Contango ORE, Inc.
Form 10-K
September 11, 2013

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

FORM 10-K

ý ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended June 30, 2013

OR

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to

Commission file number 000-54136
CONTANGO ORE, INC.
(Exact name of registrant as specified in its charter)

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

3700 BUFFALO SPEEDWAY, SUITE 960
HOUSTON, TEXAS 77098
(Address of principal executive offices)
(713) 960-1901
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:	
Common Stock, Par Value $0.01 per share	OTCBB

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ¨ No ý
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No ý
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 ý No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No ¨
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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

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

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

Documents Incorporated by Reference

Items 10, 11, 12, 13 and 14 of Part III have been omitted from this report since registrant will file with the Securities and Exchange Commission, not later than 120 days after the close of its fiscal year, a definitive proxy statement, pursuant to Regulation 14A. The information required by Items 10, 11, 12, 13 and 14 of this report, which will appear in the definitive proxy statement, is incorporated by reference into this Form 10-K.

CONTANGO ORE, INC.
ANNUAL REPORT ON FORM 10-K
FOR THE FISCAL YEAR ENDED JUNE 30, 2013
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All references to the "Company", "CORE", "we", "our" and "us" used in this Annual Report on Form 10-K ("10-K") are to Contango ORE, Inc.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

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

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

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

- Ability to raise capital to fund capital expenditures
- Operational constraints and delays
- The risks associated with exploring in the mining industry
- The timing and successful discovery of natural resources
- Availability of capital and the ability to repay indebtedness when due
- Low and/or declining prices for gold and rare earth elements
- Price volatility for natural resources
- Availability of operating equipment
- Operating hazards attendant to the mining industry
- Weather
- The ability to find and retain skilled personnel
- Restrictions on mining activities
- Legislation that may regulate mining activities
- Impact of new and potential legislative and regulatory changes on mining operating and safety standards
- Uncertainties of any estimates and projections relating to any future production, costs and expenses.
- Government subsidies to our competitors
- Timely and full receipt of sale proceeds from the sale of any of our mined products (if any)
- Interest rate volatility
- Federal and state regulatory developments and approvals
- Availability and cost of material and equipment
- Actions or inactions of third-parties
- Potential mechanical failure or under-performance of facilities and equipment
- Environmental risks
- Strength and financial resources of competitors
- Worldwide economic conditions
- Expanded rigorous monitoring and testing requirements
- Ability to obtain insurance coverage on commercially reasonable terms
- Market conditions for joint ventures and acquisitions in the event of a successful discovery

You should not unduly rely on these forward-looking statements in this report, as they speak only as of the date of this report. Except as required by law, we undertake no obligation to publicly release any revisions to these

forward-looking statements to reflect events or circumstances occurring after the date of this report or to reflect the occurrence of unanticipated events. See the information under the heading “Risk Factors” in this Form 10-K for some of the important factors that could affect our financial performance or could cause actual results to differ materially from estimates contained in forward-looking statements.

PART I

Item 1. BUSINESS

Overview

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

Background

Contango Mining Company ("Contango Mining"), a wholly owned subsidiary of Contango Oil & Gas Company ("Contango"), was formed on October 15, 2009 as a Delaware corporation for the purpose of engaging in exploration in the state of Alaska for (i) gold ore and associated minerals and (ii) rare earth elements. Contango Mining initially acquired a 50% interest in the Original Properties (defined below) from Juneau Exploration, L.P., ("JEX") in exchange for $1 million and a 1% overriding royalty interest in the Original Properties under a Joint Exploration Agreement (the "Joint Exploration Agreement"). On September 15, 2010, Contango Mining acquired the remaining 50% interest in the Original Properties by increasing the overriding royalty interest in the Original Properties granted to JEX to 3% pursuant to an Amended and Restated Conveyance of Overriding Royalty Interest (the "Amended ORRI Agreement"), and JEX and Contango Mining terminated the Joint Exploration Agreement. JEX continues to assist the Company in acquiring land in Alaska pursuant to an advisory agreement dated September 6, 2012 (the "Advisory Agreement"). Mr. Brad Juneau, the Company's Chairman, President and Chief Executive Officer, is also the sole manager of the general partner of JEX.

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

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

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

Properties

The Original Properties contributed by Contango included:

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

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

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

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

The Tetlin Lease originally had a ten year term beginning July 2008 with an option to renew the Tetlin Lease for 50% of the acreage for an additional ten years. In December 2012, the Tetlin Lease was amended, allowing the Company to renew 100% of the acreage in 2018, in exchange for $200,000, which the Company paid to the Tetlin Village Council. If the properties under the Tetlin Lease are placed into commercial production, the Tetlin Lease will be held throughout production and the Company would be obligated to pay a production royalty to the Native Village

of Tetlin, which varies from 2% to 5%, depending on the type of metal produced and the year of production. In June 2011, the Company paid the Tetlin Village

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Council $75,000 in exchange for reducing the production royalty payable to them by 0.25%. In July 2011, the Company paid the Tetlin Village Council an additional $150,000 in exchange for further reducing the production royalty by 0.50%. These payments lowered the production royalty to a range of 1.25% to 4.25%, depending on the type of metal produced and the year of production. On or before July 15, 2020, the Tetlin Village Council has the option to increase its production royalty by (i) 0.25% by payment to CORE of $150,000, or (ii) 0.50% by payment to CORE of $300,000, or (iii) 0.75% by payment to CORE of $450,000.

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

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

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

Strategy

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

Using our limited capital availability to increase our reward/risk potential on selective prospects. We will concentrate our risk investment capital on our prospects in Alaska. Exploration prospects are inherently risky as they require large amounts of capital with no guarantee of success. Furthermore, we may never achieve a competitive advantage in the

conduct of our business, since it is unlikely that our properties will have commercially viable mineral deposits. Should our properties prove to have known commercial deposits, or mineral ore, we will be required to either i) contract with third parties to mine our mineral ore, or ii) consider a joint venture or a sale of all or a portion of our properties. We may only become a low cost producer if the

mineral ore is of high quality and the cost of the infrastructure necessary to mine the mineral ore is low relative to other producers.

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

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

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

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

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

Exploration and Mining Property

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

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

The Federal government owns public lands that are administered by the Bureau of Land Management or the United States Forest Service. Ownership of the subsurface mineral estate can be acquired by staking a twenty (20) acre mining claim, which is granted under the General Mining Law of 1872, as amended (the “General Mining Law”). The Federal government continues to own the surface estate even though the subsurface can be controlled with a right to extract through claim staking. Private fee lands are lands that are controlled in fee-simple title by private individuals or corporations. These lands can be controlled for mining and exploration activities by either leasing or purchasing the

surface and subsurface rights from the private owner. Patented mining claims are claims that were staked under the General Mining Law, and through application and approval the owners were granted full private ownership of the surface and subsurface estate by the Federal government. These lands can be acquired for exploration and mining through lease or purchase from the owners. In order to acquire a patent, an applicant must, among other things, prove that improvements have been made on the land of not less than $500, pay a fee of five dollars ($5) per acre, and identify and describe the mineral deposit located in the land. Unpatented mining claims located on public land owned by another entity can be controlled by leasing or purchasing the claims outright from the owners.

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

Gold Exploration

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

Our exploration effort on the Tetlin Lease has resulted in identifying one mineral prospect (Chief Danny) and several other gold and copper leads. We have begun to drill some of these other leads as part of our 2013 exploration program. We are actively gathering surface, bedrock, and stream sediment data on the Tetlin lands as well as the Eagle state of Alaska claims adjacent to the Tetlin lands. We do not expect to drill core holes on the Eagle claims this summer. None of our exploration targets are known to host quantifiable commercial mineral resources, none have had metallurgical or mineral processing studies conducted on them and none are near or adjacent to other significant gold or copper deposits. There has been no recorded past placer or lode mining on these leads, and other than the core drilling completed by the Company in 2011, 2012 and 2013, there has been no exploration drilling conducted on any exploration target within the Tetlin Lease.

Chief Danny Prospect

The Chief Danny Prospect currently is the most advanced exploration target on the Tetlin Lease and is comprised of several distinct mineralized areas, the Peak zone, Discovery zone, Roadcut zone and the Saddle zone. The Chief Danny prospect was discovered during rock, stream sediment and pan concentrate sampling in 2009 and since then has been explored using top of bedrock soil auger sampling, trenching, ground IP geophysics, airborne magnetic and resistivity surveys and core drilling. Results from this work indicate the presence of a zoned hydrothermal system consisting of a gold-copper-iron enriched core covering six square miles at Chief Danny South (includes Peak, Discovery and Roadcut zones) and a fault-offset arsenic-gold enriched zone to the north covering three square miles at the Saddle zone. Mineralization remains open to expansion, particularly to the west and south. From 2009 through 2012, the Company conducted field-related exploration work at the Chief Danny prospect,

including collecting the following samples:

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

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

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

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

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

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

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Drill Hole	Zone	From (meters)	To (meters)	Interval (meters)	Au opt	Au gpt	Ag gpt	Cu %
TET13065	Peak	157.60	159.10	1.50	0.039	1.325	3.4	0.110
TET13065	Peak	184.45	206.93	22.48	0.034	1.160	10.5	0.403
including	Peak	186.55	188.47	1.92	0.125	4.270	15.6	0.705
and	Peak	203.00	204.50	1.50	0.153	5.240	40.7	1.290
TET13067	Peak	104.60	110.30	5.70	0.001	0.037	5.9	0.263
TET13067	Peak	114.80	125.10	10.30	0.005	0.180	18.2	0.215
TET13068	Peak	—	48.80	48.80	0.011	0.365	23.1	0.269
including	Peak	6.10	21.00	14.90	0.031	1.062	47.6	0.212
TET13068	Peak	54.90	79.20	24.30	0.004	0.148	10.0	0.312
TET13068	Peak	82.30	91.40	9.10	0.001	0.029	9.7	0.644
including	Peak	88.80	91.40	2.60	0.002	0.057	25.9	1.450
TET13068	Peak	94.50	98.30	3.80	—	0.002	2.6	0.224
TET13068	Peak	103.70	112.80	9.10	0.001	0.033	4.0	0.160
TET13068	Peak	128.40	132.30	3.90	—	0.002	1.2	0.120
TET13068	Peak	137.20	140.20	3.00	0.001	0.030	7.6	0.234
TET13069	Peak	54.60	63.70	9.10	—	—	3.6	0.106
TET13069	Peak	72.90	122.60	49.70	0.001	0.032	10.9	0.538
including	Peak	86.60	94.80	8.20	0.002	0.074	23.8	1.373
TET13069	Peak	136.70	141.35	4.65	—	0.004	4.5	0.133
TET13069	Peak	158.60	162.63	4.03	0.006	0.214	124.1	3.055
including	Peak	160.60	161.09	0.49	0.026	0.882	343.0	7.260
TET13070	Peak	116.80	154.92	38.12	0.053	1.815	1.8	0.040
including	Peak	134.80	136.36	1.56	0.116	3.970	3.3	0.125
and	Peak	151.55	154.92	3.37	0.235	8.056	6.4	0.100
TET13071	Peak	78.90	87.30	8.40	0.045	1.544	26.0	0.725
including	Peak	79.40	82.00	2.60	0.093	3.200	44.3	1.140
TET13071	Peak	98.80	100.80	2.00	0.023	0.792	7.7	0.309
TET13071	Peak	105.90	108.30	2.40	0.013	0.456	11.2	0.387
TET13071	Peak	146.00	157.88	11.88	0.088	3.032	1.0	0.034
including	Peak	147.60	148.90	1.30	0.586	20.100	9.2	0.209
TET13071	Peak	161.20	162.45	1.25	0.177	6.080	1.2	0.044
TET13071	Peak	167.10	174.40	7.30	0.034	1.159	2.1	0.108
TET13071	Peak	177.30	178.80	1.50	0.140	4.797	20.3	0.410
including	Peak	178.30	178.80	0.50	0.316	10.850	27.7	0.344
TET13071	Peak	183.80	186.50	2.70	0.016	0.561	13.5	0.157
TET13072	Peak	95.71	99.96	4.25	0.045	1.535	4.2	0.139
TET13072	Peak	170.99	177.24	6.25	0.041	1.411	2.6	0.083
including	Peak	175.96	177.24	1.28	0.121	4.158	6.8	0.226
TET13072	Peak	182.13	189.55	7.42	0.067	2.293	10.6	0.108
including	Peak	182.85	183.34	0.49	0.259	8.870	48.2	0.172
and	Peak	185.06	186.02	0.96	0.217	7.450	11.6	0.137
TET13072	Peak	193.26	199.82	6.56	0.030	1.022	7.0	0.286
TET13073	Peak	139.77	145.14	5.37	0.030	1.040	19.1	0.186
TET13073	Peak	153.16	154.84	1.68	0.033	1.115	4.9	0.031
TET13073	Peak	170.23	176.22	5.99	0.042	1.438	4.1	0.071

Drill Hole	Zone	From (meters)	To (meters)	Interval (meters)	Au opt	Au gpt	Ag gpt	Cu %
including	Peak	175.14	176.22	1.08	0.106	3.630	4.4	0.063
TET13073	Peak	180.79	185.32	4.53	0.035	1.186	12.8	0.201
including	Peak	180.79	182.27	1.48	0.099	3.400	19.3	0.274
TET13073	Peak	188.37	192.64	4.27	0.009	0.301	6.4	0.160
TET13074	Peak	62.00	63.70	1.70	0.001	0.024	28.6	0.232
TET13074	Peak	78.90	84.10	5.20	0.012	0.397	85.8	0.263
including	Peak	79.60	80.20	0.60	0.062	2.120	104.0	0.229
and	Peak	83.00	84.10	1.10	0.001	0.023	192.0	0.122
TET13074	Peak	93.40	105.80	12.40	—	0.004	2.0	0.596
including	Peak	99.70	100.40	0.70	—	0.006	7.6	1.225
and	Peak	104.80	105.80	1.00	—	—	3.0	2.320
TET13075	Peak	22.80	35.00	12.20	0.001	0.025	5.6	0.193
TET13075	Peak	83.70	134.50	50.80	0.002	0.057	8.1	0.354
including	Peak	86.30	86.90	0.60	—	—	9.3	1.400
and	Peak	93.70	94.20	0.50	0.004	0.132	25.4	1.030
and	Peak	96.10	96.70	0.60	—	0.017	43.9	1.395
and	Peak	129.00	129.50	0.50	0.004	0.149	39.6	1.345
TET13076	Peak	84.89	103.40	18.51	—	0.002	0.9	0.108
TET13076	Peak	107.80	160.58	52.78	0.001	0.042	17.6	0.696
including	Peak	139.90	144.40	4.50	0.002	0.081	90.0	3.148
including	Peak	143.70	144.40	0.70	—	0.009	239.0	8.320
and	Peak	153.39	154.60	1.21	0.002	0.054	94.0	2.474
and	Peak	157.70	158.20	0.50	0.001	0.018	52.8	2.040
TET13077	Peak	44.96	49.80	4.84	—	0.002	4.7	0.160
TET13077	Peak	135.48	162.12	26.64	0.001	0.022	34.6	1.110
including	Peak	158.19	161.24	3.05	0.001	0.030	235.0	5.870
and	Peak	161.24	162.12	0.88	0.002	0.057	84.8	2.520
TET13078	Peak	77.06	80.34	3.28	0.338	11.592	4.7	0.174
including	Peak	77.76	78.50	0.74	0.744	25.500	13.0	0.488
TET13078	Peak	89.90	105.00	15.10	0.068	2.332	4.2	0.176
including	Peak	89.90	90.74	0.84	0.226	7.750	38.7	1.130
TET13078	Peak	110.20	112.10	1.90	0.048	1.650	1.5	0.062
TET13079	Peak	12.19	17.27	5.08	0.001	0.037	23.4	0.024
TET13079	Peak	68.42	84.13	15.71	0.005	0.181	12.5	0.337
TET13079	Peak	115.88	116.89	1.01	0.076	2.590	2.8	0.089
TET13079	Peak	120.04	157.89	37.85	0.127	4.366	3.7	0.203
including	Peak	151.96	155.97	4.01	0.602	20.648	8.3	0.315
TET13080	Peak	138.99	157.38	18.39	0.185	6.333	3.1	0.077
including	Peak	152.10	153.00	0.90	1.954	67.000	6.3	0.170
and	Peak	153.80	154.44	0.64	0.860	29.500	4.8	0.151
TET13082	Peak	5.79	32.16	26.37	0.031	1.049	36.5	0.224
including	Peak	9.50	10.08	0.58	0.790	27.100	231.0	0.170
TET13082	Peak	36.40	93.38	56.98	0.166	5.695	12.5	0.352
including	Peak	70.25	75.90	5.65	0.343	11.759	4.9	0.522
and	Peak	86.87	93.38	6.51	0.669	22.953	68.6	0.677

Drill Hole	Zone	From (meters)	To (meters)	Interval (meters)	Au opt	Au gpt	Ag gpt	Cu %
TET13082	Peak	111.20	116.13	4.93	0.005	0.188	9.1	0.377
TET13083	Peak	112.46	115.52	3.06	0.100	3.420	8.4	0.070
TET13083	Peak	126.30	131.15	4.85	0.159	5.468	8.2	0.364
including	Peak	126.30	127.10	0.80	0.395	13.550	6.6	0.259
TET13083	Peak	134.26	135.54	1.28	0.048	1.640	8.5	0.337
TET13083	Peak	143.16	143.65	0.49	0.011	0.384	113.0	3.620
TET13085	Peak	117.80	120.85	3.05	0.015	0.513	10.4	0.228
TET13085	Peak	130.13	132.58	2.45	0.037	1.277	22.9	0.573
TET13085	Peak	135.70	175.16	39.46	0.089	3.041	77.6	1.557
including	Peak	135.70	149.61	13.91	0.226	7.761	158.9	3.579
TET13088	Peak	—	6.10	6.10	0.031	1.075	2.8	0.105
TET13088	Peak	19.18	23.62	4.44	0.622	21.332	3.0	0.103
including	Peak	20.51	22.10	1.59	1.321	45.300	3.5	0.129
TET13088	Peak	47.30	60.96	13.66	0.100	3.414	3.7	0.154
including	Peak	50.60	52.30	1.70	0.424	14.550	9.3	0.278
TET13088	Peak	68.58	157.20	88.62	0.117	4.015	17.0	0.143
including	Peak	90.71	92.05	1.34	0.277	9.490	1.0	0.029
and	Peak	137.68	153.86	16.18	0.371	12.727	57.4	0.142
TET13089	Peak	2.74	10.97	8.23	0.027	0.918	5.4	0.058
TET13089	Peak	14.94	26.19	11.25	0.202	6.921	2.3	0.108
including	Peak	20.80	24.08	3.28	0.559	19.166	3.4	0.164
TET13089	Peak	29.30	32.21	2.91	0.076	2.600	1.7	0.107
including	Peak	29.30	30.17	0.87	0.193	6.600	2.7	0.159
TET13089	Peak	35.80	40.80	5.00	0.039	1.339	0.2	0.012
TET13089	Peak	54.56	60.65	6.09	0.274	9.409	3.1	0.147
TET13089	Peak	63.70	65.00	1.30	0.082	2.800	0.8	0.020
TET13090	Peak	74.37	83.20	8.83	—	—	9.0	0.163
TET13090	Peak	127.60	147.40	19.80	—	0.015	31.1	1.137
including	Peak	141.80	144.90	3.10	0.001	0.023	119.1	3.689
including	Peak	142.50	143.10	0.60	—	0.008	226.0	7.270
TET13090	Peak	151.60	159.20	7.60	0.009	0.315	18.7	0.674
including	Peak	158.19	159.20	1.01	0.008	0.283	80.0	2.150
TET13091	Peak	45.11	72.87	27.76	0.059	2.016	16.6	0.379
including	Peak	53.39	54.93	1.54	0.151	5.190	9.4	0.317
and	Peak	65.51	66.77	1.26	0.188	6.460	37.4	0.206
TET13091	Peak	90.63	98.78	8.15	0.003	0.088	4.0	0.223
including	Peak	90.63	91.37	0.74	0.019	0.663	18.9	0.758
TET13092	Peak	77.90	87.63	9.73	—	0.004	3.5	0.157
TET13093	Peak	37.20	43.90	6.70	0.031	1.076	1.2	0.044
TET13094	Peak	129.90	131.30	1.40	0.013	0.439	28.3	0.602
TET13094	Peak	134.50	153.60	19.10	0.014	0.481	130.0	0.841
including	Peak	139.70	140.30	0.60	0.029	0.990	492.0	0.928
and	Peak	146.70	152.55	5.85	0.032	1.105	254.9	1.828
including	Peak	146.70	147.40	0.70	0.039	1.320	828.0	7.340

The Company's primary goal with the 2013 exploration program is to locate and define sufficient mineral ore in the Peak zone to allow the Company to classify the discovery as an indicated mineral resource under international standards, and to further define the commerciality of the Peak zone.

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

The 2012 exploration program expanded on previously drilled areas and intercepted high grade gold and copper mineralization in the newly designated Peak zone discovery. The results from four holes contained high gold values over substantial widths, with the best section grading an average 192 feet grading 11.996 ppm gold, 9.1 ppm silver and 0.243% copper in one hole; 14.5 feet grading 46.148 ppm gold, 25.9 ppm silver and 0.518% copper in another hole; and 120 feet grading 0.309 ppm gold, 71.6 ppm silver and 1.114% copper in another hole (see table of results below). In general, all of the holes intercepted a 100 to 125 foot wide zone of alteration and mineralization. The mineralization dips at a low angle to the north and trends northwest-southeast. In addition to gold, silver and copper, other anomalous metals include arsenic, bismuth, cobalt, molybdenum and tin with lesser, more sporadic anomalous lead and zinc.

Significant 2012 Gold Drill Results from the Peak Zone. Sample intervals are calculated using a 0.5 ppm lower cut off for gold with no internal waste greater than 10 feet below cutoff grade. Intercepts shown are drill intercept lengths. True width of mineralization is not known.

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

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Drill Hole	Zone	From (meters)	To (meters)	Interval (meters)	Au opt	Au gpt	Ag gpt	Cu %
TET1219	Peak	31.24	32.61	1.37	0.036	1.223	20.9	0.072
TET1219	Peak	44.19	80.46	36.27	0.076	2.589	3.3	0.086
including	Peak	45.72	59.43	13.72	0.137	4.696	2.7	0.131
TET1219	Peak	89.91	92.65	2.74	0.041	1.4	13.7	0.26
including	Peak	89.91	90.43	0.52	0.157	5.372	29.2	0.106
TET1219	Peak	96.31	97.84	1.52	0.13	4.457	0.8	0.012
TET1219	Peak	108.50	122.22	13.72	0.053	1.821	3.2	0.218
TET1219	Peak	139.29	143.55	4.27	0.444	15.218	2.3	0.114
including	Peak	139.29	140.51	1.22	1.35	46.3	5.9	0.274
TET1235	Peak	168.61	185.92	17.31	0.635	21.766	7.4	0.319
including	Peak	171.65	176.17	4.51	1.977	67.797	10.2	0.363
including	Peak	171.65	173.12	1.46	2.713	93	14.2	0.459
And	Peak	173.12	174.64	1.52	2.287	78.4	10.9	0.392
TET1235	Peak	188.97	192.01	3.05	0.18	6.161	7.6	0.363
TET1235	Peak	198.11	199.63	1.52	0.154	5.29	55.8	2.12
TET1236	Peak	155.44	204.21	48.77	0.429	14.717	10.1	0.244
including	Peak	164.58	201.16	36.57	0.554	18.991	12.9	0.307
including	Peak	166.11	172.20	6.10	1.103	37.8	6	0.387
And	Peak	193.54	195.06	1.52	1.397	47.9	16.1	0.921
And	Peak	199.63	201.16	1.52	1.368	46.9	13.1	0.33
TET1238	Peak	123.44	128.01	4.57	0.019	0.636	47.1	1.158
TET1238	Peak	135.63	138.68	3.05	0.039	1.334	145.9	3.735
TET1239	Peak	118.56	121.61	3.05	0.043	1.477	13.4	0.444
TET1239	Peak	136.85	138.37	1.52	0.047	1.618	42.6	1.06
TET1241	Peak	36.27	39.62	3.35	0.094	3.213	3.4	0.088
TET1241	Peak	45.72	50.29	4.57	0.048	1.632	1.9	0.059
TET1241	Peak	60.35	64.61	4.27	0.028	0.95	2.6	0.023
TET1241	Peak	137.15	141.73	4.57	0.019	0.645	46.9	0.445
TET1242	Peak	19.51	28.65	9.14	0.047	1.611	3.7	0.105
TET1242	Peak	42.37	45.57	3.20	0.043	1.483	1.4	0.048
TET1242	Peak	115.82	118.26	2.44	0.026	0.9	0.3	0.011
TET1242	Peak	121.30	124.35	3.05	0.048	1.653	1.2	0.021
TET1242	Peak	142.94	162.45	19.51	0.08	2.756	2.6	0.154
including	Peak	149.04	151.94	2.90	0.207	7.098	2	0.1
and	Peak	161.63	162.45	0.82	0.44	15.1	11.5	0.232
TET1243	Peak	30.17	34.75	4.57	0.021	0.714	1.3	0.032
TET1243	Peak	100.27	101.80	1.52	0.103	3.534	0.8	0.018
TET1244	Peak	87.17	90.22	3.05	0.057	1.963	—	0.006
TET1244	Peak	96.31	103.93	7.62	0.095	3.273	0.8	0.013
TET1244	Peak	108.50	113.08	4.57	0.097	3.324	0.9	0.019
including	Peak	108.50	110.03	1.52	0.248	8.501	1	0.008
TET1244	Peak	157.57	160.62	3.05	0.02	0.689	—	0.004
TET1246	Peak	72.54	75.59	3.05	0.055	1.899	1.6	0.01
TET1246	Peak	341.36	342.67	1.31	0.114	3.919	2.6	0.299
TET1246	/s/ W Michael Barnes		Director	April 3, 2013				

W. Michael Barnes		
/s/ John E. Caldwell	Director	April 3, 2013
John E. Caldwell		
/s/ Henry W.K. Chow	Director	April 3, 2013
Henry W.K. Chow		
/s/ Bruce L. Claflin	Chairman of the Board	April 2, 2013
Bruce L. Claflin		
/s/ Craig A. Conway	Director	April 3, 2013
Craig A. Conway		

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Signature	Title	Date
/s/ Nicholas M. Donofrio **Nicholas M. Donofrio**	Director	April 1, 2013
/s/ H. Paulett Eberhart **H. Paulett Eberhart**	Director	April 2, 2013
/s/ Martin L. Edelman **Martin L. Edelman**	Director	April 2, 2013
/s/ John R. Harding **John R. Harding**	Director	April 4, 2013
/s/ Robert B. Palmer **Robert B. Palmer**	Director	April 3, 2013
/s/ Ahmed Yahia Al Idrissi **Ahmed Yahia Al Idrissi**	Director	April 5, 2013

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EXHIBIT INDEX

Exhibit Number	Exhibit Description
4.1	Indenture governing 7.50% Senior Notes due 2022, including the form of 7.50% Senior Notes due 2022, dated August 15, 2012, between Advanced Micro Devices, Inc. and Wells Fargo Bank, National Association, filed as Exhibit 4.1 to AMD s Current Report on Form 8-K dated August 15, 2012, is hereby incorporated by reference.
4.2	Registration Rights Agreement, dated August 15, 2012, between Advanced Micro Devices, Inc. and J.P. Morgan Securities LLC, filed as Exhibit 10.1 to AMD s Current Report on Form 8-K dated August 15, 2012, is hereby incorporated by reference.
5.1	Opinion of Latham & Watkins LLP.*
12.1	Statement of Computation of Ratios.*
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm.*
24.1	Power of Attorney (included on the signature page of this Registration Statement).
25.1	Statement of Eligibility and Qualification on Form T-1 of Wells Fargo Bank, National Association, as Trustee for the 7.50% Senior Notes due 2022.*

* Filed herewith