we lease a property. Before we begin any mining activities, however, we will conduct a full title examination and perform curative work on any defects that we deem significant. A significant amount of additional work and at least another two years is likely required in the exploration of our Properties before any determination as to the economic feasibility of a mining venture can be made. Due to the harsh weather in Alaska, our work months are restricted to May through October.

The following table summarizes our property holdings as of November 9, 2012:

Mineral	Jurisdiction	Project Name	No. of Claims	Acreage
Gold	Tetlin Village Council	Tetlin Lease	n/a	675,000
	State of Alaska	TOK / Tetlin	131	11,389
		LAD / Triple Z	45	7,200
		Eagle	214	31,840
			390	725,429
Rare Earth Elements	Federal	Salmon Bay	123	2,460
		Stone Rock	49	980
			172	3,440
Grand Total			562	728,869

#### Strategy

Our exploration strategy is predicated upon two core beliefs: (1) that the only competitive advantage in a commodity-based business is to be among the lowest cost producers and (2) that virtually all the mining industry’s value creation occurs through the discovery of mineral deposits that can be developed to the state of a commercially viable producing mine. While we do not have previous experience in the gold or rare earth element industries, we plan



to focus our business strategy on the following elements:

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Using our limited capital availability to increase our reward/ lower our risk potential on selective prospects. We will concentrate our risk investment capital in our prospects in Alaska. Exploration prospects are inherently risky as they require large amounts of capital with no guarantee of success. Furthermore, we may never achieve a competitive advantage in the conduct of our business, since it is unlikely that our Properties will have commercially viable mineral deposits. Should the Properties prove to have known deposits, or mineral ore, we will be required to develop our own mining operations or contract with third parties to mine our mineral ore. We may only become a low cost producer if the mineral ore is of high quality and the cost of the infrastructure necessary to mine the mineral ore is low relative to other producers, including those competitors located in China if rare earth elements are mined.

Our strategic initiatives are to undertake cost efficient and effective exploration activities to discover mineralization and potential mineral reserves which may enhance the value of our Properties. If we are successful in our exploration activities, we may consider a joint venture or sales of our Properties to qualified mining companies.

Structuring Incentives to Drive Behavior. We believe that equity ownership aligns the interests of our consultants, executives and directors with those of our stockholders. The Company's directors and officers do not receive any cash compensation for their work for the Company. The Company's directors, executive officers and our technical consultant beneficially own approximately 33% of our common stock.

In November 2010, the Company's directors, executive officers and our technical consultant were granted an aggregate of 93,906 shares of restricted stock. The restricted stock vests over three years, beginning in November 2011, the one-year anniversary of the date the shares were granted. In October 2012, the Compensation Committee elected to immediately vest all restricted stock and stock options held by Mr. Peak. Upon full vesting of all outstanding restricted stock and stock options, the Company's directors, executive officers and our technical consultant will own approximately 39% of the Company.

In September 2011, the Company granted 40,000 stock options to its directors and officers and an additional 10,000 stock options to its technical consultant, the owner of Avalon Development Corporation ("Avalon") an Alaska domiciled domestic corporation. In July 2012, the Company granted 75,000 stock options to its directors and officers and an additional 25,000 stock options to its technical consultant. In December 2012, the Company granted 175,000 stock options to its directors and an additional 75,000 stock options to its technical consultant. All stock option grants vest over two years, beginning on the date of grant.

Alliance with JEX. JEX is a private company formed primarily for the purpose of assembling natural gas and oil prospects. JEX was responsible for securing and negotiating the Tetlin Lease and assisting in obtaining the Properties and initially engaged Avalon to conduct mineral exploration activities on the Tetlin Lease. If any of the Properties are placed into commercial production, the Company is obligated to pay a 3.0% production royalty to JEX for Properties acquired by the Company prior to July 1, 2012. JEX will also continue to assist us in acquiring additional acreage in Alaska and provide other consulting services to the Company. Pursuant to an Advisory Agreement dated September 6, 2012 with JEX, the Company agreed to pay JEX a production royalty of 2.0% on all minerals mined from properties acquired by the Company after July 1, 2012 in the state of Alaska.

#### Gold Exploration

In August 2012, the Company staked 31,840 acres consisting of 214 unpatented state of Alaska mining claims in Eastern Alaska for the exploration of gold ore and associated minerals (the "Eagle" claims) and an additional 29 acres consisting of nine TOK claims. To date, our gold exploration has concentrated on the Tetlin Lease, with only a limited amount of work performed on our TOK and Triple Z claims. The Tetlin Lease is located in eastern interior Alaska, approximately 200 miles southeast of Fairbanks and 12 miles southeast of Tok, Alaska. The area is accessible via helicopter and via the 23 mile long Tetlin Village Road which provides year-round access to the Alaska Highway. Buried electrical and fiber-optic communications cables link the Tetlin Village to the Tok power and communications grid.

Now in its fourth year, our exploration effort on the Tetlin Lease has resulted in identifying one mineral prospect (Chief Danny) and five other gold and copper leads (Taixtsalda, MM, Copper Hill, Chisana and W), as well as an exploration lead on our Triple Z prospect which is located 10 miles north of, and outside the boundaries of, our Tetlin Lease. None of the our exploration targets may yet be classified as a mineral resources and none have had metallurgical or mineral processing studies conducted on them. There has been no recorded past placer or lode mining

on these leads, and other than the core drilling completed by the Company in 2011 and 2012, there has been no exploration drilling conducted on any exploration target within the Tetlin Lease. An unknown but small amount of drilling was conducted on the Triple Z lead in the early 1970's but the details related to this work are not available to the Company. The Company conducted its first drilling on the Triple Z prospect beginning in mid-July 2012.

Chief Danny Prospect. We are pleased with the results of our 2012 exploration program. We found what we believe to be exceptional grade for the area. The Chief Danny prospect currently is the most advanced exploration target on the Tetlin Lease and is comprised of several distinct mineralized areas, the Peak zone, Chief Danny zone, Roadcut zone and the Saddle zone. The Chief Danny prospect was discovered during rock, stream sediment and pan concentrate sampling in 2009 and since then has been explored using top of bedrock soil auger sampling, trenching, ground IP geophysics, airborne magnetic and resistivity surveys and core drilling. Results from this work indicate the presence of a zoned hydrothermal system consisting of a gold-copper-iron enriched core covering six square miles at Chief Danny South and a fault-offset arsenic-gold enriched zone to the north covering three square miles at the Saddle zone. Mineralization remains open to expansion, particularly to the west and south. From 2009 through 2012, the Company conducted field-related exploration work at the Chief Danny prospect, including collecting the following samples:

Year	Program	Core Samples	Rock Samples	Soil Samples	Pan Con Samples	Stream Silt Samples	Core (feet)	IP/Geophysics (kilometers)	Trenching (feet)
2009	Chief Danny	—	571	33	—	—	—	—	2,330
2010	Chief Danny	—	317	760	1	—	—	14	—
2011	Chief Danny	1,267	20	688	—	—	8,057	—	—
2012	Chief Danny	5,223	82	534	—	—	36,004	—	—
	Total	6,490	990	2,015	1	—	44,061	14	2,330

The 2012 exploration program at the Chief Danny prospect began in mid-May and was completed in mid-October 2012. We originally budgeted \$3.6 million to utilize one rig and drill 20,000 feet in 20 to 40 core holes. Initial results from the drilling program at Chief Danny resulted in reallocating funds from our gold, copper and exploration leads to the Chief Danny prospect, which enabled us to utilize two rigs to drill 36,004 feet in 50 core holes. The Company also conducted additional soil auger geochemical sampling on the western and southern margins of the Chief Danny South zone and conducted baseline water quality sampling in drainage basins that have the potential to be impacted by the development of the Chief Danny prospect. The total cost of our 2012 exploration program on our Chief Danny prospect was approximately \$4.4 million, which also included geochemical analysis, claim rentals and other related expenses. All field operations were contracted through Avalon.

The 2012 exploration program expanded on previously drilled areas and intercepted high grade gold and copper mineralization in the newly designated Peak Zone discovery. The results from four holes contained high gold values over substantial widths, with the best section grading an average 192 feet grading 11.996 ppm gold, 9.1 ppm silver and 0.243% copper in one hole; 14.5 feet grading 46.148 ppm gold, 25.9 ppm silver and 0.518% copper in another hole; and 120 feet grading 0.309 ppm gold, 71.6 ppm silver and 1.114% copper in another hole. In general, all of the holes intercepted a 100 to 125 foot wide zone of alteration and mineralization. The mineralization dips at a low angle to the north and trends northwest-southeast. In addition to gold, silver and copper, other anomalous metals include arsenic, bismuth, cobalt, molybdenum and tin with lesser, more sporadic anomalous lead and zinc.

Following discovery of the Peak Zone, additional drilling was completed along strike to the northwest and southeast, eventually extending gold and/or copper mineralization over approximately 1700 feet of strike. Gold grades in excess of 1 ppm were encountered in all of these holes. Alteration and sulfide mineralization styles were identical along the entire strike length drilled in 2012. As a result of the success of our 2012 exploration program, we intend to raise additional capital for the 2013 exploration program.

The 2011 exploration program at the Chief Danny prospect consisted of 1,267 core samples taken over 8,057 feet of drilling in 11 core holes. The geophysics conducted in 2011 was airborne magnetics and resistivity surveys as opposed to the ground IP (induced polarization) that was done in 2010. All field operations were contracted through Avalon. Core drilling and trenching at the Chief Danny prospect in 2011 did not return significant grade-thickness intervals for holes number 1, 3, 6, 8, 9 and 11. For the remaining holes, intervals of gold and copper mineralization were as follows, in grams per ton ("gpt") for gold and silver and percent for copper:

Hole No.	Depth	Footage with Returns	Grams of Gold	Grams of Silver	Percent Copper	
2	328 feet	4 feet	4.94 gpt	143.0 gpt	0.56	%
4	735 feet	10 feet	0.94 gpt	1.10 gpt	0.03	%

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5	1,416 feet	12 feet	3.10 gpt	300.2 gpt	0.26	%
7	976 feet	21 feet	7.40 gpt	4.90 gpt	0.15	%
10	139 feet	32 feet	1.18 gpt	3.1 gpt	0.04	%
Trench	n/a	70 feet	0.69 gpt	8.60 gpt	0.38	%

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Exploration Leads. For 2012, we originally budgeted to invest approximately \$2.75 million on our Triple Z, Taixtsalda, MM, Copper Hill, Chisana and W leads to better define potential drilling targets. Initial results from the drilling program at Chief Danny resulted in reallocating funds from these leads to the Chief Danny prospect, which caused us to scale down our exploration efforts on these leads. The total cost of our 2012 exploration program on Triple Z, Taixtsalda, MM, Copper Hill, Chisana and W leads was approximately \$1.0 million. All of these exploration targets were generated using a combination of geological, geochemical and geophysical data generated in 2009 through 2011. The Company prioritized these targets in the order presented below.

•Triple Z – Field related exploration activities from 2009 through 2012 included collecting the following samples:

Year	Program	Core Samples	Rock Samples	Soil Samples	Pan Con Samples	Stream Silt Samples	IP/Geophysics (kilometers)	Trenching (feet)
2009	Triple Z	—	85	115	—	—	—	—
2010	Triple Z	—	—	—	—	—	—	—
2011	Triple Z	—	29	21	6	7	—	—
2012	Triple Z	1,263	—	—	—	—	—	—
	Total	1,263	114	136	6	7	—	—

During 2012, the Company drilled 6,642 feet in six core holes at our Triple Z lead. Analytical results are pending on these holes. Previous year's rock and soil sampling revealed gold values up to 9.07 gpt along with anomalous copper, arsenic and bismuth.

•Taixtsalda – The initial work at the Taixtsalda lead was prompted by magnetic highs on 1970's airborne data that is suggestive of a porphyry copper signature. Field related exploration activities from 2009 through 2012 included collecting the following samples:

Year	Program	Core Samples	Rock Samples	Soil Samples	Pan Con Samples	Stream Silt Samples	IP/Geophysics (kilometers)	Trenching (feet)
2009	Taixtsalda	—	—	—	—	—	—	—
2010	Taixtsalda	—	4	—	—	—	—	—
2011	Taixtsalda	—	—	—	—	—	—	—
2012	Taixtsalda	—	—	137	—	—	—	—
	Total	—	4	137	—	—	—	—

During 2012, we performed top of bedrock soil auger sampling to better define drilling targets at our Taixtsalda lead. The airborne magnetics and resistivity collected in 2011 revealed coincident strong magnetic and resistivity highs. Soil sampling was completed in May 2012 and outlined coincident gold and copper anomalies that were used in conjunction with airborne geophysics to target prospective drill holes. Due to the reallocation of funds to the Chief Danny prospect however, no drilling was performed at our Taixtsalda lead during 2012.

•MM – Field related exploration activities from 2009 through 2012 included collecting the following samples:

Year	Program	Core Samples	Rock Samples	Soil Samples	Pan Con Samples	Stream Silt Samples	IP/Geophysics (kilometers)	Trenching (feet)
2009	MM	—	—	—	—	—	—	—
2010	MM	—	—	—	—	—	—	—
2011	MM	—	1	304	—	—	—	—
2012	MM	—	—	357	—	—	—	—
	Total	—	1	661	—	—	—	—

During 2012, we performed top of bedrock soil auger sampling to better define our drilling targets at our MM lead. Soil sampling was completed in June 2012 and outlined several distinct gold, arsenic, and copper anomalies that were used in conjunction with airborne geophysics to target prospective drill holes. Due to the reallocation of funds to the Chief Danny prospect however, no drilling was performed at our MM lead during 2012.

In 2009, gold in pan concentrates exceeded 1 gpt at the MM lead. Multiple drainages with over 0.1 gpt gold hits were discovered during our follow-up program in 2010. Our 2011 airborne magnetics data suggests that the area is underlain by a large felsic intrusive.



•Copper Hill – Field related exploration activities from 2009 through 2012 included collecting the following samples:

Year	Program	Core Samples	Rock Samples	Soil Samples	Pan Con Samples	Stream Silt Samples	IP/Geophysics (kilometers)	Trenching (feet)
2009	Copper Hill	—	—	—	—	—	—	—
2010	Copper Hill	—	105	—	28	41	—	—
2011	Copper Hill	—	16	290	5	1	—	—
2012	Copper Hill	—	—	—	—	—	—	—
	Total	—	121	290	33	42	—	—

Due to the reallocation of funds to the Chief Danny prospect, no work was performed at our Copper Hill lead during 2012. During 2010 and 2011, rock and soil sampling at the Copper Hill lead revealed that copper and gold were most anomalous south of a district-scale thrust fault. Streams draining the highland area generated up to 23 grams of gold per ton in pan concentrate samples, several of which contained visible gold.

•Chisana –Two streams draining in the eastern half of the Chisana lead have generated coarse visible gold. Field related exploration activities at the Chisana lead from 2009 through 2012 included collecting the following samples:

Year	Program	Core Samples	Rock Samples	Soil Samples	Pan Con Samples	Stream Silt Samples	IP/Geophysics (kilometers)	Trenching (feet)
2009	Chisana	—	—	—	—	—	—	—
2010	Chisana	—	4	35	17	19	—	—
2011	Chisana	—	—	327	—	—	—	—
2012	Chisana	—	—	—	—	—	—	—
	Total	—	4	362	17	19	—	—

Due to the reallocation of funds to the Chief Danny prospect, no work was performed at our Chisana lead during 2012.

•W and Other Tetlin acreage – Field related exploration activities at the W lead, as well as at other acreage in the Tetlin Lease from 2009 through 2012 included collecting the following samples:

Year	Program	Core Samples	Rock Samples	Soil Samples	Pan Con Samples	Stream Silt Samples	IP/Geophysics (kilometers)	Trenching (feet)
2009	W and other Tetlin acreage	—	411	—	94	111	—	—
2010	W and other Tetlin acreage	—	251	90	646	763	—	—
2011	W and other Tetlin acreage	—	1	—	—	—	—	—
2012	W and other Tetlin acreage	—	—	—	—	—	—	—
	Total	—	663	90	740	874	—	—

Due to the reallocation of funds to the Chief Danny prospect, no work was performed at W or other Tetlin acreage during 2012. Pan-stream sampling at the W lead in 2010 revealed one stream generating coarse visible gold.

Rare Earth Elements Exploration

We began exploratory work for rare earth elements on our Salmon Bay and Stone Rock Bay claims on Prince of Wales Island in Southeast Alaska, in the summer of 2011. Our exploration activities included reconnaissance geologic mapping, soil sampling and rock sampling. Both projects are located at tidewater within the Tongass National Forest. Rare earth element mineralization was discovered at these claims by the U.S. Bureau of Mines in the late 1980's but neither has received subsequent industry exploration until our work in the summer of 2011. Mineralization at both claims is light rare earth-dominant and both projects returned total rare earth element contents ranging from insignificant to greater than 1% in rocks and soils. Mineralization is hosted in mafic to felsic intrusive rocks and remains open to expansion at both claims. Additional exploration work will be required to advance these projects to the drilling stage, but we did not conduct any additional exploration activities in 2012. Annual claim rental fees were paid on the Salmon Bay and Stone Rock projects in August 2012, keeping these claims in good standing through August 31, 2013.



Effective December 1, 2012, we abandoned our state of Alaska claims consisting of the Alatna, Spooky, Wolf and Swift claims to devote more time and resources to our Federal claims at Stone Rock and Salmon Bay and our Gold Properties.

#### Consulting Services

Avalon Development Corporation. The Company is a party to a Professional Services Agreement (“PSA”) with Avalon to provide certain geological consulting services and exploration activities with respect to the Properties from time to time as requested by the Company. Pursuant to the PSA, Avalon will continue to provide certain geological consulting services and exploration activities. The Company pays Avalon on a per diem basis and reimburses Avalon for its expenses. As additional compensation, the owner of Avalon received 23,477 restricted shares of common stock in November 2010; stock options to purchase 10,000 shares of common stock of the Company in September 2011; stock options to purchase 25,000 shares of common stock of the Company in July 2012; and stock options to purchase 75,000 shares of common stock in December 2012. The restricted shares vest over three years beginning in November 2011, the one-year anniversary of the date the shares were granted. The stock options vest over two years beginning on the date such options were granted.

Avalon is a Fairbanks, Alaska based mineral exploration consulting firm, which has conducted mineral exploration in Alaska since 1985. Its team of engineers and geoscientists combined with its geographic information systems (GIS) database allows Avalon to synthesize existing geological, geochemical and geophysical data and identify specific target areas for ground evaluation and/or acquisition. Because the Company does not have experience exploring or evaluating gold or rare earth element prospects in Alaska, we rely on Avalon’s exploration expertise to determine whether our exploration activities will be likely to develop commercially viable deposits. Avalon’s mineral exploration services include pre-field planning, in-progress evaluation/modification and post-field critical review. Avalon will continue to work in conjunction with the Company to identify new properties and will conduct the initial exploration for such properties.

Tetlin Village Council. On October 15, 2010, the Company entered into a consulting agreement (the “Consulting Agreement”) with the Chief of the Tetlin Indian Tribe (the “Consultant”). The Consultant has special knowledge and experience with governmental affairs and tribal affairs issues and operates an independent consulting practice. Under the terms of the Consulting Agreement, the Consultant assists the Company in negotiations with other native tribes to lease additional properties and assists the Company with State of Alaska and Federal governmental affairs issues. The Company pays the Consultant \$5,000 per month in exchange for his services, and can pay discretionary bonuses from time to time for successful negotiations. In August 2012, the Company paid the Consultant an additional \$15,000 for his assistance in the Company's efforts to acquire additional acreage in Alaska.

#### Marketing and Pricing

Should our exploratory drilling activities prove to be successful, the Company expects to mine ore and derive its revenue principally from the sale of gold and associated minerals or rare earth elements. We may also enter into joint ventures or sell some or all of our Properties to qualified mining companies. We do not currently have a market for any minerals that may be derived from our Properties. As a result, the Company’s revenues are expected to be determined by the success of our exploration and any subsequent mining activities and by prevailing prices for gold and rare earth elements. Market prices are dictated by supply and demand, and the Company cannot predict or control the price it will receive for gold ore and rare earth elements.

#### Adverse Weather Conditions

Weather conditions will affect the Company’s ability to conduct exploration activities and mine any ore from its Properties in Alaska. While exploratory drilling and related activities may only be conducted from May to October on certain of our Properties, the Company believes development work and any subsequent mining may be conducted year-round.

#### Competition

We currently face strong competition for the acquisition of exploration-stage properties as well as extraction of any minerals in Alaska. Numerous larger mining companies actively seek out and bid for mining prospects as well as for the services of third party providers and supplies, such as mining equipment and transportation equipment. Our competitors in the exploration, development, acquisition and mining business will include major integrated mining companies as well as numerous smaller mining companies, almost all of which have significantly greater financial resources and in-house technical expertise. In addition, we will compete with others in efforts to obtain financing to

explore our mineral properties.

While there are few rare earth mining companies in the United States, the global rare earth mining and processing markets are competitive. China currently accounts for over 90% of rare earth mineral production and manufacturing, and should our rare earth mining efforts prove to be successful, we may not be able to implement the processing technologies and capabilities that our Chinese counterparts have already established. Our Chinese competitors may have greater financial resources, as well as other strategic advantages to maintain, improve and expand their mining programs. In addition, Chinese domestic economic policies may allow the Chinese companies to produce at relatively lower costs.

Competitive conditions may be substantially affected by various forms of legislation and regulation considered from time to time by the government of the United States and the State of Alaska, as well as factors that we cannot control, including international political conditions, overall levels of supply and demand for minerals, and currency fluctuations.

#### Off-Balance Sheet Arrangements

None

#### Contractual Obligations

The Tetlin Lease provides for an initial term of ten years and so long after such initial term as we continue conducting exploration or mining operations on the Tetlin Lease. The Company is required to spend \$350,000 per year annually until July 15, 2018 in exploration costs pursuant to the Tetlin Lease. However, exploration expenditures through the 2012 exploration program have satisfied this requirement because exploration funds spent in any year in excess of \$350,000 are credited toward future years' exploration cost requirements. The Tetlin Lease also provides that we will pay the Tetlin Village Council a production royalty ranging from 2.0% to 5.0% should we deliver to a purchaser on a commercial basis precious or non-precious metals derived from the properties under the Tetlin Lease. As of December 31, 2012, the Company has paid the Tetlin Village Council \$225,000 in exchange for reducing the production royalty payable to them by 0.75%. These payments lowered the production royalty to a range of 1.25% to 4.25%. On or before July 15, 2020, the Tetlin Village Council has the option to increase its production royalty by (i) 0.25% by payment to CORE of \$150,000, (ii) 0.50% by payment to CORE of \$300,000, or (iii) 0.75% by payment to CORE of \$450,000.

Until such time as production royalties begin, the Company pays the Tetlin Village Council an advance minimum royalty of approximately \$75,000 per year, which increases by an inflation adjustment beginning in July 2013. In November 2012, the Company prepaid the \$75,000 advance minimum royalty that is due to the Tetlin Village Council on July 15, 2013. Additionally, we will pay JEX a production royalty of 3% should we deliver to a purchaser on a commercial basis precious metals, non-precious metals or hydrocarbons derived from the Properties. The Company pays claim rentals of \$51,730 per year on Federal and state of Alaska acreage. Also, if the minimum work requirement is not performed on the property, additional minimum labor payments are due on certain state of Alaska acreage.

#### Application of Critical Accounting Policies and Management's Estimates

The discussion and analysis of the Company's financial condition and results of operations is based upon the financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. We have identified below the policies that are of particular importance to the portrayal of our financial position and results of operations and which require the application of significant judgment by management. The Company analyzes its estimates, including those related to its mineral reserve estimates, on a periodic basis and bases its estimates on historical experience, independent third party engineers and various other assumptions that management believes to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. The Company believes the following critical accounting policies affect its more significant judgments and estimates used in the preparation of the Company's financial statements:

**Mineral Property Interests, Exploration and Development Costs:** Mineral property interests include interests in the exploration stage mineral properties acquired. The amount capitalized includes costs paid to acquire mineral property interest as well as the costs paid to obtain the lease rights. Exploration costs are expensed as incurred. Development costs are expensed as incurred until the Company obtains proven and probable reserves within its commercially minable properties. Costs of abandoned projects are charged to earnings upon abandonment. Properties determined to be impaired are written-down to the estimated fair value. The Company periodically evaluates whether events or changes in circumstances indicate that the carrying value of mineral property interests and related property, plant and equipment may not be recoverable.

Stock-Based Compensation. The Company applies the fair value method of accounting for stock-based compensation. Under this method, we measure and recognize compensation expense for all stock-based payments at fair value at the date of grant and amortize the amount over the employee's service period. Management is required to make assumptions including stock price volatility and employee turnover that are utilized to measure compensation expense.

## Results of Operations

The Company is a newly-formed company that has not commenced mining or producing commercially marketable minerals. To date, we have not generated any revenue from mineral sales or operations. We have no recurring source of revenue and our ability to continue as a going concern is dependent on our ability to raise capital to fund our future exploration and working capital requirements. In the future, we may generate revenue from a combination of mineral sales and other payments resulting from any commercially recoverable minerals from the Properties. We do not expect to generate revenue from mineral sales in the foreseeable future. If our Properties fail to contain any proven reserves, our ability to generate future revenue, and our results of operations and financial position, would be materially adversely affected. Other potential sources of cash, or relief of demand for cash, include external debt, the sale of shares of our stock, joint ventures, or alternative methods such as mergers or sale of our assets. No assurances can be given, however, that we will be able to obtain any of these potential sources of cash. We will need to generate significant revenues to achieve profitability and we may never do so.

### Three Months Ended December 31, 2012 Compared to Three Months Ended December 31, 2011

**Claim Rentals and Minimum Royalties.** Claim rentals and minimum royalties consist of Federal and state of Alaska rental payments, annual labor payments, and minimum royalty payments payable to the Tetlin Village Council. We recognized claim rental and minimum royalties expense of \$31,683 for the three months ended December 31, 2012, compared to \$87,302 for the three months ended December 31, 2011. The decrease in claim rentals and minimum royalties is due to a reduction in minimum labor costs and the release of our state of Alaska REE Properties, slightly offset by an increase in the advance minimum royalty payable to the Tetlin Village Council to \$75,000 per year.

**Exploration Expenses.** We reported approximately \$0.5 million of exploration expense for the three months ended December 31, 2012, compared to approximately \$0.3 million for the three months ended December 31, 2011. This increase is primarily attributable to an increase in our summer 2012 work program. Components of exploration expense included drilling costs, field rentals and field supplies as well as helicopters, transportation, fuel and other geophysical and geochemical expenses. The increase is also attributable to stock-based compensation expense related to issuing stock options in September 2011, July 2012 and December 2012 to our technical consultant, pursuant to the Company's 2010 Equity Compensation Plan. Stock-based compensation expense included in exploration expense totaled \$160,078 for the three months ended December 31, 2012 as compared to \$12,022 for the three months ended December 31, 2011.

**Stock-based Compensation Expenses.** We recognized approximately \$0.5 million of stock-based compensation expense for the three months ended December 31, 2012, related to restricted stock granted to our officers and directors in November 2010, and stock option awards granted in September 2011, July 2012 and December 2012, all pursuant to the Company's 2010 Equity Compensation Plan. We recognized \$38,454 of stock-based compensation expense for the three months ended December 31, 2011 related to the restricted stock granted in November 2010 and stock option awards granted in September 2011. In October 2012, the Compensation Committee elected to immediately vest all restricted stock and stock options held by Mr. Peak. This vesting resulted in compensation expense of \$141,971 which was recognized in October 2012.

**General and Administrative Expenses.** General and administrative expenses for the three months ended December 31, 2012 and 2011 were \$166,068 and \$71,944, respectively. This increase is primarily attributable to increased legal costs associated with the Rights Plan and preliminary efforts to raise capital for the 2013 exploration program.

### Six Months Ended December 31, 2012 Compared to Six Months Ended December 31, 2011

**Claim Rentals and Minimum Royalties.** Claim rentals and minimum royalties consist of Federal and state of Alaska rental payments, annual labor payments, and minimum royalty payments payable to the Tetlin Village Council. We recognized claim rental and minimum royalties expense of \$99,288 for the six months ended December 31, 2012, compared to \$171,440 for the six months ended December 31, 2011. The decrease in claim rentals and minimum royalties is due to a reduction in minimum labor costs and the release of our state of Alaska REE Properties, slightly offset by an increase in the advance minimum royalty payable to the Tetlin Village Council to \$75,000 per year.

**Exploration Expenses.** We reported approximately \$4.2 million of exploration expense for the six months ended December 31, 2012, compared to approximately \$1.7 million for the six months ended December 31, 2011. This

increase is primarily attributable to an increase in our summer 2012 work program, as compared to prior year. Components of exploration expense included drilling costs, field rentals and field supplies as well as helicopters, transportation, fuel and other geophysical and geochemical expenses. The increase is also attributable to stock-based compensation expense related to issuing stock options in September 2011, July 2012 and December 2012 to our technical consultant, pursuant to the Company's 2010 Equity Compensation Plan. Stock-based compensation expense included in exploration expense totaled \$235,224 for the six months ended December 31, 2012 as compared to \$34,282 for the six months ended December 31, 2011.

**Stock-based Compensation Expenses.** We recognized approximately \$0.7 million of stock-based compensation expense for the six months ended December 31, 2012, related to restricted stock granted to our officers and directors in November 2010, and stock option awards granted in September 2011, July 2012 and December 2012, all pursuant to the Company's 2010 Equity Compensation Plan. We recognized \$115,976 of stock-based compensation expense for the six months ended December 31, 2011 related to the restricted stock granted in November 2010 and stock option awards granted in September 2011. In October 2012, the Compensation Committee elected to immediately vest all restricted stock and stock options held by Mr. Peak. This vesting resulted in compensation expense of \$141,971 which was recognized in October 2012.

**General and Administrative Expenses.** General and administrative expenses for the six months ended December 31, 2012 and 2011 were \$369,046 and \$145,394, respectively. This increase is primarily attributable to increased legal costs associated with the Rights Plan and preliminary efforts to raise capital for the 2013 exploration program, and XBRL reporting requirements.

#### **Liquidity**

The Company is in the initial stage of conducting exploration activities on its Properties, and our longer term liquidity will be impaired to the extent our exploration efforts are not successful in generating commercially viable mineral deposits on the Properties.

**Liquidity Outlook.** Our initial source of funding was the \$3.5 million in cash contributed by Contango which has been fully expended. On March 26, 2012, the Company completed the sale of 882,500 shares of Common Stock to accredited investors at a price of \$10.00 per share in a private placement for total proceeds of approximately \$8.8 million, including 400,000 shares that were purchased by Mr. Peak, the Company's Chairman. The placement agents used in connection with the transaction received aggregate placement fees and expenses of approximately \$0.4 million. The Company has used the money raised to fund its 2012 exploration program in Alaska and for general corporate purposes.

During the next three months, the Company intends to raise between \$12.0 million and \$18.0 million to fund its 2013 exploration program, which runs from April - October. Possible sources of funding include equity offerings, borrowings from financial institutions and offering of debt securities. Equity offerings could cause substantial dilution of our common stock, while any incurred debt would increase our leverage and add to our need for cash to service such debt. Accordingly, there can be no assurances that capital will be available to us from any source or that, if available, it will be on terms acceptable to us.

**Revolving Line of Credit Promissory Note.** On November 10, 2011, the Company entered into a \$1.0 million Revolving Line of Credit Promissory Note with Contango (the "CORE Note") which expired on December 31, 2012. The Company and Contango share common executive officers. The CORE Note contained covenants limiting our ability to enter into additional indebtedness and prohibited liens on any of our assets or properties. Borrowings under the CORE Note would bear interest at 10% per annum. As of December 31, 2012, the Company had no amounts outstanding under the CORE Note.

#### **2013 Exploration Program and Additional Capital Required**

After the 2012 summer exploration program was completed, the Company engaged a third party to incorporate the Company's drill hole data with the Company's airborne geophysical survey of the area completed in 2011. The survey compared the magnetic and electrical properties of the drill hole cores with the 2011 survey. The results from all of the data collected from our 2011 and 2012 drilling programs, as well as all of our surface samples, was provided to our lead geophysical contractor, Zonge International, Inc. ("Zonge"), to be included in a reinterpretation of all data from the Tetlin Hills area, one of four areas of the Tetlin Properties covered by the 2011 airborne geophysical program. A map was constructed by Zonge indicating the location where the highest grades of gold and/or copper (+5 ppm gold and/or +0.5% copper) were found in the Peak Zone drill holes. These drill holes are located in a zone of coincident high magnetic and high conductivity response colored purple on the map indicating that the highest grade gold and/or copper samples are hosted in rocks that are both magnetic and conductive. Drill holes with lower levels of



gold and/or copper mineralization (1 to 5 ppm gold and/or 0.1 to 0.5% copper) were located in areas with moderate level magnetic-conductivity responses colored red to yellow on the map. The image also indicates that drill holes that did not intersect any significant gold and/or copper mineralization were located in areas with coincident low magnetic and low conductivity responses colored green on the map. The Company believes these correlations between the drill hole geochemistry and the airborne data give us a tool to reduce our risk of drilling barren holes, and may provide a method for the direct detection of gold/copper mineralization going forward. The majority of the initial drilling planned for 2013 is based on drilling the areas with the coincident high magnetic and low resistivity responses similar to the Peak Zone, as well as further delineating the Peak Zone itself.

The Company's 2013 exploration program depends on how much capital is raised. If we are able to raise \$14.0 million, we will seek to:

- Utilize airborne and ground geophysical data to allow direct targeting of gold-copper zones,
- Continue or initiate exploration and expansion drilling at the Peak Zone, Chief Danny, MM, Chisana and Copper Hill prospects,
- Conduct additional airborne magnetics and resistivity surveys over Tetlin and Eagle land blocks,
- Complete reconnaissance exploration pan concentrate and stream sediment sampling programs, and
- Increase baseline environmental programs, including water sampling, cultural resource assessments and wetlands mapping.

**Peak Zone.** For 2013, we intend to drill an additional 20,000 feet in 20 to 30 core holes in the Peak Zone of the Chief Danny Prospect. Additionally, we will conduct baseline water quality sampling cultural resource assessments and wetlands mapping. We have budgeted approximately \$3.25 million for this work which includes drilling, geochemical analyses, claim rentals and other related expenses. Pending results, an initial resource estimate on the Peak Zone will be included in this part of the 2013 exploration program.

**Chief Danny Prospect (Other).** For 2013, we intend to drill 15,000 feet in 15 to 20 core holes targeting coincident geotechnical magnetic-conductivity anomalies in other locations in the Chief Danny Prospect. We have budgeted approximately \$2.625 million for this work.

**Exploration Leads.** For 2013, we have budgeted to invest approximately \$5.625 million on our Copper Hill, MM, and Chisana leads to drill 32,000 feet in 23 to 35 core holes.

The Company has also budgeted (i) \$750,000 for airborne geophysics work to cover additional prospective lands in the Tetlin Hills, our Eagle claims and lands southwest of the Tetlin Lake, (ii) \$750,000 for reconnaissance exploration to conduct soil and rock sampling on the Tetlin Lease and our Eagle claims, and (iii) \$500,000 for the application of our proprietary exploration model to prospective lands in east-central Alaska. The Company has budgeted an additional \$500,000 for road repair and community relations work not included in the 2013 exploration program budget.

**Dissolution of the Company.** Proceeds raised will be used primarily to finance the 2013 exploration program. If we are not successful in obtaining at least \$12.0 million, our capital exploration program for 2013 will be limited and we will need to reduce our planned drilling operations. Additionally, if we are not successful in obtaining any additional funding, we will not be able to conduct any exploration activities in 2013. As a result, we may be required to enter into a joint venture or sale of our properties or other reorganization of the Company, as well as possibly cease operations, dissolve and wind up the business of the Company.

#### Risk Factors

In addition to the other information set forth elsewhere in this Form 10-Q and in our Form 10-K for the fiscal year ended June 30, 2012, you should carefully consider the following factors when evaluating the Company. An investment in the Company is subject to risks inherent in our business and involves a high degree of risk. The trading price of the shares of the Company is affected by the performance of our business relative to, among other things, competition, market conditions and general economic and industry conditions. The value of an investment in the Company may decrease, resulting in a loss.

We have depended on the services of our Chairman and implementation of our business plan could be seriously harmed if we lost his services.

We have depended on the services of Mr. Kenneth R. Peak, our Chairman, who has received a medical leave of absence from the Company. Mr. Peak does not expect to return to full time service to the Company and Mr. Brad Juneau, the founder of the Tetlin project, was recently elected President and Chief Executive Officer of the Company. The probability that an individual prospect will contain commercial grade reserves is extremely remote.

The probability of finding economic mineral reserves on any of our Properties is extremely small. It is common to spend millions of dollars on an exploration prospect and complete many phases of exploration and still not obtain mineral reserves that can be economically exploited. Therefore, the possibility that our Properties will contain commercial mineral reserves and that the Company will recover funds spent on exploration is extremely remote.



We may not have sufficient capital for our 2013 exploration program and may be required to cease operations.

The Company has a limited amount of cash to fund its 2013 exploration program. Without additional funds to support the Company's exploratory drilling activities, we may be required to cease operations and you may lose your entire investment in the Company.

Our ability to successfully execute our business plan is dependent on our ability to obtain adequate financing. Our business plan, which includes the drilling of exploration prospects, will require substantial capital expenditures. We will require financing to fund any exploration activities in 2013. Our ability to raise capital will depend on many factors, including the results of our 2012 exploration program and the status of various capital and industry markets at the time we seek such capital. Accordingly, we cannot be certain that financing will be available to us on acceptable terms, if at all. In the event additional capital resources are unavailable, we may be required to cease our exploration and development activities or be forced to sell all or some portion of our Properties in an untimely fashion or on less than favorable terms.

We have no revenue to date from our Properties, which may negatively impact our ability to achieve our business objectives.

Since the acquisition of the Properties, we and our predecessors have conducted only very limited exploration activities and to date have not discovered any commercially viable mineral deposits. Our ability to become profitable will be dependent on the receipt of revenues from the extraction of minerals greater than our operational expenses. We and our predecessors have carried on our business of exploring our Properties at a loss since our inception and expect to continue to incur losses unless and until such time as one of our Properties enters into commercial production and generates sufficient revenues to fund our continuing operations. The amounts and timing of expenditures will depend on the progress of ongoing exploration, the results of consultants' analysis and recommendations, the rate at which operating losses are incurred, and other factors, many of which are beyond our control. Whether any mineral deposits we discover would be commercially viable depends on a number of factors, which include, without limitation, the particular attributes of the deposit, market prices for the minerals, and governmental regulations. If we cannot discover commercially viable deposits or commence actual mining operations, we may never generate revenues and will never become profitable.

The Properties in which we have an interest do not have any proven or probable reserves and we may never identify any commercially exploitable mineralization.

None of our Properties have any proven or probable reserves. To date, we have engaged in only limited preliminary exploration activities on the Properties, and our exploration activities of our REE Properties are based upon prior preliminary surveys conducted by the Federal government. Accordingly, we do not have sufficient information upon which to assess the ultimate success of our exploration efforts. There is no assurance that we may ever locate any mineral resources on our Properties or if we find mineral resources, they may not be in economic quantities. Additionally, even if we find minerals in sufficient quantities to warrant recovery, such recovery may not be economically profitable. Mineral exploration is highly speculative in nature, involves many risks and is frequently non-productive. Unusual or unexpected geologic formations and the inability to obtain suitable or adequate machinery, equipment or labor are risks involved in the conduct of exploration programs. If we do not establish reserves, we will be required to curtail or suspend our operations, in which case the market value of our common stock will decline, and you may lose all of your investment.

Our Properties are located in the remote regions of Alaska and exploration activities may be limited by weather and limited access and existing infrastructure.

Our focus is on the exploration of our Properties in the State of Alaska. The arctic climate limits most exploration activities to the period from May to October. In addition, the remote location of our Gold Properties as well as our REE Properties may limit access and increase exploration expenses. Higher costs associated with exploration activities and limitation on the annual periods in which we can carry on exploration activities will increase the costs and time associated with our planned exploration activities and could negatively affect the value of our Properties and securities.

We are highly dependent on the technical services provided by our consultant, Avalon, including the exploration of the Properties and exploratory drilling activities, and could be seriously harmed if Avalon terminated the services with us or became otherwise unavailable.

Because we have only four part-time employees, none of whom are mineral geoscientists or have experience in the mining industry, we depend upon our consultant, Avalon, for the success of our exploration projects and expect to remain so for the foreseeable future. Our ability to continue conducting exploration activities is in large part dependent upon the efforts of our consultant. As a result, we have limited control over the exploratory operations on the Properties. In addition, highly qualified

explorationists and engineers are difficult to attract and retain. We are dependent upon Avalon for assistance in acquiring acreage for our exploration projects in Alaska, planning work programs, conducting field work and interpreting assay results, and expect to remain dependent for the foreseeable future. As a result, the loss of the services of our consultant could have a material adverse effect on us and could prevent us from pursuing our business plan.

We are dependent on the services provided by the Chief of the Tetlin Indian Tribe, and could be seriously harmed if the Chief terminated his services or became otherwise unavailable.

We are dependent upon the knowledge and experience provided by the Chief of the Tetlin Indian Tribe regarding governmental affairs and tribal affairs issues. The loss of the services of the Chief could have a material adverse effect on us and could prevent us from pursuing our business plan.

Concentrating our capital investment in the State of Alaska increases our exposure to risk.

We expect to focus our capital investments in gold and rare earth mineral prospects in the State of Alaska. However, our exploration prospects in Alaska may not lead to any revenues or we may not be able to drill for mineral deposits at anticipated finding and development costs due to financing, environmental or operating uncertainties. Should we be able to make an economic discovery on our Properties, we would then be solely dependent upon a single mining operation for our revenue and profits.

We will rely on the accuracy of the estimates in reports provided to the Company by outside consultants and engineers.

We have no in-house mineral engineering capability, and therefore will rely on the accuracy of reserve reports provided to us by our independent third party consultants. If those reports prove to be inaccurate, our financial reports could have material misstatements. Further, we will use the reports of our independent consultants in our financial planning. If the reports prove to be inaccurate, we may also make misjudgments in our financial planning.

Exploration activities involve a high degree of risk, and our participation in exploratory drilling activities may not be successful.

Our future success will largely depend on the success of our exploration drilling program. Participation in exploration drilling activities involves numerous risks, including the significant risk that no commercially marketable minerals will be discovered. The mining of minerals and the manufacture of mineral products involves numerous hazards, including:

• Ground or slope failures;

• Pressure or irregularities in formations affecting ore or wall rock characteristics;

• Equipment failures or accidents;

• Adverse weather conditions;

• Compliance with governmental requirements and laws, present and future;

• Shortages or delays in the availability and delivery of equipment; and

• Lack of adequate infrastructure, including access to roads, electricity and available housing.

Poor results from our drilling activities would materially and adversely affect our future cash flows and results of operations.

We have no assurance of title to our Properties.

We hold 50,429 acres in the form of state of Alaska unpatented mining claims, for gold ore exploration. We also hold approximately 3,440 acres in unpatented U.S. Federal mining claims for REE exploration. Unpatented mining claims are unique property interests, in that they are subject to the paramount title of, the state of Alaska or the U.S. Federal government, as applicable, and rights of third parties to uses of the surface within their boundaries, and are generally considered to be subject to greater title risk than other real property interests. The rights to deposits of minerals lying within the boundaries of the unpatented state claims are subject to Alaska Statutes 38.05.185 – 38.05.280, and are governed by Alaska Administrative Code 11 AAC 86.100 – 86.600. The validity of all State of Alaska unpatented mining claims is dependent upon inherent uncertainties and conditions. These uncertainties relate to matters such as:

- The existence and sufficiency of a discovery of valuable minerals;
- Proper posting and marking of boundaries in accordance with state statutes;
- Timely payments of annual rentals for the right to continue to hold the mining claims in accordance with state statutes;
- Timely and proper performance of sufficient annual assessment work; and

Possible conflicts with other claims not determinable from descriptions of records.

The validity of an unpatented mining claim also depends on (1) the claim having been located on Alaska state land open to appropriation by mineral location, which is the act of physically entering the land and making a claim by putting stakes in the ground, (2) compliance with all applicable state statutes in terms of the contents of claim location notices or certificates and the timely filing and recording of such notices or certificates, (3) timely payment of annual claim rental fees, and (4) the timely filing and recording of proof of annual assessment work. In the absence of a discovery of valuable minerals, the ground covered by an unpatented mining claim is open to location by others unless the owner is in actual possession of and diligently working the claim. The unpatented state mining claims we own or control may be invalid, or the title to those claims may not be free from defects. In addition, the validity of our claims may be contested by the Alaska state government or challenged by third parties.

With respect to our Tetlin Lease, we retained title lawyers to conduct a general examination of title to the mineral interest prior to executing the Tetlin Lease. Prior to conducting any mining activity, however, we will obtain a full title review of the Tetlin Lease to identify more fully any deficiencies in title to the lease and, if there are deficiencies, to identify measures necessary to cure those defects to the extent reasonably possible. However, such deficiencies may not be cured by us. It does happen, from time to time, that the examination made by title lawyers reveals that the title to properties is defective, having been obtained in error from a person who is not the rightful owner of the mineral interest desired. In these circumstances, we may not be able to proceed with our exploration and development of the lease site or may incur costs to remedy a defect. It may also happen, from time to time, that we may elect to proceed with mining work despite defects to the title identified in a title opinion.

We have entered into the Tetlin Lease with a Native American tribe for the exploration of gold ore and associated minerals. The enforcement of contractual rights against Native American tribes with sovereign powers may be difficult.

Federally recognized Native American tribes are independent governments with sovereign powers, except as those powers may have been limited by treaty or the United States Congress. Such tribes maintain their own governmental systems and often their own judicial systems and have the right to tax, and to require licenses and to impose other forms of regulation and regulatory fees, on persons and businesses operating on their lands. As sovereign nations, federally recognized Native American tribes are generally subject only to federal regulation. States do not have the authority to regulate them, unless such authority has been specifically granted by Congress, and state laws generally do not directly apply to them and to activities taking place on their lands, unless they have a specific agreement or compact with the state or Federal government allowing for the application of state law. Our Tetlin Lease provides that it will be governed by applicable federal law and the law of the State of Alaska. We cannot assure you, however, that this choice of law clause would be enforceable, leading to uncertain interpretation of our rights and remedies under the Tetlin Lease.

Federally recognized Native American tribes also generally enjoy sovereign immunity from lawsuit similar to that of the states and the United States federal government. In order to sue a Native American tribe (or an agency or instrumentality of a Native American tribe), the Native American tribe must have effectively waived its sovereign immunity with respect to the matter in dispute. Moreover, even if a Native American tribe effectively waives its sovereign immunity, there exists an issue as to the forum in which a lawsuit can be brought against the tribe. Federal courts are courts of limited jurisdiction and generally do not have jurisdiction to hear civil cases relating to matters concerning Native American lands or the internal affairs of Native American governments. Federal courts may have jurisdiction if a federal question is raised by the lawsuit, which is unlikely in a typical contract dispute. Diversity of citizenship, another common basis for federal court jurisdiction, is not generally present in a suit against a tribe because a Native American tribe is not considered a citizen of any state. Accordingly, in most commercial disputes with tribes, the jurisdiction of the federal courts, may be difficult or impossible to obtain. Our Tetlin Lease contains a provision in which the Tetlin Village Council expressly waives its sovereign immunity to the limited extent necessary to permit judicial review in the courts in Alaska of certain issues affecting the Tetlin Lease.

Competition in the mineral exploration industry is intense, and the Company is smaller and has a much more limited operating history than most of its competitors.



We will compete with a broad range of mining companies with far greater resources in our exploration activities. Several mining companies concentrate drilling efforts on one type of mineral and thus may enjoy economies of scale and other efficiencies. However, our drilling strategies include both mining of gold ore and rare earth elements. As a result, we may not be able to compete effectively with such companies. We will also compete for the equipment and labor required to operate and to develop our Properties if our exploration activities are successful. Most of our competitors have substantially greater financial resources than we do. These competitors may be able to evaluate, bid for and purchase a greater number of properties and prospects than we can. In addition, most of our competitors have been operating for a much longer time than we have and

have substantially larger staffs. Gold and rare earth minerals processing requires complex and sophisticated processing technologies. We have no experience in the minerals processing industry.

We have only owned mining properties since the acquisition by our predecessors of the Properties in 2009 and 2010. Furthermore, no member of our management has any technical training or experience in minerals exploration or mining. Because of our limited operating history, we have limited insight into trends that may emerge and affect our business. We may make errors in predicting and reacting to relevant business trends and will be subject to the risks, uncertainties and difficulties frequently encountered by early-stage companies in evolving markets such as ours. We may not be able to compete effectively with more experienced companies or in such a highly competitive environment.

With respect to our rare earth mining activities, our Chinese competitors have been exploring for, mining and producing rare earth minerals long before our entry into the industry, and have far greater financial capabilities, as well as other processing technologies and resources to improve and expand their facilities. Additionally, the Chinese have enjoyed economies of scale and favorable domestic policies. We may not be able to overcome any strategic advantages our Chinese competitors may have over us.

The mining industry is historically a cyclical industry and market fluctuations in the prices of minerals could adversely affect our business.

Prices for minerals tend to fluctuate significantly in response to factors beyond our control. These factors include:

- Global economic conditions;
- Domestic and foreign tax policy;
- The price of foreign imports of gold and rare earth elements, and products derived from the foregoing;
- The cost of exploring for, producing and processing mineral ore;
- Available transportation capacity; and
- The overall supply and demand for minerals.

Changes in commodity prices would directly affect revenues and may reduce the amount of funds available to reinvest in exploration and development activities. Reductions in mineral prices not only reduce revenues and profits, but could also reduce the quantities of reserves that are commercially recoverable. Declining metal prices may also impact our operations by requiring a reassessment of the commercial feasibility of any of our mining work.

Because our sole source of revenue, if our exploration efforts are successful, will be the sale of gold and rare earth minerals, changes in demand for, and the market price of, gold and rare earth minerals could significantly affect our profitability. The value and price of our common stock may be significantly affected by declines in the prices of gold and rare earth minerals and products.

Gold prices fluctuate widely and are affected by numerous factors beyond our control such as interest rates, exchange rates, inflation or deflation, fluctuation in the relative value of the United States dollar against foreign currencies on the world market, global and regional supply and demand for gold, and the political and economic conditions of gold producing countries throughout the world.

Demand for rare earth minerals may also be impacted by fluctuations in demand for downstream products incorporating rare earth minerals, including wind power technology and hybrid and electric vehicles. Lack of growth in the clean technology or automotive industries may adversely affect the demand for rare earth minerals. The success of our business also depends on the creation of new products that may incorporate rare earth minerals. A prolonged or significant economic contraction in the United States or worldwide could also put downward pressure on market prices of rare earth minerals and products.

An increase in the global supply of minerals may adversely affect our business.

The pricing and demand for gold and rare earth minerals is affected by a number of factors beyond our control, including global economic conditions and the global supply and demand for gold and rare earth minerals and products. Increases in the amount of gold and rare earth minerals sold by our competitors may result in price reductions, reduced margins and we may not be able to compete effectively against current and future competitors.

We depend upon our management team and our consultant, Avalon.

The successful implementation of our business strategy and handling of other issues integral to the fulfillment of our business strategy depends, in part, on our management team, as well as our consultant, Avalon, and its geoscientists,

geologists, engineers and other professionals engaged by Avalon. The loss of key members of our management team or the professional staff at Avalon could have a material adverse effect on our business, financial condition and operating results.

We are subject to complex laws and regulations, including environmental regulations that can adversely affect the cost, manner or feasibility of doing business.

Our exploratory mining operations are subject to numerous laws and regulations governing our operations and the discharge of materials into the environment, including the Federal Clean Water Act, Clean Air Act, Endangered Species Act, and the Comprehensive Environmental Response, Compensation, and Liability Act. Federal initiatives are often also administered and enforced through state agencies operating under parallel state statutes and regulations. Failure to comply with such rules and regulations could result in substantial penalties and have an adverse effect on us. These laws and regulations may:

- Require that we obtain permits before commencing mining work;
- Restrict the substances that can be released into the environment in connection with mining work;
- Limit or prohibit mining work on protected areas.

Under these laws and regulations, we could be liable for personal injury and clean-up costs and other environmental and property damages, as well as administrative, civil and criminal penalties. We maintain only limited insurance coverage for sudden and accidental environmental damages. Accordingly, we may be subject to liability, or we may be required to cease production from properties in the event of environmental damages. These laws and regulations have been changed frequently in the past. In general, these changes have imposed more stringent requirements that increase operating costs or require capital expenditures in order to remain in compliance. Any such changes could have an adverse effect on our business, financial condition and results of operations.

We are subject to the Federal Mine Safety and Health Act of 1977 and regulations promulgated thereto, which impose stringent health and safety standards on numerous aspects of our operations.

Our exploration and mining work in Alaska is subject to the Federal Mine Safety and Health Act of 1977, which impose stringent health and safety standards on numerous aspects of mineral extraction and processing operations, including the training of personnel, operating procedures, operating equipment and other matters. Our failure to comply with these standards could have a material adverse effect on our business, financial condition or otherwise impose significant restrictions on our ability to conduct mining work.

We may be unable to obtain, maintain or renew permits necessary for the exploration, development or operation of any mining activities, which could have a material adverse effect on our business, financial condition or results of operation.

We must obtain a number of permits that impose strict conditions, requirements and obligations relating to various environmental and health and safety matters in connection with our current and future operations. To obtain certain permits, we may be required to conduct environmental studies, collect and present data to governmental authorities and the general public pertaining to the potential impact of our current and future operations upon the environment and take steps to avoid or mitigate the impact. The permitting rules are complex and have tended to become more stringent over time. Accordingly, permits required for our mining work may not be issued, maintained or renewed in a timely fashion or at all, or may be conditioned upon restrictions which may impede our ability to operate efficiently. The failure to obtain certain permits or the adoption of more stringent permitting requirements could have a material adverse effect on our business, our plans of operation, and properties in that we may not be able to proceed with our exploration, development or mining programs.

Anti-takeover provisions of our certificate of incorporation, bylaws and Delaware law could adversely affect potential acquisition by third parties.

In December 2012, our Board of Directors adopted a shareholder rights plan ("Rights Plan") pursuant to which one preferred stock purchase right was distributed as a dividend on each share of our Common Stock held of record as of the close of business on December 20, 2012. The Rights Plan is designed to deter coercive takeover tactics and to prevent an acquirer from gaining control of the Company without offering a fair price to all of our stockholders. The existence of the Rights Plan, however, could have the effect of making it more difficult for a third party to acquire a majority of our outstanding Common Stock, and thereby adversely affect the market price of our Common Stock. In addition, our certificate of incorporation, bylaws, the Delaware General Corporation Law contain provisions that may discourage unsolicited takeover proposals. These provisions could have the effect of inhibiting fluctuations in the

market price of our Common Stock that could result from actual or rumored takeover attempts, preventing changes in our management or limiting the price that investors may be willing to pay for shares of Common Stock. Among other things, these provisions:

- Limit the personal liability of directors;
- Limit the persons who may call special meetings of stockholders;
- Prohibit stockholder action by written consent;

• Establish advance notice requirements for nominations for election of the board of directors and for proposing matters to be acted on by stockholders at stockholder meetings;

• Require us to indemnify directors and officers to the fullest extent permitted by applicable law;

• Impose restrictions on business combinations with some interested parties.

Our common stock is thinly traded.

There are approximately 2.5 million shares of our common stock outstanding with directors, officers and our technical consultant beneficially owning approximately 37% of our common stock. Since our common stock is thinly traded, the purchase or sale of relatively small common stock positions may result in disproportionately large increases or decreases in the price of our common stock.

We do not intend to pay dividends in the foreseeable future.

For the foreseeable future, we intend to retain any earnings to finance the development of our business, and we do not anticipate paying any cash dividends on our common stock. Any future determination to pay dividends will be at the discretion of our Board of Directors and will be dependent upon then-existing conditions, including our operating results and financial condition, capital requirements, contractual restrictions, business prospects and other factors that our Board of Directors considers relevant. Accordingly, investors must rely on sales of their common stock after any price appreciation, which may never occur, as the only way to realize a return on their investment.

#### Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a “smaller reporting company”, we are not required to provide this information.

#### Item 4. Controls and Procedures

Brad Juneau, our President and Chief Executive Officer, together with our Chief Financial Officer and Controller, carried out an evaluation of the effectiveness of the Company’s “disclosure controls and procedures” as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as of December 31, 2012. Based upon that evaluation, the Company’s management concluded that, as of December 31, 2012, the Company’s disclosure controls and procedures were effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and to ensure that the information required to be disclosed by us in reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our President and Acting Chief Executive Officer, Chief Financial Officer, and Controller, as appropriate, to allow timely decisions regarding required disclosure.

There were no changes to the Company’s internal control over financial reporting (as that term is defined in Rule 13a-15(f) or 15d-15(f) under the Exchange Act) during the period to which this report relates that have materially affected or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

### PART II—OTHER INFORMATION

#### Item 1. Legal Proceedings

From time to time, we are party to litigation or other legal and administrative proceedings that we consider to be a part of the ordinary course of business. As of the date of this Form 10-Q, we are not a party to any material legal proceedings and we are not aware of any material proceedings contemplated against us, that could individually or in the aggregate, reasonably be expected to have a material adverse effect on our financial condition, cash flows or results of operations.

#### Item 1A. Risk Factors

As a “smaller reporting company”, we are not required to provide this information. See Part I, Item 2, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” which identifies and discloses certain risks and uncertainties including, without limitation, certain “Risk Factors”.

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

On September 1, 2010, the Company was formed as a Delaware corporation and issued 100 shares of its common stock to Contango. We relied on the provisions of Section 4(2) of the Securities Act of 1933, as amended (the “Securities Act”), in claiming exemption for the offering, sale and delivery of such securities from registration under the Securities Act. On



November 29, 2010, the Company issued approximately 1.6 million shares of its common stock to Contango for distribution to individuals who were shareholders of Contango on October 15, 2010.

On March 26, 2012, the Company completed its private offering of 882,500 shares of common stock to accredited investors. See the description of the equity offering contained in Note 8 – Shareholders' Equity– in the Notes to the Financial Statements on this Report on Form 10-Q and as previously reported in the Company's report on Form 8-K filed March 27, 2012. We relied on the provisions of Section 4(2) and Regulation D of the Securities Act in claiming an exemption from the offering, sale and delivery of such securities from registration under the Securities Act.

Authorized and outstanding capital stock. The Company's authorized capital stock consists of 30,000,000 shares of common stock and 15,000,000 shares of preferred stock. As of February 8, 2013, we had 2,519,395 shares of common stock outstanding, all of which are fully paid and non-assessable. Holders of common stock are entitled to one vote for each share held of record on all matters to be voted on by stockholders and are not entitled to cumulative voting for the election of directors. Upon the liquidation, dissolution or winding up of our business, after payment of all liabilities and payment of preferential amounts to the holders of preferred stock, if any, the shares of common stock are entitled to share equally in our remaining assets. Pursuant to our certificate of incorporation, no stockholder has any preemptive rights to subscribe for our securities. The common stock is not subject to redemption.

We do not intend to declare or pay any cash dividends on our common stock. We currently intend to retain any future earnings in excess of preferred stock dividends, if any, for operations and to develop and expand our business. We do not anticipate paying any dividends on our common stock in the foreseeable future. Any future determination with respect to the payment of dividends on the common stock will be at the discretion of the Board and will depend on, among other things, operating results, financial condition and capital requirements, the terms of then-existing indebtedness, general business conditions and other factors the Board deems relevant.

#### Item 4. Mine Safety Disclosures

None.

#### Item 5. Other Information

On December 19, 2012, the Company adopted a Rights Plan that is designed to ensure that all stockholders of the Company receive fair value for their shares of common stock in the event of any proposed takeover of the Company and to guard against the use of partial tender offers or other coercive tactics to gain control of the Company without offering fair value to all of the Company's stockholders. The Rights Plan is not intended, nor will it operate, to prevent an acquisition of the Company on terms that are favorable and fair to all stockholders.

Under the terms of the Rights Plan, each right (a "Right") will entitle the holder to buy 1/100 of a share of Series A Junior Preferred Stock of the Company (the "Preferred Stock") at an exercise price of \$80 per share. The Rights will be exercisable and will trade separately from the shares of common stock only if a person or group, other than our Chairman, Mr. Kenneth Peak, who currently beneficially owns approximately 26.5% of the Company, acquires beneficial ownership of 15% or more of the Company's common stock or commences a tender or exchange offer that would result in such a person or group owning 15% or more of the common stock (the "Triggering Event"). Only when one or more of these events occur will stockholders receive certificates for the Rights.

Under the terms of the Rights Plan, Rights have been distributed as a dividend at the rate of one Right for each share of common stock that was held as of the close of business on December 20, 2012. Stockholders will not actually receive certificates for the Rights at this time, but the Rights will become part of each share of common stock. An additional Right will be issued along with each share of common stock that is issued or sold by the Company after December 20, 2012. The Rights may only be exercised during a two-year period and are scheduled to expire on December 19, 2014. Upon a Triggering Event, stockholders of the Company will receive certificates for the Rights.

If any person actually acquires 15% or more of shares of common stock - other than through a tender or exchange offer for all shares of common stock that provides a fair price and other acceptable terms for such shares - or if a



15%-or-more stockholder engages in certain “self-dealing” transactions or engages in a merger or other business combination in which the Company survives and its shares of common stock remain outstanding, the other stockholders will be able to exercise the Rights and buy shares of common stock of the Company having approximately twice the value of the exercise price of the Rights. Additionally, if the Company is involved in certain other mergers where its shares are exchanged or certain major sales of its assets occur, stockholders will be able to purchase a certain number of the other party's common stock in an amount equal to approximately twice the value of the exercise price of the Rights.

The Company will be entitled to redeem the Rights at \$0.01 per Right at any time until the earlier of (i) the tenth day following public announcement that a person has acquired a 15% ownership position in shares of common stock of the Company or (ii) the final expiration date of the Rights. The Company in its discretion may extend the period during which it may redeem the Rights.

#### Certain Relationships and Related Transactions, and Director Independence

The Company has instituted policies and procedures for the review, approval and ratification of “related person” transactions as defined under SEC rules and regulations. Our Audit Committee Charter requires management to inform the Audit Committee of all related person transactions. In order to identify any such transactions, among other measures, the Company requires its directors and officers to complete questionnaires identifying transactions with any company in which the officer or director or their family members may have an interest. In addition, our Code of Ethics requires that the Audit Committee review and approve any related party transaction before it is consummated. Each Board member other than Mr. Peak and Mr. Juneau is an independent director as defined in the listing standards.

#### (a) Exhibits:

The following is a list of exhibits filed as part of this Form 10-Q. Where so indicated by a footnote, exhibits, which were previously filed, are incorporated herein by reference.

Exhibit Number	Description
3.1	Certificate of Incorporation of Contango ORE, Inc. (1)
3.2	Bylaws of Contango ORE, Inc. (1)
4.1	Form of Certificate of Contango ORE, Inc. Common Stock. (1)
4.2	Certificate of Designation of Series F Junior Preferred Stock of Contango ORE, Inc. (8)
4.3	Rights Agreement, dated as of December 20, 2012, between Contango ORE, Inc. and Computershare Trust Company, N.A., as Rights Agent. (8)
10.1	Mineral Lease, effective as of July 15, 2008, between Native Village of Tetlin and Juneau Exploration Company, d/b/a Juneau Mining Company, as amended by Amendment No. 1 to Mineral Lease, effective as of October 1, 2009. (1)
10.2	Amendment No. 2 to Mineral Lease, effective as of June 1, 2011. (2)
10.3	Amendment No. 3 to Mineral Lease, effective as of July 1, 2011. (2)
10.4	Amendment No. 4 to Mineral Lease, effective as of December 3, 2012. †
10.5	Chairman Agreement dated as of November 1, 2010, between Contango ORE, Inc. and Kenneth R. Peak. (1)
10.6	Form of 2010 Equity Compensation Plan. (1)



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- 10.7 Contribution Agreement, dated as of November 1, 2010, between Contango Oil & Gas Company and Contango ORE, Inc. (1)
- 10.8 Amended and Restated Professional Services Agreement, dated as of November 1, 2010, between Avalon Development Corporation and Contango ORE, Inc. (1)
- 10.9 Consulting Agreement, dated as of October 15, 2010, between Mr. Donald Adams and Contango ORE, Inc. (2)
- 10.10 Revolving Line of Credit Promissory Note dated as of November 10, 2011, between Contango ORE, Inc. and Contango Oil & Gas Company. (3)
- 10.11 Securities Purchase Agreement, dated as of March 22, 2012, between Contango ORE, Inc. and the Purchasers named therein. (5)
- 10.12 Registration Rights Agreement, dated as of March 22, 2012, between Contango ORE, Inc. and the Purchasers named therein. (5)
- 10.13 Advisory Agreement, dated as of September 6, 2012, between Contango ORE, Inc. and Juneau Exploration L.P. (6)
- 31.1 Certification of Chief Executive Officer required by Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934. †
- 31.2 Certification of Chief Financial Officer required by Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934. †
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. †
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. †
- 99.1 Schedule of Gold Properties (Excluding Tetlin Lease). (2)
- 99.2 Schedule of REE Properties. (2)
- 99.3 Schedule of Additional TOK Claims (7)
- 99.4 Schedule of Eagle Claims †
- 99.5 Report of Behre Dolbear & Company (USA), Inc. (4)
- 101 Interactive Data Files †

† Filed herewith.

1. Filed as an exhibit to the Company's report on Amendment No. 2 to Registration Statement on Form 10, as filed with the Securities and Exchange Commission on November 26, 2010.

2.

Filed as an exhibit to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2011, as filed with the Securities and Exchange Commission on September 19, 2011.

3. Filed as an exhibit to the Company's report on Form 10-Q for the three months ended September 30, 2011, as filed with the Securities and Exchange Commission on November 14, 2011.
4. Filed as an exhibit to the Company's report on Form 10-Q for the three months ended December 31, 2011, as filed with the Securities and Exchange Commission on February 6, 2012.
5. Filed as an exhibit to the Company's report on Form 8-K, as filed with the Securities and Exchange Commission on March 27, 2012.
6. Filed as an exhibit to the Company's annual report on Form 10-K, for the fiscal year ended June 30, 2012, as filed with the Securities and Exchange Commission on September 11, 2012.
7. Filed as an exhibit to the Company's report on Form 10-Q, for the three months ended September 30, 2012, as filed with the Securities and Exchange Commission on November 14, 2012.
8. Filed as an exhibit to the Company's report on Form 8-K, as filed with the Securities and Exchange Commission on December 21, 2012.

#### 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, thereto duly authorized.

#### CONTANGO ORE, INC.

Date: February 14, 2013

By: /s/ BRAD JUNEAU  
Brad Juneau  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: February 14, 2013

By: /s/ SERGIO CASTRO  
Sergio Castro  
Chief Financial Officer  
(Principal Financial Officer)

Date: February 14, 2013

By: /s/ YAROSLAVA MAKALSKAYA  
Yaroslava Makalskaya  
Vice President, Chief Accounting Officer and  
Controller (Principal Accounting Officer)