

Contango ORE, Inc.  
Form 10-Q  
May 13, 2014

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

FORM 10-Q

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

For the quarterly period ended March 31, 2014

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 001-35770

CONTANGO ORE, INC.

(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

27-3431051  
(IRS Employer  
Identification No.)

3700 BUFFALO SPEEDWAY, SUITE 925  
HOUSTON, TEXAS 77098

(Address of principal executive offices)

(713) 877-1311

(Registrant's telephone number, including area code)

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

Yes  No

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

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

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

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

The total number of shares of common stock, par value \$0.01 per share, outstanding as of May 9, 2014 was 3,805,539.

CONTANGO ORE, INC.  
(An Exploration Stage Company)  
QUARTERLY REPORT ON FORM 10-Q  
FOR THE THREE AND NINE MONTHS ENDED MARCH 31, 2014  
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All references in this Form 10-Q to the "Company", "CORE", "we", "us" or "our" are to Contango ORE, Inc.

CONTANGO ORE, INC.  
 (An Exploration Stage Company)  
 BALANCE SHEETS  
 (Unaudited)

Item 1 - Financial Statements

	March 31, 2014	June 30, 2013
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash	\$3,942,491	\$13,027,932
Prepaid expenses	94,765	102,532
Total current assets	4,037,256	13,130,464
<b>PROPERTY, PLANT AND EQUIPMENT:</b>		
Mineral properties	1,208,886	1,208,886
Accumulated depreciation, depletion and amortization	—	—
Total property, plant and equipment, net	1,208,886	1,208,886
<b>OTHER ASSETS:</b>		
Other	225,000	225,000
Total other assets	225,000	225,000
<b>TOTAL ASSETS</b>	<b>\$5,471,142</b>	<b>\$14,564,350</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$97,638	\$1,656,074
Accrued liabilities	45,183	94,287
Total current liabilities	142,821	1,750,361
<b>COMMITMENTS AND CONTINGENCIES (NOTE 11)</b>		
<b>SHAREHOLDERS' EQUITY:</b>		
Common Stock, \$0.01 par value, 30,000,000 shares authorized; 3,805,539 shares issued and outstanding at March 31, 2014; 3,750,394 shares issued and outstanding at June 30, 2013	38,055	37,504
Additional paid-in capital	32,011,426	31,025,660
Accumulated deficit during exploration stage	(26,721,160)	(18,249,175)
<b>SHAREHOLDERS' EQUITY</b>	<b>5,328,321</b>	<b>12,813,989</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$5,471,142</b>	<b>\$14,564,350</b>

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

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

	Three Months Ended March 31,		Nine Months Ended March 31,		Period from Inception (October 15, 2009) to March 31, 2014
	2014	2013	2014	2013	
<b>EXPENSES:</b>					
Claim rentals and minimum royalties	\$39,576	\$31,683	\$139,820	\$130,971	\$984,186
Exploration expense	214,598	246,732	6,734,888	4,445,981	21,451,558
Stock-based compensation expense	122,951	127,540	689,747	858,164	2,079,480
General and administrative expense	302,399	95,078	907,530	464,124	2,205,936
Total expenses	679,524	501,033	8,471,985	5,899,240	26,721,160
<b>NET LOSS</b>	<b>\$(679,524 )</b>	<b>\$(501,033 )</b>	<b>\$(8,471,985 )</b>	<b>\$(5,899,240 )</b>	<b>\$(26,721,160 )</b>
<b>LOSS PER SHARE</b>					
Basic and diluted	\$(0.18 )	\$(0.19 )	\$(2.24 )	\$(2.32 )	\$(11.75 )
<b>WEIGHTED AVERAGE COMMON SHARES OUTSTANDING</b>					
Basic and diluted	3,805,539	2,642,495	3,774,576	2,537,466	2,273,906

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

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

	Nine Months Ended March 31,		Period from Inception (October 15, 2009) to March 31, 2014
	2014	2013	
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net loss	\$(8,471,985 )	\$(5,899,240 )	\$(26,721,160 )
Adjustments to reconcile net loss to net cash used in operating activities:			
Stock-based compensation	986,317	1,151,370	2,805,456
Changes in operating assets and liabilities:			
Decrease (increase) in prepaid expenses	7,767	73,369	(94,765 )
Increase (decrease) in accounts payable and accrued liabilities	(1,607,540 )	(980,292 )	142,821
Net cash used for operating activities	\$(9,085,441 )	\$(5,654,793 )	\$(23,867,648 )
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Note receivable from Tetlin Village	(100,000 )	—	(100,000 )
Repayment of note receivable by Tetlin Village	100,000	—	100,000
Acquisition of other assets	—	—	(225,000 )
Acquisition of properties	—	(200,000 )	(1,208,886 )
Net cash used in investing activities	\$—	\$(200,000 )	\$(1,433,886 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Shareholder's contributions	—	—	6,784,272
Common stock and warrants issuance, net	—	14,033,915	22,459,753
Short-term borrowings	—	—	500,000
Repayment of short-term borrowings	—	—	(500,000 )
Net cash provided by financing activities	\$—	\$14,033,915	\$29,244,025
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(9,085,441 )</b>	<b>8,179,122</b>	<b>3,942,491</b>
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD</b>	<b>13,027,932</b>	<b>7,765,265</b>	<b>—</b>
<b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>	<b>\$3,942,491</b>	<b>\$15,944,387</b>	<b>\$3,942,491</b>

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

CONTANGO ORE, INC.  
 (An Exploration Stage Company)  
 STATEMENT OF SHAREHOLDERS' EQUITY  
 (Unaudited)

	Common Stock		Additional Paid-In Capital	Accumulated Deficit Exploration Stage	Total Shareholders' Equity
	Shares	Amount			
Balance at June 30, 2013	3,750,394	\$37,504	\$31,025,660	\$(18,249,175)	\$12,813,989
Stock-based compensation	—	—	321,177	—	321,177
Net loss for the period	—	—	—	(6,178,953 )	(6,178,953 )
Balance at September 30, 2013	3,750,394	\$37,504	\$31,346,837	\$(24,428,128)	\$6,956,213
Stock-based compensation	—	—	472,564	—	472,564
Shares of restricted stock vested	55,145	551	(551 )	—	—
Net loss for the period	—	—	—	(1,613,508 )	(1,613,508 )
Balance at December 31, 2013	3,805,539	\$38,055	\$31,818,850	\$(26,041,636)	\$5,815,269
Stock-based compensation	—	—	192,576	—	192,576
Net loss for the period	—	—	—	\$(679,524 )	(679,524 )
Balance at March 31, 2014	3,805,539	\$38,055	\$32,011,426	\$(26,721,160)	\$5,328,321

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

CONTANGO ORE, INC.

(An Exploration Stage Company)

NOTES TO FINANCIAL STATEMENTS - (Unaudited)

1. Organization and Business

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

On November 29, 2010, Contango Mining Company ("Contango Mining"), a wholly owned subsidiary of Contango Oil & Gas Company ("Contango"), assigned the Original Properties (defined below) and certain other assets and liabilities to Contango. Contango contributed the Original Properties and \$3.5 million of cash to the Company, in exchange for approximately 1.6 million shares of the Company's common stock. The above transactions occurred between companies under common control. Contango subsequently distributed the Company's common stock to Contango's stockholders. The Company had no operating history prior to the contribution of assets and liabilities by Contango. The financial statements of the Company include the financial position, results of operations, and cash flows of Contango Mining since Contango Mining's inception on October 15, 2009 (the "Inception date" or the "Inception"). The equity structure (i.e. the number and type of equity interests issued) for periods prior to November 29, 2010, however, was retroactively adjusted to reflect the capital structure of the Company after November 29, 2010. The Company is an exploration stage company as defined by Accounting Standards Codification ("ASC") 915, "Development Stage Entities." An investment in the Company involves a high degree of risk. Our fiscal year end is June 30.

The Original Properties contributed by Contango included: i) a 100% leasehold interest in approximately 675,000 acres (the "Tetlin Lease") from the Tetlin Village Council, the council formed by the governing body for the Native Village of Tetlin, an Alaska Native Tribe (the "Tetlin Village Council"); ii) approximately 18,021 acres in unpatented mining claims from the state of Alaska for the exploration of gold ore and associated minerals and iii) approximately 3,440 acres in unpatented Federal mining claims for the exploration of rare earth elements (collectively, the "Original Properties"). If any of the Original Properties are placed into commercial production, the Company would be obligated to pay a 3.0% production royalty to Juneau Exploration, LP ("JEX"). The Tetlin Lease is our only material property. Effective December 1, 2012, the Company abandoned 97,280 acres in unpatented mining claims from the state of Alaska for the exploration of rare earth elements. These abandoned acres were also originally contributed by Contango.

In September 2012, the Company and JEX entered into an Advisory Agreement in which JEX will continue to provide assistance in acquiring additional properties in Alaska in exchange for a 2.0% production royalty on properties acquired after July 1, 2012 (any such properties, the "Additional Properties"). In August 2012, the Company staked an additional 31,736 acres consisting of 223 unpatented state of Alaska mining claims. In March 2013, the Company staked an additional 15,360 acres consisting of 96 unpatented state of Alaska mining claims, and in April 2013 the Company staked an additional 24,800 acres consisting of 155 unpatented State of Alaska mining claims, all 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.

We have completed our fifth year of exploration efforts on the Original Properties, which has resulted in the discovery of the Peak Zone mineralization within the Chief Danny prospect area on the Tetlin Lease.

2. Basis of Presentation

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

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Form 10-K for the fiscal year ended June 30, 2013. The results of operations for the three and nine months ended March 31, 2014 are not necessarily indicative of the results that may be expected for the fiscal year ending June 30, 2014.

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

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### 3. Summary of Significant Accounting Policies

The Company's significant accounting policies are described below.

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

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

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

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

**Common Stock.** Our certificate of incorporation authorizes us to issue up to 30,000,000 shares of common stock, par value \$0.01. As of March 31, 2014, the Company had 3,805,539 shares of common stock issued and outstanding, all of which were fully paid and non-assessable. Holders of common stock are entitled to one vote for each share held of record on all matters to be voted on by stockholders and are not entitled to cumulative voting for the election of directors. Upon the liquidation, dissolution or winding up of our business, after payment of all liabilities and payment of preferential amounts to the holders of preferred stock, if any, the shares of common stock are entitled to share equally in our remaining assets. Pursuant to our certificate of incorporation, no stockholder has any preemptive rights to subscribe for our securities. The common stock is not subject to redemption. The Company's equity structure for all periods prior to November 29, 2010 was retroactively adjusted to reflect the equity structure of the Company after November 29, 2010.

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

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

**Income Taxes.** The Company follows the liability method of accounting for income taxes under which deferred tax assets and liabilities are recognized for the future tax consequences of (i) temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements and (ii) operating loss and tax credit carry-forwards for tax purposes. Deferred tax assets are reduced by a valuation allowance when, based upon management's estimates, it is more likely than not that a portion of the deferred tax assets will not be realized in a future period. The Company recognized a full valuation allowance as of March 31, 2014 and June 30, 2013 and has not recognized any tax provision or benefit for any of the periods. The Company reviews its tax positions quarterly for tax uncertainties. The Company did not have any uncertain tax positions as of March 31, 2014 or June 30, 2013.

#### Recently Issued Accounting Pronouncements

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



## 4. Costs Incurred

Costs to acquire and explore the Original Properties and Additional Properties were as follows:

	Three Months Ended March 31,		Nine Months Ended March 31,		Period from Inception (October 15, 2009) to March 31, 2014
	2014	2013	2014	2013	
Acquisition of mineral interests	\$—	\$—	\$—	\$200,000	\$ 1,208,886
Exploration costs, claim rentals, and minimum royalties	254,174	278,415	6,874,708	4,576,952	22,435,744
Total costs incurred	\$254,174	\$278,415	\$6,874,708	\$4,776,952	\$ 23,644,630

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

## 5. Prepaid Expenses

The Company has prepaid expenses of \$94,765 and \$102,532 as of March 31, 2014 and June 30, 2013, respectively. Prepaid expenses relate to prepaid insurance costs, claim rentals and certain geological consulting services and exploration activities conducted by Avalon Development Corporation ("Avalon"). 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, as further explained in Note 11 - Commitments and Contingencies.

## 6. Other Assets

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

## 7. Loss Per Share

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

	Three Months Ended March 31, 2014			2013		
	Loss	Weighted Average Shares	Loss Per Share	Loss	Weighted Average Shares	Loss Per Share
Basic Loss per Share:						
Net loss attributable to common stock	\$(679,524 )	3,805,539	\$(0.18 )	\$(501,033 )	2,642,495	\$(0.19 )
Diluted Loss per Share:						
Net loss attributable to common stock	\$(679,524 )	3,805,539	\$(0.18 )	\$(501,033 )	2,642,495	\$(0.19 )
	Nine Months Ended March 31, 2014			2013		
	Loss	Weighted Average Shares	Loss Per Share	Loss	Weighted Average Shares	Loss Per Share
Basic Loss per Share:						
Net loss attributable to common stock	\$(8,471,985 )	3,774,576	\$(2.24 )	\$(5,899,240 )	2,537,466	\$(2.32 )
Diluted Loss per Share:						
Net loss attributable to common stock	\$(8,471,985 )	3,774,576	\$(2.24 )	\$(5,899,240 )	2,537,466	\$(2.32 )
	Period from Inception (October 15, 2009) to March 31, 2014					
	Loss	Weighted Average Shares	Loss Per Share			
Basic Loss per Share:						
Net loss attributable to common stock	\$(26,721,160 )	2,273,906	\$(11.75 )			
Diluted Loss per Share:						
Net loss attributable to common stock	\$(26,721,160 )	2,273,906	\$(11.75 )			

Options and warrants to purchase 1,692,666 shares of common stock were outstanding as of March 31, 2014, and options to purchase 400,000 shares of common stock were outstanding as of March 31, 2013. These options and warrants were not included in the computation of diluted earnings per share for each three and nine month period and the period from inception to March 31, 2014, due to being anti-dilutive as a result of the Company's net loss for all periods presented.

## 8. Shareholders' Equity

The Company's authorized capital stock consists of 30,000,000 shares of common stock and 15,000,000 shares of preferred stock. As of March 31, 2014, we had 3,805,539 shares of common stock outstanding. We also had an additional 63,333 shares of unvested restricted stock and 1,692,666 options and warrants to purchase shares of common stock outstanding. No shares of preferred stock have been issued. The remaining restricted stock outstanding will vest over the next two years.

On November 29, 2010, the Company issued approximately 1.6 million shares of common stock to Contango for distribution to Contango's stockholders of record as of October 15, 2010 on the basis of one share of common stock for each ten shares of Contango's common stock then outstanding in exchange for the contribution by Contango of all of the Original Properties, together with \$3.5 million in cash to the Company pursuant to the terms of a Contribution

Agreement between Contango and the Company (the "Contribution Agreement"). The Company's equity structure for the periods prior to November 29, 2010 was retroactively adjusted to reflect the equity structure of the Company as of November 29, 2010.

#### 2012 Private Placement

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

#### 2013 Private Placement

In March 2013, the Company completed the issuance and sale of an aggregate of 1,230,999 Units ("Units") at a price of \$12.00 per Unit with each Unit consisting of (i) one share of the Company's common stock, par value \$0.01 per share and (ii) a five-year warrant to purchase one (1) share of Common Stock at \$10.00 per share, in a private placement for total proceeds of approximately \$14.1 million, including 83,333 shares that were purchased by Mr. Peak, the Company's then-Chairman, and 83,334 shares that were purchased by entities controlled by Mr. Brad Juneau, the Company's President and Chief Executive Officer. The placement agents used in connection with the transaction received aggregate placement fees and expenses of approximately \$0.7 million. The Company used these proceeds to fund its 2013 exploration program in Alaska and for general corporate purposes. The Units sold were not registered under the Securities Act of 1933, as amended, but the Common Stock issued in the offering and the shares of Common Stock issued upon exercise of the Warrants are subject to a Registration Rights Agreement allowing the shares to be registered by the holders at a future date.

The 1,230,999 warrants may, at any time on or after the date that is six months following the date of issuance, be exercised in whole or in part for the applicable number of shares. The fair value of each warrant was estimated as of the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions used: (i) risk-free interest rate of 0.39%; (ii) expected life of 2.8 years; (iii) expected volatility of 82.34%; and (iv) expected dividend yield of 0%.

#### Rights Plan

On December 19, 2012, the Company adopted a Rights Plan which was amended on March 21, 2013. Under the terms of the amended Rights Plan, each right (a "Right") will entitle the holder to purchase 1/100 of a share of Series A Junior Preferred Stock of the Company (the "Preferred Stock") at an exercise price of \$80 per share. The Rights will be exercisable and will trade separately from the shares of common stock only if a person or group, other than the Estate of Mr. Kenneth R. Peak, acquires beneficial ownership of 20% or more of the Company's common stock.

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

#### 9. Stock-Based Compensation

On September 15, 2010, the Company's Board of Directors (the "Board") adopted the Contango ORE, Inc. Equity Compensation Plan (the "2010 Plan"). Under the 2010 Plan, the Board may issue up to 1,000,000 shares of common stock and options to officers, directors, employees or consultants of the Company. Awards made under the 2010 Plan are subject to such restrictions, terms and conditions, including forfeitures, if any, as may be determined by the Board. As of March 31, 2014, there were 63,333 shares of unvested restricted common stock outstanding and options to purchase 461,667 shares of common stock outstanding issued under the 2010 Plan.



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

	Three Months Ended March 31,		Nine Months Ended March 31,		Period from Inception (October 15, 2009) to March 31, 2014
	2014	2013	2014	2013	
Stock-based compensation included in:					
Exploration expense <sup>(1)</sup>	\$69,625	\$57,982	\$296,571	293,206	\$725,976
Stock-based compensation expense <sup>(2)</sup>	122,951	127,540	689,746	858,164	2,079,480
Total stock-based compensation expense	\$192,576	\$185,522	\$986,317	\$1,151,370	\$2,805,456

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

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

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

**Restricted Stock.** In November 2010, the Company granted 70,429 restricted shares of common stock to its officers and directors and an additional 23,477 restricted shares to its technical consultant. All shares of restricted stock vest over a three year period, beginning in November 2011, the one-year anniversary of when the restricted stock was issued. Compensation expense related to these shares will be recognized over the vesting period. All of the restricted stock from this grant was fully vested as of March 31, 2014.

In December 2013, the Company's directors, executive officers and our technical consultant were granted an aggregate of 95,000 shares of restricted stock. The restricted stock vests over two years, beginning with one-third vesting on the date of grant. As of December 31, 2013, there were 63,333 shares of restricted stock that remained unvested. As of March 31, 2014, the total compensation cost related to unvested awards not yet recognized was \$529,870. The remaining costs will be recognized over the remaining vesting period of the awards.

**Stock Options.** The option awards listed in the table below have been granted to directors, officers, employees and consultants of the Company:

Option Awards

Period Granted	Options Granted	Weighted Average Exercise Price	Vesting Period <sup>(7)</sup>
September 2011 <sup>(1)</sup>	50,000	\$13.13	Vests over two years, beginning with one-third on the grant date.
July 2012 <sup>(2)</sup>	100,000	\$10.25	Vests over two years, beginning with one-third on the grant date.
December 2012 <sup>(3)</sup>	250,000	\$10.20	Vests over two years, beginning with one-third on the grant date.
June 2013 <sup>(4)</sup>	37,500	\$10.00	Vested Immediately
July 2013 <sup>(5)</sup>	5,000	\$10.00	Vested Immediately
September 2013 <sup>(6)</sup>	37,500	\$10.01	Vested Immediately
September 2013 <sup>(6)</sup>	15,000	\$10.01	Vests over two years, beginning with one-third on the grant date.



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- (1) 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, for services performed during fiscal year 2011.
- (2) 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.
- (3) 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.
- (4) The Company granted 37,500 stock options to its employees for services performed during fiscal year 2013.
- (5) The Company granted 5,000 stock options to an employee of Avalon for services performed during fiscal year 2013.
- (6) The Company granted 52,500 stock options to its employees for services performed during the first quarter of fiscal year 2014.
- (7) If at any time there occurs a change of control, as defined in the 2010 Plan, any options that are unvested at that time will immediately vest.

The Company applies the fair value method to account for stock option expense. Under this method, cash flows from the exercise of stock options resulting from tax benefits in excess of recognized cumulative compensation cost (excess tax benefits) are classified as financing cash flows. See Note 3 – Summary of Significant Accounting Policies. All employee stock option grants are expensed over the stock option’s vesting period based on the fair value at the date the options are granted. The fair value of each option is estimated as of the date of grant using the Black-Scholes options-pricing model. As of March 31, 2014, the stock options had a weighted-average remaining life of approximately 3.5 years. The the total compensation cost related to unvested options not yet recognized as of March 31, 2014 was \$287,094.

A summary of the status of stock options granted under the 2010 Plan as of March 31, 2014 and changes during the nine months then ended, is presented in the table below:

	Nine Months Ended March 31, 2014	
	Shares Under Options	Weighted Average Exercise Price
Outstanding, June 30, 2013	404,167	\$10.49
Granted - July 2013 <sup>(1)</sup>	5,000	\$10.00
Granted - September 2013 <sup>(2)</sup>	52,500	\$10.01
Exercised	—	—
Forfeited	—	—
Outstanding, end of period	461,667	\$10.43
Aggregate intrinsic value	\$—	
Exercisable, end of period	370,000	\$10.54
Aggregate intrinsic value	\$124,542	
Available for grant, end of period	349,427	
Weighted average fair value per share of options granted during the period	\$3.92	

The fair value of each option is estimated as of the date of grant using the Black-Scholes option-pricing model with the following weighted-average (1) assumptions used for the July 2013 grant: (i) risk-free interest rate of 0.47%; (ii) expected life of 2.5 years; (iii) expected volatility of 63.3%; and (iv) expected dividend yield of 0%. The weighted average fair value per share for the options granted in July 2013 is \$2.68.

The fair value of each option is estimated as of the date of grant using the Black-Scholes option-pricing model with the following weighted-average (2) assumptions used for the September 2013 grant: (i) risk-free interest rate of 0.51%; (ii) expected life of 2.6 years; (iii) expected volatility of 64.4%; and (iv) expected dividend yield of 0%. The weighted average fair value per share for the options granted in September 2013 is \$4.04.

### 10. Related Party Transactions

In August 2012, Mr. Brad Juneau, the sole manager of JEX, was appointed to the Board of Directors of the Company and appointed as President and Acting Chief Executive Officer of the Company following a medical leave of absence of our then-Chief Executive Officer, Mr. Peak. In December 2012, Mr. Juneau was elected President and Chief Executive Officer of the Company, and in April 2013, Mr. Juneau was elected Chairman upon the passing of Mr.

Peak. JEX is a private company formed primarily for the purpose of generating natural gas and oil prospects. JEX was responsible for securing and negotiating the Tetlin Lease and assisting in obtaining the Original Properties and initially engaged Avalon to conduct mineral exploration activities on the Tetlin Lease. In agreeing to transfer its interests in the Original Properties to Contango Mining, a predecessor of the Company,

JEX retained a 3.0% overriding royalty interest in the Original Properties transferred.

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

The Company currently subleases office space from JEX at 3700 Buffalo Speedway, Ste 925, Houston, TX 77098 for approximately \$11,000 per quarter.

#### 11. Commitments and Contingencies

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

Pursuant to the terms of the Tetlin Lease, the Company is required to spend \$350,000 per year in exploration costs until July 15, 2018. However, because exploration funds spent in any year in excess of \$350,000 are credited toward future years' exploration cost requirements, the Company's exploration expenditures to date have already satisfied this work commitment requirement for the full lease term, through 2018. Additionally, should we derive revenues from the properties covered under the Tetlin Lease, the Company is required to pay the Tetlin Village Council a production royalty ranging from 2.0% to 5.0%, depending on the type of metal produced and the year of production. As of March 31, 2014, the Company has paid the Tetlin Village Council an aggregate of \$225,000 in exchange for reducing the production royalty payable to it by 0.75%. These payments lowered the production royalty to a range of 1.25% to 4.25%. On or before July 15, 2020, the Tetlin Village Council has the option to increase its production royalty by (i) 0.25% by payment to CORE of \$150,000 (ii) 0.50% by payment to CORE of \$300,000, or (iii) 0.75% by payment to CORE of \$450,000. Until such time as production royalties begin, the Company pays the Tetlin Village Council an advance minimum royalty each year. On July 15, 2012, the advance minimum royalty increased from \$50,000 to \$75,000 per year, and after July 15, 2013, the advance minimum royalty is escalated by an inflation adjustment.

**Gold Exploration.** The Company's Triple Z, TOK/Tetlin, Eagle, Bush and ADC 2 claims are all located on state of Alaska lands. The annual claim rentals on these projects total \$59,220 per year, and are due and payable in full by November 30 of each year. The Company has met the annual labor requirements for the state of Alaska acreage for the next four years, which is the maximum time allowable by Alaska law.

**REE Exploration.** The Company's Stone Rock and Salmon Bay claims are both located on Federal land. The claim rentals on these two projects total \$24,080 per year, and are due and payable in full by August 31 of each year.

Effective December 1, 2012, the Company abandoned its state of Alaska claims to devote more time and resources to its gold exploration.

**JEX Royalties.** We will also pay JEX a production royalty of 3.0% should we derive revenues from any of the Original Properties, or a production royalty of 2.0% should we derive revenues from any of the Additional Properties that JEX helped to acquire.

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

#### Available Information

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

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the financial statements and the accompanying notes and other information included elsewhere in this Form 10-Q and in our Form 10-K for the fiscal year ended June 30, 2013, previously filed with the SEC.

#### Cautionary Statement about Forward-Looking Statements

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

- Our financial position
- Business strategy, including outsourcing
- Meeting our forecasts and budgets
- Anticipated capital expenditures
- Prices of gold and rare earth elements
- Timing and amount of future discoveries (if any) and production of natural resources 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

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

## Overview

We are a Houston-based company, whose primary business is to explore in the State of Alaska for (i) gold ore and associated minerals, and (ii) rare earth elements. As of May 9, 2014 we had leased or had control over Federal and State of Alaska properties totaling approximately 768,357 acres 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 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 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, and Mr. Brad Juneau, the sole manager of the general partner of JEX, is the Chairman, President and Chief Executive Officer of the Company.

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 above took place between companies under common control.

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

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

## Properties

The 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 (the “Tetlin Lease”);
- 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 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"). From July 1, 2013 to May 9, 2014, 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 March 31, 2014:

Mineral / Jurisdiction	Project Name	Original Properties		Additional Properties		Total	
		Claims	Acreage	Claims	Acreage	Claims	Acreage
<b>GOLD</b>							
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
<b>REE</b>							
Federal	Salmon Bay	123	2,460	—	—	123	2,460
	Stone Rock	49	980	—	—	49	980
		172	3,440	—	—	172	3,440
<b>TOTAL</b>		<b>339</b>	<b>696,461</b>	<b>474</b>	<b>71,896</b>	<b>813</b>	<b>768,357</b>

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

Using our limited capital availability to increase our reward 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. In addition, valuations of mineral commodities are highly

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volatile and are currently depressed compared to 2012. In the event they remain depressed, the Company may decide not to raise additional funds for further exploratory drilling for one or more years.

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. On January 23, 2014, the Company announced that it had initiated the exploration and evaluation of strategic alternatives aimed at enhancing shareholder value, and retained Petrie Partners, LLC as its financial advisor to assist the Company in connection with its strategic review. The Company is conducting a process to solicit third party proposals for the sale, merger, joint venture or other business combination of the Company. The Company has not made a decision to pursue any specific strategic transaction or any other strategic alternative and there is no defined timeline for this strategic review. While the Company will consider all commercially reasonable strategic alternatives, there can be no assurance that a transaction will be consummated on terms acceptable to the Board of Directors of the Company, or at all.

**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 March 31, 2014, the Company's directors, employees, and our technical consultants beneficially own approximately 11.3% of our common stock. An additional 22.3% of our common stock is beneficially owned by the Estate of Mr. Kenneth R. Peak, our former Chairman, who passed away on April 19, 2013.

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 March 31, 2014, all of the restricted stock the November 2010 grant has vested.

In December 2013, the Company's directors, executive officers and our technical consultant were granted an aggregate of 95,000 shares of restricted stock. The restricted stock vests over two years, beginning with one-third vesting on the date of grant. As of March 31, 2014, there were 63,333 shares of restricted stock that remained unvested.

The option awards listed in the table below have been granted to directors, officers, employees and consultants of the Company:

Period Granted	Option Awards		
	Options Granted	Weighted Average Exercise Price	Vesting Period <sup>(7)</sup>
September 2011 <sup>(1)</sup>	50,000	\$13.13	Vests over two years, beginning with one-third on the grant date.
July 2012 <sup>(2)</sup>	100,000	\$10.25	Vests over two years, beginning with one-third on the grant date.
December 2012 <sup>(3)</sup>	250,000	\$10.20	Vests over two years, beginning with one-third on the grant date.
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July 2013 <sup>(5)</sup>	5,000	\$10.00	Vested Immediately
September 2013 <sup>(6)</sup>	37,500	\$10.01	Vested Immediately
September 2013 <sup>(6)</sup>	15,000	\$10.01	Vests over two years, beginning with one-third on the grant date.

(1) 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, for services performed during fiscal year 2011.

(2) 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.

(3) 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.

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- (4) The Company granted 37,500 stock options to its employees for services performed during fiscal year 2013.
- (5) The Company granted 5,000 stock options to an employee of Avalon for services performed during fiscal year 2013.
- (6) The Company granted 52,500 stock options to its employees for services performed during the first quarter of fiscal year 2014.
- (7) If at any time there occurs a change of control, as defined in the 2010 Plan, any options that are unvested at that time will immediately vest.

Ms. Leah Gaines was appointed Vice President, Chief Financial Officer, Chief Accounting Officer, Treasurer and Secretary of the Company as of October 1, 2013. The appointment of Ms. Gaines follows the resignation of Mr. Sergio Castro and Ms. Yaroslava Makalskaya as a result of the merger between Contango Oil & Gas Company and Crimson Exploration Inc. Mr. Sergio Castro and Ms. Yaroslava Makalskaya are officers of Contango Oil & Gas Company where they have increased responsibilities after the merger. On June 28, 2013 the Compensation Committee elected to immediately vest all of the stock options of Mr. Castro and Ms. Makalskaya.

**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 3.0% 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 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 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.

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.

## Gold Exploration

The Company controls a total of 764,917 acres of Tetlin Village and state of Alaska property for the exploration of gold. To date, our gold exploration has concentrated on the Tetlin Lease, with only a limited amount of work performed on our TOK, Eagle and Triple Z claims. The Tetlin Lease is located in eastern interior Alaska, approximately 200 miles southeast of Fairbanks and 12 miles southeast of Tok, Alaska. The area is accessible via helicopter and via the 23 mile long Tetlin Village Road which provides year-round access to the Alaska Highway. Buried electrical and fiber-optic communications cables link the Tetlin Village to the Tok power and communications grid.

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 drilled certain of these other leads as part of our 2013 exploration program. We gathered surface, bedrock, and stream sediment data on the Tetlin Lease as well as on the Eagle state of Alaska claims adjacent to the Tetlin Lease. We did not conduct drilling on the Eagle claims during the 2013 exploration program. None of our exploration targets are known to host quantifiable commercial mineral reserves 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 the Company is the only entity known to have conducted drilling operations on these leads.

### 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 Zones) and a fault-offset arsenic-gold enriched zone to the north covering three square miles at the Saddle Zone. We have conducted extensive drilling on the Peak Zone. We have also conducted environmental base line studies on the areas surrounding the Chief Danny prospect, as well as conducted airborne magnetic and resistivity programs. From 2009 through 2013, the Company conducted field-related exploration work at the Chief Danny prospect, including collecting the following samples:

Year	Program	Core Samples	Rock Samples	Soil Samples	Pan Con Samples	Stream Silt Samples	Core (feet)	IP/Geophysics (kilometers)	Trenching (feet)
2009	Chief Danny	—	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	—	—
2013	Chief Danny	8,970	6	1,406	—	—	47,079	2,524	—
	Total	15,460	1,679	3,916	762	806	91,140	6,495	2,330

**2013 Exploration Program.** The Company completed 14,349 meters (47,079 ft) of core drilling in 69 core holes during the 2013 Tetlin project exploration program. Drilling included infill and step-out drilling in the Peak Zone (60 holes, 11,592 meters), and completion of 9 additional core holes on 5 other leads in the greater Chief Danny prospect (2,757 meters). The Company also completed approximately 2,500 line-kilometers of airborne magnetic and electromagnetic geophysics, completed or commenced all of the baseline water quality sampling, cultural resource assessments, wetlands mapping, preliminary metallurgical testing and acid rock drainage testing. We spent approximately \$9.0 million for this work which includes drilling, geochemical analyses, airborne geophysics, landholding fees and other related expenses. The following table summarizes the significant drilling results released to date for 2013:

**Significant 2013 Drill Intercepts from the Peak Zone.** Sample intervals are calculated using a 0.5 gpt lower cut off for gold with no internal waste greater than 3 meters less than cutoff grade. Intercepts shown are drill intercept lengths. True width of mineralization are unknown. The grade cutoff for gold (Au) is 0.5 gpt; for silver (Ag) is 10 gpt; and for

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copper (Cu) is 0.1%.

Drill Hole	Zone	From (meters)	To (meters)	Interval (meters)	Au gpt	Au_opt	Ag gpt	Cu %
TET13062	Peak	88.90	153.70	64.80	13.101	0.382	21.0	0.482
TET13063	Peak	131.11	171.60	40.49	16.550	0.483	36.1	0.732
TET13064	Peak	147.20	191.40	44.20	8.464	0.247	5.5	0.169
TET13065	Peak	184.45	206.93	22.48	1.160	0.034	10.5	0.403

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Drill Hole	Zone	From (meters)	To (meters)	Interval (meters)	Au gpt	Au_opt	Ag gpt	Cu %
TET13067	Peak	114.80	125.10	10.30	0.180	0.005	18.2	0.215
TET13068	Peak	—	112.80	112.80	0.196	0.006	13.5	0.267
TET13069	Peak	54.60	162.63	108.03	0.026	0.001	11.0	0.406
TET13070	Peak	116.80	154.92	38.12	1.815	0.053	1.8	0.040
TET13071	Peak	129.90	186.50	56.60	1.182	0.034	1.9	0.048
TET13072	Peak	170.99	199.82	28.83	1.173	0.034	6.4	0.133
TET13073	Peak	170.23	192.64	22.41	0.708	0.021	5.5	0.103
TET13074	Peak	78.90	105.80	26.90	0.079	0.002	17.9	0.336
TET13075	Peak	83.70	134.50	50.80	0.057	0.002	8.1	0.354
TET13076	Peak	107.80	163.50	55.70	0.044	0.001	17.0	0.661
TET13077	Peak	135.48	162.12	26.64	0.022	0.001	34.6	1.110
TET13078	Peak	77.06	105.00	27.94	2.648	0.077	3.1	0.123
TET13079	Peak	120.04	157.89	37.85	4.366	0.127	3.7	0.203
TET13080	Peak	135.41	157.38	21.97	5.378	0.157	2.7	0.070
TET13081	Peak	146.53	179.73	33.20	2.550	0.074	52.4	0.491
TET13082	Peak	5.79	93.38	87.59	4.025	0.117	19.3	0.300
TET13083	Peak	112.46	143.65	31.19	1.350	0.039	5.5	0.163
TET13084	Peak	134.95	160.33	25.38	5.086	0.148	9.0	0.244
TET13085	Peak	130.13	175.16	45.03	2.740	0.080	69.5	1.401
TET13088	Peak	19.18	157.20	138.02	3.626	0.106	11.4	0.113
TET13089	Peak	2.74	101.60	98.86	2.500	0.073	3.5	0.093
TET13090	Peak	127.60	159.20	31.60	0.087	0.003	24.3	0.882
TET13091	Peak	45.11	98.78	53.67	1.111	0.032	10.5	0.249
TET13092	Peak	77.90	87.63	9.73	0.004	—	3.5	0.157
TET13093	Peak	141.70	146.56	4.86	1.184	0.035	9.7	0.092
TET13094	Peak	129.90	153.60	23.70	0.415	0.012	106.6	0.716
TET13095	Peak	146.00	191.35	45.35	0.193	0.006	12.3	0.151
TET13096	Peak	85.04	86.70	1.66	1.968	0.057	0.9	0.013
TET13097	Peak	171.53	196.00	24.47	0.726	0.021	8.5	0.156
TET13098	Peak	9.75	94.18	84.43	4.988	0.145	16.7	0.167
TET13100	Peak	10.98	106.90	95.92	5.748	0.168	6.9	0.140
TET13102	Peak	6.35	30.90	24.55	0.758	0.022	5.9	0.223
TET13103	Peak	150.40	186.95	36.55	0.145	0.004	88.3	0.340
TET13104	Peak	—	142.60	142.60	2.529	0.074	2.4	0.082
TET13105	Peak	50.30	52.74	2.44	1.081	0.032	1.8	0.008
TET13106	Peak	57.45	103.33	45.88	0.016	—	35.1	0.070
TET13107	Peak	—	159.25	159.25	7.010	0.204	6.6	0.102
TET13108	Peak	14.33	73.25	58.92	1.058	0.031	10.8	0.130
TET13109	Peak	81.52	114.20	32.68	0.089	0.003	3.2	0.181
TET13110	Peak	2.13	99.06	96.93	9.060	0.264	4.3	0.093
TET13111	Peak	169.77	172.82	3.05	0.175	0.005	7.6	0.232
TET13113	Peak	82.60	97.50	14.90	0.946	0.028	66.3	0.086
TET13117	Peak	—	134.82	134.82	4.848	0.141	2.9	0.084
TET13119	Peak	6.10	80.70	74.60	1.303	0.038	2.9	0.130
TET13120	Peak	196.10	202.39	6.29	0.186	0.005	2.9	0.130
TET13121	Peak	46.70	55.26	8.56	5.671	0.165	10.8	0.121
TET13122	Peak	81.38	84.09	2.71	2.255	0.066	3.9	0.010

TET13124 Peak	33.22	168.72	135.50	3.240	0.095	3.6	0.115
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Drill Hole	Zone	From (meters)	To (meters)	Interval (meters)	Au gpt	Au_opt	Ag gpt	Cu %
TET13125	Peak	65.17	121.92	56.75	0.284	0.008	15.3	0.523
TET13128	Peak	116.12	119.17	3.05	0.489	0.014	2.5	0.157
TET13129	Peak	9.60	75.90	66.30	1.450	0.042	3.7	0.250
TET13130	Peak	9.14	31.39	22.25	2.348	0.068	1.1	0.082

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 zone and conducted baseline water quality sampling in drainage basins that have the potential to be impacted by the development of the Chief Danny Prospect. The total cost of our 2012 exploration program on our Chief Danny prospect was approximately \$4.6 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 newly designated Peak Zone discovery. The results from four holes contained high gold values over substantial widths, with the best section grading an average 192 feet grading 11.996 ppm gold, 9.1 ppm silver and 0.243% copper in one hole; 14.5 feet grading 46.148 ppm gold, 25.9 ppm silver and 0.518% copper in another hole; and 120 feet grading 0.309 ppm gold, 71.6 ppm silver and 1.114% copper in another hole (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.

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

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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
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

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Drill Hole	Zone	From (meters)	To (meters)	Interval (meters)	Au opt	Au gpt	Ag gpt	Cu %
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	1.52	0.154	5.29	55.8	2.12
TET1236	Peak	155.44	204.21	48.77	0.429	14.717	10.1	0.244
including	Peak	164.58	201.16	36.57	0.554	18.991	12.9	0.307
including	Peak	166.11	172.20	6.10	1.103	37.8	6	0.387
And	Peak	193.54	195.06	1.52	1.397	47.9	16.1	0.921
And	Peak	199.63	201.16	1.52	1.368	46.9	13.1	0.33
TET1238	Peak	123.44	128.01	4.57	0.019	0.636	47.1	1.158
TET1238	Peak	135.63	138.68	3.05	0.039	1.334	145.9	3.735
TET1239	Peak	118.56	121.61	3.05	0.043	1.477	13.4	0.444
TET1239	Peak	136.85	138.37	1.52	0.047	1.618	42.6	1.06
TET1241	Peak	36.27	39.62	3.35	0.094	3.213	3.4	0.088
TET1241	Peak	45.72	50.29	4.57	0.048	1.632	1.9	0.059
TET1241	Peak	60.35	64.61	4.27	0.028	0.95	2.6	0.023
TET1241	Peak	137.15	141.73	4.57	0.019	0.645	46.9	0.445
TET1242	Peak	19.51	28.65	9.14	0.047	1.611	3.7	0.105
TET1242	Peak	42.37	45.57	3.20	0.043	1.483	1.4	0.048
TET1242	Peak	115.82	118.26	2.44	0.026	0.9	0.3	0.011
TET1242	Peak	121.30	124.35	3.05	0.048	1.653	1.2	0.021
TET1242	Peak	142.94	162.45	19.51	0.08	2.756	2.6	0.154
including	Peak	149.04	151.94	2.90	0.207	7.098	2	0.1
and	Peak	161.63	162.45	0.82	0.44	15.1	11.5	0.232
TET1243	Peak	30.17	34.75	4.57	0.021	0.714	1.3	0.032
TET1243	Peak	100.27	101.80	1.52	0.103	3.534	0.8	0.018
TET1244	Peak	87.17	90.22	3.05	0.057	1.963	—	0.006
TET1244	Peak	96.31	103.93	7.62	0.095	3.273	0.8	0.013
TET1244	Peak	108.50	113.08	4.57	0.097	3.324	0.9	0.019
including	Peak	108.50	110.03	1.52	0.248	8.501	1	0.008
TET1244	Peak	157.57	160.62	3.05	0.02	0.689	—	0.004
TET1246	Peak	72.54	75.59	3.05	0.055	1.899	1.6	0.01
TET1246	Peak	341.36	342.67	1.31	0.114	3.919	2.6	0.299