

FIRST COLOMBIA GOLD CORP.

Form 10-K

April 16, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

✓ ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

“ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission file number: 000-51203

First Colombia Gold Corp.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation or
organization)

98-0425310
(I.R.S. Employer Identification No.)

Carrera 49 No. 51-11 Suite 402, Copacabana, Antioquia Colombia
(Address of principal executive offices) (Zip Code)

Registrant's telephone, including area code: +57 (4) 461-6154

Securities registered under Section 12(b) of the Exchange Act: None.

Securities registered under Section 12(g) of the Exchange Act:

Common Stock, \$0.00001 par value (Title of class)	Not Applicable (Name of each exchange on which registered)
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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes “ No ✓

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes “ No ✓

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 web site, 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

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

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

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 ☐

As of June 30, 2011, the aggregate market value of the Company's common equity held by non-affiliates computed by reference to the closing price \$0.12 was: \$4,739,830

The number of shares of our common stock outstanding as of April 13, 2012 was: 41,503,585

Documents Incorporated by Reference: None.

Table of Contents

FORM 10-K
FIRST COLOMBIA GOLD CORP.
DECEMBER 31, 2011

Table of Contents

	Page
PART I	
Item 1. <u>Business.</u>	5
Item 1A. <u>Risk Factors.</u>	7
Item 1B. <u>Unresolved Staff Comments.</u>	14
Item 2. <u>Properties.</u>	15
Item 3. <u>Legal Proceedings.</u>	26
Item 4. <u>Mine Safety Disclosures.</u>	26
PART II	
Item 5. <u>Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.</u>	27
Item 6. <u>Selected Financial Data.</u>	29
Item 7. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations.</u>	30
Item 7A. <u>Quantitative and Qualitative Disclosures About Market Risk.</u>	35
Item 8. <u>Financial Statements and Supplementary Data.</u>	35
Item 9. <u>Changes In and Disagreements With Accountants on Accounting and Financial Disclosure.</u>	35
Item 9A. <u>Controls and Procedures.</u>	35
Item 9B. <u>Other Information.</u>	36
PART III	
Item 10. <u>Directors, Executive Officers and Corporate Governance.</u>	37
Item 11. <u>Executive Compensation.</u>	40
Item 12. <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.</u>	43
Item 13. <u>Certain Relationships and Related Transactions, and Director Independence.</u>	44
Item 14. <u>Principal Accounting Fees and Services.</u>	45
PART IV	
Item 15. <u>Exhibits, Financial Statement Schedules.</u>	46
<u>Glossary</u>	
<u>Signature Page</u>	
<u>Exhibit Index</u>	

- 2 -

Table of Contents

Cautionary Note Regarding Forward Looking Statements

This annual report contains 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. The words “believe,” “expect,” “anticipate,” “intend,” “estimate,” “may,” “should,” “could,” “will,” “plan,” “future,” “continue,” and other expressions that are predictions of or indicate future events and trends and that do not relate to historical matters identify forward-looking statements. These forward-looking statements are based largely on our expectations or forecasts of future events, can be affected by inaccurate assumptions, and are subject to various business risks and known and unknown uncertainties, a number of which are beyond our control. Therefore, actual results could differ materially from the forward-looking statements contained in this document, and readers are cautioned not to place undue reliance on such forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. A wide variety of factor could cause or contribute to such differences and could adversely impact revenues, profitability, cash flows and capital needs. There can be no assurance that the forward-looking statements contained in this document will, in fact, transpire or prove to be accurate. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled “Risk Factors” that may cause our or our industry’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by any forward-looking statements.

Important factors that may cause the actual results to differ from the forward-looking statements, projections or other expectations include, but are not limited to, the following:

risk that we will not be able to remediate identified material weaknesses in our internal control over financial reporting and disclosure controls and procedures;

risk that we fail to meet the requirements of the agreements under which we acquired our options to acquire mineral property interests, including any cash payments to the optionor or any exploration obligations that we have regarding these properties, which could result in the loss of our right to exercise these options to acquire certain mining and mineral rights underlying these properties;

risk that we will be unable to secure additional financing in the near future in order to commence and sustain our planned exploration work and be forced to cease our exploration and development program;

risk that we cannot attract, retain and motivate qualified personnel, particularly employees, consultants and contractors for our operations;

risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of mineral deposits;

results of initial feasibility, pre-feasibility and feasibility studies, and the possibility that future exploration, development or mining results will not be consistent with our expectations;

mining and development risks, including risks related to accidents, equipment breakdowns, labor disputes or other unanticipated difficulties with or interruptions in production;

the potential for delays in exploration or development activities or the completion of feasibility studies;

risks related to the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses;

risks related to commodity price fluctuations;

the uncertainty of profitability based upon our history of losses;

risks related to failure to obtain adequate financing on a timely basis and on acceptable terms for our planned exploration and development projects;

risks related to environmental regulation and liability;

risks that the amounts reserved or allocated for environmental compliance, reclamation, post-closure control measures, monitoring and on-going maintenance may not be sufficient to cover such costs;

risks related to tax assessments;

political and regulatory risks associated with mining development and exploration; and

other risks and uncertainties related to our prospects, properties and business strategy.

Table of Contents

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this report. Except as required by law, we do not undertake to update or revise any of the forward-looking statements to conform these statements to actual results, whether as a result of new information, future events or otherwise.

As used in this annual report, “First Colombia,” the “Company,” “we,” “us,” or “our” refer to First Colombia Gold Corp., unless otherwise indicated.

If you are not familiar with the mineral exploration terms used in this report, please refer to the definitions of these terms under the caption “Glossary” at the end of Item 15 of this report.

Table of Contents

PART I

ITEM 1. Business.

Corporate History

We were incorporated in the State of Nevada under the name Gondwana Energy, Ltd. on September 5, 1997, and previously operated under the name Finmetal Mining Ltd and Amazon Goldsands Ltd. Our operations have historically focused on the acquisition and development of mineral property interests in varying locations, including Finland and Peru. The current focus of our business and operations is on the development of our mineral property interests on properties located in the western United States and we are evaluating mineral property interests and seeking opportunities in other geographical areas, including Colombia and Bolivia, to potentially acquire.

Exploration Stage Company

We are considered an exploration or exploratory stage company because we are involved in the examination and investigation of land that we believe may contain valuable minerals, for the purpose of discovering the presence of ore, if any, and its extent. There is no assurance that a commercially viable mineral deposit exists on any of the properties underlying our mineral property interests, and a great deal of further exploration will be required before a final evaluation as to the economic and legal feasibility for our future exploration is determined. We have no known reserves of any type of mineral. To date, we have not discovered an economically viable mineral deposit on any of the properties underlying our mineral property interests, and there is no assurance that we will discover one. If we cannot acquire or locate mineral deposits, or if it is not economical to recover any mineral deposits that we do find, our business and operations will be materially and adversely affected.

Summary of our Mineral Property Interests

A description of our mineral property interests is set forth in Part I, Item 2 of this Annual Report.

Governmental Regulation

Our business is subject to extensive federal, state and local laws and regulations governing development, production, labor standards, occupational health, waste disposal, the use of toxic substances, environmental regulations, mine safety and other matters. We are subject to potential risks and liabilities occurring as a result of mineral exploration and production. Insurance against environmental risk (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) is not generally available to us (or to other companies in the minerals industry) at a reasonable price. To the extent that we become subject to environmental liabilities, the satisfaction of any such liabilities would reduce funds otherwise available to us and could have a material adverse effect on us. Laws and regulations intended to ensure the protection of the environment are constantly changing, and are generally becoming more restrictive.

All operating and exploration plans have been made in consideration of existing governmental regulations. Regulations that most affect operations are related to surface water quality and access to public lands. An approved plan of operations (POO) and a financial bond are usually required before exploration or mining activities can be conducted on public land that is administered by the United States Bureau of Land Management (BLM) or United States Forest Service (USFS).

Montana

In the State of Montana our exploration and mining operations will be under supervision of the Montana Department of Environmental Quality (“MDEQ”) which enforces Montana’s Environmental Policy Act and mining regulations. Exploration and mining activity at the Boulder Hill Project, which SRI intends to acquire, is may be conducted under a Small Miner Exclusion Statement (SMES). An SMES allows for expedited treatment for exploration/mining operations which affect no more than 25 square miles of property. While such a limitation makes mining under an SMES infeasible for large gold mining companies, SRC, by contrast, can operate efficiently in this smaller space as a small exploration company.

Table of Contents

Idaho

The mining and exploration activities for the South Idaho Silver Project will be governed by the Bureau of Land Management and the US Forest Service. In Idaho, the BLM manages nearly 12 million acres of public lands, nearly one-fourth of the state's total land area. The Branch of Lands, Minerals & Water Rights administers the use and development of many of the resources found on these lands - including energy and mineral resources - along with managing real estate transactions involving public lands.

Termination of Sapo Agreement

We entered into an agreement (the "Agreement") effective as of April 1, 2011 with Sapo Holdings SA ("Sapo") to provide us guidance and expertise in evaluating and identifying potential properties for our review. The Agreement was for a one year term. Sapo is a consulting firm based in Colombia that has expertise in identifying potential exploration projects and working with professionals engaged in mineral exploration to providing staffing to and administration of mineral exploration projects. In exchange for providing us with these services, we agreed to compensate Sapo 10% over the costs incurred for such exploration services, which would include hiring a field crew, technical staff and equipment, a monthly fee of \$5,000 for project supervision services and a monthly fee of \$17,500 for project administration, which would include secretarial services, office equipment, rent, public relations and utilities and local transportation. The Agreement can be terminated by either party with or without cause upon 60 days written notice to the other party, and was terminated in October 2011. We have appointed new management during the last six months with specific administrative and operational experience in the mining field that make the continued engagement of Sapo not economical. Notwithstanding, we will supplement our management's expertise with geological and engineering consultants as required.

Competition

We are an exploration stage mineral resource exploration company that competes with other mineral resource exploration companies for financing and for the acquisition of new mineral properties. Many of the mineral resource exploration companies with whom we compete have greater financial and technical resources than those available to us. Accordingly, these competitors may be able to spend greater amounts on acquisitions of mineral properties of merit, on exploration of their mineral properties and on development of their mineral properties. In addition, they may be able to afford more geological expertise in the targeting and exploration of mineral properties. This competition could result in competitors having mineral properties of greater quality and interest to prospective investors who may finance additional exploration and development. This competition could adversely impact on our ability to achieve the financing necessary for us to conduct further exploration of our mineral properties. We will also compete with other mineral exploration companies for financing from a limited number of investors that are prepared to make investments in mineral exploration companies. The presence of competing mineral exploration companies may impact on our ability to raise additional capital in order to fund our exploration programs if investors are of the view that investments in competitors are more attractive based on the merit of the mineral properties under investigation and the price of the investment offered to investors. We will also compete with other mineral companies for available resources, including, but not limited to, professional geologists, camp staff, mineral exploration supplies and drill rigs.

Intellectual Property

We do not own, either legally or beneficially, any patent or trademark.

Employees

We have no full-time employees at the present time. Our executive officers do not devote their services full time to our operations. We engage contractors from time to time to consult with us on specific corporate affairs or to perform specific tasks in connection with our exploration programs. As of December 31, 2011, we engaged two contractors that provided work to us on a recurring basis.

Research and Development Expenditures

We have not incurred any research or development expenditures since our incorporation.

Table of Contents

Subsidiaries

During 2010, we acquired a fifty interest in the issued and outstanding stock of Beardmore Holdings, Inc. (“Beardmore”), a corporation incorporated under the laws of Panama. Beardmore indirectly owns the mineral rights to certain properties located in Peru held by its subsidiary, Rio Santiago Minerales S.A.C. On September 21, 2011, we entered into a Settlement and Mutual Release Agreement, which resulted in us relinquishing our fifty percent interest in the outstanding capital stock of Beardmore and no have any ownership interest in any subsidiary entities.

ITEM 1A. Risk Factors.

You should carefully consider the following risk factors in evaluating our business and us. The factors listed below represent certain important factors that we believe could cause our business results to differ. These factors are not intended to represent a complete list of the general or specific risks that may affect us. It should be recognized that other risks may be significant, presently or in the future, and the risks set forth below may affect us to a greater extent than indicated. If any of the following risks occur, our business, financial condition or results of operations could be materially and adversely affected. You should also consider the other information included in this Annual Report and subsequent quarterly reports filed with the SEC.

Risk Factors

Risks Associated With Our Business

Our accountants have raised substantial doubt with respect to our ability to continue as a going concern.

As noted in our consolidated financial statements, we have incurred a net loss of \$18,777,803 for the period from inception on September 5, 1997 to December 31, 2011 and have presently no source of revenue. At December 31, 2011, we had a working capital deficit of \$412,025. As of December 31, 2011, we had cash and cash equivalents in the amount of US \$2,194. We will have to raise additional funds to meet our currently budgeted operating requirements for the next twelve months.

The audit report of James Stafford, Chartered Accountants for the fiscal year ended December 31, 2011 contained a paragraph that emphasizes the substantial doubt as to our continuance as a going concern. This is a significant risk that we may not be able to generate or raise enough capital to remain operational for an indefinite period of time.

In preparing our consolidated financial statements for fiscal 2011, our management identified material weaknesses in our internal control over financial reporting and our failure to remediate these material weaknesses could result in material misstatements in our consolidated financial statements and the loss of investor confidence in our reported financial information.

Our management is responsible for establishing and maintaining adequate internal control over our financial reporting, as defined in Rule 13a-15(f) under the Exchange Act. Our management identified material weaknesses in our internal control over financial reporting as of December 31, 2011. A material weakness is defined as a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim consolidated financial statements will not be prevented or detected on a timely basis. The material weaknesses identified by management as of December 31, 2011 was attributable to the size of the Company and the fact that we have only one financial expert on our management team and no audit committee. Although management believes that the material weakness set forth above has not had an

effect on our financial statements, there can be no assurance that this will continue to be the case going forward.

If remedial measures are not taken or are insufficient to address this material weaknesses, or if additional material weaknesses or significant deficiencies in our internal control over our financial reporting are discovered or occur in the future, our consolidated financial statements may contain material misstatements and we could be required to restate our financial results. Any future restatement of consolidated financial statements could place a significant strain on our internal resources and harm our operating results. Further, any additional or unremedied material weakness may preclude us from meeting our reporting obligations on a timely basis and cause investors to lose confidence in our reported financial information.

Table of Contents

We own options to acquire certain mining and mineral rights underlying certain properties and if we fail to perform the obligations necessary to exercise these options, we will lose our options and cease operations.

We hold options to acquire certain mining and mineral rights underlying properties located in Owyhee County, Idaho and Lincoln County, Montana, subject to certain conditions. If we fail to meet the requirements of the agreement under which we acquired such options, including any cash payments to the optionor or any exploration obligations that we have regarding these properties, we may lose our right to exercise the options to acquire certain mining and mineral rights underlying these properties. If we do not fulfill these conditions, then our ability to commence or continue operations could be materially limited. Accordingly, any adverse circumstances that affect the areas covered by these options and our rights thereto would affect us and your entire investment in shares of our common stock. If any of these situations were to arise, we would need to consider alternatives, both in terms of our prospective operations and for the financing of our activities. Management cannot provide assurance that we will ultimately achieve profitable operations or become cash-flow positive, or raise additional debt and/or equity capital. If we are unable to raise additional capital in the near future, we will experience liquidity problems and management expects that we will need to curtail operations, liquidate assets, seek additional capital on less favorable terms and/or pursue other remedial measures, including ceasing operations.

We have a history of losses that we expect to continue into the future.

We have not yet located any mineral reserve and we have never had any revenues from our operations. In addition, we have a history of losses that we expect to continue into the future. We have only recently acquired and taken steps to engage in the exploration and development of mineral property interest located in Owyhee County, Idaho and Lincoln County, Montana. Our business plan and exploration efforts as to our existing mineral property interest are in its early stages and faces numerous regulatory, practical, legal and other obstacles. At this early stage of our operation, we also expect to face the risks, uncertainties, expenses and difficulties frequently encountered by companies at the start-up stage of their business development. We cannot be sure that we will be successful in addressing these risks and uncertainties, and our failure to do so could have a materially adverse effect on our financial condition.

No assurance can be given that we will be able to successfully complete the purchase of mining rights to any properties, including the ones for which we currently hold options. Our ability to achieve and maintain profitability and positive cash flow over time will be dependent upon, among other things, our ability to (i) identify and acquire gold mining properties or interests therein that ultimately have probable or proven gold reserves, (ii) sell such gold mining properties or interests to strategic partners or third parties or commence mining of gold, (iii) produce and sell gold at profitable margins, and (iv) raise the necessary capital to operate during this possible extended period of time. At this stage in our development, it cannot be predicted how much financing will be required to accomplish these objectives.

We have unsecured convertible notes coming due in 2012 and have limited resources to pay these notes on the maturity date.

Over the last several years, we have been funding our operations through the sale of both equity and debt securities. We have \$75,000 worth of convertible notes outstanding, of which \$37,500 comes due on August 28, 2012 and \$37,500 comes due on December 20, 2012. If the note holder decides not to convert these notes to common stock, we will have an obligation on the maturity date of each note to pay the note holder all accrued interest and principal on such note. In such case, we would have to find sources of cash to re-pay the note holder and there can be no assurance such resources will be available.

We will need to raise funds through financings in the future, which would dilute the ownership of our existing stockholders and possibly subordinate certain of their rights to the rights of new investors or creditors.

We expect to seek additional funds in debt or equity financings if they are available to us on terms we believe reasonable to provide for working capital, carry out exploration programs or to make acquisitions. Any sales of additional equity or convertible debt securities would result in dilution of the equity interests of our existing stockholders, which could be substantial. Additionally, if we issue shares of preferred stock or convertible debt to raise funds, the holders of those securities might be entitled to various preferential rights over the holders of our common stock, including repayment of their investment. Such additional debt, if authorized, would create rights and preferences that would be senior to, or otherwise adversely affect, the rights and the value of our common stock and would have to be repaid from future cash flow.

Table of Contents

If we fail to raise additional capital to fund our business growth and project exploration, our business could fail.

We have to raise significant amounts of capital to meet our anticipated needs for working capital and other cash requirements for the near term to explore our mining properties. We will attempt to raise such capital through the sale of common stock or debt instruments. However, there is no assurance that we will be successful in raising or borrowing sufficient additional capital and we have no arrangements for future financing and there can be no assurance that additional financing will be available to us. If adequate funds are not available or are not available on acceptable terms, our ability to fund our exploration projects, take advantage of potential acquisition opportunities, possibly develop or enhance its properties in the future or respond to competitive pressures would be significantly limited. Such limitation could have a material adverse effect on our business and financial condition and cause our business to fail.

We have no known reserves and we may not find any mineral resources or, if we find mineral resources, the deposits may be uneconomic or production from those deposits may not be profitable.

We have not established that any of the properties for which we hold options or mining claims contain adequate amounts of gold or other mineral reserves to make mining any of the properties economically feasible to recover that gold or other mineral reserves, or to make a profit in doing so. If we do not, our business will fail. If we cannot find economic mineral resources or if it is not economic to recover the mineral resources, we will have to cease operations.

We may not have access to all of the supplies and materials we need to begin exploration that could cause us to delay or suspend operations.

Competition and unforeseen limited sources of supplies in the industry could result in occasional spot shortages of supplies, such as explosives, and certain equipment, such as bulldozers and excavators, that we might need to conduct exploration. We have not attempted to locate or negotiate with any suppliers of products, equipment or materials. We will attempt to locate products, equipment and materials. If we cannot find the products and equipment we need, we will have to suspend our exploration plans until we do find the products and equipment we need.

Our success is dependent upon a limited number of people.

The ability to identify, negotiate and consummate transactions that will benefit us is dependent upon the efforts of our management team. The loss of the services of any member of our management could have a material adverse effect on us.

Our business will be harmed if we are unable to manage growth.

Our business may experience periods of rapid growth that will place significant demands on our managerial, operational and financial resources. In order to manage this possible growth, we must continue to improve and expand our management, operational and financial systems and controls. We will need to expand, train and manage our employee base. We must carefully manage our mining exploration activities. No assurance can be given that we will be able to timely and effectively meet such demands.

We may not be able to attract and retain qualified personnel necessary for the implementation of our business strategy and exploration programs.

Our future success depends largely upon the continued service of board members, executive officers and other key personnel. Our success also depends on our ability to continue to attract, retain and motivate qualified personnel, particularly employees, consultants and contractors for our operations. Personnel represents a significant asset, and the competition for such personnel is intense in the gold exploration industry. We may have particular difficulty attracting and retaining key personnel in the initial phases of our operations.

Table of Contents

Our officers and directors do not devote full time to our operations.

Our officers do not devote their full time to our operations. Until such time that we can afford executive compensation commensurate with that being paid in the marketplace, our officers will not devote their full time and attention to our operations. No assurance can be given as to when we will be financially able to engage our officers on a full-time basis or engage additional officers.

Because all of our officers and directors are located outside of the United States, you may have no or limited effective recourse against us or our management for misconduct and may not be able to enforce judgment and civil liabilities against our officers, director, experts and agents.

All of our directors and officers are nationals and/or residents of countries other than the United States, and all or a substantial portion of such persons' assets are located outside the United States. As a result, it may be difficult for investors to enforce within the United States any judgments obtained against our officers or our directors, including judgments predicated upon the civil liability provisions of the securities laws of the United States or any state thereof.

Risks Associated With Mining

All of our properties are in the exploration stage. There is no assurance that we can establish the existence of any mineral resource on any of our properties in commercially exploitable quantities. Until we can do so, we cannot earn any revenues from operations and if we do not do so we will lose all of the funds that we expend on exploration. If we do not discover any mineral resource in a commercially exploitable quantity, our business will fail.

We have not established that any of our properties contain any commercially exploitable mineral reserve, nor can there be any assurance that we will be able to do so. If we do not, our business will fail. A mineral reserve is defined by the Securities and Exchange Commission in its Industry Guide 7 (which can be viewed over the Internet at <http://www.sec.gov/divisions/corpfin/forms/industry.htm#secguide7>) as that part of a mineral deposit which could be economically and legally extracted or produced at the time of the reserve determination. The probability of an individual prospect ever having a "reserve" that meets the requirements of the Securities and Exchange Commission's Industry Guide 7 is extremely remote; in all probability our mineral resource property does not contain any 'reserve' and any funds that we spend on exploration will probably be lost.

Even if we do eventually discover a mineral reserve on one or more of our properties, there can be no assurance that we will be able to develop our properties into producing mines and extract those resources. Both mineral exploration and development involve a high degree of risk and few properties that are explored are ultimately developed into producing mines. If we do discover mineral resources in commercially exploitable quantities on any of our properties, we will be required to expend substantial sums of money to establish the extent of the resource, develop processes to extract it and develop extraction and processing facilities and infrastructure.

The commercial viability of an established mineral deposit will depend on a number of factors including, by way of example, the size, grade and other attributes of the mineral deposit, the proximity of the resource to infrastructure such as a smelter, roads and a point for shipping, government regulation and market prices. Most of these factors will be beyond our control, and any of them could increase costs and make extraction of any identified mineral resource unprofitable.

Mineral operations are subject to applicable law and government regulation. Even if we discover a mineral resource in a commercially exploitable quantity, these laws and regulations could restrict or prohibit the exploitation of that

mineral resource. If we cannot exploit any mineral resource that we might discover on our properties, our business may fail.

Both mineral exploration and extraction require permits from various foreign, federal, state, provincial and local governmental authorities and are governed by laws and regulations, including those with respect to prospecting, mine development, mineral production, transport, export, taxation, labor standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. There can be no assurance that we will be able to obtain or maintain any of the permits required for the continued exploration of our mineral properties or for the construction and operation of a mine on our properties at economically viable costs. If we cannot accomplish these objectives, our business could fail.

Table of Contents

We believe that we are in compliance with all material laws and regulations that currently apply to our activities but there can be no assurance that we can continue to do so. Current laws and regulations could be amended and we might not be able to comply with them, as amended. Further, there can be no assurance that we will be able to obtain or maintain all permits necessary for our future operations, or that we will be able to obtain them on reasonable terms. To the extent such approvals are required and are not obtained, we may be delayed or prohibited from proceeding with planned exploration or development of our mineral properties.

Gold exploration is highly speculative in nature, involves substantial expenditures and is frequently non-productive.

Success in gold or other mineral exploration is dependent upon a number of factors including, but not limited to, quality of management, quality and availability of geological data and the expertise to interpret it, availability of trained miners and equipment and availability of exploration capital. The exploration process can be long and costly. Due to these and other factors, the probability of our identifying individual prospects having commercially significant reserves cannot be predicted. It is likely that many of the projects considered will not contain any commercially viable reserves. Consequently, substantial funds may be spent on project evaluation which may identify only a few, if any, projects having commercial development potential. In addition, if commercially viable reserves are identified, significant amounts of capital will be required to mine and process such reserves.

If we establish the existence of a mineral reserve on any of our properties, we will require additional capital in order to develop the property into a producing mine. If we cannot raise this additional capital, we will not be able to exploit the reserve and our business could fail.

If we do discover a mineral reserve on any of our properties, we will be required to expend substantial sums of money to establish the extent of the reserve, develop processes to extract it and develop extraction and processing facilities and infrastructure. Although we may derive substantial benefits from the discovery of a reserve, there can be no assurance that it will be large enough to justify commercial operations, nor can there be any assurance that we will be able to raise the funds required for development on a timely basis. If we cannot raise the necessary capital or complete the necessary facilities and infrastructure, our business may fail.

Because we presently do not carry title insurance and do not plan to secure any in the future, we are vulnerable to loss of title.

We do not maintain insurance against title. Title on mineral properties and mining rights involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mining properties. Disputes over land ownership are common, especially in the context of resource developments. We cannot give any assurance that title to such properties will not be challenged or impugned and cannot be certain that we will have or acquire valid title to these mining properties. The possibility also exists that title to existing properties or future prospective properties may be lost due to an omission in the claim of title. As a result, any claims against us may result in liabilities we will not be able to afford, resulting in the failure of our business.

Because we are subject to various governmental regulations and environmental risks, we may incur substantial costs to remain in compliance.

Our activities are subject to regulations regarding environmental matters, the abstraction of water, and the discharge of mining wastes and materials. Any significant mining operations will have some environmental impact, including land and habitat impact, arising from the use of land for mining and related activities, and certain impact on water

resources near the project sites, resulting from water use, rock disposal and drainage run-off. No assurance can be given that such environmental issues will not cause our operations in the future to fail.

We could be required to remedy any negative environmental impact. The costs of such remediation could cause us to fail. Future environmental laws and regulations could impose increased capital or operating costs on us and could restrict the development or operation of any gold mines.

Table of Contents

We have, and will in the future, engage consultants to assist us with respect to our operations. We are beginning to address the various regulatory and governmental agencies, and the rules and regulations of such agencies, in connection with our mineral property interests. No assurances can be given that we will be successful in our efforts. Further, in order for us to operate and grow our business, we need to continually conform to all applicable laws, rules and regulations. It is possible that the legal and regulatory environment pertaining to the exploration and development of gold mining properties will change. Uncertainty and new regulations and rules could dramatically increase our cost of doing business, or prevent us from conducting its business; both situations could cause us to fail.

Mineral exploration and development is subject to extraordinary operating risks. We do not currently insure against these risks. In the event of a cave-in or similar occurrence, our liabilities may exceed our resources, which could cause our business to fail.

Mineral exploration, development and production involves many risks which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Our operations will be subject to all the hazards and risks inherent in the exploration, development and production of resources, including liability for pollution, cave-ins or similar hazards against which we cannot insure or against which we may elect not to insure. Any such event could result in work stoppages and damage to property, including damage to the environment. We do not currently maintain any insurance coverage against these operating hazards. The payment of any liabilities that arise from any such occurrence could cause us to fail.

Mineral prices are subject to dramatic and unpredictable fluctuations.

We expect to derive revenues, if any, from the extraction and sale of precious and base metals such as gold and silver. The price of those commodities has fluctuated widely in recent years, and is affected by numerous factors beyond our control including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities and increased production due to new extraction developments and improved extraction and production methods. The effect of these factors on the price of base and precious metals, and, therefore, the economic viability of any of our exploration projects, cannot accurately be predicted.

The mining industry is highly competitive and there is no assurance that we will continue to be successful in acquiring property interests. If we cannot continue to acquire interests in properties to explore for mineral resources, we may be required to reduce or cease operations.

The mineral exploration, development, and production industry is largely unintegrated. We compete with other exploration companies looking for mineral resource properties. While we compete with other exploration companies in the effort to locate and license mineral resource properties, we will not compete with them for the removal or sales of mineral products from our properties if we should eventually discover the presence of them in quantities sufficient to make production economically feasible. Readily available markets exist worldwide for the sale of gold and other mineral products. Therefore, we will likely be able to sell any gold or mineral products that we identify and produce.

We compete with many companies possessing greater financial resources and technical facilities. This competition could adversely affect our ability to acquire suitable prospects for exploration in the future as well as our ability to recruit and retain qualified personnel. Accordingly, there can be no assurance that we will acquire any interest in additional mineral resource properties that might yield reserves or result in commercial mining operations.

Risks Relating to our Common Stock

Trading on the OTC pink sheets may be volatile and sporadic, which could depress the market price of our common stock and make it difficult for our stockholders to resell their shares.

Our common stock is quoted on the OTC pink sheets electronic quotation system. Trading in stock quoted on the OTC pink sheets is often thin and characterized by wide fluctuations in trading prices, due to many factors that may have little to do with our operations or business prospects. This volatility could depress the market price of our common stock for reasons unrelated to operating performance. Moreover, the OTC pink sheets is not a stock exchange, and trading of securities on the OTC pink sheets is often more sporadic than the trading of securities listed on a quotation system like Nasdaq or a stock exchange like Amex. Accordingly, shareholders may have difficulty reselling any of the shares.

Table of Contents

Because our common stock is quoted and traded on the OTC pink sheets, short selling could increase the volatility of our stock price.

Short selling occurs when a person sells shares of stock which the person does not yet own and promises to buy stock in the future to cover the sale. The general objective of the person selling the shares short is to make a profit by buying the shares later, at a lower price, to cover the sale. Significant amounts of short selling, or the perception that a significant amount of short sales could occur, could depress the market price of our common stock. In contrast, purchases to cover a short position may have the effect of preventing or retarding a decline in the market price of our common stock, and together with the imposition of the penalty bid, may stabilize, maintain or otherwise affect the market price of our common stock. As a result, the price of our common stock may be higher than the price that otherwise might exist in the open market. If these activities are commenced, they may be discontinued at any time. These transactions may be effected on the OTC pink sheets or any other available markets or exchanges. Such short selling if it were to occur could impact the value of our stock in an extreme and volatile manner to the detriment of our shareholders.

We have never paid dividends and have no plans to in the future.

Holders of shares of our common stock are entitled to receive such dividends as may be declared by our board of directors. To date, we have paid no cash dividends on our shares of common stock and we do not expect to pay cash dividends on our common stock in the foreseeable future. We intend to retain future earnings, if any, to provide funds for operation of our business. Therefore, any return investors in our common stock will have to be in the form of appreciation, if any, in the market value of their shares of common stock.

We have additional securities available for issuance, which, if issued, could adversely affect the rights of the holders of our common stock.

Our Articles of Incorporation authorize the issuance of 200,000,000 shares of our common stock and 200,000,000 shares of blank check preferred stock. The common stock or blank check preferred stock can be issued by our board of directors, without stockholder approval. Any future issuances of our common stock would further dilute the percentage ownership of our common stock held by public shareholders.

If we issue shares of blank check preferred stock with superior rights than our common stock, it could result in the decrease in the value of our common stock and delay or prevent a change in control of us.

Our board of directors is authorized to issue up to 200,000,000 shares of blank check preferred stock. Our board of directors has the power to establish the dividend rates, liquidation preferences, voting rights, redemption and conversion terms and privileges with respect to any series of blank check preferred stock. The issuance of any shares of blank check preferred stock having rights superior to those of the common stock may result in a decrease in the value or market price of the common stock. Holders of blank check preferred stock may have the right to receive dividends, certain preferences in liquidation and conversion rights. The issuance of blank check preferred stock could, under certain circumstances, have the effect of delaying, deferring or preventing a change in control of us without further vote or action by the shareholders and may adversely affect the voting and other rights of the holders of common stock.

Because the SEC imposes additional sales practice requirements on brokers who deal in our shares that are penny stocks, some brokers may be unwilling to trade them. This means that you may have difficulty in reselling your shares and may cause the price of the shares to decline.

Our stock is a penny stock. The Securities and Exchange Commission has adopted Rule 15c-9 which generally defines “penny stock” to be any equity security that has a market price (as defined) less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and “accredited investors”. The term “accredited investor” refers generally to institutions with assets in excess of \$5,000,000 or individuals with a net worth in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the SEC which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer’s account. The bid and offer quotations and the broker-dealer and salesperson compensation information must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer’s confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser’s written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in, and limit the marketability of, our common stock.

In addition to the “penny stock” rules promulgated by the Securities and Exchange Commission, FINRA has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative, low-priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer’s financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low-priced securities will not be suitable for at least some customers. The FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock.

Our stock price is likely to be highly volatile because of several factors, including a limited public float.

The market price of our common stock is likely to be highly volatile because there has been a relatively thin trading market for our stock, which causes trades of small blocks of stock to have a significant impact on our stock price. You may not be able to resell shares of our common stock following periods of volatility because of the market’s adverse reaction to volatility.

Other factors that could cause such volatility may include, among other things:

- actual or anticipated fluctuations in our operating results;
- the absence of securities analysts covering us and distributing research and recommendations about us;
- we expect our actual operating results to continue to fluctuate;
- we may have a low trading volume for a number of reasons, including that a large amount of our stock is closely held;
- overall stock market fluctuations;

- economic conditions generally and in the mining industries in particular;
- announcements concerning our business or those of our competitors or vendors;
- our ability to raise capital when we require it, and to raise such capital on favorable terms;
- changes in financial estimates by securities analysts or our failure to perform as anticipated by the analysts;
 - conditions or trends in the industry;
 - litigation;
 - changes in market valuations of other similar companies;
- announcements by us or our competitors of significant contracts, acquisitions, strategic partnerships or joint ventures;
 - future sales of common stock;
 - actions initiated by the SEC or other regulatory bodies;
 - existence or lack of patents or proprietary rights;
- departure of key personnel or failure to hire key personnel; and
 - general market conditions.

Table of Contents

Any of these factors could have a significant and adverse impact on the market price of our common stock. In addition, the stock market in general has at times experienced extreme volatility and rapid decline that has often been unrelated or disproportionate to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of our common stock, regardless of our actual operating performance.

Indemnification of officers and directors.

Our Articles of Incorporation and Bylaws contain broad indemnification and liability limiting provisions regarding our officers, directors and employees, including the limitation of liability for certain violations of fiduciary duties. Our shareholders therefore will have only limited recourse against the individuals.

ITEM 1B.Unresolved Staff Comments.

None.

Table of Contents

ITEM 2. Properties.

Description of our Mineral Property Interests

South Idaho Silver Project

On December 7, 2011 (the “Effective Date”), we entered into a Assignment and Assumption Agreement (“Assignment Agreement”) with Castle Creek Silver Inc. (“Castle Creek”), a Idaho corporation, and Robert Ebisch (“Ebisch”). Castle Creek and Ebisch are parties to an Option to Purchase and Royalty Agreement dated July 15, 2011 (the “Option Agreement”), for Castle Creek’s option to acquire an undivided 100% of the right, title and interest of Ebisch in and to the PB 7, 9, 11, 12, 23, 25, 27, and 29 lode mining claims (IMC #’s, respectively, 196852, 196854, 196856, 196857, 196866, 196867, 196868, and 196869), situated in Owyhee County, Idaho, (hereinafter together with any form of successor or substitute mineral tenure called the “South Idaho Silver Project”). Pursuant to the terms of the Assignment Agreement, Castle Creek transferred and assigned us all of its right, title and interest, in, to and under the Option Agreement and we assumed the assignment of the Option Agreement agreeing to be bound, the same extent as Castle Creek, to the terms and conditions of the Option Agreement. As consideration for the Assignment Agreement, we issued Castle Creek 1,000,000 restricted shares of our common stock and are obligated to pay Castle Creek \$50,000 in cash within twelve (12) months of the Effective Date, which is December 7, 2012, and Castle Creek will be entitled to a 1% net smelter return (“NSR”) from any ore produced from the South Idaho Silver Project. At any time from the Effective Date, we have the right to acquire the 1% NSR payable to Castle Creek for \$250,000.

The Assignment Agreement includes customary representations and warranties. Under the terms of the Assignment Agreement, Castle Creek and Ebisch have agreed to indemnify us from claims resulting from any breach or inaccuracy of any representation or warranty made by Castle Creek or Ebisch in the Assignment Agreement and for any breaches of any representations, warranties, obligations, terms or covenants of either Castle Creek or Ebisch under or pursuant to the Option Agreement.

The Option Agreement and assignment of Castle Creek’s right, title and interest, in, to and under the Option Agreement provide that we will have exercised the option to acquire an undivided 100% of Ebisch’s right, title and interest in and to the South Idaho Silver Project after incurring an aggregate of \$210,000 in exploration expenditures, paying Ebisch an aggregate of \$80,000 plus five per cent (5%) of any joint-venture and buyout payments (hereafter referred to as “JV&BP”) and paying filing fees over the term of the Option Agreement. The Option Agreement provides that the cash payments payable to Ebisch shall be made according to the following schedule:

- \$2,500 on or before January 31, 2012 plus five per cent (5%) of any JV&BP;
- \$2,500 on or before September 15, 2012 plus five per cent (5%) of any JV&BP;
- \$5,000 on or before September 15, 2013 plus five per cent (5%) of any JV&BP;
- \$10,000 on or before September 15, 2014 plus five per cent (5%) of any JV&BP;
- \$15,000 on or before September 15, 2015 plus five per cent (5%) of any JV&BP;
- \$20,000 on or before September 15, 2016 plus five per cent (5%) of any JV&BP; and
- \$25,000 on or before September 15, 2017 plus five per cent (5%) of any JV&BP.

The Option Agreement provides that the exploration expenditures of an aggregate of not less than \$210,000 on the Property shall be incurred as follows:

- on or before April 15, 2012, incur not less than an aggregate of \$10,000 in exploration expenditures;
- on or before September 15, 2012, incur not less than an aggregate of \$20,000 in exploration expenditures;
- on or before September 15, 2013, incur not less than an aggregate of \$100,000 in exploration expenditures; and

Table of Contents

on or before September 15, 2014, incur not less than an aggregate of \$210,000 in exploration expenditures.

In addition to the foregoing cash payments, exploration expenditures and filing fees, we will be responsible for the following, in order to maintain our interest in the South Idaho Silver Project:

make advance royalty payments to Ebisch, commencing on September 15, 2015 and continuing on the 15th day of September each and every year thereafter for so long as we or our assigns retains an interest in the South Idaho Silver Project, of \$25,000 per year; and

incur a minimum of \$100,000 of annual exploration expenditures on the South Idaho Silver Project on or before September 15th each and every year after September 15, 2015, which could be offset by exploration expenditures in excess of \$100,000 in any prior annual period.

Description of South Idaho Silver Project

In connection with our consideration of entering into the Assignment Agreement, we conducted a diligence review of the South Idaho Silver Project. The description of property contained herein is the product of our due diligence of the South Idaho Silver Project underlying the Option Agreement.

Property Description and Location

The general location of the South Idaho Silver Project is identified on the map below:

Table of Contents

Location, Area, and Type of Mineral Tenure

The South Idaho Silver Project lies about 80 km south of Boise, Idaho on the flanks of the Snake River Plain, a vast graben-like physiographic region. The South Idaho Silver Project lies in Sections 14 and 15, Township 6 South, Range 1 West, Boise Meridian, Owyhee County, Idaho. Mineral rights are held by eight federal unpatented lode mining claims. These cover approximately 160 acres (65 hectares).

PROPERTY CORNER COORDINATES- UTM NAD 27 CONUS

NORTHING EASTING

4750115	545650
4750115	546100
4749755	546100
4749755	547000
4749215	547000
4749215	546550
4749125	546550
4749125	546370
4749575	546370
4749575	545650

The eight unpatented mining claims are numbered PB 7 (IMC # 196852), PB 9 (IMC # 196854), PB 11 (IMC # 196856), PB 12 (IMC # 196857), PB 23 (IMC # 196866), PB 25 (IMC # 196867), PB 27 (IMC # 196868), and PB 29 (IMC # 196869).

Our ability to explore and mine the South Idaho Silver Project depends on the validity of title to the South Idaho Silver Project. The South Idaho Silver Project consists of unpatented mining claims. Maintenance of rights to unpatented mining claims contain certain requirements including sufficiency of mineral discovery, proper posting and marking of boundaries, failure to meet statutory guidelines, assessment work and possible conflicts with other claims. We have not obtained a title opinion nor title insurance on the underlying unpatented claims at this exploration stage.

Accessibility, Climate, Local resources, Infrastructure, Physiography

Topography, Elevation, and Vegetation

The South Idaho Silver Project is a steeply-incised drainage that drops about two hundred meters from the peneplain that lies to the immediate north. The elevation of the South Idaho Silver Project is about 1200 meters above mean sea level. Vegetation consists primarily of sagebrush and short grasses.

Accessibility

The South Idaho Silver Project is readily accessed from Nampa, Idaho, which lies on Federal Interstate Highway 84. Nampa is the nearest large town that has services necessary for mineral exploration and mining. From Nampa, paved State Highway 78 is followed about 70 km to the south to the Oreana turnoff. From there, about 5 km of paved road and 10 km of dirt road lead to the property. Unimproved tracks provide access to the claim group. Road access to the south side of the South Idaho Silver Project is limited. Mechanized work there may require construction of a temporary creek crossing, although one unimproved road crosses the South Idaho Silver Project at a ford.

Climate

The climate is semi-arid with roughly 150 mm/year precipitation. Summer temperatures may rise to 40 degrees centigrade while winter temperatures may fall to as low as -10 degrees centigrade. The South Idaho Silver Project is commonly subject to strong winds. The South Idaho Silver Project can be accessed year-round because of the mild climate, good road access, and low elevation of about 1200 meters above mean sea level.

Table of Contents

Water Rights, Power, and Mining Personnel

The status of water rights at the South Idaho Silver Project is uncertain. The amount of water in the vicinity of the South Idaho Silver Project is adequate for exploratory drilling, but probably not for mineral processing. The nearest power lines are about 10 km distant. Mining personnel are not available locally.

The most important natural feature on the South Idaho Silver Project is a perennial stream called castle creek. During the summer, it has estimated that it flows at a minimum rate of several hundred gallons per minute. A temporary water withdrawal permit from the State of Idaho would be required for drill water. If such a permit would be granted, water might be pumped to any drill site, with a substantial cost savings on water truck rental and driver wages. There is no assurance such a permit would be granted, and if granted requirements to such a permit would be cost-effective.

Tailings Storage Areas, Waste Disposal Areas, and Plant Sites

We have not identified private land adjacent to the South Idaho Silver Project or within close proximity that could be used for potential storage areas, waste disposal or processing sites. There is public land in the vicinity, but it is unknown whether permits would be granted for such uses.

Previous Exploration History

There is no verifiable information that the South Idaho Silver Project was a producing property in the past. Prior site visits indicate that up to one hundred meters of historic underground workings exist on the South Idaho Silver Project. These may have been completed approximately 100 years ago. It is unknown the state of repair of these workings and the extent of accessibility. No mineralized material or reserves have been identified or quantified on the South Idaho Silver Project. No known production has come from the South Idaho Silver Project.

In 2008, two private individuals located various mining claims in the area including those described herein and leased to a private exploration company, Castle Creek, which retained a professional geologist whose site visits and data review are the primary source of the historical information described herein.

Geological Setting and Local Geology

The South Idaho Silver Project lies upon the margins of the Snake River Plain, a vast graben-like, Cenozoic Age structure that covers a large part of southern Idaho. Regionally, several mineral districts lie along the margin of the Snake River Plain.

The geology consists primarily of a Late Cretaceous Age granodiorite which hosts veins and breccia bodies that contain gold, silver, lead, zinc, copper sulfide mineralization. The granodiorite and breccias are covered locally by Tertiary Age, post-mineral basalts. The breccia bodies are the primary target on the South Idaho Silver Project. What are believed to be high-grade veins are of secondary interest.

Property Geology

Granite is widespread and covered locally by post-mineral basalts. Faulting consists primarily of extensional block-faulting. The granite commonly contains large xenoliths of schist. Locally, the granite has undergone argillic and silicic alteration. Veins and breccias of interest on the Property are granite-hosted. A detailed geologic map has not yet been completed on the South Idaho Silver Project.

Potential Deposit Type

Two potential deposit types are of interest at the South Idaho Silver Project. The first of these is the hydrothermal breccias that are found in several areas. The extent of this type of mineralization is uncertain. The second potential deposit type is high-grade quartz/sulfide veins that may be genetically associated to the breccias. An exploration program has been planned to identify steeply-dipping pipe-like bodies of quartz/sulfide mineralization. Both types of mineralization are probably of epithermal origin. Little data on the potential deposit types is available because the South Idaho Silver Project is in such an early stage of contemporary exploration.

Table of Contents

Mineralization

Rock samples taken primarily from a sulfide-rich, siliceous hydrothermal breccia and associated rocks on the south side of the Property in 2008 by the prior owner give indication of the presence of gold and silver mineralization within a hydrothermal breccia. The breccia is hosted by altered granodiorite. The breccia contains locally massive pyrite, galena, sphalerite, arsenopyrite, chalcopyrite within a siliceous, sulfide-bearing matrix. Clasts within the breccia consist of dark grey rhyolite with semi-massive sulfides, massive pyrite with base metal sulfides and massive arsenopyrite, and light-grey quartz. Besides gold and silver, the mineralization contains anomalous arsenic, copper, lead, and zinc mineralization.

The geologic controls on this breccia mineralization is uncertain. The breccia lies in the vicinity of the intersection of two topographic lineaments which control the orientation of the Property. The length, width, depth, and continuity of both the breccia mineralization and sporadic vein mineralization is uncertain.

Metallurgical

No metallurgical testing has been conducted.

Reserves

There are no established probable or proven reserves on the South Idaho Silver Project.

Exploration

Only a limited amount of work has been completed on the South Idaho Silver Project. This work has been confined primarily to rock sampling at historic prospects. The rock samples taken were grab samples indicating mineralization that are not representative of any specific length or width of mineralization. They do not reflect the average grade of mineralization on any of the mineralized zones sampled. The rock sampling completed thus far has shown primarily that mineralization of interest is found in several areas of the South Idaho Silver Project. The geologic and geochemical surveys completed on the South Idaho Silver Project have been done a professional geologist.

We are not aware of any drilling that has been completed on the South Idaho Silver Project.

Exploration Plan

Our primary exploration plan in this under-explored area is to discover and focus on areas of known Au/Ag breccias mineralization; emphasizing exploration near the approximate intersection of northerly and easterly-trending topographic linears.

The above strategies would greatly limit the areas to be investigated by geophysics and possible subsequent drilling, which is anticipated to result in cost savings. However, all prospects in the area should have at least a cursory examination.

Comprehensive underground mapping and sampling of accessible historic mine workings is recommended. This will help determine the extent and average grade of mineralization on the property. Geophysics may also be necessary to enhance target definition. An IP/Resistivity survey is recommended to delineate sub-surface sulfide mineral distribution. Gold/Silver mineralization found thus far often correlates positively with sulfide content.

On the eight-claim South Idaho Silver Project, several areas of structural intersections should be evaluated using electrical geophysical methods. These should be followed-up by drilling to test for any depth extension of the mineralization. An itemized budget for this work is shown below:

- 19 -

Table of Contents

	Proposed Budget
Geologist	\$ 45,000
Geotech	\$ 20,000
Geophysics	\$ 25,000
Field Expenses	\$ 10,000
Lease Payments	\$ 25,000
Bond	\$ 10,000
Site Prep/Reclamation	\$ 10,000
Water Truck	\$ 18,000
Assays	\$ 25,000
Drilling (1,200 meters @ \$135/meter)	\$ 162,000
TOTAL	\$ 350,000

This work plan may be accomplished in a two-phase plan with the initial budget of \$210,000 required meet work requirements required in the Option Agreement, for the period from 2012 to 2014.

Our current cash on hand is insufficient to complete any of the planned exploration activities and the full implementation of any planned exploration program is dependent on our ability to secure sufficient financing. We can provide no assurance that we will secure sufficient financing. In the absence of such financing, we will not be able to pursue our planned exploration program and may not be able to maintain the option to acquire the South Idaho Silver Project or underlying mining claims in good standing. If we do not fulfill the terms of the Assignment Agreement or Option Agreement, then our ability to commence or continue operations could be materially limited. We also may be forced to abandon the South Idaho Silver Project. If we are unable to raise additional capital within the next twelve months, we will experience liquidity problems and management expects that we will need to curtail operations, liquidate assets, seek additional capital on less favorable terms and/or pursue other remedial measures. We may consider entering into a joint venture arrangement to provide the required funding to explore the South Idaho Silver Project. We have not undertaken efforts to locate a joint venture participant and there is no assurance that any third party would enter into a joint venture agreement with us in order to fund exploration of the South Idaho Silver Project. If we were to enter into a joint venture arrangement, we would likely have to assign a percentage of our interest in South Idaho Silver Project to the joint venture participant.

Boulder Hill Project

Purchase and Sale Agreement of Unpatented Mining Claims

On December 16, 2011, we entered into a Purchase and Sale Agreement (“Purchase Agreement”) with Boulder Hill Mines Inc., a Idaho corporation (“Boulder Hill”) relating to the purchase from Boulder Hill of three unpatented mining claims situated in Lincoln County, Montana (the “Claims”). As consideration for the Claims, we issued Boulder Hill 500,000 restricted shares of our common stock, are obligated to pay Boulder Hill \$25,000 in cash within twelve (12) months of the Effective Date, which is December 16, 2012, and \$25,000 in cash within twenty-four (24) months of the Effective Date, which is December 16, 2013. Boulder Hill sold, transferred and conveyed the Claims to us by executing and delivering quitclaim deeds to us.

The Purchase Agreement includes customary representations and warranties. Under the terms of the Purchase Agreement, Boulder Hill has agreed to indemnify us from claims resulting from any breach or inaccuracy of any representation or warranty made by Boulder Hill in the Purchase Agreement.

Table of Contents

Assignment and Assumption of Lease Agreement

On December 16, 2011 (the “Effective Date”), we entered into an Assignment and Assumption Agreement (“Assignment Agreement”) with Boulder Hill, and Jim Ebisch (“Ebisch”). Boulder Hill and Ebisch are parties to an Option to Purchase and Royalty Agreement dated July 15, 2008, as amended on August 1, 2011 (the “Option Agreement”) which granted to Boulder Hill an option to acquire an undivided 100% of the right, title and interest of Ebisch in and to that certain Montana State Metalliferous Gold Lease M-1974-06 dated August 21, 2006 he entered into with the State of Montana (the “Montana Gold Lease”) under which Ebisch was granted the exclusive right to prospect, explore, develop and mine for gold, silver and other minerals on property situated in Lincoln County, Montana. The Montana Gold Lease is for a ten (10) year term and is subject to the 5% net smelter return due to the State of Montana. Pursuant to the terms of the Assignment Agreement, Boulder Hill transferred and assigned us all of its right, title and interest, in, to and under the Option Agreement and we assumed the assignment of the Option Agreement agreeing to be bound, the same extent as Boulder Hill, to the terms and conditions of the Option Agreement. As consideration for the Assignment Agreement, we issued Boulder Hill 500,000 restricted shares of our common stock and are obligated to pay Boulder Hill \$25,000 in cash within twelve (12) months of the Effective Date, which is December 16, 2012, and \$25,000 in cash within twenty-four (24) months of the Effective Date, which is December 16, 2013.

The Assignment Agreement includes customary representations and warranties. Under the terms of the Assignment Agreement, Boulder Hill and Ebisch have agreed to indemnify us from claims resulting from any breach or inaccuracy of any representation or warranty made by Boulder Hill or Ebisch in the Assignment Agreement and for any breaches of any representations, warranties, obligations, terms or covenants of either Boulder Hill or Ebisch under or pursuant to the Option Agreement.

The Option Agreement and assignment of Boulder Hill’s right, title and interest, in, to and under the Option Agreement provide that we will have exercised the option to acquire an undivided 100% of Ebisch’s right, title and interest in and to the Montana Gold Lease after incurring an aggregate of \$210,000 in exploration expenditures, paying Ebisch an aggregate of \$80,000 plus five per cent (5%) of any joint-venture and buyout payments (hereafter referred to as “JV&BP”) and paying filing fees over the term of the Option Agreement. Our responsibility for the foregoing exploration expenditures and cash payments is inclusive of exploration expenditures incurred by Boulder Hill to the present and payments previously made by Boulder Hill to Ebisch under the terms of the Option Agreement. The Option Agreement provides that the cash payments payable to Ebisch shall be made according to the following schedule:

- \$20,000 on or before October 1, 2012 plus five per cent (5%) of any joint-venture and buyout payments (hereafter referred to as “JV&BP”), of which an initial payment of \$3,000 is to be made on or before October 30, 2011;
 - \$15,000 on or before July 15, 2013 plus five per cent (5%) of any JV&BP;
 - \$20,000 on or before July 15, 2014 plus five per cent (5%) of any JV&BP; and
 - \$25,000 on or before July 15, 2015 plus five per cent (5%) of any JV&BP.

Table of Contents

The Option Agreement provides that the exploration expenditures of an aggregate of not less than \$210,000 on the property underlying the Montana Gold Lease shall be incurred as follows:

- on or before August 1, 2012, incur not less than an aggregate of \$49,000 in exploration expenditures; and
- on or before August 1, 2013, incur not less than an aggregate of \$210,000 in exploration expenditures.

In addition to the foregoing cash payments and exploration expenditures, we will be responsible for paying filing fees over the term of the Option Agreement and the following in order to maintain Ebisch's interest in the Montana Gold Lease:

In addition to the foregoing cash payments and exploration expenditures, we will be responsible for paying filing fees over the term of the Option Agreement and the following in order to maintain Ebisch's interest in the Montana Gold Lease:

- make advance royalty payments to Ebisch, commencing on July 15, 2015 and continuing on the 15th day of July each and every year thereafter for so long as the Company or its assigns retains its interest in the in order to maintain Ebisch's interest in the Montana Gold Lease, of \$25,000 per year; and
- incur a minimum of \$100,000 of annual exploration expenditures on the property underlying the in order to maintain Ebisch's interest in the Montana Gold Lease on or before July 15th each and every year after July 15, 2011, which could be offset by exploration expenditures in excess of \$100,000 in any prior annual period.

Description of Boulder Hill Project

In connection with our consideration of entering into the foregoing agreements, we conducted a diligence review. The Claims and the property that is subject to the Montana Gold Lease is being referred to by us as the "Boulder Hill Project." The description of the property underlying the Boulder Hill Project that is contained herein is the product of the Company's due diligence review.

Location

The general location of the Boulder Hill is identified on the map below:

Table of Contents

The Boulder Hill Project consists of approximately 60 acres comprised of three unpatented mining claims (the “Claims”) and an option to acquire certain rights under a contiguous lease with the State of Montana (Montana State Metalliferous Gold Lease M-1974-06, the “Montana Gold Lease”) of approximately 114 acres located in Lincoln County, Montana. The property underlying the Claims and Montana Gold Lease lie in Township 29 North, Range 27 West, Montana Principal Meridian.

Land Status

Mineral rights on federal unpatented lode mining claims can be held indefinitely as long as the annual claim maintenance payments are current. At the present time, all of the required annual claim maintenance payments for the Claims have been made. The initial term on the Montana Gold Lease is for a ten-year period commencing on August 21, 2006, which may be renewable. The total area consisting of the Boulder Hill Project consists of approximately 174 acres. The total annual property maintenance costs due the state and federal government for the Boulder Hill Project is currently about \$800/year.

History

The Boulder Hill Project contains several historic prospect pits and adits, which we believe were excavated in the late 19th century or early 20th century. Bright white quartz veins with low gold contents attracted early prospectors to the Boulder Hill Project area. In 1995 during a regional reconnaissance conducted by Jim Ebisch, these original mine workings were sampled. Quartz vein samples from these historic workings were found in 1995 to contain low-grade gold; however, one prospect pit further down the hill, also originally sampled at the same time, contained altered, siliceous metasediments that have a far different appearance than that of the bright white quartz veins. These metasediments, poorly exposed in the prospect pit, were found to contain gold grades much higher than that of the bright white quartz veins that attracted historic attention. We have not independently verified this information and can provide no assurance that any of our exploration work will result in similar results.

Regional Geology

The Boulder Hill Project is located within an area that includes the Belt Basin of the northwestern United States. Mineralization is hosted by the Precambrian Age Prichard Formation. The Boulder Hill Project lies near the crest of the Wolf Creek Anticline. The rocks exposed in that area are thought to belong to the G Member of the Prichard Formation. The Boulder Hill Project also lies immediately south of the Wolf Creek Fault, an important regional structure.

Boulder Hill Project Geology

Structurally the Boulder Hill Project is on the downthrown side of the Wolf Creek fault, and the project is considered by us as a stratiform sulfide target within the Middle Prichard Formation in Lincoln County, Montana

Our exploration plan at the Boulder Hill Project is designed to target what are believed to be Stratabound gold occurrences. Poorly-exposed gold mineralization found during the aforementioned reconnaissance exploration at the Boulder Hill Project within a prospect trench in 1995 is in contrast to the bright white quartz veins that were of historic interest. The rocks containing the gold mineralization found in 1995 consisted of silicified, sericitized, and pyritic to locally gossanous metasediments. We have not independently verified this historical information and can provide no assurance that any of our exploration work will result in similar results.

Project Infrastructure, Access and Power

The Boulder Hill Project is located in an area of low-lying hills, away from residential areas. A paved road, a power line, and a railway line passes within one mile of the subject area. An improved gravel road passes by northwestern portion of the property. Skid trails lead to the area where the gold mineralization was found during the 1995 exploration and a subsequent follow-up site visit in 2008 by Mr. Ebisch. There are no accessible tunnels or shafts on the subject area.. The source of water for proposed drilling is currently uncertain, which may require initially hauling of water for drilling purposes.

Table of Contents

Reserves

There are no established probable or proven reserves on the property underlying the Boulder Hill Project. Our due diligence activities have been limited, and to a great extent, have relied upon information provided to us by third parties. We have not established and cannot provide any assurance that any of the properties underlying the Boulder Hill Project contain adequate, if any, amounts of gold or other mineral reserves to make mining economically feasible to recover that gold or other mineral reserves, or to make a profit in doing so.

Proposed Exploration Plan

Several phases of exploration work will be necessary to move forward this project. Each successive phase of work is contingent upon the results of previous phases. The first phase will require geological mapping and sampling. Concurrent with this work, excavation of trenches on the underlying property will be necessary to expose and sample mineralization of interest. Geophysics may also be done on the property if the mineralization found by trenching has characteristics that lend to detection by geophysical methods. The total cost of this work is estimated to be \$49,500.

The second phase of work will involve limited drilling, consisting of 3-5 diamond drill holes. These will test for near-surface strata bound gold. The total cost of this work is estimated to be \$214,500.

The third phase of work will involve the drilling of one-two deep drill holes, each with an estimated depth of 1,500 feet. These will test for deep strata bound gold close to the Wolf Creek Fault. The total cost of this work is estimated to be \$338,000.

Our current cash on hand is insufficient to complete any of the activities set forth in our planned exploration program. We have postponed the commencement of any exploration and development program until such time that we are able to secure sufficient financing. We can provide no assurance that we will be successful in securing sufficient financing. Provided we are able to secure sufficient financing, we anticipate that we will incur the following costs for the next twelve months:

Proposed Exploration Budget

Stage 1 (Trenching and Geophysics)

Permitting and Bonding	\$6,500
Trench rehabilitation, new trenching, surveying and sampling	\$9,500
Supervision, geologic mapping and reporting	\$10,000
Analyses (100 samples @ \$40 each)	\$4,000
Geophysics & Reclamation	\$15,000
Administration & overhead @ 10%	\$4,500
Subtotal	\$49,500

Stage 2 (Shallow Drilling)

Permitting and Bonding	\$10,000
Surface diamond drilling 3-5 holes @ 400 ft depth average @ \$70/ft	\$140,000
Site Preparation & Reclamation	\$10,000

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Supervision, core logging, sampling and reporting	\$25,000
Analyses (100 samples @ \$50 each)	\$5,000
Core Handling/Storage	\$5,000
Administration & overhead @ 10%	\$19,500
Subtotal	\$214,500

Table of Contents

Stage 3 (Deep Drilling)

Permitting and Bonding	\$5,000
Surface diamond drilling 2 holes @ 1,500 feet each @\$90/foot	\$270,000
Site Preparation & Reclamation	\$3,000
Supervision, core logging, sampling, and reporting	\$20,000
Analyses (100 samples @\$50/each)	\$5,000
Core Handling/Storage	\$5,000
Administration & overhead @ 10%	\$30,800
 Subtotal	 \$338,800
 Grand Total	 \$602,800

This exploration plan may change or be terminated depending on the results from each stage of exploration.

The Peru Property and Settlement and Mutual Release Agreement

We entered into a Mineral Right Option Agreement with Temasek on September 18, 2008, as amended and supplemented by Amendment No. 1 dated May 12, 2009 (“Amendment No. 1”), Amendment No. 2 dated February 3, 2010 (“Amendment No. 2”), and Amendment No. 3 dated June 25, 2010 (“Amendment No. 3”) (collectively, the “Option Agreement”). Pursuant to the Option Agreement, we acquired from Temasek a fifty percent equity interest in Beardmore Holdings, Inc. (“Beardmore”) and had the option to acquire the remaining fifty percent equity interest in Beardmore from Temasek, which would have resulted in our ownership of one hundred percent of Beardmore’s equity. Beardmore indirectly holds, through its subsidiary Rio Santiago Minerales S.A.C., certain mineral rights (the “Mineral Rights”) underlying properties located in Peru.

Under the terms of Amendment No. 3, we would have increased our ownership interest in the Mineral Rights from fifty percent to one-hundred percent resulting in its acquisition of all of the outstanding capital stock of Beardmore, if we had fulfilled the following conditions (collectively the “Option Requirements”) within ten business days following the effective date of Amendment No. 3:

- Completion of the exercise of options resulting in our acquisition of a fifty percent interest in the Mineral Rights through our acquisition of fifty percent of the outstanding capital stock of Beardmore;
- Issuance to Temasek of a total of 11,000,000 shares of our common stock (of which 5,000,000 shares were previously issued to Temasek);
- Payment to Temasek of US \$250,000 (which such payment was acknowledged by Temasek to have been made in March 2010);
- Issuance of a convertible note for US \$250,000 (the “\$250,000 Convertible Note”) payable to the order and the direction of Temasek (which was issued on June 25, 2010); and
- Issuance of a convertible note for US \$3,250,000 (the “\$3,250,000 Convertible Note” and, collectively with the \$250,000 Convertible Note, the “Convertible Notes”) payable to the order and the direction of Temasek (which was

issued on June 25, 2010).

The \$250,000 Convertible Note had a term of ninety days and accrued interest at a rate of 12% per annum. We failed to pay the principle and interest under the \$250,000 Convertible Note upon maturity , which caused us to default on the \$250,000 Convertible Note.

The \$3,250,000 Convertible Note had a term of three years and accrued interest at a rate of 12% per annum. Interest was payable annually and the principal was to be paid upon maturity.

- 25 -

Table of Contents

As of the date we were required to fulfill the Option Requirements under Amendment No. 3, we did not issue the 6,000,000 shares of our common stock to Temasek and defaulted on the \$250,000 Convertible Note resulting from our failure to pay the principal plus interest on such note on its maturity date. This also resulted in the options to acquire the remaining fifty percent interest in the Mineral Rights (which would have resulted in the our acquisition of a one hundred percent interest in the Mineral Rights) having lapsed as of July 5, 2010.

On September 21, 2011, we entered into a Settlement and Mutual Release Agreement (“Settlement Agreement”) with Temasek, which resulted in our relinquishment and transfer to Temasek of our fifty percent interest in the outstanding capital stock of Beardmore in exchange for Temasek releasing us from all of our outstanding obligations under the terms of the Option Agreement. By execution of the Settlement Agreement, we no longer held any interest, directly or indirectly, in the Mineral Rights.

Under the terms of the Settlement Agreement, the \$250,000 Convertible Note and the \$3,250,000 Convertible Note were cancelled and we are no longer obligated to issue Temasek 6,000,000 shares of our common stock in exchange for our relinquishment and transfer to Temasek of our fifty percent interest in the outstanding capital stock of Beardmore. We are not entitled to recover any consideration previously paid to Temasek or any mineral property exploration expenditures incurred in connection with the exploration and development of the properties underlying the Mineral Rights. The Settlement Agreement included a mutual release of all claims arising out of or relating to the Option Agreement.

ITEM 3. Legal Proceedings.

None.

ITEM 4. Mine Safety Disclosures.

Not Applicable.

Table of Contents

PART II

ITEM 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Prices

Our common stock is currently quoted on the OTC pink sheets electronic quotation system under the symbol "FCGD." Prior to February 24, 2011, our shares were quoted on the over-the-counter bulletin board service of the Financial Industry Regulatory Authority (the "OTCBB"). From January 1, 2009 to November 29, 2010 we operated under the name Amazon Goldsands Ltd. and our common stock was quoted on the OTCBB under the symbol "AZNG."

The following table sets forth the range of high and low bid quotations for our common stock for each of the periods indicated as reported by either the OTC pink sheets or OTCBB. These quotations below reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions.

Fiscal Year Ended December 31, 2011		
	High Bid	Low Bid
Fiscal Quarter Ended:		
March 31, 2011	\$0.35	\$0.18
June 30, 2011	\$0.20	\$0.12
September 30, 2011	\$0.16	\$0.075
December 31, 2011	\$0.075	\$0.111
Fiscal Year Ended December 31, 2010		
	High Bid	Low Bid
Fiscal Quarter Ended:		
March 31, 2010	\$0.30	\$0.10
June 30, 2010	\$0.31	\$0.01
September 30, 2010	\$0.31	\$0.0001
December 31, 2010	\$0.23	\$0.00

Holders of Common Stock

As of April 13, 2012, we had approximately one hundred nine (109) holders of record of our common stock. Several other shareholders hold shares in street name.

Dividend Policy

To date, we have not declared or paid cash dividends on our shares of common stock. The holders of our common stock will be entitled to non-cumulative dividends on the shares of common stock, when and as declared by our board of directors, in its discretion. We intend to retain all future earnings, if any, for our business and do not anticipate paying cash dividends in the foreseeable future.

Any future determination to pay cash dividends will be at the discretion of our board of directors and will be dependent upon our financial condition, results of operations, capital requirements, general business conditions and such other factors as our board of directors may deem relevant.

- 27 -

Table of Contents

Securities Authorized for Issuance under Equity Compensation Plans

Our board of directors adopted the 2007 Stock Incentive Plan (the “Stock Incentive Plan”) in April 2007. The number of shares of common stock issuable under the Stock Incentive Plan was reduced from 10,000,000 shares to 500,000 shares resulting from the one share-for-twenty shares reverse stock split of our Common Stock (“reverse split”) which became effective at the close of business on June 6, 2008. As of December 31, 2011, there were no outstanding awards granted under the Stock Incentive Plan. After an adjustment to give effect to the reverse split, 500,000 shares remain available under the Stock Incentive Plan for future equity grants as of December 31, 2011.

The Stock Incentive Plan authorizes us to grant awards in the form of shares of common stock, including unrestricted shares of common stock; options to purchase shares of common stock; stock appreciation rights or similar rights with a fixed or variable price related to the fair market value of the shares of common stock and with an exercise or conversion privilege related to the passage of time, the occurrence of one or more events, or the satisfaction of performance criteria or other conditions; any other security with the value derived from the value of the shares of common stock, such as restricted stock and restricted stock units; deferred stock units; dividend equivalent rights; or any combination of the foregoing.

The Stock Incentive Plan allows for the grant of incentive stock options, non-qualified stock options and restricted stock awards. The exercise price of any option shall be determined at the time the option is granted by the board of directors. However, the exercise price may generally not be less than 100 percent of the fair market value of the shares of common stock on the date of the grant. Each option expires on the date determined by the board of directors, but not later than ten years after the grant date. The board of directors may determine in its discretion whether any option shall be subject to vesting and the terms and conditions of any such vesting. The Stock Incentive Plan also provides for the immediate vesting of options, as well as authorizes the board of directors, or any committee thereof, to cancel outstanding options or to make adjustments to the transfer restrictions on those options in the event of certain changes in corporate control of the company. Awards, including options, made under the Stock Incentive Plan are not assignable and also subject to any restrictions and conditions imposed by the board of directors, or any committee thereof.

The following table sets forth certain information regarding the Stock Incentive Plan as of December 31, 2011:

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by stockholders	-	-	-
Equity compensation plans not approved by stockholders 1	-	-	500,000
Total	-	-	500,000

1 The Stock Incentive Plan was approved by our board of directors in April 2007 and 500,000 shares remain available for future awards
under the Stock Incentive Plan as of December 31, 2011.

Table of Contents

Recent Issuances of Unregistered Securities

Other than as described below, there were no issuances of securities without registration under the Securities Act of 1933 during the reporting period which were not previously included in a Quarterly Report on Form 10-Q or Current Report on Form 8-K.

Pursuant to the terms of that certain Assignment and Assumption Agreement (“Assignment Agreement”) we entered into with Castle Creek Silver Inc. (“Castle Creek”), a Idaho corporation, and Robert Ebisch relating to our acquisition of the South Idaho Silver Project, we issued to Castle Creek a total of 1,000,000 shares of our common stock. These shares were issued in a private transaction and issued in reliance on the exemption provided by Section 4(2) of the Securities Act of 1933, as amended (the “Securities Act”) and Regulation S promulgated thereunder. We requested our stock transfer agent to affix appropriate restricted legends to the stock certificate issued to the Castle Creek. Castle Creek was given adequate access to sufficient information about us to make an informed investment decision. Neither we nor anyone acting on our behalf offered or sold these shares by any form of general solicitation or general advertising.

On December 16, 2011, we entered into a Purchase and Sale Agreement (“Purchase Agreement”) with Boulder Hill Mines Inc., a Idaho corporation (“Boulder Hill”) relating to the purchase from Boulder Hill of three unpatented mining claims situated in Lincoln County, Montana (the “Claims”). As part of the consideration for the Claims, we issued Boulder Hill 500,000 restricted shares of our common stock. These shares were issued in a private transaction and issued in reliance on the exemption provided by Section 4(2) of the Securities Act of 1933, as amended (the “Securities Act”) and Regulation S promulgated thereunder. We requested our stock transfer agent to affix appropriate restricted legends to the stock certificate issued to the Boulder Hill. Boulder Hill was given adequate access to sufficient information about us to make an informed investment decision. Neither we nor anyone acting on our behalf offered or sold these shares by any form of general solicitation or general advertising.

On December 16, 2011 we entered into an Assignment and Assumption Agreement (“Assignment Agreement”) with Boulder Hill, and Jim Ebisch (“Ebisch”). Boulder Hill and Ebisch are parties to an Option to Purchase and Royalty Agreement dated July 15, 2008 (the “Option Agreement”) which granted to Boulder Hill an option to acquire an undivided 100% of the right, title and interest of Ebisch in and to that certain Montana State Metalliferous Gold Lease M-1974-06 dated August 21, 2006 which Ebisch entered into with the State of Montana under which Ebisch was granted the exclusive right to prospect, explore, develop and mine for gold, silver and other minerals on property situated in Lincoln County, Montana. Pursuant to the terms of the Assignment Agreement, Boulder Hill transferred and assigned us all of its right, title and interest, in, to and under the Option Agreement and we assumed the assignment of the Option Agreement agreeing to be bound, the same extent as Boulder Hill, to the terms and conditions of the Option Agreement. As part of the consideration for the Assignment Agreement, we issued to Boulder Hill 500,000 restricted shares of our common stock. These shares were issued in a private transaction and issued in reliance on the exemption provided by Section 4(2) of the Securities Act of 1933, as amended (the “Securities Act”) and Regulation S promulgated thereunder. We requested our stock transfer agent to affix appropriate restricted legends to the stock certificate issued to the Boulder Hill. Boulder Hill was given adequate access to sufficient information about us to make an informed investment decision. Neither we nor anyone acting on our behalf offered or sold these shares by any form of general solicitation or general advertising.

ITEM 6.Selected Financial Data.

Not applicable.

Table of Contents

ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis should be read in conjunction with the consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K. This discussion contains forward-looking statements reflecting our current expectations, estimates and assumptions concerning events and financial trends that may affect our future operating results or financial position. Actual results and the timing of events may differ materially from those contained in these forward-looking statements due to a number of factors, including those discussed in the sections entitled "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" appearing elsewhere in this Annual Report on Form 10-K.

For the Years Ended December 31, 2011 and 2010

Revenues

We have not generated any revenues from our operations since our inception.

Operating Expenses

We reported operating expenses in the amount of \$1,162,182 for the year ended December 31, 2011, compared to operating expenses of \$1,096,014 for the year ended December 31, 2010. Operating expenses were higher for the year ended December 31, 2011, as compared to the year ended December 31, 2010, primarily as a result of an increase in bank and interest charges and professional fees. This increase was partial offset by a decrease in consulting and management fees.

We incurred bank charges and interest of \$888,361, for the year ended December 31, 2011, compared to \$663,090 for the year ended December 31, 2010. The increase in bank charges and interest is primarily attributable to accrued interest charges of \$225,000 on two convertible promissory notes issued in June 2010 to Temasek as part of the consideration that was provided in exchange for a fifty percent equity interest in Beardmore, an entity which indirectly hold mining rights to properties in Peru, and option to acquire up to a one hundred percent interest in Beardmore. In connection with a settlement and release agreement we entered into in September 2011 that provided for our relinquishment of our fifty percent interest in the outstanding capital stock of Beardmore, our obligations under such outstanding convertible promissory notes with an aggregate principal balance of \$3,500,000 was cancelled. We anticipate that interest expenses in subsequent reporting periods will be significantly less due to the cancellation of these convertible promissory notes.

We incurred an increase in professional fees to \$149,632 for the year ended December 31, 2011 from professional fees of \$88,450 incurred during the year ended December 31, 2010. The increase in professional fees is attributable to an increase in auditing and accounting fees of \$18,419 and fees for legal and administrative services of \$43,033.

Mineral property exploration expenditures for the year ended December 31, 2011 were \$10,978 compared to \$Nil for the year ended December 31, 2010. Mineral property exploration expenditures incurred related to consulting services for the investigation, review and evaluation of potential exploration and development opportunities, that included unpatented mining claims situated in Lincoln County, Montana and lode mining claims situated in Owyhee County, Idaho which we acquired in December 2011. The decrease in mineral property exploration expenditures is attributable to decreased exploration activity resulting from the termination of our mineral property interests in Peru.

The increase in operating expenses for the year ended December 31, 2011, as compared to the same period in the prior year, was partially offset by a decrease in consulting and management fees. We incurred a decrease in consulting and management fees to \$77,518 for the year ended December 31, 2011 from consulting and management fees of \$280,122 for the year ended December 31, 2010. The decrease in consulting and management fees was due to a reduction in the services we retained for both project supervision and administrative management services.

Table of Contents

Other Items

We reported other items loss of \$5,000,000 for the year ended December 31, 2011, as compared to reporting no other items for the year ended December 31, 2010. During the year ended December 31, 2011, we reported a write-down of \$5,000,000 attributable to the disposition the mining rights to properties in Peru indirectly held by Beardmore.

Net (Income) Loss

As a result of the above, for the year ended December 31, 2011 we reported a net loss from continuing operations of \$6,162,182 and a net loss of \$7,931,411 after offsetting \$1,769,229 attributable to the discontinued operations of Beardmore Holdings, Inc. As a result of the above, for the year ended December 31, 2011 we reported a net loss of \$7,931,411. For the year ended December 31, 2010, we reported a net loss of \$1,132,188.

Basic and Diluted Loss per Share

As a result of the above, the basic and diluted operating loss per common share was \$0.20 and \$0.03 for the years ended December 31, 2011 and December 31, 2010, respectively.

Liquidity and Capital Resources

At December 31, 2011, we had cash and cash equivalents of \$2,194, compared to \$70,019 at December 31, 2010, and a working capital deficit of \$412,025, compared to a working capital deficit of \$743,395 at December 31, 2010.

Our present capital resources are insufficient to commence and sustain any planned exploration activity. Our current cash on hand is insufficient to be able to make all cash payments required in connection with our acquisition of the Boulder Hill Project and those cash payments and exploration expenditures which are required in order to exercise our option to acquire a 100% interest in mineral property interests situated in Owyhee County, Idaho that comprise of the South Idaho Silver Project. Depending on funding availability, our proposed plan of exploration anticipates that we will incur aggregate exploration related expenditures of \$260,000 over the next twelve months, with a total of \$664,000 in exploration planned for the next twenty four months.

In addition to any expenditures related to any exploration activity, our business plan provides for spending of approximately \$20,000 in ongoing general and administrative expenses per month for the next twelve months, for a total anticipated expenditure for general and administrative expenses of \$240,000 over the next twelve months. The general and administrative expenses for the year will consist primarily of professional fees for the audit and legal work relating to our regulatory filings throughout the year, as well as transfer agent fees and general office expenses.

Accordingly, we must obtain additional financing in order to continue our plan of operations during and beyond the next twelve months, which would include being able to commence and sustain any exploration activity. We believe that debt financing will not be an alternative for funding additional phases of exploration as we have limited tangible assets to secure any debt financing. We anticipate that additional funding will be in the form of equity financing from the sale of our common stock. We cannot provide investors with any assurance that we will be able to raise sufficient funding from the sale of our common stock to fund our complete exploration programs or any acquisition of additional property interests. Any issuance of common stock would dilute the interests of our existing stockholders. In the absence of such financing, we will not be able to pursue our exploration program and may not be able to maintain our mineral property interests in good standing. If we do not fulfill the terms of any of our option agreements according to our business plan, then our ability to commence or continue operations could be materially

limited. We also may be forced to abandon our mineral property interests. If we are unable to raise additional capital in the near future, we will experience liquidity problems and management expects that we will need to curtail operations, liquidate assets, seek additional capital on less favorable terms and/or pursue other remedial measures.

We may consider entering into a joint venture arrangement to provide the required funding to explore the properties underlying our mineral property interests. We have not undertaken any efforts to locate a joint venture participant. Even if we determine to pursue a joint venture participant, there is no assurance that any third party would enter into a joint venture agreement with us in order to fund exploration of the properties underlying our mineral property interests. If we enter into a joint venture arrangement, we would likely have to assign a percentage of our interest in our mineral property interests to the joint venture participant.

Table of Contents

Cash Used in Operating Activities

Operating activities in the year ended December 31, 2011 and 2010 used cash of \$194,685 and \$837,945, respectively, which reflect our recurring operating losses. Our net loss from continuing operations of \$6,162,182 reported for year ended December 31, 2011 was the primary reason for our negative operating cash flow. Our reporting of negative operating cash flows for the year ended December 31, 2011 was offset by accrued interest of \$885,488, a write down of assets of \$5,000,000 and an increase in accounts payable and accrued liabilities of \$56,013.

Cash Used in Investing Activities

For the year ended December 31, 2011, cash flows used in investing activities was \$Nil, as compared to \$1,000,000 used in investing activities during the year ended December 31, 2010. Investing activities in the year ended December 31, 2010 related to the acquisition of additional interests in Beardmore Holdings, Inc.

Cash from Financing Activities

Net cash flows provided by financing activities for the year ended December 31, 2011 was \$137,500, which consisted of \$37,500 related to the issuance of a convertible note to Asher Enterprises, Inc. and \$100,000 as proceeds from the exercise of warrants to acquire 1,000,000 shares. Net cash provided by financing activities for the year ended December 31, 2010 was \$1,940,000, which consisted entirely of proceeds from the issuance of common stock.

Commitments

Convertible Notes

On November 23, 2011, we entered into a Securities Purchase Agreement (“Purchase Agreement”) with Asher Enterprises, Inc., a Delaware corporation (“Asher”), relating to the issuance and sale to Asher of an unsecured convertible promissory note (the “November 2011 Note”) in a private transaction (the “Transaction”) with a principal amount of \$37,500. We received net proceeds of \$35,000 from the Transaction on December 1, 2011. Interest on the November 2011 Note accrues at a rate of 8% annually and is to be paid with principal in full on the maturity date of August 28, 2012. The principal amount of the Note together with interest may be converted into shares of our common stock, par value \$0.00001 (“Common Stock”), at the option of the Asher at a conversion price equal to fifty-eight percent (58%) of the Market Price (as defined in the November 2011 Note) for the Common Stock during the ten trading days prior to the conversion.

On March 16, 2012, we issued Asher an unsecured convertible promissory note (the “March 2012 Note”) with a principal amount of \$37,500 with substantially the same terms and conditions as the November 2011 Note. The March 2012 Note has a maturity date of December 20, 2012, at which time interest, accruing at a rate of 8% annually, and principal are to be paid in full.

If Asher decides not to convert the December 2011 Note or March 2012 Note into shares of our Common Stock, we will have an obligation on the maturity date of each note to pay Asher all accrued interest and principal on such note. In such case, we would have to find sources of cash to re-pay Asher and there can be no assurance such resources will be available.

Cash Payments and Exploration Expenditures

Our obligations to make cash payments and incur exploration expenditures in connection with our acquisition of the Boulder Hill Project and the South Idaho Silver Project are described above in Part I Item 1 of this Annual Report on Form 10-K

Off Balance Sheet Arrangements

We do not have any off-balance sheet debt nor did we have any transactions, arrangements, obligations (including contingent obligations) or other relationships with any unconsolidated entities or other persons that may have material current or future effects on financial conditions, changes in the financial conditions, results of operations, liquidity, capital expenditures, capital resources, or significant components of revenue or expenses.

Table of Contents

Going Concern

We have incurred net loss for the period from inception on September 5, 1997 to December 31, 2011 of \$18,877,803 and have no source of revenue. The continuity of our future operations is dependent on our ability to obtain financing and upon future acquisition, exploration and development of profitable operations from our mineral properties. These conditions raise substantial doubt about our ability to continue as a going concern.

Critical Accounting Policies

In December 2001, the SEC requested that all registrants list their most “critical accounting policies” in the Management Discussion and Analysis. The SEC indicated that a “critical accounting policy” is one which is both important to the portrayal of a company’s financial condition and results, and requires management’s most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. We believe the following critical accounting estimates affect our more significant judgments and estimates used in the preparation of our consolidated financial statements:

Mineral property costs

Mineral property acquisition costs are initially capitalized as tangible assets when purchased. At the end of each fiscal quarter end, we assess the carrying costs for impairment. If proven and probable reserves are established for a property and it has been determined that a mineral property can be economically developed, costs will be amortized using the units-of-production method over the estimated life of the probable reserve.

Mineral property exploration costs are expensed as incurred.

Estimated future removal and site restoration costs, when determinable are provided over the life of proven reserves on a units-of-production basis. Costs, which include production equipment removal and environmental remediation, are estimated each period by management based on current regulations, actual expenses incurred, and technology and industry standards. Any charge is included in exploration expense or the provision for depletion and depreciation during the period and the actual restoration expenditures are charged to the accumulated provision amounts as incurred.

As of the date of these consolidated financial statements, we have not established any proven or probable reserves on our mineral properties and incurred only acquisition and exploration costs.

Although we have taken steps to verify title to mineral properties in which it has an interest, according to the usual industry standards for the stage of exploration of such properties, these procedures do not guarantee the Company’s title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Convertible debt

We have adopted the Financial Accounting Standards Board (“FASB”) ASC 470-20, “Debt with Conversion and Other Options” and applies this guidance retrospectively to all periods presented upon those fiscal years. ASC 470-20 requires the liability and equity components to be separately accounted for in a manner that will reflect the entity’s nonconvertible debt borrowing rate. We will allocate a portion of the proceeds received from the issuance of convertible notes between a liability and equity component by determining the fair value of the liability component using our nonconvertible debt borrowing rate. The difference between the proceeds of the notes and the fair value of

the liability component will be recorded as a discount on the debt with a corresponding offset to paid-in capital. The resulting discount will be accreted by recording additional non-cash interest expense over the expected life of the convertible notes using the effective interest rate method.

Foreign currency translation

Our functional and reporting currency is U.S. dollars. Our consolidated financial statements are translated to U.S. dollars in accordance with ASC 830, "Foreign Currency Matters." Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate prevailing at the balance sheet date. Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in the determination of income. We have not, to the date of these consolidated financial statements, entered into derivative instruments to offset the impact of foreign currency fluctuations.

Table of Contents

Recent Accounting Pronouncements

In December 2011, the FASB issued ASU 2011-12, “Comprehensive Income”. This update amends certain pending paragraphs in ASU No. 2011-05 “Presentation of Comprehensive Income”, to effectively defer only those changes that relate to the presentation of reclassification adjustments out of accumulated other comprehensive income for annual and interim financial statements for public, private, and non-profit entities.

In September 2011, the FASB issued ASU 2011-08, “Intangibles – Goodwill and Other” which allows an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. Under these amendments, an entity would not be required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more likely than not that its fair value is less than its carrying amount. ASU 2011-08 will be effective for us in fiscal 2013, with early adoption permitted. We do not expect the adoption of this update will have a material effect on our consolidated financial statements.

In June 2011, FASB issued ASU No. 2011-05, “Presentation of Comprehensive Income”. This ASU presents an entity with the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. This update eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders’ equity/deficit. The amendments in this update do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. ASU No. 2011-05 should be applied retrospectively and is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. As ASU No. 2011-05 relates only to the presentation of comprehensive income, we do not expect the adoption of this update will have a material effect on our consolidated financial statements.

In May 2011, the FASB issued ASU No. 2011-04, “Fair Value Measurement” to amend the accounting and disclosure requirements on fair value measurements. This ASU limits the highest-and-best-use measure to nonfinancial assets, permits certain financial assets and liabilities with offsetting positions in market or counterparty credit risks to be measured at a net basis, and provides guidance on the applicability of premiums and discounts. Additionally, this update expands the disclosure on Level 3 inputs by requiring quantitative disclosure of the unobservable inputs and assumptions, as well as description of the valuation processes and the sensitivity of the fair value to changes in unobservable inputs. ASU No. 2011-04 is to be applied prospectively and is effective during interim and annual periods beginning after December 15, 2011. We do not expect the adoption of this update will have a material effect on our consolidated financial statements.

Table of Contents

ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

ITEM 8. Financial Statements and Supplementary Data.

The financial statements are listed in Part IV Item 15 of this Annual Report on Form 10-K and are incorporated by reference in this Item 8.

ITEM 9. Changes In and Disagreements With Accountants on Accounting and Financial Disclosure.

None.

ITEM 9A. Controls and Procedures.

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934. Based on their evaluation as of December 31, 2011, the end of the period covered by this Annual Report on Form 10-K, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were not effective at a reasonable assurance level to ensure that the information required to be disclosed in reports filed or submitted under the Securities Exchange Act of 1934, including this Annual Report, were recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and was accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. The conclusion of our management was based on the material weaknesses described below is Management's Report on Internal Control Over Financial reporting.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- Provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Table of Contents

In connection with the filing of our Annual Report on Form 10-K, our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2011. In making this assessment, our management used the criteria set forth by Committee of Sponsoring Organizations of the Treadway Commission in Internal Control—Integrated Framework. Based on our assessment using those criteria, management believes that, as of December 31, 2011, our internal control over financial reporting is not effective based on those criteria because of the material weaknesses discussed below. This assessment was based on the size of our company and the fact that we have only one financial expert on our management team, no audit committee and no person on our board of directors that qualifies as an “audit committee financial expert”. Although management believes that the material weakness set forth above has not had an effect on our financial statements, there can be no assurance that this will continue to be the case going forward.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal controls over financial reporting during the quarter ended December 31, 2011, that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

ITEM 9B.Other Information.

None.

Table of Contents

PART III

ITEM 10. Directors, Executive Officers and Corporate Governance.

The following information sets forth the names of our current director and executive officers, their ages and their present positions.

Name	Age	Position	Served Since
Piero Sutti-Keyser	37	Chief Executive Officer, Director	2011
Gilberto Zapata	30	Chief Financial Officer, Secretary & Treasurer	2012
Robert Van Tassell	76	Director	2006
Gordan Sredl	39	Director	2012

Piero Sutti-Keyser. Mr. Sutti-Keyser was appointed to serve as a member of our board of directors in October 2011 and has served as our Chief Executive Officer and Principal Executive Officer since February 24, 2012. In 2005, Mr. Sutti-Keyser joined Sterling Mining de Mexico, S.A. de C.V. as administrative manager for this exploration and production mining company. In 2006 to 2008, Mr. Sutti-Keyser was promoted to country manager for Sterling Mining de Mexico, S.A. de C.V. Since 2008, Mr. Sutti-Keyser has worked as Vice-President responsible for management of administration, acquisition and oversight of exploration programs and as a member of the Board of Directors for LitioMex S.A. de C.V., a privately held exploration mining company in Mexico.

Mr. Sutti-Keyser serves on our board of directors because he has significant experience and expertise in mining administration and management of junior mining exploration activities.

Gilberto Zapata. Mr. Zapata has served as our Chief Financial Officer, Principal Financial Officer, Secretary and Treasurer since February 24, 2012. In 2008, Mr. Zapata joined LitioMex S.A. de C.V., a privately held exploration mining company in Mexico, and currently serves as its Chief Financial Officer. From 2006 to 2008, Mr. Zapata worked as a general accountant at Sterling Mining De Mexico, an exploration and production mining company in Mexico. Mr. Zapata has also served since January 2010 as a consultant to Santa Fe Metals Corp., a company public traded on the Toronto Stock Ventures Exchange.

Robert Van Tassell. Mr. Van Tassell has served on our Board of Directors since December 2006. Mr. Van Tassell has been involved in the Canadian mining industry for over fifty years. Before retiring from full-time ventures in 1998, he spent the prior sixteen years (1982-1998) as Vice President of Exploration for the precious metals venture Goldcorp Inc., formerly known as Dickenson Mines. Exploration teams led by Mr. Van Tassell are credited with such significant discoveries as the Husky Mine, the Minto copper deposit currently being mined by Captstone Mining, and more recently, Goldcorp's High Grade Zone. From 1984 through 1993, Mr. Van Tassell served as a board member of the Prospectors and Developers Association of Canada (PDAC), including as Chairman of the PDAC's Program and Environmental Committees. Mr. Van Tassell also served as a director of the Yukon Chamber of mines for eleven years, two of them as President. He served four terms on the board of the Northern Resource Conferences, two of them as Chairman, and has taught introductory and advanced prospecting courses for the Chamber of Mines. He is a Life Member of the CIM and a member of the Geological Association of Canada.

Mr. Van Tassell has been credited with leading the discovery of several mines in Canada and has served as Vice President of Exploration with a world leading mining company. Mr. Van Tassell brings to our Board a depth of understanding as to our company's business, history and organization and the various challenges we face in the current

economic environment.

Gordan Sredl. Mr. Sredl has served as a director since February 24, 2012. Since 2006, Mr. Sredl has served as Director of Association for Gju Promins, a business association for mining, quarrying, lime and explosives based in the Republic of Croatia. From 2003 to 2006, Mr. Sredl served as a Professional Associate in the Croatian Chamber of Commerce - association of nonmetal and business materials. From 1997 to 2002, Mr. Sredl served as an Assistant with the Croatian geological survey assisting in mapping mineral resources for the Republic of Croatia. Mr. Sredl brings to the Board a wealth of industry experience and this experience is a valued asset to our Board.

Table of Contents

Mr. Sredl serves on our board of directors because he has significant experience and expertise in geology as he has received a degree in Geology and has been involved in the mining sector for over ten years.

Our Directors are elected annually and hold office until the next annual meeting of our stockholders or until their successors are elected and qualified. Officers are elected annually and serve at the discretion of the Board of Directors. Board vacancies are filled by a majority vote of the Board.

Family Relationships

There are no family relationships between or among the directors, executive officers or persons nominated or chosen by us to become directors or executive officers.

Audit Committee

We do not have a separately-designated standing audit committee. The Board of Directors performs the functions of an audit committee, but no written charter governs the actions of the Board when performing the functions of that would generally be performed by an audit committee. The Board approves the selection of our independent accountants and meets and interacts with the independent accountants to discuss issues related to financial reporting. In addition, the Board reviews the scope and results of the audit with the independent accountants, reviews with management and the independent accountants our annual operating results, considers the adequacy of our internal accounting procedures and considers other auditing and accounting matters including fees to be paid to the independent auditor and the performance of the independent auditor.

For the fiscal year ended December 31, 2011, the Board:

- Reviewed and discussed the audited consolidated financial statements with management, and
- Reviewed and discussed the written disclosures and the letter from our independent auditors on the matters relating to the auditor's independence.

Based upon the Board's review and discussion of the matters above, the Board authorized inclusion of the audited consolidated financial statements for the year ended December 31, 2011 to be included in the Annual Report on Form 10-K and filed with the Securities and Exchange Commission.

Audit Committee Financial Expert

Our Board of Directors examined the Commission's definition of "audit committee financial expert" and concluded that we do not currently have a person that qualifies as such an expert. Currently, there are only two directors serving on our Board, and we are not in a position at this time to attract, retain and compensate additional directors in order to acquire a director who qualifies as an "audit committee financial expert," but we intend to retain an additional director who will qualify as such an expert, as soon as reasonably practicable. While our current directors do not meet the qualifications of an "audit committee financial expert," they have, by virtue of their past employment experience, knowledge of financial statements, finance, and accounting, and have significant employment experience involving financial oversight responsibilities. Accordingly, we believe that our current directors capably fulfill their duties and responsibilities in the absence of such an expert.

Selection Criteria for Directors

Our board of directors does not maintain a nominating committee. As a result, no written charter governs the director nomination process. The size of the company and the size of the board, at this time, do not require a separate nominating committee.

When evaluating director nominees, our directors consider the following factors:

- The appropriate size of our board of directors;
- Our needs with respect to the particular talents and experience of our directors;
- The knowledge, skills and experience of nominees, including experience in finance, administration or public service, in light of prevailing business conditions and the knowledge, skills and experience already possessed by other members of the board;

Table of Contents

- Experience in political affairs;
- Experience with accounting rules and practices; and
- The desire to balance the benefit of continuity with the periodic injection of the fresh perspective provided by new board members.

Our goal is to assemble a board that brings together a variety of perspectives and skills derived from high quality business and professional experience. In doing so, the board will also consider candidates with appropriate non-business backgrounds.

Other than the foregoing, there are no stated minimum criteria for director nominees, although the board may also consider such other factors as it may deem are in our best interests. If any member of the board of directors does not wish to continue in service, the board then identifies the desired skills and experience of a new nominee in light of the criteria above. Current members of the board of directors are polled for suggestions as to individuals meeting the criteria described above. Our board of directors will also consider candidates for board membership suggested by our stockholders. It is the policy for our board of directors to consider recommendations for candidates to the board of directors from any stockholder of record in accordance with our bylaws. A director candidate recommended by our stockholders will be considered in the same manner as a nominee recommended by a board member, management or other sources. In addition, a stockholder may nominate a person directly for election to the board of directors at an annual meeting of stockholders, provided the stockholder meets the requirements set forth in our bylaws.

While the board does not have a formal diversity policy, it is our and the board's policy to identify potential candidates without regard to any candidate's race, color, disability, gender, national origin, religion or creed, and we seek to ensure the fair representation of shareholder interests on the board through the criteria set forth above. The board believes that the use of the general criteria set forth above, along with non-discriminatory policies, will best result in a board that shows diversity in many respects.

Section 16(a) Beneficial Ownership Reporting

Section 16(a) of the Securities Act of 1934, as amended, requires our executive officers and directors, and persons who own more than ten percent (10%) of our common stock, to file with the Securities and Exchange Commission reports of ownership of, and transactions in, our securities and to provide us with copies of those filings. To our knowledge, based solely on our review of the copies of such forms received by us, or written representations from certain reporting persons, we believe that during the year ended December 31, 2011, all filing requirements applicable to our officers, directors and greater than ten percent beneficial owners were complied with, with the following exceptions: Mr. Langford and Mr. Van Tassell each failed to file a Form 4 reporting one transaction on a timely basis.

Code of Ethics and Conduct

Our Board of Directors has adopted a Code of Ethics and Conduct that is applicable to all of our employees, officers and directors. Our Code of Ethics and Conduct is intended to ensure that our employees act in accordance with the highest ethical standards. The Code of Ethics and Conduct was filed as an exhibit to our Annual Report on Form 10-KSB for the fiscal year ended December 31, 2005.

Table of Contents

ITEM 11. Executive Compensation.

The following table presents information concerning the total compensation of the Company's Chief Executive Officer, Chief Financial Officer and the other most highly compensated officers whose total salary and bonus awards exceeded \$100,000 during the last fiscal year (the "Named Executive Officers") for services rendered to the Company in all capacities for the years ended December 31, 2011 and 2010:

Summary Compensation Table

Name (a)	Year	Salary (\$)(1)	Bonus (\$)(1)	Stock Awards (\$)	Option Awards (\$)(2)	All Other Compensation (\$)(3)	Total (\$)
Norman Bracht	2011	-	-	-	-	13,500	13,500
Former CEO (4)	2010	-	-	-	-	5,000	5,000
Tony Langford	2011	-	-	-	4,881	42,548	47,429
Former CEO, CFO, Secretary & Treasurer (5)	2010	-	-	-	-	12,500	12,500

- (1) No executive officers received any salary or bonus during the fiscal years ended December 31, 2011 or 2010.
- (2) The amounts in the table reflect the grant date fair value of options awards to the named executive officer in accordance with Accounting Standards Codification Topic 718. The ultimate values of the options awards to the executives generally will depend on the future market price of our common stock, which cannot be forecasted with reasonable accuracy. The actual value, if any, that an optionee will realize upon exercise of an option will depend on the excess of the market value of the common stock over the exercise price on the date the option is exercised. See the "Outstanding Equity Awards at Fiscal Year-End" table below for information regarding all outstanding awards.
- (3) The amounts listed under the Column entitled "All Other Compensation" in the "Summary Compensation Table" related to the payment of consulting fees during the period reported.
- (4) Mr. Bracht served as our Chief Executive Officer from October 22, 2010 until his death on September 22, 2011.
- (5) Mr. Langford was appointed as our Chief Financial Officer, Secretary, and Treasurer on July 24, 2010 and was appointed as our Chief Executive Officer on October 10, 2011. Mr. Langford resigned from each of these positions on February 24, 2012.

Compensation Components

Base Salary. At this time, we do not compensate our executive officers by the payment of salaries, but did compensate Mr. Langford for his service as an executive officer in 2011 and 2010 through the indirect payment fees to a company controlled by Mr. Langford. Mr. Langford is the President and Chief Executive Officer of The Langford Group, Inc. ("Langford Group"). On August 25, 2010, we entered into a Consulting Agreement (the "Agreement") with Langford Group. The Agreement was effective as of July 24, 2010 and terminated on October 24, 2010. Pursuant to the terms of the Agreement, Langford Group was retained to provide us with financial management services. As compensation for such services, Langford Group received a monthly management fee of \$2,500 U.S. Dollars, payable

on the 15th day of the month to which payment of such management fee relates. Despite the termination of the Agreement, we continued to pay Langford Group the monthly management fee of \$2,500 U.S. Dollars for each month that Mr. Langford served as an executive officer. Mr. Langford for his services as a consultant received an additional \$12,548 during the year.

Mr. Bracht was paid \$13,500 in consulting fees for the year ended December 31, 2011.

Bonuses. At this time, we do not compensate our executive officers by the payment of bonus compensation.

Stock Options. Stock option awards are determined by the Board of Directors based on numerous factors, some of which include responsibilities incumbent with the role of each executive to the Company and tenure with the Company. We did not grant any stock options to our executive officers during 2011. In 2011, Mr. Langford received 100,000 options at a strike price of \$0.07 that have an option expiration date of December 10, 2013. Other than the foregoing option award, we did not grant any stock options to our executive officers during 2011 or 2010.

Table of Contents

At no time during the last fiscal year was any outstanding option repriced or otherwise modified. There was no tandem feature, reload feature, or tax-reimbursement feature associated with any of the stock options we granted to our executive officers or otherwise.

Other. At this time, we have no profit sharing plan in place.

Outstanding Equity Awards at Fiscal Year-End

The following table contains information regarding outstanding equity awards held at December 31, 2011, by the named executive officers.

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Option Awards		
		Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date
Norman Bracht	-	-	-	-
Tony Langford (1)	100,000	-	0.07	12/10/13

(1) Mr. Langford resigned as our Chief Executive Officer, Chief Financial Officer, Secretary and Treasurer in February 2012. All outstanding equity awards granted to Mr. Langford will terminate as of May 24, 2012 as a result of his resignation as an executive officer if he provides no further services to the company.

Option Exercises in Fiscal 2011

There were no stock options that were exercised by the named executive officers in fiscal 2011.

Stock Option Plans

In 2007, our Board adopted the 2007 Stock Incentive Plan (the “Stock Incentive Plan”). The Stock Incentive Plan authorizes us to reserve shares for future grants under it, of which 500,000 shares remain available for issuance.

The Stock Incentive Plan authorizes us to grant (i) to the key employees incentive stock options to purchase shares of common stock and non-qualified stock options to purchase shares of common stock and restricted stock awards, and (ii) to non-employee directors and consultants’ non-qualified stock options and restricted stock. The Plan Administrator will administer the Plan by making recommendations to the board or determinations regarding the persons to whom options or restricted stock should be granted and the amount, terms, conditions and restrictions of the awards.

Incentive stock options granted under the Stock Incentive Plan must have an exercise price at least equal to 100% of the fair market value of the common stock as of the date of grant. Incentive stock options granted to any person who owns, immediately after the grant, stock possessing more than 10% of the combined voting power of all classes of our stock, or of any parent or subsidiary corporation, must have an exercise price at least equal to 110% of the fair market

value of the common stock on the date of grant. Non-statutory stock options may have exercise prices as determined by the Plan Administrator.

The Plan Administrator is also authorized to grant restricted stock awards under the Stock Incentive Plan. A restricted stock award is a grant of shares of the common stock that is subject to restrictions on transferability, risk of forfeiture and other restrictions and that may be forfeited in the event of certain terminations of employment or service prior to the end of a restricted period specified by the Plan Administrator.

Table of ContentsEquity Compensation Plan Information
as of December 31, 2011

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	-	\$ -	-
Equity compensation plans not approved by security holders	-	\$ -	500,000
Total	-	-	500,000

Employment Contracts; Termination of Employment and Change-in-Control Arrangements

We do not have any employment agreements with any of our executive officers, but entered into a consulting agreement with a company controlled by Mr. Langford that is described above. This consulting agreement was terminated upon Mr. Langford's departure as an executive officer of the company.

Compensation of Directors

Norman Bracht, who served as both an executive officer and member of our board of directors during 2011, did not receive any compensation for serving on the board of directors. All compensation paid to Mr. Bracht was in consideration for his service as an executive officer and is set forth above in Summary Compensation Table.

The following table provides compensation for non-employee directors who served during fiscal 2011:

Name	Fees Earned or Paid in Cash (\$)	Option Awards (\$)(1)	All Other Compensation (\$)	Total (\$)
Robert Van Tassell (2)	9,000	3,661	-	12,661

Piero Sutti-Keyser (3)	-	7,500	-	7,500
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- (1) The amounts in the table reflect the grant date fair value of option awards to the named directors in accordance with Accounting Standards Codification Topic 718. The ultimate values of the options awards to directors generally will depend on the future market price of our common stock, which cannot be forecasted with reasonable accuracy. The actual value, if any, that an optionee will realize upon exercise of an option will depend on the excess of the market value of the common stock over the exercise price on the date the option is exercised.
- (2) In 2011, Mr. Van Tassell was paid \$9,000 in consulting fees and received 75,000 options, all of were fully vested and exercisable on the grant date, at a strike price of \$0.07 that have an option expiration date of December 10, 2013.
- (3) In 2011, Mr. Sutti-Keyser received 75,000 options, all of were fully vested and exercisable on the grant date, at a strike price of \$0.15 that have an option expiration date of October 31, 2021.

Table of Contents

ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table sets forth, as of April 13, 2012, the number and percentage of outstanding shares of common stock beneficially owned by (a) each person known by us to beneficially own more than five percent of such stock, (b) each director of the Company, (c) each named officer of the Company, and (d) all our directors and executive officers as a group. We have no other class of capital stock outstanding.

Amount and Nature of Beneficial Ownership			
Name and Address of Beneficial Owner (1)	Shares Owned (2)	Options Exercisable Within 60 Days (3)	Percent of Class
Directors and Executive Officers			
Piero Sutti-Keyser	100,000	75,000	*
Gilberto Zapata	0	-	-
Robert Van Tassell	5,000	75,000	*
Gordan Sredl	0	-	-
All current directors and executive officers as a group four persons)	105,000	150,000	*
More Than 5% Beneficial Owners			
Temasek Investments Inc. Suite 1-A, #5 Calle Eusebio A. Morales El Cangrejo, Panama City Panama	2,500,000	-	6.0%

* Represents less than 1% of the class.

(1) Unless otherwise provided, the address of each person is c/o Carrera 49 No. 51-11 Suite 402, Copacabana, Antioquia Colombia.

(2) All shares shown in the table are owned with sole voting and investment power.

(3) This column represents shares not included in "Shares Owned" that may be acquired by the exercise of options within 60 days of April 13, 2012.

The above beneficial ownership information is based on information furnished by the specified persons and is determined in accordance with Rule 13d-3 under the Exchange Act, as required for purposes of this annual report; accordingly, it includes shares of First Colombia Gold Corp. common stock that are issuable upon the exercise of stock options exercisable within 60 days of April 13, 2012. Such information is not necessarily to be construed as an admission of beneficial ownership for other purposes.

Table of Contents

ITEM 13. Certain Relationships and Related Transactions, and Director Independence.

Except as set forth below, none of our directors or executive officers, nor any proposed nominee for election as a director, nor any person who beneficially owns, directly or indirectly, shares carrying more than 5% of the voting rights attached to all of our outstanding shares, nor any members of the immediate family (including spouse, parents, children, siblings, and in-laws) of any of the foregoing persons has any material interest, direct or indirect, in any transaction since the beginning of our last fiscal year on January 1, 2011 or in any presently proposed transaction which, in either case, has or will materially affect us.

Settlement and Mutual Release Agreement

As set forth in the Beneficial Ownership Table above, Temasek Investments Inc. (“Temasek”), a company incorporated under the laws of Panama, is the beneficial owner of 6.0% of our voting securities.

We entered into a Mineral Right Option Agreement with Temasek on September 18, 2008, as amended and supplemented by Amendment No. 1 dated May 12, 2009 (“Amendment No. 1”), Amendment No. 2 dated February 3, 2010 (“Amendment No. 2”), and Amendment No. 3 dated June 25, 2010 (“Amendment No. 3”) (collectively, the “Option Agreement”). Pursuant to the Option Agreement, we acquired from Temasek a fifty percent equity interest in Beardmore Holdings, Inc. (“Beardmore”) and had the option to acquire the remaining fifty percent equity interest in Beardmore from Temasek, which would have resulted in our ownership of one hundred percent of Beardmore’s equity. Beardmore indirectly holds, through its subsidiary Rio Santiago Minerales S.A.C., certain mineral rights (the “Mineral Rights”) underlying properties located in Peru.

Under the terms of Amendment No. 3, we would have increased our ownership interest in the Mineral Rights from fifty percent to one-hundred percent resulting in its acquisition of all of the outstanding capital stock of Beardmore, if we had fulfilled the following conditions (collectively the “Option Requirements”) within ten business days following the effective date of Amendment No. 3:

- Completion of the exercise of options resulting in our acquisition of a fifty percent interest in the Mineral Rights through our acquisition of fifty percent of the outstanding capital stock of Beardmore;
- Issuance to Temasek of a total of 11,000,000 shares of our common stock (of which 5,000,000 were previously issued to Temasek);
- Payment to Temasek of US \$250,000 (which such payment was acknowledged by Temasek to have been made in March 2010);
- Issuance of a convertible note for US \$250,000 (the “\$250,000 Convertible Note”) payable to the order and the direction of Temasek (which was issued on June 25, 2010); and
- Issuance of a convertible note for US \$3,250,000 (the “\$3,250,000 Convertible Note” and, collectively with the \$250,000 Convertible Note, the “Convertible Notes”) payable to the order and the direction of Temasek (which was issued on June 25, 2010).

The \$250,000 Convertible Note had a term of ninety days and accrued interest at a rate of 12% per annum. We failed to pay the principle and interest under the \$250,000 Convertible Note upon maturity, which caused us to default on the \$250,000 Convertible Note.

The \$3,250,000 Convertible Note had a term of three years and accrued interest at a rate of 12% per annum. Interest was payable annually and the principal was to be paid upon maturity.

As of the date we were required to fulfill the Option Requirements under Amendment No. 3, we did not issue the 6,000,000 shares of our common stock to Temasek and defaulted on the \$250,000 Convertible Note resulting from our failure to pay the principal plus interest on such note on its maturity date. This also resulted in the options to acquire the remaining fifty percent interest in the Mineral Rights (which would have resulted in the our acquisition of a one hundred percent interest in the Mineral Rights) having lapsed as of July 5, 2010.

On September 21, 2011, we entered into a Settlement and Mutual Release Agreement (“Settlement Agreement”) with Temasek, which resulted in our relinquishment and transfer to Temasek of our fifty percent interest in the outstanding capital stock of Beardmore in exchange for Temasek releasing us from all of our outstanding obligations under the terms of the Option Agreement. By execution of the Settlement Agreement, we no longer held any interest, directly or indirectly, in the Mineral Rights.

Table of Contents

Under the terms of the Settlement Agreement, the \$250,000 Convertible Note and the \$3,250,000 Convertible Note were cancelled and we are no longer obligated to issue Temasek 6,000,000 shares of our common stock in exchange for our relinquishment and transfer to Temasek of our fifty percent interest in the outstanding capital stock of Beardmore. We are not entitled to recover any consideration previously paid to Temasek or any mineral property exploration expenditures incurred in connection with the exploration and development of the properties underlying the Mineral Rights. The Settlement Agreement included a mutual release of all claims arising out of or relating to the Option Agreement.

Director Independence

Our board of directors undertook its annual review of the independence of the directors and considered whether any director had a material relationship with us or our management that could compromise his ability to exercise independent judgment in carrying out his responsibilities. As a result of this review, the board of directors affirmatively determined that Mr. Robert Van Tassell and Mr. Gordan Sredl are each “independent” as such term is used under the rules and regulations of the Securities and Exchange Commission. Mr. Sutti-Keyser, as Chief Executive Officer of the Company, is not considered to be “independent.”

ITEM 14. Principal Accounting Fees and Services.

The following table is a summary of the fees billed to us by James Stafford, Chartered Accountants for professional services for the fiscal year ended December 31, 2011 and for professional services for the fiscal year ended December 31, 2010:

Fee Category	Fiscal 2011 Fees	Fiscal 2010 Fees
Audit Fees	\$ 17,848	\$ 14,000
Audit-Related Fees	14,080	\$ 12,399
Tax Fees	-	-
All Other Fees	-	-
Total Fees	\$ 31,928	\$ 26,399

Audit Fees. Consists of fees billed for professional services rendered for the audit of our consolidated financial statements and review of the interim consolidated financial statements included in quarterly reports and services that are normally provided by our independent registered public accounting firms in connection with statutory and regulatory filings or engagements.

Audit-Related Fees. Consists of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported under “Audit Fees.” These services include accounting consultations in connection with acquisitions and consultations concerning financial accounting and reporting standards.

During fiscal 2011 or 2010, our independent registered public accounting firm did not bill us for any Tax Fees or Other Fees.

Our practice is to consider and approve in advance all proposed audit and non-audit services to be provided by our independent registered public accounting firm.

- 45 -

Table of Contents

The audit report of James Stafford, Chartered Accountants on the consolidated financial statements of the Company for the years ended December 31, 2011 and 2010 did not contain an adverse opinion or disclaimer of opinion, and was not qualified or modified as to uncertainty, audit scope or accounting principles, except that the audit reports on the consolidated financial statements of the Company for the fiscal years ended December 31, 2011 and December 31, 2010 contained an uncertainty about the Company's ability to continue as a going concern.

During our fiscal years ended December 31, 2011 and 2010, there were no reportable events (as described in Item 304(a)(1)(v) of Regulation S-K).

PART IV

ITEM 15. Exhibits, Financial Statement Schedules.

(a)(1)

Index to Financial Statements	Page (s)
Report of Independent Registered Public Accounting Firm	F-1
Financial Statements:	
Consolidated Balance Sheets - December 31, 2011 and 2010	F-2
Consolidated Statements of Operations for the Years Ended December 31, 2011, 2010 and 2009 and from Inception on September 5, 1997 to December 31, 2010	F-3
Consolidated Statements of Changes in Stockholders' Equity from Inception on September 5, 1997 to December 31, 2011	F-4
Consolidated Statements of Cash Flows for the Years Ended December 31, 2011, 2010 and 2009 and from Inception on September 5, 1997 to December 31, 2011	F-5
Notes to Consolidated Financial Statements	F-6

Table of Contents

James Stafford

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders' of
First Colombia Gold Corp.
(An Exploration Stage Company)

We have audited the accompanying consolidated balance sheets of First Colombia Gold Corp. (An Exploration Stage Company) (the "Company") as of 31 December 2011 and 2010 and the related consolidated statements of operations, cash flows and changes in stockholders' equity (deficiency) for each of the years in the three-year period ended 31 December 2011. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as, evaluating the overall financial statement presentation. We believe our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company at 31 December 2011 and 2010 and the consolidated results of its operations and its cash flows for each of the years in the three-year period ended 31 December 2011 in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, conditions exist which raise substantial doubt about the Company's ability to continue as a going concern unless it is able to generate sufficient cash flows to meet its obligations and sustain its operations. Management's plans in regards to these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ James Stafford
James Stafford
Chartered Accountants

Vancouver, Canada

29 March 2012, except for Note 15, as to which the date is 13 April 2012

F - 1

Table of Contents

First Colombia Gold Corp.
 (An Exploration Stage Company)
 Consolidated Balance Sheets
 (Expressed in U.S. Dollars)

	As at 31 December 2011 \$	As at 31 December 2010 \$
Assets		
Current		
Cash and cash equivalents	2,194	70,019
Assets of discontinued operations (Note 13)	-	6,976,434
Mineral property interests (Note 3)	65,500	5,000,000
Property and equipment (Note 4)	8,391	11,988
	76,085	12,058,441
Liabilities		
Current		
Accounts payable and accrued liabilities (Note 5)	400,797	344,784
Current portion of convertible promissory notes (Note 6)	13,422	468,630
	414,219	813,414
Liabilities of discontinued operations (Note 13)	-	159,441
Convertible promissory notes (Note 6)	-	1,451,863
	414,219	2,424,718
Stockholders' equity (deficiency)		
Common stock (Note 8)		
Authorized		
200,000,000 common shares, par value \$0.00001 and		
200,000,000 blank check preferred shares, par value \$0.001		
Issued and outstanding		
31 December 2011 – 41,503,585 common shares, par value \$0.00001		
31 December 2010 – 38,503,585 common shares, par value \$0.00001	415	385
Additional paid in capital	18,439,254	18,229,730
Deficit, accumulated during the exploration stage	(18,777,803)	(10,846,392)

	(338,134)	7,383,723
Non-controlling interest (Note 13)	-	2,250,000
	(338,134)	9,633,723
	76,085	12,058,441

Nature, Basis of Presentation and Continuance of Operations (Note 1), Commitments and Contingencies (Note 9) and Subsequent Events (Note 15)

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

Table of Contents

First Colombia Gold Corp.
(An Exploration Stage Company)
Consolidated Statements of Operations
(Expressed in U.S. Dollars)

	For the period from the date of inception on 5 September 1997 to 31 December 2011 (Unaudited) \$	For the year ended 31 December 2011 \$	For the year ended 31 December 2010 \$	For the year ended 31 December 2009 \$
Expenses				
Amortization – property and equipment (Note 4)	41,218	3,597	5,137	8,839
Amortization – website development cost	40,001	-	10,833	13,334
Bank charges and interest (Note 6)	1,561,048	888,361	663,090	1,516
Consulting and management fees (Note 7)	5,288,932	77,518	280,122	370,716
Foreign exchange (gain) loss	19,657	(16)	1,074	2,253
Investor communication and promotion	632,571	-	14,000	61,348
Office and administrative (recovery)	109,677	(6,141)	(131)	(6,897)
Professional fees (Note 7)	814,293	149,632	88,450	139,927
Rent	56,416	-	2,000	12,000
Stock-based compensation (Note 8)	22,399	22,399	-	-
Telephone	54,659	-	-	276
Transfer agent and filing fees	69,583	15,854	11,439	5,048
Travel and accommodation	377,754	-	-	1,118
Website maintenance	86,000	-	20,000	25,000
Mineral property exploration expenditures (Note 3)	5,054,185	10,978	-	-
Net operating loss before other items	(14,228,393)	(1,162,182)	(1,096,014)	(634,476)
Other items				
Forgiveness of debt	39,000	-	-	-
Gain on sale of oil and gas property	10,745	-	-	-
Interest income	102,561	-	-	-
Recovery of expenses	4,982	-	-	-
Write-down of mineral property interests (Note 3)	(5,000,000)	(5,000,000)		
Write-down of incorporation cost	(12,500)	-	-	-
Write-down of assets	(14,111)	-	-	(8,597)

Net operating loss before income taxes	(19,097,716)	(6,162,182)	(1,096,014)	(643,073)
Future income tax recovery (Note 10)	2,319,871	-	-	2,319,871
Net operating income (loss) from continuing operations	(16,777,845)	(6,162,182)	(1,096,014)	1,676,798
Discontinued operations of Beardmore Holdings, Inc. (Note 13)	(1,999,958)	(1,769,229)	(36,174)	(194,555)
Net operating income (loss) and comprehensive income (loss) for the period	(18,777,803)	(7,931,411)	(1,132,188)	1,482,243
Income (loss) per common share - basic and diluted				
Continuing operations		(0.16)	(0.03)	0.17
Discontinued operations		(0.04)	(0.00)	(0.02)
Income (loss) and comprehensive income (loss)		(0.20)	(0.03)	0.15
Weighted average number of common shares				
Basic		39,484,460	31,638,831	10,110,386
Diluted		39,484,460	31,638,831	10,110,386

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

Table of Contents

First Colombia Gold Corp.
(An Exploration Stage Company)
Consolidated Statements of Cash Flows
(Expressed in U.S. Dollars)

	For the period from the date of inception on 5 September 1997 to 31 December 2011 (Unaudited) \$	For the year ended 31 December 2011 \$	For the year ended 31 December 2010 \$	For the year ended 31 December 2009 \$
Cash flows used in operating activities				
Income (loss) from continuing operations	(16,777,845)	(6,162,182)	(1,096,014)	1,676,798
Adjustments:				
Amortization	81,219	3,597	15,970	22,173
Accrued interest	1,545,981	885,488	660,493	-
Consulting fees	40,200	-	-	-
Forgiveness of debt	(24,000)	-	-	-
Future income tax recovery	(2,319,871)	-	-	(2,319,871)
Gain on sale of oil and gas property	(10,745)	-	-	-
Mineral property acquisition	1,816,000	-	-	-
Stock-based compensation	3,609,399	22,399	-	-
Write-down of mineral property interests	5,000,000	5,000,000	-	-
Changes in operating assets and liabilities				
Taxes recoverable	-	-	-	4,394
Prepaid expenses and deposits	-	-	-	1,962
Accounts payable and accrued liabilities	400,717	56,013	(418,394)	450,294
Net cash used in continuing operating activities	(6,638,945)	(194,685)	(837,945)	(164,250)
Net cash used in discontinued operations	(186,440)	(10,640)	(36,250)	(143,490)
Cash flows from financing activities				
Shares subscriptions received in advance	-	-	-	(613,583)
Cost of repurchase of common stock	(1,000)	-	-	-
Convertible loan	37,500	37,500	-	-

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Warrants exercised	100,000	100,000	-	-
Issuance of common stock, net of share issue costs	8,311,915	-	1,940,000	730,665
Net cash used in continuing financing activities	8,448,415	137,500	1,940,000	117,082
Cash flows used in investing activities				
Proceeds from sale of oil and gas property	46,200	-	-	-
Oil and gas property acquisitions	(2,846)	-	-	-
Oil and gas exploration	(22,609)	-	-	-
Mineral property acquisition	(48,609)	-	-	(48,609)
Purchase of equipment	(53,550)	-	-	-
Website development cost	(40,000)	-	-	-
Net cash used in continuing investing activities	(121,414)	-	-	(48,609)
Net cash used in discontinued operations	(1,499,422)	-	(1,000,000)	(249,422)
Increase (decrease) in cash and cash equivalents	2,194	(67,825)	65,805	(488,689)
Cash and cash equivalents, beginning of period	-	70,019	4,214	492,903
Cash and cash equivalents, end of period	2,194	2,194	70,019	4,214

Supplemental Disclosures with Respect to Cash Flows (Note 11)

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

Table of Contents

First Colombia Gold Corp.
(An Exploration Stage Company)
Consolidated Statements of Changes in Stockholders' Equity (Deficiency)
(Expressed in U.S. Dollars)

	Number of shares issued	Common stock \$	Additional paid-in capital \$	Deferred stock-based compensation \$	Share subscriptions received in advance \$	Deficit, a ccumulated during the exploration stage \$	Total stockholders' equity (deficiency) \$
Balance at 5 September 1997 (inception)	-	-	-	-	-	-	-
Common shares issued for cash (\$0.25 per share)	4,000	1	999	-	-	-	1,000
Net loss for the period	-	-	-	-	-	(2,522)	(2,522)
Balance at 30 September 1997	4,000	1	999	-	-	(2,522)	(1,522)
Common shares issued for acquisition of oil and gas properties (\$25 per share)	400	-	10,000	-	-	-	10,000
Common shares issued for cash (\$0.25 per share)	4,000	1	999	-	-	-	1,000
Net loss for the year	-	-	-	-	-	(1,246)	(1,246)
Balance at 30 September 1998	8,400	2	11,998	-	-	(3,768)	8,232
Common shares issued for cash (\$25 per share)	4,000	1	99,999	-	-	-	100,000
Common shares repurchased for cash (\$0.25 per share)	(4,000)	(1)	(999)	-	-	-	(1,000)
Net loss for the year	-	-	-	-	-	(9,569)	(9,569)

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Balance at 30							
September 1999	8,400	2	110,998	-	-	(13,337)	97,663
Net loss for the							
year	-	-	-	-	-	(34,290)	(34,290)
Balance at 30							
September 2000	8,400	2	110,998	-	-	(47,627)	63,373
Net loss for the							
year	-	-	-	-	-	(14,296)	(14,296)
Balance at 30							
September 2001	8,400	2	110,998	-	-	(61,923)	49,077
Net income for							
the year	-	-	-	-	-	10,954	10,954
Balance at 30							
September 2002	8,400	2	110,998	-	-	(50,969)	60,031
Net income for							
the year	-	-	-	-	-	2,387	2,387
Balance at 30							
September 2003	8,400	2	110,998	-	-	(48,582)	62,418
Common shares							
issued for cash							
(\$1.50 per share)							
and for services							
(\$6 per share)	8,569	1	62,699	-	-	-	62,700
Donated capital	-	-	5,000	-	-	-	5,000
Net loss for the							
year	-	-	-	-	-	(64,175)	(64,175)
Balance at 30							
September 2004	16,969	3	178,697	-	-	(112,757)	65,943
Donated capital	-	-	3,000	-	-	-	3,000
Net loss for the							
period	-	-	-	-	-	(7,750)	(7,750)
Balance at 31							
December 2004	16,969	3	181,697	-	-	(120,507)	61,193
Common shares							
repurchased							
(\$0.25 per share)	(4,000)	(1)	(999)	-	-	-	(1,000)
Donated capital	-	-	8,200	-	-	-	8,200
Net loss for the							
year	-	-	-	-	-	(40,652)	(40,652)
Balance at 31							
December 2005	12,969	2	188,898	-	-	(161,159)	27,741

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

F - 5

Table of Contents

First Colombia Gold Corp.
(An Exploration Stage Company)
Consolidated Statements of Changes in Stockholders' Equity (Deficiency)
(Expressed in U.S. Dollars)

	Number of shares issued	Common stock \$	Additional paid-in capital \$	Deferred stock-based compensation \$	Share subscription received in advance \$	Deficit, accumulated during the exploration stage \$	Non- controlling interest \$	Total s tockholders' equity (deficiency) \$
Balance at 31 December 2005	12,969	2	188,898	-	-	(161,159)	-	27,741
C o m m o n shares issued for c a s h (\$0.125 per share)	1,200,000	12	149,988	-	-	-	-	150,000
Common shares cancelled	(8,467)	(1)	1	-	-	-	-	-
Common shares issued for purchase of Finmetal OY (deemed at \$25.60 per share)	50,000	1	1,279,999	-	-	-	-	1,280,000
Common shares issued as stock-based compensation (deemed at \$24.80 per share)	97,500	1	2,417,999	(2,321,280)	-	-	-	96,720
C o m m o n shares issued for cash (\$10 per share)	279,950	2	2,799,498	-	-	-	-	2,799,500
Share issue costs	-	-	(254,500)	-	-	-	-	(254,500)
Net loss for the year	-	-	-	-	-	(2,506,896)	-	(2,506,896)

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Balance at 31 December 2006	1,631,952	17	6,581,883	(2,321,280)	-	(2,668,055)	-	1,592,565
Common shares issued for cash (\$25 per unit)	121,800	1	2,944,578	-	-	-	-	2,944,579
Share issue costs	-	-	(212,450)	-	-	-	-	(212,450)
Warrants issued	-	-	100,421	-	-	-	-	100,421
Common shares issued as stock-based compensation (deemed at \$29 per share)	46,250	1	1,341,249	(1,341,250)	-	-	-	-
Common shares issued for finder's fee for mineral interests (deemed at \$26.80) per share	20,000	1	535,999	-	-	-	-	536,000
Stock-based compensation	-	-	3,023,282	2,936,734	-	-	-	5,960,016
Stock awards cancelled	(97,500)	(1)	1	-	-	-	-	-
Net loss for the year	-	-	-	-	-	(9,511,457)	-	(9,511,457)
Balance at 31 December 2007	1,722,502	18	14,314,963	(725,796)	-	(12,179,512)	-	1,409,674
Stock-based compensation	-	-	-	725,796	-	-	-	725,796
Stock awards cancelled	(31,250)	(1)	1	-	-	-	-	-
Stock options forfeited	-	-	(3,245,532)	-	-	-	-	(3,245,532)
Common shares issued for acquisition of mineral rights (\$0.25 per share) (Notes 3, 8, 11 and 13)	2,500,000	25	624,975	-	-	-	-	625,000
S h a r e subscriptions	-	-	-	-	613,583	-	-	613,583

received in advance								
Net income for the year	-	-	-	-	983,065	-	983,065	
Balance at 31 December 2008	4,191,252	42	11,694,408	-	613,583	(11,196,447)	-	1,111,586
Common shares issued for cash (\$0.15 per unit) (Note 8)	5,412,333	54	811,796	-	(613,583)	-	-	198,267
Share issue costs	-	-	(81,185)	-	-	-	-	(81,185)
Common shares issued for acquisition of mineral rights (\$0.11 per share) (Notes 3, 8, 11 and 13)	3,500,000	35	384,965	-	-	-	-	385,000
Business acquisition (Note 13)	-	-	-	-	-	-	3,375,000	3,375,000
Net income for the year	-	-	-	-	-	1,482,243	-	1,482,243
Balance at 31 December 2009	13,103,585	131	12,809,984	-	-	(9,714,204)	3,375,000	6,470,911

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

Table of Contents

First Colombia Gold Corp.
(An Exploration Stage Company)
Consolidated Statements of Changes in Stockholders' Equity (Deficiency)
(Expressed in U.S. Dollars)

	Number of shares issued	Common stock \$	Additional paid-in capital \$	Deferred stock-based compensation \$	Share subscriptions received during the exploration stage \$	Deficit, accumulated during the exploration stage \$	Non- controlling interest \$	Total stockholders' equity (deficiency) \$
Balance at 31 December 2009	13,103,585	131	12,809,984	-	-	(9,714,204)	3,375,000	6,470,911
Business acquisition (\$0.25 per share) (Notes 3, 8 and 11)	5,000,000	50	1,239,950	-	-	-	(1,125,000)	115,000
Common shares issued for cash (\$0.10 per unit) (Note 8)	18,750,000	188	1,015,720	-	-	-	-	1,015,908
Warrants issued (Note 8)	-	-	859,092	-	-	-	-	859,092
Warrants exercised (Note 8)	1,650,000	16	164,984	-	-	-	-	165,000
Share issue costs	-	-	(100,000)	-	-	-	-	(100,000)
Beneficial conversion feature (Notes 6 and 11)	-	-	2,240,000	-	-	-	-	2,240,000
Net loss for the year	-	-	-	-	-	(1,132,188)	-	(1,132,188)
Balance at 31 December 2010	38,503,585	385	18,229,730	-	-	(10,846,392)	2,250,000	9,633,723
Common shares issued for acquisition of the Boulder Hill Claims and Project (\$0.03 per share) (Notes 3, 8 and 11)	1,000,000	10	29,990	-	-	-	-	30,000

Common shares issued for acquisition of the South Idaho Silver Project (\$0.03 per share) (Notes 3, 8 and 11)	1,000,000	10	29,990	-	-	-	-	30,000
Warrants exercised (Note 8)	1,000,000	10	99,990	-	-	-	-	100,000
Disposal of investment in Beardmore Holdings, Inc. (Notes 3 and 13)	-	-	-	-	-	-	(2,250,000)	(2,250,000)
Beneficial conversion feature (Note 6)	-	-	27,155	-	-	-	-	27,155
Stock-based compensation (Note 8)	-	-	22,399	-	-	-	-	22,399
Net loss for the year	-	-	-	-	-	(7,931,411)	-	(7,931,411)
Balance at 31 December 2011	41,503,585	415	18,439,254	-	-	(18,777,803)	-	(338,134)

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

Table of Contents

First Colombia Gold Corp.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements
(Expressed in U.S. Dollars)
31 December 2011

1. Nature, Basis of Presentation and Continuance of Operations

First Colombia Gold Corp. (the “Company”) was incorporated under the laws of the State of Nevada, U.S.A. under the name “Gondwana Energy, Ltd.” on 5 September 1997. On 23 January 2007, the Company changed its name to “Finmetal Mining Ltd.”. On 27 November 2006, the Company completed the acquisition of 100% of the shares of Finmetal Mining OY (“Finmetal OY”), a company incorporated under the laws of Finland. During the fiscal year ended 31 December 2006, the Company changed its operational focus from development of oil and gas properties, to acquisition of, exploration for and development of mineral properties in Finland.

On 22 May 2008, the Company changed its name to “Amazon Goldsands Ltd.” and on 18 September 2008, the Company entered into a Mineral Rights Option Agreement and concurrently re-focused on the acquisition of, exploration for and development of mineral properties located in Peru. On 29 November 2010, the Company changed its name to “First Colombia Gold Corp.”. The Company changed its name pursuant to a parent/subsidiary merger between the Company (as Amazon Goldsands Ltd.) and its wholly-owned non-operating subsidiary, First Colombia Gold Corp., which was established for the purpose of giving effect to this name change.

The Company is an exploration stage enterprise, as defined in Accounting Standards Codification (the “Codification” or “ASC”) 915-10, “Development Stage Entities”. The Company is devoting all of its present efforts in securing and establishing a new business. Its planned principle operations have not commenced and no revenue has been derived during the organization period.

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Finmetal OY, a company incorporated under the laws of Finland, since its date of acquisition on 27 November 2006 and the results of Beardmore Holdings, Inc. (“Beardmore”), a company incorporated under the laws of Panama, to the date of disposal on 21 September 2011 (Note 13).

The accompanying consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) applicable to exploration stage enterprises, and are expressed in U.S. dollars. The Company’s fiscal year end is 31 December.

The Company’s consolidated financial statements as at 31 December 2011 and for the year then ended have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. The Company had a net loss of \$7,931,411 for the year ended 31 December 2011 (2010 – \$1,132,188, 2009 – net income of \$1,482,243, cumulative – \$18,777,803) and has a working capital deficit of \$412,025 at 31 December 2011 (2010 – \$743,395).

Management cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive, or raise additional debt and/or equity capital. Management believes that the Company’s capital resources should be adequate to continue operating and maintaining its business strategy during the fiscal year ending 31 December 2012. However, if the Company is unable to raise additional capital in the near future, due to the Company’s

liquidity problems, management expects that the Company will need to curtail operations, liquidate assets, seek additional capital on less favorable terms and/or pursue other remedial measures. These consolidated financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Table of Contents

First Colombia Gold Corp.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements
(Expressed in U.S. Dollars)
31 December 2011

2. Significant Accounting Policies

The following is a summary of significant accounting policies used in the preparation of these consolidated financial statements.

Principles of consolidation

All inter-company balances and transactions have been eliminated in these consolidated financial statements.

Cash and cash equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents. As at 31 December 2011, the Company had cash and cash equivalents in the amount of \$2,194 (2010 – \$70,019).

Property and equipment

Furniture, computer equipment, office equipment and computer software are carried at cost and are amortized over their estimated useful lives at rates as follows:

Furniture, computer and office equipment	30	%
Computer software	100	%

The property and equipment is written down to its net realizable value if it is determined that its carrying value exceeds estimated future benefits to the Company.

Mineral property costs

Mineral property acquisition costs are initially capitalized as tangible assets when purchased. At the end of each fiscal quarter, the Company assesses the carrying costs for impairment. If proven and probable reserves are established for a property and it has been determined that a mineral property can be economically developed, costs will be amortized using the units-of-production method over the estimated life of the probable reserve.

Mineral property exploration costs are expensed as incurred.

Estimated future removal and site restoration costs, when determinable are provided over the life of proven reserves on a units-of-production basis. Costs, which include production equipment removal and environmental remediation, are estimated each period by management based on current regulations, actual expenses incurred, and technology and industry standards. Any charge is included in exploration expense or the provision for depletion and depreciation during the period and the actual restoration expenditures are charged to the accumulated provision amounts as

incurred.

As of the date of these consolidated financial statements, the Company has not established any proven or probable reserves on its mineral properties and incurred only acquisition and exploration costs.

F - 9

Table of Contents

First Colombia Gold Corp.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements
(Expressed in U.S. Dollars)
31 December 2011

Although the Company has taken steps to verify title to mineral properties in which it has an interest, according to the usual industry standards for the stage of exploration of such properties, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Segments of an enterprise and related information

ASC 280, "Segment Reporting" establishes guidance for the way that public companies report information about operating segments in annual financial statements and requires reporting of selected information about operating segments in interim financial statements issued to the public. It also establishes standards for disclosures regarding products and services, geographic areas and major customers. ASC 280 defines operating segments as components of a company about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance.

Foreign currency translation

The Company's functional and reporting currency is U.S. dollars. The consolidated financial statements of the Company are translated to U.S. dollars in accordance with ASC 830, "Foreign Currency Matters." Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate prevailing at the balance sheet date. Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in the determination of income. The Company has not, to the date of these consolidated financial statements, entered into derivative instruments to offset the impact of foreign currency fluctuations.

Stock-based compensation

ASC 718, "Compensation – Stock Compensation" establishes accounting for equity instruments exchanged for employee services. Under the provisions of ASC 718, stock-based compensation cost is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense over the employees' requisite service period (generally the vesting period of the equity grant). The adoption of ASC 718 did not change the way the Company accounts for share-based payments to non-employees, with guidance provided by ASC 505-50, "Equity-Based Payments to Non-Employees".

Basic and diluted net income (loss) per share

The Company computes net income (loss) per share in accordance with ASC 260, "Earnings per Share". ASC 260 requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants.

F - 10

Table of Contents

First Colombia Gold Corp.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements
(Expressed in U.S. Dollars)
31 December 2011

Comprehensive loss

ASC 220, “Comprehensive Income” establishes standards for the reporting and display of comprehensive loss and its components in the financial statements. As at 31 December 2011, the Company had no items that represent a comprehensive loss and, therefore, has not included a schedule of comprehensive loss in the consolidated financial statements.

Income taxes

Deferred income taxes are reported for timing differences between items of income or expense reported in the financial statements and those reported for income tax purposes in accordance with ASC 740, “Income Taxes”, which requires the use of the asset/liability method of accounting for income taxes. Deferred income taxes and tax benefits are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and for tax losses and credit carry-forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The Company provides for deferred taxes for the estimated future tax effects attributable to temporary differences and carry-forwards when realization is more likely than not.

Long-lived assets impairment

Long-term assets of the Company are reviewed for impairment whenever events or circumstances indicate that the carrying amount of assets may not be recoverable, pursuant to guidance established in ASC 360-10-35-15, “Impairment or Disposal of Long-Lived Assets”. Management considers assets to be impaired if the carrying value exceeds the future projected cash flows from related operations (undiscounted and without interest charges). If impairment is deemed to exist, the assets will be written down to fair value. Fair value is generally determined using a discounted cash flow analysis.

Asset retirement obligations

The Company has adopted ASC 410, “Assets Retirement and Environmental Obligations”, which requires that the fair value of a liability for an asset retirement obligation be recognized in the period in which it is incurred. ASC 410 requires the Company to record a liability for the present value of the estimated site restoration costs with a corresponding increase to the carrying amount of the related long-lived assets. The liability will be accreted and the asset will be depreciated over the life of the related assets. Adjustments for changes resulting from the passage of time and changes to either the timing or amount of the original present value estimate underlying the obligation will be made. As at 31 December 2011, the Company did not have any asset retirement obligations.

Financial instruments

The carrying value of cash and cash equivalents, accounts payable and current portion of convertible promissory notes approximates their fair value because of the short maturity of these instruments. The Company's operations are in South America and virtually all of its assets and liabilities are giving rise to significant exposure to market risks from changes in foreign currency rates. The Company's financial risk is the risk that arises from fluctuations in foreign exchange rates and the degree of volatility of these rates. Currently, the Company does not use derivative instruments to reduce its exposure to foreign currency risk.

Table of Contents

First Colombia Gold Corp.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements
(Expressed in U.S. Dollars)
31 December 2011

Convertible debt

The Company has adopted the Financial Accounting Standards Board (“FASB”) ASC 470-20, “Debt with Conversion and Other Options” and applies this guidance retrospectively to all periods presented upon those fiscal years. ASC 470-20 requires the liability and equity components to be separately accounted for in a manner that will reflect the entity’s nonconvertible debt borrowing rate. The Company will allocate a portion of the proceeds received from the issuance of convertible notes between a liability and equity component by determining the fair value of the liability component using the Company’s nonconvertible debt borrowing rate. The difference between the proceeds of the notes and the fair value of the liability component will be recorded as a discount on the debt with a corresponding offset to paid-in capital. The resulting discount will be accreted by recording additional non-cash interest expense over the expected life of the convertible notes using the effective interest rate method.

Use of estimates

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

Comparative figures

Certain comparative figures have been adjusted to conform to the current year’s presentation.

Changes in accounting policies

On 1 January 2011, the Company adopted Accounting Standards Update (“ASU”) No. 2010-29, “Business Combination (Topic 805)”, which specifies that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. The amendments of ASU No. 2010-29 also expand the supplemental pro forma disclosures under Topic 805 to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. ASU No. 2010-29 is effective prospectively for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 15 December 2010. Early adoption is permitted. The adoption of ASU No. 2010-29 did not have a material impact on the Company’s consolidated financial statements.

On 1 January 2011, the Company adopted ASU No. 2010-09, “Subsequent Events (Topic 855): Amendments to Certain Recognition and Disclosure Requirements”, which eliminates the requirement for Securities and Exchange Commission (“SEC”) filers to disclose the date through which an entity has evaluated subsequent events. The adoption of ASU No. 2010-09 did not have a material impact on the Company’s consolidated financial statements.

On 1 January 2011, the Company adopted ASU No. 2010-06, "Fair Value Measurement and Disclosures (Topic 820): Improving Disclosure and Fair Value Measurements", which requires that purchases, sales, issuances, and settlements for Level 3 measurements be disclosed. The adoption of ASU No. 2010-06 did not have a material impact on the Company's consolidated financial statements.

F - 12

Table of Contents

First Colombia Gold Corp.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements
(Expressed in U.S. Dollars)
31 December 2011

Recent Accounting Pronouncements

In December 2011, the Financial Accounting Standards Board (“FASB”) issued ASU 2011-12, “Comprehensive Income”. This update amends certain pending paragraphs in ASU No. 2011-05 “Presentation of Comprehensive Income”, to effectively defer only those changes that relate to the presentation of reclassification adjustments out of accumulated other comprehensive income for annual and interim financial statements for public, private, and non-profit entities.

In September 2011, the FASB issued ASU 2011-08, “Intangibles – Goodwill and Other” which allows an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. Under these amendments, an entity would not be required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more likely than not that its fair value is less than its carrying amount. ASU 2011-08 will be effective for the Company in fiscal 2013, with early adoption permitted. The Company does not expect the adoption of this update will have a material effect on its consolidated financial statements.

In June 2011, FASB issued ASU No. 2011-05, “Presentation of Comprehensive Income”. This ASU presents an entity with the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. This update eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders’ equity/deficit. The amendments in this update do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. ASU No. 2011-05 should be applied retrospectively and is effective for fiscal years, and interim periods within those years, beginning after 15 December 2011. As ASU No. 2011-05 relates only to the presentation of comprehensive income, the Company does not expect the adoption of this update will have a material effect on its consolidated financial statements.

In May 2011, the FASB issued ASU No. 2011-04, “Fair Value Measurement” to amend the accounting and disclosure requirements on fair value measurements. This ASU limits the highest-and-best-use measure to nonfinancial assets, permits certain financial assets and liabilities with offsetting positions in market or counterparty credit risks to be measured at a net basis, and provides guidance on the applicability of premiums and discounts. Additionally, this update expands the disclosure on Level 3 inputs by requiring quantitative disclosure of the unobservable inputs and assumptions, as well as description of the valuation processes and the sensitivity of the fair value to changes in unobservable inputs. ASU No. 2011-04 is to be applied prospectively and is effective during interim and annual periods beginning after 15 December 2011. The Company does not expect the adoption of this update will have a material effect on its consolidated financial statements.

F - 13

Table of Contents

First Colombia Gold Corp.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements
(Expressed in U.S. Dollars)
31 December 2011

3. Mineral Property Interests

Temasek Properties

Effective 18 September 2008 (the “Effective Date”), the Company entered into a Mineral Right Option Agreement with Temasek Investments Inc. (“Temasek”), a company incorporated under the laws of Panama (the “Temasek Agreement”), whereby the Company could acquire four separate options from Temasek, each providing for the acquisition of a 25% interest in certain mineral rights in Peru potentially resulting in the acquisition of 100% of the mineral rights (the “Mineral Rights”). The Mineral Rights were owned by Rio Santiago Minerales S.A.C. (“Rio Santiago”). Beardmore, a wholly-owned subsidiary of Temasek, owned 999 shares of the 1,000 shares of Rio Santiago that were issued and outstanding. Temasek owned the single remaining share of Rio Santiago. The acquisition of each 25% interest in the Mineral Rights would occur through the transfer to the Company of 25% of the outstanding shares of Beardmore (Note 13).

The Company exercised the initial 25% option to acquire a 25% interest in the Mineral Rights by paying \$250,000, issuing 2,500,000 common shares of the Company (Notes 8, 11 and 13) and paying an additional \$250,000 to Temasek.

The Company entered into an amending agreement dated 12 May 2009 with Temasek related to the Temasek Properties, further amended pursuant to an agreement dated 3 February 2010 (the “Second Amending Temasek Agreement”). The Company exercised the second 25% option resulting in the acquisition of a 50% interest in the Mineral Rights by exercising and completing the initial 25% option, issuing 3,500,000 additional common shares of the Company (Notes 8, 11 and 13) and paying an additional \$750,000 to Temasek.

The Company entered into an amending agreement dated 25 June 2010 (the “Amendment Effective Date”) with Temasek related to the Temasek Properties (the “Third Amending Temasek Agreement”), whereby the Company now could exercise the third and fourth 25% options resulting in the acquisition of a 100% interest in the Mineral Rights by fulfilling the following conditions within ten business days from the Amendment Effective Date:

- Exercise and complete the initial and second 25% options (completed);
- Issue 11,000,000 additional common shares of the Company to Temasek (5,000,000 common shares issued on 9 March 2010) (Notes 8 and 11);
- Pay an additional \$250,000 to Temasek (paid);
- Issue a convertible note for \$250,000 to Temasek (the “\$250,000 Convertible Note”) (issued). The \$250,000 Convertible Note had a term of ninety days and will accrue interest at a rate of 12% per annum. Both principal and interest under the \$250,000 Convertible Note were payable upon maturity (Note 6); and

- Issue a convertible note for \$3,250,000 to Temasek (the “\$3,250,000 Convertible Note”) (issued). The \$3,250,000 Convertible Note had a term of three years and will accrue interest at a rate of 12% per annum. Interest would be payable annually and the principal was payable upon maturity (Note 6).

Table of Contents

First Colombia Gold Corp.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements
(Expressed in U.S. Dollars)
31 December 2011

Any principal and interest due under either of the Convertible Notes was convertible, at the option of Temasek, into units at a fixed conversion price of \$0.25 per unit. Each unit consisted of one common share of the Company and one share purchase warrant. Each whole warrant entitled the holder to purchase one additional common share of the Company at an exercise price of \$0.50 per share.

Upon the acquisition of a 100% interest in the Mineral Rights, Temasek would hold its single share of Rio Santiago in trust for the Company's sole benefit and hold the share strictly in accordance with the Company's instructions. Upon the Company's acquisition of a 100% interest in the Mineral Rights, Temasek was entitled to an annual 2.5% net returns royalty. However, if the Company paid Temasek \$2,000,000 within ninety days of the acquisition of a 100% interest in the Mineral Rights, Temasek would only be entitled to an annual 1% net returns royalty.

If the Company exercised the second 25% option, resulting in the Company's acquisition of a 50% interest in the Mineral Rights, and failed to acquire a 100% interest in the Mineral Rights, the Company and Temasek would form a joint venture in which the Company would be wholly responsible for developing a feasible mining project and all necessary facilities and Temasek would retain a carried free interest in the mining rights. If the Company did not develop a feasible mining project within three years from the Effective Date, the Company would be responsible to pay Temasek an advance minimum mining royalty of \$500,000 per year, which would be deducted from Temasek's net returns royalty.

Temasek became a significant shareholder of the Company through the issuance of the 6,000,000 common shares on exercise of the option to acquire the initial and second 25% interests in the Mineral Rights and an additional 5,000,000 common shares on exercise of the partial payment toward the exercise of the option to acquire the third 25% interest.

On 21 September 2011, the Company entered into a Settlement and Mutual Release Agreement (the "Settlement Agreement") with Temasek, which resulted in the Company's relinquishment and transfer to Temasek of its 50% interest in the outstanding capital stock of Beardmore, which indirectly holds, through its subsidiary Rio Santiago, the Mineral Rights to certain properties located in Peru, in exchange for Temasek releasing the Company from all of its outstanding obligations under the terms of the Temasek Agreement and its subsequent amendments entered into between the parties.

Under the terms of the Settlement Agreement, the \$250,000 Convertible Note and the \$3,250,000 Convertible Note have been cancelled and the Company is no longer obligated to issue Temasek 6,000,000 shares of its common stock in exchange for the Company's relinquishment and transfer to Temasek of its 50% interest in the outstanding capital stock of Beardmore. The Company is not entitled to recover any consideration previously paid to Temasek or any mineral property exploration expenditures incurred in connection with the exploration and development of the properties underlying the Mineral Rights. The Settlement Agreement included a mutual release of all claims arising out of or relating to the Temasek Agreement (Notes 6 and 13).

By execution of the Settlement Agreement, the Company no longer has any interest, directly or indirectly, in any mineral or mining rights to properties located in Peru; and, as a result, deconsolidated mineral property interests in the

amount of \$6,981,553 (2010 - \$Nil) related to Rio Santiago (Note 13).

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F - 15

Table of Contents

First Colombia Gold Corp.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements
(Expressed in U.S. Dollars)
31 December 2011

During the year ended 31 December 2011, the Company incurred \$50,700 (2010 - \$35,775, 2009 - \$191,937, cumulative - \$278,412) in exploration expenditures related to the Temasek Properties, which are included in discontinued operations for the year ended 31 December 2011 (Note 13). During the year ended 31 December 2011, the Company also recorded a write down of mineral property interests of \$5,000,000 (2010 - \$Nil, 2009 - \$Nil, cumulative - \$5,000,000) (Note 11).

Minera Properties

On 28 July 2011, the Company signed a non-binding letter of intent to acquire all of the issued and outstanding capital stock of Minera San Ignacio SAS (“Minera”), a corporation incorporated under the General Corporate Law of Colombia, from Sapo Holdings, S.A. (“Sapo”). Minera is an entity that has nominal operations with the right to acquire ownership in certain mineral claims and mining rights to properties with an approximate size of 1,000 hectares located in the municipality of Buenos Aires in the Cauca province located in southern Colombia.

Under the terms of the letter of intent with Sapo, the Company would be required to pay the following consideration:

- Pay \$500,000 to Sapo;
- Issue 1,000,000 common shares of the Company to Sapo; and
- Issue an unsecured promissory note to Sapo in the amount of \$500,000 with a term of one year and interest rate of 12% per annum.

The letter of intent provided for the Company to have the option to return to Sapo all of the issued and outstanding capital stock of Minera in exchange for cancellation of the promissory note anytime up to one year after the closing date. During the year ended 31 December 2011, the Company terminated the letter of intent with Sapo.

Boulder Hill Claims

On 16 December 2011, the Company entered into a Purchase and Sale Agreement (the “BHM Purchase”) with Boulder Hill Mines, Inc., an Idaho corporation (“Boulder Hill”), to purchase from Boulder Hill three unpatented mining claims situated in Lincoln County, Montana (the “Boulder Hill Claims”) by making the following considerations to Boulder Hill (Note 9):

- Issue 500,000 restricted shares of the Company’s common stock by 21 December 2011 (issued on 16 December 2011 and valued at \$15,000) (Notes 8 and 11);
- Pay \$25,000 in cash by 16 December 2012; and
- Pay \$25,000 in cash by 16 December 2013.

F - 16

Table of Contents

First Colombia Gold Corp.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements
(Expressed in U.S. Dollars)
31 December 2011

Boulder Hill Project

On 30 September 2011, the Company entered into a non-binding letter of intent (“LOI”) with Boulder Hill to acquire by way of an assignment from Boulder Hill all of its rights, responsibilities and obligations under a state mineral lease and agreement (the “Option Agreement”) dated 15 July 2008 by and among Boulder Hill, James Ebisch (“James”) and Ryan Riech (“Riech”)

James and Riech, under the terms of the Option Agreement, hold the mining and mineral rights to a certain Montana State Metalliferous Gold Lease entered into with the State of Montana (the “Montana Gold Lease”) under which Boulder Hill was granted the exclusive right to prospect, explore, develop and mine for gold, silver and other minerals on a property situated in Lincoln County, Montana (the “Property”). The Montana Gold Lease is for a ten (10) year term and is subject to the 5% net smelter return (“NSR”) due to the State of Montana. The Option Agreement was amended on 1 August 2011 to reflect James as the sole owner of the Montana Gold Lease.

On 16 December 2011 (the “Effective Date”), the Company entered into an Assignment and Assumption Agreement (“BHM Assignment”) with Boulder Hill and James, whereby Boulder Hill transferred and assigned the Company all of its right, title and interest, in, to and under the Option Agreement and the Company assumed the assignment of the Option Agreement agreeing to be bound, the same extent as Boulder Hill, to the terms and conditions of the Option Agreement.

The BHM Assignment required the Company to make the following considerations to Boulder Hill (Note 9):

- Issue 500,000 restricted shares of the Company’s common stock by 21 December 2011 (issued on 16 December 2011 and valued at \$15,000) (Notes 8 and 11);
- Pay \$25,000 in cash by 16 December 2012; and
- Pay \$25,000 in cash by 16 December 2013.

The Option Agreement and the BHM Assignment provide that the Company will have exercised the option to acquire an undivided 100% of James’ right, title and interest in and to the Montana Gold Lease after incurring an aggregate of \$210,000 in exploration expenditures, paying James an aggregate of \$80,000 plus five percent (5%) of any joint-venture and buyout payments (the “JVBP”) and paying filing fees over the term of the Option Agreement.

The Option Agreement provides that the cash payments payable to James shall be made according to the following schedule (Note 9):

- \$20,000 on or before 14 October 2012 plus 5% of any JVBP, of which an initial payment of \$3,000 is to be made on or before 30 October 2011 (\$3,000 paid on 12 January 2012) (Notes 5, 11 and 15);
- \$15,000 on or before 15 July 2013 plus 5% of any JVBP;

- \$20,000 on or before 15 July 2014 plus 5% of any JVBP; and
- \$25,000 on or before 15 July 2015 plus 5% of any JVBP.

Table of Contents

First Colombia Gold Corp.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements
(Expressed in U.S. Dollars)
31 December 2011

The Option Agreement and claim purchase agreement require that the exploration expenditures of an aggregate of not less than \$210,000 on the Property shall be incurred as follows (Note 9):

- On or before 16 December 2012, incur not less than an aggregate of \$49,000 in exploration expenditures; and
- On or before 13 December 2013, incur not less than an aggregate of \$210,000 in exploration expenditures.

In addition to the foregoing cash payments and exploration expenditures, in order to maintain James' leasehold interest in the Property the Company will be responsible for paying filing fees over the term of the Option Agreement and Boulder Hill Agreement and the following (Note 9):

- Make advance royalty payments to James of \$25,000 per year, commencing on 15 July 2015 and continuing on 15 July each and every year thereafter for so long as the Company retains its leasehold interest in the Property; and
- Incur a minimum of \$100,000 of annual exploration expenditures on the Property on or before 15 July each and every year after 15 July 2011, which could be offset by exploration expenditures in excess of \$100,000 in any prior annual period.

South Idaho Silver Project

On 7 December 2011 (the "Effective Date"), the Company entered into an Assignment and Assumption Agreement (the "CCS Assignment") with Castle Creek Silver Inc. ("Castle Creek"), an Idaho corporation, and Robert Ebisch ("Robert") to acquire by way of assignment from Castle Creek all of its rights, responsibilities and obligations under an Option to Purchase and Royalty Agreement (the "Purchase Agreement") dated 15 July 2011, by and between Castle Creek and Robert. Castle Creek, under the Purchase Agreement, had the option to acquire an undivided 100% of the right, title and interest of Robert in the unpatented mining claims owned and situated in Owyhee County, Idaho (the "Property").

Pursuant to the terms of the CCS Assignment, Castle Creek transferred and assigned the Company all of its right, title and interest, in, to and under the Purchase Agreement and the Company assumed the assignment of the Purchase Agreement agreeing to be bound, the same extent as Castle Creek, to the terms and conditions of the Purchase Agreement.

The Company agreed to make the following considerations to Castle Creek (Note 9):

- Issue 1,000,000 restricted shares of the Company's common stock by 12 December 2011 (issued on 7 December 2011 and valued at \$30,000) (Notes 8 and 11);
- Pay \$50,000 by 7 December 2012; and

- Castle Creek will be entitled to a 1% net smelter return (“NSR”) from any ore produced from the Property. At any time from the Effective Date, the Company has the right to acquire the 1% NSR payable to Castle Creek for \$250,000.

Table of Contents

First Colombia Gold Corp.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements
(Expressed in U.S. Dollars)
31 December 2011

The Purchase Agreement and assignment of Castle Creek's right, title and interest, in, to and under the Purchase Agreement provide that the Company will have exercised the option to acquire an undivided 100% of Robert's right, title and interest in and to the Property after incurring an aggregate of \$210,000 in exploration expenditures, paying Robert an aggregate of \$80,000 plus 5% of any JVBP.

The Purchase Agreement provides that the cash payments payable to Robert shall be made according to the following schedule (Note 9):

- \$2,500 on or before 31 January 2012 plus 5% of any JVBP (paid on 31 January 2012) (Notes 5, 11 and 15);
 - \$2,500 on or before 15 September 2012 plus 5% of any JVBP;
 - \$5,000 on or before 15 September 2013 plus 5% of any JVBP;
 - \$10,000 on or before 15 September 2014 plus 5% of any JVBP;
 - \$15,000 on or before 15 September 2015 plus 5% of any JVBP;
 - \$20,000 on or before 15 September 2016 plus 5% of any JVBP; and
 - \$25,000 on or before 15 September 2017 plus 5% of any JVBP.

The Purchase Agreement provides that the exploration expenditures of an aggregate of not less than \$210,000 on the Property shall be incurred as follows (Note 9):

- On or before 15 April 2012, incur not less than an aggregate of \$10,000 in exploration expenditures;
- On or before 15 September 2012, incur not less than an aggregate of \$20,000 in exploration expenditures;
- On or before 15 September 2013, incur not less than an aggregate of \$100,000 in exploration expenditures; and
- On or before 15 September 2014, incur not less than an aggregate of \$210,000 in exploration expenditures.

In addition to the foregoing cash payments, exploration expenditures and filing fees, in order to maintain its interest in the Property the Company will be responsible for the following (Note 9):

- Make advance royalty payments to Robert of \$25,000 per year, commencing on 15 September 2015 and continuing on 15 September each and every year thereafter for so long as the Company retains its interest in the Property; and
- Incur a minimum of \$100,000 of annual exploration expenditures on the Property on or before 15 September each and every year after 15 September 2015, which could be offset by exploration expenditures in excess of \$100,000

in any prior annual period.

F - 19

Table of Contents

First Colombia Gold Corp.
 (An Exploration Stage Company)
 Notes to Consolidated Financial Statements
 (Expressed in U.S. Dollars)
 31 December 2011

4. Property and Equipment

	Cost	Accumulated Amortization	Net Book Value	
			31 December 2011	31 December 2010
	\$	\$	\$	\$
Furniture, computer and office equipment	47,433	39,042	8,391	11,988

During the year ended 31 December 2011, total additions to property and equipment were \$Nil (2010 - \$Nil, 2009 - \$Nil, cumulative - \$53,550).

5. Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities are non-interest bearing, unsecured and have settlement dates within one year.

Included in accounts payable and accrued liabilities as at 31 December 2011 are amounts due to former officers of the Company of \$5,031 (2010 – \$9,646). These amounts are non-interest bearing, unsecured and have no fixed terms of repayment.

Included in accounts payable and accrued liabilities as at 31 December 2011 are amounts due to a director and officer of the Company of \$Nil (2010 – \$10,000). These amounts are non-interest bearing, unsecured and have no fixed terms of repayment.

Included in accounts payable and accrued liabilities as at 31 December 2011 are exploration expenditures of \$Nil (2010 – \$35,775) related to the Temasek Properties (Note 3).

Included in accounts payable and accrued liabilities as at 31 December 2011 are mineral property acquisition costs of \$3,000 (2010 – \$Nil) related to the Boulder Hill Project (Notes 3, 11 and 15).

Included in accounts payable and accrued liabilities as at 31 December 2011 are exploration expenditures of \$2,500 (2010 – \$Nil) related to the South Idaho Silver Project (Note 3, 11 and 15).

During the year ended 31 December 2011, the Company deconsolidated accounts payable of \$49,141 (2010 - \$Nil) related to Rio Santiago (Note 13).

F - 20

Table of Contents

First Colombia Gold Corp.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements
(Expressed in U.S. Dollars)
31 December 2011

6. Convertible Promissory Notes

- a. On 25 June 2010, the Company issued the \$250,000 Convertible Note to Temasek bearing interest at a rate of twelve percent (12%) per annum on any unpaid principal balance, unsecured, with principal and interest amounts due upon maturity on 25 September 2010 (Note 3).

Temasek has the option to convert any portion of the unpaid principal and/or accrued interest into conversion units (the "Units") at any time up to 25 September 2010 at \$0.25 per Unit. Each Unit consists of one common share of the Company and one share purchase warrant. Each warrant entitles Temasek to purchase an additional common share of the Company at an exercise price of \$0.50 per share commencing six (6) months after the date of issuance until one year from the date of issuance.

During the year ended 31 December 2011, the Company accrued interest expense of \$98,849 (2010 - \$98,465, 2009 - \$Nil, cumulative - \$197,314), of which \$77,151 relates to the amortization of debt discount (2010 - \$84,883, 2009 - \$Nil, cumulative - \$160,000) (Note 11). On 21 September 2011, the Company entered into the Settlement Agreement with Temasek whereby the \$250,000 Convertible Note was cancelled (Notes 3 and 13).

- b. On 25 June 2010, the Company issued the \$3,250,000 Convertible Note to Temasek bearing interest at a rate of 12% per annum on any unpaid principal balance, unsecured, with interest amount payable annually and principal amount due upon maturity on 25 June 2013 (Note 3).

Temasek has the option to convert any portion of the unpaid principal and/or accrued interest into Units at any time up to 25 June 2013 at \$0.25 per Unit. Each Unit consists of one common share of the Company and one share purchase warrant. Each warrant entitles Temasek to purchase an additional common share of the Company at an exercise price of \$0.50 per share commencing 6 months after the date of issuance until one year from the date of issuance.

During the year ended 31 December 2011, the Company accrued interest expense of \$783,562 (2010 - \$562,027, 2009 - \$Nil, cumulative - \$1,345,589), of which \$501,479 relates to the amortization of debt discount (2010 - \$359,014, 2009 - \$Nil, cumulative - \$860,493) (Note 11). On 21 September 2011, the Company entered into the Settlement Agreement with Temasek whereby the \$3,250,000 Convertible Note was cancelled (Notes 3 and 13).

- c. On 23 November 2011, the Company issued a convertible note to Asher Enterprises, Inc. ("Asher") in the amount of \$37,500, bearing interest at a rate of eight percent (8%) per annum on any unpaid principal balance, unsecured, with principal and interest amounts due and payable upon maturity on 28 August 2012 (the "Asher Note"). Any amount of principal or interest amount not paid on 28 August 2012 (the "Default Amount") shall bear interest of twenty-two percent (22%) per annum commencing on 28 August 2012 to the date the amount is paid.

Asher has the option to convert any portion of the unpaid principal balance into the Company's common shares at any time commencing 6 months after the date of issuance up to the later of 28 August 2012 or the date of the Default Amount is paid, at a conversion price equal to fifty-eight percent (58%) of the market price for the common shares during the ten (10) trading days prior to the conversion.

F - 21

Table of Contents

First Colombia Gold Corp.
 (An Exploration Stage Company)
 Notes to Consolidated Financial Statements
 (Expressed in U.S. Dollars)
 31 December 2011

The Asher Note contains a provision limiting the number of shares of common stock into which the Asher Note is convertible to 4.99% of the outstanding shares of the Company's common stock. However, the provision in the Asher Note may be waived by Asher upon sixty-one (61) days' prior notice. The Company has a right of prepayment of the Asher Note anytime from the date of the Asher Note until one hundred eighty (180) days thereafter, subject to a prepayment penalty in the amount of 130% to 150% of the outstanding principal and interest of the Asher Note based on the date of prepayment.

The fair value of the beneficial conversion feature was estimated at \$27,155 and was recorded as additional paid-in capital. During the year ended 31 December 2011, the Company accrued interest expense of \$3,077 (2010 - \$Nil, 2009 - \$Nil, cumulative - \$3,077), of which \$2,827 relates to the amortization of debt discount (2010 - \$Nil, 2009 - \$Nil, cumulative - \$2,827) (Note 11).

	31 December 2011	31 December 2010
	\$	\$
\$250,000 Convertible Note	-	188,466
\$3,250,000 Convertible Note	-	1,732,027
Asher Note	13,422	-
	13,422	1,920,493
Less: current portion	(13,422)	(468,630)
	-	1,451,863

7. Due to Related Parties and Related Party Transactions

As at 31 December 2011, the amount due to related parties consists of \$Nil (2010 - \$109,691) payable to companies controlled by shareholders and/or directors of Rio Santiago. During the year ended 31 December 2011, the Company deconsolidated amounts due to related parties of \$158,538 (2010 - \$Nil) related to Rio Santiago (Note 13).

During the year ended 31 December 2011, the Company paid or accrued \$Nil (2010 - \$Nil, 2009 - \$58,435) for consulting and management fees to a former officer and director of the Company.

During the year ended 31 December 2011, the Company paid or accrued \$9,000 (2010 - \$Nil, 2009 - \$8,595) for consulting fees to a former director of the Company.

During the year ended 31 December 2011, the Company paid or accrued \$3,150 (2010 - \$37,800, 2009 - \$37,800) for financial and administrative fees to a former officer of the Company.

During the year ended 31 December 2011, the Company paid or accrued \$42,548 (2010 – \$12,500, 2009 - \$Nil) for accounting and financial fees to an officer of the Company.

During the year ended 31 December 2011, the Company paid or accrued \$13,500 (2010 – \$5,000, 2009 - \$Nil) for consulting fees to a director and officer of the Company.

Table of Contents

First Colombia Gold Corp.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements
(Expressed in U.S. Dollars)
31 December 2011

8. Common Stock

Authorized

The total authorized capital consists of

- 200,000,000 common shares with par value of \$0.00001
- 200,000,000 blank check preferred shares with par value of \$0.001

Issued and outstanding

As at 31 December 2011, the total issued and outstanding capital stock is 41,503,585 common shares with a par value of \$0.00001 per share.

On 16 December 2011, the Company issued a total of 1,000,000 common shares valued at \$30,000 as consideration to Boulder Hill pursuant to the BHM Purchase and BHM Assignment (Notes 3 and 11). The fair value is equal to the market price of the Company's stock on the date of the transaction.

On 7 December 2011, the Company issued 1,000,000 common shares valued at \$30,000 as consideration to Castle Creek pursuant to the CCS Assignment (Notes 3 and 11). The fair value is equal to the market price of the Company's stock on the date of the transaction.

On 14 February 2011, the Company issued 1,000,000 common shares upon the exercise of share purchase warrants with an exercise price of \$0.10 per warrant for total proceeds of \$100,000.

On 14 December 2010, the Company issued 1,500,000 common shares upon the exercise of share purchase warrants with an exercise price of \$0.10 per warrant for total proceeds of \$150,000.

On 30 November 2010, the Company issued 150,000 common shares upon the exercise of share purchase warrants with an exercise price of \$0.10 per warrant for total proceeds of \$15,000.

On 25 March 2010, the Company issued 18,750,000 units at a price of \$0.10 per unit (the "Units") for proceeds of \$1,775,000, net of share issue costs of \$100,000. Each Unit consists of one common share with par value \$0.00001 and one share purchase warrant. Each share purchase warrant entitles the holder to purchase one common share at a price of \$0.10 commencing six months from the closing date of the offering up to 25 March 2011. During the year ended 31 December 2011, 1,000,000 of the related share purchase warrants in this series were exercised. As at 31 December 2011, none of the related share purchase warrants in this series remain outstanding.

On 9 March 2010, the Company issued 5,000,000 common shares valued at \$1,250,000 (\$0.25 per common share) pursuant to the Temasek Agreement (Notes 3 and 11). The fair value is equal to the market price of the Company's stock on the date of the transaction.

During the year ended 31 December 2009, the Company issued 3,500,000 common shares valued at a \$385,000 (\$0.11 per common share) pursuant to the Temasek Agreement (Notes 3, 11 and 13). The fair value is equal to the market price of the Company's stock on the date of the transaction.

F - 23

Table of Contents

First Colombia Gold Corp.
 (An Exploration Stage Company)
 Notes to Consolidated Financial Statements
 (Expressed in U.S. Dollars)
 31 December 2011

During the year ended 31 December 2009, the Company issued 140,000 common shares for total proceeds of \$18,900 (\$0.15 per common share), net of share issue costs of \$2,100.

During the year ended 31 December 2009, the Company issued 5,272,333 common shares for total proceeds of \$711,765 (\$0.15 per common share), net of share issue costs of \$79,085.

During the year ended 31 December 2008, a total of 167,500 stock options expired.

During the year ended 31 December 2008, the Company issued 2,500,000 common shares valued at \$625,000 (\$0.25 per common share) pursuant to the Temasek Agreement (Notes 3, 11 and 13). The fair value is equal to the market price of the Company's stock on the date of the transaction.

During the year ended 31 December 2008, the Company completed a one new for twenty old common share reverse stock split. The Company's share transactions, including the weighted average number of common shares outstanding calculation for purposes of determining earnings per share, have been restated retroactively to reflect all of the above corporate capital transactions in these interim consolidated financial statements.

Stock options

The following stock options are outstanding as at 31 December 2011:

	Number of options	Exercise price	Remaining life (years) \$
Options	75,000	0.07	0.91
Options	250,000	0.07	1.95
Options	75,000	0.15	9.84
	400,000		

During the year ended 31 December 2007, the Company adopted the Stock Incentive Plan (the "Plan"), which provides for the grant of incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock, performance shares and performance units, and stock awards to officers, directors or employees of, as well as advisers and consultants to, the Company.

All stock options and rights are to vest over a period determined by the Board of Directors and expire not more than ten years from the date granted. Pursuant to the Plan, the maximum aggregate number of shares that may be issued for awards is 500,000 and the maximum aggregate number of shares that may be issued for incentive stock options is 500,000.

During the year ended 31 December 2007, the Company granted 167,500 options to officers, directors and consultants of the Company to purchase common shares of the Company at a price of \$25 per common share on or before 17 April 2017 and vesting as to one-quarter of the common shares under the stock option on 17 April 2007 and one-quarter every six months thereafter in accordance with the terms and conditions of the Company's Plan.

Table of Contents

First Colombia Gold Corp.
 (An Exploration Stage Company)
 Notes to Consolidated Financial Statements
 (Expressed in U.S. Dollars)
 31 December 2011

During the year ended 31 December 2008, all of the related stock options in this series were forfeited.

During the year ended 31 December 2011 the Company granted 250,000 options at a price of \$0.07 per share expiring 10 December 2013, 75,000 options at a price of \$0.07 per share expiring at 28 November 2012 and 75,000 options at a price of \$0.15 per share expiring 31 October 2021. All of these stock options vest immediately.

The following is a summary of stock option activities during the years ended 31 December 2011 and 2010:

	Number of stock options	Weighted average exercise price \$
Outstanding and exercisable at 1 January 2011	-	-
Granted	400,000	0.085
Exercised	-	-
Expired	-	-
Outstanding and exercisable at 31 December 2011	400,000	0.085
Weighted average fair value of options granted during the year		0.056
Outstanding and exercisable at 1 January 2010	-	-
Granted	-	-
Exercised	-	-
Expired	-	-
Outstanding and exercisable at 31 December 2010	-	-
Weighted average fair value of options granted during the year		-

The weighted average grant date fair value of stock options issued during the year ended 31 December 2011 amounted to \$22,399 or \$0.056 per stock option (2010 - \$Nil or \$Nil per stock option). The fair value of each stock option granted was determined using the Black-Scholes Option Pricing Model and the following weighted average assumptions:

2011	2010
------	------

	0.11 -		
Risk free interest rate	2.17	%	-
Expected life	1 - 10 years		-
	291.42 -		
Annualized volatility	353.31	%	-
Expected dividends	-		-

Table of Contents

First Colombia Gold Corp.
 (An Exploration Stage Company)
 Notes to Consolidated Financial Statements
 (Expressed in U.S. Dollars)
 31 December 2011

Warrants

As at 31 December 2011, there were Nil (2010 - 17,100,000) share purchase warrants outstanding.

The following is a summary of warrant activities during the years ended 31 December 2011 and 2010:

	Number of warrants	Weighted average exercise price \$
Outstanding and exercisable at 1 January 2011	17,100,000	0.10
Granted	-	-
Exercised	(1,000,000)	0.10
Expired	(16,100,000)	0.10
Outstanding and exercisable at 31 December 2011	-	-
Weighted average fair value of warrants granted during the year		-
Outstanding and exercisable at 1 January 2010	-	-
Granted	18,750,000	0.10
Exercised	(1,650,000)	0.10
Expired	-	-
Outstanding and exercisable at 31 December 2010	17,100,000	0.10
Weighted average fair value of warrants granted during the year		0.046

The weighted average grant date fair value of warrants issued during the year ended 31 December 2011 amounted to \$Nil or \$Nil per warrant (2010 - \$859,092 or \$0.046 per warrant). The fair value of each warrant granted was determined using the Black-Scholes Option Pricing Model and the following weighted average assumptions:

	2011	2010
Risk free interest rate	-	0.44 %
Expected life	-	1.00 year

Annualized volatility	-	317.72	%
Expected dividends	-	-	

F - 26

Table of Contents

First Colombia Gold Corp.
 (An Exploration Stage Company)
 Notes to Consolidated Financial Statements
 (Expressed in U.S. Dollars)
 31 December 2011

9. Commitments and Contingencies

- a. The Company is committed to making various cash payments and incurring exploration expenditures related to the Boulder Hill Claims, Boulder Hill Project and South Idaho Silver Project (Note 3).
- b. In November 2011, the Company entered into a contract, commencing 1 December 2011, with each of an unrelated individual and an unrelated company, to provide consulting services, subject to the supervision of the Company's Chief Executive Officer, related to the exploration and development of mineral properties, operational activities and international business operations for a monthly payment of \$2,500 each.
- c. On 1 April 2011, the Company entered into a twelve-month contract, commencing 1 April 2011, with a third party to provide exploration services at cost plus 10%, project supervision services for a monthly fee of \$5,000 and project administration services for a monthly fee of \$17,500.
- d. During the year ended 31 December 2010, the Company entered into a three-month contract, commencing 24 July 2010, with a former officer to provide financial and administrative services for a monthly payment of \$2,500. Effective 20 October 2010, the contract for financial and administrative services was extended for an indefinite period. Subsequent to the year ended 31 December 2011, the former officer and the Company mutually agreed to terminate the contract (Note 15).

10. Income Taxes

The Company has losses carried forward for income tax purposes to 31 December 2011. The Company has fully reserved for any benefits of these losses. The deferred tax consequences of temporary differences in reporting items for financial statement and income tax purposes are recognized, as appropriate. Realization of the future tax benefits related to the deferred tax assets is dependent on many factors, including the Company's ability to generate taxable income within the net operating loss carry-forward period. Management has considered these factors in reaching its conclusion as to the valuation allowance for financial reporting purposes.

The provision for refundable federal income tax consists of the following:

	For the year ended 31 December 2011	For the year ended 31 December 2010	For the year ended 31 December 2009
	\$	\$	\$
Refundable federal tax asset (liability) attributable to:			
Current operations	(2,694,749)	(383,497)	(283,923)
Permanent differences	585,129	-	-

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Derecognition of assets (liabilities)	(2,020,903)	-	-
Change in prior year provision to actual	(272,930)	-	-
Less: Change in valuation allowance	4,403,453	383,497	(2,035,948)
Future income tax recovery	-	-	2,319,871

F - 27

Table of Contents

First Colombia Gold Corp.
 (An Exploration Stage Company)
 Notes to Consolidated Financial Statements
 (Expressed in U.S. Dollars)
 31 December 2011

The tax effects of temporary differences that give rise to future income tax assets and liabilities are as follows:

	2011	2010
	\$	\$
Statutory federal income tax rate	30% - 34 %	30% - 34 %
Non-capital loss carryforwards	5,257,594	854,141
Less: Valuation allowance	(5,257,594)	(854,141)
Future tax assets (liabilities)	-	-

The Company has net operating losses for United States tax purposes of approximately \$15,532,664 available to offset against taxable income in future years, which, if unutilized, will expire up to 2031. Additionally, the Company has net operating losses for Finland tax purposes of approximately \$188,363, available to offset against taxable income in future years, which, if unutilized, will expire up to 2021.

11. Supplemental Disclosures with Respect to Cash Flows

Included in accounts payable and accrued liabilities as at 31 December 2011 are mineral property acquisition costs of \$5,500 (2010 – \$Nil) related to the Boulder Hill Project and the South Idaho Silver Project (Notes 3, 5 and 15).

During the year ended 31 December 2011, the Company issued a total of 2,000,000 common shares valued at \$60,000 pursuant to the BHM Purchase, BHM Assignment and CCS Assignment (Notes 3 and 8). The fair value is equal to the market price of the Company's stock on the date of the transaction.

During the year ended 31 December 2011, the Company accrued a total interest expense of \$885,488 (2010 – \$662,527, 2009 - \$Nil, cumulative - \$1,547,023) related to the convertible debentures, of which \$581,457 relates to the amortization of debt discount (2010 - \$443,897, 2009 - \$Nil, cumulative - \$1,025,512) (Note 6).

During the year ended 31 December 2011, the Company recorded a write down of mineral property interests of \$5,000,000 (2010 - \$Nil, 2009 - \$Nil, cumulative - \$5,000,000) (Note 3).

During the year ended 31 December 2011, the Company deconsolidated its interest in Beardmore as a result of the Settlement Agreement and recognized a loss in the amount of \$1,720,970 (2010 - \$Nil, 2009 - \$Nil, cumulative - \$1,720,970) (Note 13).

F - 28

Table of Contents

First Colombia Gold Corp.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements
(Expressed in U.S. Dollars)
31 December 2011

	For the period from the date of inception on 5 September 1997 to 31 December 2011 (Unaudited) \$	For the year ended 31 December 2011 \$	For the year ended 31 December 2010 \$	For the year ended 31 December 2009 \$
Supplemental cash flows information				
Interest expense	1,906	-	-	-
Foreign exchange loss	21,787	-	956	4,485
Income taxes paid	-	-	-	-
Supplemental disclosure of non-cash investing and financing				
Common shares issued for oil and gas property (\$25 per share)	10,000	-	-	-
Common shares issued for services (\$6 per share)	50,000	-	-	-
Donated consulting services	16,200	-	-	-
Common shares cancelled and returned	(2)	-	-	-
Common shares issued for equity acquisition of Finmetal (\$25.60 per share)	1,280,000	-	-	-
Restricted shares issued (\$24.80 per share)	2,418,000	-	-	-
Common shares issued for finder's fee (\$10 per unit)	254,500	-	-	-
Warrants issued	100,421	-	-	-
Common shares issued for finder's fee for mineral property interests (\$26.80 per share)	536,000	-	-	-
Common shares issued for acquisition of mineral rights (deemed at \$0.25 per share)	1,875,000	-	1,250,000	-
Common shares issued for acquisition of mineral rights	385,000	-	385,000	-

(deemed at \$0.11 per share)

Common shares issued for
acquisition of mineral rights

(deemed at \$0.03 per share)

60,000

60,000

-

-

12. Geographic Areas

Prior to the operations of acquisition and exploration of mineral properties, the Company's areas of operations were primarily in the South America. Since the commencement of acquisition and exploration of mineral properties, during the year ended 31 December 2006, the Company's principal mineral property activities have been in Finland. During the year ended 31 December 2008, the Company re-focused its acquisition and exploration of mineral properties operations to Peru. During the year ended 31 December 2011, the Company re-focused its activities to Colombia and the United States. As at 31 December 2011, the Company does not have any material assets outside of the United States.

Table of Contents

First Colombia Gold Corp.
 (An Exploration Stage Company)
 Notes to Consolidated Financial Statements
 (Expressed in U.S. Dollars)
 31 December 2011

The breakdown of net income (loss) by geographic area for the years ended 31 December 2011, 2010 and 2009 is as follows:

	United States \$	Finland \$	Total \$
2011	(6,162,182)	-	(6,162,182)
2010	(1,096,014)	-	(1,096,014)
2009	1,685,395	(8,597)	1,676,798

The breakdown of assets by geographic area for the year ended 31 December 2011 is as follows:

	United States \$	Peru \$	Finland \$	Total \$
Current assets	2,194	-	-	2,194
Equipment	8,391	-	-	8,391
Mineral property interests	65,500	-	-	65,500
	76,085	-	-	76,085

The breakdown of assets by geographic area for the year ended 31 December 2010 is as follows:

	United States \$	Peru \$	Finland \$	Total \$
Current assets	70,008	11	-	70,019
Equipment	11,988	-	-	11,988
Mineral property interests	5,000,000	-	-	5,000,000
Discontinued operations	-	6,976,434	-	6,976,434
	5,081,996	6,976,445	-	12,058,441

13. Investment in Beardmore Holdings, Inc.

Acquisition of Interest in Beardmore

In January 2009, the Company acquired a 25% interest in Beardmore. Beardmore is the registered owner of 999 shares of the 1,000 shares of Rio Santiago that are issued and outstanding. Rio Santiago is the beneficial owner of 100% interest in certain mineral rights in Peru. The aggregate purchase price was \$1,125,000, in which the Company paid \$500,000 in cash and issued 2,500,000 common shares valued at \$625,000 (Notes 3, 8 and 11).

The Company follows ASC 810-10 and fully consolidates the assets, liabilities, revenues and expenses of Beardmore. A valuation of certain assets was completed and the Company internally determined the fair value of others assets and liabilities. In determining the fair value of acquired assets, standard valuation techniques were used including market and income approach.

F - 30

Table of Contents

First Colombia Gold Corp.
 (An Exploration Stage Company)
 Notes to Consolidated Financial Statements
 (Expressed in U.S. Dollars)
 31 December 2011

In January 2009, the purchase price allocation has been determined as follows:

Assets purchased:	
Cash and cash equivalents	\$ 578
Mineral property interests	6,927,792
Total assets acquired	\$ 6,928,370
Liabilities assumed:	
Accounts payable and accrued liabilities	\$ 49,797
Due to related parties	58,702
Future income tax liabilities	2,319,871
Total liabilities assumed	\$ 2,428,370
Non-controlling interest:	\$ 3,375,000
Purchase price	\$ 1,125,000

During the year ended 31 December 2010, the Company acquired an additional 25% interest in Beardmore from the non-controlling interest. The aggregate purchase price was \$1,135,000 paid by \$750,000 in cash (paid on 22 March 2010) and 3,500,000 common shares of the Company valued at \$385,000 (issued on 23 June 2009) (Notes 3, 8 and 11). This resulted in a net decrease in non-controlling interest of \$1,125,000.

Deconsolidation of Interest in Beardmore

During the year ended 31 December 2011, the Company entered into a Settlement Agreement with Temasek which resulted in the Company's relinquishment and transfer to Temasek of its 50% interest in the outstanding capital stock of Beardmore, in exchange for Temasek releasing the Company from all of its outstanding obligations under the terms of the Temasek Agreement and its subsequent amendments entered into between the parties on 18 September 2008. By execution of the Settlement Agreement, the Company no longer has any interest, directly or indirectly, in any mineral or mining rights to properties located in Peru (Note 3).

Under the terms of the Settlement Agreement, the \$250,000 Convertible Note and the \$3,250,000 Convertible Note have been cancelled and the Company is no longer obligated to issue Temasek 6,000,000 shares of its common stock in exchange for the Company's relinquishment and transfer to Temasek of its 50% interest in the outstanding capital stock of Beardmore. The Settlement Agreement included a mutual release of all claims arising out of or relating to the Option Agreement (Notes 3 and 6).

Table of Contents

First Colombia Gold Corp.
 (An Exploration Stage Company)
 Notes to Consolidated Financial Statements
 (Expressed in U.S. Dollars)
 31 December 2011

The Company deconsolidated its interest in Beardmore on 21 September 2011 as a result of the Settlement Agreement and recognized a loss in the amount of \$1,720,970, determined as follows:

	\$
Convertible Notes forgiven by Temasek (Note 6)	2,802,904
Non-controlling interest in Beardmore	2,250,000
Net assets of Beardmore:	
Mineral property interests (Note 3)	(6,981,553)
Accounts payable and accrued liabilities (Note 5)	49,141
Due to related parties (Note 7)	158,538
Loss on deconsolidation	(1,720,970)

The assets, liabilities and results of operations of Beardmore have been separately reported as discontinued operations in the consolidated balance sheets and statements of operations. Previously reported consolidated financial statements for the year ended 31 December 2010 and 2009 have been revised to reflect this presentation.

Discontinued operations for the years ended 31 December 2011, 2010 and 2009 include the following:

	2011	2010	2009
	\$	\$	\$
Loss on deconsolidation	(1,720,970)	-	-
Loss from discontinued operations of Beardmore:			
Mineral property exploration costs	(50,700)	(35,775)	(191,937)
Office and miscellaneous	(252)	(386)	(386)
Foreign exchange gain (loss)	2,693	(13)	(2,232)
	(48,259)	(36,174)	(194,555)
Discontinued operations	(1,769,229)	(36,174)	(194,555)

Table of Contents

First Colombia Gold Corp.
 (An Exploration Stage Company)
 Notes to Consolidated Financial Statements
 (Expressed in U.S. Dollars)
 31 December 2011

Assets and liabilities of discontinued operations are summarized as follows:

	As at 31 December 2011 \$	As at 31 December 2010 \$
Assets of discontinued operations:		
Mineral property interests	-	6,976,434
Liabilities of discontinued operations:		
Accounts payable and accrued liabilities	-	49,750
Due to related parties	-	109,691
	-	159,441
Net assets of discontinued operations	-	6,816,993

14. Fair Value of Financial Instruments

A fair value hierarchy was established that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurements).

The fair values of the financial instruments were determined using the following input levels and valuation techniques:

Level 1 classification is applied to any asset or liability that has a readily available quoted market price from an active market where there is significant transparency in the executed/quoted price.

Level 2 classification is applied to assets and liabilities that have evaluated prices where the data inputs to these valuations are observable either directly or indirectly, but do not represent quoted market prices from an active market.

Level 3 classification is applied to assets and liabilities when prices are not derived from existing market data and requires us to develop our own assumptions about how market participants would price the asset or liability.

As at 31 December 2011, the carrying amounts of cash and cash equivalents, accounts payable and current portion of convertible promissory notes approximated their estimated fair values because of the short maturity of these financial instruments.

As at 31 December 2011, the carrying amount of long-term debt and other financing was \$Nil (31 December 2010 - \$1,451,863). The Company estimated the fair value of the beneficial conversion feature of the convertible promissory

note at inception using both the quoted market price of the Company's common shares and the Black-Scholes Option Pricing Model with the following assumptions:

F - 33

Table of Contents

First Colombia Gold Corp.
 (An Exploration Stage Company)
 Notes to Consolidated Financial Statements
 (Expressed in U.S. Dollars)
 31 December 2011

	2011	2010	
Risk free interest rate	-	0.29	%
Expected life	-	1.00	year
Annualized volatility	-	230.00	%
Expected dividends	-	-	

The fair value of the beneficial conversion feature was estimated at \$27,155 (2010 - \$2,240,000), and was recorded as a component of equity, of which \$27,155 (2010 - \$1,365,854) would be a Level 1 fair value and \$Nil (2010 - \$874,146) would be a Level 2 fair value.

Credit Risk

Credit risk is the risk of an unexpected loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises primarily from the Company's cash and cash equivalents. The Company manages its credit risk relating to cash and cash equivalents by dealing only with highly-rated United States financial institutions. As a result, credit risk is considered insignificant.

Currency Risk

The Company is exposed to currency risk on its acquisition and exploration expenditures on its Peru properties since it has to convert US dollars raised through equity financing in US dollars to Peruvian Soles. The Company's expenditures will be negatively impacted if the Peruvian Soles increases versus the US dollar.

The majority of the Company's cash flows and financial assets and liabilities are denominated in US dollars, which is the Company's functional and reporting currency. Foreign currency risk is limited to the portion of the Company's business transactions denominated in currencies other than the US dollar.

The Company monitors and forecasts the values of net foreign currency cash flow and balance sheet exposures and from time to time could authorize the use of derivative financial instruments such as forward foreign exchange contracts to economically hedge a portion of foreign currency fluctuations. Currently, the Company does not use derivative instruments to reduce its exposure to foreign currency risk.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk by continuously monitoring actual and projected cash flows and matching the maturity profile of financial assets and liabilities.

Other Risks

Unless otherwise noted, the Company is not exposed to significant interest rate risk and commodity price risk.

F - 34

Table of Contents

First Colombia Gold Corp.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements
(Expressed in U.S. Dollars)
31 December 2011

15. Subsequent Events

The following events occurred during the period from the year ended 31 December 2011 to the date the consolidated financial statements were available to be issued on 13 April 2012:

- a. On 12 January 2012, the Company paid \$3,000 to James pursuant to the Option Agreement and BHM Assignment (Note 3).
- b. On 31 January 2012, the Company paid \$2,500 to Robert pursuant to the Purchase Agreement and CCS Assignment (Note 3).
- c. The Company terminated a contract with a former officer to provide financial and administrative services (Note 9).

Table of Contents

(a)(2) Not Applicable.

(a)(3) Exhibits.

See (b) below.

(b) Exhibits.

See the Exhibit Index following the signature page of this report, which is incorporated herein by reference.

(c) Financial Statements Excluded From Annual Report to Shareholders

Not Applicable.

Table of Contents

Glossary of Certain Mining Terms

ADIT: An opening driven horizontally into the side of a mountain or hill for providing access to a mineral deposit.

ALTERATION: Any physical or chemical change in a rock or mineral subsequent to its formation. Milder and more localized than metamorphism.

ANTICLINE: A fold with strata sloping downward on both sides from a common crest.

ASSAY: A chemical test performed on a sample of ores or minerals to determine the amount of valuable metals contained.

BASALT: An extrusive volcanic rock composed primarily of plagioclase, pyroxene and some olivine.

BASE METAL: Any non-precious metal (e.g. copper, lead, zinc, nickel, etc.).

BRECCIA: A rock in which angular fragments are surrounded by a mass of fine-grained minerals.

CORE: The long cylindrical piece of rock, about an inch in diameter, brought to surface by diamond drilling.

CROSSCUT: A horizontal opening driven from a shaft and (or near) right angles to the strike of a vein or other ore body.

DEVELOPMENT: Work carried out for the purpose of opening up a mineral deposit and making the actual ore extraction possible.

DIAMOND DRILL: A rotary type of rock drill that cuts a core of rock that is recovered in long cylindrical sections, two centimeters or more in diameter.

DILUTION: (mining) Rock that is, by necessity, removed along with the ore in the mining process, subsequently lowering the grade of the ore.

DIP: The angle at which a vein, structure or rock bed is inclined from the horizontal as measured at right angles to the strike.

DRIFT: A horizontal underground opening that follows along the length of a vein or rock formation as opposed to a cross-cut which crosses the rock formation.

DUE DILIGENCE: The degree of care and caution required before making a decision; loosely, a financial and technical investigation to determine whether an investment is sound.

EXPLORATION: Work involved in searching for ore, usually by drilling or driving a drift.

GALENA: Lead sulphide, the most common ore mineral of lead.

GEOPHYSICAL SURVEY: Indirect methods of investigating the subsurface geology using the applications of physics including electric, gravimetric, magnetic, electromagnetic, seismic, and radiometric principles.

GOSSANOUS: Having the properties of gossan, an intensely oxidized, weathered or decomposed rock, usually the upper and exposed part of an ore deposit or mineral vein.

GRABEN: A downfaulted block of rock.

GRAB SAMPLE: A sample from a rock outcrop that is assayed to determine if valuable elements are contained in the rock. A grab sample is not intended to be representative of the deposit, and usually the best-looking material is selected.

Table of Contents

GRADE: The average assay of a ton of ore, reflecting metal content.

HIGH GRADE: Rich ore. As a verb, it refers to selective mining of the best ore in a deposit.

LEVEL: The horizontal openings on a working horizon in a mine; it is customary to work mines from a shaft, establishing levels at regular intervals, generally about 50 meters or more apart.

LIMESTONE: A bedded, sedimentary deposit consisting chiefly of calcium carbonate.

LODE: A mineral deposit in solid rock.

METALLIFEROUS: Containing metal.

METASEDIMENTS: Sediment or sedimentary rock that shows evidence of having been subjected to metamorphism.

MINERAL: A naturally occurring homogeneous substance having definite physical properties and chemical composition and, if formed under favorable conditions, a definite crystal form.

MINERAL RESOURCE: A deposit or concentration of natural, solid, inorganic or fossilized organic substance in such quantity and at such grade or quality that extraction of the material at a profit is currently or potentially possible.

MINERALIZATION: The presence of potentially economic minerals in a specific area or geological formation.

NET SMELTER RETURN: A share of the net revenues generated from the sale of metal produced by a mine.

OPEN PIT: A mine that is entirely on surface. Also referred to as open-cut or open-cast mine.

ORE: Material that can be mined and processed at a positive cash flow.

OREBODY: A natural concentration of valuable material that can be extracted and sold at a profit.

PATENT: The ultimate stage of holding a mineral claim in the United States, after which no more assessment work is necessary because all mineral rights have been earned.

PATENTED MINING CLAIM: A parcel of land originally located on federal lands as an unpatented mining claim under the General Mining Law, the title of which has been conveyed from the federal government to a private party pursuant to the patenting requirements of the General Mining Law.

PROSPECT: A mining property, the value of which has not been determined by exploration.

PROBABLE RESERVES: Resources for which tonnage and grade and/or quality are computed primarily from information similar to that used for proven reserves, but the sites for inspection, sampling and measurement are farther apart or are otherwise less adequately spaced. The degree of assurance, although lower than that for proven reserves, is high enough to assume continuity between points of observation.

PROVEN RESERVES: Resources for which tonnage is computed from dimensions revealed in outcrops, trenches, workings or drill holes and for which the grade and/or quality is computed from the results of detailed sampling. The

sites for inspection, sampling and measurement are spaced so closely and the geologic character is so well defined that size, shape, depth and mineral content of reserves are well established. The computed tonnage and grade are judged to be accurate, within limits which are stated, and no such limit is judged to be different from the computed tonnage or grade by more than 20%.

PYRITE: A yellow iron sulphide mineral, normally of little value, sometimes referred to as "fool's gold".

Table of Contents

PYRITIC: A brass-colored mineral, FeS₂, occurring widely and used as an iron ore and in producing sulfur dioxide for sulfuric acid.

RECLAMATION: The restoration of a site after mining or exploration activity is completed.

RESERVES: That part of a mineral deposit which could be economically and legally extracted or produced at the time of the reserve determination. Reserves are customarily stated in terms of “Ore” when dealing with metalliferous minerals.

RESOURCE: The calculated amount of material in a mineral deposit, based on limited drill information.

ROYALTY: An amount of money paid at regular intervals by the lessee or operator of an exploration or mining property to the owner of the ground. Generally based on a certain amount per ton or a percentage of the total production or profits. Also, the fee paid for the right to use a patented process.

SAMPLE: A small portion of rock or a mineral deposit, taken so that the metal content can be determined by assaying.

SCHIST - A foliated metamorphic rock the grains of which have a roughly parallel arrangement; generally developed by shearing.

SERICITIZED: Fine grained mica, similar to muscovite, illite, or paragonite.

SHAFT: A vertical or steeply inclined excavation for the purpose of opening and servicing a mine. It is usually equipped with a hoist at the top which lowers and raises a conveyance for handling personnel and materials.

SHEAR OR SHEARING: The deformation of rocks by lateral movement along numerous parallel planes, generally resulting from pressure and producing such metamorphic structures as cleavage and schistosity.

SILICA: Silicon dioxide. Quartz is a common example.

SILICEOUS: A rock containing an abundance of quartz.

SILICIZED: Conversion of something into, or the reaction of something with, silica.

SPHALERITE: A zinc sulfide mineral; the most common ore mineral of zinc.

STRIKE: The direction, or bearing from true north, of a vein or rock formation measured on a horizontal surface.

SULFIDE: A compound of sulfur and some other element.

TAILINGS: Material rejected from a mill after more of the recoverable valuable minerals have been extracted.

TREND: The direction, in the horizontal plane, or a linear geological feature (for example, an ore zone), measured from true north.

UNPATENTED MINING CLAIM: A parcel of property located on federal lands pursuant to the General Mining Law and the requirements of the state in which the unpatented claim is located, the paramount title of which remains with the federal government. The holder of a valid, unpatented lode mining claim is granted certain rights including the right to explore and mine such claim under the General Mining Law.

VEIN: A mineralized zone having a more or less regular development in length, width and depth which clearly separates it from neighboring rock.

WASTE: Barren rock in a mine, or mineralized material that is too low in grade to be mined and milled at a profit.

XENOLITH: A fragment of country rock enclosed in an intrusive rock.

Table of Contents

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

FIRST COLOMBIA GOLD CORP.,
a Nevada corporation

By: /s/ Piero Sutti-Keyser
Piero Sutti-Keyser
Chief Executive Officer
Date: April 16, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature and Title	Date
/s/ Piero Sutti-Keyser Piero Sutti-Keyser, Chief Executive Officer, Director (Principal Executive Officer)	April 16, 2012
/s/ Gilberto Zapata Gilberto Zapata, Chief Financial Officer, Secretary, & Treasurer (Principal Financial Officer)	April 16, 2012
/s/ Robert Van Tassell Robert Van Tassell, Director	April 16, 2012
/s/ Gordan Sredl Gordan Sredl, Director	April 16, 2012

- 51 -

Table of Contents

FIRST COLOMBIA GOLD CORP.
EXHIBIT INDEX
TO
2011 ANNUAL REPORT ON FORM 10-K

Exhibit Number	Description
2.1	Articles of Merger (filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed May 27, 2008, and incorporated herein by reference)
2.2	Agreement and Plan of Merger (filed as Exhibit 2.2 to the Company's Current Report on Form 8-K filed May 27, 2008, and incorporated herein by reference)
2.3	Articles of Merger (filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed November 9, 2010, and incorporated herein by reference)
2.4	Agreement and Plan of Merger (filed as Exhibit 2.2 to the Company's Current Report on Form 8-K filed November 9, 2010, and incorporated herein by reference)
3.1	Articles of Incorporation (filed as Exhibit 3.1 to the Company's Form 10 Registration Statement (SEC File No. 000-51203, and incorporated herein by reference)
3.2	Certificate of Amendment to Articles of Incorporation, evidencing name change to "FinMetal Mining Ltd. " (filed as Exhibit 3.3 to the Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2007, and incorporated herein by reference)
3.3	Certificate of Change Pursuant to NRS 78.209 (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed May 27, 2008, and incorporated herein by reference)
3.4	Amended and Restated By-laws of the Company (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed September 2, 2008, and incorporated herein by reference)
4.1	Convertible Promissory Note Issued November 23, 2011 by the Company to Asher Enterprises, Inc. (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed December 7, 2011, and incorporated herein by reference)
4.2	Convertible Promissory Note Issued March 16, 2012 by the Company to Asher Enterprises, Inc. (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed April 3, 2012, and incorporated herein by reference)
10.1	

Agreement between the Company and Sapo Holdings SA dated April 1, 2011 (filed as Exhibit 10.1 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, and incorporated herein by reference)

10.2 Mineral Right Option Agreement between the Company and Temasek Investments Inc. (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed September 22, 2008, and incorporated herein by reference)

10.3 Amendment to Mineral Right Option Agreement between the Company and Temasek Investments, Inc. (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended May 20, 2009, and incorporated herein by reference)

10.4 Second Amendment to Mineral Right Option Agreement, dated February 3, 2010 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed February 3, 2010, and incorporated herein by reference)

10.5 Third Amendment to Mineral Right Option Agreement, dated June 25, 2010 (filed as Exhibit 10.4 to the Company's Current Report on Form 8-K filed June 29, 2010, and incorporated herein by reference)

10.6 Consulting Agreement, dated as of August 25, 2010, between the Company and The Langford Group, Inc. (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed August 26, 2010, and incorporated herein by reference)

10.7 2007 Stock Incentive Plan. (filed as Exhibit 10.6 to the Company's Annual Report on Form 10KSB for the Year ending December 31, 2007, and incorporated herein by reference)

10.8 Settlement and Mutual Release Agreement, dated as of September 21, 2011, between the Company and Temasek Investments Inc. (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed September 23, 2011, and incorporated herein by reference)

Table of Contents

Exhibit Number	Description
10.9	Securities Purchase Agreement, dated November 23, 2011, between the Company and Asher Enterprises, Inc. (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed December 7, 2011, and incorporated herein by reference)
10.10	Assignment and Assumption Agreement, dated December 6, 2011, by and among the Company, Castle Creek Silver Inc. and Robert Ebisch (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed December 22, 2011, and incorporated herein by reference)
10.11	Purchase and Sale Agreement, dated December 16, 2011, by and among the Company and Boulder Hill Mines Inc. (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed December 22, 2011, and incorporated herein by reference)
10.12	Assignment and Assumption Agreement, dated December 16, 2011, by and among the Company, Boulder Hill Mines Inc. and Jim Ebisch (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed December 7, 2011, and incorporated herein by reference)
10.13	Securities Purchase Agreement, dated March 16, 2012, between the Company and Asher Enterprises, Inc. (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed April 3, 2012, and incorporated herein by reference)
14.1	Code of Ethics and Code of Conduct. (filed as Exhibit 14.1 to the Company's Annual Report on Form 10KSB for the Year ending December 31, 2005, and incorporated herein by reference)
31.1	<u>Certificate of Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2	<u>Certificate of Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1	<u>Certificate of Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
32.1	<u>Certificate of Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>

101	The following materials from Z Trim Holdings, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2011, formatted in XBRL (eXtensible Business Reporting Language): (i) the Balance Sheets, (ii) the Statements of Operations, (iii) the Statements of Stockholders Equity, (iv) the Statements of Cash Flows and (v) the Notes to Financial Statements, tagged as blocks of text, furnished herewith.*
101.INS	XBRL Instance Document *
101.SCH	XBRL Taxonomy Extension Schema Document *
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document *
101.LAB	XBRL Taxonomy Extension Label Linkbase Document *
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document *
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document *

* Pursuant to Rule 406T of Regulation S-T, this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

