Contango ORE, Inc.
Form 10-K/A
February 04, 2014
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

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

For the fiscal year ended June 30, 2013

OR

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

For the transition period from to

Commission file number 000-54136

CONTANGO ORE, INC.

(Exact name of registrant as specified in its charter)

Delaware	**27-3431051**
(State or other jurisdiction of incorporation or organization)	**(IRS Employer Identification No.)**

3700 BUFFALO SPEEDWAY, SUITE 960

HOUSTON, TEXAS 77098

(Address of principal executive offices)

(713) 960-1901

(Registrant s telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, Par Value $0.01 per share	**OTCBB**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ¨ No x

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 x

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 x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

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

Large accelerated filer ¨	Accelerated filer ¨

Non-accelerated filer ¨ Smaller reporting company x
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

At December 31, 2012, the aggregate market value of the registrant s common stock held by non-affiliates (based upon the closing sale price of shares of such common stock as reported on the OTCBB was $15,774,480. As of August 31, 2013, there were 3,750,394 shares of the registrant s common stock outstanding.

EXPLANATORY NOTE

Contango ORE, Inc. (the Company , we , our , us) is hereby amending its previously filed Annual Report on Form 10 for the fiscal year ended June 30, 2013 (the Original Filing) for the purposes of addressing comments received from the Securities and Exchange Commission (the Commission). This Amendment No. 1 (the Amendment) is being filed solely to amend the following items:

- Item 1 (Business) has been revised to (i) clarify that our Tetlin Lease is our only material property and (ii) include additional descriptions of the governmental and environmental regulations that are currently or may become applicable to the Company.

- Item 2 (Properties) has been revised to (i) clearly state that our Tetlin Lease is our only material property, (ii) provide a further description of our Tetlin Lease, (iii) revise our disclosure regarding our exploration programs, and (iv) add new sections concerning the geology of our Tetlin Lease and our sampling, analysis, quality assurance and quality control procedures.

- Item 1A (Risk Factors) has been revised to reflect conforming changes to our risk factors based upon the revisions in Items 1 and 2.

- Item 15 (Exhibits and Financial Statement Schedules) has also been amended to indicate that the Interactive Data Files were filed with the Original Filing.

For the convenience of the reader, this Amendment restates in its entirety the Original Filing, although the Company is only amending Items 1, 2, 1A and 15. This Amendment should be read in conjunction with the Original Filing. This Amendment does not reflect events that occurred after the filing date of the Original Filing and no revisions are being made to the Company s financial statements pursuant to this Amendment. Other than the filing of the information identified above, this Amendment does not modify or update the disclosure in the Original Filing in any way.

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CONTANGO ORE, INC.

ANNUAL REPORT ON FORM 10-K

FOR THE FISCAL YEAR ENDED JUNE 30, 2013

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

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

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

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

- Ability to raise capital to fund capital expenditures
- Operational constraints and delays

The risks associated with exploring in the mining industry

The timing and successful discovery of natural resources

Availability of capital and the ability to repay indebtedness when due

Low and/or declining prices for gold and rare earth elements

Price volatility for natural resources

Availability of operating equipment

Operating hazards attendant to the mining industry

Weather

The ability to find and retain skilled personnel

Restrictions on mining activities

Legislation that may regulate mining activities

Impact of new and potential legislative and regulatory changes on mining operating and safety standards

Uncertainties of any estimates and projections relating to any future production, costs and expenses.

Government subsidies to our competitors

Timely and full receipt of sale proceeds from the sale of any of our mined products (if any)

Interest rate volatility

Federal and state regulatory developments and approvals

Availability and cost of material and equipment

Actions or inactions of third-parties

Potential mechanical failure or under-performance of facilities and equipment

Environmental risks

Strength and financial resources of competitors

Worldwide economic conditions

Expanded rigorous monitoring and testing requirements

Ability to obtain insurance coverage on commercially reasonable terms

Market conditions for joint ventures and acquisitions in the event of a successful discovery

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

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PART I

Item 1. BUSINESS

Overview

We are a Houston-based company, whose primary business is to explore in the State of Alaska for (i) gold ore and associated minerals and (ii) rare earth elements. As of June 30, 2013 we had leased or had control over approximately 768,357 acres of Alaskan Native, Federal and State of Alaska properties for the exploration of gold ore and associated minerals and rare earth elements. We anticipate that from time to time we will acquire additional acreage in Alaska for the exploration of gold ore and associated minerals and rare earth elements through leases or obtaining additional mining claims.

Background

Contango Mining Company (Contango Mining), a wholly owned subsidiary of Contango Oil & Gas Company (Contango), was formed on October 15, 2009 as a Delaware corporation for the purpose of engaging in exploration in the State of Alaska for (i) gold ore and associated minerals and (ii) rare earth elements. Contango Mining initially acquired a 50% interest in the Original Properties (defined below) from Juneau Exploration, L.P., (JEX) in exchange for $1 million and a 1.0% overriding royalty interest in the Original Properties under a Joint Exploration Agreement (the Joint Exploration Agreement). On September 15, 2010, Contango Mining acquired the remaining 50% interest in the Original Properties by increasing the overriding royalty interest in the Original Properties granted to JEX to 3.0% pursuant to an Amended and Restated Conveyance of Overriding Royalty Interest (the Amended ORRI Agreement), and JEX and Contango Mining terminated the Joint Exploration Agreement. JEX continues to assist the Company in acquiring land in Alaska pursuant to an advisory agreement dated September 6, 2012 (the Advisory Agreement). Mr. Brad Juneau, the Company s Chairman, President and Chief Executive Officer, is also the sole manager of the general partner of JEX.

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

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

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

Properties

The Original Properties contributed by Contango included:

a 100% leasehold interest (the Tetlin Lease) in approximately 675,000 acres (the Tetlin Property) from the Tetlin Village Council, the council formed by the governing body for the Native Village of Tetlin, an Alaska Native Tribe ;

approximately 18,021 acres in unpatented mining claims from the State of Alaska for the exploration of gold and associated minerals;

approximately 3,440 acres in unpatented Federal mining claims for the exploration of rare earth elements;

approximately 97,280 acres in unpatented mining claims from the State of Alaska for the exploration of rare earth elements, which were abandoned effective December 1, 2012.

The Tetlin Lease originally had a ten year term beginning July 2008 with an option to renew the Tetlin Lease for 50% of the acreage for an additional ten years. In December 2012, the Tetlin Lease was amended, allowing the Company to renew 100% of the acreage in 2018, in exchange for $200,000, which the Company paid to the Tetlin Village Council. If the properties under the Tetlin Lease are placed into commercial production, the Tetlin Lease will be held throughout production and the Company would be obligated to pay a production royalty to the Native Village of Tetlin, which varies from 2.0% to 5.0%, depending on the type of metal produced and the year of production. In June 2011, the Company paid the Tetlin Village Council $75,000 in exchange for reducing the production royalty payable to them by 0.25%. In July 2011, the Company paid the Tetlin Village Council an additional $150,000 in exchange for further reducing the production royalty by 0.50%. These

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payments lowered the production royalty to a range of 1.25% to 4.25%, depending on the type of metal produced and the year of production. On or before July 15, 2020, the Tetlin Village Council has the option to increase its production royalty by (i) 0.25% by payment to CORE of $150,000, or (ii) 0.50% by payment to CORE of $300,000, or (iii) 0.75% by payment to CORE of $450,000.

If any of the Original Properties are placed into commercial production, the Company would be obligated to pay a 3.0% production royalty to JEX. In September 2012, the Company and JEX entered into an Advisory Agreement in which JEX will continue to provide assistance in acquiring additional properties in Alaska in exchange for a 2.0% production royalty on properties acquired after July 1, 2012 (any such properties, the Additional Properties). During the fiscal year ended June 30, 2013, the Company staked an additional 71,896 acres consisting of 474 unpatented State of Alaska mining claims in Eastern Alaska for the exploration of gold ore and associated minerals. If any of the Additional Properties are placed into commercial production, the Company would be obligated to pay JEX a 2.0% production royalty under the Advisory Agreement.

Our Tetlin Lease is our only material property. We also hold certain unpatented mining claims. We believe that we hold good title to our properties in accordance with standards generally accepted in the minerals industry. As is customary in the mineral industry, we conduct only a perfunctory title examination at the time we acquire a property. Before we begin any mine development work, however, we will conduct a full title examination and perform curative work on any defects that we deem significant. A significant amount of additional work is likely required in the exploration of the properties before any determination as to the economic feasibility of a mining venture can be made. Due to harsh weather conditions in Alaska, our exploration field work is normally restricted to May through October. The following table summarizes our property holdings as of June 30, 2013:

		Original Properties		Additional Properties		Total	
Mineral / Jurisdiction	**Project Name**	**Claims**	**Acreage**	**Claims**	**Acreage**	**Claims**	**Acreage**
GOLD							
Tetlin Village Council	Tetlin Lease	n/a	675,000				675,000
State of Alaska	TOK / Tetlin	122	10,821	9	29	131	10,850
	LAD / Triple Z	45	7,200			45	7,200
	Eagle			369	56,507	369	56,507
	Bush			48	7,680	48	7,680
	ADC 2			48	7,680	48	7,680
		167	**693,021**	**474**	**71,896**	**641**	**764,917**
REE							
Federal	Salmon Bay	123	2,460			123	2,460
	Stone Rock	49	980			49	980
		172	**3,440**			**172**	**3,440**
TOTAL		339	696,461	474	71,896	813	768,357

Since 2009, the Company s primary focus has been the exploration and development of its Tetlin Property and almost all of its resources have been directed to that end. The Company s State of Alaska and Federal claims are not material properties of the Company. For this reason, the Company abandoned its State of Alaska rare earth element claims consisting of the Alatna, Spooky, Wolf and Swift claims in December 2012. All work presently planned by the

Company is directed at exploration of its Tetlin Property and increasing understanding of the characteristics of, and economics of, any mineralization. There are no known quantifiable mineral reserves on the Tetlin Property or any of our other properties as defined by SEC Industry Guide 7.

Strategy

Our exploration strategy is based on the belief that the only competitive advantage in a commodity-based business is to be among the lowest cost producers, and that the best quality ore deposits will be developed even during poor market conditions.

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Using our limited capital availability to increase our reward/risk potential on selective prospects. We will concentrate our risk investment capital on our Tetlin Property. Exploration prospects are inherently risky as they require large amounts of capital with no guarantee of success. Furthermore, we may never achieve a competitive advantage in the conduct of our business, since it is unlikely that our properties will have commercially viable mineral deposits. Should our properties prove to have known commercial deposits, or mineral ore, we will be required to either i) contract with third parties to mine our mineral ore, or ii) consider a joint venture or a sale of all or a portion of our properties. We may only become a low cost producer if the mineral ore is of high quality and the cost of the infrastructure necessary to mine the mineral ore is low relative to other producers.

Our strategic initiatives are to undertake cost efficient and effective exploration activities to discover mineralization and potential mineral reserves which may be commercially mined. If we are successful in our exploration activities, we will consider a joint venture or sale of our properties to qualified mining companies.

Structuring Incentives to Drive Behavior. We believe that equity ownership aligns the interests of our consultants, executives, employees and directors with those of our stockholders. The Company s directors, officers and employees do not receive cash compensation for their work for the Company. As of June 30, 2013, the Company s directors, employees, and our technical consultant own approximately 7.9% of our common stock. An additional 20.0% of our common stock is beneficially owned by the Estate of Mr. Kenneth R. Peak, our former Chairman.

In November 2010, the Company s directors, executive officers and our technical consultant were granted an aggregate of 93,906 shares of restricted stock. The restricted stock vests over three years, beginning in November 2011, the one-year anniversary of the date the shares were granted. In October 2012, the Compensation Committee elected to immediately vest all restricted stock held by Mr. Peak. As of June 30, 2013, there were 23,478 shares of restricted stock that remained unvested.

In September 2011, the Company granted 40,000 stock options to its directors and officers and an additional 10,000 stock options to its technical consultant, the owner of Avalon Development Corporation (Avalon), for services performed during fiscal year 2011. In July 2012, the Company granted 75,000 stock options to its directors and officers and an additional 25,000 stock options to its technical consultant for services performed during fiscal year 2012. In December 2012, the Company granted 175,000 stock options to its directors and an additional 75,000 stock options to its technical consultant for services performed during fiscal year 2013. These three stock option grants vest over two years, beginning with one-third of the grant vesting immediately on the date of grant. In June 2013, the Company granted 37,500 stock options to its employees for services performed during fiscal year 2013. This June 2013 stock option grant vests immediately on the date of grant. In October 2012, the Compensation Committee elected to immediately vest all stock options granted to Mr. Peak under the September 2011 and July 2012 grants.

Alliance with JEX. JEX is a private company formed primarily for the purpose of assembling natural gas and oil prospects. JEX was responsible for securing and negotiating the Tetlin Lease and assisting in obtaining the Original Properties and initially engaged Avalon to conduct mineral exploration activities on the Tetlin Lease. If any of the Original Properties are placed into commercial production, the Company is obligated to pay a 3% overriding royalty to JEX. JEX will also continue to assist us in acquiring additional acreage in Alaska and provide other consulting services to the Company. Pursuant to an Advisory Agreement dated September 6, 2012 with JEX, the Company agreed to pay JEX a production royalty of 2.0% on all minerals mined from properties acquired by the Company after July 1, 2012 in the State of Alaska.

Exploration and Mining Property

Exploration and mining rights in Alaska may be acquired in the following manner: public lands, private fee lands, unpatented Federal or State of Alaska mining claims, patented mining claims, and tribal lands. The primary sources for acquisition of these lands are the United States government, through the Bureau of Land Management and the United States Forest Service, the Alaskan state government, tribal governments, and individuals or entities who currently hold title to or lease government and private lands.

Tribal lands are those lands that are under control by sovereign Native American tribes or Alaska Native corporations established by the Alaska Native Claims Settlement Act of 1971 (ANSCA). Areas that show promise for exploration and mining can be leased or joint ventured with the tribe controlling the land, including land constituting the Tetlin Lease.

The Federal government owns public lands that are administered by the Bureau of Land Management or the United States Forest Service. Ownership of the subsurface mineral estate can be acquired by staking a twenty (20) acre mining claim, which is granted under the General Mining Law of 1872, as amended (the General Mining Law). The Federal government continues to own the surface estate even though the subsurface can be controlled with a right to extract through claim staking. Private fee lands are lands that are controlled in fee-simple title by private individuals or corporations. These lands can be controlled for mining and exploration activities by either leasing or purchasing the surface and subsurface rights from the private owner. Patented mining claims are claims that were staked under the General Mining Law, and through application and approval the owners were granted full private ownership of the surface and subsurface estate by the Federal government. These lands can be acquired for exploration and mining through lease or purchase from the owners. In order to acquire a patent, an applicant must, among other things, prove that improvements have been made on the land of not less than $500, pay a fee of five dollars ($5) per acre, and identify and describe the mineral deposit located in the land. Unpatented mining claims located on public land owned by another entity can be controlled by leasing or purchasing the claims outright from the owners.

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With respect to unpatented mining claims, the Federal or applicable state government continues to own the fee interest in real property while allowing private parties to stake claims for exploration, development and commercial extraction of minerals with rights of ingress and egress on the real property. Unpatented claims give the claimant the exclusive right to explore for and to develop the underlying minerals and use the surface for such purpose. However, the claimant does not own title to either the minerals or the surface, and the claim is subject to annual assessment work requirements and the payment of annual rental fees which are established by the governing authority of the land on which the claim is located. Unpatented mining claims are generally considered to be subject to greater title risk than other real property interests because the validity of unpatented mining claims is often uncertain, due to the complex Federal and state laws and regulations that supplement the General Mining Law. Unpatented mining claims and related rights, including rights to use the surface, are also subject to challenges by third parties or contests by the Federal or applicable state government. In addition, there are few public records that definitively determine the issues of validity and ownership of unpatented state mining claims. Our mining claims on land belonging to the State of Alaska have no opportunity to be patented. Rights to deposits of minerals on Alaska state land that is open to claim staking may be acquired by discovery, location and recording as prescribed in Alaska state statutes (AS 38.05.185 38.05.280). The State of Alaska requires holders of unpatented mining claims to perform annual assessment work and pay an annual fee on the claims in order to maintain the claimant s title to the mining rights in good standing. State of Alaska unpatented mining claims are subject to a title reservation of 3% net profits royalty for all mineral production on net mining income of $100,000 or more. Mining claims located on State of Alaska lands cannot be deeded to the claimant.

Consulting Services provided by Avalon Development Corporation

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

Avalon is a Fairbanks, Alaska based mineral exploration consulting firm, which has conducted mineral exploration in Alaska since 1985. Its team of engineers and geoscientists combined with its geographic information systems (GIS) database allows Avalon to synthesize existing geological, geochemical and geophysical data and identify specific target areas for ground evaluation and/or acquisition. Avalon s exploration team has identified or conducted discovery drilling on several gold deposits in Alaska and has completed digital GIS compilations of the Tintina Gold Belt, a regional-scale mineral province stretching from southwest Alaska to the southern Yukon Territory. Avalon also has experience exploring for copper, nickel and platinum group elements (Cu-Ni-PGE) deposits and also created a comprehensive GIS compilation of PGE prospects in Alaska, an internally-owned database that contains data on over 200 PGE occurrences in Alaska. In 2002, Avalon expanded its digital database to the identification and acquisition of rare earth element prospects in Alaska.

Work schedules vary widely from a 7 day per week, 30-day minimum schedule for field related geologists and geological engineers to 40-hours per week schedules for geographic information system and management staff. Because the Company does not have experience exploring or evaluating gold or rare earth element prospects, we rely on Avalon s exploration expertise to determine whether our exploration activities will be likely to develop

commercially viable deposits. Avalon s mineral exploration services include pre-field planning, in-progress evaluation/modification and post-field critical review. Avalon will continue to work in conjunction with the Company to identify new properties and will conduct the initial exploration for such properties. If the exploratory work on the properties should prove successful, the Company could develop a wholly-owned mining operation entity to conduct mining operations, contract with mining companies to extract mineral ore from our properties or enter into a joint venture with or sale of our properties to an established mining company.

Services Provided by Tetlin Village Members

Since the start of the term of our Tetlin Lease, the Company has worked closely with the Tetlin Tribal Council to train and employ Tetlin residents during Tetlin project exploration programs. Currently, there are more than 15 Tetlin residents working on the Tetlin project exploration program, employed on a seasonal basis through Avalon. Their duties include reconnaissance soil, stream sediment and pan concentrate sampling, diamond drill core processing, drill pad construction and related tasks, expediting services, food services, database management, vehicle transportation and maintenance services, reclamation activities, and project management tasks.

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On October 15, 2010, the Company entered into a consulting agreement, as amended from time to time (the Consulting Agreement), with the Chief of the Tetlin Village (the Consultant). The Consultant has special knowledge and experience with governmental affairs and tribal affairs issues and operates an independent consulting practice. Under the terms of the Consulting Agreement, the Consultant assists the Company in negotiations with other native tribes to lease additional properties and assists the Company with State of Alaska and Federal governmental affairs issues. The Company pays the Consultant $5,000 per month and certain lodging costs while Consultant is in Fairbanks, Alaska, in exchange for his services. In addition, the Company can pay discretionary bonuses for assistance in the Company s efforts to acquire additional acreage in Alaska. Since inception, the Company has paid the Consultant $80,000 for such assistance. Of this amount, $15,000 was paid during the fiscal year ended June 30, 2013.

Community Affairs

The Company s activities have increased road traffic and general activity on the Tetlin lands. The Company has budgeted $500,000 for the 2013 exploration season for road and infrastructure improvements and general community support. During the fiscal year ended June 30, 2013, the Company expended approximately $208,000 on road work, snow plowing, flood relief, winter fuel, village repairs and charitable contributions. During July 2013, the Company expended approximately $190,000 on additional road work, infrastructure improvements and community projects in the Tetlin community.

In August 2013, the Company advanced $100,000 to the Tetlin Village Council under a Promissory Note (the Tetlin Note) for road improvements. Under the terms of the Tetlin Note, the advance will be repaid without interest on the earlier of (i) October 1, 2013 or (ii) a date that is within five days following the date the Tetlin Village Council receives funds from the State of Alaska for road improvements.

Marketing and Pricing

Should our exploratory drilling activities prove to be successful, the Company expects to market the project to a larger, experienced mining concern qualified to bring the property to a production stage. We may also enter into joint ventures with or sell some or all of our properties to a third party. We do not currently have a market for any minerals that may be derived from our properties. As a result, the Company s revenues are expected to be determined by the success of our exploration and any subsequent mining activities and by prevailing prices for gold and rare earth elements. Market prices are dictated by supply and demand, and the Company cannot predict or control the price it will receive for gold ore and rare earth elements.

Adverse Climate Conditions

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

Competition

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

resources and in-house technical expertise. In addition, we will compete with others in efforts to obtain financing to explore our mineral properties.

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

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

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Government Regulation

Our mineral exploration activities are generally affected by various laws and regulations, including environmental, conservation, tax and other laws and regulations relating to the exploration of minerals. Various Federal and Alaskan laws and regulations often require permits for exploration activities and also cover extraction of minerals. In addition, our Tetlin Lease is located on land leased from the Tetlin Village Council. Federally recognized Native American tribes are independent governments, with sovereign powers, except as those powers may have been limited by treaty or by the United States Congress. Such tribes maintain their own governmental systems and often their own judicial systems and have the right to tax, and to require licenses and to impose other forms of regulation and regulatory fees, on persons and businesses operating on their lands. As sovereign nations, federally recognized Native American tribes are generally subject only to federal regulation. States do not have the authority to regulate them, unless such authority has been specifically granted by Congress, and state laws generally do not directly apply to them and to activities taking place on their lands, unless they have a specific agreement or compact with the state or federal government allowing for the application of state law. We will continue to use our best efforts to ensure that the Company is in compliance with all applicable laws and regulations but the denial of permits required to explore for or mine ore may prevent us from realizing any revenues arising from the presence of minerals on our properties.

Environmental Regulation

The Company believes that it is currently operating in compliance with all environmental regulations. While the Alaska Department of Natural Resources, Office of Project Management and Permitting coordinates the permitting of mine projects on state lands, it has no jurisdiction on Native American land such as the Tetlin Lease. However, the Company has voluntarily elected, with the concurrence of the Chief of Tetlin Village and the Tetlin Village Council, to conduct its mineral exploration and development activities under the same terms and conditions as required on State of Alaska mining claims.

The Company has applied for and been issued Hard Rock Exploration permits and Temporary Water Use Permits covering past and planned activities on the Tetlin Property. These permits were issued to the Company by the Alaska Department of Natural Resources in 2012 and 2013 and consist of the following multi-year permits:

1. Alaska Hard Rock Exploration and Reclamation Permit #2626 covering exploration drilling activities on the Tetlin Lease. This permit extends through December 31, 2015. Each year during the term of the permit, the Company will submit a reclamation statement detailing reclamation actions taken and a letter of intent to do reclamation for the following year.

2. Alaska Temporary Water Use Permits F2011-51 and F2012-157, each allowing a seasonal average water use of 21,600 gallons per day during the period May 20 to October 15 during calendar years 2011 through 2016. These water use authorizations are specific to Alaska Hard Rock Exploration permit #2626;

The State of Alaska permits were issued to the Company to cover its access road, drill pad and core drilling impacts. The Company does not anticipate requiring additional permits or being subject to additional fees under its existing permits under local, State of Alaska or federal regulations in 2013 or 2014. Reclamation of surface disturbance, if any, associated with our exploration activities is conducted concurrently where required.

The Company also has received a Nationwide Permit #6, Permit #POA-2013-286, from the U.S. Department of the Army Corps of Engineers with respect to the Company s intended drilling and access-related disturbances on wetlands

within the Tetlin Lease, which is valid through March 18, 2017. However, much of the land covered by such permit has been burned by natural wildfires since the lands were classified as wetlands more than 20 years ago. As a consequence of the wildfires and natural habitat changes that have taken place since the wildfires, a portion of the Tetlin Property may no longer be considered wetlands according to Corps of Engineers guidelines. As a consequence, the Company has initiated a wetlands determination process whereby portions of the lands covered by this permit will be reclassified as non-wetlands. This wetlands determination process will be paid for by the Company and will be conducted by ABR, Inc., an independent environmental consulting firm that is recognized by a U.S. Department of the Army Corps of Engineers. Initial steps in the Company s wetlands determination process on the Tetlin Property are not expected to be completed until late 2013.

The Company has only begun collecting baseline environmental data during the summer exploration season in 2012 and has not developed a comprehensive environmental permitting strategy as the Company remains in an exploration stage. If and when its exploration work is significantly advanced that additional baseline environmental studies and prefeasibility studies are desirable, the Company will be required to expend considerable funds and resources for an environmental impact statement and related studies to advance any mining project.

Any future mining operations are subject to local, state and federal regulation governing environmental quality and pollution control, including air quality standards, greenhouse gas, waste management, reclamation and restoration of properties, plant and wildlife protection, handling and disposal of radioactive substances, and employee health and safety. Extraction of mineral ore is subject to stringent environmental regulation by state and federal authorities, including the Environmental Protection Agency. Such regulation can increase the cost of planning, designing, installing and operating mining facilities or otherwise delay, limit or prohibit planned operations.

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Significant fines and penalties may be imposed for failure to comply with environmental laws. Some environmental laws provide for joint and several strict liability for remediation of releases of hazardous substances. In addition, we may be subject to claims alleging personal injury or property damage as a result of alleged exposure to hazardous substances.

The Federal Mine Safety and Health Act of 1977 and regulations promulgated thereunder as well as the State of Alaska Department of Labor and Workforce Development impose a variety of health and safety standards on numerous aspects of employee working conditions related to mineral extraction and processing operations, including the training of personnel, operating procedures and operating equipment. In addition, the Company may be subject to additional state and local mining standards. The Company believes that it currently is in compliance with applicable mining standards; however, we cannot predict whether changes in standards or the interpretation or enforcement thereof will have a material adverse effect on our business, financial condition or otherwise impose restrictions on our ability to conduct mining operations.

A typical time frame for baseline environmental studies and permitting for a gold mine in Alaska may consume a decade or more. There are numerous state and federal permits and authorizations required from many different state and federal agencies. Federal legislation and regulations adopted and administered by the U.S. Environmental Protection Agency, Forest Service, Bureau of Land Management, Fish and Wildlife Service, Mine Safety and Health Administration, and other federal agencies, legislation such as the Federal Clean Water Act, Clean Air Act, National Environmental Policy Act, Endangered Species Act, and Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA) and various laws and regulations administered by the State of Alaska, including the Alaska Department of Fish and Game, the Alaska Department of Environmental Conservation, Alaska Department of Transportation and Public Facilities and the Alaska Department of Natural Resources have a direct bearing on exploration and mining operations conducted in Alaska. These regulations will make the process for preparing and obtaining approval of a plan of operations much more time-consuming, expensive, and uncertain. The Alaska Department of Natural Resources coordinates the permitting of mining operations in the State of Alaska and has developed a process to integrate federal, state and local government requirements to obtain mine permits, and also provides an opportunity for public comment. Plans of operation will be required to include detailed baseline environmental information and address how detailed reclamation performance standards will be met. In addition, all activities for which plans of operation are required will be subject to a new standard of review by the U.S. Bureau of Land Management, which must make a finding that the conditions, practices or activities do not cause substantial irreparable harm to significant scientific, cultural, or environmental resource values that cannot be effectively mitigated.

CERCLA generally imposes joint and several strict liability for costs of investigation and remediation and for natural resource damages, with respect to the release of hazardous substances (as designated under CERCLA) into the environment. CERCLA also authorizes the EPA, and in some cases, third parties, to take action in response to threats to the public health or the environment and to seek to recover from the potentially responsible parties the costs of such action. Our mining operations may generate wastes that fall within CERCLA s definition of Hazardous Substances.

Employees

The Company has four part-time employees. Of these, three are officers of the Company. Brad Juneau is the Chairman, President and Chief Executive Officer of the Company and is responsible for the management of the Company. Sergio Castro is the Vice President, Chief Financial Officer, Treasurer and Secretary of the Company and is responsible for the financial affairs of the Company. Yaroslava Makalskaya is the Vice President, Controller and Chief Accounting Officer of the Company and is responsible for the Company s accounting. Mr. Juneau, Mr. Castro, Ms. Makalskaya and the fourth employee each devote approximately 10% of their time to the Company s business.

The Company also uses the services of independent consultants and contractors, including JEX, to perform various professional services, including land acquisition, legal, environmental and tax services. In addition, the Company utilizes the services of Avalon to perform geological, exploration and drilling operation services and independent third party engineering firms to evaluate any reserves.

Directors and Executive Officers

The following table sets forth the names, ages and positions of our directors and executive officers:

Name	Age	Position
Brad Juneau	53	Chairman, President, and Chief Executive Officer
Sergio Castro	44	Vice President, Chief Financial Officer, Treasurer and Secretary
Yaroslava Makalskaya	44	Vice President, Controller and Chief Accounting Officer
Joseph Compofelice	64	Director
Joseph G. Greenberg	52	Director

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Brad Juneau. Mr. Juneau, the Company s co-founder, was elected President and Chief Executive Officer in December 2012. Mr. Juneau was first appointed President, Acting Chief Executive Officer and director in August 2012 when the Company s co-founder, Mr. Kenneth R. Peak took a medical leave of absence. Mr. Juneau was appointed Chairman of the Board in April 2013. Mr. Juneau is the sole manager of the general partner of JEX. Prior to forming JEX in 1998, Mr. Juneau served as senior vice president of exploration for Zilkha Energy Company from 1987 to 1998. Prior to joining Zilkha Energy Company, Mr. Juneau served as staff petroleum engineer with Texas International Company for three years, where his principal responsibilities included reservoir engineering, as well as acquisitions and evaluations. Prior to that, he was a production engineer with Enserch Corporation in Oklahoma City. Mr. Juneau holds a BS degree in petroleum engineering from Louisiana State University. Mr. Juneau was elected a director of Contango in April 2012.

Sergio Castro. Mr. Castro has been Vice President, Chief Financial Officer, Treasurer and Secretary of the Company since its inception. Mr. Castro joined Contango in March 2006 as Treasurer, was appointed Vice President, Treasurer and Secretary in April 2006 and Chief Financial Officer in June 2010. Prior to joining Contango, Mr. Castro was a Consultant for UHY Advisors TX, LP from 2004 to 2006. From 2001 to 2004, Mr. Castro was a lead credit analyst for Dynegy Inc. From 1997 to 2001, Mr. Castro worked as an auditor for Arthur Andersen LLP, where he specialized in energy companies. Mr. Castro was honorably discharged from the U.S. Navy in 1993 as an E-6, where he served onboard a nuclear powered submarine. Mr. Castro received a BBA in Accounting in 1997 from the University of Houston, graduating summa cum laude. Mr. Castro is a Certified Public Accountant and Certified Fraud Examiner.

Yaroslava Makalskaya. Ms. Makalskaya has been Vice President, Controller and Chief Accounting Officer of the Company since its inception. Ms. Makalskaya has been Vice President, Controller and Chief Accounting Officer of Contango since June 2010 and has over 20 years of experience in accounting and finance, including 13 years in public accounting. Prior to joining Contango, Ms. Makalskaya was a director of the Transaction Services practice at PricewaterhouseCoopers, where she assisted clients with M&A transactions as well as advised clients with complex accounting and financial reporting issues. Prior to July 2008 Ms. Makalskaya was a Senior Manager in the audit practice of PricewaterhouseCoopers and Arthur Andersen, where her clients included many US and international companies in energy, utilities, mining and other sectors. Ms. Makalskaya holds a MS degree in Economics from Novosibirsk State University in Russia. Ms. Makalskaya is a Certified Public Accountant.

Joseph Compofelice. Mr. Compofelice has been a director of the Company since its inception. Mr. Compofelice has served as Managing Director of Houston Capital Advisors, a boutique financial advisory, mergers and acquisitions investment service since January 2004. Mr. Compofelice served as Chairman of the Board of Trico Marine Service, a provider of marine support vessels serving the international natural gas and oil industry, from 2004 to 2010 and as its Chief Executive Officer from 2007 to 2010. Mr. Compofelice was President and Chief Executive Officer of Aquilex Services Corp., a service and equipment provider to the power generation industry, from October 2001 to October 2003. From February 1998 to October 2000 he was Chairman and CEO of CompX International Inc., a provider of components to the office furniture, computer and transportation industries. From March 1994 to May 1998 he was Chief Financial Officer of NL Industries, a chemical producer, Titanium Metals Corporation, a metal producer and Tremont Corp. Mr. Compofelice received his BS at California State University at Los Angeles and his MBA at Pepperdine University.

Joseph G. Greenberg. Mr. Greenberg has been a director of the Company since its inception. Mr. Greenberg is founder and President of Alta Resources, L.L.C., an oil and natural gas exploration company. Prior to founding Alta Resources in 1999, Mr. Greenberg worked as an exploration geologist for Shell Oil Company and Edge Petroleum Company. Mr. Greenberg received a BS in Geology and Geophysics from Yale University in 1983, and a Masters in Geological Sciences from the University of Texas at Austin in 1986. He has over twenty-five years of diversified experience in oil and gas exploration.

Kenneth R. Peak. Mr. Peak, the Company s co-founder, was Chairman of the Board, Chief Executive Officer and a director of the Company since its inception as a wholly-owned subsidiary of Contango. In August 2012, Mr. Peak received a medical leave of absence from his responsibilities at the Company. Mr. Peak passed away in April 2013. Mr. Peak also founded Contango in 1999 and until August 2012 was its Chairman and Chief Executive Officer. Mr. Peak entered the energy industry in 1973 as a commercial banker and held a variety of financial and executive positions in the oil and gas industry prior to founding Contango in 1999. Mr. Peak served as an officer in the U.S. Navy from 1968 to 1971. Mr. Peak received a BS in physics from Ohio University in 1967, and a MBA from Columbia University in 1972. He was also a director of Patterson-UTI Energy, Inc., a provider of onshore contract drilling services to exploration and production companies in North America.

The Board of Directors is responsible for managing the Company in accordance with the provisions of the Company s Bylaws and Certificate of Incorporation and applicable law. The number of directors which constitutes the Board of Directors is established by the Board, subject to a minimum of three and a maximum of seven directors. Except as otherwise provided by the Bylaws for filling vacancies on the Company s Board of Directors, the Company s directors are elected at the Company s annual meeting of stockholders and hold office until their respective successors are elected, or until their earlier resignation or removal. Our executive officers are elected annually by the Board and serve until their successors are duly elected and qualified or until their earlier resignation or removal. There are no family relationships between our directors or executive officers.

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The Board of Directors elected Mr. Juneau as Chairman of the Board and Chief Executive Officer for a number of reasons. Mr. Juneau is the co-founder of the Company and beneficially owns approximately 3% of the Company s common stock, making him one of the largest shareholders. Mr. Juneau has been an active entrepreneur who founded JEX and built the business into a successful exploration company.

Corporate Offices

The Company does not lease office space, but rather uses the corporate offices leased by Contango. Contango s 60 month lease agreement at 3700 Buffalo Speedway, Ste 960, Houston, TX 77098 expires on February 29, 2016.

Code of Ethics

We adopted a Code of Ethics for senior management in September 2010. A copy of our Code of Ethics is filed as an Exhibit to this Form 10-K and is also available on our website at www.contangoore.com.

Available Information

You may read and copy all or any portion of this annual report on Form 10-K, our quarterly reports on Form 10-Q and current reports on Form 8-K, as well as any amendments and exhibits to those reports, without charge at the office of the Securities and Exchange Commission (the SEC) in Public Reference Room, 100 F Street NE, Washington, DC, 20549. Information regarding the operation of the public reference rooms may be obtained by calling the SEC at 1-800-SEC-0330. In addition, filings made with the SEC electronically are publicly available through the SEC s website at http://www.sec.gov, and at our website at http://www.contangoore.com. This annual report on Form 10-K, including all exhibits and amendments, has been filed electronically with the SEC.

Item 1A. RISK FACTORS

In addition to other information set forth elsewhere in this Form 10-K, you should carefully consider the following factors when evaluating the Company. An investment in the Company is subject to risks inherent in our business as an exploration stage company. The value of an investment in the Company may decrease, resulting in a complete loss of your investment. The risk factors below are not all inclusive.

The probability that an individual prospect will contain commercial grade reserves is extremely remote.

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

The price of gold and the gold mining industry have suffered dramatic declines in the past year.

With the price of gold declining over 20% since the beginning of the calendar year, many large mining companies have announced the closure of existing gold mines and a moratorium on new gold mine development. In the future, the Company may seek an experienced mining joint venture partner or the possible sale of its Tetlin Lease discovery to a large gold mining company, and this decline in the industry may reduce the number of potential candidates and the potential value for such a transaction.

We may not have sufficient capital to operate our business following the completion of our 2013 exploration program and may be required to cease operations.

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

Our ability to successfully execute our business plan is dependent on our ability to obtain adequate financing.

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

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

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

Our continued viability depends on the exploration, permitting, development and operation of our Tetlin Property, which is the only material property of the Company.

Our only material project at this time is our Tetlin Lease, which is in the exploration stage. Our continued viability is based on successfully implementing our strategy, including performing appropriate exploratory and engineering work and evaluating such work, permitting and construction of a mine and processing facilities in a reasonable timeframe.

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

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

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

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

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

Because we have only four part-time employees, none of whom are mineral geoscientists or have experience in the mining industry, we depend upon our consultant, Avalon, for the success of our exploration projects and expect to remain so for the foreseeable future. Our ability to continue conducting exploration activities is in large part dependent upon the efforts of our consultant. As a result, we have limited control over the exploratory operations on the properties. In addition, highly qualified explorationists and engineers are difficult to attract and retain. We are dependent upon Avalon for assistance in acquiring acreage for our exploration projects in Alaska, planning work programs, conducting field work and interpreting assay results, and expect to remain dependent for the foreseeable future. As a result, the loss of the services of our consultant could have a material adverse effect on us and could prevent us from pursuing our business plan.

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

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

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

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

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

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

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

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

Ground or slope failures;

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

Equipment failures or accidents;

Adverse weather conditions;

Compliance with governmental requirements and laws, present and future;

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

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

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

We have no assurance of title to our properties.

We hold 89,917 acres in the form of State of Alaska unpatented mining claims for gold exploration. We also hold 3,440 acres in unpatented U.S. Federal mining claims for REE exploration. Unpatented mining claims are unique property interests, in that they are subject to the paramount title of, the State of Alaska or the U.S. Federal government, as applicable, and rights of third parties to uses of the surface within their boundaries, and are generally considered to be subject to greater title risk than other real property interests. The validity of all State of Alaska unpatented mining claims is dependent upon inherent uncertainties and conditions.

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

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

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

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

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

We will compete with a broad range of mining companies with far greater resources in our exploration activities. Several mining companies concentrate drilling efforts on one type of mineral and thus may enjoy economies of scale and other efficiencies. However, our drilling strategies currently include exploring for gold ore and associated minerals. As a result, we may not be able to compete effectively with such companies. We will also compete for the equipment and labor required to operate and to develop our properties if our exploration activities are successful. Most of our competitors have substantially greater financial resources than we do. These competitors may be able to evaluate, bid for and purchase a greater number of properties and prospects than we can. In addition, most of our competitors have been operating for a much longer time than we have and have substantially larger staffs. Gold and rare earth minerals processing requires complex and sophisticated processing technologies. We have no experience in the minerals processing industry.

We have only owned mining properties since the acquisition by our predecessors of the properties in 2009 and 2010. Furthermore, no member of our management has any technical training or experience in minerals exploration or mining. Because of our limited operating history, we have limited insight into trends that may emerge and affect our business. We may make errors in predicting and reacting to relevant business trends and will be subject to the risks,

uncertainties and difficulties frequently encountered by early-stage companies in evolving markets such as ours. We may not be able to compete effectively with more experienced companies or in such a highly competitive environment.

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

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

Global economic conditions;

Domestic and foreign tax policy;

The price of foreign imports of gold and rare earth elements, and products derived from the foregoing;

The cost of exploring for, producing and processing mineral ore;

Available transportation capacity; and

The overall supply and demand for minerals.

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

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

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

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

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

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

The successful implementation of our business strategy and handling of other issues integral to the fulfillment of our business strategy depends, in part, on our management team, as well as our consultant, Avalon, and its geoscientists, geologists, engineers and other professionals engaged by Avalon. The loss of key members of our management team or the professional staff at Avalon could have a material adverse effect on our business, financial condition and operating results.

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

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

Require that we obtain permits before commencing mining work;

Restrict the substances that can be released into the environment in connection with mining work;

Impose obligations to reclaim land in order to minimize long term effects of land disturbance;

Limit or prohibit mining work on protected areas.

Under these laws and regulations, we could be liable for personal injury and clean-up costs and other environmental and property damages, as well as administrative, civil and criminal penalties. We maintain only limited insurance coverage for sudden and accidental environmental damages. Accordingly, we may be subject to liability, or we may be required to cease production from properties in the event of environmental damages. Compliance with environmental laws and regulations and future changes in these laws and regulations may require significant capital outlays, cause material changes or delays in our current and planned operations and future activities and reduce the profitability of operations. It is possible that future changes in these laws or regulations could increase operating costs or require capital expenditures in order to remain in compliance. Any such changes could have an adverse effect on our Tetlin Property, our business, financial condition and results of operations.

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

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

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

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

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

In December 2012, our Board of Directors adopted a shareholder rights plan, which was amended on March 21, 2013 (as amended, the Rights Plan), pursuant to which one preferred stock purchase right was distributed as a dividend on each share of our Common Stock held of record as of the close of business on December 20, 2012. The Rights Plan is designed to deter coercive takeover tactics and to prevent an acquirer from gaining control of the Company without offering a fair price to all of our stockholders. The existence of the Rights Plan, however, could have the effect of making it more difficult for a third party to acquire a majority of our outstanding Common Stock, and thereby adversely affect the market price of our Common Stock.

In addition, our certificate of incorporation, bylaws and the Delaware General Corporation Law contain provisions that may discourage unsolicited takeover proposals. These provisions could have the effect of inhibiting fluctuations in the market price of our common stock that could result from actual or rumored takeover attempts, preventing changes in our management or limiting the price that investors may be willing to pay for shares of common stock. Among other things, these provisions:

Limit the personal liability of directors;

Limit the persons who may call special meetings of stockholders;

Prohibit stockholder action by written consent;

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

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

Impose restrictions on business combinations with some interested parties.

Our common stock is thinly traded.

There are approximately 3.8 million shares of our common stock outstanding, with directors, employees, and our technical consultant owning approximately 7.9% of our common stock and the Estate of Mr. Kenneth R. Peak, our former Chairman, owning approximately 20.0% of our common stock. Since our common stock is thinly traded, the purchase or sale of relatively small common stock positions may result in disproportionately large increases or decreases in the price of our common stock.

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

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

Item 1B. UNRESOLVED STAFF COMMENTS

None

Item 2. PROPERTIES

Our properties are located in the State of Alaska, and principally consist of a mineral lease and unpatented mining claims. Only our Tetlin Property is a material property of the Company. None of the known prospects on the Tetlin Property is known to host quantifiable mineral reserves as defined by SEC Industry Guide 7.

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We believe that we hold good title to our properties in accordance with standards generally accepted in the minerals industry. As is customary in the mining industry, we conduct only a perfunctory title examination at the time we acquire a property. Before we begin any mining activities, however, we will conduct a full title examination and perform curative work on any defects that we deem significant.

Lease with Tetlin Village Council

JEX entered into the Tetlin Lease with the Tetlin Village Council, effective as of July 15, 2008. An undivided 50% leasehold interest was sold to Contango Mining pursuant to the Joint Exploration Agreement dated as of September 29, 2009 in exchange for $1 million and a 1% overriding royalty interest. JEX transferred its remaining 50% leasehold interest to Contango Mining as of September 15, 2010 in exchange for an increased overriding royalty aggregating 3% pursuant to an Amended ORRI Agreement. The Tetlin Lease covers approximately 675,000 acres of land, provides for an initial term of ten (10) years, with an option to renew the acreage for an additional ten years, or so long as we continue conducting mining operations on the Tetlin Lease. While the Company is required to spend $350,000 per year annually until July 15, 2018 in exploration costs pursuant to the Tetlin Lease, the Company s exploration expenditures on the Tetlin Property through its 2012 exploration program satisfied this requirement because under the Tetlin Lease, exploration funds spent in any year in excess of $350,000 are credited toward future years exploration cost requirements.

If the Tetlin Lease is placed into commercial production of precious or non-precious metals, we will be obligated to pay a production royalty to the Native Village of Tetlin, ranging from 2.0% to 5.0%. The Company has purchased 0.75% of this production royalty for $225,000, which reduces the production royalty to a range of 1.25% to 4.25%. On or before July 15, 2020, the Tetlin Village Council has the option to repurchase the 0.75% production royalty for $450,000, or a portion thereof. Until such time as production royalties begin, the Company originally paid the Tetlin Village Council an advance minimum royalty of $50,000 per year, which shall be credited toward any production royalty payable to the Tetlin Village Council. On July 15, 2012, the advance minimum royalty increased to $75,000 per year, and subsequent years are escalated by an inflation adjustment. In November 2012, the Company prepaid the $75,000 advance minimum royalty that is due to the Tetlin Village Council on July 15, 2013, and in May 2013, the Company prepaid $40,000 of the $75,000 advance minimum royalty that is due to the Tetlin Village Council on July 15, 2014.

Gold Mining Claims

A listing of our State of Alaska unpatented mining claims as of June 30, 2013 for gold and associated minerals are listed in Exhibit 99.1, 99.3, 99.4, 99.5, and 99.6. These mining claims are not material and are not known to host quantifiable mineral reserves as defined by SEC Industry Guide 7.

REE Mining Claims

A listing of our Federal mining claims as of June 30, 2013 for rare earth elements are listed in Exhibit 99.2. These mining claims are not material and are not known to host quantifiable mineral reserves as defined by SEC Industry Guide 7.

Location of and Access to our Tetlin Property

Our Tetlin Property is located in the Tetlin Hills and Mentasta Mountains of eastern interior Alaska, 300 kilometers southeast of the city of Fairbanks and 20 kilometers southeast of Tok, Alaska. The Tetlin Lease covers an area measuring approximately 80 kilometers north-south by 60 kilometers east-west in eastern Interior Alaska.

The Tetlin Property is accessible via helicopter and via road. The 23-mile long Tetlin Village Road is an all-weather gravel road connecting the village with the town of Tok on the Alaska Highway. The majority of our Tetlin Property is accessible only via helicopter, although many winter trails exist in the Tetlin Hills and Mentasta Mountains in the northern and southwestern parts of the Properties, respectively. Winter trails link Tetlin Village to the village of Old Tetlin and continue south to the Tetlin River airstrip, a 1,500 foot long unmaintained gravel strip located in the Tetlin River Valley. Winter trails also provide access to the Tuck Creek valley from the village of Mentasta on the Tok Cutoff Highway.

Two seasonal dirt roads have been permitted and constructed through the Tetlin Village to allow surface access to the Chief Danny gold-copper-silver prospect in the northern Tetlin Hills. Both of these roads begin along the Tetlin Village Road and extend to the Chief Danny project and access to both roads is controlled by gates at their junction with the Tetlin Village Road.

The paved Alaska Highway passes near the northern edge of the Tetlin Property as does the southern terminus of the Taylor Highway where it joins the Alaska Highway at Tetlin Junction. The 23-mile long Tetlin Village road provides year-round access to the northern Tetlin Hills, linking Tetlin Village to the Alaska Highway. Buried electrical and fiber-optic communications cables follow this road corridor and link Tetlin Village to the Tok power and communications grid. The Tok public electric facility is capable of generating up to 2 megawatts of power, and the nearest high capacity public electric facilities to the Tetlin Property are in Delta Junction, 107 road miles northwest of the Tetlin project and Glennallen, 138 road miles southwest of the Tetlin Property. The Company does not have any plant or equipment at its Tetlin Property, relying on contractors to perform work.

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We do not believe the Tetlin Property has been previously explored for minerals.

Gold Exploration

To date, our gold exploration has concentrated on the Tetlin Lease. Our exploration effort on the Tetlin Lease has resulted in identifying one mineral prospect (Chief Danny) and several other gold and copper leads. We have begun to drill some of these other leads as part of our 2013 exploration program. We are actively gathering surface, bedrock, and stream sediment data on the Tetlin Property. None of our exploration targets are known to host quantifiable commercial mineral resources, none have had metallurgical or mineral processing studies conducted on them and none are near or adjacent to other known significant gold or copper deposits. There has been no recorded past placer or lode mining on these leads, and other than the core drilling completed by the Company in 2011, 2012 and 2013, there has been no exploration drilling conducted on any exploration target within the Tetlin Lease.

The majority of the Tetlin Property is hosted within the Yukon-Tanana Terrane (YTT), a regionally extensive package of metamorphic rocks. Rocks of the YTT on the Tetlin Property consist primarily of more deformed, higher temperature metamorphic rocks on the northern third of the project and less deformed, lower temperature metamorphic rocks to the south. Country rocks on the Tetlin Property are intruded by poorly documented granitic rocks.

Large-scale structural features within the Tetlin Property are closely tied to movements along the Tintina-Kaltag and Denali-Farewell fault systems, two continental-scale faults between which are a series of district and prospect-scale northeast, northwest and east-west structures. Limited exposures in the northern half of the property make identification of these structures difficult. Prospect to hand-sample scale folding has been noted throughout the project area.

Although alpine glaciation has affected elevations above 4,500 feet on the southern edge of the Tetlin Property, most of the Tetlin Property escaped Pleistocene continental glaciation. However, due to its proximity to continental glaciers to the north and east, the Tetlin Property was covered by a variable thickness of wind-blown silt ranging up to 10 meters thick. This extremely fine-grained, metal-barren silt effectively masks the geochemical signature of underlying bedrock containing gold-copper-silver mineralization. Following deposition of this silt layer, the Tetlin Property was subjected to an extensive period of surface weathering, which now extends 200-300 feet below surface.

From a regional perspective, the Tetlin Property are located in the Tintina Gold Belt in rocks that are highly prospective for gold deposits as well as porphyry copper-molybdenum-gold deposits that are younger than the gold deposits of the Tintina Gold Belt. These two genetically different types of mineralization overlap in eastern Interior Alaska and the western Yukon Territory and are host to dozens of known prospects, deposits and active mines. In addition, rocks on the southern edge of the Tetlin Property are prospective for nickel-copper-platinum group element deposits. Prior to its discovery in 2009, the style of mineralization discovered on the Chief Danny prospect on our Tetlin Property was unknown in Interior Alaska. Diamond drilling results from 2011 through 2013 has revealed the presence of a distinctive suite of elements and minerals at the Peak Zone that does not match the typical characteristics of gold deposits of the Tintina Gold Belt but do share several diagnostic characteristics of gold-copper-silver skarn deposits, possibly as part of a larger porphyry copper-molybdenum-gold system. Skarn is a term that refers to a distinctive class of mineral deposits formed where limestone-bearing rocks are intruded by hot, fluid-bearing granitic rocks. The Peak Zone mineralization most closely resembles the gold-sulfide skarns mined at the Fortitude deposit in the Battle Mountain Mining District of central Nevada.

None of the known prospects on our Tetlin Property is known to host quantifiable mineral reserves as defined by SEC Industry Guide 7, none of the known prospects have had metallurgical, mineral processing or mineral economics

studies conducted on them and none of the prospects are near or adjacent to other significant gold or copper projects. None of the known prospects on our Tetlin Property was part of known historic mining operations and there are no known underground mine workings, mill processing facilities or other mine-related facilities on our Tetlin Property.

Chief Danny Prospect

The Chief Danny prospect currently is the most advanced exploration target on the Tetlin Lease and is comprised of several distinct mineralized areas, the Peak Zone, Discovery Zone, Roadcut Zone and the Saddle Zone. The Chief Danny prospect was discovered during rock, stream sediment and pan concentrate sampling in 2009 and since then has been explored using top of bedrock soil auger sampling, trenching, ground induced polarization (IP) geophysics, airborne magnetic and resistivity surveys and core drilling. Results from this work indicate the presence of a zoned metal-bearing system consisting of a gold-copper-iron enriched core covering six square miles at Chief Danny South (includes Peak, Discovery and Roadcut

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Zones) and a fault-offset arsenic-gold enriched zone to the north covering three square miles at the Saddle Zone. Mineralization remains open to expansion, particularly to the west and south. From 2009 through 2012, the Company conducted field-related exploration work at the Chief Danny prospect, including collecting the following samples:

Year	Program	Core Samples	Rock Samples	Soil Samples	Pan Con Samples	Stream Silt Samples	IP/Geophysics Core (feet)	Geophysics (meters)	Trenching (meters)
2009	Chief Danny		958	33	94	11			2,330
2010	Chief Danny		613	760	668	795		14	
2011	Chief Danny	1,267	20	688			8,057	3,957	
2012	Chief Danny	5,223	82	1,029			36,004		
	Total	6,490	1,673	2,510	762	806	44,061	3,971	2,330

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2013 Exploration Program. The majority of our 2013 exploration program is more aggressive than in previous years and is based on drilling the areas with the coincident high magnetic and low resistivity geophysical responses similar to the Peak Zone, as well as further delineating the Peak Zone itself. In June 2013, we acquired new airborne geophysical data, and based on interpretation of these data, along with existing reconnaissance data, core data, and other data sources, we have identified several exploration leads both inside and outside the Chief Danny area, as well as a deeper target underneath the Peak Zone. The Company now believes that mineralization in the Peak Zone was part of a gold skarn deposit, a genetic classification which has allowed the Company and its consultants to better interpret previous exploration results and plan future exploration efforts in and around the Peak Zone.

For our 2013 exploration program, we intend to drill an additional 20,000 feet in 20 to 30 core holes in the Peak Zone of the Chief Danny prospect. Additionally, we plan to conduct baseline water quality sampling, cultural resource assessments, wetlands mapping, acid rock drainage tests and preliminary metallurgical tests. We have budgeted approximately $3.6 million for this work which includes drilling, geochemical analyses, landholding fees and other related expenses. Pending results of our 2013 exploration program, an initial resource estimate on the Peak Zone will be prepared. An additional $750,000 has been budgeted for expanded airborne magnetic and resistivity geophysical coverage in the Tetlin Hills area, which includes the Chief Danny prospect and surrounding lands. We also intend to drill 15,000 feet in 15 to 20 core holes targeting coincident geotechnical magnetic-conductivity anomalies in other locations in the Chief Danny prospect. We have budgeted approximately $2.6 million for this work.

We currently have three exploration rigs drilling in the Peak Zone at our Chief Danny prospect to define the limits of the Peak Zone. Following completion of this infill and step-out drilling program, one rig will be dedicated to drilling another approximately 16 - 24 core holes to mature four of our six leads to either the prospect stage or condemnation. The other rigs will remain in the Peak Zone area to conduct follow-up and expansion drilling. The following table summarizes the significant drilling results to date for 2013:

Significant 2013 Drill Intercepts from the Peak Zone. Sample intervals are calculated using a 0.5 ppm lower cut off for gold with no internal intervals below cutoff grade that are greater than 10 feet thick. Intercepts shown are drill intercept lengths. True width of mineralization is not known.

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Drill Hole	Zone	From (meters)	To (meters)	Interval (meters)	Au opt	Au gpt	Ag gpt	Cu %
TET13062	Peak	6.10	9.10	3.00	0.037	1.265	6.9	0.106
TET13062	Peak	79.40	80.80	1.40	0.052	1.783	1.1	0.031
TET13062	Peak	83.20	85.10	1.90	0.024	0.822	0.9	0.026
TET13062	Peak	88.90	153.70	64.80	0.382	13.101	21.0	0.482
including	Peak	109.70	118.90	9.20	0.923	31.640	28.5	0.711
including	Peak	115.40	116.20	0.80	2.013	69.000	72.5	1.785
and	Peak	125.80	126.50	0.70	1.286	44.100	52.1	0.836
and	Peak	128.10	133.70	5.60	0.985	33.774	56.5	0.833
including	Peak	132.80	133.70	0.90	1.394	47.800	172.0	3.260
TET13063	Peak	131.11	171.60	40.49	0.483	16.550	36.1	0.732
including	Peak	146.00	148.65	2.65	2.365	81.100	178.0	3.920
and	Peak	153.35	155.14	1.79	1.671	57.300	121.0	0.762
TET13064	Peak	89.10	95.10	6.00	0.007	0.257	26.5	0.325
including	Peak	91.00	93.20	2.20	0.017	0.591	59.9	0.691
TET13064	Peak	120.50	122.90	2.40	0.016	0.549	9.2	0.202
TET13064	Peak	147.20	152.20	5.00	0.043	1.487	1.9	0.052
TET13064	Peak	156.60	189.40	32.80	0.310	10.638	6.4	0.198
including	Peak	163.00	166.50	3.50	1.213	41.586	15.3	0.461
including	Peak	163.70	164.80	1.10	2.225	76.300	19.2	0.499
and	Peak	171.00	173.60	2.60	0.712	24.400	13.4	0.494
and	Peak	174.30	177.70	3.40	0.590	20.212	7.5	0.323
and	Peak	181.50	183.50	2.00	0.680	23.300	8.4	0.295

Drill Hole	Zone	From (meters)	To (meters)	Interval (meters)	Au opt	Au gpt	Ag gpt	Cu %
TET13065	Peak	157.60	159.10	1.50	0.039	1.325	3.4	0.110
TET13065	Peak	184.45	206.93	22.48	0.034	1.160	10.5	0.403
including	Peak	186.55	188.47	1.92	0.125	4.270	15.6	0.705
and	Peak	203.00	204.50	1.50	0.153	5.240	40.7	1.290
TET13067	Peak	104.60	110.30	5.70	0.001	0.037	5.9	0.263
TET13067	Peak	114.80	125.10	10.30	0.005	0.180	18.2	0.215
TET13068	Peak		48.80	48.80	0.011	0.365	23.1	0.269
including	Peak	6.10	21.00	14.90	0.031	1.062	47.6	0.212
TET13068	Peak	54.90	79.20	24.30	0.004	0.148	10.0	0.312
TET13068	Peak	82.30	91.40	9.10	0.001	0.029	9.7	0.644
including	Peak	88.80	91.40	2.60	0.002	0.057	25.9	1.450
TET13068	Peak	94.50	98.30	3.80		0.002	2.6	0.224
TET13068	Peak	103.70	112.80	9.10	0.001	0.033	4.0	0.160
TET13068	Peak	128.40	132.30	3.90		0.002	1.2	0.120
TET13068	Peak	137.20	140.20	3.00	0.001	0.030	7.6	0.234
TET13069	Peak	54.60	63.70	9.10			3.6	0.106
TET13069	Peak	72.90	122.60	49.70	0.001	0.032	10.9	0.538
including	Peak	86.60	94.80	8.20	0.002	0.074	23.8	1.373
TET13069	Peak	136.70	141.35	4.65		0.004	4.5	0.133
TET13069	Peak	158.60	162.63	4.03	0.006	0.214	124.1	3.055

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Drill Hole	Zone	From (meters)	To (meters)	Interval (meters)	Au opt	Au gpt	Ag gpt	Cu %
including	Peak	160.60	161.09	0.49	0.026	0.882	343.0	7.260
TET13070	Peak	116.80	154.92	38.12	0.053	1.815	1.8	0.040
including	Peak	134.80	136.36	1.56	0.116	3.970	3.3	0.125
and	Peak	151.55	154.92	3.37	0.235	8.056	6.4	0.100
TET13071	Peak	78.90	87.30	8.40	0.045	1.544	26.0	0.725
including	Peak	79.40	82.00	2.60	0.093	3.200	44.3	1.140
TET13071	Peak	98.80	100.80	2.00	0.023	0.792	7.7	0.309
TET13071	Peak	105.90	108.30	2.40	0.013	0.456	11.2	0.387
TET13071	Peak	146.00	157.88	11.88	0.088	3.032	1.0	0.034
including	Peak	147.60	148.90	1.30	0.586	20.100	9.2	0.209
TET13071	Peak	161.20	162.45	1.25	0.177	6.080	1.2	0.044
TET13071	Peak	167.10	174.40	7.30	0.034	1.159	2.1	0.108
TET13071	Peak	177.30	178.80	1.50	0.140	4.797	20.3	0.410
including	Peak	178.30	178.80	0.50	0.316	10.850	27.7	0.344
TET13071	Peak	183.80	186.50	2.70	0.016	0.561	13.5	0.157
TET13072	Peak	95.71	99.96	4.25	0.045	1.535	4.2	0.139
TET13072	Peak	170.99	177.24	6.25	0.041	1.411	2.6	0.083
including	Peak	175.96	177.24	1.28	0.121	4.158	6.8	0.226
TET13072	Peak	182.13	189.55	7.42	0.067	2.293	10.6	0.108
including	Peak	182.85	183.34	0.49	0.259	8.870	48.2	0.172
and	Peak	185.06	186.02	0.96	0.217	7.450	11.6	0.137
TET13072	Peak	193.26	199.82	6.56	0.030	1.022	7.0	0.286
TET13073	Peak	139.77	145.14	5.37	0.030	1.040	19.1	0.186
TET13073	Peak	153.16	154.84	1.68	0.033	1.115	4.9	0.031
TET13073	Peak	170.23	176.22	5.99	0.042	1.438	4.1	0.071

Drill Hole	Zone	From (meters)	To (meters)	Interval (meters)	Au opt	Au gpt	Ag gpt	Cu %
including	Peak	175.14	176.22	1.08	0.106	3.630	4.4	0.063
TET13073	Peak	180.79	185.32	4.53	0.035	1.186	12.8	0.201
including	Peak	180.79	182.27	1.48	0.099	3.400	19.3	0.274
TET13073	Peak	188.37	192.64	4.27	0.009	0.301	6.4	0.160
TET13074	Peak	62.00	63.70	1.70	0.001	0.024	28.6	0.232
TET13074	Peak	78.90	84.10	5.20	0.012	0.397	85.8	0.263
including	Peak	79.60	80.20	0.60	0.062	2.120	104.0	0.229
and	Peak	83.00	84.10	1.10	0.001	0.023	192.0	0.122
TET13074	Peak	93.40	105.80	12.40		0.004	2.0	0.596
including	Peak	99.70	100.40	0.70		0.006	7.6	1.225
and	Peak	104.80	105.80	1.00			3.0	2.320
TET13075	Peak	22.80	35.00	12.20	0.001	0.025	5.6	0.193
TET13075	Peak	83.70	134.50	50.80	0.002	0.057	8.1	0.354
including	Peak	86.30	86.90	0.60			9.3	1.400
and	Peak	93.70	94.20	0.50	0.004	0.132	25.4	1.030
and	Peak	96.10	96.70	0.60		0.017	43.9	1.395
and	Peak	129.00	129.50	0.50	0.004	0.149	39.6	1.345
TET13076	Peak	84.89	103.40	18.51		0.002	0.9	0.108

TET13076	Peak	107.80	160.58	52.78	0.001	0.042	17.6	0.696
including	Peak	139.90	144.40	4.50	0.002	0.081	90.0	3.148

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Drill Hole	Zone	From (meters)	To (meters)	Interval (meters)	Au opt	Au gpt	Ag gpt	Cu %
including	Peak	143.70	144.40	0.70		0.009	239.0	8.320
and	Peak	153.39	154.60	1.21	0.002	0.054	94.0	2.474
and	Peak	157.70	158.20	0.50	0.001	0.018	52.8	2.040
TET13077	Peak	44.96	49.80	4.84		0.002	4.7	0.160
TET13077	Peak	135.48	162.12	26.64	0.001	0.022	34.6	1.110
including	Peak	158.19	161.24	3.05	0.001	0.030	235.0	5.870
and	Peak	161.24	162.12	0.88	0.002	0.057	84.8	2.520
TET13078	Peak	77.06	80.34	3.28	0.338	11.592	4.7	0.174
including	Peak	77.76	78.50	0.74	0.744	25.500	13.0	0.488
TET13078	Peak	89.90	105.00	15.10	0.068	2.332	4.2	0.176
including	Peak	89.90	90.74	0.84	0.226	7.750	38.7	1.130
TET13078	Peak	110.20	112.10	1.90	0.048	1.650	1.5	0.062
TET13079	Peak	12.19	17.27	5.08	0.001	0.037	23.4	0.024
TET13079	Peak	68.42	84.13	15.71	0.005	0.181	12.5	0.337
TET13079	Peak	115.88	116.89	1.01	0.076	2.590	2.8	0.089
TET13079	Peak	120.04	157.89	37.85	0.127	4.366	3.7	0.203
including	Peak	151.96	155.97	4.01	0.602	20.648	8.3	0.315
TET13080	Peak	138.99	157.38	18.39	0.185	6.333	3.1	0.077
including	Peak	152.10	153.00	0.90	1.954	67.000	6.3	0.170
and	Peak	153.80	154.44	0.64	0.860	29.500	4.8	0.151
TET13082	Peak	5.79	32.16	26.37	0.031	1.049	36.5	0.224
including	Peak	9.50	10.08	0.58	0.790	27.100	231.0	0.170
TET13082	Peak	36.40	93.38	56.98	0.166	5.695	12.5	0.352
including	Peak	70.25	75.90	5.65	0.343	11.759	4.9	0.522
and	Peak	86.87	93.38	6.51	0.669	22.953	68.6	0.677

Drill Hole	Zone	From (meters)	To (meters)	Interval (meters)	Au opt	Au gpt	Ag gpt	Cu %
TET13082	Peak	111.20	116.13	4.93	0.005	0.188	9.1	0.377
TET13083	Peak	112.46	115.52	3.06	0.100	3.420	8.4	0.070
TET13083	Peak	126.30	131.15	4.85	0.159	5.468	8.2	0.364
including	Peak	126.30	127.10	0.80	0.395	13.550	6.6	0.259
TET13083	Peak	134.26	135.54	1.28	0.048	1.640	8.5	0.337
TET13083	Peak	143.16	143.65	0.49	0.011	0.384	113.0	3.620
TET13085	Peak	117.80	120.85	3.05	0.015	0.513	10.4	0.228
TET13085	Peak	130.13	132.58	2.45	0.037	1.277	22.9	0.573
TET13085	Peak	135.70	175.16	39.46	0.089	3.041	77.6	1.557
including	Peak	135.70	149.61	13.91	0.226	7.761	158.9	3.579
TET13088	Peak		6.10	6.10	0.031	1.075	2.8	0.105
TET13088	Peak	19.18	23.62	4.44	0.622	21.332	3.0	0.103
including	Peak	20.51	22.10	1.59	1.321	45.300	3.5	0.129
TET13088	Peak	47.30	60.96	13.66	0.100	3.414	3.7	0.154
including	Peak	50.60	52.30	1.70	0.424	14.550	9.3	0.278
TET13088	Peak	68.58	157.20	88.62	0.117	4.015	17.0	0.143
including	Peak	90.71	92.05	1.34	0.277	9.490	1.0	0.029
and	Peak	137.68	153.86	16.18	0.371	12.727	57.4	0.142

TET13089	Peak	2.74	10.97	8.23	0.027	0.918	5.4	0.058
TET13089	Peak	14.94	26.19	11.25	0.202	6.921	2.3	0.108

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Drill Hole	Zone	From (meters)	To (meters)	Interval (meters)	Au opt	Au gpt	Ag gpt	Cu %
including	Peak	20.80	24.08	3.28	0.559	19.166	3.4	0.164
TET13089	Peak	29.30	32.21	2.91	0.076	2.600	1.7	0.107
including	Peak	29.30	30.17	0.87	0.193	6.600	2.7	0.159
TET13089	Peak	35.80	40.80	5.00	0.039	1.339	0.2	0.012
TET13089	Peak	54.56	60.65	6.09	0.274	9.409	3.1	0.147
TET13089	Peak	63.70	65.00	1.30	0.082	2.800	0.8	0.020
TET13090	Peak	74.37	83.20	8.83			9.0	0.163
TET13090	Peak	127.60	147.40	19.80		0.015	31.1	1.137
including	Peak	141.80	144.90	3.10	0.001	0.023	119.1	3.689
including	Peak	142.50	143.10	0.60		0.008	226.0	7.270
TET13090	Peak	151.60	159.20	7.60	0.009	0.315	18.7	0.674
including	Peak	158.19	159.20	1.01	0.008	0.283	80.0	2.150
TET13091	Peak	45.11	72.87	27.76	0.059	2.016	16.6	0.379
including	Peak	53.39	54.93	1.54	0.151	5.190	9.4	0.317
and	Peak	65.51	66.77	1.26	0.188	6.460	37.4	0.206
TET13091	Peak	90.63	98.78	8.15	0.003	0.088	4.0	0.223
including	Peak	90.63	91.37	0.74	0.019	0.663	18.9	0.758
TET13092	Peak	77.90	87.63	9.73		0.004	3.5	0.157
TET13093	Peak	37.20	43.90	6.70	0.031	1.076	1.2	0.044
TET13094	Peak	129.90	131.30	1.40	0.013	0.439	28.3	0.602
TET13094	Peak	134.50	153.60	19.10	0.014	0.481	130.0	0.841
including	Peak	139.70	140.30	0.60	0.029	0.990	492.0	0.928
and	Peak	146.70	152.55	5.85	0.032	1.105	254.9	1.828
including	Peak	146.70	147.40	0.70	0.039	1.320	828.0	7.340

The Company s primary goal with its 2013 exploration program is to locate and define mineral resources in the Peak Zone.

In addition to the planned drilling at Peak Zone, the Company plans to conduct additional drilling outside of the Peak Zone but within the greater Chief Danny prospect area. The location and degree of this reconnaissance scale drilling will depend to some degree on the results of the airborne geophysical program completed earlier in 2013 and additional soil auger sampling in the Chief Danny, MM, and Chisana areas of our Tetlin Lease as well as soil sampling over prospective targets outlined by airborne geophysics. These reconnaissance soil sampling programs are in progress as of the date of this report. No other work is currently planned for the Tetlin Lease in 2013.

2012 Exploration Program. The 2012 exploration program at the Chief Danny prospect began in mid-May and was completed in mid-October 2012. We originally budgeted $3.6 million to utilize one rig and drill 20,000 feet in 20 to 40 core holes. Initial results from the drilling program at Chief Danny resulted in reallocating funds from our other gold and copper leads to the Chief Danny prospect, which enabled us to utilize two rigs to drill 36,004 feet in 50 core holes. The Company also conducted additional soil auger geochemical sampling on the western and southern margins of the Chief Danny prospect and conducted baseline water quality sampling in drainage basins that have the potential to be impacted by the development of the Chief Danny prospect. The total cost of our 2012 exploration program on our Chief Danny prospect was approximately $4.6 million, compared to investing only $1.0 million on our other gold and copper leads, which also included geochemical analysis, claim rentals and other related expenses.

The 2012 exploration program expanded on previously drilled areas and intercepted high grade gold and copper mineralization in the Peak zone discovery. The results from four holes contained high gold values over substantial

widths, with the best section grading an average 192 feet grading 11.996 ppm gold, 9.1 ppm silver and 0.243% copper in one hole; 14.5 feet grading 46.148 ppm gold, 25.9 ppm silver and 0.518% copper in another hole; and 120 feet grading 0.309 ppm gold, 71.6 ppm silver and 1.114% copper in another hole (see table of results below). In general, all of the holes intercepted a 100 to 125 foot wide zone of alteration and mineralization. The mineralization dips at a low angle to the north and trends northwest-southeast. In addition to gold, silver and copper, other anomalous metals include arsenic, bismuth, cobalt, molybdenum and tin with lesser, more sporadic anomalous lead and zinc.

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Significant 2012 Gold Drill Results from the Peak Zone. Sample intervals are calculated using a 0.5 ppm lower cut off for gold with no internal intervals below cutoff grade that are greater than ten feet thick. Intercepts shown are drill intercept lengths. True width of mineralization is not known.

Drill Hole	Zone	From (meters)	To (meters)	Interval (meters)	Au opt	Au gpt	Ag gpt	Cu %
TET1216	Peak	14.02	15.54	1.52	0.123	4.208	7.2	0.096
TET1216	Peak	19.96	45.72	25.75	0.228	7.832	23.5	0.061
including	Peak	25.91	28.95	3.05	0.634	21.75	34.8	0.086
And	Peak	42.67	44.19	1.52	1	34.3	50.9	0.01
TET1216	Peak	53.34	60.04	6.71	0.102	3.499	15.8	0.535
including	Peak	56.39	57.09	0.70	0.379	13	123	0.865
TET1216	Peak	64.61	78.33	13.72	0.081	2.766	1.4	0.053
including	Peak	70.31	70.62	0.30	0.274	9.385	4.8	0.809
And	Peak	76.81	78.33	1.52	0.252	8.632	4.2	0.117
TET1216	Peak	81.38	113.99	32.61	0.109	3.735	2.6	0.113
including	Peak	105.97	106.28	0.30	1.604	55	9.3	0.727
And	Peak	106.28	107.89	1.62	0.282	9.661	3.6	0.133
TET1217	Peak	7.92	56.99	49.07	0.327	11.218	21.6	0.085
including	Peak	7.92	32.31	24.38	0.574	19.677	16.9	0.082
including	Peak	14.02	18.59	4.57	1.255	43.033	15.5	0.142
And	Peak	23.16	26.21	3.05	0.844	28.95	19.9	0.051
And	Peak	27.74	32.31	4.57	0.726	24.9	37.6	0.054
TET1217	Peak	139.47	140.44	0.98	0.122	4.173	48.7	0.11
TET1218	Peak	85.34	143.86	58.52	0.422	14.452	9.1	0.243
including	Peak	103.93	106.67	2.74	0.945	32.393	8.9	0.324
And	Peak	107.13	111.55	4.42	1.459	50.007	25.9	0.518
And	Peak	136.15	142.33	6.19	0.941	32.249	13.2	0.347
TET1218	Peak	151.48	155.29	3.81	0.064	2.19	6.1	0.194

Drill Hole	Zone	From (meters)	To (meters)	Interval (meters)	Au opt	Au gpt	Ag gpt	Cu %
TET1219	Peak	31.24	32.61	1.37	0.036	1.223	20.9	0.072
TET1219	Peak	44.19	80.46	36.27	0.076	2.589	3.3	0.086
including	Peak	45.72	59.43	13.72	0.137	4.696	2.7	0.131
TET1219	Peak	89.91	92.65	2.74	0.041	1.4	13.7	0.26
including	Peak	89.91	90.43	0.52	0.157	5.372	29.2	0.106
TET1219	Peak	96.31	97.84	1.52	0.13	4.457	0.8	0.012
TET1219	Peak	108.50	122.22	13.72	0.053	1.821	3.2	0.218
TET1219	Peak	139.29	143.55	4.27	0.444	15.218	2.3	0.114
including	Peak	139.29	140.51	1.22	1.35	46.3	5.9	0.274
TET1235	Peak	168.61	185.92	17.31	0.635	21.766	7.4	0.319
including	Peak	171.65	176.17	4.51	1.977	67.797	10.2	0.363
including	Peak	171.65	173.12	1.46	2.713	93	14.2	0.459
And	Peak	173.12	174.64	1.52	2.287	78.4	10.9	0.392
TET1235	Peak	188.97	192.01	3.05	0.18	6.161	7.6	0.363

TET1235		Peak	198.11	199.63