

GOLD RESOURCE CORP  
Form 10-Q  
August 09, 2010

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

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2010

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

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

Commission File Number: 333-129321

GOLD RESOURCE CORPORATION  
(Exact Name of Registrant as Specified in its Charter)

Colorado  
(State or other jurisdiction of  
incorporation or organization)

84-1473173  
(I.R.S. Employer  
Identification No.)

222 Milwaukee Street, Suite 301, Denver, Colorado 80206  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number including area code: (303) 320-7708

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

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

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

Larger accelerated filer ☐  
Non-accelerated filer ☐

Accelerated filer ☒  
Smaller reporting company ☐

Edgar Filing: GOLD RESOURCE CORP - Form 10-Q

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 49,430,404 shares of common stock, par value \$0.001, outstanding as of August 9, 2010.

## GOLD RESOURCE CORPORATION

## Index

|                                                                                | Page      |
|--------------------------------------------------------------------------------|-----------|
| <u>Part I - FINANCIAL INFORMATION</u>                                          |           |
| <u>Item 1.</u>                                                                 |           |
| <u>Financial Statements</u>                                                    |           |
| <u>Consolidated Balance Sheets at June 30, 2010 (unaudited) and</u>            | <u>1</u>  |
| <u>December 31, 2009</u>                                                       |           |
| <u>Consolidated Statements of Operations for the three months ended June</u>   | <u>2</u>  |
| <u>30, 2010 and 2009 (unaudited)</u>                                           |           |
| <u>Consolidated Statements of Operations for the six months ended June 30,</u> | <u>3</u>  |
| <u>2010 and 2009, and for the period from inception to June 30, 2010</u>       |           |
| <u>(unaudited)</u>                                                             |           |
| <u>Consolidated Statements of Cash Flows for the six months ended June</u>     | <u>4</u>  |
| <u>30, 2010 and 2009, and for the period from inception to June 30, 2010</u>   |           |
| <u>(unaudited)</u>                                                             |           |
| <u>Notes to Consolidated Financial Statements (unaudited)</u>                  | <u>5</u>  |
| <u>Item 2.</u>                                                                 |           |
| <u>Management's Discussion and Analysis of Financial Condition and</u>         | <u>13</u> |
| <u>Results of Operation</u>                                                    |           |
| <u>Item 3.</u>                                                                 |           |
| <u>Quantitative and Qualitative Disclosures About Market Risk</u>              | <u>18</u> |
| <u>Item 4.</u>                                                                 |           |
| <u>Controls and Procedures</u>                                                 | <u>19</u> |
| <u>Part II - OTHER INFORMATION</u>                                             |           |
| <u>Item 1A.</u>                                                                |           |
| <u>Risk Factors</u>                                                            | <u>20</u> |
| <u>Item 2.</u>                                                                 |           |
| <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>             | <u>20</u> |
| <u>Item 6.</u>                                                                 |           |
| <u>Exhibits</u>                                                                | <u>20</u> |
| <u>SIGNATURES</u>                                                              | <u>21</u> |

References in this report to agreements to which Gold Resource Corporation is a party and the definition of certain terms from those agreements are not necessarily complete and are qualified by reference to the agreements. Readers should refer to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009 and the exhibits listed therein.

## PART I - FINANCIAL INFORMATION

## ITEM 1. Financial Statements

## GOLD RESOURCE CORPORATION AND SUBSIDIARIES

(An Exploration Stage Company)

## CONSOLIDATED BALANCE SHEETS

|                                                                                                                                             | June 30,<br>2010<br>(Unaudited) | December 31,<br>2009 |
|---------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|----------------------|
| <b>ASSETS</b>                                                                                                                               |                                 |                      |
| <b>Current assets:</b>                                                                                                                      |                                 |                      |
| Cash and cash equivalents                                                                                                                   | \$ 5,390,651                    | \$ 6,752,325         |
| Restricted cash                                                                                                                             | 7,740,871                       | 11,436,074           |
| Accounts receivable                                                                                                                         | 292,727                         | -                    |
| Inventories                                                                                                                                 | 2,673,488                       | 224,853              |
| Prepaid and refundable taxes                                                                                                                | 4,156,145                       | 2,132,495            |
| Other current assets                                                                                                                        | 3,965                           | 155,658              |
| Total current assets                                                                                                                        | 20,257,847                      | 20,701,405           |
| <b>Land and mineral rights</b>                                                                                                              |                                 |                      |
|                                                                                                                                             | 226,610                         | 226,610              |
| <b>Property and equipment - net</b>                                                                                                         | 1,996,791                       | 1,726,278            |
| <b>Other assets</b>                                                                                                                         | 14,299                          | 10,465               |
| <b>Total assets</b>                                                                                                                         | <b>\$ 22,495,547</b>            | <b>\$ 22,664,758</b> |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>                                                                                                 |                                 |                      |
| <b>Current liabilities:</b>                                                                                                                 |                                 |                      |
| Accounts payable and accrued expenses                                                                                                       | \$ 1,618,228                    | \$ 724,439           |
| Total current liabilities                                                                                                                   | 1,618,228                       | 724,439              |
| <b>Asset retirement obligation</b>                                                                                                          |                                 |                      |
|                                                                                                                                             | 2,061,823                       | 1,991,987            |
| <b>Shareholders' equity:</b>                                                                                                                |                                 |                      |
| Preferred stock - \$0.001 par value, 5,000,000 shares authorized:<br>no shares issued and outstanding                                       | -                               | -                    |
| Common stock - \$0.001 par value, 60,000,000 shares authorized:<br>49,430,404 and 48,100,284 shares issued and outstanding,<br>respectively | 49,430                          | 48,100               |
| Additional paid-in capital                                                                                                                  | 107,597,923                     | 95,692,273           |
| (Deficit) accumulated during the exploration stage                                                                                          | (87,895,151 )                   | (74,817,721 )        |
| <b>Other comprehensive income (loss):</b>                                                                                                   |                                 |                      |
| Currency translation adjustment                                                                                                             | (936,706 )                      | (974,320 )           |
| Total shareholders' equity                                                                                                                  | 18,815,496                      | 19,948,332           |
| <b>Total liabilities and shareholders' equity</b>                                                                                           | <b>\$ 22,495,547</b>            | <b>\$ 22,664,758</b> |

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



GOLD RESOURCE CORPORATION AND SUBSIDIARIES  
 (An Exploration Stage Company)  
 CONSOLIDATED STATEMENTS OF OPERATIONS  
 for the three months ended June 30, 2010 and 2009  
 (Unaudited)

|                                         | 2010            | 2009             |
|-----------------------------------------|-----------------|------------------|
| Revenues:                               |                 |                  |
| Gold sales                              | \$ -            | \$ -             |
| Costs and Expenses:                     |                 |                  |
| Production start up expense (gain), net | (519,572 )      | -                |
| Property exploration and evaluation     | 1,070,496       | 1,355,072        |
| Engineering and construction            | 3,829,137       | 5,913,520        |
| General and administrative              | 1,297,178       | 2,996,515        |
| Depreciation                            | 126,312         | 37,285           |
| Accretion                               | 17,028          | -                |
| Total costs and expenses                | 5,820,579       | 10,302,392       |
| Operating (loss)                        | (5,820,579 )    | (10,302,392 )    |
| Other income:                           |                 |                  |
| Interest income                         | 8,641           | 4,752            |
| (Loss) before income taxes              | (5,811,938 )    | (10,297,640 )    |
| Provision for income taxes              | -               | -                |
| Net (loss)                              | (5,811,938 )    | (10,297,640 )    |
| Other comprehensive income:             |                 |                  |
| Currency translation gain (loss)        | (248,375 )      | (23,177 )        |
| Net comprehensive (loss)                | \$ (6,060,313 ) | \$ (10,320,817 ) |
| Net (loss) per common share:            |                 |                  |
| Basic and Diluted                       | \$ (0.12 )      | \$ (0.25 )       |
| Weighted average shares outstanding:    |                 |                  |
| Basic and Diluted                       | 49,011,275      | 41,109,225       |

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



GOLD RESOURCE CORPORATION AND SUBSIDIARIES  
 (An Exploration Stage Company)  
 CONSOLIDATED STATEMENTS OF OPERATIONS  
 for the six months ended June 30, 2010 and 2009  
 and for the period from Inception (August 24, 1998) to June 30, 2010  
 (Unaudited)

|                                               | 2010             | 2009             | Inception<br>(August 24, 1998)<br>to<br>June 30, 2010 |
|-----------------------------------------------|------------------|------------------|-------------------------------------------------------|
| <b>Revenues:</b>                              |                  |                  |                                                       |
| Gold sales                                    | \$ -             | \$ -             | \$ -                                                  |
| <b>Costs and Expenses:</b>                    |                  |                  |                                                       |
| Production start up expense (gain), net       | 209,082          | -                | 209,082                                               |
| Property exploration and evaluation           | 2,286,369        | 1,982,993        | 26,771,579                                            |
| Engineering and construction                  | 8,275,278        | 11,757,472       | 43,771,175                                            |
| General and administrative                    | 2,119,357        | 3,636,467        | 16,535,739                                            |
| Depreciation                                  | 187,314          | 70,936           | 551,022                                               |
| Accretion                                     | 33,751           | -                | 33,751                                                |
| Management contract - U S Gold, related party | -                | -                | 752,191                                               |
| Total costs and expenses                      | 13,111,151       | 17,447,868       | 88,624,539                                            |
| Operating (loss)                              | (13,111,151 )    | (17,447,868 )    | (88,624,539 )                                         |
| <b>Other income:</b>                          |                  |                  |                                                       |
| Interest income                               | 33,721           | 8,919            | 729,388                                               |
| (Loss) before income taxes                    | (13,077,430 )    | (17,438,949 )    | (87,895,151 )                                         |
| Provision for income taxes                    | -                | -                | -                                                     |
| Net (loss)                                    | (13,077,430 )    | (17,438,949 )    | (87,895,151 )                                         |
| <b>Other comprehensive income:</b>            |                  |                  |                                                       |
| Currency translation gain (loss)              | 37,613           | 72,966           | (936,706 )                                            |
| Net comprehensive (loss)                      | \$ (13,039,817 ) | \$ (17,365,983 ) | \$ (88,831,857 )                                      |
| <b>Net (loss) per common share:</b>           |                  |                  |                                                       |
| Basic and Diluted                             | \$ (0.27 )       | \$ (0.44 )       |                                                       |
| <b>Weighted average shares outstanding:</b>   |                  |                  |                                                       |
| Basic and Diluted                             | 48,634,539       | 39,630,476       |                                                       |

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

GOLD RESOURCE CORPORATION AND SUBSIDIARIES  
(An Exploration Stage Company)  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
for the six months ended June 30, 2010 and 2009  
and for the period from Inception (August 24, 1998) to June 30, 2010  
(Unaudited)

|                                                                                    | 2010             | 2009             | Inception<br>(August 24,<br>1998) to<br>June 30, 2010 |
|------------------------------------------------------------------------------------|------------------|------------------|-------------------------------------------------------|
| Cash flows from operating activities:                                              |                  |                  |                                                       |
| Net (loss)                                                                         | \$ (13,077,430 ) | \$ (17,438,949 ) | \$ (87,895,151 )                                      |
| Adjustments to reconcile net (loss) to net cash<br>(used in) operating activities: |                  |                  |                                                       |
| Depreciation                                                                       | 187,314          | 70,936           | 551,022                                               |
| Accretion expense                                                                  | 33,751           | -                | 33,751                                                |
| Asset retirement obligation                                                        | -                | -                | 1,991,987                                             |
| Stock compensation                                                                 | 503,480          | 2,694,354        | 7,291,112                                             |
| Management fee paid in stock                                                       | -                | -                | 392,191                                               |
| Related party payable paid in stock                                                | -                | -                | 320,000                                               |
| Foreign currency translation adjustment                                            | 37,613           | 72,966           | (936,706 )                                            |
| Issuance cost forgiven                                                             | -                | -                | 25,327                                                |
| Basis of equipment reclassified to<br>operating expenses                           | 107,575          | -                | 107,575                                               |
| Changes in operating assets and liabilities:                                       |                  |                  |                                                       |
| Restricted cash                                                                    | 3,695,203        | -                | (7,740,871 )                                          |
| Accounts receivable                                                                | (292,727 )       | -                | (292,727 )                                            |
| Prepaid and refundable taxes                                                       | (1,562,666 )     | -                | (3,695,161 )                                          |
| Other current assets                                                               | (309,289 )       | 65,066           | (464,947 )                                            |
| Inventories                                                                        | (2,448,635 )     | -                | (2,673,488 )                                          |
| Accounts payable and accrued<br>liabilities                                        | 893,788          | (639,298 )       | 1,618,228                                             |
| Other                                                                              | (3,834 )         | -                | (17,409 )                                             |
| Total adjustments                                                                  | 841,573          | 2,264,024        | (3,490,116 )                                          |
| Net cash (used in) operating activities                                            | (12,235,857 )    | (15,174,925 )    | (91,385,267 )                                         |
| Cash flows from investing activities:                                              |                  |                  |                                                       |
| Capital expenditures                                                               | (496,884 )       | (226,840 )       | (2,936,671 )                                          |
| Net cash (used in) investing activities                                            | (496,884 )       | (226,840 )       | (2,936,671 )                                          |
| Cash flows from financing activities:                                              |                  |                  |                                                       |
| Proceeds from sales of stock                                                       | 11,403,500       | 17,990,000       | 98,644,323                                            |
| Proceeds from exercise of options                                                  | -                | -                | 427,500                                               |
| Proceeds from debentures - founders                                                | -                | -                | 50,000                                                |
| Proceeds from exploration<br>funding agreement - Canyon<br>Resources               | -                | -                | 500,000                                               |

Edgar Filing: GOLD RESOURCE CORP - Form 10-Q

|                                                          |              |              |              |
|----------------------------------------------------------|--------------|--------------|--------------|
| Net cash provided by financing activities                | 11,403,500   | 17,990,000   | 99,621,823   |
| Effect of exchange rates on cash and equivalents         | (32,433 )    | -            | 90,768       |
| Net increase (decrease) in cash and equivalents          | (1,361,674 ) | 2,588,235    | 5,390,651    |
| Cash and equivalents at beginning of period              | 6,752,325    | 3,534,578    | -            |
| Cash and equivalents at end of period                    | \$ 5,390,651 | \$ 6,122,813 | \$ 5,390,651 |
| Supplemental Cash Flow Information                       |              |              |              |
| Interest paid                                            | \$ -         | \$ -         | \$ -         |
| Income taxes paid                                        | \$ -         | \$ -         | \$ -         |
| Non-cash investing and financing activities:             |              |              |              |
| Conversion of Canyon Resources funding into common stock | \$ -         | \$ -         | \$ 500,000   |
| Conversion of founders debentures into common stock      | \$ -         | \$ -         | \$ 50,000    |

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

GOLD RESOURCE CORPORATION AND SUBSIDIARIES

(An Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2010

(Unaudited)

1. Summary of Significant Accounting Policies

Gold Resource Corporation (the “Company”) was organized under the laws of the State of Colorado on August 24, 1998. The Company has been engaged in the exploration for precious and base metals, primarily in Mexico, as an exploration stage company. It plans to develop mineral properties and produce gold, silver, and base metals. It recently commissioned a mill in the State of Oaxaca, Mexico, and announced that it would commence commercial production on July 1, 2010. The consolidated financial statements included herein are expressed in United States dollars, the Company’s reporting currency.

**Basis of Presentation.** The interim consolidated financial statements included herein have been prepared by the Company, without audit, in accordance with the rules and regulations of the Securities and Exchange Commission (“SEC”) pursuant to Item 210 of Regulation S-X. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) have been condensed or omitted pursuant to such SEC rules and regulations, although the Company believes that the disclosures included are adequate to make the information presented not misleading.

In management’s opinion, the unaudited consolidated financial statements contained herein reflect all adjustments, consisting solely of normal recurring items, which are necessary for the fair presentation of our financial position, results of operations, and cash flows on a basis consistent with that of our prior audited consolidated financial statements. However, the results of operations for interim periods may not be indicative of results to be expected for the full fiscal year. Therefore, these financial statements should be read in conjunction with the audited financial statements and notes thereto and summary of significant accounting policies included in the Company's Form 10-K for the year ended December 31, 2009.

**Basis of Consolidation.** The consolidated financial statements include the accounts of the Company and its wholly owned Mexican corporation subsidiaries. The significant subsidiaries are Don David Gold S.A. de C.V. and Golden Trump Resources S.A. de C.V. The expenditures of Don David Gold and Golden Trump Resources are generally incurred in Mexican pesos. Significant intercompany accounts and transactions have been eliminated.

**Reclassifications.** Certain amounts previously presented for prior periods have been reclassified to conform with the current presentation. The reclassifications had no effect on net loss, total assets, or total shareholders’ equity.

**Restricted Cash:** Pursuant to the terms of two subscription agreements that were completed during 2009, the Company agreed to reserve cash proceeds of \$12,000,000 for specific purposes. Under the first agreement, \$4,000,000 was reserved for additional exploration at the El Aguila Project. Under the second agreement, \$8,000,000 was reserved for constructing a decline ramp, drifts and crosscuts, and associated surface facilities to support underground development and mining of the La Arista Vein.

The restricted cash balances were placed in separate interest bearing bank accounts. Transfer of funds from the restricted bank accounts requires the approval of Hochschild Mining Holdings Limited (“Hochschild”), the other party to the subscription agreements. The approval process includes the presentation of documentation that demonstrates use of the funds for the intended purpose. As of June 30, 2010, \$7,740,871 of restricted cash remained for the funds

intended purpose.

5

---

**Ore Stockpile Inventories.** Ore stockpile inventories represent ore that has been mined and is available for further processing. Ore stockpiles are measured by estimating the number of tonnes added and removed from the stockpile, the contained metals (based on assay data) and the estimated metallurgical recovery rates. Costs are allocated to ore stockpile inventories based on relative values of material stockpiled and processed using current mining costs incurred up to the point of stockpiling the ore, including applicable overhead, depreciation, depletion and amortization relating to mining operations. Material is removed from the stockpile at an average cost per tonne.

Ore stockpile inventories are carried at the lower of average cost or net realizable value. Net realizable value represents the estimated future sales price of the product based on current and long-term metals prices, less the estimated costs to complete production and bring the product to sale. Write-downs of ore stockpiles and concentrate inventories, resulting from net realizable value impairments, are reported as a component of production startup expense (gain), net. The current portion of ore stockpiles is determined based on the expected amounts to be processed within the next 12 months. Ore stockpile inventories not expected to be processed within the next 12 months are classified as long-term.

**Materials and Supplies Inventories.** Materials and supplies inventories are valued at the lower of average cost or net realizable value. Cost includes applicable taxes and freight.

**Estimates.** The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management routinely makes judgments and estimates about the effects of matters that are inherently uncertain. Estimates that are critical to the accompanying consolidated financial statements include the identification and valuation of proven and probable reserves, obligations for environmental, reclamation, and closure matters, estimates related to asset impairments of long lived assets and investments, classification of expenditures as either an asset or an expense, valuation of deferred tax assets, and the likelihood of loss contingencies. Management bases its estimates and judgements on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Estimates and assumptions are revised periodically and the effects of revisions are reflected in the financial statements in the period it is determined to be necessary. Actual results could differ from these estimates.

**Net Earnings (Loss) Per Share.** Basic earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding during each period. Diluted earnings (loss) per share reflects the potential dilution that could occur if potentially dilutive securities are converted into common shares. Potentially dilutive securities, such as stock options and warrants, are excluded from the calculation when their inclusion would be anti-dilutive, such as periods when a net loss is reported or when the exercise price of the instrument exceeds the fair market value. During the six months ended June 30, 2010 and 2009, the calculation excluded potential dilution of 3,430,000 and 2,500,000 shares, respectively, because the effect would have been anti-dilutive.

**Proven and Probable Reserves.** The definition of proven and probable reserves is set forth in SEC Industry Guide 7. Proven reserves are reserves for which (a) quantity is computed from dimensions revealed in outcrops, trenches, workings or drill holes; grade and/or quality are computed from the results of detailed sampling and (b) the sites for inspection, sampling and measurement are spaced so closely and the geologic character is so well defined that size, shape, depth and mineral content of reserves are well-established. Probable reserves are reserves for which quantity and grade and/or quality are computed from information similar to that used for proven reserves, but the sites for inspection, sampling, and measurement are farther apart or are otherwise less adequately spaced. The degree of assurance, although lower than that for proven reserves, is high enough to assume continuity between points of observation. In addition, reserves cannot be considered proven and probable until they are supported by a feasibility study, indicating that the reserves have had the requisite geologic, technical and economic work performed and are economically and legally extractable at the time of the reserve determination.

As of June 30, 2010, none of the mineralized material at the Company's properties met the SEC's definition of proven or probable reserves.

**Fair Value of Financial Instruments.** ASC 825, "Disclosures About Fair Value of Financial Instruments," requires disclosure of fair value information about financial instruments. ASC 820, "Fair Value Measurements" defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of June 30, 2010.

The respective carrying value of certain on-balance-sheet financial instruments approximates their fair values. These financial instruments include cash and cash equivalents, restricted cash, prepaid and refundable taxes, accounts payable and accrued liabilities. Fair values were assumed to approximate carrying values for these financial instruments since they are short term in nature and their carrying amounts approximate fair value, or they are receivable or payable on demand.

**Prepaid and Refundable Taxes.** In Mexico, value added taxes (IVA) are assessed on purchases of materials and services. Businesses are generally entitled to recover the taxes they have paid, either as a refund or as a credit against future taxes payable. For the period from inception through 2008, substantially all of the Company's refund claims were initially denied by the tax authorities. Accordingly, the Company provided a full valuation allowance for potentially refundable IVA. During 2009, the Company was successful in establishing the validity of its claims and received IVA refunds. Furthermore, it appears that the tax authorities will honor the Company's claims for substantially all of the IVA paid during 2009 and any future years. Amounts recorded as prepaid and refundable taxes in the consolidated financial statements represent the estimated recoverable payments made during 2009 and through June 30, 2010. Although the taxing authorities may reconsider claims filed for previous years, significant uncertainties regarding ultimate recovery preclude recognition of an asset for taxes paid prior to 2009.

**Recently Adopted Accounting Standards.** The Company evaluates the pronouncements of various authoritative accounting organizations, primarily the Financial Accounting Standards Board ("FASB"), the SEC, and the Emerging Issues Task Force, to determine the impact of new pronouncements on US GAAP and the impact on the Company.

In June 2009, FASB established the Accounting Standards Codification ("ASC") as the single source of authoritative US GAAP to be applied by nongovernmental entities. Rules and interpretive releases of the SEC under authority of federal securities laws are also sources of authoritative US GAAP for SEC registrants. The ASC is a new structure which took existing accounting pronouncements and organized them by accounting topic. The ASC did not change current US GAAP, but was intended to simplify user access to all authoritative US GAAP by providing all the relevant literature related to a particular topic in one place. All previously existing accounting standards were superseded and all other accounting literature not included in the ASC is considered non-authoritative. New accounting standards issued subsequent to June 30, 2009 are communicated by the FASB through Accounting

Standards Updates (ASUs). The ASC was effective during the period ended September 30, 2009. Adoption of the ASC did not have an impact on the Company's consolidated financial position, results of operations or cash flows.

The Company has recently adopted the following new accounting standards:

**Subsequent Events** - In May 2009, the ASC guidance for subsequent events was updated to establish accounting and reporting standards for events that occur after the balance sheet date but before financial statements are issued. The guidance was amended in February 2010 via ASU No. 2010-09. The standard sets forth: (i) the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, (ii) the circumstances under which an entity should recognize events or transactions occurring after the balance sheet in its financial statements, and (iii) the disclosures that an entity should make about events or transactions occurring after the balance sheet date in its financial statements. The amended ASU was effective immediately and its adoption had no impact on the Company's consolidated financial position, results of operations or cash flows.

**Fair Value Measurements** - In January 2010, ASU No. 2010-06 amended existing disclosure requirements about fair value measurements by adding required disclosures about items transferring into and out of levels 1 and 2 in the fair value hierarchy; adding separate disclosures about purchase, sales, issuances, and settlements relative to level 3 measurements; and clarifying, among other things, the existing fair value disclosures about the level of disaggregation. The ASU was adopted during the period ended March 31, 2010, and its adoption had no impact on the Company's consolidated financial position, results of operations or cash flows.

**Consolidations** - ASU No. 2009-17 revises the consolidation guidance for variable-interest entities. The modifications include the elimination of the exemption for qualifying special purpose entities, a new approach for determining who should consolidate a variable-interest entity, and changes to when it is necessary to reassess who should consolidate a variable-interest entity. The ASU was adopted during the period ended March 31, 2010 and its adoption had no impact on the Company's consolidated financial position, results of operations or cash flows.

**Recently Issued Accounting Standards Updates.** The following accounting standards updates were recently issued and have not yet been adopted by the Company. These standards are currently under review to determine their impact on the Company's consolidated financial position, results of operations, or cash flows.

ASU No. 2010-11 was issued in March 2010, and clarifies that the transfer of credit risk that is only in the form of subordination of one financial instrument to another is an embedded derivative feature that should not be subject to potential bifurcation and separate accounting. This ASU will be effective for the first fiscal quarter beginning after June 15, 2010, with early adoption permitted.

ASU No. 2010-13 was issued in April 2010, and will clarify the classification of an employee share based payment award with an exercise price denominated in the currency of a market in which the underlying security trades. This ASU will be effective for the first fiscal quarter beginning after December 15, 2010, with early adoption permitted.

There were various other updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to have a material impact on the Company's consolidated financial position, results of operations or cash flows.

## 2. Inventory

Inventories at June 30, 2010 and December 31, 2009 consist of the following:

|                                  | June 30,<br>2010    | December 31,<br>2009 |
|----------------------------------|---------------------|----------------------|
| Ore stockpiles                   | \$ 2,604,423        | \$ --                |
| Concentrate                      | 4,666               | --                   |
| Materials and supplies           | 64,399              | 224,853              |
| <b>Total current inventories</b> | <b>\$ 2,673,488</b> | <b>\$ 224,853</b>    |

As of June 30, 2010, the ore stockpiles inventories consist of approximately 195,369 tonnes of ore and are carried at average cost.

## 3. Mineral Properties

The Company currently has an interest in five properties, the El Aguila project, the El Rey property, the Las Margaritas property, the Solaga property and the Alta Gracia property.

**The El Aguila Project.** Effective October 14, 2002, the Company leased three mining concessions, El Aguila, El Aire, and La Tehuana. The lease agreement is subject to a 4% net smelter return royalty where production is sold in the form of gold/silver dore and 5% for production sold in concentrate form. The Company has made periodic advance royalty payments under the lease totaling \$260,000 and no further advance royalty payments are due. Subject to minimum exploration requirements, there is no expiration term for the lease. The Company may terminate it at any time upon written notice to the lessor and the lessor may terminate it if the Company fails to fulfill any of its obligations. The El Aguila and El Aire concessions make up the El Aguila project and the La Tehuana concession makes up the Las Margaritas property.

The Company has filed for and received additional concessions for the El Aguila project that total an additional 8,492 hectares. These additional concessions bring the Company's interest in the El Aguila project to an aggregate of 9,463 hectares. The mineral concessions making up the El Aguila project are located within the Mexican State of Oaxaca.

**The El Rey Property.** The Company has acquired claims in another area in the state of Oaxaca by filing concessions under the Mexican mining laws, referred to by the Company as the El Rey property. These concessions total 892 hectares and are subject to a 2% royalty on production. The Company has conducted minimal exploration and drilling on this property to date.

The El Rey property is an exploration stage property with no known reserves. It is approximately 64.4 kilometers (40 miles) from the El Aguila project. There is no plant or equipment on the El Rey property. If exploration is successful, any mining would probably require an underground mine but any mineralized material could be processed at the El Aguila project mill.

**The Las Margaritas Property.** The Las Margaritas property is made up of the La Tehuana concession. The Company leased this property in October 2002. It is comprised of approximately 925 hectares located adjacent to the El Aguila project. To date, the Company has conducted limited surface sampling, but no other significant exploration activities at the property.

The Solaga Property. In February 2007, the Company leased a 100% interest in a property known as the Solaga property. The property totals 618 hectares, and is located approximately 120 kilometers (75 miles) from the El Aguila project. A dormant silver mine is located on the Solaga property which was in production as recently as the 1980's, however the Company cannot estimate if or when the mine will reopen. The lease requires the Company to perform \$25,000 in additional work and is subject to a 4% net smelter return royalty on any production. The Company has not conducted any exploration activities at the property.

The Alta Gracia Property. In August 2009, the Company acquired claims adjacent to the Las Margaritas property in the Alta Gracia mining district by filing concessions under the Mexican mining laws. The Company refers to this property as the Alta Gracia property. These concessions are comprised of three mining claims, the David 1, the David 2 and La Hurradura. The concessions total 5,175 hectares, and the acquisition of these claims extended the Company's land position along what is known as the San Jose structural corridor to just over 16 kilometers. To date, the Company has not conducted significant exploration activities at the property.

#### 4. Property and Equipment

At June 30, 2010 and December 31, 2009, property and equipment consisted of the following:

|                                | June 30,<br>2010 | December 31,<br>2009 |
|--------------------------------|------------------|----------------------|
| Trucks and autos               | \$ 601,038       | \$ 424,527           |
| Office furniture and equipment | 764,803          | 491,447              |
| Exploration equipment          | 877,777          | 916,879              |
| Other support equipment        | 232,205          | 228,110              |
| Subtotal                       | 2,475,823        | 2,060,963            |
| Accumulated depreciation       | (479,032 )       | (334,685 )           |
| Total                          | \$ 1,996,791     | \$ 1,726,278         |

Depreciation expense for the six months ended June 30, 2010 and 2009 was \$187,314 and \$70,936, respectively. The Company evaluates the recoverability of property and equipment when events and circumstances indicate that such assets might be impaired.

#### 5. Asset Retirement Obligations

The Company's asset retirement obligations ("ARO") relate to the reclamation, remediation, and closure costs for its El Aquila project. The following table presents the changes in ARO for the six months ended June 30, 2010. There were no comparable items for the prior year as the amounts were first quantified subsequent to June 30, 2009.

|                              | Six Months<br>Ended<br>June 30, 2010 |
|------------------------------|--------------------------------------|
| Beginning Balance            | \$ 1,991,987                         |
| Foreign Currency Translation | 36,085                               |
| Accretion Expense            | 33,751                               |
| Ending Balance               | \$ 2,061,823                         |

#### 6. Shareholders' Equity

On May 26, 2010, the Company issued 631,579 restricted shares of common stock at \$9.50 per share to Hochschild Mining Holdings Limited ("Hochschild") pursuant to a subscription agreement in connection with the parties' strategic alliance. The Company received cash proceeds of \$ 6,000,000.



On May 7, 2010, the Company sold 50,000 shares of common stock at \$4.63 per share to an individual investor for cash proceeds of \$231,500. As the shares were sold at a discount pursuant to an investor relations agreement, an expense of \$307,000 was recorded to reflect the difference between the cash proceeds and the quoted market of the common stock.

On April 19, 2010, the Company issued 48,541 shares of common stock pursuant to the exercise of stock options. An option-holder exercised 70,000 options using the "cashless exercise" method for payment, whereby the option-holder immediately surrendered shares of common stock that he would have otherwise been entitled to receive. In the aggregate, the option-holder exercised 70,000 options and immediately surrendered 21,459 shares of common stock, resulting in a net issuance of 48,541 shares of common stock. The Company received no cash proceeds in the transactions.

On March 8, 2010, the Company issued 600,000 restricted shares of common stock at \$8.62 per share to Hochschild pursuant to a strategic alliance agreement dated December 8, 2008. The Company received cash proceeds of \$5,172,000.

## 7. Stock Options

The Company has a non-qualified stock option and stock grant plan under which equity awards may be granted to key employees, directors and others (the "Plan"). The Plan is administered by the Board of Directors which determines the terms pursuant to which any option is granted. The maximum number of common shares subject to grant under the Plan is 6,000,000.

The fair value of each option award is estimated on the date of grant using the Black-Scholes-Merton option pricing model. The option pricing model requires the input of subjective assumptions which are based on several different criteria. Expected volatility is based on the historical price volatility of the Company's common stock. Expected dividend yield is assumed to be nil, as the Company has not paid dividends since inception. Based on historical experience, forfeitures and cancellations are not significant. The expected life of the options represents the estimated period of time until exercise and is based on historical experience of similar awards, giving consideration to the contractual terms and vesting schedules. Risk free interest rates are based on US government obligations with a term approximating the expected life of the option.

The fair value of stock option grants is amortized over the respective vesting period. Total non-cash compensation expense related to stock options included in general and administrative expense for the six months ended June 30, 2010 and 2009 was \$196,480 and \$2,694,354, respectively. The estimated unrecognized compensation cost from unvested options as of June 30, 2010 was approximately \$625,927 which is expected to be recognized over the remaining vesting periods, which range from .33 to 3.0 years.

Effective March 2, 2010, grants covering 60,000 shares of common stock were issued to an employee at an exercise price of \$10.10 and a term of ten years. The options vest over a three year period. The grant date fair value was calculated as \$486,764 (\$8.113 per option) using the following assumptions: expected life of 10 years, stock price of \$10.10 at date of grant, dividend yield of 0%, interest rate 3.63%, and volatility of 75% .

Effective July 1, 2010, grants covering 450,000 shares of common stock were issued to employees at an exercise price of \$11.90 and a term of ten years. The options vest over a three year period.

The weighted average grant date fair value of options granted was \$8.11 per option during 2010 and \$2.58 for the comparable period ended 2009. The weighted average grant date fair value of options vested was \$2.41 per option during 2010 and \$2.43 per option during 2009.



The following table summarizes activity for compensatory stock options during the interim period ended June 30, 2010:

|                              | Number of<br>Shares | Weighted<br>Average<br>Exercise<br>Price | Aggregate<br>Intrinsic Value | Number of<br>Shares<br>Exercisable |
|------------------------------|---------------------|------------------------------------------|------------------------------|------------------------------------|
| Outstanding, January 1, 2010 | 3,745,000           | \$ 2.48                                  | \$ 32,850,250                | 3,500,000                          |
| Granted                      | 60,000              | \$ 10.10                                 | -                            | -                                  |
| Exercised                    | (70,000 )           | \$ 3.74                                  |                              |                                    |
| Cancelled                    | (75,000 )           | \$ 7.00                                  | -                            | -                                  |
| Outstanding, June 30, 2010   | 3,660,000           | \$ 2.49                                  | \$ 38,113,800                | 3,430,000                          |

The following table summarizes information about outstanding compensatory stock options as of June 30, 2010:

| Options Outstanding |                     |                                                |                                          | Options Exercisable   |                                    |                                 |
|---------------------|---------------------|------------------------------------------------|------------------------------------------|-----------------------|------------------------------------|---------------------------------|
| Exercise<br>Prices  | Number<br>of Shares | Remaining<br>Contractual<br>Life<br>(in years) | Weighted<br>Average<br>Exercise<br>Price | Number<br>Exercisable | Weighted Average<br>Exercise Price | Aggregate<br>Intrinsic<br>Value |
| \$0.25              | 1,400,000           | 3.5                                            | \$0.25                                   | 1,400,000             | \$0.25                             | \$17,710,000                    |
| \$3.40              | 1,000,000           | 7.7                                            | \$3.40                                   | 1,000,000             | \$3.40                             | \$9,500,000                     |
| \$3.74              | 200,000             | 8.1                                            | \$3.97                                   | 30,000                | \$4.51                             | \$251,700                       |
| -\$4.51             |                     |                                                |                                          |                       |                                    |                                 |
| \$3.95              | 1,000,000           | 8.8                                            | \$3.95                                   | 1,000,000             | \$3.95                             | \$8,950,000                     |
| \$10.10             | 60,000              | 9.7                                            | \$10.10                                  | -                     | -                                  | -                               |
|                     | 3,660,000           |                                                | \$2.49                                   | 3,430,000             | \$2.28                             | \$36,411,700                    |

#### 8. Subsequent Events

The Company announced that commercial production was achieved from its 100% owned El Aguila high-grade gold and silver project as of July 1, 2010. Revenue recognition from the sale of precious metals will commence July 1, 2010.

Effective July 1, 2010, grants covering 450,000 shares of common stock were issued to employees at an exercise price of \$11.90 and a term of ten years. The options vest over a three year period.

On July 29, 2010, the Company declared a special cash dividend of \$0.03 per common share to shareholders of record on August 16, 2010, and payable on or about August 26, 2010.

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operation

This discussion updates our business plan for the balance of 2010. It also analyzes our financial condition at June 30, 2010, and compares it to our financial condition at December 31, 2009. Finally, this discussion summarizes the results of our operations for the three and the six month periods ended June 30, 2010, and compares those results to the three and the six month periods ended June 30, 2009. This discussion and analysis should be read in conjunction with our audited financial statements for the years ended December 31, 2009 and 2008, including footnotes, and the discussion and analysis included in our Form 10-K for the year ended December 31, 2009.

Plan of Operation

We declared that commercial production was achieved at our Mexico mill facility on July 1, 2010. Prior to 2010, none of our properties were in production, and consequently, we have never recognized revenue from the sale of minerals and have relied on equity financing to fund our operations to date.

We are continuing exploration at our El Aguila Project in 2010. A portion of the proceeds of the June 2009 private placement, in the original amount of \$4,000,000, were reserved for the purpose of additional exploration at the El Aguila Project. As of June 30, 2010, approximately \$2,069,000 reserved funds remained in the account, as certain amounts have been released from the restricted account. Presently, work continues on the decline ramp on what we anticipate will be an underground mine at the La Arista vein.

We continue to refine our initial and ongoing capital requirements. As an exploration stage company, there is significant uncertainty in our estimates regarding both future costs and future revenue. We may require additional capital resources to complete our existing plans and we would be dependent upon additional financing to expand our exploration efforts. We may seek additional funding during the next twelve months for both operations and/or to take advantage of other business opportunities.

Production at El Aguila. While we intend to continue exploration at the El Aguila Project and proximate properties for the foreseeable future, we are moving forward with our plans for mineral production and construction of an underground mine at La Arista. None of the mineralized material on our properties has been classified as proven or probable reserves in accordance with SEC criteria. The assumptions used by us in our decision to undertake construction of the mill and mine may prove to be inaccurate. Thus, we may never be able to recover sufficient mineralized material to become profitable.

In December 2009, we began commissioning the El Aguila mill. In February 2010, we produced our first concentrate and shipped the first set of concentrates in April 2010 to Consorcio Minero de Mexico Cormin Mex, S.A. de C.V. (a Trafigura Group Company), which accepted delivery at a Mexican port for ultimate shipment to a smelter. We have been operating in a ramping up phase since February 2010 primarily in an effort to optimize the mill throughput and recoveries. During the ramping up phase, we designed and implemented processes to meet the required goals of achieving commercial production. During the first six months of 2010, the operations yielded \$2,804,064 in sales from concentrate and treatment charges of \$109,293 for net sales proceeds of \$2,694,771. The net sale of \$2,694,771 was offset against \$2,903,853 of operating expenses incurred during the period and resulted in reported net production start up expense of \$209,082 for the six month period.

On July 1, 2010, we declared that commercial production was achieved, as the mill attained 80% of the design mill throughput and recoveries. Following the achievement of commercial production, all sales of concentrate, and thereafter, will be recognized as revenue. Any silver mineralization realized from the sale of any concentrate will be considered a by-product of revenue which will help offset the costs of producing the gold concentrate. We anticipate that cash flow generated from operations will be reinvested in the business, and the Company will endeavor to pay a

dividend to its investors regularly once management has evaluated the results of its operations during commercial production.

13

---

Construction at the La Arista Vein. We have begun development of the underground La Arista vein, which we hope to place in production during our second year of mineral production. A third party contractor has been hired and is presently driving a decline haulage ramp, a second ventilation and emergency ramp, and additional developments. We are also constructing a surface facility to service this underground mine. Since we believe the La Arista mineralization area also contains base metals of copper, lead, and zinc, we intend to produce those metals as by-products following industry standards, any revenue from which would help offset the costs of producing gold and silver. We expect that the ore from both the near-surface deposit and the anticipated underground mine will be processed at the El Aguila mill.

A portion of the proceeds of the December 2009 private placement, in the original amount of \$8,000,000, were reserved for construction of this underground mine and facilities. However, since we are still in the process of planning the design and construction of those facilities, we have not yet determined whether that amount will be sufficient to complete the necessary work to begin mining of the underground mineralization. As of June 30, 2010, approximately \$5,672,000 reserved funds remained in the account, as certain amounts have been released from the restricted account.

#### Accounting for Exploration Stage Activities

We are considered an exploration stage company under SEC criteria since we have not demonstrated the existence of proven or probable reserves. As a result, and in accordance with accounting principles generally accepted in the United States, all expenditures for exploration and evaluation of our properties have been expensed as incurred. Furthermore, unless mineralized material is classified as proven or probable reserves, substantially all expenditures for mine and mill construction have been or will be expensed as incurred. Certain expenditures, such as for rolling stock or other general purpose equipment, may be capitalized, subject to our evaluation of the possible impairment of the asset. As required by the SEC guidelines substantially all of our expenditures to date, including construction of the mill, have been expensed and we expect to expense additional expenditures during 2010. As a result, most of our investment in mining properties and equipment does not appear as an asset on our balance sheet. Due to the absence of any proven or probable reserves as defined under the SEC guidelines, we expect to remain as an exploration stage company for the foreseeable future, even now that we have reached commercial production.

Our accounting treatment for exploration stage properties, regarding the classification of construction expenditures as an operating expense rather than as a capital expenditure, has in part caused us to report large losses during the last two years. Although the majority of expenditures for the El Aguila Project were completed during the last two years, we expect underground mine construction to continue in future years. In comparison to other mining companies that capitalize development expenditures because they have exited the exploration stage, we will report larger losses or lesser profits during periods of construction.

In accordance with this policy, from inception to June 30, 2010, we expensed approximately \$43,771,175 in design, engineering, and construction costs, all of which apply to the El Aguila Project.

#### Liquidity and Capital Resources

As of June 30, 2010, we had working capital of \$18,639,619, consisting of current assets of \$20,257,847 and current liabilities of \$1,618,228. This represents a decrease of \$1,337,347 from the working capital balance of \$19,976,966 as of December 31, 2009. Consistent with our plans, our working capital balance fluctuates as we consume cash to fund our exploration and construction activities and other operating expenses, and as we replenish our cash through the sale of common stock.



We have historically relied on equity financings to fund our operations. From inception through June 30, 2010, we received \$107,647,353 in cash, services, and other consideration through issuance of our common stock. As of June 30, 2010, we did not have any outstanding debt. We believe that we will continue to fund our future working capital requirements through the sale of equity, and eventually through cash flow from operations, and we have not made arrangements to borrow funds for working capital requirements. However, we may consider debt financing if market conditions allow.

During the six months ended June 30, 2010, we raised \$11,172,000 from sales of our common stock to Hochschild Mining Holdings Limited ("Hochschild"). Effective May 26, 2010, we completed a financing transaction with Hochschild whereby we sold 631,579 shares of restricted common stock at \$9.50 per share for gross proceeds of \$6,000,000. Effective March 8, 2010, we completed a financing transaction with Hochschild whereby we sold 600,000 shares of restricted common stock at \$8.62 per share for gross proceeds of \$5,172,000.

During the six months ended June 30, 2010, we spent \$2,286,369 on the exploration and evaluation of our properties, predominantly at our El Aguila Project. This compares to \$1,982,993 spent during the six months ended June 30, 2009. We continued our exploration program to further delineate the area of mineralized material, even though most of our emphasis has shifted to production activities.

During the six months ended June 30, 2010, we also spent \$8,275,278 on engineering and construction activities. This compares to \$11,757,472 spent during the six months ended June 30, 2009, and reflects our shifting emphasis from construction of the mill and infrastructure into the production phase.

Our most significant expenditures for the remainder of 2010 are expected to be costs associated with the second phase of our tailings facility, optimization of commercial production at our mill facility, the continued construction of the underground mine and further exploration of our properties. We also continue to incur operating expenses approximating \$300,000 per month for salaries and other overhead expenses at our Denver and Oaxaca locations. We expect to continue depleting our working capital until such time, if ever, we successfully generate sufficient cash flow from the production and sale of gold and other metals.

Although we commenced gold production during 2010, it is uncertain if we will be successful in producing minerals in quantities needed to sustain our operations. Furthermore, the amount of revenue generated during the start-up phase of a mining operation is difficult to predict and tends to be highly variable. Our costs to enter the production phase may be greater than we anticipate. We may require additional funding to complete our existing plans and we would be dependent upon additional financing to expand our exploration efforts. We may seek additional funding during the next twelve months for both operations and/or to take advantage of other business opportunities.

Net cash used in operating activities was \$12,235,857 during the six months ended June 30, 2010, compared to \$15,174,925 during 2009, a decrease of \$2,939,068. Our use of operating cash is currently shifting from construction activities to production activities consistent with our plan to commence production during 2010. In addition, cash proceeds of \$2,694,771 were offset against production start up expenses during the commissioning phase of the mill in 2010.

Net cash used in investing activities for the six months ended June 30, 2010, was \$496,884, compared to \$226,840 for the six months ended June 30, 2009. Although most of our exploration stage expenditures are recorded as an expense rather than an investment, we capitalize the acquisition cost of land and mineral rights and certain equipment that has alternative future uses or significant salvage value, including rolling stock, furniture, and electronics. During the six months ended June 30, 2010, we invested in additional vehicles and computer equipment.

Net cash provided by financing activities for the six months ended June 30, 2010, was \$11,403,500, consisting of proceeds in the amount of \$11,172,000 from the sale of shares to Hochschild and \$231,500 from an individual

investor. This represents a decrease of \$6,586,500 from the six months ended June 30, 2009, where financing activities provided cash of \$17,990,000 from the sale of shares to Hochschild.

The balance of cash and equivalents decreased to \$5,390,651 as of June 30, 2010 from \$6,752,325 as of December 31, 2009, a net decrease in cash of \$1,361,674. The decrease is consistent with our current activities at El Aguila. We expect to continue to expend our cash for exploration stage and production start-up activities until such time that we commence production and generate adequate cash flow to be self sufficient from the production and sale of gold and other metals.

#### Results of Operations – Three Months Ended June 30, 2010 Compared to Three Months Ended June 30, 2009

For the three months ended June 30, 2010, we reported a net loss of \$5,811,938, or \$0.12 per share, compared to a net loss of \$10,297,640 or \$0.25 per share for the three months ended June 30, 2009. We expect to incur losses until such time as we begin generating positive cash flow from operations. In neither period did we report any revenue from the sale of gold or other minerals. Our only revenue since inception has consisted of interest income.

Total costs and expenses during the three months ended June 30, 2010 were \$5,820,579 compared to \$10,302,392 during the comparable period of 2009, a decrease of \$4,481,813 or 44%. There was a decrease in costs and expenses between the periods due primarily to a shift in the nature of our cost structure. We are shifting from construction activities to production activities during 2010. Furthermore, cash proceeds of \$2,694,771 were offset against production start up expenses during the commissioning phase of the mill during 2010, and there was a decrease in stock based compensation expense.

The property exploration and evaluation component decreased \$284,576 or 21%, from \$1,355,072 for the three months ended June 30, 2009 to \$1,070,496 for the three months ended June 30, 2010.

The engineering and construction cost component during the three months ended June 30, 2010 was \$3,829,137, compared to \$5,913,520 during the comparable period in 2009. We have substantially completed engineering and construction of the open pit mine and mill and are shifting our construction emphasis to the underground mine.

General and administrative expenses decreased \$1,699,337, or 57%, to \$1,297,178 for the three months ended June 30, 2010 as compared to \$2,996,515 for the comparable period last year.

The cash components of general and administrative expense, including salaries and benefits, professional fees, investor relations, and travel, increased to \$495,675 during the three months ended June 30, 2010 from \$304,345 during the comparable period in 2009, an increase of \$191,330 or 63%. There was a significant change in the insurance component of our cost structure as we increased coverage for Mexico operations, in addition to generally increased activity levels as we prepare the El Aguila Project for production. Specifically, there was an increase in the legal fees and travel components of our cost structure. We anticipate these costs will further increase during the commercial production phase.

The component of general and administrative expense representing stock option compensation expense (a “non-cash” expense) was \$113,762 for the three months ended June 30, 2010, compared to \$2,634,677 for the comparable period in 2009. We use the Black-Scholes-Merton option pricing model to estimate the value of stock options granted to officers, directors, employees and consultants. We record the estimated fair value of options granted as an expense on a pro-rata basis over the vesting period of the options. In addition, we recorded an expense of \$307,000 to reflect the sale of common stock to a service provider at a discounted price.

Interest income for the three months ended June 30, 2010 increased to \$8,641 compared to \$4,752 for the comparable period of 2009, an increase of \$3,889, or 82%, representing increased deposits in short term interest bearing accounts.

Our mining operations are located in Mexico and we primarily transact business in Mexican pesos. Our reporting currency is the US dollar. Changes in the rate of currency exchange between the Mexican peso and the US dollar

create translation gains and losses, which are reported as a component of other comprehensive income. For the three months ended June 30, 2010 and 2009, we recorded currency translation losses of \$248,375 and \$23,177, respectively, as the value of the US dollar rose against the Mexican peso.

Results of Operations – Six Months Ended June 30, 2010 Compared to Six Months Ended June 30, 2009

For the six months ended June 30, 2010, we reported a net loss of \$13,077,430, or \$0.27 per share, compared to a net loss of \$17,438,949, or \$0.44 per share for the six months ended June 30, 2009. In neither period did we report any revenue from the sale of gold or other minerals.

Total costs and expenses during the six months ended June 30, 2010 were \$13,111,151 compared to \$17,447,868 during the comparable period of 2009, a decrease of \$4,336,717, or 25%. The decrease is due to operations shifting from construction activities to production activities.

During the six months ended June 30, 2010, we commenced operations at the El Aguila mill and incurred costs for training, testing, system optimization, salaries, power and light, among others. Cash proceeds of \$2,694,771 were offset against production start up expenses during the commissioning phase of the mill during 2010.

The property exploration and evaluation component increased \$303,376, or 15%, from \$1,982,993 for the six months ended June 30, 2009 to \$2,286,369 for the six months ended June 30, 2010. We currently have two drill rigs on site and we are adding a third to accelerate the exploration of our properties.

The engineering and construction cost component during the six months ended June 30, 2010 was \$8,275,278 compared to \$11,757,472 during the comparable period in 2009. We have substantially completed engineering and construction of the open pit mine and mill and are shifting our construction emphasis to the underground mine.

General and administrative expenses decreased \$1,517,110 or 42%, to \$2,119,357 for the six months ended June 30, 2010, as compared to \$3,636,467 for the comparable period last year.

The cash components of general and administrative expense, including salaries and benefits, professional fees, investor relations, and travel, increased to \$1,027,416 during the six months ended June 30, 2010 from \$816,004 during the comparable period in 2009, an increase of \$211,412 or 26%. There was a significant change in the insurance component of our cost structure as we increased coverage for Mexico operations, in addition to generally increased activity levels as we prepare the El Aguila Project for production. We anticipate these costs will increase now that we have commenced commercial production.

The component of general and administrative expense representing stock option compensation expense (a “non-cash” expense) was \$196,480 for the six months ended June 30, 2010, compared to \$2,694,354 for the comparable period in 2009. We use the Black-Scholes-Merton option pricing model to estimate the value of stock options granted to officers, directors, employees and consultants. We record the estimated fair value of options granted as an expense on a pro-rata basis over the vesting period of the options. In addition, we recorded an expense of \$307,000 to reflect the sale of common stock to a service provider at a discounted price. Significantly less options were granted during the six months ended June 30, 2010 than the comparable period of 2009.

Interest income for the six months ended June 30, 2010 increased to \$33,721 compared to \$8,919 for the comparable period of 2009, an increase of \$24,802, or 278%, representing increased deposits in short term interest bearing accounts.

For the six months ended June 30, 2010 and 2009, we recorded a currency translation gain of \$37,613 and \$72,966, respectively, as the value of the US dollar fell against the Mexican peso.



## Critical Accounting Policies

There have been no material changes in our critical accounting policies since December 31, 2009.

## ITEM 3. Quantitative and Qualitative Disclosures about Market Risk

Our exposure to market risks includes, but is not limited to, the following risks: changes in foreign currency exchange rates, changes in interest rates, equity price risks, commodity price fluctuations, and country risk. We do not use derivative financial instruments as part of an overall strategy to manage market risk; however, we may consider such arrangements in the future as we evaluate our business and financial strategy.

### Foreign Currency Risk

We transact a significant amount of our business in Mexican pesos. As a result, currency exchange fluctuations may impact our operating costs. The appreciation of non-US dollar currencies such as the peso against the US dollar increases expenses and the cost of purchasing capital assets in US dollar terms in foreign countries like Mexico, which can adversely impact our operating results and cash flows. Conversely, a depreciation of non-US dollar currencies usually decreases operating costs and capital asset purchases in US dollar terms in foreign countries.

The value of cash and cash equivalents denominated in foreign currencies also fluctuates with changes in currency exchange rates. Appreciation of non-US dollar currencies results in a foreign currency gain on such investments and a decrease in non-US dollar currencies results in a loss. We have not utilized market risk sensitive instruments to manage our exposure to foreign currency exchange rates but may in the future actively manage our exposure to foreign currency exchange rate risk. We also hold a small portion of our cash reserves in non-US dollar currencies.

### Interest Rate Risk

We have no debt outstanding nor do we have any investment in debt instruments other than highly liquid short-term investments. Accordingly, we consider our interest rate risk exposure to be insignificant at this time.

### Equity Price Risk

We have in the past sought and likely will in the future seek to acquire additional funding by sale of common stock and other equity. Movements in the price of our common stock have been volatile in the past and may also be volatile in the future. As a result, there is a risk that we may not be able to sell our common stock at an acceptable price should the need for new equity funding arise.

### Commodity Price Risk

The profitability of our anticipated operations will depend in part upon the market prices of gold and silver. Gold and silver prices fluctuate widely and are affected by numerous factors beyond our control. The level of interest rates, the rate of inflation, the world supply of gold and silver and the stability of exchange rates, among other factors, can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The price of gold and silver has fluctuated widely in recent years, and future price declines could cause a mineral project to become uneconomic, thereby having a material adverse effect on our business and financial condition. We have not entered into derivative contracts to protect the selling price for gold or silver. We may in the future more actively manage our exposure through derivative contracts or other commodity price risk management programs.



In addition to adversely affecting our mineralized material estimates and our financial condition, declining gold and silver prices could require a reassessment of the feasibility of a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause delays in the implementation of the project.

#### Country Risk

All of our mineral properties are located in Mexico. In the past, that country has been subject to political instability, changes and uncertainties which may cause changes to existing government regulations affecting mineral exploration and mining activities. Civil or political unrest could disrupt our operations at any time. Our exploration and mining activities may be adversely affected in varying degrees by changing government regulations relating to the mining industry or shifts in political conditions that could increase the costs related to our activities or maintaining our properties. Finally, Mexico's status as a developing country may make it more difficult for us to obtain required financing for our properties.

#### ITEM 4. Controls and Procedures

(a) During the fiscal period covered by this report, our management, with the participation of the Principal Executive Officer and Principal Financial Officer of the Company, carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Based on such evaluation, our Principal Executive Officer and Principal Financial Officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the required time periods and are designed to ensure that information required to be disclosed in our reports is accumulated and communicated to our management, including our Principal Executive Officer and Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

(b) There was no change in our internal control over financial reporting that occurred during the quarter ended June 30, 2010 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II – OTHER INFORMATION

### ITEM 1A. Risk Factors

We sell all of the ore concentrate we produce to a single purchaser pursuant to a sales agreement. Consorcio Minero de Mexico Cormin Mex, S.A. de C.V. is the sole buyer of all of our ore concentrate produced at our mill facility at El Aguila. Pursuant to a written agreement with Consorcio, they pay a percentage of the sales price upon their receipt of ore concentrate from us and pay the remainder of the purchase price within a designated time period thereafter. Our financial performance is dependent in part upon the financial health of Consorcio, as all of our revenue from mineral production will result from these sales. If Consorcio breaches the agreement or is not in the financial position to purchase the ore concentrate we produce, we could experience a material loss and we may not have any readily available means to sell our ore concentrate, and our financial performance will be adversely and materially affected. If our agreement with Consorcio terminates, we may seek other arrangements to sell ore concentrate, but there is no assurance that our efforts would be successful in obtaining another agreement with terms as favorable to us as those of the agreement with Consorcio.

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

On May 7, 2010, we issued 50,000 shares of our common stock to a consultant in connection with an agreement for investor relations services. The consultant purchased the shares for \$231,500, or \$4.63 per share. We relied on the exemption provided by Section 4(2) of the Securities Act for this transaction.

### ITEM 6. Exhibits

31.1 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for William W. Reid.

31.2 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for Frank L. Jennings.

32 Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for William W. Reid and Frank L. Jennings.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act of 1934, the Company has caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

GOLD RESOURCE CORPORATION

Dated: August 9, 2010

By: /s/ William W. Reid  
William W. Reid,  
Principal Executive Officer

Dated: August 9, 2010

/s/ Frank L. Jennings  
By: Frank L. Jennings,  
Principal Financial Officer

EXHIBIT INDEX

| Exhibit No. | Description of Exhibit                                                                                                    |
|-------------|---------------------------------------------------------------------------------------------------------------------------|
| <u>31.1</u> | <u>Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for William W. Reid.</u>                       |
| <u>31.2</u> | <u>Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for Frank L. Jennings.</u>                     |
| <u>32</u>   | <u>Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for William W. Reid and Frank L. Jennings.</u> |

