

Santo Mining Corp.  
Form 10-Q  
March 25, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 10-Q**

(Mark One)

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

**For the quarterly period ended January 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: 333-169503**

**SANTO MINING CORP.**  
(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of incorporation or  
organization)

**27-0518586**  
(I.R.S. Employer Identification No.)

**Avenida Sarasota No. 20  
Torre Empresarial AIRD, Suite # 1103**

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**La Julia, Santo Domingo, Dominican Republic**

(Address of principal executive offices) (Zip Code)

**1-809-535-9443**

(Registrant's telephone number, including area code)

**N/A**

(Former name, former address and former fiscal year, if changed since last report)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

**Yes [X] No [ ]**

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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,” “non-accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

<b>Large Accelerated filer</b>	<input type="checkbox"/>	<b>Accelerated filer</b>	<input type="checkbox"/>
<b>Non-accelerated filer</b>	<input type="checkbox"/>	<b>Smaller reporting company</b>	<input checked="" type="checkbox"/>

(Do not check if a 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**

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date: 229,543,423 as of March 21, 2014.



**SANTO MINING CORP.**

**FORM 10-Q**

**As of and for the period ended**

**January 31, 2014**

**INDEX**

<u>PART I – FINANCIAL INFORMATION</u>	3
<u>Item 1. Financial Statements</u>	3
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	5
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	9
<u>Item 4. Controls and Procedures</u>	9
<u>PART II – OTHER INFORMATION</u>	10
<u>Item 1. Legal Proceedings</u>	10
<u>Item 1A. Risk Factors</u>	10
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	10
<u>Item 3. Defaults Upon Senior Securities</u>	10
<u>Item 4. Mine Safety Disclosures</u>	10
<u>Item 5. Other Information</u>	10
<u>Item 6. Exhibits</u>	11
<u>SIGNATURES</u>	12



## **CAUTIONARY NOTE REGARDING ON FORWARD LOOKING STATEMENTS**

This Quarterly Report on Form 10-Q (this “Report”) contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements discuss matters that are not historical facts. Because they discuss future events or conditions, forward-looking statements may include words such as “anticipate,” “believe,” “estimate,” “intend,” “could,” “should,” “would,” “may,” “seek,” “plan,” “might,” “will,” “expect,” “predict,” “project,” “potential,” “continue” negatives thereof or similar expressions. Forward-looking statements speak only as of the date they are made, are based on various underlying assumptions and current expectations about the future and are not guarantees. Such statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, level of activity, performance or achievement to be materially different from the results of operations or plans expressed or implied by such forward-looking statements.

We cannot predict all of the risks and uncertainties. Accordingly, such information should not be regarded as representations that the results or conditions described in such statements or that our objectives and plans will be achieved and we do not assume any responsibility for the accuracy or completeness of any of these forward-looking statements. These forward-looking statements are found at various places throughout this Report and include information concerning possible or assumed future results of our operations, including statements about potential acquisition or merger targets; business strategies; future cash flows; financing plans; plans and objectives of management; any other statements regarding future acquisitions, future cash needs, future operations, business plans and future financial results, and any other statements that are not historical facts.

These forward-looking statements represent our intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors. Many of those factors are outside of our control and could cause actual results to differ materially from the results expressed or implied by those forward-looking statements. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than we have described. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Report. All subsequent written and oral forward-looking statements concerning other matters addressed in this Report and attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this Report.

Except to the extent required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, a change in events, conditions, circumstances or assumptions underlying such statements, or otherwise.





**CERTAIN TERMS USED IN THIS REPORT**

When this Report uses the words “we,” “us,” “our,” and the “Company,” they refer to Santo Mining Corp. “SEC” refers to the Securities and Exchange Commission. When this report uses the word “Property” or “Claim”, it refers to an “exploration concession application” which according to the Dominican Mining Law grants the holder with certain preferential rights. Upon issuance an exploration concession it grants the holder the exclusive right to explore within its boundary limits for up to a six year period. It also grants the holder the exclusive right to apply for an exploitation concession valid up to a seventy-five year period.

**PART I – FINANCIAL INFORMATION**

**Item 1. Financial Statements**

Index

Balance Sheets (unaudited).....F-1

Statements of Operations (unaudited)..... F-2

Statements of Cash Flows (unaudited)..... F-3

Notes to the Financial Statements (unaudited)..... F-4



**SANTO MINING CORP.****(A Development Stage Company)****BALANCE SHEETS****(Unaudited)**

	January 31, 2014	July 31, 2013
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 23	\$ 20,653
Prepaid expenses	26,322	78,728
Total Current Assets	26,345	99,381
Mineral claims	186,915	186,915
Website, net of amortization & impairment of \$3,102 and \$0, respectively	-	3,102
Deposits	10,000	137,247
<b>TOTAL ASSETS</b>	<b>\$ 223,260</b>	<b>\$ 426,645</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued expenses	\$ 112,240	\$ 119,648
Stock payable	263,604	392,400
Derivative liability	237,479	149,451
Related party payable	149,696	149,696
Convertible notes payable, net of discount of \$82,617 and \$31,140, respectively	80,330	41,416
<b>TOTAL LIABILITIES</b>	<b>843,349</b>	<b>852,611</b>
<b>COMMITMENTS AND CONTINGENCIES</b>		
<b>STOCKHOLDERS' DEFICIT</b>		
Preferred stock, 500,000,000 shares authorized, \$0.00001 par value; none issued and outstanding	-	-
Common stock, 5,000,000,000 shares authorized, \$0.00001 par value; 130,724,825 and 67,577,489 shares issued and outstanding,	1,307	676

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respectively		
Additional paid-in capital	1,550,039	1,118,733
Deficit accumulated during the development stage	(2,171,435)	(1,545,375)
<b>TOTAL STOCKHOLDERS' DEFICIT</b>	<b>(620,089)</b>	<b>(425,966)</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ 223,260</b>	<b>\$ 426,645</b>

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

F-1

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**SANTO MINING CORP.****(A Development Stage Company)****STATEMENTS OF OPERATIONS****(Unaudited)**

	Three Months Ended		Six Months Ended		For period from July 8, 2009  (Inception) to January 31, 2014
	January 31, 2014	January 31, 2013	January 31, 2014	January 31, 2013	January 31, 2014
<b>OPERATING EXPENSES:</b>					
Consulting fees	\$ 7,675	\$ 12,858	\$ 11,675	\$ 143,728	\$ 458,534
General and administrative	60,933	31,683	343,082	92,708	1,154,811
Legal and accounting fees	31,500	31,520	43,975	45,781	275,469
Impairment of assets	-	-	2,859	-	2,859
Total operating expenses	100,108	76,061	401,591	282,217	1,891,673
Other income (expense):					
Foreign currency transaction gain (loss)	-	-	-	-	(173)
Change in fair value of derivative liability	6,852	-	(10,357)	-	(24,584)
Loss on debt settlement	(80,925)	-	(89,175)	-	(89,175)
Interest expense	(73,075)	-	(124,937)	-	(165,834)
Interest income	-	-	-	-	4
Total other expense	(147,148)	-	(224,469)	-	(279,762)
Net loss	\$ (247,256)	\$ (76,061)	\$ (626,060)	\$ (282,217)	\$ (2,171,435)
Basic and diluted					
loss per common share	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.00)	
Basic and diluted weighted	86,255,100		77,289,561		
average number of common s					
hares outstanding					

64,352,005

64,159,795

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

F-2

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**SANTO MINING CORP.**  
**(A Development Stage Company)**  
**STATEMENTS OF CASH FLOWS**

(Unaudited)

	Six Months Ended		For period from
	2014	January 31, 2013	July 8, 2009
			(Inception) to
			January 31, 2014
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net loss	\$ (626,060)	\$ (282,217)	\$ (2,171,435)
Adjustments to reconcile net loss to net cash used			
in operating activities:			
Depreciation and amortization expense	243	162	2,231
Share-based compensation	80,962	23,332	965,325
Impairment of assets	2,859	-	2,859
Loss on debt settlement	89,175	-	89,175
Amortization of debt discount	106,351	-	137,763
Unrealized (gain) loss on change in derivative values	10,357	-	24,584
Changes in operating assets and liabilities:			
Prepaid expense and other assets	179,653	-	8,057
Accounts payable and accrued expenses	45,413	55,052	165,061
Net cash used in operating activities	(111,047)	(203,671)	(776,380)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Payment of deposit on mineral claims	-	(85,310)	-
Purchase of mineral claims	-	(29,523)	(71,770)
Payments for website	-	(210)	(5,090)
Net cash used in investing activities	-	(115,043)	(76,860)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from sale of common stock	-	300,000	540,150
Proceeds from issuance of convertible notes payable,	90,417	-	233,417

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net				
Proceeds from related party				
payable	-	-		79,696
Net cash provided by financing				
activities	90,417	300,000		853,263
Net change in cash	(20,630)	(18,714)		23
Cash, beginning of period	20,653	50,793		-
Cash, end of period	\$ 23\$	32,079\$		23
SUPPLEMENTAL CASH FLOWS DISCLOSURES:				
Interest paid	\$ -	\$ -	\$	4
Income taxes paid	\$ -	\$ -	\$	-
NONCASH INVESTING AND FINANCING ACTIVITIES:				
Shares issued for prepaid	\$ -	\$ -	\$	108,000
expenses				
Shares transferred between				
related parties for mineral				
claims	\$ -	\$ 6,654	\$	10,796
Liability accrued for	\$ -	\$ -	\$	70,000
purchase of mineral claims				
Fair value of derivative	\$ 77,884	\$ -	\$	213,108
liability				
Shares issued for stock	\$ 167,400	\$ -	\$	167,400
payable				
Shares issued for settlement	\$ 213,929	\$ -	\$	213,929
of debt				

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





**SANTO MINING CORP.**  
**(A Development Stage Company)**  
**NOTES TO FINANCIAL STATEMENTS**

**(Unaudited)**

**NOTE 1 – DESCRIPTION OF BUSINESS**

Santo Mining Corp. (referred to as we, the “Company” or “Santo Mining”) was incorporated in the State of Nevada on July 8, 2009.

The Company’s original business operations were divided into two segments: 1) through an informative and interactive website, where both dentists and patients can access dental information and have online consultations; and 2) mobile teeth whitening service.

In 2012, the Company’s management decided to redirect the Company’s business focus towards identifying and pursuing options regarding the acquisition of mineral exploration property with the focus on gold and other precious metals in north western Dominican Republic.

On July 30, 2012, the Company entered into a mineral property acquisition agreement (the "Acquisition Agreement") with GEXPLO, SRL (the "Vendor") and Rosa Habeila Feliz Ruiz, the Company’s former officer and director, whereby the Company agreed to acquire from the Vendor an undivided one hundred percent (100%) interest in and to a mineral claim known as Alexia, which is located in the province of Dajabon, in the municipalities of Dajabon and Partido, specifically in the sections Chaucey, La Gorra and Partido Arriba, covering Los Indios, Pueblo Nuevo, Hatico Viejo, El Junco, La Gallina, Tahuique and Charo located in the Dajabon 5874-I (11) and Loma de Cabrera 5874-II (19) topographical sheets. Pursuant to the terms of the Acquisition Agreement, in consideration of an undivided 100% interest in and to the Alexia Claim, the Vendor will receive 6,456,600 shares of the Company’s common stock transferred from Ms. Ruiz and the cancellation of the promissory note for \$59,770 from the Company to the Vendor dated May 31, 2012.

After the Company completed its acquisition of Alexia, the Company began to operate in the mining business.

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The summary of significant accounting policies presented below is designed to assist in understanding Santo Mining's financial statements. Such financial statements and accompanying notes are the representations of the Company's management, which is responsible for the integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America ("U.S. GAAP") in all material respects and have been consistently applied in preparing the accompanying financial statements.

***Use of Estimates***

The Company prepares its financial statements in conformity with GAAP, which requires management to make estimates and assumptions that affect the reported amounts 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. Actual results could differ from those estimates.

***Foreign Currency Adjustments—Functional Currency is the U.S. Dollar***

The Company's functional currency for all operations worldwide is the U.S. dollar. Nonmonetary assets and liabilities are translated at historical rates and monetary assets and liabilities are translated at exchange rates in effect at the end of the year. Income statement accounts are translated at average rates for the year. Any translation adjustments are reflected as a separate component of stockholders' equity and have no effect on current earnings. Gains and losses resulting from foreign currency transactions are included in current results of operations.

### ***Reclassifications***

Certain amounts have been reclassified to conform to the current period presentation.

### ***Cash and Cash Equivalents***

Santo Mining considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

### ***Mineral Exploration and Development Costs***

All exploration expenditures are expensed as incurred. Costs of acquisition and option costs of mineral rights are capitalized upon acquisition. Mine development costs incurred to develop new ore deposits, to expand the capacity of mines or to develop mine areas substantially in advance of production are also capitalized once proven and probable reserves exist, and the property is determined to be a commercially mineable property. Costs incurred to maintain current production or to maintain assets on a standby basis are charged to operations. If the Company does not continue with exploration after the completion of the feasibility study, the cost of mineral rights will be expensed at that time. Costs of abandoned projects, including related property and equipment costs, are charged to mining costs. To determine if these costs are in excess of their recoverable amount, periodic evaluations of the carrying value of capitalized costs and any related property and equipment costs are performed. These evaluations are based upon expected future cash flows and/or estimated salvage value. And no impairment charges have been recorded by the Company. As of January 31, 2014, the Company capitalized \$186,915 of mineral claim acquisition costs.

### ***Website***

Website is carried at cost, with amortization provided on a straight-line basis over its estimated useful lives of five years. The Company determined in during the six months ended January 31, 2014 it will no longer use the website previously purchased and impaired the remaining book value of \$2,859.

### ***Income Taxes***

Potential benefits of income tax losses are not recognized in the accounts until realization is more likely than not. The Company computes a deferred tax asset for net operating losses carried forward. The potential benefit of net operating losses have not been recognized in these financial statements because the Company cannot be assured it is more likely than not it will utilize the net operating losses carried forward in future years.

### *Fair Value Measurement*

The Company values its derivative instruments under FASB ASC 820 which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable. The Company classifies fair value balances based on the observability of those inputs. ASC 820 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement).



The three levels of the fair value hierarchy are as follows:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives, marketable securities and listed equities.

Level 2 – Pricing inputs are other than quoted prices in active markets included in level 1, which are either directly or indirectly observable as of the reported date.

Level 3 – Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management’s best estimate of fair value. The Company uses Level 3 to value its derivative instruments.

The following table sets forth by level with the fair value hierarchy the Company’s financial assets and liabilities measured at fair value on January 31, 2014.

		<b>Level 1</b>		<b>Level 2</b>		<b>Level 3</b>		<b>Total</b>
<b>Liabilities</b>								
Derivative liability	\$	-	\$	-	\$	237,479	\$	237,479

***Stock-based Compensation***

The Company estimates the fair value of each stock option award at the grant date by using the Black-Scholes option pricing model and common shares based on the last quoted market price of the Company’s common stock on the date of the share grant. The fair value determined represents the cost for the award and is recognized over the vesting period during which an employee is required to provide service in exchange for the award. As share-based compensation expense is recognized based on awards ultimately expected to vest, the Company reduces the expense for estimated forfeitures based on historical forfeiture rates. Previously recognized compensation costs may be adjusted to reflect the actual forfeiture rate for the entire award at the end of the vesting period. Excess tax benefits, if any, are recognized as an addition to paid-in capital.

***Basic and Diluted Earnings (Loss) Per Common Share***

The basic net loss per common share is computed by dividing the net loss by the weighted average number of common shares outstanding. Diluted net loss per common share is computed by dividing the net loss adjusted on an “as converted” basis, by the weighted average number of common shares outstanding plus potential dilutive securities. For all periods presented, there were no potentially dilutive securities outstanding.

***Subsequent Events***

The Company evaluated events subsequent to January 31, 2014 through the date the financial statements were issued for disclosure considerations.

***Recently Issued Accounting Pronouncements***

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on its results of operations, financial position or cash flow.

### **NOTE 3 – GOING CONCERN**

These financial statements have been prepared on a going concern basis, which implies Santo Mining will continue to meet its obligations and continue its operations for the next twelve months. As of January 31, 2014, Santo Mining has not generated revenues, has working capital deficit and has accumulated losses of \$2,171,435 since its inception. These factors raise substantial doubt regarding Santo Mining's ability to continue as a going concern. The continuation of Santo Mining as a going concern is dependent upon financial support from its stockholders, the ability of Santo Mining to obtain necessary equity financing to continue operations, and the attainment of profitable operations. Realization value may be substantially different from carrying values as shown and these financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should Santo Mining be unable to continue as a going concern.

### **NOTE 4 – MINERAL CLAIMS**

When this report uses the word "property" or "claim" it refers to a "concession application" which according to the Dominican Mining Law grants the holder with certain preferential rights including future exclusive rights to prospect, explore and exploit metallic minerals within its designated boundaries.

On July 30, 2012, under the Acquisition Agreement, Ms. Ruiz agreed to transfer 6,456,600 shares of the Company's common stock she owned to GEXPLO SRL ("GEXPLO"), a company owned by Mr. Alain French, the Company's new President, Chief Executive Officer and Director, for a mineral right previously owned by GEXPLO. The Company recorded \$4,142 (original costs incurred by GEXPLO to obtain the claim) for the mineral right and the same amount in paid-in capital for the shares transferred as the result of this related party transaction.

On September 17, 2012, the Company exercised its right of first refusal to purchase two additional mineral properties, the Walter Claim and the Maria Claim, from GEXPLO pursuant to the Acquisition Agreement. In exchange for the Walter Claim and the Maria Claim, Rosa Habeila Feliz Ruiz, the Secretary of the Company, transferred 13,181,460 of her shares of the Company's common stock to the Vendor. The Vendor is owned by Alain French, our President, Chief Executive Officer and Director.

On October 12, 2012, the Company amended the Acquisition Agreement with GEXPLO and Rosa Habeila Feliz Ruiz, an officer and director of the Company. Pursuant to the Amendment, the Company would no longer have right of first refusal to purchase the Shalee and Daniel claims and instead would have right of first refusal to purchase the Henry, Francesca, Kato f/k/a Eliza, and Nathaniel claims.

On October 12, 2012, the Company exercised its right of first refusal to purchase four additional mineral properties, the Henry Claim, the Francesca Claim, the Kato f/k/a Claim and the Nathaniel Claim, from the Vendor pursuant to the Acquisition Agreement. In exchange for the Claims, Rosa Habeila Feliz Ruiz transferred 12,644,943 of her shares of the Company's common stock to the Vendor. The Vendor is owned by Alain French, our President, Chief Executive Officer and Director.

On March 25, 2013, the Company agreed to purchase from Alain French 100% right, title and interest in the "RICHARD" Mineral Exploration Concession Application in the Dominican Republic, consisting of 220 Hectares located in Dominican Republic, and any deposits of minerals on RICHARD for \$10,000 cash and 1,000,000 shares of the Company's common stock, par value \$0.00001. As of July 31, 2013, the Company has recorded mineral claims of \$10,000 for the costs incurred by Mr. French. The Company also recorded stock-based compensation and a stock payable in the amount of \$167,400 for the 1,000,000 shares to be issued to Mr. French.

On April 3, 2013, the Company agreed to purchase from Alain French 100% right, title and interest in the "CHARLES" Mineral Exploration Concession Application in the Dominican Republic consisting of 220 Hectares located in Dominican Republic, and any deposits of minerals on CHARLES for an initial payment of \$10,000 at closing, a second payment of \$50,000 in 90 days, and 1,500,000 shares of the Company's common stock, par value \$0.00001. As of July 31, 2013, the Company has recorded mineral claims of \$60,000 for the costs incurred by Mr. French. The Company also recorded stock-based compensation and a stock payable in the amount of \$225,000 for the 1,500,000 shares to be issued to Mr. French.

In 2013, the Company recorded \$6,654 (original costs incurred by GEXPLO to obtain the claim) for the mineral right and the same amount in paid-in capital for the shares transferred as the result of this related party transaction.

In November 2013, the Company made \$100,000 deposit to Campania Minera Los Angeles Del Desierto CA De CV, a Mexican company pursuant to the License Agreement entered in March 2013 to develop and mine three metallic concessions located in Mexico. The Company is required to make payments totaling \$210,000 and 1,000,000 shares of the Company's common stock.

#### **NOTE 5 – RELATED PARTY TRANSACTIONS**

As of January 31, 2014 and July 31, 2013, the Company had payable of \$79,696 to Ms. Ruiz, a former officer and director of the Company, for the advances she made to the Company to cover incorporation costs of the Company and ongoing legal and accounting fees related to the Company's SEC reporting obligations. These advances bear no interest, are unsecured and are due on demand.

On May 31, 2012, the Company entered into a promissory note with GEXPLO, SRL, a company owned by the Company's then corporate secretary (and current President, Secretary, Treasurer and Director), Mr. Alain French. The total amount loaned was \$59,770 as of May 31, 2012 for exploration expenses that the Company paid on GEXPLO's behalf for Alexia Claim which was acquired by the Company in July 2012. The loan is non-interest bearing and matures on December 31, 2012. The loan was cancelled by the Company as consideration in the Acquisition Agreement, on July 30, 2012. See Note 4 for the shares transferred between Ms. Ruiz and GEXPLO.

Through January 31, 2014, the Company had made advances to GEXPLO, a company owned by the Company's President, Secretary, Treasurer and Director, for a total of \$140,142 for exploration expenses he was going to pay on the Company's behalf. These advances were originally recorded as deposit. During the six months ended January 31, 2014, GEXPLO paid the Company's exploration expense and the entire deposit amount was expensed by the Company.

As described in Note 4, as of January 31, 2014, the Company accrued related party payable of \$70,000 for mineral claims, the Richard Claim and the Charles Claim, the Company acquired from Alain French during the third quarter of 2013.

**NOTE 6 – CONVERTIBLE NOTES PAYABLE**

*Asher Notes:*

On April 16, 2013, the Company borrowed \$53,000 from Asher Enterprises, Inc. (“Asher”) under a Convertible Promissory Note. The note is unsecured, bears interest at 8% per annum and matures on January 22, 2014. The note is convertible into common stock of the Company and the conversion price shall equal the variable conversion price of 47% multiplied by the average of the lowest three (3) trading prices for the common stock during the thirty (30) trading day period ending on the latest complete trading day prior to the conversion date.

On July 1, 2013, the Company borrowed \$32,500 from Asher under a Convertible Promissory Note. The note is unsecured, bears interest at 8% per annum and matures on April 3, 2014. The note is convertible into common stock of the Company and the conversion price shall equal the variable conversion price of 50% multiplied by the average of the lowest three (3) trading prices for the common stock during the thirty (30) trading day period ending on the latest complete trading day prior to the conversion date.

On October 23, 2013, the Company borrowed \$32,500 from Asher under a Convertible Promissory Note. The note is unsecured, bears interest at 8% per annum and matures on July 25, 2014. The note is convertible into common stock of the Company and the conversion price shall equal the variable conversion price of 50% multiplied by the average of the lowest three (3) trading prices for the common stock during the thirty (30) trading day period ending on the latest complete trading day prior to the conversion date.

The Company analyzed the Asher Notes for derivative accounting consideration under FASB ASC 470 and determined that the embedded conversion feature qualified for accounting treatment as a financial derivative (See Note 7).

For the six months ended January 31, 2014, the Company recorded a debt discount of \$32,500, as result of the embedded conversion feature being a financial derivative, for proceeds received.

The discounts on these convertible notes are amortized by the Company through interest expense over the life of the notes. During the six months ended January 31, 2014, the Company recorded \$66,492 amortization of the debt discount on the Asher Notes.

A summary of value changes to Asher Notes for the period ended from July 31, 2013 to January 31, 2014 is as follows:

	Asher Note #1	Asher Note #2	Asher Note #3	Total
Carrying value at July 31, 2013	\$ 19,993	\$ 3,533	\$ -	\$ 23,526
Additional borrowing			32,500	32,500
Less: repayment of principal	(53,000)	(16,890)		(69,890)
Less: discount related to fair value of the embedded conversion feature			(32,500)	(32,500)
Add: amortization of discount	33,007	21,667	11,818	66,492
Carrying value at January 31, 2014	\$ -	\$ 8,310	\$ 11,818	\$ 20,128

***JMJ Notes:***

On June 12, 2013, the Company issued to MJM Financial (“MJM”) convertible promissory note in the principal amount of \$335,000 (the “Note”) with a maturity date of one year from the effective date of each payment for total consideration of \$300,000 (the “Consideration”) (there was an original issue discount (the “OID”) of \$35,000). As of July 31, 2013, the Company received \$60,000 cash from MJM and recorded \$7,000 OID. The interest rate of the Note is 0% if repaid within the first 90 days, and shall increase to 12% after 90 days.

On September 25, 2013 and December 10, 2013, MJM advanced the Company additional \$25,000 and \$30,000, respectively. The Company recorded \$2,917 original issuance discount on the September 25 advances.

Pursuant to the terms of the Note, JMJ may elect to convert all or part of the outstanding unpaid principal and accrued interest into shares of the Company's common stock (up to an amount that would result in JMJ Financial holding no more than 4.99% of the outstanding shares of common stock of the Company) at a conversion price of the lesser of: (i) \$0.138, or (ii) 60% of the lowest trade price in the 25 trading days preceding the conversion.

The Company analyzed the Convertible Promissory Notes for derivative accounting consideration under FASB ASC 470 and determined that the embedded conversion feature qualified for accounting treatment as a financial derivative (See Note 7).

For the six months ended January 31, 2014, the Company recorded a debt discount of \$42,467, as result of the embedded conversion feature being a financial derivative, for proceeds received.

The discounts on these convertible notes are amortized by the Company through interest expense over the life of the notes. During the six months ended January 31, 2014, the Company recorded \$39,859 amortization of the debt discount on the Asher Notes.



A summary of value changes to JMJ Notes for the period ended from July 31, 2013 to January 31, 2014 is as follows:

	JMJ Note #1	JMJ Note #2	JMJ Note #3	Total
Carrying value at July 31, 2013	\$ 17,890	\$ -	\$ -	\$ 17,890
Additional borrowing		27,917	30,000	57,917
Less: repayment of principal	(10,080)			(10,080)
Less: discount related to fair value of the embedded conversion feature		(20,129)	(22,338)	(42,467)
Less: original issuance discount		(2,917)		(2,917)
Add: amortization of discount	28,595	8,082	3,182	39,859
Carrying value at January 31, 2014	\$ 36,405	\$ 12,953	\$ 10,844	\$ 60,202

#### NOTE 7 – DERIVATIVE LIABILITY

The Company has determined that the variable conversion price under its Asher and JMJ notes causes the embedded conversion feature to be a financial derivative. The Company may not have enough authorized common shares to settle its obligation if the note holder elects to convert the note to common shares when the trading price is lower than certain threshold.

The fair value of the conversion feature is recognized as a financial derivative at issuance and is measured at fair value at each reporting period. The fair values of the financial derivative were calculated using a modified binomial valuation model with the following assumptions at the loan origination date and January 31, 2014:

	July 31, 2013	On Various Debt Origination Date	January 31, 2014
Market value of common stock on measurement date (1)	\$0.105	\$0.001 - \$0.008	\$0.002
Adjusted conversion price (2)	0.083	0.001 – 0.004	0.001
Risk free interest rate (3)	0.04% - 0.08%	0.05% - 0.11%	0.03% - 0.08%
Life of the note in years	0.48 - 0.86	0.75 - 1.0	0.23 - 0.90
Expected volatility (4)	192%	208%	228%
Expected dividend yield (5)	-	-	-

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- (1) The market value of common stock is based on closing market price as of July 30, 2013, on each debt origination date and January 31, 2014.
- (2) The adjusted conversion price is calculated based on conversion terms described in the note agreement.
- (3) The risk-free interest rate was determined by management using the 1 year Treasury Bill as of the respective Offering or measurement date.
- (4) The volatility factor was estimated by management using the historical volatilities of the Company's stock.
- (5) Management determined the dividend yield to be 0% based upon its expectation that it will not pay dividends for the foreseeable future.

The following table provides a summary of the changes in fair value of the derivative financial instruments measured at fair value on a recurring basis using significant unobservable inputs:

F-10

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		<b>Financial Derivatives</b>
Fair value at July 31, 2013	\$	149,451
Fair value of new financial derivatives		78,532
Change in fair value of derivative liability		9,496
Fair value at January 31, 2014	\$	237,479

## **NOTE 8 – EQUITY TRANSACTIONS**

On August 14, 2013, the Company and Hanover executed an addendum (the “Addendum”) to the Purchase Agreement, pursuant to which Hanover would receive 536,172 of the shares on August 14, 2013 and 536,171 of the shares if the registration statement was not deemed effective within 30 calendar days.

On October 2, 2013, the Company entered into an Amended Settlement and Agreement and Release (the “Settlement Agreement”) with IBC Funds, LLC, a Nevada limited liability company (“IBC”) pursuant to which the Company agreed to issue common stock to IBC in exchange for the settlement of \$123,028 (the “Settlement Amount”) of past-due accounts payable of the Company.

Pursuant to the terms of the Settlement Agreement approved by the Order, on October 3, 2013, the Company agreed to issue to IBC shares (the “Settlement Shares”) of the Company’s Common Stock. The Settlement Agreement provides that the Settlement Shares will be issued in one or more tranches, as necessary, sufficient to satisfy the Settlement Amount through the issuance of freely trading securities issued pursuant to Section 3(a)(10) of the Securities Act. Pursuant to the Settlement Agreement, IBC may deliver a request to the Company which states the dollar amount (designated in U.S. Dollars) of Common Stock to be issued to IBC (the “Share Request”). The parties agree that the total amount of Common Stock to be delivered by the Company to satisfy the Share Request shall be issued at a forty-five percent (45%) discount to lowest price based upon the average of the volume weighted average price of the Common Stock over the ten (10) trading day period preceding the Share Request. Additional tranche requests shall be made as requested by IBC until the Settlement Amount is paid in full so long as the number of shares requested does not make IBC the owner of more than 4.99% of the outstanding shares of Common Stock at any given time.

On October 11, 2013, the Circuit Court of the Twelfth Judicial Circuit for Sarasota County, Florida (the “Court”), entered an order (the “Order”) approving, among other things, the fairness of the terms and conditions of an exchange pursuant to Section 3(a)(10) of the Securities Act of 1933, as amended (the “Securities Act”), in accordance with a stipulation of settlement, pursuant to the Settlement Agreement between the Company and IBC, in the matter entitled IBC Funds, LLC v. Santo Mining Corp. (the “Action”). IBC commenced the Action against the Company to recover an aggregate of \$123,028 of past-due accounts payable of the Company (the “Claim”), which IBC had purchased from certain vendors of the Company pursuant to the terms of separate receivable purchase agreements between IBC and each of such vendors (the “Assigned Accounts”). The Assigned Accounts relate to certain legal, accounting, and financial services provided to the Company. The Order provides for the full and final settlement of

the Claim and the Action. The Settlement Agreement became effective and binding upon the Company and IBC upon execution of the Order by the Court on October 11, 2013.

For the six months ended January 31, 2014, the Company issued 16,915,583 shares of the Company's common stock to IBC to settle \$53,034 in debt, 40,695,581 shares of common stock to Asher to settle \$69,890 in debt, and 4,000,000 shares of common stock to JMJ to settle \$10,080 in debt. Because the fair value of the common stock issued is more than the liability amount settled, the Company recorded loss on debt settlement in the amount of \$89,175.

During the six months ended January 31, 2014, 1,000,000 shares of the Company's common stock were issued to Campania Minera Los Angeles Del Desierto CA De CV, for the stock payable previously recorded by the Company.

As of January 31, 2014, the Company had 130,724,825 shares of common stock outstanding.

## NOTE 9 – SUBSEQUENT EVENTS

On March 11, 2014, the board of directors of the Company determined that it was in the best interests of the Company to file a Certificate of Designation that authorized the issuance of up to 500,000 shares of a new series of preferred stock, par value \$0.00001 per share, designated "Series A Preferred Stock," for which the board of directors established the rights, preferences and limitations thereof. The board of directors authorized the Series A Preferred Stock pursuant to the authority given to the board of directors under the Articles of Incorporation, which authorizes the issuance of up to 500,000,000 shares of preferred stock, par value \$0.00001 per share, and authorizes the board of directors, by resolution, to establish any or all of the unissued shares of preferred stock, not then allocated to any series into one or more series and to fix and determine the designation of each such shares, the number of shares which shall constitute such series and certain preferences, limitations and relative rights of the shares of each series so established. The Certificate of Designation was filed as an amendment to the Company's Articles of Incorporation with the State of Nevada on March 11, 2014.

Each holder of outstanding shares of Series A Preferred Stock shall be entitled to 5,000 votes for each share of Series A Preferred Stock held on the record date for the determination of stockholders entitled to vote at each meeting of stockholders of the Company.

On March 13, 2014, the Company filed an amendment to the Company's articles of incorporation with the Secretary of State of the State of Nevada, to increase the Company's authorized common stock from 450,000,000 shares of common stock, par value \$0.00001 per share, to 5,000,000,000 shares of common stock, par value \$0.00001 per share.

On March 11, 2014, the Company issued an aggregate of 100,000 shares of Series A Preferred Stock to Mr. Alain French, the Company's President, Chief Executive Officer, Secretary and Treasurer, in consideration for services rendered to the Company, including for and as incentive to continue to assist and provide services to the Company.

As a holder of outstanding shares of Series A Preferred Stock, Mr. French is entitled to 5,000 votes for each share of Series A Preferred Stock held on the record date for the determination of stockholders entitled to vote at each meeting of stockholders of the Company.

The shares of preferred stock described above were not registered under the Securities Act of 1933 and are restricted securities. The shares were issued pursuant to the registration exemption afforded the Company under Section 4(2) of the Securities Act due to the fact that Mr. French is the Chief Executive Officer and Director of the Company. Mr. French acquired these shares for his own account. The certificates representing these shares will bear a restricted legend providing that they cannot be sold except pursuant to an effective registration statement or an exemption from registration.

Subsequent to January 31, 2014, the Company issued 45,300,000 shares of the Company's common stock to IBC to settle outstanding debt, 20,918,598 shares of common stock to Asher to settle outstanding debt, and 32,600,000 shares of common stock to JMJ to settle outstanding debt. The Company also issued 8,600,000 shares of common stock to a consulting firm for services.

On January 22, 2014, the Company and Hanover entered into a termination agreement (the "Termination Agreement"), to cancel the Agreements, the Addendum, and all of the transactions contemplated thereby. Pursuant to the Termination Agreement, Hanover has agreed to cancel all shares of the Company's common stock previously issued to Hanover, and to cancel the Company's obligation to issue the final 536,171 shares. The Company is entitled to retain the \$90,000 administrative fee received pursuant to the Purchase Agreement.

On February 6, 2014, the Company issued 8% Convertible Promissory Note (the "Note") to Hanover, in the principal amount of \$90,000, with a maturity date of December 7, 2014. The Note is convertible into shares of the Company's common stock at any time beginning on the date that is 180 days following the date of the Note and ending on the Maturity Date, at a fixed price of \$0.06 per share. The Note is subject to customary default provisions, including failure to issue common stock upon conversion. Upon the occurrence of an event of default, the interest rate shall be increased to 18% per annum.

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

*The following provides information which management believes is relevant to an assessment and understanding of our results of operations and financial condition. The discussion should be read along with our financial statements and notes thereto. The following discussion and analysis contains forward-looking statements, which involve risks and uncertainties. Our actual results may differ significantly from the results, expectations and plans discussed in these forward-looking statements. See "Cautionary Note Regarding Forward Looking Statements."*

### **Overview**

Santo Mining Corp. (the "Company") is a development stage company and has not yet generated or realized any revenues from our business operations.

Our metallic exploration concession applications in the Dominican Republic now consist of two claims the Richard Claim and the David Claim. The reduction in claims will allow the Company to focus its resources on the two most prospective claims selected from its former Dominican claim portfolio. Meanwhile the company continues to investigate near-term gold and silver production opportunities in Mexico, Central America, Latin America and more recently in Africa.

In Mexico the company is currently waiting for verification from the Mexican concessionaires that all the permits, licenses and entitlements are in effect in accordance with the Production Contract prior to releasing the final payment of \$100k for advanced royalties.

More specifically our mission is to acquire properties with economic concentrations of poly-metallic mineralization, ideally open-pit where the material can be concentrated and transported to local or offshore for smelting. The Company is also considering setting up a mobile precious metal refinery with a monthly capacity of 50kg to process its concentrate and also alluvial gold purchased from local artisanal mines.

In addition to metallic mining we are evaluating the opportunities in the non-metallic sector including stone quarries producing construction aggregates for the local and export markets. The CEO was active in this sector prior to the 2008 economic downfall and believes this market may be in recovery.

There is a going concern as to whether we can continue as an on-going business for the next twelve months unless we obtain additional capital to pay our bills. Our independent auditor has raised substantial doubt regarding our ability to continue as a going concern. This is because we have not generated any revenues and no revenues are anticipated until we are able to go into production of gold. Accordingly, we must raise cash from sources other than operations. Our only other source for cash at this time is investments by others. We must raise cash to implement our project and begin our operations.

## **Plan of Operations**

### ***Exploration Plan in the Dominican Republic:***

During the next three years Santo Mining will require between \$1-2 million to explore its two exploration concession applications. Exploration expeditions are to be conducted by independent contracted geologists and mining professionals who have previously worked on Santo Mining claims include Salvador Brouwer, Professor Luz Iris Contreras, Ricardo Baez, Elpidio Moronta, Ismael Martinez, Ernesto Rocamora Alvarez and Dr. Jose Luis Batista Silva and have been retained or hired on an as needed basis on a fee scale of \$300/day for Junior Geologist up to \$1,100 /day for Senior Geologists.

During 2013, the exploration team has conducted extensive surface geochemical sediment, rock and soil sampling on the Richard Claim and due diligence on the David Claim area. Areas anomalous for gold, silver and



or base metals have been identified and detailed soil sampling completed on 50 and 100 meter grid pattern. As additional funding becomes available, the exploration team plans to proceed with more detailed surface exploration, geophysics studies, trenching, shallow drilling through sediment to underlying bedrock and core drilling estimated is estimate to begin in 2014 when funding becomes available.

When drill targets have been confirmed at Richard and David, the Company will begin negotiations with land owners for permission to conduct surface exploration, trenching and drilling on their lands. According to the Mining Law #146 the Dominican Mining Office (“DGM”) can order a reluctant owner to allow entry however this would be unlikely as the company CEO has prior experience in negotiating mutually beneficial agreements.

Many samples have been assayed and the remaining samples placed in storage pending assaying in the future. The Company's Chief Executive Officer is of the opinion some of the VMS and refractory sulphide samples would benefit from pretreatment by acid digestion or roasting with chlorine gas to liberate the “locked” precious metals. These pretreatment processes have been confirmed on a laboratory scale where samples have been individually treated in a purpose built stainless steel reactor. At the time of writing company is considering ways to prepare and pretreat multiple samples simultaneously using a corrosion resistant production scale titanium reactor. At the time of writing a pilot plant reactor is being fabricated for use in Mexico by engineer Luis Castillo.

#### Claim Status

##### *Richard Claim*

**Location:** The Richard Claim is located 12 kms northeast of the town of Maimon and 15 km South of Cotui, near the village of Las Lagunas in the province of Sanchez Ramirez, Dominican Republic. Access is excellent with paved 2 lane road. Travel time to Santo Domingo the Capital is 50 minutes. It is located in the topographical map Zambrana (Hatillo) #6172-I (55) complying with the terms of the mining law #146 and its regulations.

The total area of the exploration application is 220 mining hectares. The PP is located 56.35 metros distance in the magnetic direction S41°-00'E from the PR. This PP is identified on the ground by a concrete monument with the initials “PP” and with a partially buried two inch diameter PVC tube filled with concrete. The PP is located at the UTM Coordinates UTM N2091800 y E381000 (Datum NAD27).

The PR is identified on the ground in the same manner as the PP and is located at the coordinates UTM N2091835 y E380950 (Datum NAD27).

The PR has been connected the Three (3) visuals with landmarks on the ground with the initials V1, V2, y V3 in the following manner:

<b>FROM</b>	<b>TO</b>	<b>MAGNETIC DIRECTION</b>	<b>DISTANCE (METERS)</b>	<b>DIRECT POSITIVE ANGLE</b>
PR	PP=A	S41°-00'E	56.35	00'-00"
PR	V1	S22°-00'E	24.10	19'-00"
PR	V2	S15°-00'W	14.10	56'-00"
PR	V3	N87 °-00'W	19.75	134'-00"

The Richard Claim boundaries will follow the direction on the Universal Mercator (UTM) grid, on vertices with incoming and outgoing angles of 90%, according to that outlined in the following:

<b>FROM POINT</b>	<b>TO POINT</b>	<b>CARDINAL DIRECTION</b>	<b>DISTANCE METERS</b>	<b>UTM NORTH (FROM POINT)</b>	<b>UTM EAST (FROM POINT)</b>
<b>PP=A</b>	<b>B</b>	South	535	N2091800	E381000
<b>B</b>	<b>C</b>	East	1,000	N2091300	E381000
<b>C</b>	<b>D</b>	South	300	N2091300	E382000
<b>D</b>	<b>E</b>	West	3,000	N2091000	E382000
<b>E</b>	<b>F</b>	North	500	N2091000	E379000
<b>F</b>	<b>G</b>	East	200	N2091500	E379000
<b>G</b>	<b>H</b>	North	500	N2091500	E379200
<b>H</b>	<b>I</b>	East	1,800	N2092000	E379200
<b>I</b>	<b>PP=A</b>	South	165	N2092000	E381000





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**Type of Ownership:** One hundred percent (100%) of the Richard Claim property exploration concession application rights were acquired by Santo Mining Corp. from Gexplo SRL via a Mineral Property Acquisition Agreement dated March 25, 2013. According to DGM, the David Claim area has been exclusively reserved for Santo Mining Corp.

**Claim Rights:** In the Dominican Republic, mineral rights are obtained by filing a 30-day claim with the DGM. During this 30-day period the stake holder has the exclusive right to apply for an exploration concession which is valid for three years and may be renewed for two consecutive 1 year periods. Finally, the holder may apply for an exploitation concession which is valid for 25 years with two 25 year renewal periods totaling 75 years. Surface rights are not included and are negotiated separately with the landowner. In the event a landowner will not provide access to the concession the applicant may request the DGM expropriation the property at fair market price. All claims including 30 day, exploration applications, exploration concessions, exploitation applications and exploitation concessions can be sold, transferred, mortgaged, leased, rented, etc.

**Claim Identification:** The Richard exploration concession application was first registered at DGM by Gexplo SRL, the prior owner, on August 3, 2010 and is identified solely by its name "Richard".

**Claim Status at DGM:** DGM Process to grant the exploration concession:

- **Santo Mining will have to re-submit a new Exploration Concession Application** identical to the former Gexplo, SRL Exploration Concession Application files on 28 June 2014 covering the "Richard" area which according to the Dominican Mining Office is exclusively reserved for Santo Mining. Cost \$2-3,000
- **DGM Prior Gexplo SRL Correction Letters from Legal, Auditing and Surveying:** All Completed.
- **Two Public Notices of Claim Application in National Newspaper:** DGM issues a draft of a Declaration of the concession inviting public comment. The applicant is required to provide certification that the declaration was published twice over a period of not less than days inviting public comments or objections. Cost approximately \$250.
- **Field Inspection of Survey Monuments:** Pending scheduling. Verification the concession survey monuments are installed correctly. Applicant required checking monuments prior to verification. Estimated time to complete 1-3 months. Cost \$465 plus mileage.

- **Exploration Concession Document Drafted by DGM:** Usually no further requirements by applicant. Estimated time to complete according to DGM now 3-6 months. Cost approx. \$1,000.
- **Granting of Exploration Concession by Ministry of Mines and Energy:** Usually no further requirements by applicant. Estimated time to complete now 4-6 months according to DGM. Cost/Official Fee \$1,220.

It is noted that there has been historical backlog in processing exploration concession applications and claim transfers at DGM. Recently the mining sector has seen general improvements in processing under the new DGM leadership together with a departmental budget increase, staff changes and more efficient methods.

**Work Completed and Condition:** Since September 2012 the Santo Mining Exploration team has conducted six campaigns of surface geochemical surveys of the 220 hectare area of the Richard Exploration Concession Application. Preliminary reconnaissance was conducted by geologist Salvador Brouwer who collected rock and sediment samples at confluences and exit points. Later he supervised an active stream sediment sampling expedition conducted by geologist Professor Luz Iris Contreras who sampled the entire concession drainage basin at 100 meter spacing. Beginning in early 2013 staff geologist Elpidio Moronta assisted by seasoned gold scout Ramoncito Vasquez conducted a series of geochemistry soil sampling surveys starting on a 100 m grid



and ending on a 25 m grid in areas anomalous for precious and base metals. To date over 250 samples have been collected and 236 bagged, tagged, sealed and delivered to secure storage in Santo Domingo. Selected samples were periodically delivered to Acme Laboratories in Maimon where they were dried, crushed (or sieved in the case of soils) and pulped. The processed samples were then sent to Acme Labs in Vancouver Canada (an ISO 9001 accredited facility) where they were crushed to 80% passing 2mm and split using a riffle splitter. A 250 gram sub-sample split was crushed to minus 200 mesh (74 $\mu$ ) and a 15 gram sub-split from the resulting pulp was then subjected to aqua regia digestion and multi-element ICP-MS analysis. The unused splits were returned to Santo Domingo for storage. Several potential precious and base metal anomalies were identified from the suite Acme analyses and shallow diamond core drill targets have been defined.

**Geology:** Richard is hosted by the Lower Cretaceous Los Ranchos Formation, a series of volcanic and volcanoclastic rocks that extend across the eastern half of the Dominican Republic. It consists of a lower complex of pillowed basalt, basaltic andesite flows, dacitic flows, tuffs and intrusions, overlain by volcanoclastic sedimentary rocks and interpreted to be a Lower Cretaceous intra-oceanic island arc. The unit has undergone extensive seawater metamorphism (spilitization) and lithologies have been referred to as spilite (basaltic-andesite) and keratophyre (dacite). The geology is typical of the Los Ranchos formation consisting of fragmented volcanic rocks, breccias and hydrothermalized materials. There are areas of highly silicified breccias, quartz fragments and spilite phenocryst. In the Rio Cazonos you can observe outcrops of course grained, weathered, and laminated lithic tuffs with course grained keratophyre and quartz-keratophyre, small veins of quartz, copper and iron stockwork. Pyrophyllite and volcanic ashes are seen at the mouth of the Rio Cazonos. In the extreme NE area of the Rio Maguaca lithic tuffs and basalt rocks (lavas) outcrops are observed indicating a contact transition phase with the pyrite and chalcopyrite present. The entire area is covered with brown, reddish and yellow sedimentary soils containing quartz, silt and clay. Outcrops are generally rarely observed except in river and streams.

**Total Costs to Date & Future Cost:** Costs to date are: Manpower \$29,000, Logistics and Equipment \$6,000, Acme Labs Analysis \$3,000, Overheads \$15,000. Total Costs to Date: \$53,000. Budget estimate to complete geophysical investigation/interpretation, 200m trenching, 1,500 meters diamond core drilling, Laboratory analyses and preparation of a NI-43-101 / SEC equivalent report is \$224,000.

**Utilities and Infrastructure:** Electrical service and water are available throughout the property. The exploration area is either hilly pastoral to remote mountainous laced with extensive drainage system of rivers and streams interspersed with ponds and small lakes all of which can be used for future core drilling and supply various processes. There is an extensive electrical power grid in Dominican and or a mining operation would generate its own electrical power.

**Disclosure:** At this time, the Richard Claim property is without known reserves and the proposed program is exploratory in nature.

*David Claim*

**Location:** The David Claim is located the San Juan Province,, municipality of Las Zanjás (DM), in the sections Las Charcas de Garabito, Mogollón y la Florida, villages of La Prensadera y El Quemado del Pelegrin, located in the topographic page Juan de Herrera 5972-IV (51) in accordance with the mining law No. 146 and its regulations. The base metals are principally copper and the precious metallic minerals are gold and silver. It is located 12 kms east of the town of Juan de Herrera, in the southwestern province of San Juan, Dominican Republic.

The total area of the application is 1,400 mining hectares. The PP is located a distance of 50.50 meters on a magnetic bearing of S14°-00'E from the Reference point. This PP is marked on the ground with a concrete post marked with the initials PP with a partially buried 2" PVC post filled with concrete. The PP is located at the UTM N2088000 y E276660 coordinates (Datum NAD27).

The PR is marked on the ground in a similar manner than the PP and can be located on the East side of the path from Prensadera y Los Auyamas. The PR is located at UTM N2088047 y E276645 coordinates (Datum NAD27).

The PR can be localized by three (3) visuals with stakes marked with the initials V1, V2, y V3 in the following manner:

LINE	MAGNETIC	DIRECT POSITIVE	DISTANCE (METERS)
	BEARING	ANGLE	
PR – PP=A	S14°-00'E	53.50	00 °-00' -00"
PR – V1	S41°-00'W	22.50	55 °-00' -00"
PR – V2	N88°-00'W	16.50	106 °-00' -00"
PR – V3	N53 °-00' W	27.50	141 °-00' -00"

**Boundary Description:**

The boundaries of the David Claim concession follow the cardinal direction of the Transverse Mercator described in the following table:

FROM	TO	CARDINAL DIRECTION	DISTANCE (METERS)
PP = A	B	West	660
B	C	North	2000
C	D	West	1000
D	E	North	2000
E	F	East	4000
F	G	South	4000
G	PP = A	West	2,340





**Type of Ownership:** One hundred percent (100%) of the David Claim exploration concession application was acquired by Santo Mining Corp. from Gexplo SRL via a Mineral Property Acquisition Agreement dated March 10, 2014. According to DGM the David area has been exclusively reserved for Santo Mining Corp.

**Ownership Interest:** Santo Mining Corp. owns one hundred percent (100%) of the David Claim property rights subject to a 5% net smelter return.

**Claim Rights:** In the Dominican Republic, mineral rights are obtained by filing a 30-day claim with the DGM. During this 30-day period the stake holder has the exclusive right to apply for an exploration concession which is valid for three years and may be renewed for two consecutive 1 year periods. Finally, the holder may apply for an exploitation concession which is valid for 25 years with two 25-year renewal periods totaling 75 years. Surface rights are not included and are negotiated separately with the landowner. In the event a landowner will not provide access to the concession the applicant may request the DGM expropriation the property at fair market price. All claims including 30 day, exploration applications, exploration concessions, exploitation applications and exploitation concessions can be sold, transferred, mortgaged, leased, rented, etc.

**Claim Identification:** The David Claim exploration concession application was first registered by Gexplo SRL, the prior owner, at DGM on 28 June 2012 and is identified solely by its name "David".

**Claim Status at DGM:** DGM Process to grant the exploration concession:

- **Santo Mining will have to submit a new Application** identical to the former Gexplo, SRL Exploration Concession Application files on 28 June 2014 covering the "David" area which according to the Dominican Mining Office is exclusively reserved for Santo Mining. Cost \$2-3,000
- **DGM Prior Gexplo SRL Correction Letters from Legal, Auditing and Surveying:** All Completed.
- **Two Public Notices of Claim Application in National Newspaper:** DGM issues a draft of a Declaration of the concession inviting public comment. The applicant is required to provide certification that the declaration was published twice over a period of not less than days inviting public comments or objections. Cost approximately \$250.
- **Field Inspection of Survey Monuments:** Pending scheduling. Verification the concession survey monuments are installed correctly. Applicant required to check monuments prior to verification. Estimated time to complete 1-3 months. Cost \$465 plus mileage.
- **Exploration Concession Document Drafted by DGM:** Usually no further requirements by applicant. Estimated time to complete according to DGM now 3-6 months. Cost approx. \$1,000.

- **Granting of Exploration Concession by Ministry of Mines and Energy:** Usually no further requirements by applicant. Estimated time to complete now 4-6 months according to DGM. Cost/Official Fee \$1,220.

It is noted that there has been historical backlog in processing exploration concession applications and claim transfers at DGM. Recently the mining sector has seen general improvements in processing under the new DGM leadership together with a departmental budget increase, staff changes and more efficient methods.

**Work Completed and Condition:** In 2013, geologist Elpidio Moronta assisted by gold scout Ramoncito Vasquez conducted two geochemistry rock, soil and stream sediment sampling “Due Diligence” expeditions on the David Exploration Concession Application. Iron and copper sulfide were encountered in the form of disseminated pyrite and chalcopyrite). Locals informed us that the Rio Mijo has been panned for gold since the Spanish Colonials arrived. To date 102 rock and stream sediment sample have been collected, bagged, tagged, sealed and delivered to secure storage in Santo Domingo. 20 Selected samples were delivered to Acme Laboratories in Maimon where they were dried, crushed (or sieved in the case of soils) and pulped and then sent to Acme Labs in Vancouver Canada. Active stream sediment results up to 38 PPB for Gold and 64 PPB for Silver were reported which now requires detailed stream sampling to define any anomalies. In our workshop a pyrite rock sample was crushed and digested in hydrochloric acid and the solution poured over a mercerized



copper plate which immediately turned bright gold colored indicating the possible presence of refractory gold in the sulfide mineral. Planned work includes geophysical survey, trenching, diamond core drilling and preparation of a NI-43-101 and SEC equivalent report. Due diligence costs to date are: Manpower \$13,800 Logistics and Equipment \$7,300, Acme Labs \$1,150, Approx. Overhead \$7,000. Total Costs to Date: \$29,250. Budget estimate to complete geophysical investigation/interpretation, 300m trenching, 2,500 meters diamond core drilling, Laboratory analyses and preparation of a NI-43-101 / SEC equivalent report is \$818,000.

**Geology:** The Tiro Formation consists of an Upper Cretaceous package of sedimentary and volcanic rocks including andersite, dacite, mineralized quartz veins, volcanic breccias, and diorite and volcanoclastic silicification striking a NW/SE diagonal swath in west Dominican Republic.

**Utilities and Infrastructure:** Electrical service would probably need to be provided by a generator. Water is available throughout most of the property. The exploration area is either hilly pastoral to remote mountainous laced with extensive drainage system of rivers and streams interspersed with ponds and small lakes all of which can be used for future core drilling and supply various processes. There is an extensive electrical power grid in Dominican and or a mining operation would generate its own electrical power.

**Disclosure:** At this time, the David Claim property is without known reserves and the proposed program is exploratory in nature.

### *El Angel Del Desierto, El Relampago Azul and La Valeria Mexico*

**Success Overview:** Economic grades of Gold and Silver have been successfully liberated in in-house mercury amalgamation batch and at local laboratory by roasting with chlorine gas. A portable chlorine gas reactor oven is being fabricated to repeat pretreatment process under certified conditions. Advanced metallurgy and mineralogy is continuing with the objective of identify precious metal “host” minerals. With this information it will be possible to specify and test a gravity and floatation concentration plant process for testing. The Company is currently waiting for verification from the Mexican concessionaires that all the permits, licences and entitlements are in effect in accordance with the Production Contract prior to releasing the final payment of \$100k for advanced royalties.

**Geochemical Testing:** Since November 2012, the Santo Mining Exploration team has conducted three surface geochemical survey of part of the 727 hectare area of the three Exploitation Concessions. Preliminary reconnaissance and geochemical survey was conducted by Mine Engineer Juan Luis Castillo who collected 18 rock soil samples from the base perimeter and summit of a mineralized hill. The samples were bagged, tagged, sealed and delivered to secure Acme Laboratories in Guadalajara Mexico where they were dried, crushed (or sieved in the case of soils) and pulped. 500 g of the processed samples were then sent to Acme Labs in Vancouver. No precious and base metal anomalies were identified in the Acme analyses reportedly due to the refractory nature of the mineralization. The 18 sample

splits were forwarded by Acme to Garza laboratories for pretreatment by roasting with chlorine gas. Garza then sent these pretreated samples to Inspectorate labs in Reno Nevada and the samples returned positive results with average results of 3.17 g/t Gold and 57.3 g/t silver. Bulk samples were sent to SGS in Tucson, Arizona for Metallurgy scoping initially on the #3 sample taken from the summit of the mineralized hill, the suite of tests included metallic assays, precious metal characterization, gravity concentration, cyanidation bottle roll tests, etc. SGS sub-contracted Montana Tech to conduct mineralogy on all three samples. Costs to date are: Manpower \$14,300, Logistics and Equipment \$9,200, Labs Analysis 1,800.00, Metallurgy testing \$8,300, Overhead \$12,200. Total Costs to Date: \$45,800. Budget estimate to complete geophysical investigation and interpretation, 2,000 meters shallow drilling, Laboratory analyses and preparation of a NI-43-101 / SEC equivalent report is \$235,000.

**Review of Testing to Date:** We have conducted "industry standard" metallurgy and mineralogy testing which to date has not pinpointed precious metal "host" minerals. The reason for this is the mineral ore is "refractory" in nature and requires a pretreatment step to liberate the gold and silver. The gold and silver is submicroscopic and invisible under optical and electron microscopes which requires advanced mineralogy testing using higher

resolution technology. To review third party testing during 2012 and 2013, numerous samples collected from “El Angel del Desierto” according to industry standards and protocols were dispatched to: (1) Acme Labs, Vancouver Canada for multi-element and fire assay analysis; (2) Garza Industrial Labs, Saltillo Mexico for pre-treatment for refractory gold, silver and platinum; (3) Inspectorate Labs, Reno Nevada for multi-element and fire assay of the pre-treated samples; and (4) SGS Labs, Tucson Arizona to for metallurgy scoping study and metal characterization; (5) Montana Tech for mineralogy profiling; (6) University of Western Ontario for nano scale analysis using D-SIMS technology; (7) Fairchild Laboratories in Monterrey Mexico to assay mercury amalgamation residues; and UANL for Hydrofluoric Acid digestion for Platinum Group Elements.

**Host Minerals:** Unlike successful in-house testing, the results from these standard and progressively advanced testing did not identify the “host” or “precious metal carrying minerals” so we can proceed to specify an efficient gravity, floatation or magnetic concentration process. However testing has been useful in that did eliminate several sulphides including pyrite, arsenopyrite and pyrrhotite. It was a surprise to all when the testing indicated a low percent of total sulfides which led us to deduce that the economic levels of precious metals were likely: refractory; submicroscopic, locked in oxides, carbonaceous material or quartz; and encapsulated in silica.

**Submicroscopic Gold:** Submicroscopic gold is classified as being less than 0.01 micron in size whereas optical and electron scanning microscopes as used by Montana can only see grains of gold that are greater than 5 microns rendering submicroscopic gold invisible under standard testing. As with somewhat similar Carlin type mineralization more advanced D-SIMS technology was used to study the sulfides. However only trace quantities were detected in the sulfides indicating the precious metals were sequestered in one or more of the 35 remaining minerals identified by Montana Tech. The inconclusive results from the SGS Labs metallurgy and Montana Tech mineralogy received in July 2013 were due to the refractory nature of the ore material. Refractory or Rebellious ores are generally not amenable to standard metallurgy and mineralogy testing and can be quite complex. Unraveling all the nuances of the gold, sulphide and silica associations can be a challenge for process mineralogist especially when the gold is not visible under the microscope and dissolved in solids.

The Company has focused on repeating the two successful pretreatment processes being concentrated Hydrochloric Acid digestion followed by mercury amalgamation and more specifically the Garza Roasting/Chlorine Gas pretreatment process. This so they may be duplicated under certified conditions. Also, as funds become available the Company plans to complete more advanced testing such as D-SIMS on the remaining oxides, carbon, mineralized clays and quartz minerals.

**Recent Exploration:** The Company has focused on the near-term production opportunity in Mexico so the company may start producing revenues. The CEO has travelled on several occasions to El Angel del Desierto concession during 2012- 2013 the last trip being in early December 2013. CEO and licensed Mine Engineer, Juan Luis Castillo Velez supervised the collection, tagging and sealing of geochemical soil and rock samples in accordance to standard sampling practices. The samples were collected to confirm and verify previous analyses by ALS Labs, Fairchild Labs, University of Nuevo Leon, Met-Mex, and Platinum Investments.

**Successful In-House Hydrochloric Acid Digestion:** The results from these prior analyses indicate the logical probability of economic concentrations of gold, silver, and possibly even platinum metal group. On three separate occasions the CEO conducted concentrated hydrochloric acid digestion on bulk samples followed by mercury amalgamation of the colloid... the gold/silver/mercury residue was sent in August to Fairchild laboratories in Monterrey Mexico with positive results as high as 5.8 g/t gold and 17. g/t silver. This successful in-house HCl and mercury process was repeatedly performed under the supervision of the CEO, using all new chemicals, reagents, containers and fewer than 100% secure chain-of-custody. Again the positive results from solid support for the probability of economic levels of gold and silver mineralization.

**Details of Successful In-House Hydrochloric Acid Digestion** More specifically, on three separate occasions bulk samples were collected and processed at a pilot plant facility in Muzquiz operated by Mine Engineer Juan Luis Castillo. The samples were ground to 60-70 mesh passing at this facility and one batch 200 mesh passing at the laboratory of the Metallurgy Faculty, UANL in La Rosita. Splits from selected samples were concentrated

using a standard cyclone concentrator and dried. Various samples weighing between 500gms and 60 kg were pretreated using a concentrated hydrochloric acid digestion for 24 hours and potassium permanganate and calcium chlorate reagents were added to assist in liberation of precious metals. The resulting liquid colloid was poured repeatedly over mercerized copper plates to extract gold and silver. The HCl digestion and amalgamation was monitored by the CEO and on each occasion it was observed that the amalgamation plates immediately turned gold in color. The gold copper “dore” as collected and the residues were weighed and placed individually in new sterile glass containers for delivery by the CEO to Fairchild Labs in Monterrey Mexico for fire assay. The results were as high as 5.8 g/t gold and 17.0 g/t Silver.

**Successful Roasting and Chlorine gas Pretreatment:** Secondly, since 2009 a successful concentration and pretreatment process has been demonstrated by Chemist Carlos Garza of Saltillo Mexico initially working for the concessionaires. According to Garza he has previously concentrated various bulk samples including concentrating an 80 kg bulk samples to 1 kg using a gravity table. The concentrates were then pretreated by roasting at 500-700°C under a constant flow of chlorine gas and air. This was accomplished in a custom-built “fluid-bed” reactor oven of his design and construction. The pretreated concentrate was split into four 250 g samples which were sent to Mex-Met Penoles a major smelter/refinery in Mexico and ASL Chemex Labs for assay and all returned impressive results for the 80:1 concentrate in the range of 1,513 g/t gold and 600 g/t silver. Garza was also hired by the company to pretreat 18 samples collected from a mineralized hill at the “El Angel del Desierto” concession. These pretreated head samples were sent to Inspectorate Labs in Reno Nevada and returned impressive average grades of 3.7 g/t gold and 57.7 g/t silver.

**Repeating Garza Processes Under Certified Conditions:** The Company’s immediate focus is to duplicate Carlos Garzas Gravity Concentration and Roasting/Chlorine Gas pretreatment processes at a certified laboratory. In December 2013, the company together with the concessionaires started fabricating a portable 40% scale refractory kiln /gas chlorine reactor. This smaller scale oven has the advantage that it may be easily shipped around to certified labs to verify and certify the successful results obtained by Garza who has agreed to provide technical assistance in setting up the procedures. It is anticipated the new reactor oven will be operational in the second half of January 2013. Certification of these processes would permit Santo Mining to incorporate the results into a NI-43-101 or equivalent resource estimate and or bankable feasibility study.

**Small Scale Concentration Plant limitations and Risks:** If the above laboratory and pilot plant scale pretreatment processing clearly identifies a prospective gravity concentration and floatation process that SMC can utilize, our objective is to proceed with constructing, acquiring or leasing a modular concentrating plant to in order to gain practical experience with the refractory material and sell the concentrate produced to one of several companies that have expressed interest. At this modular scale we consider the risk to be minimal. Our reasoning is part of the concession consists of a well-defined 25-30m high mineralized hill that has tested positive for precious metals around the entire perimeter of the its base and its summit leading us to consider that the precious metal grades are consistent throughout the material in the hill. During the next few months we hope to have sufficient capital resources to drill the target hill and immediate surrounding area to a minimum depth of 50m and if the grades are confirmed the drill results would be incorporated into the preliminary bankable feasibility study.

## Subsequent Events

### *Termination Agreement with Hanover*

On June 28, 2013, the Company entered into a common stock purchase agreement (the “Purchase Agreement”) and a registration rights agreement (the “Registration Rights Agreement” and, together with the Purchase Agreement, the “Agreements”)) with the Hanover Holdings I, LLC, a New York limited liability company (“Hanover”), whereby the Hanover was to purchase up to \$16,000,000 worth of the Company’s common stock, par value \$0.00001 par value (the “Shares”), over the 36-month term of the Purchase Agreement. Pursuant to the Purchase Agreement, the Company issued to Hanover 1,690,484 shares of Common Stock (the “Initial Commitment Shares”) in consideration for Hanover’s execution and delivery of the

Purchase Agreement, all of which were previously issued. Additionally, prior to the Closing Date, Hanover deposited \$90,000, as an Administrative Fee, into an escrow account, which has been disbursed to the Company.

Pursuant to the terms of the Registration Rights Agreement, the Company was required to issue 1,072,343 additional shares (the "Additional Commitment Shares") of the Company's common stock to Hanover. On August 14, 2013, the Company and Hanover executed an addendum (the "Addendum") to the Purchase Agreement, pursuant to which Hanover would receive 536,172 of the Additional Commitment Shares on August 14, 2013 and 536,171 of the Additional Commitment Shares if the registration statement, pursuant to the Registration Rights Agreement, was not deemed effective within 30 calendar days. The Company issued 536,172 additional commitment shares to Hanover on August 14, 2013. As of the date of this report, the registration statement has been withdrawn and the remaining 536,171 shares have not been issued.

On January 22, 2014, the Company and Hanover entered into a termination agreement (the "Termination Agreement"), to cancel the Agreements, the Addendum, and all of the transactions contemplated thereby. Pursuant to the Termination Agreement, Hanover has agreed to cancel all shares of the Company's common stock previously issued to Hanover, and to cancel the Company's obligation to issue the final 536,171 shares. The Company is entitled to retain the \$90,000 administrative fee received pursuant to the Purchase Agreement.

On February 6, 2014, the Company issued 8% Convertible Promissory Note (the "Note") to Hanover, in the principal amount of \$90,000, with a maturity date of December 7, 2014. The Note is convertible into shares of the Company's common stock at any time beginning on the date that is 180 days following the date of the Note and ending on the Maturity Date, at a fixed price of \$0.06. The Note is subject to customary default provisions, including failure to issue common stock upon conversion. Upon the occurrence of an event of default, the interest rate shall be increased to 18% per annum.

#### *Claim Status*

In February 2014, the DGM notified several exploration and mining companies, including Santo Mining and Gexplo, SRL that it was cancelling all but two of the claims. The Company, together with several of the other claim owners that have received similar cancellation letters are reviewing our options including possibly contesting the legality of the cancellation by the DGM. Meanwhile Santo Mining and Gexplo SRL have notified the DGM that it has selected the two most prospective claims being the Richard Claim which rights were currently owned by Santo Mining and the David Claim belonging to Gexplo, SRL. According to DGM both these claim areas will be exclusively reserved for Santo Mining and DGM provide notification on how to proceed.

On March 10, 2014, the Company agreed to purchase the David Claim from Gexplo SRL 100% of the rights, title and interest in the David Claim Mineral Exploration Concession Application in the Dominican Republic consisting of

1,400 Hectares located in Dominican Republic, and any deposits of minerals on the David Claim for 100,000,000 shares of the Company's common stock, par value \$0.00001 and \$100,000 payable and transferrable to Alain French 15 days following the granting of an Exploration Concession to Santo Mining. In addition 5% net smelter royalty will be paid to Alain French. In addition Gexplo, SRL has agreed that all accrued payments and shares transferrable for the prior acquisition of the Charles Claim claim will be cancelled.

*Series A Preferred Shares*

On March 11, 2014, the board of directors of the Company determined that it was in the best interests of the Company to file a Certificate of Designation that authorized the issuance of up to 500,000 shares of a new series of preferred stock, par value \$0.00001 per share, designated "Series A Preferred Stock," for which the board of directors established the rights, preferences and limitations thereof. The board of directors authorized the Series A Preferred Stock pursuant to the authority given to the board of directors under the Articles of Incorporation, which authorizes the issuance of up to 500,000,000 shares of preferred stock, par value \$0.00001 per share, and authorizes the board of directors, by resolution, to establish any or all of the unissued shares of preferred stock,



not then allocated to any series into one or more series and to fix and determine the designation of each such shares, the number of shares which shall constitute such series and certain preferences, limitations and relative rights of the shares of each series so established. The Certificate of Designation was filed as an amendment to the Company's Articles of Incorporation with the State of Nevada on March 11, 2014.

Each holder of outstanding shares of Series A Preferred Stock shall be entitled to 5,000 votes for each share of Series A Preferred Stock held on the record date for the determination of stockholders entitled to vote at each meeting of stockholders of the Company.

On March 11, 2013, the Company issued an aggregate of 100,000 shares of Series A Preferred Stock to Mr. Alain French, the Company's President, Chief Executive Officer, Secretary and Treasurer, in consideration for services rendered to the Company, including for and as incentive to continue to assist and provide services to the Company.

As a holder of outstanding shares of Series A Preferred Stock, Mr. French is entitled to 5,000 votes for each share of Series A Preferred Stock held on the record date for the determination of stockholders entitled to vote at each meeting of stockholders of the Company.

The shares of preferred stock described above were not registered under the Securities Act of 1933 and are restricted securities. The shares were issued pursuant to the registration exemption afforded the Company under Section 4(2) of the Securities Act due to the fact that Mr. French is the Chief Executive Officer and Director of the Company. Mr. French acquired these shares for his own accounts. The certificates representing these shares will bear a restricted legend providing that they cannot be sold except pursuant to an effective registration statement or an exemption from registration.

#### *Increase in Authorized Shares*

On March 13, 2014, the Board of Directors and Shareholders of the Company approved a Certificate of Amendment of our Articles of Incorporation to increase the amount of authorized common stock of the Company from 450,000,000 shares to 5,000,000,000 shares of Common Stock, par value \$0.00001 per share.

#### *Amendment to Articles of Incorporation*

On March 13, 2014, the Company filed an amendment to the Company's articles of incorporation with the Secretary of State of the State of Nevada, to increase the Company's authorized common stock from 450,000,000 shares of common stock, par value \$0.00001 per share, to 5,000,000,000 shares of common stock, par value \$0.00001 per share.

### **Limited Operating History; Need for Additional Capital**

There is no historical financial information about us upon which to base an evaluation of our performance. We are a development stage company and have not generated any revenues to date. We cannot guarantee we will be successful in our business operations. Our business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources and possible cost overruns due to price and cost increases in services and products.

We have no assurance that future additional financing will be available to us on acceptable terms. If financing is not available on satisfactory terms, we may be unable to continue, develop or expand our operations. Equity financing could result in additional dilution to our existing stockholders.

## Results of Operations

### *For the three and six months ended January 31, 2014 and 2013*

#### *Revenues*

As of the date of this report, we have yet generated any revenues from our business operations.

#### *Operating Expenses*

Operating expenses increased by \$24,047 to \$100,108 for the three months ended January 31, 2014, compared to \$76,061 for the three months ended January 31, 2013. The increase was primarily due to increases on general and administrative expense for the operations in Mexico.

Operating expenses increased by \$119,374 to \$401,591 for the six months ended January 31, 2014, compared to \$282,217 for the three months ended January 31, 2013. The increase was primarily due to increases on general and administrative expense for the operations in Mexico.

#### *Other Income/Expense*

Other expense for the three and six months ended January 31, 2014 was \$147,148 and \$224,469, respectively, compared to \$0 and \$0 for the three and months ended January 31, 2013. The increase in other expense was primarily due to increase in change in fair value of derivative, interest expense and loss on settlement of debt.

During the three and six months ended January 31, 2014, we recorded a gain of \$6,852 and a loss of \$10,357, respectively, on the change in fair value of derivative liability instruments, compared to \$0 and \$0 for the three and six months ended January 31, 2013.

Interest expense amounted to \$73,075 and \$0 during the three months ended January 31, 2014 and 2013, respectively. Interest expense amounted to \$124,937 and \$0 during the six months ended January 31, 2014 and 2013, respectively. The increase is a result of additional convertible debt funding. For the six months ended January 31, 2014, additional amortization of debt discount arose from the Asher Notes of \$66,492 and from the JMJ Note of \$39,859, along with additional interest charge of \$18,586.

During the three and six months ended January 31, 2014, we recorded losses on debt settlement of \$80,925 and \$89,175, respectively, because the fair value of the common stock we issued are more than the liability amount we settled.

*Net Loss*

Net loss for the six months ended January 31, 2014 was \$247,256 as compared to \$76,061 net loss for the three months ended January 31, 2013. Net loss for the six months ended January 31, 2014 was \$626,060 as compared to \$282,217 net loss for the three months ended January 31, 2013. The increase of net loss was mainly due to additional generate and administrative incurred by our Mexican operations and interests and losses we incurred for our outstanding debts.

***From Inception on July 8, 2009 to January 31, 2014***

On July 30, 2012, we entered into the Acquisition Agreement. As a result of the transfer of titles on certain mineral claims to us, we began operations and ceased to be a shell.

As of the date of this report, we have yet generated any revenues from our business operations.

Our net loss since inception is \$2,171,435, as a result of incurring expenses of \$275,469 for accounting and legal fees, \$458,534 for consulting fees, \$1,154,811 for other general and administrative expenses, interest expense of \$165,834, loss on change in fair value of derivative liability of \$24,584, loss on debt settlement of \$89,175 and foreign currency translation loss of \$173.

## Liquidity and Capital Resources

As of January 31, 2014, our total assets were \$223,260, comprised of cash, prepaid expense, deposits, amounts capitalized relating to the mineral claim, and our total liabilities were \$843,349, comprised of accounts payable and related party advances, stock payable, convertible notes payable and derivative liability.

The following table sets forth selected cash flow information for the period from July 8, 2009 (inception) to January 31, 2014:

Net cash used in operating activities	\$ (776,380)
Net cash used in investing activities	(76,860)
Net cash provided by financing activities	853,263
Net change in cash	\$ 23

## Operating Activities

Cash used in operating activities for the period from July 8, 2009 (inception) to January 31, 2014 was \$776,380, which was primarily due to professional fees and share-based compensation incurred by the Company during this period.

## Investing Activities

Cash used in investing activities for the period from July 8, 2009 (inception) to January 31, 2014 was \$76,860, which was primarily due to \$71,770 payment for purchase of mineral claims and \$5,090 payment for purchase of website.

## Financing Activities

Cash provided by financing activities for the period from July 8, 2009 (inception) to January 31, 2014 was \$853,263, which was primarily due to \$540,150 proceeds from sale of the Company's common stock, borrowing on debts of \$233,417 and \$79,696 from related-party advances.

### **Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk.**

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

### **Item 4. Controls and Procedures.**

#### ***Evaluation of Disclosure Controls and Procedures***

We maintain "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act"), that are designed to ensure that information required to

be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and that such information 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. We conducted an evaluation under the supervision and with the participation of our Principal Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report pursuant to Rule 13a-15 of the Exchange Act. Based on this Evaluation, our Principal Executive Officer and Principal Financial Officer concluded that our Disclosure Controls were not effective as of the end of the period covered by this report.

We are currently engaged in the review, documentation and remediation of its disclosure controls and procedures. Once our company is engaged in a business of merit and has sufficient personnel available, we will establish and implement the internal control procedures.

### ***Changes in Internal Controls***

There have been no changes in our internal control over financial reporting that occurred during the fiscal quarter covered by this Report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **Item 1. Legal Proceedings.**

From time to time, we may become involved in various lawsuits and legal proceedings, which arise, in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are currently not aware of any such legal proceedings or claims that we believe will have a material adverse effect on our business, financial condition or operating results.

### **Item 1A. Risk Factors.**

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

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

For the period from November 1, 2014 to January 31, 2014, we issued 15,896,103 shares of our common stock to IBC in connection with the conversion of a court settled liability. These shares of common stock were issued to IBC in reliance upon the exemption from registration under Section 3(a)(10) of the Securities Act as an issuance of securities in exchange for bona fide outstanding claims, where the terms and conditions of such issuance are approved by a court after a hearing upon the fairness of such terms and conditions at which all persons to whom it is proposed to issue securities in such exchange shall have the right to appear.

For the period from November 1, 2014 to January 31, 2014, we issued 40,695,581 shares of our common stock to Asher in connection with the conversion of debt.

For the period from November 1, 2014 to January 31, 2014, we issued 4,000,000 shares of our common stock to JMJ in connection with the conversion of debt.

The above issuances of shares to Asher and JMJ are exempt from registration, pursuant to Section 4(2) of the Securities Act. These securities qualified for exemption under Section 4(2) of the Securities Act since the issuance securities by us did not involve a public offering. The offering was not a “public offering” as defined in Section 4(2) due to the insubstantial number of persons involved in the deal, size of the offering, manner of the



offering and number of securities offered. We did not undertake an offering in which we sold a high number of securities to a high number of investors. In addition, these stockholders had the necessary investment intent as required by Section 4(2) since they agreed to and received share certificates bearing a legend stating that such securities are restricted pursuant to Rule 144 of the Securities Act. This restriction ensures that these securities would not be immediately redistributed into the market and therefore not be part of a “public offering.” Based on an analysis of the above factors, we have met the requirements to qualify for exemption under Section 4(2) of the Securities Act for this transaction.

**Item 3. Defaults Upon Senior Securities.**

None.

**Item 4. Mine Safety Disclosures.**

**Mine Safety and Health Administration Regulations**

We consider health, safety and environmental stewardship to be a core value for the Company.

Our Dominican Republic exploration properties are not subject to regulation by the Federal Mine Safety and Health Administration (“MSHA”) under the Federal Mine Safety and Health Act of 1977 (the “Mine Act”). Pursuant to Section 1503(a) of the recently enacted Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd Frank Act”), issuers that are operators, or that have a subsidiary that is an operator, of a coal or other mine in the United States are required to disclose in their periodic reports filed with the SEC information regarding specified health and safety violations, orders and citations, related assessments and legal actions, and mining-related fatalities. During the quarter ended January 31, 2014 and the fiscal year ended July 31, 2013, despite the fact Santo Ming Corp is outside the “Mine Act” jurisdiction, the Company had no such specified health and safety violations, orders or citations, related assessments or legal actions, mining-related fatalities, or similar events in relation to our United States operations requiring disclosure pursuant to Section 1503(a) of the Dodd-Frank Act and Item 104 of Regulation S-K.

**Item 5. Other Information.**

None.

**Item 6. Exhibits.**

The following documents are included herein:

<b>Exhibit No.</b>	<b>Document Description</b>
31.1	Certification of Principal Executive Officer and Principal Financial Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Principal Executive Officer and Principal Financial Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

In accordance with SEC Release 33-8238, Exhibit 32.1 is being furnished and not filed.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**SANTO MINING CORP.**

Dated: March 25, 2014

BY: /s/ALAIN FRENCH

Alain French

President, Principal Executive Officer, Secretary, Treasurer,  
Principal Financial Officer

(Duly Authorized Principal Executive Officer and Principal  
Financial Officer)

