

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

FORM 10-K

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

For the fiscal year ended December 31, 2014

OR

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

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

Commission file number: 001-06412

**Goldrich Mining Company**

(Exact Name of Registrant as Specified in its Charter)

Alaska

91-0742812

(State of other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

2607 Southeast Blvd., Suite B211

Spokane, Washington

99223-4942

(Address of Principal Executive Offices)

(Zip Code)

(509) 535-7367

(Registrant's Telephone Number, including Area Code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT: **None**

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: **Common Stock, par value \$0.10**  
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

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

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

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by checkmark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to the Form 10-K.

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "Accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act (Check one):

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Smaller Reporting Company

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: **\$ 6,653,003 as of June 30, 2014**

The number of shares of the Registrant's Common Stock outstanding as of April 10, 2015 was 131,082,809.

Documents Incorporated by Reference: None

## GLOSSARY OF TERMS

- AGGRADATIONAL PLACER:** A placer deposit resulting from the up-building performed by a stream in order to establish or maintain uniformity of grade or slope. It involves the natural filling up of a bed of a water course at any point of weakening of the current, by deposition of detritus and valuable heavy minerals (gold). Fanlike graded plains are often formed by the continual shifting of the streams at the foot of a declivity. This can result in the deposition of an unusually thick sequence of heavy minerals of stacked streaks and disseminations throughout the entire thickness of the aggraded sedimentary section.
- ALLUVIUM:** A general term for all detrital deposits that result from the operations of modern streams and rivers, including the sediments (gravel, sand and silt) laid down in stream and river beds, flood plains, lakes, fans at the foot of mountain slopes, and estuaries.
- ALLUVIAL FAN:** A cone-shaped deposit of alluvium made by a stream where it runs out onto a level plain meets a slower stream. The fans generally form where streams issue from mountains onto lowland. It is steepest near the mouth of the valley where its apex points upstream and it slopes gently and convexly outward with gradually decreasing gradient.
- ALLUVIAL GOLD:** Gold found in association with water-worn material (See Placer Gold).
- ASSAY:** A chemical test performed on a sample of ores or minerals to determine the amount of valuable metals contained.
- ASSESSMENT WORK (ANNUAL LABOR):** The annual work upon an unpatented mining claim on the federal public domain necessary under the United States law, or in the case of public state land of the laws of the individual states, for the maintenance of the possessory title thereto.
- AURIFEROUS:** Said of a substance or mineral-bearing deposit that contains gold.
- BANK MEASURE (BANK CUBIC YARD):** The measurement of material in place, such as gravel in a deposit before excavation. In placer work, values are normally reported as dollars and cents per cubic yard, and unless specified otherwise, this means a cubic yard in place, or bank measure. This is usually reported by the notation of "bcy".
- BEDROCK PLACER:** A generally thin section of gravels hosting a concentration or streak of heavy minerals oftentimes lying beneath less mineralized gravels and resting on solid rock (bedrock) beneath the gravel sequence. The concentrations or streaks are usually of irregular shape and tend to be discontinuously distributed. Relatively high cost selective mining techniques are generally employed.
- DEVELOPMENT:** Work carried out for the purpose of opening up a mineral deposit and making the actual ore extraction possible.
- EXPLORATION:** Work involved in searching for ore, usually by employing the science of geology and drilling or driving a drift.
- EXPLORATION STAGE:** A U.S. Security and Exchange Commission descriptive category applicable to public mining companies engaged in the search for mineral deposits and ore Reserves and which are not either in the mineral development or the ore production stage.
- FEE SIMPLE LAND:** A form of freehold land ownership, the most common way real estate is owned in common law countries, and is ordinarily the most complete ownership interest that can be had in real property.
- FINE GOLD:** Pure gold, i.e., gold of 1000 fineness.
- FINENESS:** The portion of pure gold in bullion or in a natural alloy expressed in parts per thousand. Natural gold is not found in pure form; it contains varying proportions of silver, copper, and other substances. For example, a piece of natural gold containing 150 parts of silver and 50 parts of copper per thousand and the remainder all just pure gold would be 800 fine.
- FRACTURE:** A break in the rock, the opening of which allows mineral bearing solutions to enter. A "cross-fracture" is a minor break extending at more-or-less right angles to the direction of the principal fractures.

**GEOPHYSICAL SURVEY:** Indirect methods of investigating the subsurface geology using the applications of physics including electric, gravimetric, magnetic, electromagnetic, seismic, and radiometric principles.

**GLACIOFLUVIAL:** Pertaining to the meltwater streams flowing from wasting glacier ice and to the deposits and landforms produced by such streams, as kame (low mound or hummock of stratified sediments) terraces and outwash plains; relating to the combined action of glaciers and streams.

**GRADE:** The average assay of a ton of ore, reflecting metal content.

**GRAVEL:** An unconsolidated deposit of pebbles, cobbles, or boulders that has been water washed and with at least somewhat rounded particles. Sand, silt and clay are usually mixed in too.

**GREENSTONE:** A field term applied to any compact dark-green altered or metamorphosed basic (mafic), like basalt, igneous rock that owes its color to the presence of green minerals such as chlorite. A term used frequently when no accurate determination is possible.

**HYDROTHERMAL:** Said of magmatic (molten rock) emanations high in water content and the rocks, mineral deposits, alteration products and springs produced by them.

**LODE:** A mineral deposit consisting of a zone of veins, disseminations or breccias in consolidated rock, as opposed to placer deposits.

**LOOSE CUBIC YARD:** All placer mining reserves and resources are reported in bank cubic yards, but production and costs are reported in loose cubic yards. Loose cubic yards are calculated as the reserve plus the swell or void spaces. This is usually reported by the notation of “lcy”.

**LOW GRADE:** A subjective term said of rock containing a relatively low ore-mineral content, often in reference to possible ores that are of relatively low value compared to those of medium or high value from within the same mineral deposit, or body of mineralization. Low grade ores are those often amenable to bulk mining methods. As used herein, the term is applied to rock that contains one tenth ounce or less of gold per ton.

**MAFIC:** Pertaining to or composed of dominantly of the ferromagnesian rock-forming silicates; said of some igneous rocks and their constituent minerals.

**MESOTHERMAL:** Said of a mineral deposit formed at moderate to high temperatures and moderate to high pressures by deposition from hydrothermal fluids at considerable depth within the earth.

**METAMORPHIC ROCKS:** Rocks that have undergone a change in texture and composition as the result of heat and pressure from having been buried deep in the earth.

**METASEDIMENT:** A sediment or sedimentary rock that shows evidence of having been subjected to metamorphism.

**MILL:** A processing plant that extracts and produces a concentrate of the valuable minerals or metals contained in an ore. The concentrate must then be treated in some other type of plant, such as a smelter, to affect recovery of the pure metal, recovery being the percentage of valuable metal in the ore that is recovered by metallurgical treatment.

**MINE:** An underground or surface excavation for the extraction of mineral deposits.

**MINERAL:** A naturally occurring inorganic element or compound having an orderly internal structure and characteristic chemical composition, crystal form, and physical properties.

**MINERALIZED MATERIAL OR DEPOSIT:** A mineralized body, which has been delineated by appropriate drilling and/or underground sampling to support a sufficient tonnage and average grade of metal(s). Under SEC standards, such a deposit does not qualify as a reserve until a comprehensive evaluation, based upon unit cost, grade, recoveries, and other factors, conclude current economic feasibility to extract it.

**MINERALIZATION:** The presence of economic minerals in a specific area or geological formation.

**NATIVE GOLD (RAW GOLD):** Metallic gold found naturally in that state. Placer gold. See Fineness.

**NUGGET:** A water-worn piece of native gold. The term is restricted to relatively large sizes, not minute particles. Fragments and lumps of vein gold are not called nuggets because the idea of alluvial origin is implicit. For use in this report, anything larger than 150 milligrams is considered a nugget, and its weight specially treated in reporting the drill sample results so as to mitigate its skewing effects on the values reported.

**ORE:** Material that can be mined and processed at a positive cash flow under current economic circumstances.

**OROGENIC:** Adjective of orogeny, which is the process by which structures within fold-belt mountainous areas were formed, including thrusting, folding, and faulting in the outer and higher layers, and plastic folding, metamorphism, and plutonism in the inner and deeper layers.

**PANNING:** Washing gravel or other material in a miner's pan to recover gold or other heavy minerals. Gold is eighteen times heavier than water and rapidly concentrates in the bottom of the pan when the pan is agitated.

**PARTS PER BILLION (PPB):** A standard unit of measurement for assays, usually geochemical assays. One ppb is one thousandth of a ppm.

**PARTS PER MILLION (PPM):** A standard unit of measure for assays. One ppm = 0.0292 Troy oz./ton. One ppm = one gram per metric ton (tonne).

**PATENTED MINING CLAIM:** A mineral claim originally staked on land owned by in the United States Government, where all its associated mineral rights have been secured by the claimant from the U.S. Government in compliance with the laws and procedures relating to such claims, and title to the surface of the claim and the minerals beneath the surface have been transferred from the U.S. Government to the claimant. Annual mining claim assessment work is not required, and the claim is taxable real estate. Mining claims located on State of Alaska lands cannot be patented.

**PLACER GOLD:** Gold occurring in its natural fineness in more or less in nuggets, grains, flakes or dust and obtainable by washing unconsolidated sand, gravel, etc. in which it is found. Also called alluvial gold, stream gold and wash gold, raw gold and native gold.

**PLACER & PLACER DEPOSIT:** A mass of gravel, sand or similar material resulting from the crumbling and erosion of solid rocks and containing particles or nuggets of gold or other heavy minerals such as platinum or tin that have been derived from the rocks or veins. A placer is an area where gold or other heavy minerals are or can be obtained by washing sand or gravel. Placer deposits are formed by attrition by river or stream action of the lighter rocks leaving the relatively inert, tough, and heavy minerals in a concentrated layer, generally along the contact of the alluvial material with the underlying bedrock. The term PLACER applies to ancient gravels as well as to recent deposits and to underground (drifts mines) as well as to surface deposits.

**PLACER MINING:** That form of mining in which the surficial detritus is washed for gold or other valuable heavy minerals. There are deposits of detrital material containing gold which lie too deep to be profitably extracted by surface mining and which must be worked by drifting, or tunneling, beneath the overlying barren material.

**PHYLLITE:** A metamorphic rock, intermediate in grade between slate and mica schist.

**PROSPECT:** An area that is a potential site of mineral deposits, based on preliminary exploration. A prospect is distinct from a mine in that it is non-producing.

**PROSPECTING:** The search for outcrops or other surface expressions of mineral deposits with the objective of making a valuable discovery.

**RAW GOLD:** A miner's synonym for Placer Gold (See above).

**RECLAMATION:** The restoration of a site to acceptable regulatory standards after mining or exploration activity is completed.

**RECOVERY:** The percentage of valuable metal in the ore that is recovered by metallurgical treatment.

**RESERVES:** That part of a mineral deposit, which could be economically and legally extracted or produced at the time of the reserve determination with existing technology and under present economic conditions. Reserves are customarily stated in terms of "Ore" when dealing with metalliferous minerals.

**RESOURCE:** The calculated amount of material in a mineral deposit, based on limited drill information.

**SCHIST:** A metamorphic rock with thin layers and readily split or cleaved because of a foliated or parallel structure.

**SEC INDUSTRY GUIDE 7:** This is the United States' reporting standard for the mining industry for securities purposes. It is contained in a publication of the United States Securities and Exchange Commission ("SEC") known as Industry Guide 7, which summarizes requirements for disclosure by mining companies. It defines proven and probable Reserves using its own definitions, and prohibits the disclosure of quantitative estimates for all mineralization other than in those two Reserve categories. Similarly, it restricts disclosure of value of estimates to Reserves only, which the SEC policy generally requires to be on a historic cost accounting basis.

**SHEAR OR SHEARING:** The deformation of rocks by movement along parallel planes, known as faults, generally resulting from stress or pressure and producing such metamorphic structures as cleavage and schistosity.

**STRATA-BOUND:** Said of a mineral deposit confined to a single stratigraphic unit. The term can refer to a stratiform deposit, to variously oriented ore bodies contained within the unit, or to a deposit containing veinlets and alteration zones that may not be strictly conformable with bedding.

**TAILINGS:** Fine grained or ground up material rejected from a mill after more of the recoverable valuable minerals have been extracted. Can also mean the waste material resulting from placer mining.

**TITLE:** The legal ownership of property or right of possession or right to control mining claims, as evidenced by deed, patented claim or mineral rights claim filed with a controlling state or federal regulatory agency. Title to a deeded property or patented claim may be verified through a title search, while title to unpatented mining claims or control of mineral rights may or may not be discoverable through a search of public records.

**UNPATENTED MINING CLAIM:** A mineral claim staked on federal, state or, in the case of severed mineral rights, private land to which a deed from the U.S. Government or other mineral title owner has not been received by the claimant. 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. The claim may or may not be subject to production royalties payable to that governing authority. Mining claims located on State of Alaska lands cannot be deeded to the claimant.

**VEIN:** A zone or belt of mineralized rock having a more or less regular constitution in length, width and depth, and lying within boundaries which clearly separates it from neighboring rock.

**VEINLET:** A tiny vein, stringer or filament of mineral (commonly quartz) traversing a rock mass of different material, and usually one of a number making a Lode.

**WASH PLANT, WASHING PLANT:** Generic terms for a variety of gravity separating devices employing water (process water) to clean gravel by removing fine sediments adhered to it.

**GOLDRICH MINING COMPANY**  
**FORM 10-K**  
**December 31, 2014**

**TABLE OF CONTENTS**

PART I	9
ITEM 1. BUSINESS	9
ITEM 1A. RISK FACTORS	17
ITEM 1B. UNRESOLVED STAFF COMMENTS	30
ITEM 2. PROPERTIES	31
ITEM 3. LEGAL PROCEEDINGS	41
ITEM 4. MINE SAFETY DISCLOSURES	41
PART II	42
ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES	42
ITEM 6. SELECTED FINANCIAL DATA	44
ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	44
ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	52
ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA	53
ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE	76
ITEM 9A. CONTROLS AND PROCEDURES	76
ITEM 9B. OTHER INFORMATION	77
PART III	78
ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE	78
ITEM 11. EXECUTIVE COMPENSATION	85
ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS	88
ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE	89
ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES	90
PART IV	91
ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES	91
SIGNATURES	92

## TABLE OF CONTENTS

### **FORWARD-LOOKING STATEMENTS**

This Annual Report on Form 10-K (this “Annual Report”) and the exhibits attached hereto contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward looking statements concern the estimated extraction and financial forecasts and sensitivities for the NyacAU joint venture, anticipated capital expenditures by the NyacAU joint venture, estimates of mineralized material, our anticipated results and developments in the Company’s operations in future periods, planned exploration of its properties, plans related to its business and other matters that may occur in the future, including, but not limited to:

- statements regarding our exploration plans at our Chandalar property;
- statements regarding potential gold extraction by our joint venture;
- statements regarding our plans to finance our operations;
- statements regarding future costs and expenditures; and
- statements regarding our anticipated plan of operation.

These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management.

Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as “expects” or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “estimates” or “intends”, or stating that certain actions, events or results “may”, “could”, “would”, “might”, “should” or “will” be taken, occur or be achieved) are not statements of historical fact and may be forward-looking statements. Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ from those expressed or implied by the forward-looking statements, including, without limitation:

- risks related to our ability to continue as a going concern being in doubt;
- risks related to our history of losses;
- risks related to our outstanding gold forward sales contracts and notes;
- risks related to need to raise additional capital to fund our exploration and, if warranted, development and production programs;
- risks related to our property not having any proven or probable reserves
- risk related to our limited history of commercial production;
- risk related to operating a mine
- risk related to accurately forecasting, extraction and production
- risks related to our dependence on a single property – the Chandalar property;
- risks related to climate and location restricting our exploration and, if warranted, development and production activities;
- risks related to our mineralization estimates being based on limited drilling data;
- risks related to our exploration activities not being commercially successful;
- risks related to actual capital costs, production or economic return being different than projected;
- risk related to our joint venture arrangements;
- risks related to mineral exploration;
- risks related to increased costs;
- risks related to a shortage of equipment and supplies;
- risk related to fluctuations in gold prices;
- risks related to title to our properties being defective;
- risks related to title to our properties being subject to claims;
- risks related to estimates of mineralized material;
- risks related to government regulation;
- risks related to environmental laws and regulation;
- risks related to land reclamation requirements;

## TABLE OF CONTENTS

- risks related to future legislation regarding mining laws;
- risks related to future legislation regarding climate change;
- risks related to our lack of insurance coverage for all risks;
- risks related to competition in the mining industry;
- risks related to our dependence on key personnel;
- risks related to our executive offices not dedicating 100% of their time to our company;
- risks related to potential conflicts of interest with our directors and executive officers;
- risks related to market conditions; and
- risks related to our shares of common stock.

This list is not exhaustive of the factors that may affect our forward-looking statements. Some of the important risks and uncertainties that could affect forward-looking statements are described further under “Item 1. Business,” “Item 1A. Risk Factors,” and “Item 7. Management’s Discussion and Analysis of Results of Operation” of this Annual Report. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, believed, estimated or expected. We caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. We disclaim any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events, except as required by law.

Cautionary Note to U.S. Investors: The United States Securities and Exchange Commission (“SEC”) Industry Guide 7 permits U.S. mining companies, in their filings with the SEC, to disclose only those mineral deposits that a company can economically and legally extract or produce. We use certain terms on our website and in our news releases and reports, such as “measured”, “indicated”, “inferred”, and “resources”, which the SEC guidelines strictly prohibit U.S. registered companies from including in their filings with the SEC. U.S. Investors are urged to consider closely the disclosure in the our latest reports and registration statements filed with the SEC. You can review and obtain copies of these filings at <http://www.sec.gov/edgar.shtml> or from our website at [www.goldrichmining.com](http://www.goldrichmining.com). **U.S. Investors are cautioned not to assume that any defined resources in these categories will ever be converted into SEC Guide 7 compliant reserves.**

**We qualify all the forward-looking statements contained in this Annual Report by the foregoing cautionary statements.**



## PART I

As used in herein, the terms “Goldrich,” the “Company,” “we,” “us,” and “our” refer to Goldrich Mining Company.

### ITEM 1. BUSINESS

#### Overview

We are a minerals company in the business of acquiring and advancing mineral properties to the discovery point, where we believe maximum shareholder returns can be realized. Although we have conducted limited extraction of gold on one of our gold prospects, Goldrich is an exploration stage company as defined by the U.S. Securities and Exchange Commission (“SEC”) in Industry Guide 7.

Incorporated in 1959, Goldrich Mining Company (OTCQB trading symbol “GRMC”) (formerly Little Squaw Gold Mining Company) has been a publicly traded company since October 9, 1970. Our executive offices are located at 2607 Southeast Blvd, Suite B211, Spokane, WA 99223, and our phone number there is (509) 535-7367. Our website address is [www.goldrichmining.com](http://www.goldrichmining.com). Information contained on our website is not part of this annual report.

At this time, our major mineral exploration prospects are contained within our wholly owned Chandalar property, located approximately 190 air miles north of Fairbanks, Alaska, a full-service support center for the oil and mining industry, and 48 air miles east of the Dalton Highway, the major all-weather north-south route that links Fairbanks to the Prudhoe Bay oil fields on the Arctic Ocean to the north. The property is largely on land owned by the State of Alaska, which is one of the active and highly ranked mining jurisdictions in the world. The Chandalar property is approximately 22,858 acres, consisting of 426.5 acres of patented federal mining claims (21 lode claims, one placer claim and one mill site) and 22,432 acres of unpatented State of Alaska mining claims (197 claims). The claims are contiguous, comprising a block covering approximately 35.7 square miles. Both patented federal mining claims and Alaska state mining claims provide exploration and mining rights to lode and placer mineral deposits.

We have established a substantial exploration infrastructure at our Chandalar property, including a 25-person camp, heavy and light-duty equipment, a 4,400-foot airstrip, and a network of roads that offer all-weather access to all of the major gold prospects. Current surface access to the camp from the Dalton Highway is restricted to the winter months via a winter trail from Coldfoot along the Dalton Highway. The State of Alaska has a right-of-way to construct a permanent all-season road along this trail which, when built, will allow year-around surface access to the project site. We are not aware of any plans to build this road at the present time.

The Chandalar property contains both our Chandalar hard-rock (lode) gold project and the Little Squaw Creek alluvial gold mine. The area has a long prospecting and mining history dating to the discovery of placer gold deposits in 1905, soon followed by the discovery of more than 30 separate high-grade lode gold mineralization prospects. Over the next 80 years the lode gold mineralization occurrences were intermittently explored or mined by various small operators, but because of the district’s remote location the readily mineable alluvial gold deposits received the most attention.

The Chandalar lode occurrences are part of a regionally mineralized schist belt that extends east-west across the 600-mile width of Alaska along the south flank of the Brooks Range. The geology and mineralization of the Chandalar lode gold systems are quite similar to many important productive gold deposits that have been variously categorized as greenstone-hosted, orogenic, shear-zone related, low-sulfide, mesothermal, amongst other names and which, collectively, account for a major part of the world’s gold production. Although there is a history of past lode and alluvial extraction on our Chandalar property, it currently does not contain any known proven or probable ore reserves as defined in SEC Industry Guide 7. The probability that ore reserves that meet SEC Industry Guide 7 guidelines will be discovered on an individual hard rock prospect at Chandalar cannot be determined at this time.

Subject to available financing, our focus is two-fold: (1) Continued gold extraction from a substantial alluvial gold deposit discovered on the property. To date, Goldrich has completed approximately 15,000 feet of drilling and outlined 10.5 million cubic yards of mineralized alluvial material, at an average head grade of approximately 0.025 ounces of gold per cubic yard. (2) Continue exploration of our Chandalar property where we have discovered and identified

## TABLE OF CONTENTS

drilling targets for a potentially large sedimentary-type bulk tonnage hard-rock gold deposit as well as a possible intrusion-related source of lode mineralization.

In 2012, Goldrich and NyacAU LLC (“NyacAU”) formed Goldrich NyacAU Placer LLC (“GNP”), a 50/50 joint-venture company, managed by NyacAU, to mine Goldrich’s various placer properties at Chandalar. In 2013, an independent mining permit was received to expand the mining operation from 10 to approximately 350 acres. As of 2014, total mining preparation expenditures by GNP were approximately \$18 million and mining expenditures for 2015 are estimated to be \$5 million. Except for certain equipment that is under order and is being constructed outside of Alaska, the expanded plant was completed in 2014 and extraction is targeted to begin in June 2015. Gold extraction will be approximately from mid-June to mid-September of each year. All costs up to commercial production (as defined in the joint venture agreement) are required to be funded by NyacAU and will be paid back from cash flow from gold production (as defined in the joint venture agreement).

During the last several years, weak financial markets have been an important factor affecting the level of our exploration activities and we were unable to obtain sufficient finances for drilling exploration in 2013 and 2014, but conducted an airborne radiometric and magnetic survey over the entire property. As the placer mine nears completion, we look forward to internal cash flow and additional opportunities for financing that will give us a unique advantage for growth over other junior mining exploration companies. We also intend to list our shares on a recognized stock exchange in Canada in addition to maintaining our listing on the OTCQB in the United States. We believe these factors will increase our access to financial markets and positively affect our ability to raise the funds necessary to add value to our property and increase shareholder value.

### **History and Chandalar Exploration Project Background**

Gold was discovered in the Chandalar district in 1905, and over the years various operators have extracted small amounts of gold mainly from placer deposits, and also from bedrock lodes consisting of high-grade gold-quartz veins. We were incorporated in 1959 for the purpose of acquiring and consolidating diversely owned gold mining claims in the Chandalar mining district. Our operations during the 1960s resulted in the establishment of a mining camp, a mill, several airstrips, and exploitation of a small amount of gold from underground workings, which was marginally profitable.

Total recorded gold extraction from the Chandalar property, as contained in our historical records, currently stands at about 87,941 ounces of fine gold, although actual historic extraction was probably much greater than the recorded extraction. Of this total, recorded lode gold extraction from high-grade gold-quartz vein-shear zone deposits is 8,351 ounces. Historical records in our files contain engineering reports showing the amount of remaining mineralized material in the lodes to be at least 17,646 tons at a grade of 1.50 ounces of gold per ton. These are not proven or probable ore reserves as defined in the SEC Industry Guide 7. Approximately 79,590 ounces of the total gold extraction came from placer deposits of which 2,702 ounces were from gold extraction since 2009 from the Little Squaw Creek alluvial gold mine. Most of the remaining placer extraction was mined by lessees and derived from the Big Creek, Tobin Creek and Little Squaw Creek drainages.

Between 1929 and 1938, the previous owners of the Chandalar property obtained U.S. patents to federal mining claims totaling 426.5 acres. In 1972 and 1976, we acquired all patented and unpatented federal lode mining claims in the Chandalar district except for seven unpatented federal lode mining claims held by the Anderson Partnership. The patented federal claims are fee simple land. In 1978, we acquired all of the unpatented federal placer mining claims in the Chandalar district. In 1987 the federal government deeded all the land in the Chandalar district to the State of Alaska in partial fulfillment of a land conveyance quota established in the Alaska Statehood Act. During 1987, all of the 105 unpatented federal lode and placer mining claims were re-staked as State of Alaska Traditional mining claims. Unlike the federal government, the State of Alaska does not distinguish between lode and placer mining claims and accordingly all state mining claims are treated the same under the Alaska mining statutes.

## TABLE OF CONTENTS

We relinquished 86 of our State of Alaska mining claims during 2000 and 2001 due to financial considerations. In the beginning of 2003, we owned nineteen 40-acre Traditional mining claims at Chandalar. During 2003, we purchased seven traditional mining claims, which had been re-staked as State of Alaska mining claims from the Anderson Partnership for \$35,000. In September of 2003, we staked fifty-five 160-acre MTRSC (meridian, township, range, section, and claim location system) state mining claims. In 2004, we staked one traditional 40-acre claim and eight 160-acre MTRSC claims. In 2005, we staked one 160-acre MTRSC claim. In 2006, we staked twenty-nine 160-acre MTRSC claims of which five were subsequently dropped after being evaluated in 2007. In 2007, we staked five 160-acre MTRSC claims, with twelve 160-acre MTRSC claims and two 40-acre MTRSC claims in 2008. In 2009, we staked an additional 40-acre MTRSC claim and were awarded twenty 40-acre MTRSC claims by a Superior Court for the State of Alaska. These claims had been located and held by Gold Dust Mines, Inc. In 2010, we purchased nine 40-acre MTRSC claims at a public auction. In 2011, we staked additional claims to expand our Chandalar mining claims based on recent exploration results and aeromagnetic data published by the United States Geological Survey. The aeromagnetic survey showed that all known gold prospects in the Chandalar district are associated with a large, northeast-trending, magnetic high. As a result, we located new mining claims covering 4,800 acres, completing our coverage of this northeast mineral trend. With the new acquisition, our total land area at Chandalar increased to approximately 22,858 acres, consisting of 23 patented Federal mining claims and 197 unpatented State of Alaska mining claims. Based on the same survey, we also staked a new and separate 25,600 acre block of state mining claims known as Thazzik Mountain, located 30 miles southeast of Chandalar, the significance of which is discussed above. We relinquished our Thazzik Mountain claims during 2013 due to financial considerations.

During the 1970s and early 1980s the lode and placer properties were leased to various parties for exploration and gold extraction. The quartz lodes were last worked from 1970 to 1983, when about 8,192 ounces of fine gold were recovered from the milling of 11,884 tons which averaged about one ounce of gold per ton. The material was extracted from surface and underground workings on three mineralized quartz veins lying mostly on our patented federal mining claims. Between 1979 and 1999, our lessees produced 15,735.5 ounces of raw gold (impure or unrefined gold, i.e. not pure or 1000 fine gold) from placer operations, which is equivalent to about 13,287 ounces of fine gold. We estimate that approximately another 1,400 ounces of raw gold were produced by a lessee between 2004 and 2009 that was not reported to us. All past extraction of raw gold on the property has been previously reported as being 848 fineness. Analyses from our recent extraction indicate that the gold produced averaged 844 fineness, or 84.45%, and contained 13.88 % silver plus 1.68% impurities such as copper and iron.

During 1988, a consulting mining engineer was hired to compile historical information on the entire placer and lode gold district. His comprehensive report was completed in January 1990, and is available for review at our office. A few conclusions from that report are incorporated in this section.

In November of 1989, we entered into a ten year mining lease, extendable for an additional forty years, with Gold Dust Mines, Inc. for all our Chandalar placer mining interests located on the Big Creek, St. Mary's Creek, Little Squaw Creek, Big Squaw Creek, and Tobin Creek. The mining lease provided for annual advance lease payments of \$22,500 plus a ten percent (10%) royalty of all raw (placer) gold extraction to be paid in kind. Twenty percent (20%) of the 10% royalty, two percent (2%) overall, were to be paid directly to the underlying royalty interest holders (i.e. Anderson Partnership), and was to consist of the coarsest and largest particles of all gold produced. Goldrich received the remaining eight percent (8%) of the gold royalty.

During the spring of 1990, Gold Dust Mines, Inc., as lessee transported about \$2.6 million in capital equipment to our Chandalar mining claims over the winter haul road from the town of Coldfoot, located on the Alaska pipeline highway, also known as the Dalton highway. This machinery included a large gravity-type alluvial mineral treatment plant (an IHC-Holland wash plant) together with a Bucyrus-Erie dragline, two big Caterpillar tractors, front end loaders, a churn drill and other large pieces of placer gold mining equipment. During the last part of the 1993 season, Gold Dust Mines moved its placer operations to the Big Creek and St. Mary's Creek drainages. In 1994, placer mining operations were concentrated on the St. Mary's Creek drainage. During 1995, placer mining operations were conducted on the St. Mary's Creek and Big Creek drainages. During 1996 to 1999, placer mining operations were conducted only on the St. Mary's Creek and Big Creek drainages.

## TABLE OF CONTENTS

An amendment to the mining lease in 1996 reduced Gold Dust Mines, Inc.'s Chandalar placer mining rights to only Big Creek and its tributary, St. Mary's Creek. As a result of this amendment, the annual advance lease payment was reduced to \$7,500. From 1996 to 1999, placer mining operations were conducted only on the St. Mary's Creek and Big Creek drainages. There were no mining operations conducted in 2000, 2001 or 2003. However, beginning in 1999, Gold Dust Mines, Inc. failed to pay both the \$7,500 annual lease fee and the annual rental payments on the state mining claims it was mining on, as required by the mining lease, in all a sum of \$32,380. A portion of the 1999 production royalties owed to us in the amount of eleven ounces of gold nuggets was also not paid. In February 2000, the owners of Gold Dust Mines, Inc., Mr. and Mrs. Delmer Ackels (guarantors of Gold Dust Mines, Inc.'s obligations to us) filed for bankruptcy pursuant to Chapter 7 of the United States Bankruptcy Code, as amended. Our mining lease with Gold Dust Mines, Inc. was the sole asset of Gold Dust Mines, Inc.

In the late summer of 1997, we executed a placer mining lease with Day Creek Mining Company, Inc., an Alaskan corporation. The lease included the placer mining claims only for the Tobin Creek, Big Squaw Creek and Little Squaw Creek drainages. The lease did not include the Big Creek and St. Mary's Creek drainages, which were leased to Gold Dust Mines, Inc. The lessee was to have performed minimum exploratory drilling during each year of the lease. Only a minimum amount of drilling was performed the first year, with some good results downstream from the Mello Bench on upper Little Squaw Creek. Due to lack of financing, the lessee could not comply with the drilling requirements in 1998, and the lease was terminated by us giving a declaration of forfeiture to the lessees in February of 1999. The lessee did not contest the declaration of forfeiture.

We allowed most of our state mining claims on Big Creek and Little Squaw Creek to lapse in 2000 for lack of funds to pay the State of Alaska annual rental fees required to maintain the mining claims. Our inability to pay the State of Alaska annual rental fees was precipitated by Gold Dust Mines, Inc.'s failure to make its 1999 annual mining lease payment to us and their failure to pay the annual state mining claim rental on the claims covered by the mining lease as required by the lease. The owners of Gold Dust Mines, Inc. continued to do the annual assessment work on the remaining claims on our behalf through 2002 on the basis of a verbal agreement between our former management and Gold Dust Mines, Inc. to extend its mining lease. The existence of this extension of the lease was later contested by the Gold Dust Mines, Inc. in civil court proceedings whereby a jury determined in our favor that the lease had been extended by the course of conduct of the parties from October 1999 to October 2003. Consequently and subsequently, a final ruling by the civil court awarded us title to the 20 claims staked in this interim on Big Creek and Little Squaw Creek. In 2010, Gold Dust, Inc. appealed the civil court's final ruling in the Alaska Supreme Court. In September 2012, the Alaska Supreme Court issued its final ruling. All appeals have been exhausted and all rulings have been in our favor. To the extent possible, we have perfected our interests in all claims, including the 20 awarded claims.

In 2004, we contracted an independent geological consulting company to review and analyze previous work done on Chandalar. The consultants concluded that the gold mineralization at Chandalar is mesothermal, which can be described as formed at moderate to high temperatures and moderate to high pressures by deposition from hydrothermal fluids. A technical report produced by the consultants recommended an initial exploration program to better assess the gold lodes and the placer gold deposits.

In 2004, we also commissioned a remote sensing technical study of the Chandalar district by another independent contractor who studied high altitude air photography available for the region. The purpose of the study was to identify geological structures that may be associated with gold occurrences in a schist belt containing greenstones. Numerous geological features, mostly linear and curvilinear, were identified. Major linears, especially where they may form a regional rift, are an excellent exploration tool in the search for gold. The consultant recommended making field examinations of known gold occurrences associated with the linears and other structural features identified by the study.

During the 2004 summer field season at Chandalar, using independent certified professional geologists, we followed up on the work recommended by the remote sensing consultant's studies. This program ended a twenty-year hiatus of hard-rock exploration on the property. It involved a photo geologic lineament study, expansion of the claim block to cover outlying vein showings and reconnaissance sampling of rocks, soils and stream sediments for geochemical analyses. The lineament study identified fifty-nine sites thought to be favorable for discovery of mineralization. The objective of the field program was to assess the validity of historic records, refine known drilling targets and identify new drilling targets. Several prospects of previously unevaluated or unknown gold mineralization were found.

## TABLE OF CONTENTS

During 2005, we completed a modest prospecting and geologic mapping program at Chandalar, which was limited by our lack of funds. In all, 189 exploratory samples of stream sediments, soils and rock chips were taken, and mapping was completed on a series of ten prospects. That work was successful in identifying additional gold prospects within our claim block, and also in developing specific drilling targets on several of the prospects.

During early 2006, we acquired sufficient funds to undertake a substantial exploration program on the Chandalar property. During the 2006 summer field season, a geological contractor completed a 1:20,000 scale geologic map of the Chandalar district, and we drilled 39 reverse circulation drill holes for 7,763 feet on nine of some thirty gold prospects within our Chandalar claim block. In the process, several miles of old roads were repaired and three miles of new roads were constructed. We established an exploration base camp (Mello Bench camp) capable of housing 20 people, and accomplished environmental clean ups of two abandoned mining camp sites that predate our management takeover in 2003.

The 2007 Chandalar exploration program expanded our understanding of several hard-rock gold prospects through trenching and associated sampling. In all, forty prospect areas were mapped in detail and 1,342 samples of rock (including trench and placer drill holes to bedrock) and soil were collected and analyzed. Forty-five trenches for 5,927 feet were accomplished using an excavator, of which 4,954 feet cut into bedrock and were sampled. Some 534 trench samples were taken continuously along the lengths of all trenches. Additionally, ground magnetic surveys on fifteen of the prospects were conducted with survey lines totaling 28 miles.

Also in 2007, we conducted a reverse circulation drilling program on the Little Squaw Creek drainage. A total of 15,304 feet were drilled. Of 107 holes collared, 87 were completed to their targeted depths. We engaged an independent geological contractor to conduct all sampling in our drilling program, complete all drill sample gold recovery, ore valuation, maintain drill sample security and report the results of their work.

The analytical processing of the 3,031 drill samples and report on the final results of the samples gold contents was completed by March of 2008. From these results, we concluded that we discovered a relatively large alluvial gold deposit of sufficient grade to be potentially economical to mine under prevailing gold prices.

In 2009, we successfully completed an alluvial gold mining test on Little Squaw Creek. The pilot program involved a mining test that extracted approximately 594 “raw” ounces of placer gold, equivalent to about 500 ounces of fine gold. The test mining yielded valuable geologic, mining and engineering data that encouraged us to ramp-up the project into extraction in the spring of 2010.

During the summer of 2010, we were able to start a small mining operation at our Little Squaw Creek alluvial deposit, the site of our previous test mining operation, known as the Little Squaw Creek Gold Mine. This was a major milestone for us, although full realization of the intended project was inhibited by a shortage of working capital. By the end of the 2010 mining season we had extracted 1,906 ounces of gold concentrate from which approximately 1,522 ounces of fine gold and 259 ounces of fine silver were extracted, bringing us gross sales proceeds of \$1,904,124. In 2011, we suspended extraction of the Little Squaw Creek Gold Mine to refocus our efforts on hard-rock exploration at Chandalar. In 2012, GNP was formed for the purpose of exploiting the alluvial deposit on Little Squaw, as well as the other alluvial deposits at Chandalar.

During the 2011 exploration season, we successfully completed an exploratory drilling program, soil survey program, and geophysical survey at Chandalar. We drilled 25 HQ size core holes totaling approximately 14,500 feet in five target areas. Drill results are presented in “2011 Exploration Activities” section of this Annual Report. The soil sampling, prioritized to first cover known mineralized trends, consisted of over 1,100 samples collected on a reconnaissance scale grid over approximately 65 percent of the 23,000-acre Chandalar property. In the airborne geophysical survey, approximately 750 line miles (1,246 line kilometers) were flown by an international geophysical contractor over the entire Chandalar property along flight lines 100 meters apart. Preliminary magnetic data reveals known mineralized structures with good clarity and, more importantly, identifies sharp new prospect-scale and district-scale anomalies and mineralized trends.

## TABLE OF CONTENTS

During 2011, we staked a new and separate 25,600-acre block of state mining claims known as Thazzik Mountain, located 30 miles southeast of Chandalar. Geologically, Thazzik Mountain lies within the same schist belt as Chandalar on the south flank of the Brooks Range. Fieldwork identified a multitude of quartz-bearing structures, including sheeted quartz veinlets. We took approximately 100 reconnaissance samples for geochemical analyses. Based upon the results from the analyses, during 2012 we chose to release 76 of the 160 claims staked in 2011, reducing the total acre block to 13,440 acres. Due to financial considerations, the Company chose to release the remaining 84 claims in 2013.

During the last several years, weak financial markets have been an important factor affecting the level of our exploration activities and we were unable to obtain sufficient finances for major exploration programs in 2012, 2013 and 2014. Focus was therefore put on our placer deposit, where significant funds for development were available. However, our main focus in the future will continue to be the exploration of the hard-rock targets of our Chandalar property as funds become available.

In 2014 we conducted a property-wide airborne radiometric and magnetic survey to generate and further refine exploration targets for bulk-tonnage low-grade mineralization and possible deeper sources of intrusion-related mineralization.

### Competition

There is aggressive competition within the minerals industry to discover and acquire mineral properties considered to have commercial potential. We compete for the opportunity to participate in promising exploration projects with other entities. In addition, we compete with others in efforts to obtain financing to acquire and explore mineral properties, acquire and utilize mineral exploration equipment and hire qualified mineral exploration personnel.

We may compete with other junior mining companies for mining claims in regions adjacent to our existing claims, or in other parts of the world should we dedicate resources to doing so in the future. These companies may be better capitalized than us and we may have difficulty in expanding our holdings through additional mining claims.

In competing for qualified mineral exploration personnel, we may be required to pay compensation or benefits relatively higher than those paid in the past, and the availability of qualified personnel may be limited in high-demand mining periods, such as have been experienced during the increased price of gold in recent years.

### Employees

In October 2009, William Schara began employment as our President and Chief Executive Officer (“CEO”). We rely on consulting contracts for some of our management and administrative personnel needs, including for our Chief Financial Officer (“CFO”), Mr. Ted Sharp. The contract for Mr. Sharp expired on December 31, 2009, however Mr. Sharp continues to provide services to the Company under the same terms provided in the contract. We employ individuals and contractors on a seasonal basis to conduct exploration, mining and other required company activities, mostly during the late spring through early fall months.

We currently have 2 full-time employees; our CEO and Controller. We had as many as 23 part-time employees and contractors during 2011, 5 part-time employees and contractors during 2012, and one employee at the mine site for logistics and other company activities during 2013 and 2014. In addition to the employees of Goldrich, GNP had as many as 10 employees during 2012, 46 employees during 2013 and 10 employees during 2014.

## TABLE OF CONTENTS

### Seasons

We conduct exploration activities at Chandalar between late spring and early autumn. Access during that time is exclusively by airplane. All fuel is supplied to the campsite by air transport. Access during winter months is by ice road, snowmobile and ski-plane. All heavy supplies and equipment are brought in by trucking over the ice road from Coldfoot. Snow melt generally occurs toward the end of May, followed by an intensive, though short, 90-day growing season with 24 hours of daylight and daytime temperatures that range from 60° to 80° Fahrenheit. Freezing temperatures return in late August and freeze-up typically occurs by early October. Winter temperatures, particularly in the lower elevations, can drop to -50° F or colder for extended periods. Annual precipitation is 15 to 20 inches, coming mostly in late summer as rain and during the first half of the winter as snow. Winter snow accumulations are modest. The area is essentially an arctic desert.

### Regulation

Our mineral exploration activities are subject to various federal, state, and local laws and regulations governing prospecting, exploration, production, labor standards, occupational health and mine safety, control of toxic substances, land use, water use, land claims of local people and other matters involving environmental protection and taxation. New rules and regulations may be enacted or existing rules and regulations may be applied in a manner that could limit or curtail exploration at our property. It is possible that future changes in these rules or regulations could have a significant impact on our business, causing those activities to be economically re-evaluated at that time.

### Taxes Pertaining to Mining

Alaska's tax and regulatory policy is widely viewed by the mining industry as offering the most favorable environment for establishing new mines in the United States. The mining taxation regimes in Alaska have been stable for many years. There is regular discussion of taxation issues in the legislatures but no changes have been proposed that would significantly alter their current state mining taxation structures. The economics of any potential mining operation on our properties would be particularly sensitive to changes in the State of Alaska's tax regimes. Amendments to current laws, regulations and permits governing our operations and the general activities of mining and exploration companies, or more stringent implementation thereof, could cause unanticipated increases in our exploration expenses, capital expenditures or future production costs, or could result in abandonment or delays in establishing operations at our Chandalar property. Although management has no reason to believe that new mining taxation laws that could adversely impact our Chandalar property will materialize, such an event could and may happen in the future.

At present, Alaska has a 7% net profits mining license tax on all mineral production (AS 43.65), a 3% net profits royalty on minerals from state lands (AS 38.05.212) (where we hold unpatented state mining claims), and a graduated annual mining claim rental beginning at \$0.88/acre. Alaska state corporate income tax is 9.4% if net profit is more than a set threshold amount. Alaska has an exploration incentive credit program (AS 27.30.010) whereby up to \$20 million in approved accrued exploration credits can be deducted from the state mining license tax, the state corporate income tax, and the state mining royalty. All qualified new mining operations are exempt from the mining license tax for 3 1/2 years after production begins.

### Environmental Regulations

Our Chandalar property contains an inactive small mining mill site on Tobin Creek with tailings impoundments, last used in 1983. The mill was capable of processing 100 tons of ore per day. A total of 11,884 tons were put through the mill, and into two small adjacent tailings impoundments. A December 19, 1990 letter from the Alaska Department of Environmental Conservation (the "Alaska DEC") to the Alaska Division of Mining of the Department of Natural Resources (the "Alaska DNR") states: "Our samples indicate the tailings impoundments meet Alaska DEC standards requirements and are acceptable for abandonment and reclamation." The Alaska DNR conveyed acknowledgement of receipt of this report to us in a letter dated December 24, 1990. We subsequently reclaimed the tailings impoundments, and expect that no further remedial action will be required. Vegetation has established itself on the tailings impoundments, thereby mitigating erosional forces.

## TABLE OF CONTENTS

In 1990, the Alaska DEC notified us that soil samples taken from a gravel pad adjacent to our Tobin Creek mill site contained elevated levels of mercury. In response to the notification, we engaged a professional mineral engineer to evaluate procedures for remediating contamination at the site. In 1994, the engineer evaluated the contamination and determined that it consists of approximately 160 cubic yards of earthen material that could be cleansed by processing it through a simple gravity washing plant. This plan was subsequently approved by the state. In 2000, the site was listed in the Alaska DEC's contaminated sites database as a "medium" priority contaminated site. We are not aware of any changes in state environmental laws that would affect our state approved cleanup plan or impose a time table for it to be done. During 2008, our employees took a suite of samples at the contamination site to update the readings taken in 1990 or prior. The results of this sampling reconfirmed the earlier findings, and also suggest that some attenuation of the mercury contamination has occurred. An independent technical consultant assessed those results and believes that proper procedures for sampling and testing were followed. During 2011, 2013 and 2014, we took additional samples that showed an overall reduction of mercury in the previously sampled area. However, one sample on the margin of the sampled area yielded high mercury content, and that may necessitate continued expansion of the area to be sampled in the future. The 2011, 2013 and 2014 sample results were submitted to the State for analysis and determination of what additional sampling the State may require on the area around the mill. In 2013, we received a letter request from the Alaska DEC to update our plan for remediating the contaminated site and in 2014 continued communication with the Alaska DEC to determine what remediation is necessary. We have engaged an independent environmental engineering company to perform an evaluation of the remediation requirements based on locality, latitude, altitude, permafrost and other factors. At December 31, 2014, we have accrued a liability of \$50,000 in our financial statements to remedy this site.

During 2009 and 2010, we engaged in permitted open pit mining operations on Little Squaw Creek. The Small Mines permit restricts ground disturbance to a total maximum of ten acres and requires a specified reclamation plan for the disturbed area to be completed prior to additional acreage being disturbed. We joined the State of Alaska reclamation bond pool to assure the minimum legal reclamation requirements could be met. During the 2010 mining operations, we experienced a situation where it was not practical to concurrently mine and reclaim without wasting (or sacrificing) a significant portion of the mineralized material we intended to mine. Our mining operations have to date disturbed approximately forty-six acres, including the airstrip and historic roads. During 2012, GNP completed certain corrective actions required by the U.S. Army Corps of Engineers. In 2013, GNP received a new permit to expand the mine site from 10 to approximately 350 acres. The new mining permit provided an increased area for stockpiling topsoil, a larger settling pond system with greater capacity to ensure water quality and availability, and room to allow concurrent mine reclamation as the project advances. In addition the permit also allows for construction of a new airstrip. The new plant will employ a recirculating closed-loop water system to minimize water usage and protect the environment.

Although GNP received a new permit to expand the mine, Goldrich is still required to remove a mine waste road built in 2010. The Army Corps of Engineers has accepted our plan and timeline for removal of the road by October 2015. At December 31, 2014, we have accrued a liability of approximately \$878,000 in our financial statements for the asset retirement of the mine site, waste road and related settling ponds.

### **Title to Properties**

We hold 220 mining claims of which 23 are patented claims and 197 are State of Alaska unpatented mining claims. Alaska state unpatented mining claims are unique property interests in that they are subject to the paramount title of the State of Alaska, and rights of third parties to non-interfering uses of the surface within their boundaries, and are generally considered to be subject to greater title risk than other real property interests. There are few public records that definitively determine the issues of validity and ownership of unpatented state mining claims and possible conflicts with other claims are not always determinable from the descriptions contained in public records. The rights to deposits of minerals lying within the boundaries of the unpatented state claims are subject to Alaska Statutes 38.05.185 – 38.05.280, and are governed by Alaska Administrative Code 11 AAC 86.100 – 86.600.



## TABLE OF CONTENTS

The validity of an Alaska state unpatented mining claim depends on: (1) the claim having been located on state land open to appropriation by mineral location, which is the act of physically going on the land and making a claim by putting stakes in the ground; (2) compliance with all applicable state statutes in terms of the contents of claim location notices or certificates and the timely filing and recording of the same; (3) timely payment of annual claim rental fees; and (4) the timely filing and recording of proof of annual assessment work. In the absence of a discovery of valuable minerals, the ground covered by an unpatented mining claim is open to location by others unless the owner is in actual possession of and diligently working the claim. We are diligently working and are in actual possession of all our claims at Chandalar.

The locator of a mining claim on land belonging to the State of Alaska does not have an option to patent the claim. Instead, 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 previously noted. The locator has the exclusive right of possession and extraction of the minerals in or on the claim, subject to state statutes governing mining claims. We are not in default of any annual assessment work filing or annual claim rental payment required by the state of Alaska to keep our title to the mining rights at Chandalar in good standing.

An important part of our Chandalar property is patented federal mining claims owned by us. Patented mining claims, which are real property interests that are owned in fee simple, are subject to less risk than unpatented mining claims. We have done a title chain search of our patented federal mining claims and believe we are the owner of the private property, and that the property is free and clear of liens and other third party claims except for the 2% mineral production royalty. The 2% mineral production royalty was formerly held by our previous management (Anderson Partnership, also known as Jumbo Basin). During 2012, NyacAU loaned \$250,000 to GNP and GNP purchased the royalty from Anderson Partnership. The loan to GNP for the royalty will carry interest at the greater of prime plus 2% or 10% and will be repaid from Goldrich's portion of production (as defined in the joint venture agreement). Goldrich will also have the exclusive right to purchase back the royalty at any time. The royalty will be extinguished upon payback of the loan or purchase by Goldrich.

On December 3, 2013, due to a clerical error, we filed an untimely (one day late) Affidavit of Annual Labor with the State of Alaska for the Chandalar claims. By regulation, this created an opportunity for another party to stake new claims and nullify our claims to the Chandalar property. We immediately paid the fees associated with the late filing and performed an aerial reconnaissance of our claims at Chandalar to determine that no claim staking activities had occurred and that our claims were in full force and effect.

## **ITEM 1A. RISK FACTORS**

The following sets forth certain risks and uncertainties that could have a material adverse effect on our business, financial condition and/or results of operations, and the trading price of our common stock which may decline and investors may lose all or part of their investment. These risk factors should be considered along with the forward-looking statements contained in this Annual Report on Form 10-K because these factors could cause our actual results or financial condition to differ materially from those projected in forward-looking statements. Additional risks and uncertainties that we do not presently know or that we currently deem immaterial also may impair our business operations. We cannot assure you that we will successfully address these risks or that other unknown risks exist that may affect our business.

## TABLE OF CONTENTS

### **Risks Related to Our Operations**

#### ***Our ability to operate as a going concern is in doubt.***

The audit opinion and notes that accompany our consolidated financial statements for the year ended December 31, 2014, disclose a 'going concern' qualification to our ability to continue in business. The accompanying consolidated financial statements have been prepared under the assumption that we will continue as a going concern. We are an exploration stage company and we have incurred losses since our inception. We do not have sufficient cash to fund normal operations and meet debt obligations for the next 12 months without deferring payment on certain current liabilities and raising additional funds. During the year ended December 31, 2014, we raised \$1,371,023 net cash from the sale of 27,726,090 common shares, \$200,000 net cash from the sale of 200 shares of Series B Preferred Stock, and \$230,489 net cash from the issuance of a note payable. We believe that the going concern condition cannot be removed with confidence until the Company has entered into a business climate where funding of its activities is more assured.

We currently have no historical recurring source of revenue and our ability to continue as a going concern is dependent on our ability to raise capital to fund our future exploration and working capital requirements or our ability to profitably execute our business plan. Our plans for the long-term return to and continuation as a going concern include financing our future operations through sales of our common stock and/or debt and the eventual profitable exploitation of our mining properties. Additionally, the current capital markets and general economic conditions in the United States are significant obstacles to raising the required funds. These factors raise substantial doubt about our ability to continue as a going concern.

On October 10, 2013, we reported GNP had completed preparations for initial extraction and had extracted approximately 680 ounces of gold during the construction of the mine before closing out the 2013 season. There was no extraction during the 2014 season. Extraction is expected to begin in 2015 and plant expansion is scheduled to be completed in stages through 2016. A successful mining operation may provide the long-term financial strength for the Company to remove the going concern condition in future years. For more information see *Joint Venture Agreement* below.

The consolidated financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern. If the going concern basis were not appropriate for these financial statements, adjustments would be necessary in the carrying value of assets and liabilities, the reported expenses and the balance sheet classifications used.

#### ***We have a history of losses and expect to continue to incur losses in the future.***

We have incurred losses since inception and expect to continue to incur losses in the future. We incurred the net losses during each of the following periods:

- \$2,119,045 for the year ended December 31, 2014;
- \$1,940,121 for the year ended December 31, 2013; and
- \$1,848,255 for the year ended December 31, 2012.

We had an accumulated deficit of approximately \$27 million as of December 31, 2014. We expect to continue to incur losses unless and until such time as one of our properties enters into commercial production and generates sufficient revenues to fund continuing operations. We recognize that if we are unable to generate significant revenues from mining operations and dispositions of our properties, we will not be able to earn profits or continue operations. At this early stage of our operation, we also expect to face the risks, uncertainties, expenses and difficulties frequently encountered by companies at the start up stage of their business development. We cannot be sure that we will be successful in addressing these risks and uncertainties and our failure to do so could have a materially adverse effect on our financial condition.

## TABLE OF CONTENTS

***We may be unable to timely pay our obligations under our outstanding note payable in gold and senior unsecured note, which may result in us losing some of our rights to gold distributions under our joint venture and may adversely affect our assets, results of operations and future prospects.***

At December 31, 2014, a portion of the Company's notes payable in gold outstanding, with a net liability of \$576,696, obligate the Company to deliver 446.788 ounces of fine gold by November 31, 2015. The Company is not in default on these notes. These notes are secured against our right to future distributions of gold extracted by our joint venture with NyacAU. During 2014, we issued an unsecured senior note for approximately \$300,000, which is part of six staged loans for a potential aggregate of \$2,000,000, subsequent loans being at the discretion of the investor.

If we are unable to timely satisfy our obligations under the notes payable in gold or the unsecured senior note, including timely payment of gold in November of 2015 or interest when due and payment of the principal amount at maturity on the unsecured senior note and we are not able to re-negotiate the terms of such agreements, the holders will have rights against us, including potentially seizing or selling our assets. The notes payable in gold are specifically secured against our right to future gold distributions under our joint venture. Any failure to timely meet our obligations under these instruments may adversely affect our assets, results of operations and future prospects.

***We are required to raise additional capital to fund our exploration and, if warranted, development and production programs on the Chandalar property.***

We are an early stage company and currently do not have sufficient capital to fully fund any long-term plan of operation at the Chandalar gold property. We will require additional financing in the future to fund exploration of and development and production on our properties, if warranted, to attain self-sufficient cash flows. We expect to obtain financing through various means including, but not limited to, private or public placement offerings of debt or our equity securities, the exercise of outstanding warrants, the sale of a production royalty, the sales of gold from future production, joint venture agreements with other mining companies, or a combination of the above. The level of additional financing required in the future will depend on the results of our exploration work and recommendations of our management and consultants. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration or even a loss of some property interest. Additional capital or other types of financing may not be available if needed or, if available, may not be available on favorable terms or terms acceptable to us. Failure to raise such needed financing could result in us having to discontinue our mining and exploration business.

***We have no proven or probable reserves on our Chandalar property and we may never identify any commercially viable mineralization.***

We have no probable or proven reserves, as defined in SEC Industry Guide 7, on our Chandalar gold exploration property. On April 20, 2008, we received an internal report by an independent registered mining engineer hired by us to make a preliminary economic assessment of our alluvial gold deposit on the Little Squaw Creek drainage located on the Company's wholly owned Chandalar, Alaska, mining property. A revised, more in-depth study of the engineer's economic scoping study was submitted on January 29, 2009. It concludes that continued drilling exploration and mineral engineering studies of the gold-bearing gravels on Little Squaw Creek to determine the economic viability of mining them is justified. We believe the deposit can be substantially expanded through additional drilling and that an increase in its size would significantly increase the postulated mine life and lower projected unit costs.

The economic assessment study was done by an independent licensed mining engineer experienced in the operation of Alaskan alluvial gold mines. The results of the study are based on data from 100 drill holes and were made using the cross sectional resource calculation method that is described in detail in the Society for Mining, Metallurgy, and Exploration, Inc. (SME) Mining Engineering Handbook.

We do not purport to have an SEC Industry Guide 7 compliant mineral reserve on our Chandalar, Alaska mining property. We, however, believe that an important quantity of mineralized material has been defined by our drilling and the past two seasons of mining and producing gold from the alluvial deposit.

## TABLE OF CONTENTS

### ***We have no recent history of commercial production.***

We have no history of commercial production and have carried on our business at a loss. Small scale placer and lode miners have historically extracted limited amounts of gold on the Chandalar property. The recorded historical extraction since 1904 totals 87,941 ounces of fine gold (not all of the gold production has been recorded). Between 1979 and 1999, we were paid an 8% in kind production royalty of 1,246.14 ounces of gold on 15,735.54 ounces of “raw” gold mined by our placer miner lessees. Between 1970 and 1983, lode extraction from operations of our lessees was 8,351 ounces of fine gold extracted from 11,884 tons of mined rock. Historical records in our files contain engineering reports showing the amount of remaining mineralized material in the lodes to be at least 17,646 tons at a grade of 1.50 ounces of gold per ton. In 2009, we successfully completed an alluvial gold mining test on the property in lower Little Squaw Creek, now known as the Little Squaw Creek Gold Mine. The test mining operation yielded about 500 ounces of fine gold. In 2010, we expanded the mine into small scale extraction. By the end of the 2010 mining season we had extracted approximately 1,522 ounces of fine gold and 259 ounces of fine silver. We had no gold extraction in 2011 and 2012 as we focused our efforts on exploration of our hard-rock project at Chandalar.

In 2012, we entered into a joint venture agreement with an independent third party under which the joint venture partner was required to invest cash to bring the alluvial deposits into production (as defined in the joint venture agreement). The joint venture extracted approximately 680 ounces of gold during the 2013 mine construction period. As of the date of this Annual Report, the joint venture partner has reported that full gold extraction from the Chandalar alluvial deposits will begin in the summer of 2015. At this time, due to the risks and uncertainties described in this section, we cannot assure you that the extraction activities in 2015 or in the future will generate revenues, profits or cash flow to us.

### ***Our joint venture’s gold extraction activities are subject to risk.***

We have entered into a joint venture to extract alluvial gold from deposits on our property. The joint venture is subject to all of the risks inherent in the surface mining industry, including industrial accidents, labor-related issues, environmental related issues, unusual or unexpected geologic formations, flooding, power disruptions and periodic interruptions due to inclement weather. These risks could result in damage to or destruction of production facilities, personal injury, environmental damage, delays, monetary losses and legal liability.

### ***Estimates of cash flows, extraction costs, profitability and other financial and extraction measurements are subject to the inherent risks related to accurately forecasting extraction.***

Estimates of future extraction costs and potential extraction profitability are dependent on numerous factors which could affect the success and profitability of extraction activities. These risks include volatile gold prices, engineering and construction errors, changes or shortages in equipment and labor availability and costs, variances in grade, natural disasters and other events outside our control. The occurrence of such events could make anticipated results differ from actual results and could negatively affect our financial position.

### ***We depend largely on a single property - the Chandalar property.***

Our major mineral property at this time is the Chandalar property. We are dependent upon making a gold deposit discovery at Chandalar for the furtherance of the Company at this time. Should we be able to make an economic find at Chandalar, we would then be solely dependent upon a single mining operation for our revenue and profits, if any.

## TABLE OF CONTENTS

***Chandalar is located within the remote Arctic Circle region and exploration and, if warranted, development and production activities may be limited by climate and location.***

While we have conducted test mining and minor gold mining extraction in recent years, our current focus remains on exploration of our Chandalar property. With our current infrastructure at Chandalar, the arctic climate limits exploration activities to a summer field season that generally starts in early May and lasts until freeze-up in mid-September. The remote location of the Chandalar property limits access and increases exploration expenses. Costs associated with such activities are estimated to be between 25% and 50% higher than costs associated with similar activities in the lower 48 states in the United States. Transportation and availability of qualified personnel is also limited because of the remote location. Higher costs associated with exploration activities and limitations for the annual periods in which we can carry on exploration activities will increase the costs and time associated with our planned activities and could negatively affect the value of our property and securities.

***We are required to raise additional capital to fund our exploration and, if warranted, development and production programs on the Chandalar property.***

We are an early stage company and currently do not have sufficient capital to fully fund any long-term plan of operation at the Chandalar gold property. We will require additional financing in the future to fund exploration of and, if warranted, development and production on our properties, to attain self-sufficient cash flows. We expect to obtain financing through various means including, but not limited to, private or public placement offerings of debt or our equity securities, the exercise of outstanding warrants, the sale of a production royalty, the sales of gold from future extraction or production, joint venture agreements with other mining companies, or a combination of the above. The level of additional financing required in the future will depend on the results of our exploration work and recommendations of our management and consultants. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration or even a loss of some property interest. Additional capital or other types of financing may not be available if needed or, if available, may not be available on favorable terms or terms acceptable to us. Failure to raise such needed financing could result in us having to discontinue our mining and exploration business.

***Our mineralized material estimate at Chandalar is based on a limited amount of drilling completed to date.***

The internal report of Paul L. Martin on the mineralized material estimate and data analysis for the Little Squaw Creek Alluvial Gold Deposit on our Chandalar property is based on a limited amount of drilling completed during our 2007 drilling program. These estimates have a high degree of uncertainty. While we plan on conducting further drilling programs on the deposit, we cannot guarantee that the results of future drilling will return similar results or that our current estimate of mineralized materials will ever be established as proven and probable reserves as defined in SEC Industry Guide 7. Any mineralized material or gold resources that may be discovered at Chandalar through our drilling programs may be of insufficient quantities to justify commercial operations.

## TABLE OF CONTENTS

### ***Our exploration activities may not result in commercially successful mining operations.***

Our operations are focused on mineral exploration, which is highly speculative in nature, involves many risks and is frequently non-productive. Unusual or unexpected geologic formations and the inability to obtain suitable or adequate machinery, equipment or labor are risks involved in the conduct of exploration programs. The focus of our current exploration plans and activities is conducting mineral exploration and deposit definition drilling at Chandalar. The success of this gold exploration is determined in part by the following factors:

- identification of potential gold mineralization based on analysis;
- availability of government-granted exploration permits;
- the quality of our management and our geological and technical expertise; and
- capital available for exploration.

Substantial expenditures are required to establish proven and probable reserves through drilling and analysis, to determine metallurgical processes to extract metal, and to establish commercial mining and processing facilities and infrastructure at any site chosen for mining. Whether a mineral deposit at Chandalar would be commercially viable depends on a number of factors, which include, without limitation, the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices, which fluctuate widely; and government regulations, including, without limitation, regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. Any mineralized material or gold resources that may be discovered at Chandalar may be of insufficient quantities to justify commercial operations.

***Actual capital costs, operating costs, extraction and economic returns may differ significantly from those anticipated and there are no assurances that any future development activities will result in profitable mining operations.***

We have limited operating history on which to base any estimates of future operating costs related to any future development of our properties. Capital and operating costs, extraction and economic returns, and other estimates contained in pre-feasibility or feasibility studies may differ significantly from actual costs, and there can be no assurance that our actual capital and operating costs for any future development activities will not be higher than anticipated or disclosed.

### ***We have entered into a Joint Venture agreement which involves risk.***

In 2012, we exercised diligence in selecting a qualified and experienced JV partner, and entered into a JV agreement with an independent mining company for extraction of alluvial gold from certain claims owned by us. Under the JV agreement, we delegated control (in whole or in part) over such matters as management, operations and funding responsibilities to our JV partner. As a result, we do not have control of many key variables of the JV, including such matters as management, mining plan, personnel, equipment and systems. There can be no assurance that this strategic business partner will continue their relationship with us in the future or that we will be able to pursue our stated strategies with respect to our non-wholly-owned joint venture. Furthermore, the joint venture partners may (a) have economic or business interests or goals that are inconsistent with those of the Group; (b) take actions contrary to the Group's policies or objectives; (c) undergo a change of control; (d) experience financial and other difficulties; (e) be unable or unwilling to fulfill their obligations under the joint venture agreement, which may affect our financial conditions or results of operations; or (f) may be unprofitable or insufficiently profitable to produce the anticipated financial returns to us. For more information, see *Joint Venture Agreement below*.

## TABLE OF CONTENTS

### ***Exploration activities involve a high degree of risk.***

Our operations on our properties will be subject to all the hazards and risks normally encountered in the exploration for deposits of gold. These hazards and risks include, without limitation, unusual and unexpected geologic formations, seismic activity, rock bursts, pit-wall failures, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and legal liability. Milling operations, if any, are subject to various hazards, including, without limitation, equipment failure and failure of retaining dams around tailings disposal areas, which may result in environmental pollution and legal liability.

The parameters that would be used at our properties in estimating possible mining and processing efficiencies would be based on the testing and experience our management has acquired in operations elsewhere. Various unforeseen conditions can occur that may materially affect estimates based on those parameters. In particular, past mining operations at Chandalar indicate that care must be taken to ensure that proper mineral grade control is employed and that proper steps are taken to ensure that the underground mining operations are executed as planned to avoid mine grade dilution, resulting in uneconomic material being fed to the mill. Other unforeseen and uncontrollable difficulties may occur in planned operations at our properties that could lead to failure of the operation.

If we make a decision to exploit our Chandalar property and build a large gold mining operation based on existing or additional deposits of gold mineralization that may be discovered and proven, we plan to process the resource using technology that has been demonstrated to be commercially effective at other geologically similar gold deposits elsewhere in the world. These techniques may not be as efficient or economical as we project, and we may never achieve profitability.

### ***Increased costs could affect our financial condition.***

We anticipate that costs at our projects that we may explore or develop, will frequently be subject to variation from one year to the next due to a number of factors, such as changing ore grade, metallurgy and revisions to mine plans, if any, in response to the physical shape and location of the ore body. In addition, costs are affected by the price of commodities such as fuel, rubber, and electricity. Such commodities are at times subject to volatile price movements, including increases that could make extraction at certain operations less profitable. A material increase in costs at any significant location could have a significant effect on our profitability.

### ***A shortage of equipment and supplies could adversely affect our ability to operate our business.***

We are dependent on various supplies and equipment to carry out our mining exploration and, if warranted, development and production operations. The shortage of such supplies, equipment and parts could have a material adverse effect on our ability to carry out our operations and therefore limit or increase the cost of reaching production.

### ***We may be adversely affected by a decrease in gold prices.***

The value and price of our securities, our financial results, and our exploration activities may be significantly adversely affected by declines in the price of gold and other precious metals. Gold prices fluctuate widely and are affected by numerous factors beyond our control such as interest rates, exchange rates, inflation or deflation, fluctuation in the relative value of the United States dollar against foreign currencies on the world market, global and regional supply and demand for gold, and the political and economic conditions of gold producing countries throughout the world. The price for gold fluctuates in response to many factors beyond anyone's ability to predict. The prices that would be used in making any economic assessment estimates of mineralized material on our properties would be disclosed and would probably differ from daily prices quoted in the news media. Percentage changes in the price of gold cannot be directly related to any estimated resource quantities at any of our properties, as they are affected by a number of additional factors. For example, a ten percent change in the price of gold may have little impact on any estimated quantities of commercially viable mineralized material at Chandalar and would affect only the resultant cash flow. Because any future mining at Chandalar would occur over a number of years, it may be prudent to continue mining for some periods during which cash flows are temporarily negative for a variety of reasons, including a belief that a low price of gold is temporary and/or that a greater expense would be incurred in temporarily or permanently closing a mine there.

## TABLE OF CONTENTS

Mineralized material calculations and life-of-mine plans, if any, using significantly lower gold and precious metal prices could result in material write-downs of our investments in mining properties and increased reclamation and closure charges.

In addition to adversely affecting any of our mineralized material estimates and its financial aspects, declining metal prices may impact our operations by requiring a reassessment of the commercial feasibility of a particular project. Such a reassessment may be the result of a management decision related to a particular event, such as a cave-in of a mine tunnel or open pit wall. Even if any of our projects may ultimately be determined to be economically viable, the need to conduct such a reassessment may cause substantial delays in establishing operations or may interrupt on-going operations, if any, until the reassessment can be completed.

### ***Title to our properties may be defective.***

We hold certain interests in our Chandalar property in the form of State of Alaska unpatented mining claims. We hold no interest in any unpatented U.S. federal mining claims at Chandalar or elsewhere. Alaska state unpatented mining claims are unique property interests, in that they are subject to the paramount title of the State of Alaska, and rights of third parties to uses of the surface within their boundaries, and are generally considered to be subject to greater title risk than other real property interests. The rights to deposits of minerals lying within the boundaries of the unpatented state claims are subject to Alaska Statutes 38.05.185 – 38.05.280, and are governed by Alaska Administrative Code 11 AAC 86.100 – 86.600. The validity of all State of Alaska unpatented mining claims is dependent upon inherent uncertainties and conditions. These uncertainties relate to matters such as:

- The existence and sufficiency of a discovery of valuable minerals;
- Proper posting and marking of boundaries in accordance state statutes;
- Making timely payments of annual rentals for the right to continue to hold the mining claims in accordance with state statutes;
- Whether sufficient annual assessment work has been timely and properly performed and recorded; and
- Possible conflicts with other claims not determinable from descriptions of records.

The validity of an unpatented mining claim also depends on: (1) the claim having been located on Alaska state land open to appropriation by mineral location, which is the act of physically going on the land and making a claim by putting corner stakes in the ground; (2) compliance with all applicable state statutes in terms of the contents of claim location notices or certificates and the timely filing and recording of the same; (3) timely payment of annual claim rental fees; and (4) the timely filing and recording of proof of annual assessment work. In the absence of a discovery of valuable minerals, the ground covered by an unpatented mining claim is open to location by others unless the owner is in actual possession of and diligently working the claim. We are diligently working and are in actual possession of all of our mining claims comprising our Chandalar, Alaska property. The unpatented state mining claims we own or control there may be invalid, or the title to those claims may not be free from defects. In addition, the validity of our claims may be contested by the Alaska state government or challenged by third parties.

### ***Title to our property may be subject to other claims.***

There may be valid challenges to the title to properties we own or control that, if successful, could impair our exploration activities on them. Title to such properties may be challenged or impugned due to unknown prior unrecorded agreements or transfers or undetected defects in titles.

A major portion of our mineral rights on our flagship Chandalar property consists of “unpatented” lode mining claims created and maintained on deeded state lands in accordance with the laws governing Alaska state mining claims. We have no unpatented mining claims on federal land in the Chandalar mining district, but do have unpatented state mining claims. Unpatented mining claims are unique property interests, and 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. This uncertainty arises, in part, out of complex federal and state laws and regulations. Also, unpatented mining claims are always subject to possible challenges by third parties or validity contests by the federal and state governments. In addition, there are few public records that definitively determine the issues of validity and ownership of unpatented state mining claims.



## TABLE OF CONTENTS

We have attempted to acquire and maintain satisfactory title to our Chandalar mining property, but we do not normally obtain title opinions on our properties in the ordinary course of business, with the attendant risk that title to some or all segments our properties, particularly title to the State of Alaska unpatented mining claims, may be defective. We do not carry title insurance on our patented mining claims.

On December 26, 2013, a lien had been placed on our claims by our JV partner. We believe the lien was placed in violation of the terms of the GNP Joint Venture Operating Agreement. The lien was released on March 28, 2014.

### ***Estimates of mineralized material are subject to evaluation uncertainties that could result in project failure.***

Our exploration and future mining operations, if any, are and would be faced with risks associated with being able to accurately predict the quantity and quality of mineralized material within the earth using statistical sampling techniques. Estimates of any mineralized material on any of our properties would be made using samples obtained from appropriately placed trenches, test pits and underground workings and intelligently designed drilling. There is an inherent variability of assays between check and duplicate samples taken adjacent to each other and between sampling points that cannot be reasonably eliminated. Additionally, there also may be unknown geologic details that have not been identified or correctly appreciated at the current level of accumulated knowledge about our Chandalar property. This could result in uncertainties that cannot be reasonably eliminated from the process of estimating mineralized material. If these estimates were to prove to be unreliable, we could implement a plan that may not lead to commercially viable operations in the future.

### ***Government regulation may adversely affect our business and planned operations.***

Our mineral exploration activities are subject to various laws governing prospecting, mining, development, production, taxes, labor standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local residents and other matters in the United States. New rules and regulations may be enacted or existing rules and regulations may be applied in a manner that could limit or curtail exploration at our Chandalar property. The economics of any potential mining operation on our properties would be particularly sensitive to changes in the federal and State of Alaska's tax regimes.

The generally favorable State of Alaska tax regime could be reduced or eliminated. Such an event could materially hinder our ability to finance the future exploitation of any gold deposit we might prove-up at Chandalar, or elsewhere on State of Alaska lands. Amendments to current laws, regulations and permits governing our operations and the general activities of mining and exploration companies, or more stringent implementation thereof, could cause unanticipated increases in our exploration expenses, capital expenditures or future extraction or production costs, or could result in abandonment or delays in establishing operations at our Chandalar property.

### ***Our activities are subject to environmental laws and regulation that may materially adversely affect our future operations, in which case our operations could be suspended or terminated.***

We are subject to a variety of federal, state and local statutes, rules and regulations in connection with our exploration activities. We are required to obtain various governmental permits to conduct exploration at and development of our property. Obtaining the necessary governmental permits is often a complex and time-consuming process involving numerous federal, state and local agencies. The duration and success of each permitting effort is contingent upon many variables not within our control. In the context of permitting, including the approval of reclamation plans, we must comply with known standards, existing laws, and regulations that may entail greater or lesser costs and delays depending on the nature of the activity to be permitted and the interpretation of the laws and regulations implemented by the permitting authority. The failure to obtain certain permits or the adoption of more stringent permitting requirements could have a material adverse effect on our business, plans of operation, and property in that we may not be able to proceed with our exploration programs. Compliance with statutory environmental quality requirements may require significant capital investments, significantly affect our earning power, or cause material changes in our intended activities. Environmental standards imposed by federal, state, or local governments may be changed or become more stringent in the future, which could materially and adversely affect our proposed activities. As a result of these matters, our operations could be suspended or cease entirely.

## TABLE OF CONTENTS

Minerals exploration and mining are subject to potential risks and liabilities associated with pollution of the environment and the disposal of waste products occurring as a result of mineral exploration and production. Insurance against environmental risk (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) is not generally available to us (or to other companies in the minerals industry) at a reasonable price. To the extent that we become subject to environmental liabilities, the remediation of any such liabilities would reduce funds otherwise available to us and could have a material adverse effect on our financial condition. Laws and regulations intended to ensure the protection of the environment are constantly changing, and are generally becoming more restrictive.

Federal legislation and regulations adopted and administered by the U.S. Environmental Protection Agency, Forest Service, Bureau of Land Management (“BLM”), Fish and Wildlife Service, Mine Safety and Health Administration, and other federal agencies, and legislation such as the Federal Clean Water Act, Clean Air Act, National Environmental Policy Act, Endangered Species Act, and Comprehensive Environmental Response, Compensation, and Liability Act, have a direct bearing on U.S. exploration and mining operations within the United States. These regulations will make the process for preparing and obtaining approval of a plan of operations much more time-consuming, expensive, and uncertain. Plans of operation will be required to include detailed baseline environmental information and address how detailed reclamation performance standards will be met. In addition, all activities for which plans of operation are required will be subject to review by the BLM, which must make a finding that the conditions, practices or activities do not cause substantial irreparable harm to significant scientific, cultural, or environmental resource values that cannot be effectively mitigated.

U.S. federal initiatives are often administered and enforced through state agencies operating under parallel state statutes and regulations. Although some mines continue to be approved in the United States, the process is increasingly cumbersome, time-consuming, and expensive, and the cost and uncertainty associated with the permitting process could have a material effect on exploring and mining our properties. Compliance with statutory environmental quality requirements described above may require significant capital investments, significantly affect our earning power, or cause material changes in our intended activities. Environmental standards imposed by federal, state, or local governments may be changed or become more stringent in the future, which could materially and adversely affect our proposed activities. As a result of these matters, our operations could be suspended or cease entirely.

At this time, our Chandalar property does not include any federal lands and therefore we do not file plans of operations with the BLM. However, we are subject to obtaining watercourse diversion permits from the U.S. Army Corp of Engineers.

### ***Land reclamation requirements for our properties may be burdensome and expensive.***

Although variable depending on location and the governing authority, land reclamation requirements are generally imposed on mineral exploration companies (as well as companies with mining operations) in order to minimize long term effects of land disturbance.

Reclamation may include requirements to:

- control dispersion of potentially deleterious effluents; and
- reasonably re-establish pre-disturbance land forms and vegetation.

In order to carry out reclamation obligations imposed on us in connection with our potential development activities, we must allocate financial resources that might otherwise be spent on further exploration and development programs. We plan to set up a provision for our reclamation obligations on our properties, as appropriate, but this provision may not be adequate. If we are required to carry out unanticipated reclamation work, our financial position could be adversely affected.

## TABLE OF CONTENTS

### ***Future legislation and administrative changes to the mining laws could prevent us from exploring and operating our properties.***

New local, state and U.S. federal laws and regulations, amendments to existing laws and regulations, administrative interpretation of existing laws and regulations, or more stringent enforcement of existing laws and regulations, could have a material adverse impact on our ability to conduct exploration and mining activities. Any change in the regulatory structure making it more expensive to engage in mining activities could cause us to cease operations. We are at this time unaware of any proposed Alaska state or U.S. federal laws and regulations that would have an adverse impact on the future of our Alaska mining properties.

### ***Regulations and pending legislation governing issues involving climate change could result in increased operating costs, which could have a material adverse effect on our business.***

A number of governments or governmental bodies have introduced or are contemplating regulatory changes in response to various climate change interest groups and the potential impact of climate change. Legislation and increased regulation regarding climate change could impose significant costs on us, our venture partners and our suppliers, including costs related to increased energy requirements, capital equipment, environmental monitoring and reporting and other costs to comply with such regulations. Any adopted future climate change regulations could also negatively impact our ability to compete with companies situated in areas not subject to such limitations. Given the political significance and uncertainty around the impact of climate change and how it should be dealt with, we cannot predict how legislation and regulation will affect our financial condition, operating performance and ability to compete. Furthermore, even without such regulation, increased awareness and any adverse publicity in the global marketplace about potential impacts on climate change by us or other companies in our industry could harm our reputation. The potential physical impacts of climate change on our operations are highly uncertain, and would be particular to the geographic circumstances in areas in which we operate. These may include changes in rainfall and storm patterns and intensities, water shortages, changing sea levels and changing temperatures. These impacts may adversely impact the cost, production and financial performance of our operations.

### ***We do not insure against all risks.***

Our insurance policies will not cover all the potential risks associated with our operations. We may also be unable to maintain insurance coverage to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurances against risks such as environmental pollution or other hazards as a result of exploration and production are not generally available to us or to other companies in the mining industry on acceptable terms. We might also become subject to liability for pollution or other hazards for which we may not be insured against or for which we may elect not to insure against because of premium costs or other reasons. Losses from these events may cause us to incur significant costs that could have a material adverse effect upon our financial condition and results of operations.

### ***We compete with larger, better capitalized competitors in the mining industry.***

The mining industry is acutely competitive in all of its phases. We face strong competition from other mining companies in connection with the acquisition of exploration stage properties, or properties capable of producing precious metals. Many of these companies have greater financial resources, operational experience and technical capabilities than us. As a result of this competition, we may be unable to maintain or acquire attractive mining properties on terms we consider acceptable or at all. Consequently, our revenues, operations and financial condition and possible future revenues could be materially adversely affected by actions by our competitors. At our property at Chandalar, Alaska, we face no other competitors at this time.

## TABLE OF CONTENTS

### ***We are dependent on our key personnel.***

Our success depends in a large part on our key executives: William Schara, our President and CEO, and Ted Sharp, our Corporate Secretary and CFO. The loss of their services could have a material adverse effect on us. Mr. Sharp is a licensed Certified Public Accountant and an independent contractor, with business management and consulting interests that are independent of the consulting agreement he currently has in place with the Company—he is not an employee of the Company.

At such time as we again undertake mineral exploration activities, we will need to fill positions such as Vice President of Exploration, Vice President of Operations and Chandalar Project Manager with persons possessing requisite skills. Our ability to manage our mineral exploration activities at our Chandalar gold property or other locations where we may acquire mineral interests will depend in large part on the efforts of these individuals. We may face competition for qualified personnel, and we may not be able to attract and retain such personnel.

### ***Certain of our executive officers do not dedicate 100% of their time on our business.***

William V. Schara, our CEO, devotes 100% of his time to company business. Ted Sharp, our CFO, provides services under a consulting arrangement, which permits him to provide services to other companies. Mr. Sharp dedicates approximately 40% of his business time to Goldrich, and currently provides consulting services to a variety of small business clients, which may detract from the time Mr. Sharp can spend on our business. Mr. Sharp often conducts business remotely by internet communication. In the event of a failure of laptop or telecommunications, or at times of internet connection disruption, Mr. Sharp's ability to communicate with other company personnel or conduct company transactions may be obstructed.

### ***Our officers and directors may have potential conflicts of interest due to their responsibilities with other entities.***

The officers and directors of the Company serve as officers and/or directors of other companies in the mining industry, which may create situations where the interests of the director or officer may become conflicted. The consulting arrangement of Mr. Sharp allows him to provide services to other companies. The companies to which Mr. Sharp provides services may be potential competitors with the Company at some point in the future. The directors and officers owe the Company fiduciary duties with respect to any current or future conflicts of interest.

### ***Market events and conditions, including disruptions in the U.S. and international credit markets and other financial systems and the deterioration of the U.S. and global economic conditions, could, among other things, impede access to capital or increase the cost of capital, which would have an adverse effect on our ability to fund our working capital and other capital requirements.***

Beginning in late 2007, the U.S. credit markets began to experience serious disruption due to a deterioration in residential property values, defaults and delinquencies in the residential mortgage market (particularly, subprime and non-prime mortgages) and a decline in the credit quality of mortgage backed securities. These problems led to a slow-down in residential housing market transactions, declining housing prices, delinquencies in non-mortgage consumer credit and a general decline in consumer confidence. These conditions caused a loss of confidence in the broader U.S. and global credit and financial markets, resulting in the collapse of, and government intervention in, major banks, financial institutions and insurers and created a climate of greater volatility, less liquidity, widening of credit spreads, a lack of price transparency, increased credit losses and tighter credit conditions. Notwithstanding various actions by the U.S. and foreign governments, concerns about the general condition of the capital markets, financial instruments, banks, investment banks, insurers and other financial institutions caused the broader credit markets to further deteriorate and stock markets to decline substantially. In addition, general economic indicators have deteriorated, including declining consumer sentiment, increased unemployment and declining economic growth and uncertainty about corporate earnings.

## TABLE OF CONTENTS

These unprecedented disruptions in the current credit and financial markets have had and continue to have a significant material adverse impact on a number of financial institutions and have limited access to capital and credit for many companies. These disruptions could, among other things, make it more difficult for us to obtain, or increase our cost of obtaining, capital and financing for our operations. Our access to additional capital may not be available on terms acceptable to us or at all.

***The market for our common stock has been volatile in the past, and may be subject to fluctuations in the future.***

The market price of our common stock has ranged from a high of \$0.085 and a low of \$0.03 during the twelve-month period ended December 31, 2014. The market price for our common stock closed at \$0.0399 on December 31, 2014, the last trading day of 2014. The market price of our common stock may fluctuate significantly from its current level. The market price of our common stock may be subject to wide fluctuations in response to quarterly variations in operating results, announcements of technological innovations or new products by us or our competitors, changes in financial estimates by securities analysts, or other events or factors. In addition, the financial markets have experienced significant price and volume fluctuations for a number of reasons, including the failure of the operating results of certain companies to meet market expectations that have particularly affected the market prices of equity securities of many exploration stage companies that have often been unrelated to the operating performance of such companies. These broad market fluctuations, or any industry-specific market fluctuations, may adversely affect the market price of our common stock. In the past, following periods of volatility in the market price of a company's securities, class action securities litigation has been instituted against such a company. Such litigation, whether with or without merit, could result in substantial costs and a diversion of management's attention and resources, which would have a material adverse effect on our business, operating results and financial condition.

***We have convertible securities outstanding, which if fully exercised could require us to issue a significant number of shares of our common stock and result in substantial dilution to existing shareholders.***

As of December 31, 2014, we had 126,082,809 shares of common stock issued and outstanding. We may be required to issue the following shares of common stock upon exercise of options and warrants or conversion of convertible securities:

- 3,500,000 shares of common stock issuable upon exercise of vested options outstanding as of December 31, 2014;
- 3,907,142 shares of common stock issuable upon conversion of preferred shares outstanding as of December 31, 2014; and
- 49,276,897 shares of common stock issuable upon exercise of warrants outstanding as of December 31, 2014.

If these convertible and exercisable securities are fully converted or exercised, we would issue an additional 56,684,039 shares of common stock, and our issued and outstanding share capital would increase to 182,766,848 shares. The convertible securities are likely to be exercised or converted at the time when the market price of our common stock exceeds the conversion or exercise price of the convertible securities. Holders of such securities are likely to sell the common stock upon conversion, which could cause our share price to decline.

***Broker-dealers may be discouraged from effecting transactions in our common stock because they are considered a penny stock and are subject to the penny stock rules.***

Rules 15g-1 through 15g-9 promulgated under the United State Securities and Exchange Act of 1934, as amended (the "Exchange Act") impose sales practice and disclosure requirements on certain brokers-dealers who engage in certain transactions involving a "penny stock." Subject to certain exceptions, a penny stock generally includes any non-NASDAQ equity security that has a market price of less than \$5.00 per share. The market price of our common stock on the FINRA OTCBB during the twelve-month period ended December 31, 2014, ranged between a high of \$0.085 and a low of \$0.03, and our common stock is deemed penny stock for the purposes of the Exchange Act. The additional sales practice and disclosure requirements imposed upon brokers-dealers may discourage broker-dealers from effecting transactions in our common stock, which could severely limit the market liquidity of the stock and impede the sale of our stock in the secondary market.

## TABLE OF CONTENTS

A broker-dealer selling penny stock to anyone other than an established customer or “accredited investor,” generally, an individual with net worth in excess of \$1,000,000 or an annual income exceeding \$200,000, or \$300,000 together with his or her spouse, must make a special suitability determination for the purchaser and must receive the purchaser’s written consent to the transaction prior to sale, unless the broker-dealer or the transaction is otherwise exempt. In addition, the penny stock regulations require the broker-dealer to deliver, prior to any transaction involving a penny stock, a disclosure schedule prepared by the United States Securities and Exchange Commission relating to the penny stock market, unless the broker-dealer or the transaction is otherwise exempt. A broker-dealer is also required to disclose commissions payable to the broker-dealer and the registered representative and current quotations for the securities. Finally, a broker-dealer is required to send monthly statements disclosing recent price information with respect to the penny stock held in a customer’s account and information with respect to the limited market in penny stocks.

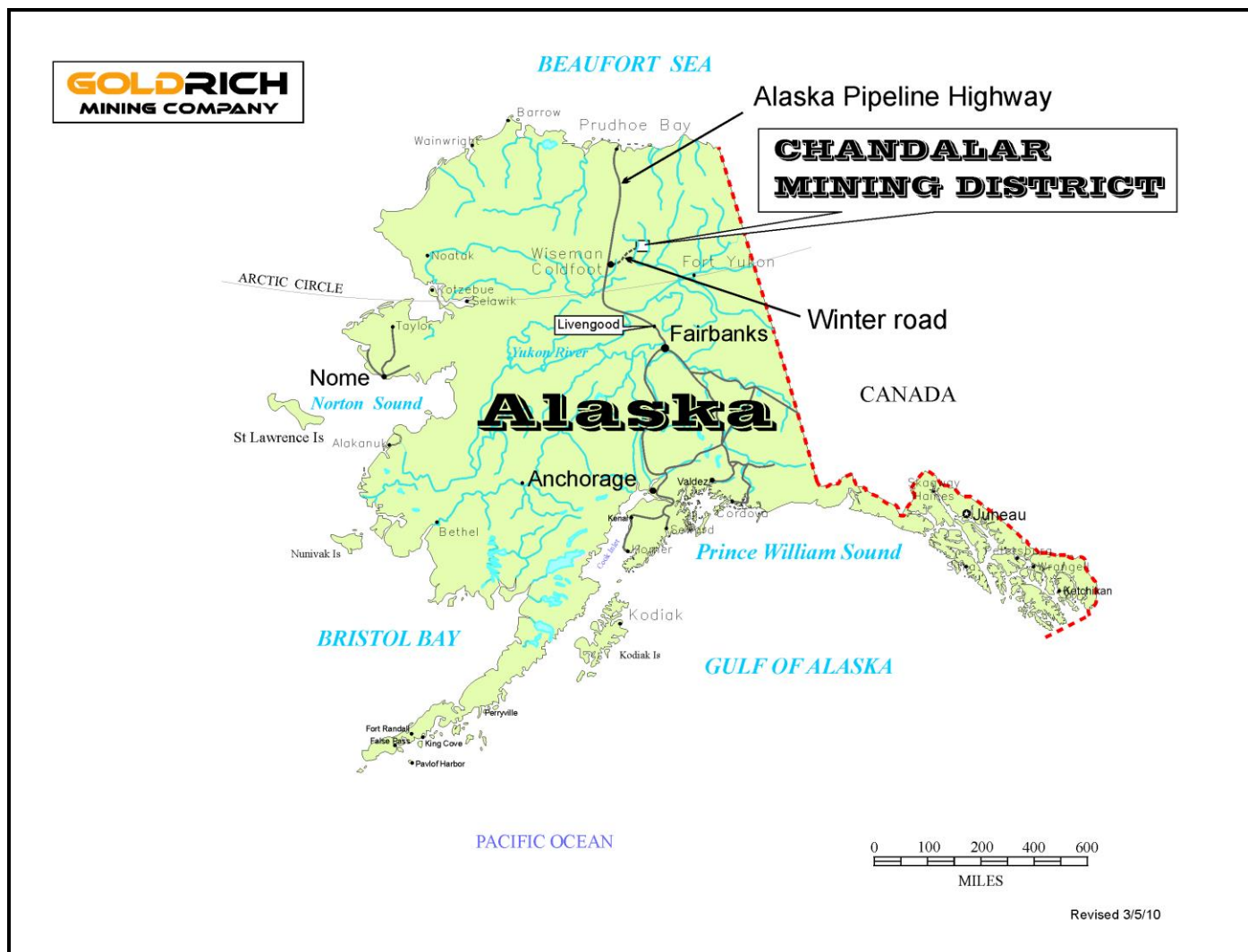
***In the event that your investment in our shares is for the purpose of deriving dividend income or in expectation of an increase in market price of our shares from the declaration and payment of dividends, your investment will be compromised because we do not intend to pay dividends, except as required by the terms of the Series A Convertible Preferred Shares.***

We have never paid a dividend to our shareholders, and we intend to retain our cash for the continued growth of our business. We do not intend to pay cash dividends on our common stock in the foreseeable future. As a result, your return on investment will be solely determined by your ability to sell your shares in a secondary market. The terms of the Series A Convertible Preferred Shares require payment of a dividend to the holders at the time they convert their shares; however, this dividend can and likely will be paid in the form of additional shares of common stock sufficient to satisfy the dividend provision.

## **ITEM 1B. UNRESOLVED STAFF COMMENTS**

Not applicable.

**ITEM 2. PROPERTIES**



*Map 1 – Location of the Chandalar, Alaska Mining District*

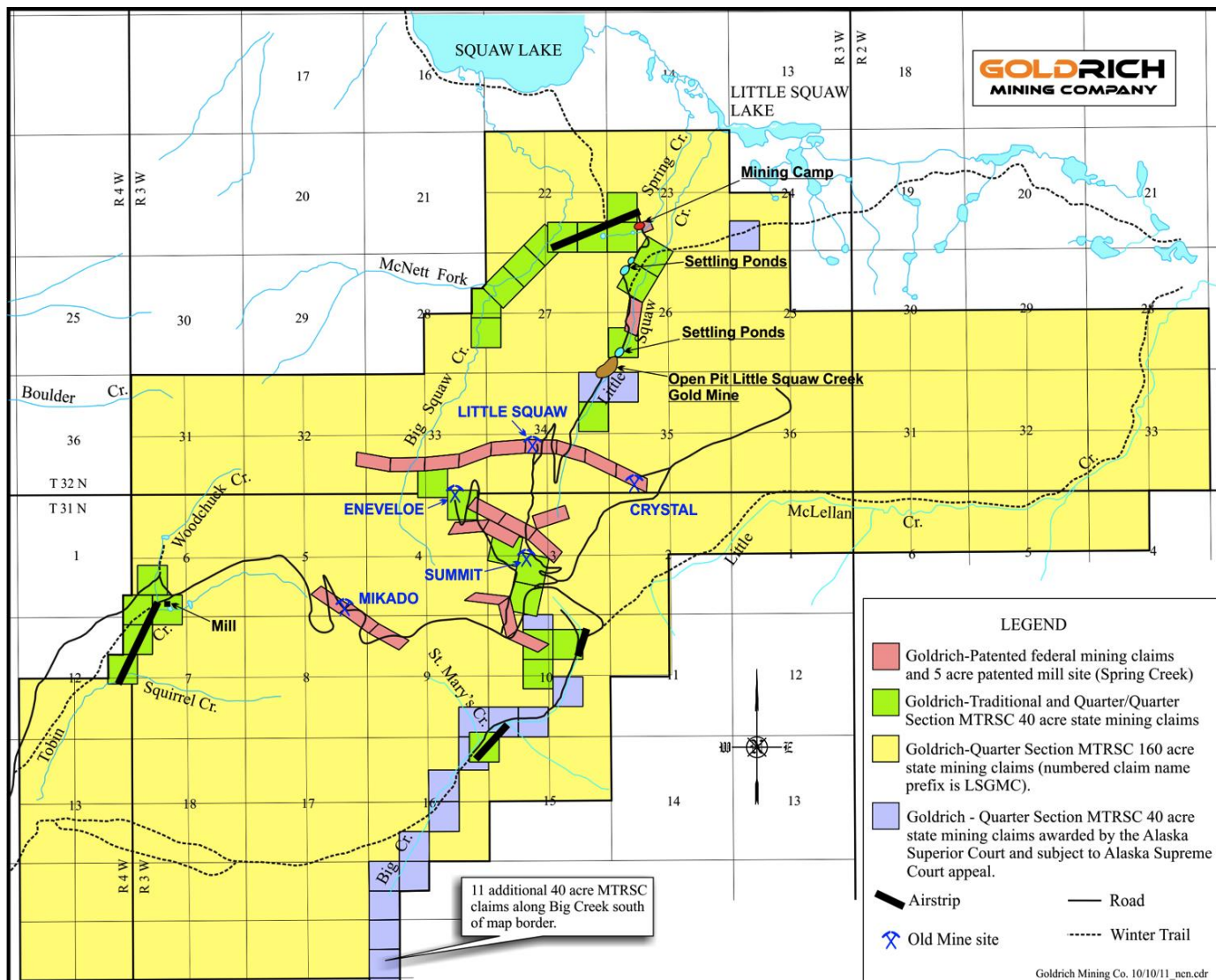
**Chandalar Property, Alaska**

The Chandalar gold property is currently our only mineral property. It is an exploration stage property. We were attracted to the Chandalar district because of its similarities to productive mining districts, its past positive exploration results, and the opportunity to control multiple attractive gold quartz-vein prospects and adjacent unexplored target areas for large sediment hosted disseminated gold deposits. The gold potential of the Chandalar district is enhanced by similarities to important North American mesothermal gold deposits, a common attribute being a tendency for the mineralization to continue for up to a mile or more at depth, barring structural offset. We believe that our dominant land control eliminates the risk of a potential competitor finding ore deposits located within adjacent claims. Summarily, we believe the scale, number and frequency of the Chandalar district gold-bearing exposures and geochemical anomalies compare favorably to similar attributes of productive mining districts.

**TABLE OF CONTENTS**

**Location, Access & Geography of Chandalar**

Our Chandalar property essentially envelops the entire historic Chandalar mining district, and lies approximately 70 miles north of the Arctic Circle at a latitude of about 67°30'. It is about 190 air miles north of Fairbanks, Alaska and 48 air miles east-northeast of the town of Coldfoot (Map 1). Access to our Chandalar Squaw Lake mining camp and nearby Little Squaw Creek Gold Mine is either by aircraft from Fairbanks, or overland during the winter season via a 95-mile-long ice road from Coldfoot through the community of Chandalar Lake to Squaw Lake.



Map 3 – Chandalar Mining Claim Block

Geographically, our Chandalar property is situated in rugged terrain just within the south flank of the Brooks Range where elevations range from 1,900 feet in the lower valleys to just over 5,000 feet on the surrounding mountain peaks. The region has undergone glaciation due to multiple ice advances originating from the north and, while no glacial ice remains, the surficial land features of the area reflect abundant evidence of past glaciation.

The property is characterized by deeply incised creek valleys that are actively down-cutting the terrain. The steep hill slopes are shingled with frost-fractured slabby slide rock, which is the product of arctic climate mass wasting and erosion. Consequently, bedrock exposure is mostly limited to ridge crests and a few locations in creek bottoms. Vegetation is limited to the peripheral areas at lower elevations where there are relatively continuous spruce forests in the larger river valleys. The higher elevations are characterized by arctic tundra.



## TABLE OF CONTENTS

Snow melt generally occurs toward the end of May, followed by an intensive, though short, 90-day growing season with 24 hours of daylight and daytime temperatures that range from 60 to 80° Fahrenheit. Freezing temperatures return in late August and freeze-up typically occurs by early October. Winter temperatures, particularly in the lower elevations, can drop to -50° F or colder for extended periods. Annual precipitation is 15 to 20 inches, coming mostly in late summer as rain and during the first half of the winter as snow. Winter snow accumulations are modest. The area is essentially an arctic desert.

### ***Chandalar Mining Claims***

We have a block of contiguous mining claims at Chandalar that cover a net area of about 22,858 acres (approximately 35.7 square miles) (Map 3), and which are maintained by us specifically for the exploration and possible exploitation of placer and lode gold deposits. The mining claims were located to secure most of the known gold bearing zones occurring within an area approximately five miles by eight miles. Within the claim block, we own in fee simple 426.5 acres as twenty-one federal lode claims, one patented federal placer claim, and one patented federal mill site. The 23 federal patented claims cover the most important of the known gold-bearing structures. In addition, there are 197 Traditional and MTRSC 40-acre State of Alaska. The 197 Traditional and MTRSC state mining claims provide exploration and mining rights to both lode and placer mineral deposits on an additional 22,432 acres of unpatented claims. Unlike federal mining claims, State of Alaska mining claims cannot be patented, but the locator has the exclusive right of possession and extraction of the minerals in or on the claim.

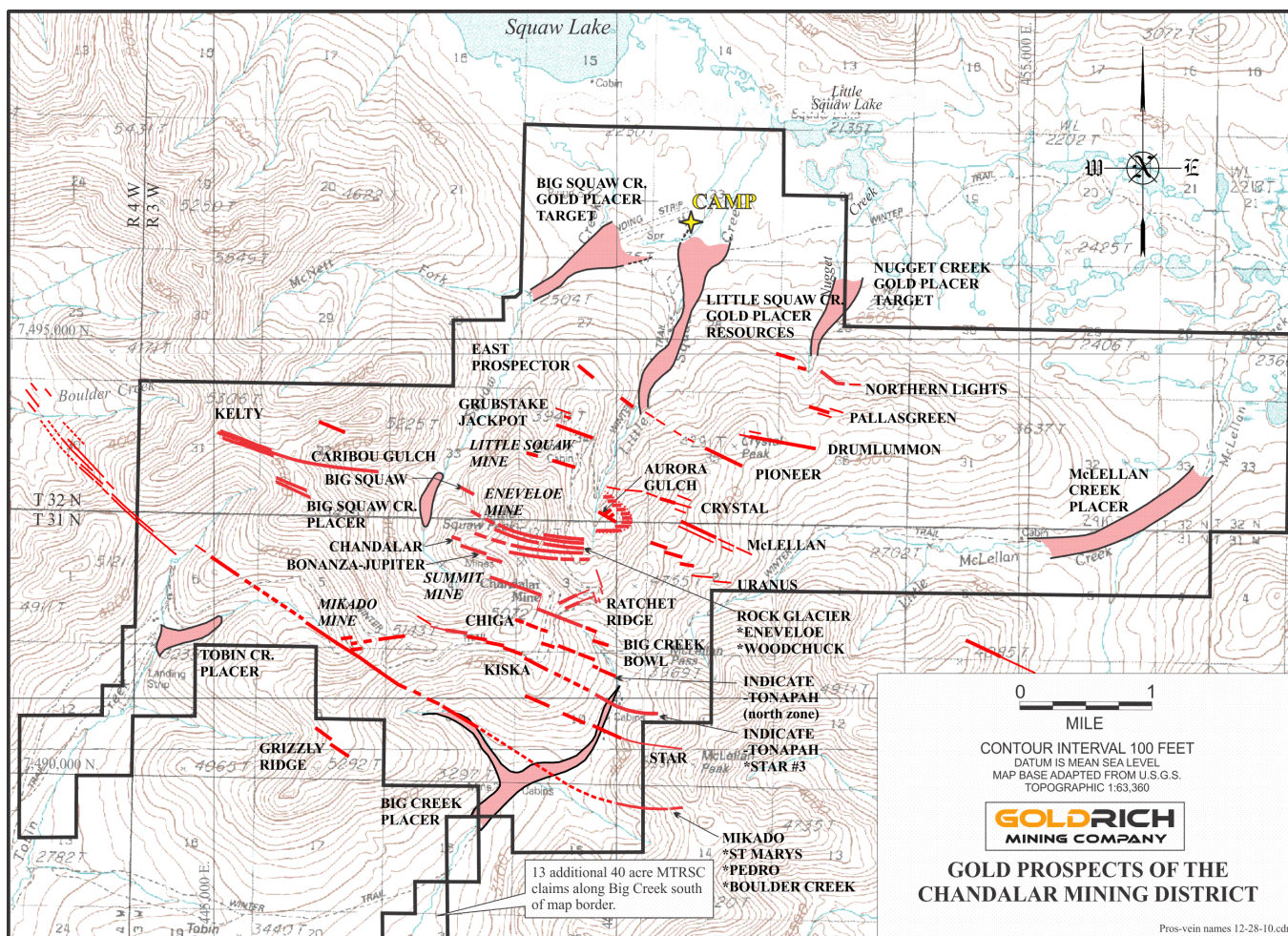
### ***Chandalar Geology and Mineralization***

Refer to Maps 4 and 5 for graphic representation of both the hard-rock prospects and alluvial fans on which we are focusing varying degrees of exploration effort, as determined by exploration activities already completed in prior years.

### ***Chandalar Exploration Programs and Mining Activities***

We maintain an extensive file of the prospecting and exploration of the Chandalar Mining district, cataloging documents dated as early as 1904. Most of the previous work was by mining companies and individuals who were focused on mining the gold placers and quartz veins but who conducted little organized geologically based exploration. Even less attention was given beyond existing vein exposures. There is no reliable accounting of the exploration expenditures over the entire hundred-year period; however, since we (new management) acquired the Company in 2003, approximately \$18.7 million of qualifying assessment work has been accomplished (excludes infrastructure, capital equipment, transport cost, and office support). In addition to work performed in the 2011 field season noted below, we completed two drill programs, a 7,763-foot reverse circulation, 39-hole reconnaissance-level lode exploration drill program in 2006 and a 15,304-foot, 107-hole reverse circulation placer evaluation drill program in 2007. We also accomplished local mapping of about 40 identified prospect areas; collection and geochemical analyses of approximately 1,400 soil, 1,400 rock, 70 stream sediment and 11 water samples, and preparation of anomaly maps; a trenching program of 45 trenches consisting of 5,937 feet, of which 4,954 feet was exposed bedrock, and collection of about 550 trench-wall channel samples; ground magnetometer survey grids of 15 prospect areas, and survey lines totaling 28 miles. We have collected and assayed a total of 3,431 surface samples at Chandalar. In addition, approximately 4,500 drill samples have been analyzed.

**TABLE OF CONTENTS**



*Map 4 – Gold Prospects and Geologic Structure of Chandalar*

The Chandalar district has a history of prior extraction, but there has been no significant recurrent extraction over the years. Our 2007 exploration work discovered and partially drilled out a large placer gold deposit in the Little Squaw Creek drainage. In 2009, we opened the Little Squaw Creek Gold Mine as a test project. Favorable results led to the expansion of the mine in 2010. Total extraction from 2009 to 2013 was approximately 2,702 ounces of fine gold. This deposit is geologically characterized as an aggradational placer gold deposit. It is unusual in the sense that it is the only such known alluvial, or placer, gold deposit in Alaska, although many exist in Siberia. Our discovery contrasts to others in Alaska that are commonly known as bedrock placer gold deposits. Aggradational alluvial gold deposits contain gold particles disseminated through thick sections of unconsolidated stream gravels in contrast to bedrock placer deposits where thin but rich gold-bearing gravel pay streaks rest directly on bedrock surfaces. Aggradational placer gold deposits are generally more uniform and thus more conducive to bulk mining techniques incorporating economies of scale. This contrasts with bedrock placer gold deposits where gold distribution tends to be erratic and highly variable. The plan view of our discovery is somewhat funnel-shaped, and as such has been divided into two distinct geomorphological zones: a Gulch, or narrower channel portion, and a Fan, or broad alluvial apron portion.

The property currently does not contain any known proven or probable ore reserves under the definition of ore reserves within SEC Industry Guide 7. However, Mr. Barker, consulting geologist and Chandalar Project Technical Manager at the time, prepared an internal geologic report formatted to 43-101 standards in collaboration with J. O. Keener and R. B. Murray that covers the hard-rock and placer (or alluvial) gold programs at Chandalar through 2008. That geologic report is dated April 15, 2009 and, at the date of this Annual Report, has not been filed on SEDAR for review by the Canadian authorities.

## TABLE OF CONTENTS

It presents the status of the Chandalar project and provides recommendations and budgets for moving the project forward. The most important specific recommendations of the report are:

1. Continue the hard-rock trenching program, specifically on the St. Mary's Pass, Aurora Gulch, Summit (including Bonanza), Pioneer, and Chiga prospects. A detailed program totaling 7,440 feet is recommended. (Budget- \$131,325)
2. Design a diamond-core drilling program based on trench results from 2007 and the trenching recommended above. Evaluate the tonnage potential at Mikado-St. Mary's Pass, Aurora Gulch, Pioneer, and Summit prospects; the results will be the basis for future recommendations of mineralized material delineation drilling. Scout holes should be considered at the Rock Glacier, Ratchet, Pallasgreen, Chiga, Little Squaw west, and possible Northern Lights west extension prospects.
3. Plan and execute laboratory and on-site bulk sample testing of vein-hosted mineralization zones to obtain repeatable estimates of gold grade where coarse gold grains are present.
4. Continue exploration for potential bulk minable tonnage deposit(s) based on including lenses or ore shoots of gold-quartz veins with subparallel sheeted and stockwork quartz vein systems and metasediment-hosted disseminated gold mineralization.
5. Expand the regional exploration program to include gold occurrences between Myrtle Creek on the west and the Middle Fork of the Chandalar River on the east. Continue to evaluate the numerous outlying gold-quartz prospects and unevaluated shear zones throughout the district, particularly under the sediment cover in the north part of the district.
6. Continue a mineralized material evaluation program and develop, as warranted, a placer gold mine capable of processing 400 cubic yards of gravel per hour and producing 15,000 to 30,000 oz of fine gold per year.

Phase 1: Mineralized material drilling of the Little Squaw Creek alluvial fan. (Budget - \$985,600)

- Determine the northern, eastern and western limits of placer mineralization in the paleo fan.
- Formulate drill plans for a continuing, future placer exploration program based on seasonal logistical constraints limiting drilling to about 15,000 feet per year. Contingent on the results of the Phase 1 drilling, select the highest priority of Phase 2 options; 2-A (in-fill drilling on the Little Squaw Fan), 2-B (resource evaluation of the Little Squaw gulch), and 2-C (Resource drilling on Big Squaw and Spring Creeks).

Conduct seismic surveys, define the geomorphic classification of the Chandalar placer deposits in comparison to other deposits worldwide, assess marketability for coarse size fraction of placer gold, and present specific recommendations based on the 2007 drilling program.

## **2009 Test Mining**

Our exploration activities of previous years defined a substantial alluvial gold deposit on Little Squaw Creek. The limits and magnitude of this body of mineralized material remain to be determined by continued drilling. An independent registered professional mining engineer, Mr. Paul Martin, calculated it to be at least 10.5 million bank cubic yards containing 0.0246 ounces of fine gold per bank cubic yard, with an overburden to mineralized material stripping ratio of 0.89 to 1. The grade was subsequently adjusted to 0.0238 ounces of fine gold per bank cubic yard to account for a reduced gold fineness when a certified independent assay laboratory bias was discovered. We believe that with continued drilling, the mineralized body may ultimately prove to be twice this size at roughly the same grade.

## TABLE OF CONTENTS

Beginning with the 2009 placer gold test mining operation on Little Squaw Creek, we started to execute on the recommended plan in Mr. Barker's April 15, 2009 technical report. Some exploration of the various other placer gold creeks on the Chandalar property took place. Prospecting work on the hard-rock gold deposit possibilities was also accomplished. That work led to some key understandings of the geology. The work also resulted in the generation of an internal Company memorandum by Mr. Barker proposing an exploratory diamond-core drill program of about 40 drill holes aggregating 20,000 feet. Map 5 shows the proposed lay out of the drilling, which is designed to test for large low-grade bulk mineable gold deposits. It would evaluate the degree of mineralization occurring as a large strata-bound unit nearly 5 miles in length, as explained in the report *Interpretation of Exploratory Findings at Chandalar*. We anticipate this proposed drilling plan would require a stand-alone (not integrated with the placer gold mine) budget of approximately \$1.5 to \$2.0 million dollars.

In this 2009 test mining operation, we accomplished a major step in assessing the economic potential of this mineralized body by completing a test mining operation on it. The major findings of the test mining are explained below under the section called "*Results of Test Mining Operation*" of our Form 10-K for the year ended December 31, 2009. Most importantly, we found that the mineralized material is a continuous but variably mineralized horizon. There are specific horizons within it that are up to 20 feet thick containing the richest gold grades. The mineralized material is about forty percent composed of gravel, cobbles and boulders set in a sixty percent matrix of fine silt. It is not frozen below twelve to fifteen feet of depth, but is nicely compacted and stands well when opened up. Because of the high silt content, the mineralized material, and the overburden as well, expands by over forty percent in volume when it is mined and converted into loose cubic yards. During 2009 mining test, we stripped approximately 40,000 bank cubic yards of waste material and processed about 9,875 bank cubic yards of gold bearing gravels through our wash plant. About 593.5 ounces of alluvial gold were recovered which, when smelted, yielded 497.5 ounces of fine gold.

The 2009 alluvial gold test mining operation successfully yielded valuable geological, mining and engineering data that lead us to the decision to ramp-up the project into gold extraction in the spring of 2010.

### **2010 Mining**

During the winter of 2009/2010, we raised additional funds to ramp-up the Little Squaw Creek Gold Mine into extraction. The ramp-up process involved substantial infrastructure upgrades, including building a new 30-man mining camp located about two miles from the exploration camp that had been in use since 2004. Infrastructure and mining development at the Little Squaw Creek alluvial gold mine was initiated in late May 2010, with the first gold extraction being delivered to a smelter-refinery on July 15, 2010.

The 2010 gold extraction was limited by the lack of capital to get a second wash plant on line. The 2009 wash plant was re-modeled with improvements (primarily an enlarged hopper with a wet grizzly style in-feed) and put on line for the 2010 extraction. Unfortunately, the plant turned out to be capable of processing only about 29 bank cubic yards per hour on a consistent basis. Attempts at higher processing rates led to overloading the machine and frequent break downs. The plant ran for 1,094 hours, extracting at an average rate of about 1.45 ounces of fine gold per hour.

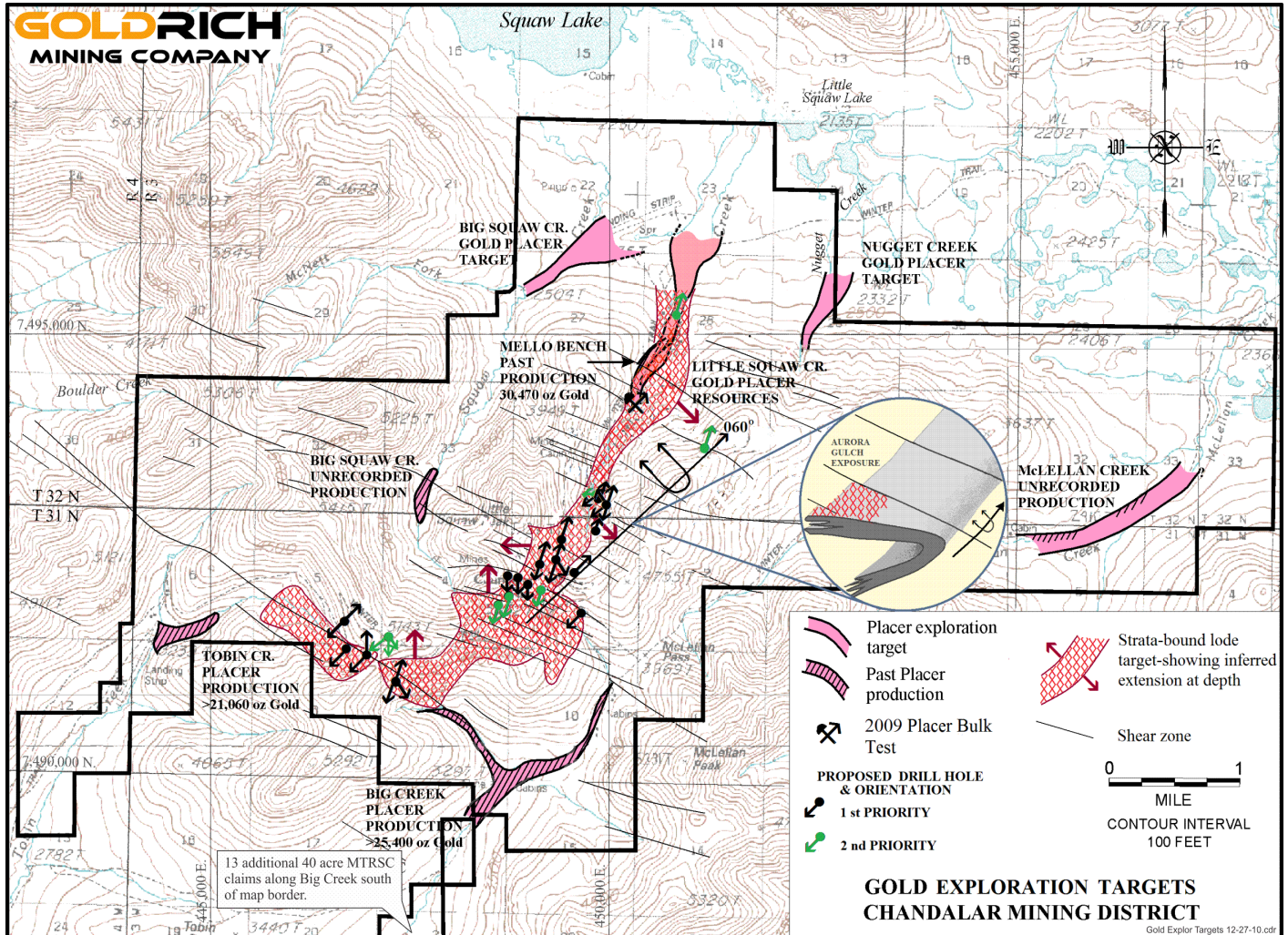
While there were no drill holes within 400 feet of the perimeter of the 2009 test pit, there was mineralized material exposed in three walls of the pit which encouraged management's decision to expand the mine by following the mineralized material, using in-pit grade control, and mining material to the physical and economic extent possible. No estimate of metallurgical recovery balances can be made regarding the mined mineralized material in 2010 for lack of sufficient prior data about the gold content in the block of ground that was mined. The gold recovery performance of the plant was checked on a consistent basis by panning its tailings. No significant gold was ever found in the tailings, leading management to conclude that the wash plant, albeit undersized for the job, was working properly.

The mining operation ultimately involved stripping an estimated 131,000 bank cubic yards of waste material and the mining and processing of about 31,680 bank cubic yards of gold bearing gravels. During the 2010 extraction season, 1,503.323 ounces of fine gold and 259.356 ounces of silver were recovered at the refinery. Additionally, 24.1345 ounces of gold nuggets estimated to contain 19.2178 ounces of fine gold were extracted and either sold to jewelers or retained by the Company. Our gross precious metal sales in 2010 came to \$1,904,124.

**TABLE OF CONTENTS**

**2011 Exploration Activities**

Our 2011 hard-rock drilling plan was extrapolated from a 2007 exploration plan that was not undertaken previously due to financial limitations. Independent third party professionals analyzed the 2006 hard-rock rotary drill results and the surface exploration work performed in intervening years and recommended prioritized hard-rock drill targets for the 2011 exploration season. The 2011 exploration program included a diamond-core drilling exploration program on a series of hard-rock gold targets on our Chandalar claims. These targets contain numerous gold showings and we believe they are the source areas of the alluvial gold deposits in the creek drainages. We believe we have accumulated a body of knowledge on the Chandalar claims which points us toward significant areas of interest for discovery of very large tonnages of mineralization, and our drilling program has been designed to further qualify those targets for potential commercialization.



Map 5 - Chandalar Exploratory Gold Deposit Drill Target with Holes Proposed in 2009 and Drilled in 2011

We completed our 2011 diamond core drilling campaign at Chandalar, Alaska along with a property-wide, grid-based soil sampling and a detailed airborne magnetometer survey. We completed a 25-hole, 4,404-meter (14,444-foot) exploratory program, using HQ size core, tested six prospect areas (see map below) located along a 4-km (2.5-mile) long northeast trending belt of gold showings. The drilling contractor completed the last hole on September 30, 2011.

## TABLE OF CONTENTS

The HQ diameter diamond drill holes were generally sampled using a five-foot sample length and overall core recovery averaged greater than 90%. Six quality control samples (one blank and five standards) were inserted into each batch of 120 samples. The drill core was sawn, with half sent to the ALS Minerals sample preparation in Fairbanks, Alaska, where the samples were prepared for assay and then sent to the ALS Minerals Lab in Sparks, Nevada for analyses. Gold was analyzed by fire assay and Atomic Absorption Spectrometry finish and a four acid sample digestion with Inductively Coupled Plasma Spectrometry method was used to analyze a full suite of elements. Samples were securely transported from the project site to the ALS Minerals preparation laboratory in Fairbanks via chartered aircraft hired by the Company.

Donald G. Strachan, Certified Professional Geologist and Goldrich's contracted project manager for Chandalar, managed the drill program and confirmed that all procedures, protocols and methodologies used in the drill program conform to industry standards.

The results of this first diamond core exploration drilling on our Chandalar gold property have exposed what we believe is a wide-spread system of gold mineralization at intervals from surface to depths of up to 120 meters (about 400 feet). We also believe the mass of rock affected by the mineralizing system to be large, as more than 50 gold showings are scattered over about six square miles (fifteen square kilometers), only a fraction of which has yet been drill-tested. The drill cores contain a total of 56 mineralized intervals of 0.5 or greater grams per tonne gold (g/t Au) that average 2.3 meters (7.5 feet) in length and have a weighted average grade of 1.66 g/t Au (see table below). Gold-bearing intercepts were obtained in 72% of the holes, with many having multiple intercepts.

Drilling results draw us to focus on two prospects – Aurora and Rock Glacier – which we believe are geologically associated and related to the same controlling mineralizing features. Intercepts include:

- 1.5 meters (5.0 feet) at 6.57 g/t Au in Hole LS11-0063 on the Aurora prospect;
- 2.1 meters (7.0 feet) at 6.02 g/t Au in Hole LS11-0041 on Rock Glacier

**A map and tables showing drill hole locations, drill depths, data and intercepts can be found in our annual reports filed with the SEC for 2011 and 2012.**

These and other intercepts are associated with much longer core runs of strongly anomalous gold (> 0.10 g/t Au) between 4.3 meters (14 feet) and 21.3 meters (70 feet) in length. Also worth noting, while constructing a road to a proposed drill site, we encountered two zones of shearing with sheeted and stockwork quartz veinlets, approximately 5 meters (16 feet) and 15 meters (49 feet) wide. These zones are located 135 meters vertically above and 200 meters southwest of Aurora drill holes #61 to #64. Representative continuous chip sampling of these zones yielded assays of 2.8 g/t gold and 2.1 g/t gold, respectively. We believe the mineralized Aurora drill hole intercepts may represent an extension of these zones and that additional drilling could extend these zones even further.

While the silver (Ag) values associated with these and most of the other gold intercepts are generally less than 2 g/t, unusually, native silver is observed in one core interval of 0.46 meters (1.5 feet) from 80.01 meters (262.5 feet) to 80.47 meters (264.0 feet) in Hole LS11-0042, which assays greater than 690 g/t Ag (> 20.1 oz/st Ag [st = short ton]) with only a trace of gold. A second curious silver rich interval occurs in Hole LS11-0040 for 2.1 meters (7.0 feet) from 23.47 meters (77.0 feet) to 25.60 meters (84.0 feet), which returned 397 g/t (11.6 oz/st Ag), again accompanied with only a trace of gold. We believe this silver mineralization may represent a separate mineralizing event within a large and complex precious metals bearing mineral system.

Chandalar's wide-spread precious metal system is hosted by carbonaceous, pyrrhotite-arsenopyrite-pyrite bearing schist. Significantly, extensive intercepts of hydrothermal alteration manifested by massive chloritization and strong silicification of the schist are associated with the mineralization, and are often geochemically anomalous (> 0.05 g/t) in gold as well. The gold mineralization is believed to be mainly controlled by fractures and shears of various orientations within the schist. Mineralized intercepts have now been intersected by drilling over a vertical elevation difference of 550 meters (1,800 feet), with the lowest exposure being in the northeast at the Aurora prospect which is close to the Little Squaw alluvial gold deposit. The metamorphic strata hosting the gold are severely eroded at the higher elevations and either dip to the north or are down faulted, or both.

## TABLE OF CONTENTS

Additional core drilling is necessary to assess the continuity and extent of outcropping and any projection from the gold-mineralized intercepts as well as determine the limits of the mineralizing system. In addition to drilling, the 2011 Chandalar gold exploration program included a grid soil sampling survey consisting of 1,150 samples for multi-element analyses. All of these analytical results are pending.

The soil sampling, prioritized to first cover known mineralized trends, consisted of over 1,100 samples collected on a reconnaissance scale grid over approximately 65 percent of the 22,858-acre Chandalar property. In the airborne geophysical survey, approximately 750 line miles (1,246 line kilometers) were flown by an international geophysical contractor over the entire Chandalar property along flight lines 100 meters apart. Preliminary magnetic data reveals known mineralized structures with good clarity and, more importantly, identifies sharp new prospect-scale and district-scale anomalies and mineralized trends.

The 2011 exploration season was successful in significantly expanding our existing body of geological knowledge about our Chandalar property. The combination of core, soil and magnetic data is expected to provide a solid foundation for going forward with a thorough exploration and evaluation of the numerous gold occurrences on the property.

### **2012 and 2013 Exploration and Mining Preparation**

**Exploration:** During the last several years, weak financial markets have been an important factor affecting the level of our exploration activities. We were unable to obtain sufficient finances for exploration programs in 2012 and 2013. In 2013, we did however do advanced petrographic studies on drill core from our 2011 drilling program and are currently studying their results. Due to the weak financial markets, focus was therefore put on our placer deposit, as described below in *Joint Venture Agreement*, where significant funds for mining preparations and extraction were available; however, our main focus in the future will continue to be the exploration of the hard-rock targets of our Chandalar property as funds become available.

**Mining Preparation:** In 2012, as described below in *Joint Venture Agreement*, we signed an agreement with NyacAU to form a joint venture for the purpose of mining the alluvial gold deposits within the bounds of our Chandalar property. Work completed in the 2012 work season included stockpiling topsoil for future mining reclamation, stripping of overburden, building a closed recirculating water pond system to minimize water usage and protect the environment, and constructing an alluvial gold recovery plant. In addition to gold recovery, the plant was designed to produce and stockpile sand and washed gravel for upgrading and construction of roads, airstrip and other assets on site.

In 2013, Achievements included mobilization of drilling equipment and plant setup, approval of permits to expand mining operations, significant infrastructure improvements and commencement of commercial production (as defined in the joint venture agreement). Goldrich Nyac Placer, LLC (“GNP”) extracted approximately 680 ounces of gold before closing out the 2013 season after 330 hours of plant operation at an average processing rate of 125 loose cubic yards (“lcy”) per hour. Plant expansion is scheduled to be completed in stages through 2016, culminating in an increase from the current 125 lcy per hour to 600 lcy per hour. 600 lcy is estimated to roughly equal 400 bank cubic yards (“bcy”).

### **2014 Petrographic Study and Exploration Activities**

In 2014, we completed advanced petrographic studies of drill core samples from the Chandalar gold property. The new data refines the orogenic model that has historically guided exploration at Chandalar and offers a fresh approach to future exploration.

Our geologists concurred the studies are important for exploration as the pegmatite textures in outcrop and drilling and the radiogenic activity from accessory minerals associated with pegmatite-veins may indicate proximity to intrusive-related mineralization and may provide us a highly useful tool for gold mineralization discovery.

## TABLE OF CONTENTS

The petrologic study involved detailed microprobe examination of samples taken from veins in the Chandalar gold system that exhibit characteristics of pegmatite, an igneous rock deposited during emplacement of a granitic intrusive body. All of the samples contain numerous accessory minerals that commonly derive from magma or late stage magmatic fluids, including monazite, thorite and xenotime. Some of the accessory minerals co-precipitated with gold, indicating that late intrusive stage hydrothermal fluids migrated upward along shear zones within which the lode gold mineralization is emplaced. Importantly, radiogenic activity is associated with the accessory mineral suite.

We believe rigorous follow-up rock sampling and radiogenic surveys may result in more effective selection of high-priority drill sites, an important factor considering the expansive size of the Chandalar system.

In August 2014, we engaged a contractor and geologists to perform additional airborne magnetic and radiometric studies across the entire Chandalar property. An airborne radiometric and magnetic survey was conducted to test an intrusion-related model for emplacement of lode quartz-gold occurrences. Results of the airborne study demonstrate a broad northwest-trending belt of elevated potassium values with a centrally located, kilometer-scale feature where thorium values are elevated relative to potassium. The potassium/thorium feature anomaly is closely associated with magnetic anomalies to form a circular kilometer-scale feature in the highlands above and adjacent to the Goldrich-NYAC Placer operation consistent with an intrusive body at depth and is central to the northeast-trend of lode quartz-gold occurrences.

The data obtained from these studies will be compiled with data already derived from sampling, trenching, drilling and geophysical testing to present a comprehensive 3D model of the Chandalar prospects and their geological setting. The results of these studies will assist us in determining methods and targets for exploration in 2015 and beyond.

### ***Interpretation of Exploratory Findings at Chandalar***

A spatial relation between the Mikado phyllite unit and the gold placer on Little Squaw Creek is evident. The northeast plunge (about 14°NE) of the altered (+/- mineralized) phyllite unit beginning near the Summit Mine intercepts bedrock of the creek in the vicinity of the head of the placer deposit and continues northward, forming the bedrock below the creek and underlying the placer gold deposit. The placer gold deposit extends along the creek at least a mile to the north as confirmed by drilling. There is evidence that relatively small masses of Pleistocene age ice high in the valley had selectively gouged highly altered zones of the phyllite unit, which the ice followed as a path of least resistance (i.e. the altered phyllite), to an apparent terminal moraine site immediately upstream of the open pit of our Little Squaw Creek Gold Mine. Auriferous stream sediments have since been re-worked into placer deposits perched in thick sequences of glaciofluvial sediments.

The Little Squaw Creek placer, in addition to being a significant gold deposit, is also a substantial geochemical anomaly that indicates the existence of a substantial lode source(s). In 2007, we conducted a reverse circulation drill program on the placer that identified about 10.5 million cubic yards of mineralized material. The placer gold deposit is open to the north and west, and gravel bench deposits remain unevaluated on the east, thereby suggesting to us a reasonable alluvial resource discovery potential of one-half million ounces of fine gold. The placer gold deposit represents only the coarser fraction of the original in-situ resource in the portion of the lode source that has been eroded to generate it.

Diamond-core drilling during the 2011 mining season was conducted to evaluate the degree of mineralization occurring as a large, folded strata-bound rock unit over five miles in length. The drill program explored the correlation of the overlying magnetic schist and quartz muscovite chlorite schist, locally hematite-spotted, to the underlying Mikado phyllite and possible mineralization, as well as to the orogenic gold-quartz veins that rise through it. We postulate that feeder zones through which ore-forming fluids rose are associated with dilation zones developed by periodic differential off-set movement between the deep-seated NE and WNW fault zones. Also, multitudes of tension microfractures along the axis of the fold are thought to be variously mineralized with gold. These zones represent primary targets for drilling. Map 5 depicts the core drilling targets zone.



## TABLE OF CONTENTS

### ***Joint Venture Agreement***

On May 7, 2012, the Company entered into a joint venture (“the JV”) with NyacAU, LLC (“NyacAU”), an Alaskan private company, to bring Goldrich’s Chandalar placer gold properties into production (as defined in the joint venture agreement). In each case as used herein in reference to the JV, ‘production’ is as defined by the JV agreement. As part of the agreement, Goldrich and NyacAU formed a 50:50 joint venture company, Goldrich NyacAU Placer LLC (“GNP”), to operate the Chandalar placer mines, with NyacAU acting as managing partner. Goldrich has no significant control or influence over the JV, and therefore accounts for its investment using the cost method, which totals \$55,300 through December 31, 2014.

Under the terms of the joint venture agreement (the “Agreement”), NyacAU provided funding to the JV. The loans are to be repaid from future production. According to the Agreement, on at least an annual basis, the JV shall allocate and distribute all revenue (whether in cash or as gold) generated from the JV’s placer operation in the following order:

1. Current year operating expenses,
2. Members’ distribution of 20% (10% to Goldrich and 10% to NyacAU) provided that, for so long as the loan (“LOC2”) to GNP from NyacAU for the purchase of a royalty is not paid in full, the JV shall retain 100% of Goldrich’s distribution and apply against the LOC2,
3. After payment of operating expenses and the member’s distribution of 20%, the JV will apply any remaining revenue to reduce the remaining balance of the loan from NyacAU to GNP for the development of the mine (“LOC1”),
4. Reserves for future operating expenses and capital needs, not to exceed \$3,000,000 in any year, and
5. Member distributions of any remaining gold extraction on a 50:50 basis to each of the JV partners provided that, for so long as the loan LOC2 is not paid in full, the JV shall retain 100% of Goldrich’s distribution and apply against the loan.

NyacAU is entitled to a recorded security interest in all placer gold extraction from our claims as collateral for repayment of fifty percent (50%) of LOC1 and one hundred percent (100%) of LOC2.

### **Planned 2015 Exploration and Mining Activities**

In 2015, we anticipate conducting exploration drilling activities and other exploration activities at the Chandalar property, if and when, our financial situation permits such activities. Projections for the JV activities in 2015 are described below under the heading “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operation – Joint Venture 2015 Mining Season, Estimates and Operations.”

### **ITEM 3. LEGAL PROCEEDINGS**

We are subject to legal proceedings and claims which arise from time to time. These can include, but are not limited to, legal proceedings and/or claims pertaining to environmental or safety matters. There are no pending legal proceedings in which the Company is a party or any of their respective properties is subject. There are no pending legal proceedings to which any director, officer or affiliate of the Company, any owner of record or beneficiary of more than 5% of the common stock of the Company, or any security holder of the Company is a party adverse to the Company or has a material interest adverse to the Company.

### **ITEM 4. MINE SAFETY DISCLOSURES**

The information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K is included in exhibit 95.1 to this Annual Report.

## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is quoted on the OTCQB of the OTC Markets. The OTCQB is a network of security dealers who buy and sell stock. The dealers are connected by a computer network which provides information on current "bids" and "asks" as well as volume information. The OTCQB is not considered a "national exchange."

Our common stock is quoted on the OTCQB under the symbol "GRMC". The following table shows the high and low bid information for the common stock for each quarter of the fiscal years 2014 and 2013.

<b>Fiscal Year</b>	<b>High Closing</b>	<b>Low Closing</b>
<b>2014</b>		
First Quarter	\$0.09	\$0.05
Second Quarter	\$0.08	\$0.06
Third Quarter	\$0.08	\$0.06
Fourth Quarter	\$0.07	\$0.03
<b>2013</b>		
First Quarter	\$0.12	\$0.08
Second Quarter	\$0.10	\$0.07
Third Quarter	\$0.09	\$0.06
Fourth Quarter	\$0.09	\$0.05

The above quotations reflect inter-dealer prices, without retail mark-up, markdown or commission and may not necessarily represent actual transactions. The closing price for our common stock on the OTCBB was \$0.05 on April 9, 2015. Goldrich intends to seek a listing of its shares on a recognized stock exchange in Canada, but has not yet filed application to do so as of the date of this Annual Report.

#### Holders of Record

As of January 20, 2015 there were 2,968 shareholders of record of our common stock and an unknown number of additional shareholders whose shares are held through brokerage firms or other institutions.

#### Dividends

We have not paid any dividends and do not anticipate the payment of dividends on our common stock or Series B Convertible Preferred Stock in the foreseeable future. Our Series A Convertible Preferred Stock (the "Series A Preferred Stock") earns dividends as follows:

- **Dividend Rate:** The holders of Series A Preferred Stock shall be entitled to receive, when and as declared by the Board, yearly cumulative dividends from our surplus or net profits of the Company at an effective rate of 5% per annum, of the original Series A Preferred Stock purchase price of \$1.00 per share. The Series A dividend shall accrue ratably from the date of issuance of the Series A Preferred Stock through the entire period in which shares of Series A Preferred Stock are held and shall be payable to the holder of the Series A Preferred Stock on the conversion date of the Series A Preferred Stock or as may be declared by the Board, with proper adjustment for any dividend period which is less than a full year.
  - **Preferential and Cumulative.** The Series A Dividends shall be payable before any dividends will be paid upon, or set apart for, our common stock and will be cumulative, so that any dividends not paid or set apart for payment for the Series A Preferred Stock, will be fully paid and set apart for payment, before any dividends will be paid upon, or set apart for, the common stock of the Company.

## TABLE OF CONTENTS

- **Payment of Dividend:** If we shall have sufficient earnings to pay a dividend on the Series A Preferred Stock, upon declaration of any dividend by our Board of Directors in compliance with the Alaska Code and our Articles of Incorporation and Bylaws, the holder of Series A Preferred Stock may elect to receive payment of Series A dividend on a dividend payment date in cash, or provisionally in gold. Payment of Series A dividends in gold shall be paid only if we are producing gold in sufficient quantities as of the dividend payment date to pay such in-kind dividend and shall be delivered in the form of gold produced from our Chandalar property. We have total dividends in arrears of \$126,903 as of December 31, 2014. Total dividends of \$22,083 were declared and payable as a result of conversion of preferred stock during 2011.

We issued Series A Preferred Stock to two U.S. Persons (as defined in Regulation S of the Securities Act of 1933, as amended (the “Securities Act”)) who are accredited investors, relying on the exemptions from registration provided by Section 4(a)(2) of the Securities Act and Rule 506 of Regulation D of the Securities Act. We issued Series A Preferred Stock to one person who is an “accredited investor” and not a U.S. Person, relying on the exception from the Securities Act registration requirements available under Regulation S of the Securities Act.

We issued Series B Preferred Stock to one person who is an “accredited investor” and not a U.S. Person, relying on the exception from the Securities Act registration requirements available under Regulation S of the Securities Act.

### **Securities Authorized for Issuance under Equity Compensation Plans**

A vote of shareholders at our Shareholder Meeting held on November 26, 2013 authorized an increase in the total shares in the Restated 2008 Equity Incentive Plan (the “Plan”) to a total of 10% of the outstanding common shares, or 9,550,672 shares. During 2014, we issued 450,000 options to purchase shares of our Company’s common stock and 2,700,000 restricted common shares under the Plan. At December 31, 2014, we have the following options outstanding and available for issuance:

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</b>	<b>Weighted average exercise price of outstanding options, warrants and rights (b)</b>	<b>Number of securities remaining available for future issuance (c)</b>
Equity compensation plans approved by security holders	3,500,000	\$0.26	1,775,672
Equity compensation plans not approved by security holders	0	0	0
<b>Total</b>	<b>3,500,000</b>	<b>\$0.26</b>	<b>1,775,672</b>

The Plan permits the grant of: (i) incentive stock options; (ii) nonqualified stock options; (iii) restricted stock or restricted stock units; and (iv) stock appreciation rights. The Board of Directors administers the Plan and has the authority to interpret the Plan and the awards granted under the Plan and establish rules and regulations for the administration of the Plan. The Compensation Committee of the Board of Directors makes recommendations to the Board regarding the administration of the 2008 Plan.

Unless otherwise provided in the applicable award agreement or any severance agreement, vested awards are granted under the 2008 Plan will expire, terminate, or otherwise be forfeited as follows:

- Ninety (90) days after the date of termination of a participant’s continuous status as a participant, other than in the circumstances described below;
- Immediately upon termination of a participant’s continuous status as a participant for cause as defined in a Company subplan or award agreement;
- Twelve (12) months after the date on which a participant ceased performing services as a result of his or her Disability (as defined in the Plan); and
- Twelve (12) months after the death of a participant who was a participant whose continuous status as a participant terminated as a result of their death.

## [TABLE OF CONTENTS](#)

### **Issuer Purchase of Equity Securities**

We did not repurchase any of our securities during the year ended December 31, 2014.

### **Sale of Unregistered Securities**

There were no sales of unregistered securities during the period covered by this Annual Report that were not previously disclosed in a quarterly report on Form 10-Q or a current report on Form 8-K.

### **ITEM 6. SELECTED FINANCIAL DATA**

Not applicable.

### **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

#### **General**

##### *Overview*

Our Chandalar, Alaska gold mining property has seen over a hundred years of intermittent mining exploration and extraction history. There has been small extraction of gold from several alluvial, or placer gold streams, and from an array of small quartz veins that dot the property. However, only in very recent times is the primary source of the gold becoming evident. As a result of our exploration we have discovered gold in prolific micro-fractures within schist in many places and have petrographic and geochemical evidence linking these and larger vein-hosted gold occurrences to an intrusive source. We are currently defining drilling targets for a hard-rock (lode) gold deposit in an area of interest approximately 1,800 feet wide and over five miles long, possibly underlain by a granitic, mineralized intrusion. Exploration therefore has taken on two directions; one toward defining a low-grade, large tonnage body of mineralization running beneath the headwaters of Little Squaw Creek, the other a deeper, larger mineralized body from which mineralizing fluids have migrated through Chandalar country rock. Our main focus continues to be the exploration of these hard-rock targets; however, weak financial markets prevented us from obtaining funds for any significant exploration in 2012 and 2013. It appears financial markets may be improving and we were successful in raising funds for a limited exploration program in 2014.

Because of the weak financial markets suffered by the mining industry in recent years, we endeavored to develop our placer properties as a source of internal cash to protect us from future market fluctuations and to provide funds for future exploration. In 2012, Goldrich and NyacAU LLC ("NyacAU") formed Goldrich NyacAU Placer LLC ("GNP"), a 50/50 joint-venture company, managed by NyacAU, to mine Goldrich's various placer properties at Chandalar.

Through 2014, approximately \$18 million has been invested by GNP to develop the mine with an additional \$5 million budgeted for 2015. The total mine preparation expenditures to complete the mine are comparable to total costs, adjusted for inflation, as estimated in our 2009 preliminary assessment study for a similar mine plane. Plant and mine construction for the first stage of extraction are scheduled for completion in May 2015. All costs up to commercial extraction (as defined in the joint venture agreement) are required to be funded by NyacAU and will be paid back from cash flow from gold extraction (as defined in the joint venture agreement).

## TABLE OF CONTENTS

Goldrich has completed approximately 15,000 feet of drilling to date on the upper half of the Little Squaw Creek placer project and outlined 10.5 million cubic yards of mineralized material, at an average head grade of 0.025 ounces of gold per cubic yard for an estimated total of approximately 250,000 contained ounces. The mineralized material at Chandalar is not a mineral reserve as defined in SEC Industry Guide 7. Based on a targeted extraction rate of 20,000 ounces of gold per year and the mineralized material drilled out to date, the Little Squaw Creek mine would have a mine life of approximately 12 years. Little Squaw Creek is one of seven potential placer targets on the Chandalar property and is open to expansion. Mining operations at the Chandalar mine utilize conventional gravity technologies for gold recovery. All plants will employ a recirculating closed-loop water system to minimize water usage and protect the environment.

### **Chandalar Mine**

A new mining permit obtained in 2013 expanded the mine site area, including the area for a new airstrip, from approximately 10 to 350 acres. This provided an increased area for stockpiling topsoil, a larger settling pond system with greater capacity to ensure water quality and availability, and room to allow concurrent mine reclamation as the project advances. The new site will facilitate maximum and efficient extraction under the expanded mine plan.

Major accomplishments during 2014 included completion of the plant relocation to a lower and broader part of the valley, construction of new water ponds, and build out of the new expanded plant. GNP successfully mobilized and installed a new grizzly feeder on site as well as support frames for additional gravel screens and gold recovery tables, which will be mounted next spring. Full capacity of the feeder is expected to be approximately 600 bank cubic yards per hour and will be realized as additional gravel screens and gold recovery tables are added in stages through 2016. Because of the substantial increase in plant capacity, GNP will transport seven additional forty-ton rock trucks over the winter trail to the mine site, bringing the fleet total to thirteen trucks in all. The winter trail is scheduled to begin in February.

### **Joint Venture 2015 Mining Season, Estimates and Operations:**

GNP recommenced removing overburden in March 2015, and transported seven additional forty-ton rock trucks to the mine, increasing the fleet total to thirteen in all. Opening of an initial pit and 1,800 foot haul road has already been completed. Mining of pay gravel is anticipated to start in May and initial gold processing is planned for late June. Subject to weather, the plant is expected to run through mid-September.

#### GNP Financial Projections:

On March 18, 2015, we provided shareholders with extraction forecasts, as provided by our joint venture partner NyacAU, which is also the joint venture's manager, for the upcoming five mining seasons at Little Squaw Creek mine. The 5-year summary of gold extraction, financial projections and price sensitivity provided by NyacAU are as follows:

	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>
<b>Revenue</b>					
Gold Extraction (troy oz)	16,500	23,100	30,200	32,000	32,000
Gold Price (avg. price/oz)	\$1,200	\$1,200	\$1,200	\$1,200	\$1,200
Total Revenue	\$19,800,000	\$27,720,000	\$36,240,000	\$38,400,000	\$38,400,000
<b>Extraction Costs</b>					
Cost per/oz.	\$713	\$623	\$489	\$451	\$450
Total Cost of Sales	\$11,778,000	\$14,398,000	\$14,780,000	\$14,441,000	\$14,400,000
<b>Pre-Tax Net Profit</b>	\$8,022,000	\$13,322,000	\$21,460,000	\$23,959,000	\$24,000,000

## TABLE OF CONTENTS

### Gold Price Sensitivity Analysis on GNP Operations:

<u>Gold Price/ oz</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
\$1,100	\$6,370,000	\$11,011,000	\$18,437,000	\$20,759,000
\$1,200	\$8,022,000	\$13,322,000	\$21,460,000	\$23,959,000
\$1,300	\$9,674,000	\$15,634,000	\$24,483,000	\$27,160,000
\$1,400	\$11,327,000	\$17,945,000	\$27,506,000	\$30,361,000
\$1,500	\$12,979,000	\$20,257,000	\$30,528,000	\$33,561,000

Goldrich has not completed an independent study to confirm the information provided by NyacAU. While management believes it has a reasonable scientific basis for these projections based on past extraction activities at the property and anticipated volumes and average grades, these projections are not based on a feasibility level study of the alluvial gold extraction mining and are subject to certain risks, including those set forth under “Item 1A. Risk Factors”.

### Liquidity and Capital Resources

We are an exploration stage company and have incurred losses since our inception. We currently do not have sufficient cash to support the Company through 2015 and beyond. We anticipate that we will incur approximately \$650,000 for general operating expenses over the next 12 months as of December 31, 2014. In addition to these general operating expenses, we will incur approximately \$878,000 of reclamation costs to reclaim a dump road and tailings during 2015. We will need to raise approximately \$1.5 million to \$1.7 million in the next 12 months to completely fund our planned exploration expenditures, reclamation costs and general working capital requirements. The Company plans to raise the financing through a combination of debt and/or equity placements, sale of mining property interests, and revenue from the joint venture placer operation. Failure to raise needed financing could result in us having to scale back or discontinue exploration activities or some or all of our business operations. Under the joint venture operating agreement, revenue is allocated in accordance with the 5-point schedule outlined in the section *Joint Venture Agreement* above. In addition, if the minimum production requirement as defined by the operating agreement is not met for years beginning in 2018 and each year thereafter, the joint venture shall be dissolved unless agreed in writing by the members.

During 2013, we issued notes payable in gold totaling \$820,000, less a discount of \$205,000, for proceeds of \$615,000. On October 22, 2014, the Company delivered 12.405 oz. to one gold note holder and renegotiated terms with the other holders. For more information see *Notes Payable in Gold* below.

During the year 2014, Goldrich completed financings totaling approximately \$1.9 million consisting of an equity financing for \$200,000 in January 2014, a three-year loan of \$300,000 in January 2014, and other equity financings in June and July totaling approximately \$1.4 million.

If we are unable to timely satisfy our obligations under the notes payable in gold due November 2015, the interest on the unsecured senior note due quarterly, or the principal of the unsecured senior note due in 2017 and we are not able to re-negotiate the terms of such agreements, the holders will have rights against us, including potentially seizing or selling our assets. The notes payable in gold are secured against our right to future distributions of gold extracted by our joint venture with NyacAU. At December 31, 2014, we had outstanding total notes payable in gold of \$576,696, representing 446.788 ounces of fine gold deliverable at November 30, 2015.

Although the current capital markets and general economic conditions in the United States may be obstacles to raising the required financing, we believe we will be able to secure sufficient financing for further operations and exploration activities of our Company but we cannot give assurance we will be successful in attracting financing on terms acceptable to us, if at all. Additionally, as the placer mine nears completion, we look forward to internal cash flow and additional options for financing appear to be coming available. To increase its access to financial markets, Goldrich intends to also seek a listing of its shares on a recognized stock exchange in Canada in addition to its listing on the OTCQB in the United States.

## TABLE OF CONTENTS

The audit opinion and notes that accompany our consolidated financial statements for the year ended December 31, 2014, disclose a 'going concern' qualification to our ability to continue in business. The accompanying consolidated financial statements have been prepared under the assumption that we will continue as a going concern. We are an exploration stage company and we have incurred losses since our inception. We do not have sufficient cash to fund normal operations and meet debt obligations for the next 12 months without deferring payment on certain current liabilities and raising additional funds. We believe that the going concern condition cannot be removed with confidence until the Company has entered into a business climate where funding of its activities is more assured.

We currently have no historical recurring source of revenue and our ability to continue as a going concern is dependent on our ability to raise capital to fund our future exploration and working capital requirements or our ability to profitably execute our business plan. Our plans for the long-term return to and continuation as a going concern include financing our future operations through sales of our common stock and/or debt and the eventual profitable exploitation of its mining properties. Additionally, the current capital markets and general economic conditions in the United States are significant obstacles to raising the required funds. These factors raise substantial doubt about our ability to continue as a going concern.

On October 10, 2013, we reported GNP had extracted approximately 680 ounces of gold during the construction of the mine before closing out the 2013 season. Sale of the gold provided \$918,000 in revenue to GNP. No extraction occurred in 2014 as construction of the mine was completed with extraction planned to resume in June 2015. A successful mining operation may provide the long-term financial strength for the Company to remove the going concern condition in future years. For more information see *Joint Venture Agreement* above.

The consolidated financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern. If the going concern basis were not appropriate for these financial statements, adjustments would be necessary in the carrying value of assets and liabilities, the reported expenses and the balance sheet classifications used.

### **Results of Operations**

On December 31, 2014 we had total liabilities of \$2,427,835 and total assets of \$1,186,851. This compares to total liabilities of \$2,106,734 and total assets of \$1,063,240 on December 31, 2013. As of December 31, 2014, our liabilities consist of \$1,225,282 for remediation and asset retirement obligations, \$576,696 of notes payable in gold, \$272,947 of trade payables and accrued liabilities, \$73,659 due to related parties, and \$22,083 for dividends payable. Of these liabilities, \$1,823,385 is due within 12 months. The increase in liabilities compared to December 31, 2013 is largely due to the increases in remediation liability and notes payable from financing, the latter of which was used for payment of accounts payable. In addition, notes payable in gold decreased as a result recognition of a gain on extinguishment of debt as a driven by a decrease in gold prices during 2014, which decreased the valuation of gold ounces to be delivered under the contracts. The increase in total assets was due to increase in funds received from financing during the year ended December 31, 2014, reduced by payments on debt.

On December 31, 2014 we had negative working capital of \$1,391,311 and a stockholders' deficit of \$1,240,984 compared to negative working capital of \$1,318,660 and stockholders' deficit of \$1,043,494 for the year ended December 31, 2013. Working capital decreased because our operating costs, debt payments and the requirement to perform remediation activities within 2015 out-paced cash generating activities to cover those costs. The net result of which resulted in an increase in cash balances, decreases in accounts payable to trade vendors and related parties, a decrease in notes payable in gold and an increase in remediation liability. Stockholders' equity decreased due an operating loss that exceeded revenues generated by the sale of common and preferred stock for the year ended December 31, 2014.

## TABLE OF CONTENTS

During 2014, we used cash from operating activities of \$1,533,127 compared to \$910,071 for 2013. Net losses held generally steady year over year due to decreases in depreciation of equipment sold in prior years, reduced legal fees as a result of decreased activity in legal action related to claims successfully defended in 2013, deferred efforts to qualify for listing on a Canadian exchange, decreased costs of mineral property maintenance due to the non-renewal of some mining claims, and recognition of a gain on extinguishment of debt. These 2014 cost decreases were offset by an increase in exploration and mine preparation activities, a significant remediation accrual made in 2014 higher than the 2013 accrual and an increase in directors' fees resulting from issuing stock and options to management and board members for the first time since 2008. Net operating losses of \$1,953,383 and \$1,940,121 for 2014 and 2013, respectively, included significant non-cash expenses, including depreciation of \$156,485 and \$256,995 for the respective years and the non-cash recognition of gain on extinguishment of debt of \$165,662 in 2014. In 2014, we recognized a loss of \$1,464 on disposal of equipment and an increase in remediation expense of \$578,000 compared with a 2013 expense of \$300,000 of remediation costs and a loss in disposition of mining claims of \$13,658. At the end of 2014, we have accumulated approximately \$23,723,000 and \$23,745,000 in federal and state net operating losses, respectively, which may enable us to generate approximately \$23.7 million in net income prior to incurring any significant income tax obligation. The net operating losses will expire in various amounts from 2019 through 2034.

During 2014, cash of \$1,711 was used in investing activities compared to cash provided of \$332,317 in 2013 from payments received on a note receivable for equipment sold in 2012. We used cash of \$1,711 for equipment purchases in 2014, with no comparable cash usage in the year ended December 31, 2013.

During 2014, cash of \$1,723,870 was provided by financing activities, compared to cash of \$550,352 provided during the year ended December 31, 2013. For the year ended December 31, 2014, cash of \$1,371,023 was provided through the sale of stock and warrants, net of offering costs, with an additional \$285,000 provided through the issuance of a note payable with warrants, less \$54,511 of financing costs, and \$200,000 provided through the issuance of preferred stock. We also purchased gold for \$15,000 and used that gold and cash of \$62,642 to satisfy a portion of notes payable in gold. For the year ended December 31, 2013, we raised cash of \$571,352 through the issuance of notes payable in gold and repaid a related party debt of \$21,000 to an officer of the Company for company expenses we reimbursed during the 2013 year.

### **Private Placement Offerings**

#### ***Unit Private Placement***

During June and July of 2014, we completed a private placement of our common stock and warrants to purchase shares of our common stock. In total, the private placement consisted of 27,726,090 units to be issued a price of \$0.055 per unit and resulted in net proceeds to us of \$1,371,023. Each unit consist of one share of our common stock and one half or a Class N warrant. Each full Class N warrant is exercisable to purchase one additional common share of the Company at \$0.11, for a period of five years following the date of issue. Of the units to be issued, our officers and directors purchased 1,424,454 units, contributing \$78,345 of the total proceeds. Such units were purchased on the same terms and conditions as the purchase of units by other investors in the private placement.

In relation to these placements, we issued 2,701,386 Class N-2 Warrants for finders fees. Terms of the N-2 warrant are identical to the class N warrant except the exercise price to purchase a common share is \$0.055.

On January 23, 2014, we completed the offer and sale of 200 shares of Series B Preferred stock, resulting in net proceeds of \$200,000 to us. These shares were issued from the designated 9,000,000 share of Preferred Stock, par value as the Board may determine.

In connection with the issuance of the Series B Preferred Stock, we issued 2,857,142 five-year Class L warrants with an exercise price of \$0.10 per share of our common stock with a fair value of \$92,242 as determined using a Black Scholes model and allocation between the preferred shares and the warrants as prescribed by ASC 470. Additionally, after accounting for the fair value of the warrant, a beneficial conversion feature of \$50,000 was determined to exist, which represented a deemed dividend to the holder of the preferred shares recognizable immediately upon issue due to the ability to convert the shares concurrent with issuance of the preferred shares. Both the fair value of the warrants and the beneficial conversion feature were charged to Additional paid in capital at the date of issuance.



## TABLE OF CONTENTS

On January 24, 2014, the Company closed a three-year unsecured senior note financing for \$300,000 with a private investment firm. Per the note agreement, the \$300,000 is the first of six-staged loans for total aggregate proceeds of up to \$2 million. The note bears interest at 15%, payable at the end of each quarter. Interest of \$41,610 had been paid and expensed during the year ended December 31, 2014.

Repayment of all amounts owed under the note is guaranteed by Goldrich Placer LLC, the Company's wholly owned subsidiary, which in turn owns a 50% interest in Goldrich NyacAU Placer LLC. See *Note 4 Joint Venture*.

The note contains standard default provisions, including failure to pay interest and principal when due. If the lender has fully funded loans 1 through 4 as outlined below, then upon the occurrence of any event of default as defined in the agreement, until such time as the earlier of either (i) the event of default has been cured in the reasonable judgment of the Lender as evidenced in writing or (ii) all amounts due and payable under the note are paid in full pursuant to the terms hereof, any amounts owing hereunder shall bear an applicable rate equal to twenty percent (20%) per annum and shall be immediately due and payable to lender upon lender's written demand to the Company.

Under the terms of the note, the three-year maturity date is measured from the closing date of each loan in the series. The loans will be issued at a 5% discount and, for each loan of the series, the lender will be issued a pro rata amount of five-year Class M warrants totaling up to 10.5 million shares of common stock of the Company should the total proceeds reach the \$2 million maximum. The company will issue 5.25 Class M warrants, exercisable at \$0.15 per common share, for each dollar loaned under this agreement. The Company has, at its election, the ability to cancel future loans at any time or prepay the loans together with interest thereon without penalty. The lender reserves the right, at its election, to determine whether to fund Loans 2 through 6 in the series. The Company will pay finder fees consisting of a 3% cash commission and warrants to purchase shares of common stock of the Company equal to 8% of each loan (160,000 warrants through December 31, 2014), of which 1% of the cash commission and 3% of the warrants will be paid to a director of the Company. The terms of the warrants will be the same as the warrants issued to the lender.

### **Notes Payable**

During the year ended December 31, 2014, the Company received the first staged loan of \$300,000 less a discount of \$15,000, for proceeds of \$285,000. The Company issued 1,735,000 Class M warrants, paid finder fees totaling \$9,000, and incurred other placement costs of \$45,511, for a total of \$54,511 of deferred finance costs.

The fair value of warrants issued with the notes payable in gold was estimated at the date of issuance using the Black-Scholes fair value model, which requires the use of highly subjective assumptions, including the expected volatility of the stock price, which may be difficult to estimate for small reporting companies traded on micro-cap stock exchanges.

The fair value of the warrants was estimated on the issue date using the following weighted average assumptions:

Risk-free interest rate	1.52%
Expected dividend yield	0
Expected term (in years)	5
Expected volatility	157.1%

The risk-free interest rate is based on the U.S. Treasury yield curve at the time of the grant. The expected term of warrants issued is from the date of issuance. The expected volatility is based on historical volatility. The Company has evaluated previous low occurrences of warrant forfeitures and believes that current holders of the warrants will hold them to maturity as has been experienced historically; therefore, no variable for forfeiture was used in the calculation of fair value. Each stage of the Note payable is discounted by the fair value of the warrants, which is then amortized over the life of the note.

## TABLE OF CONTENTS

At December 31, 2014, the Company had outstanding total notes payable of \$300,000 less unamortized discounts of \$42,832 for a net liability of \$257,168. The holder of the note payable contract elected to defer at least the second through the fifth tranches of the note advances pending the resolution and additional due diligence related to a lien that was placed on our claims in December by our joint venture partner, which were subsequently released during the quarter ended March 31, 2014.

### *Notes Payable in Gold*

On April 3, 2013, we entered into notes payable in gold totaling approximately \$600,000, with gold ounces calculated at a 25% discount to market price on the date of sale. A total of approximately 500 ounces of gold was contracted for delivery to note holders in November 2014. A finder's fee of 7% of the proceeds is payable to independent parties. For each dollar loaned under these notes payable in gold, the holder also received one half of a common stock purchase warrant. Each whole warrant is exercisable to purchase one share of our common stock at an exercise price of \$0.40 for a period of two years following the date of issue. In the event that our shares of common stock trade in the United States at a closing price of greater than \$1.00 per share for a period of 10 consecutive trading days at any time following the issuance of the warrants, we have the right to force exercise of the warrants. Proceeds from the forward gold sales will be used primarily for general corporate purposes.

On October 22, 2014, the Company delivered 12.405 ounces of fine gold to one note holder and renegotiated terms with the other holders. This gold was purchased and delivered outside the original contract, which required delivery of produced gold, to settle the default condition with this note holder. The Company paid \$1,244.74 per ounce on the date of delivery. A default condition arising from the non-delivery of the gold in 2014 was alleviated by agreements with the other three note holders to extend the delivery date of gold to November 30, 2015, with the following terms:

Ten percent (10%) (rounded up to the nearest ounce of gold) of the required quantity of gold due on the delivery date of November 30, 2014 was delivered as required pursuant to the contract. In lieu of gold, the Company could elect to satisfy the delivery of the deliverable required quantity by paying, an amount equal to the deliverable required quantity times the greater of the original purchase price or the index price for the day preceding the date of payment. The Company agreed to pay interest on the value of the delayed delivery required quantity at an annual percentage rate of 8% payable quarterly with any remaining interest due and payable on the delivery date. Interest is non-compounding, provided however, that any interest not paid in full by any required interest payment date, is added to the principal amount of the value of the delayed delivery required quantity and is subject to interest until such late interest payment is made in full. If the delivery date index price on November 30, 2015 is less than the original purchase price, an additional adjusted required amount, equal to the delayed delivery required quantity multiplied by a ratio, consisting of the original purchase price as the numerator and the greater of \$1,100 or the delivery date index price on November 30, 2015 as the denominator, less the delayed delivery required quantity, shall be delivered by December 31, 2015.

As required by ASC 470, the payments required under the original note were compared to the payments required from the notes as amended to determine whether a debt modification or debt extinguishment had occurred. A difference greater than 10% requires the modification to be accounted for as a debt extinguishment. The net carrying amount of debt is the amount due at maturity, adjusted for unamortized premium, discount, and cost of issuance. The reacquisition price of the new or amended debt instrument is the amount satisfied on extinguishment, including any call premium and miscellaneous costs of reacquisition.

In accordance with ASC 470, the Company calculated the potential gain or loss on debt modification or extinguishment. A difference between the reacquisition price of the debt and the net carrying amount of the extinguished debt was recognized currently in income of the period of extinguishment as losses or gains and identified as a separate item. Gains and losses are not amortized to future periods.

The Company calculated a 22% difference between the carrying value of the original contracted notes of \$742,358 and the fair value under the amended notes of \$576,696. Because the change in valuation exceeds 10% of the carrying value of the original debt obligation, a gain on extinguishment of debt of \$165,662 was recognized for the year ended December 31, 2014. At December 31, 2014, the Company had outstanding total notes payable in gold of

## TABLE OF CONTENTS

\$576,696, representing 446.788 ounces of fine gold deliverable at November 30, 2015. At December 31, 2013, the Company had outstanding total notes payable in gold of \$701,729, representing 511.193 ounces of fine gold.

### **Subsequent Events**

Subsequent to year-end, we sold 5,000,000 million units (“Units”) at a price of \$0.05 per Unit for total aggregate proceeds of US\$250,000. Each Unit consists of one full common share of the Company and one full share purchase warrant (“Warrant”). Each Warrant entitles the holder to purchase one additional common share of the Company for a period of 60 months at a price of \$0.06 per share. The Warrants are subject to a right of accelerated expiry at our discretion when the closing price of its commons shares has exceeded \$0.22 per share for a period of 20 consecutive trading days.

Subsequent to year-end, we entered into an agreement with a third-party contractor to complete the remediation of the mine waste road built in 2010 at the open pit mining operations on Little Squaw Creek for \$878,000. A \$250,000 advance was paid to the contractor and an additional \$50,000 must be paid before work commences in July. The \$50,000 payment is secured by our equipment on site at Chandalar.

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

We have no off-balance sheet arrangements.

### **Inflation**

We do not believe that inflation has had a significant impact on our consolidated results of operations or financial condition.

### **Contractual Obligations**

See *Subsequent Events* above.

### **Critical Accounting Policies**

We have identified our critical accounting policies, the application of which may materially affect the financial statements, either because of the significance of the financials statement item to which they relate, or because they require management’s judgment in making estimates and assumptions in measuring, at a specific point in time, events which will be settled in the future. The critical accounting policies, judgments and estimates which management believes have the most significant effect on the financial statements are set forth below:

- Estimates of the recoverability of the carrying value of our mining and mineral property assets. We use publicly available pricing or valuation estimates of comparable property and equipment to assess the carrying value of our mining and mineral property assets. However, if future results vary materially from the assumptions and estimates used by us, we may be required to recognize an impairment in the assets’ carrying value.
- Expenses and disclosures associated with accounting for stock-based compensation. We used the Black-Scholes option pricing model to estimate the fair market value of stock options issued under our stock-based compensation plan, which determines the recognition of associated compensation expense. This valuation model requires the use of judgment in applying assumptions of risk-free interest rate, stock price volatility and the expected life of the options. While we believe we have applied appropriate judgment in the assumptions and estimates, variations in judgment in applying assumptions and estimates used in this valuation could have a material effect upon the reported operating results.

## TABLE OF CONTENTS

- Estimates of our environmental liabilities. Our potential obligations in environmental remediation, asset retirement obligations or reclamation activities are considered critical due to the assumptions and estimates inherent in accruals of such liabilities, including uncertainties relating to specific reclamation and remediation methods and costs, the application and changing of environmental laws, regulations and interpretations by regulatory authorities.
- Accounting for Investments in Joint Ventures. For joint ventures in which we do not have joint control or significant influence, the cost method is used. Under the cost method, these investments are carried at the lower of cost or fair value. For those joint ventures in which there is joint control between the parties and in which we have significant influence, the equity method is utilized whereby our share of the ventures' earnings and losses is included in the statement of operations as earnings in joint ventures and our investments therein are adjusted by a similar amount. We have no significant influence over our joint venture described in Note 5 *Joint Ventures* to the financial statements, and therefore account for our investment using the cost method. For joint ventures where we hold more than 50% of the voting interest and has significant influence, the joint venture is consolidated with the presentation of a non-controlling interest. In determining whether significant influence exists, we consider our participation in policy-making decisions and our representation on the venture's management committee. We currently have no joint venture of this nature.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not applicable.

[TABLE OF CONTENTS](#)

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**TABLE OF CONTENTS**

	<u>Page</u>
Report of Independent Registered Public Accounting Firm	54
Consolidated Balance Sheets, December 31, 2014 and 2013	55
Consolidated Statements of Operations for the years ended December 31, 2014 and 2013	56
Consolidated Statements of Changes in Stockholders' Equity (Deficit) for the years ended December 31, 2014 and 2013	57
Consolidated Statements of Cash Flows for the years ended December 31, 2014 and 2013	58
Notes to the Consolidated Financial Statements	59-75

[TABLE OF CONTENTS](#)



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and  
Stockholders of Goldrich Mining Company

We have audited the accompanying consolidated balance sheets of Goldrich Mining Company, (“the Company”) as of December 31, 2014 and 2013, and the related consolidated statements of operations, changes in stockholders’ equity and cash flows for the years then ended. These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Goldrich Mining Company as of December 31, 2014 and 2013, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has incurred losses since inception and does not have sufficient cash at December 31, 2014 to fund normal operations for the next 12 months, and no recurring source of revenue. These factors raise substantial doubt about its ability to continue as a going concern. Management’s plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/DeCoria, Maichel & Teague, PS

DeCoria, Maichel & Teague P.S.  
Spokane, Washington

April 4, 2014

[TABLE OF CONTENTS](#)

**Goldrich Mining Company**  
**Consolidated Balance Sheets**  
*December 31, 2014 and 2013*

	2014	2013
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 206,025	\$ 16,993
Gold Inventory	71,021	2,365
Prepaid expenses	70,136	58,780
Deferred financing costs	28,161	23,632
Other current assets	56,731	50,454
Total current assets	432,074	152,224
Property, plant, equipment, and mining claims:		
Equipment, net of accumulated depreciation	117,311	273,550
Mining properties and claims	582,166	582,166
Total property, plant, equipment and mining claims	699,477	855,716
Investment in joint venture	55,300	55,300
<b>Total assets</b>	<b>\$ 1,186,851</b>	<b>\$ 1,063,240</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 272,947	\$ 603,178
Related party deferred compensation	-	115,000
Related party payable	73,659	28,894
Remediation	878,000	-
Notes payable in gold, net	576,696	701,729
Dividend payable on preferred stock	22,083	22,083
Total current liabilities	1,823,385	1,470,884
Long-term liabilities:		
Remediation and asset retirement obligation	347,282	635,850
Note payable, net of discount	257,168	-
Total long-term liabilities	604,450	635,850
<b>Total liabilities</b>	<b>2,427,835</b>	<b>2,106,734</b>
Commitments and contingencies (Note 9, 10, 12)		
Stockholders' deficit:		
Preferred stock; no par value, 8,999,800 shares authorized; no shares issued or outstanding	-	-
Convertible preferred stock series A; 5% cumulative dividends, no par value, 1,000,000 shares authorized; 175,000 shares issued and outstanding, \$350,000 liquidation preferences	175,000	175,000
Convertible preferred stock series B; no par value, 300 shares authorized, 200 shares issued and outstanding, \$200,000 liquidation preference	57,758	-
Common stock; \$0.10 par value, 250,000,000 shares authorized; 126,082,809 and 95,656,719 issued and outstanding, respectively	12,608,281	9,565,672
Additional paid-in capital	13,380,145	14,724,619
Accumulated deficit	(27,462,168)	(25,508,785)
<b>Total stockholders' deficit</b>	<b>(1,240,984)</b>	<b>(1,043,494)</b>
<b>Total liabilities and stockholders' deficit</b>	<b>\$ 1,186,851</b>	<b>\$ 1,063,240</b>

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

[TABLE OF CONTENTS](#)

**Goldrich Mining Company**  
**Consolidated Statements of Operations**

	Year Ended December 31, 2014	Year Ended December 31, 2013
Operating expenses:		
Mine preparation and oversight costs	\$ 44,754	\$ 180,752
Exploration expense	276,779	45,737
Depreciation	156,485	253,819
Management fees and salaries	278,219	268,594
Professional services	80,234	238,901
General and admin expense	252,325	267,371
Office supplies and other expense	13,039	43,522
Directors' fees	139,000	65,900
Mineral property maintenance	68,878	141,938
Remediation	578,000	300,596
Loss on disposal of equipment	1,906	13,658
Total operating expenses	<u>1,889,619</u>	<u>1,820,788</u>
Other (income) expense:		
Interest and other income	(205)	(8,212)
Interest expense and finance costs	229,631	127,545
Gain on extinguishment of debt	(165,662)	-
Total other (income) expense	<u>63,764</u>	<u>119,333</u>
Net loss	1,953,383	1,940,121
Preferred dividends	58,872	9,379
Net loss available to common stockholders	<u>\$ 2,012,255</u>	<u>\$ 1,949,500</u>
Net loss per common share – basic and diluted	<u>\$ 0.02</u>	<u>\$ 0.02</u>
Weighted average common shares outstanding-basic and diluted	<u>109,484,919</u>	<u>95,542,267</u>

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



[TABLE OF CONTENTS](#)

**Goldrich Mining Company**  
**Consolidated Statements of Changes in Stockholders' (Deficit)**

	Common Stock		Additional		Additional	Accumulated	Total
	Shares	Par Value	Shares	Par Value	Paid-in Capital	Deficit	
Balance, December 31, 2012	95,506,719	\$ 9,550,672	175,000	\$ 175,000	\$14,673,054	\$ (23,568,664)	\$ 830,062
Issuance of common shares to new directors	150,000	15,000			(6,000)		9,000
Stock options for new directors and Controller					12,400		12,400
Stock options reissued for CEO					37,575		37,575
Warrants issued with Notes Payable in Gold					7,590		7,590
Net Loss						(1,940,121)	(1,940,121)
Balance, December 31, 2013	95,656,719	\$ 9,565,672	175,000	\$ 175,000	\$14,724,619	\$ (25,508,785)	\$ (1,043,494)
Issuance of Series B preferred shares, net			200	200,000			200,000
Warrants issued with Series B preferred shares				(92,242)	92,242		-
Beneficial Conversion Feature of Series B preferred shares				(50,000)	50,000		-
Warrants issued with Note Payable, net					41,795		41,795
Issuance of common shares by Private Placement, net	27,726,090	2,772,609			(1,401,586)		1,371,023
Common shares granted to directors and officers, net	2,700,000	270,000			(148,975)		121,025
Stock options granted to directors					22,050		22,050
Net Loss						(1,953,383)	(1,953,383)
Balance, December 31, 2014	126,082,809	\$12,608,281	175,200	\$232,758	\$13,380,145	\$ (27,462,168)	\$ (1,240,984)

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

[TABLE OF CONTENTS](#)

**Goldrich Mining Company**  
**Consolidated Statements of Cash Flows**

	Year Ended December 31, 2014	Year Ended December 31, 2013
Cash flows from operating activities:		
Net loss	\$ (1,953,383)	\$ (1,940,121)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	156,485	256,995
Loss on disposal of equipment and mining property	1,464	13,658
Stock based compensation	143,075	58,975
Gain on extinguishment of debt	(165,662)	-
Amortization of discount on note receivable	-	(7,591)
Amortization of discount on note payable and notes payable in gold	142,120	93,825
Amortization of deferred financing costs	40,097	20,510
Accretion of asset retirement obligation	11,432	10,996
Change in:		
Prepaid expenses	(11,356)	1,552
Gold inventory	(68,656)	-
Other current assets	(6,277)	12
Accounts payable and accrued liabilities	(330,231)	209,802
Related party deferred compensation	(115,000)	58,500
Related party payable	44,765	12,816
Accrued remediation costs	578,000	300,000
Net cash used - operating activities	<u>(1,533,127)</u>	<u>(910,071)</u>
Cash flows from investing activities:		
Payment on a receivable for equipment sale	-	332,067
Proceeds from the sale of equipment	-	250
Purchases of equipment	(1,711)	-
Net cash provided (used) - investing activities	<u>(1,711)</u>	<u>332,317</u>
Cash flows from financing activities:		
Payments on related party debt	-	(21,000)
Payments on notes payable in gold	(62,642)	-
Purchases of gold to satisfy notes payable in gold	(15,000)	-
Proceeds from issuance of common stock and warrants, net of offering costs	1,371,023	-
Proceeds from issuance of notes payable in gold, net	-	571,352
Proceeds from issuance of note payable with warrants	285,000	-
Proceeds from issuance of preferred stock	200,000	-
Financing costs of note payable	(54,511)	-
Net cash provided - financing activities	<u>1,723,870</u>	<u>550,352</u>
Net increase (decrease) in cash and cash equivalents	<u>189,032</u>	<u>(27,402)</u>
Cash and cash equivalents, beginning of year	16,993	44,395
<b>Cash and cash equivalents, end of year</b>	<b>\$ 206,025</b>	<b>\$ 16,993</b>
Supplemental disclosures of cash flow information:		
Cash paid for interest	\$ 47,413	\$ -
Non-cash investing and financing activities:		
Warrants issued with notes payable	\$ 41,795	\$ 7,590
Payment received from receivable from equipment sale	\$ -	\$ 284,629
Beneficial conversion feature on preferred stock	\$ 50,000	\$ -
Warrants issued with preferred stock	\$ 92,242	\$ -

*The accompanying notes are an integral part of these consolidated financial statements*

**Goldrich Mining Company**  
**Notes to the Consolidated Financial Statements**

**1. ORGANIZATION AND DESCRIPTION OF BUSINESS**

Goldrich Mining Company (“Company”) was incorporated under the laws of the State of Alaska on March 26, 1959. The Company is engaged in the business of acquiring and exploring mineral properties throughout the Americas, primarily those containing gold and associated base and precious metals. During 2014, all of the Company’s activities were focused on the Chandalar property in Alaska. The Company’s common stock trades on the Over-The-Counter Bulletin Board (“OTCBB”) exchange under the ticker symbol GRMC.

Going Concern

The accompanying consolidated financial statements have been prepared under the assumption that the Company will continue as a going concern. The Company has incurred losses since its inception and does not have sufficient cash to fund normal operations and meet debt obligations for the next 12 months without deferring payment on certain current liabilities and/or raising additional funds.

The Company currently has no historical recurring source of revenue and its ability to continue as a going concern is dependent on the Company’s ability to raise capital to fund its future exploration and working capital requirements or its ability to profitably execute its business plan. The Company’s plans for the long-term return to and continuation as a going concern include the profitable exploitation of its mining properties and financing the Company’s future operations through sales of its common stock and/or debt.

Additionally, the current capital markets and general economic conditions in the United States are significant obstacles to raising the required funds. These factors raise substantial doubt about the Company’s ability to continue as a going concern.

The consolidated financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern. If the going concern basis were not appropriate for these financial statements, adjustments would be necessary in the carrying value of assets and liabilities, the reported expenses and the balance sheet classifications used.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Cash and Cash Equivalents

For the purposes of the balance sheet and statement of cash flows, the Company considers all highly liquid investments with a maturity of three months or less when purchased to be a cash equivalent. Cash or cash equivalents which secure debt instruments, credit facilities, reclamation or environmental bonds, or that are otherwise limited or restricted in their usage, are reported separately and not included in cash and cash equivalents.

Consolidation of and Accounting for Subsidiaries

The consolidated financial statements include the accounts of the Company and the accounts of its 100% owned subsidiaries Minera LSG S.A. and Goldrich Placer, LLC. These subsidiaries are included in the accompanying financial statements by consolidation of the Statements of Operations and the Balance Sheets as of December 31, 2014 and December 31, 2013, with all intercompany balances and investment accounts eliminated.

Accounting for Investments in Joint Ventures

For joint ventures in which the Company does not have joint control or significant influence, the cost method is used. Under the cost method, these investments are carried at the lower of cost or fair value. For those joint ventures in which there is joint control between the parties and in which the Company has significant influence, the equity method is utilized whereby the Company’s share of the ventures’ earnings and losses is included in the statement of operations as earnings in joint ventures and its investments therein are adjusted by a similar amount.

**Goldrich Mining Company**  
**Notes to the Consolidated Financial Statements**

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED:**

Goldrich has no significant influence over its joint venture described in Note 4 *Joint Ventures*, and therefore accounts for its investment using the cost method.

For joint ventures where the Company holds more than 50% of the voting interest and has significant influence, the joint venture is consolidated with the presentation of a non-controlling interest. In determining whether significant influence exists, the Company considers its participation in policy-making decisions and its representation on the venture’s management committee. Goldrich currently has no joint venture of this nature.

The Company periodically assesses its investments in joint ventures for impairment. If management determines that a decline in fair value is other than temporary it will write-down the investment and charge the impairment against operations.

Net Loss Per Share

Basic earnings per share (“EPS”) is computed as net loss available to common shareholders after dividends to preferred shareholders, divided by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur from common shares issuable through stock options, warrants, and other convertible debt and securities. The dilutive effect of vested convertible and exercisable securities would be:

<b>For years ended December 31,</b>	<b>2014</b>	<b>2013</b>
Convertible preferred stock Series A	1,050,000	1,050,000
Convertible preferred stock Series B	2,857,142	-
Stock options	3,500,000	3,315,000
Warrants	49,276,897	33,849,630
<b>Total possible dilution</b>	<b>56,684,039</b>	<b>38,214,630</b>

At December 31, 2014 and 2013, the effect of the Company’s outstanding options and common stock equivalents would have been anti-dilutive. Accordingly, only basic EPS is presented.

Recent Accounting Pronouncements

In June 2014, the Financial Accounting Standards Board issued Accounting Standard Update No. 2014-10 (“the ASU”). This update changes the requirements for disclosures as they relate to exploration stage entities. The ASU specifies that the ‘inception-to-date’ information is no longer required to be presented in the financial statements of an exploration stage entity. The amendments in the ASU are effective for annual reporting periods beginning after December 15, 2014 and interim periods thereafter, with early application permitted for any financial statements that have not yet been issued. The Company elected to apply the amendments effective with the third quarter of 2014.

In August 2014, the FASB issued ASU No. 2014-15, “Presentation of Financial Statements – Going Concern”. The provisions of ASU No. 2014-15 require management to assess an entity’s ability to continue as a going concern by incorporating and expanding upon certain principles that are currently in U.S. auditing standards. Specifically, the amendments (1) provide a definition of the term substantial doubt, (2) require an evaluation every reporting period including interim periods, (3) provide principles for considering the mitigating effect of management’s plans, (4) require certain disclosures when substantial doubt is alleviated as a result of consideration of management’s plans, (5) require an express statement and other disclosures when substantial doubt is not alleviated, and (6) require an assessment for a period of one year after the date that the financial statements are issued (or available to be issued). The amendments in this ASU are effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. The Company is currently assessing the impact of ASU No. 2014-15 on the Company’s consolidated financial statements once adopted.

**Goldrich Mining Company**  
**Notes to the Consolidated Financial Statements**

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED:**

Recent Accounting Pronouncements, Continued

Other accounting standards that have been issued or proposed by FASB that do not require adoption until a future date are not expected to have a material impact on the consolidated financial statements upon adoption. The Company does not discuss recent pronouncements that are not anticipated to have an impact on or are unrelated to its financial condition, results of operations, cash flows or disclosures.

Reclassifications

Certain reclassifications have been made to conform prior year's data to the current presentation. These reclassifications have no effect on the results of reported operations or stockholders' equity.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Significant estimates used in preparing these financial statements include those assumed in estimating the recoverability of the cost of mining claims, accrued remediation costs, asset retirement obligations, stock based compensation, and deferred tax assets and related valuation allowances. Actual results could differ from those estimates.

Plant, Equipment, and Accumulated Depreciation

Plant and equipment are stated at cost, which is determined by cash paid or fair value of the shares of the Company's common stock issued. The Company's mill buildings and equipment are located on the Company's unpatented state mining claims located in the Chandalar mining district of Alaska. All mill buildings and equipment purchased prior to 2009 are fully depreciated. The Company's equipment is located at the Chandalar property in Alaska, with a small amount of office equipment located at Company offices in Spokane, Washington. Assets are depreciated on a straight-line basis. Improvements which significantly increase an asset's value or significantly extend its useful life are capitalized and depreciated over the asset's remaining useful life.

When a fixed asset is sold at a price either higher or lower than its carrying amount, or undepreciated cost at the date of disposal, the difference between the sale proceeds over the carrying amount is recognized as gain, while a loss is recognized when the carrying amount exceeds the sale proceeds. The gain or loss is recognized in the Consolidated Statements of Operations.

Mining Properties and Claims

The Company capitalizes costs for acquiring mineral properties and expenses costs to maintain mineral rights and leases as incurred. Should a property reach the production stage, these capitalized costs would be amortized using the units-of-production method on the basis of periodic estimates of ore reserves. Mineral properties are periodically assessed for impairment of value, and any subsequent losses are charged to operations at the time of impairment. If a property is abandoned or sold, its capitalized costs are charged to operations.

Mine Preparation Costs

Mine preparation costs are expenditures incurred in the exploration stage that may ultimately benefit production are expensed due to the lack of proven and probable reserves, which would indicate future recovery of these expenses. These costs are expensed in the period in which they occur.

**Goldrich Mining Company**  
**Notes to the Consolidated Financial Statements**

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED:**

Exploration Costs

Exploration costs are expensed in the period in which they occur.

Income Taxes

Income taxes are recognized in accordance with Accounting Standards Codification (“ASC”) 740 Income Taxes, whereby deferred income tax liabilities or assets at the end of each period are determined using the tax rate expected to be in effect when the taxes are actually paid or recovered. A valuation allowance is recognized on deferred tax assets when it is more likely than not that some or all of these deferred tax assets will not be realized. ASC 740 prescribes a recognition threshold and measurement attribute for the recognition and measurement of a tax position taken or expected to be taken in a tax return. The Company has assessed its tax positions and has determined that it has not taken a position that would give rise to an unrecognized tax liability being reported. In the event that the Company is assessed penalties and or interest; penalties will be charged to other operating expense and interest will be charged to interest expense.

Revenue Recognition

Revenue from the sale of gold is recorded net of smelter or refinery treatment and refining charges. Revenue is recognized when persuasive evidence of an arrangement exists, title and risk passes to the buyer, collection is reasonably assured and price is reasonably determinable. When alluvial gold is placed with the smelter, revenue is recognized and cash is remitted for any ounces of alluvial gold sold to the smelter, converted to ounces of fine gold at an assumed smelting loss percentage. Pricing of the sale is at the market price of gold on the date of sale. The number of gold ounces sold at deposit is limited to a certain percentage of the ounces of alluvial gold deposited, as agreed in each case with the smelter. Ounces not sold are smelted and retained in the Company’s inventory in a secured metals account at the smelter. Subsequent sales of gold from inventory are made at then-current market prices, with smelter treatment and refining charges deducted, and net cash proceeds are remitted to the Company.

Stock-Based Compensation

The Company periodically issues common shares or options to purchase shares of the Company’s common shares to its officers, directors or other parties. These issuances are recorded at fair value for both the common shares issued and options granted. The Company uses a Black Scholes valuation model for determining fair value of options to purchase shares, and compensation expense is recognized ratably over the vesting periods on a straight line basis. Compensation expenses for grants that vest immediately are recognized in the period of grant.

Remediation

The Company’s operations have been, and are subject to, standards for mine reclamation that have been established by various governmental agencies. The Company records the fair value of an asset retirement obligation as a liability in the period in which the Company incurs a legal obligation for the retirement of tangible long-lived assets. A corresponding asset is also recorded and depreciated over the life of the long lived asset using a units of production method. After the initial measurement of the asset retirement obligation, the liability will be adjusted at the end of each reporting period to reflect changes in the estimated future cash flows underlying the obligation. Determination of any amounts recognized is based upon numerous estimates and assumptions, including future retirement costs, future inflation rates and the credit-adjusted risk-free interest rates. For non-operating properties, the Company accrues costs associated with environmental remediation obligations when it is probable that such costs will be incurred and they are reasonably estimable. Such costs are based on management’s estimate of amounts expected to be incurred when the remediation work is performed.

**Goldrich Mining Company**  
**Notes to the Consolidated Financial Statements**

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED:**

Fair Values of Financial Instruments

The Company discloses the following information for each class of assets and liabilities that are measured at fair value:

1. The fair value measurement;
2. the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets or liabilities (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3);
3. for fair value measurements using significant unobservable inputs (Level 3), a reconciliation of the beginning and ending balances, separately presenting changes during the period attributable to the following:
  - a. total gains or losses for the period (realized and unrealized), segregating those gains or losses included in earnings, and a description of where those gains or losses included in earnings are reported in the statement of operations;
  - b. the amount of these gains or losses attributable to the change in unrealized gains or losses relating to those assets or liabilities still held at the reporting period date and a description of where those unrealized gains or losses are reported;
  - c. purchases, sales, issuances, and settlements (net); and
  - d. transfers into and/or out of Level 3
4. the amount of the total gains or losses for the period included in earnings that are attributable to the change in unrealized gains or losses relating to those assets and liabilities still held at the reporting date and a description of where those unrealized gains or losses are reported in the statement of operations; and
5. in annual periods only, the valuation technique(s) used to measure fair value and a discussion of changes in valuation techniques, if any, during the period.

The table below sets forth the Company's financial assets that were accounted for at fair value on a recurring basis as of December 31, 2014 and 2013:

	Balance <u>December 31, 2014</u>	Balance <u>December 31, 2013</u>	Input <u>Hierarchy level</u>
Cash and cash equivalents	\$ 206,025	\$ 16,993	Level 1

The carrying amounts of financial instruments including cash and cash equivalents, notes payable in gold, and notes payable approximate fair value at December 31, 2014 and 2013.

**Goldrich Mining Company**  
**Notes to the Consolidated Financial Statements**

**3. PROPERTY, PLANT, EQUIPMENT AND MINING CLAIMS**

Equipment

At December 31, 2014 and 2013, the Company's equipment classifications were as follows:

	<b>2014</b>	<b>2013</b>
Exploration and mining equipment	\$ 1,627,351	\$ 1,627,351
Vehicles and rolling stock	413,678	413,678
Office and other equipment	65,581	67,318
<b>Total</b>	<b>2,106,610</b>	<b>2,108,347</b>
Accumulated depreciation	(1,989,299)	(1,834,797)
<b>Equipment, net of depreciation</b>	<b>\$ 117,311</b>	<b>\$ 273,550</b>

Of the Company's assets, \$1,342,911 are being depreciated over lives of three and five years and \$763,699 are being depreciated over seven and ten years, resulting in total depreciation expense of \$156,485 for 2014. Assets of \$1,344,648 and \$763,699 being depreciated over corresponding periods, respectively, resulted in total depreciation of \$253,819 for 2013.

Mining Properties and Claims

At December 31, 2014 and 2013, the Company's mining properties and claims were as follows:

	<b>2014</b>	<b>2013</b>
Chandalar property and claims	\$ 264,000	\$ 264,000
2003 purchased claims	35,000	35,000
Unpatented state claims staked	40,400	40,400
Asset retirement costs	242,766	242,766
<b>Total</b>	<b>\$ 582,166</b>	<b>\$ 582,166</b>

Asset retirement costs are being depreciated over the related long lived asset using a units of production method. No production occurred during 2014 and 2013. Accordingly no depreciation of these costs has been recorded for 2014 and 2013.

**4. JOINT VENTURE**

On May 7, 2012, the Company entered into a joint venture ("the JV") with NyacAU, LLC ("NyacAU"), an Alaskan private company, to bring Goldrich's Chandalar placer gold properties into production as defined in the joint venture agreement). In each case as used herein in reference to the JV, 'production' is as defined by the JV agreement. As part of the agreement, Goldrich and NyacAU formed a 50:50 joint venture company, Goldrich NyacAU Placer LLC ("GNP"), to operate the Chandalar placer mines, with NyacAU acting as managing partner. Goldrich has no significant control or influence over the JV, and therefore accounts for its investment using the cost method, which totals \$55,300 through December 31, 2014.



**Goldrich Mining Company**  
**Notes to the Consolidated Financial Statements**

**4. JOINT VENTURE, CONTINUED**

Under the terms of the joint venture agreement (the “Agreement”), NyacAU provided funding to the JV. The loans are to be repaid from future production. According to the Agreement, on at least an annual basis, the JV shall allocate and distribute all revenue (whether in cash or as gold) generated from the JV’s placer operation in the following order:

1. Current year operating expenses,
2. Members’ distribution of 20% (10% to Goldrich and 10% to NyacAU) provided that, for so long as the loan (LOC2) to GNP from NyacAU for the purchase of a royalty is not paid in full, the JV shall retain 100% of Goldrich’s distribution and apply against the loan,
3. After payment of operating expenses and the member’s distribution of 20%, the JV will apply any remaining revenue to reduce the remaining balance of the loan from NyacAU to GNP for the development of the mine (LOC1),
4. Reserves for future operating expenses and capital needs, not to exceed \$3,000,000 in any year, and
5. Member distributions of any remaining gold production on a 50:50 basis to each of the JV partners provided that, for so long as the loan LOC2 is not paid in full, the JV shall retain 100% of Goldrich’s distribution and apply against the loan.

**5. RELATED PARTY TRANSACTIONS**

Beginning in October 2012, the Company’s President and Chief Executive Officer (“CEO”) elected to defer a portion of his salary until the Company is successful in securing financing sufficient to fund future operations. An amount of \$115,000 was deferred and accrued at December 31, 2013, and was paid during the year ended December 31, 2014.

A total of \$11,338 interest was payable at December 31, 2013 to the Company’s former Chief Operating Officer in connection with the settlement of notes payable in gold in 2011. These amounts were paid during the year ended December 31, 2014.

An amount of \$17,556 was accrued for fees due to the Company’s Chief Financial Officer (“CFO”) at December 31, 2013 and paid during the year ended December 31, 2014. An amount of \$4,969 has been accrued for fees at December 31, 2014. These amounts are included in related party payable.

A total of \$87,900 had been accrued for consultants and directors’ fees at December 31, 2013. For the year ended December 31, 2014, an additional \$21,490 has been accrued for services performed during the period, which is included in accounts payable. In 2013, a total of 150,000 common shares and 150,000 options to purchase common shares were issued to three consulting directors having a total fair value of \$18,700. During the year ended December 31, 2014, a total of 1,650,000 common shares and 450,000 options to purchase common shares were issued to directors (*See Note 7 Stockholders’ Equity*) having a total fair value of \$96,300, which brings the total consultants and directors’ fees recognized for the year ended December 31, 2014 to \$143,075.

**6. NOTE PAYABLE**

On January 24, 2014, the Company closed a three-year unsecured senior note financing for \$300,000 with a private investment firm (“the lender”). Per the note agreement, the \$300,000 is the first of six-staged loans for total aggregate amount of up to \$2 million. The note bears interest at 15%, payable at the end of each quarter. Interest of \$41,610 had been paid and expensed during the year ended December 31, 2014.

Repayment of all amounts owed under the note is guaranteed by Goldrich Placer LLC, the Company’s wholly owned subsidiary, which in turn owns a 50% interest in Goldrich NyacAU Placer LLC. See *Note 4 Joint Venture*. The note contains standard default provisions, including failure to pay interest and principal when due.

**Goldrich Mining Company**  
**Notes to the Consolidated Financial Statements**

**6. NOTE PAYABLE, CONTINUED**

Under the terms of the note, the three-year maturity date is measured from the closing date of each loan in the series. The loans will be issued at a 5% discount and, for each loan of the series, the Company will issue 5.25 Class M warrants, exercisable at \$0.15 per common share, for each dollar loaned under this agreement. The Company has, at its election, the ability to cancel future loans at any time or prepay the loans together with interest thereon without penalty. The lender reserves the right, at its election, to determine whether to fund Loans 2 through 6 in the series. The Company is required to pay finders fees consisting of a 3% cash commission to parties other than the lender. At the inception of the first note, the Company issued warrants to purchase shares of common stock of the Company equal in number to 8% of the number of dollars of the aggregated loan package (160,000 warrants through December 31, 2014). One percent point of the three percentage points of commissions paid on the current year's and future cash proceeds were and will be paid to a director of the Company. Three percentage points of the eight percentage points of the warrants were paid to a director of the Company. The terms of the warrants issued to finders are the same as the warrants issued to the lender.

During the year ended December 31, 2014, the Company received the first staged loan of \$300,000 less a discount of \$15,000, for proceeds of \$285,000. In total, the Company issued 1,735,000 Class M warrants, paid finder fees totaling \$9,000 to a third party, and incurred other placement costs of \$45,511, for a total of \$54,511 of deferred finance costs.

The fair value of warrants issued with the notes payable was estimated at the date of issuance using the Black-Scholes fair value model, which requires the use of highly subjective assumptions, including the expected volatility of the stock price, which may be difficult to estimate for small reporting companies traded on micro-cap stock exchanges.

The fair value of the warrants was estimated on the issue date at \$41,795 using the following weighted average assumptions:

Risk-free interest rate	1.52%
Expected dividend yield	0
Expected term (in years)	5
Expected volatility	157.1%

The risk-free interest rate is based on the U.S. Treasury yield curve at the time of the grant. The expected term of warrants issued is from the date of issuance. The expected volatility is based on historical volatility. The Company has evaluated previous low occurrences of warrant forfeitures and believes that current holders of the warrants will hold them to maturity as has been experienced historically; therefore, no variable for forfeiture was used in the calculation of fair value. The Note payable is discounted by the fair value of the warrants, which is then amortized over the life of the note.

At December 31, 2014, the Company had outstanding total notes payable of \$300,000 less remaining unamortized discounts of \$42,832 for a net liability of \$257,168. The lender elected to defer at least the second through the fifth tranches of the note advances pending the resolution and additional due diligence related to a lien that was placed on our claims in December by our joint venture partner, which was subsequently released during the quarter ended March 31, 2014. At December 31, 2014, the lender retains the right to lend the contracted amounts of the second through fifth tranches of the note.

**Goldrich Mining Company**  
**Notes to the Consolidated Financial Statements**

## **7. NOTES PAYABLE IN GOLD**

During 2013, the Company issued notes in principal amounts totaling \$820,000, less a discount of \$205,000, for proceeds of \$615,000. Under the terms of the notes, the Company agreed to deliver gold to the holders at the lesser of \$1,350 per ounce of fine gold or a 25% discount to market price as calculated on the contract date and specify delivery of gold in November 2014. The notes payable in gold contracts contain standard terms regarding delivery and receipt of gold and payment of delivery costs. The Company paid a finder's fee of \$42,000, and incurred other placement costs of \$2,143, for a total of \$44,143 of deferred finance costs.

Additionally, for each dollar of note payable in gold entered, the holder received one half of a common stock purchase warrant. A total of 307,500 warrants were issued. Each whole warrant is exercisable to purchase one share of common stock of the Company at an exercise price of \$0.40 for a period of two years following the date of issue. A portion of the proceeds from the notes were allocated to the warrants, resulting in an increase in additional paid in capital and a discount on the notes payable in gold of \$7,590.

The fair value of warrants issued with the notes payable in gold was estimated at the date of issuance using the Black-Scholes fair value model, which requires the use of highly subjective assumptions, including the expected volatility of the stock price, which may be difficult to estimate for small reporting companies traded on micro-cap stock exchanges.

The fair value of the warrants was estimated on the issue date using the following weighted average assumptions:

Risk-free interest rate	0.29%
Expected dividend yield	0
Expected term (in years)	2
Expected volatility	138.5%

The risk-free interest rate is based on the U.S. Treasury yield curve at the time of the grant. The expected term of warrants issued is from the date of issuance. The expected volatility is based on historical volatility. The Company has evaluated previous low occurrences of warrant forfeitures and believes that current holders of the warrants will hold them to maturity as has been experienced historically; therefore, no variable for forfeiture was used in the calculation of fair value.

In the event that the Company's shares of common stock trade in the United States at a closing price of greater than \$1.00 per share for a period of 10 consecutive trading days at any time following the issuance of the warrants, the Company may, in its sole discretion, accelerate the expiration date of the warrants by giving written notice to the holders thereof, and in such case, the warrants will expire on the 20th business day after the date on which such notice is given by the Company.

On October 22, 2014, the Company delivered 12.405 ounces of fine gold to one note holder and renegotiated terms with the other holders. This gold was purchased and delivered outside the original contract, which required delivery of produced gold, to settle the default condition with this note holder. The Company paid \$1,245 per ounce on the date of delivery. A default condition arising from the non-delivery of the gold in 2014 was alleviated by agreements with the other three note holders to extend the delivery date of gold to November 30, 2015, with the following terms:

Ten percent (10%) (rounded up to the nearest ounce of gold) of the required quantity of gold due on the delivery date of November 30, 2014 was delivered as required pursuant to the contract. In lieu of gold, the Company could elect to satisfy the delivery of the deliverable required quantity by paying, an amount equal to the deliverable required quantity times the greater of the original purchase price or the index price for the day preceding the date of payment. The Company agreed to pay interest on the value of the delayed delivery required quantity at an annual percentage rate of 8% payable quarterly with any remaining interest due and payable on the delivery date. Interest is non-compounding, provided however, that any interest not paid in full by any required interest payment date, is added to the principal amount of the value of the delayed delivery required quantity and is subject to interest until such late interest payment is made in full.

**Goldrich Mining Company**  
**Notes to the Consolidated Financial Statements**

**7. NOTES PAYABLE IN GOLD, CONTINUED**

If the delivery date index price on November 30, 2015 is less than the original purchase price, an additional adjusted required amount, equal to the delayed delivery required quantity multiplied by a ratio, consisting of the original purchase price as the numerator and the greater of \$1,100 or the delivery date index price on November 30, 2015 as the denominator, less the delayed delivery required quantity, shall be delivered by December 31, 2015.

As required by ASC 470, the payments required under the original note were compared to the payments required from the notes as amended to determine whether a debt modification or debt extinguishment had occurred. A difference greater than 10% requires the modification to be accounted for as a debt extinguishment. The net carrying amount of debt is the amount due at maturity, adjusted for unamortized premium, discount, and cost of issuance. The reacquisition price of the new or amended debt instrument is the amount satisfied on extinguishment, including any call premium and miscellaneous costs of reacquisition.

In accordance with ASC 470, the Company calculated the potential gain or loss on debt modification or extinguishment. A difference between the reacquisition price of the debt and the net carrying amount of the extinguished debt was recognized currently in income of the period of extinguishment as losses or gains and identified as a separate item. Gains and losses are not amortized to future periods.

The Company calculated a 22% difference between the carrying value of the original contracted notes of \$742,358 and the fair value under the amended notes of \$576,696. Because the change in valuation exceeds 10% of the carrying value of the original debt obligation, a gain on extinguishment of debt of \$165,662 was recognized for the year ended December 31, 2014.

At December 31, 2014, the Company had outstanding total notes payable in gold of \$576,696, representing 446.788 ounces of fine gold deliverable at November 30, 2015. At December 31, 2013, the Company had outstanding total notes payable in gold of \$701,729, representing 511.193 ounces of fine gold.

The Company is not required to purchase gold on the open market to meet delivery obligations. In the event that sufficient gold is not produced to meet future distribution requirements, the Company may be required to renegotiate the terms of the notes with the holders to avoid default. A renegotiation or default may require a change in future accounting treatment to that of derivative accounting as required by ASC 450.

**8. STOCKHOLDERS' EQUITY**

**Private Placement Offerings**

*Unit Private Placements*

During June and July of 2014, we completed a private placement of our common stock and warrants to purchase shares of our common stock. In total, the private placement consisted of 27,726,090 units issued at a price of \$0.055 per unit and resulted in net proceeds of \$1,371,023. Each unit consist of one share of our common stock and one half or a Class N warrant. Each full Class N warrant is exercisable to purchase one additional common share of the Company at \$0.11, for a period of five years following the date of issue. Of the units to be issued, our officers and directors purchased 1,424,454 units, contributing \$78,345 of the total net proceeds. Such units were purchased on the same terms and conditions as the purchase of units by other investors in the private placement.

In relation to these placements, the Company issued 2,701,386 Class N-2 Warrants for finders fees. Terms of the N-2 warrant are identical to the class N warrant except the exercise price to purchase a common share is \$0.055.

**Goldrich Mining Company**  
**Notes to the Consolidated Financial Statements**

**8. STOCKHOLDERS' EQUITY, CONTINUED:**

On January 23, 2014, the Company completed the offer and sale of 200 shares of Series B Preferred stock, resulting in net proceeds of \$200,000 to the Company. These shares were issued from the designated 9,000,000 share of Preferred Stock, at no par value as determined by the Board.

In connection with the issuance of the Series B Preferred Stock, the Company issued 2,857,142 five-year Class L warrants with an exercise price of \$0.10 per share of the Company's common stock with a fair value of \$92,242 determined using a Black Scholes model and allocation between the preferred shares and the warrants. Additionally, after accounting for the fair value of the warrant, a beneficial conversion feature of \$50,000 was determined to exist, which represented a non-cash deemed dividend to the holder of the preferred shares. This dividend was recognized immediately as additional paid in capital upon issue due to the ability to convert the shares concurrent with issuance of the preferred shares. Both the fair value of the warrants and the beneficial conversion feature were charged to Additional paid in capital at the date of issuance.

**Preferred Shares:**

Series A Convertible Preferred Stock:

The Company has 175,000 shares of Series A Convertible Preferred Stock outstanding at December 31, 2014. These shares were issued from the designated 1,000,000 shares of Series A Preferred Stock, no par value, with the following rights and preferences:

- **Liquidation Preference:** Upon a liquidation event, an amount in cash equal to \$2.00 per share (adjusted appropriately for stock splits, stock dividends and the like), for a total of \$350,000 at December 31, 2014, together with declared but unpaid dividends to which the holders of outstanding shares of Series A Preferred Stock are entitled shall be paid prior to liquidation payments to holders of Company securities junior to the Series A Preferred Stock.
- **Voting:** Each holder of Series A Preferred Stock shall be entitled to vote on all matters upon which holders of common stock would be entitled to vote and shall be entitled to that number of votes equal to the number of whole shares of common stock into which such holder's shares of Series A Preferred Stock could be converted.
- **Conversion:** Any share of Series A Preferred Stock may, at the option of the holder, be converted at any time into six shares of common stock. The Company has the right, at its sole option, to convert all Series A Preferred Stock into common stock after the third anniversary of its issuance if the weighted average trading price of the common stock exceeds \$1.00 per share for ten consecutive trading days. The Company also has the right, at its sole option, to convert all Series A Preferred Stock into common stock after the tenth anniversary from the date of issuance.
- **Dividend Rate:** The holders of Series A Preferred Stock shall be entitled to receive, when and as declared by the Board, yearly cumulative dividends from the surplus or net profits of the Company at an effective rate of 5% per annum, of the original Series A Preferred Stock purchase price of \$1.00 per share. The Series A dividend shall accrue ratably from the date of issuance of the Series A Preferred Stock through the entire period in which shares of Series A Preferred Stock are held and shall be payable to the holder of the Series A Preferred Stock on the conversion date of the Series A Preferred Stock or as may be declared by the Board, with proper adjustment for any dividend period which is less than a full year.
- **Preferential and Cumulative.** The Series A dividends shall be payable before any dividends will be paid upon, or set apart for, the common stock of the Company and will be cumulative, so that any dividends not paid or set apart for payment for the Series A Preferred Stock, will be fully paid and set apart for payment, before any dividends will be paid upon, or set apart for, the common stock of the Company.

**Goldrich Mining Company**  
**Notes to the Consolidated Financial Statements**

**8. STOCKHOLDERS' EQUITY, CONTINUED:**

- **Payment of Dividend:** If the Company shall have sufficient earnings to pay a dividend on the Series A Preferred Stock, upon declaration of any dividend by the Board in compliance with the Alaska Code and the Company's Articles of Incorporation and Bylaws, the holder of Series A Preferred Stock may elect to receive payment of Series A dividend on a dividend payment date in cash, or provisionally in gold. Payment of Series A dividends in gold shall be paid only if the Company is producing gold in sufficient quantities as of the dividend payment date to pay such in-kind dividend and shall be delivered in the form of gold produced from the Company's Chandalar property.

Conversion of outstanding shares of Series A Preferred stock would have resulted in dilution of 1,050,000 and 1,050,000 common shares for the years ended December 31, 2014 and 2013, respectively.

Series B Convertible Preferred Stock:

The Company has 200 shares of Series B Convertible Preferred Stock outstanding at December 31, 2014. These shares were issued from the designated 300 shares of Series B Preferred Stock, no par value, with the following rights and preferences:

- **Liquidation Preference:** Upon a liquidation event, an amount in cash equal to \$1,000 per share (adjusted appropriately for stock splits, stock dividends and the like), for a total of \$200,000 at December 31, 2014 shall be paid prior to liquidation payments to holders of Company securities junior to the Series B Preferred Stock. Holders of the Company's Series A Preferred Stock shall be paid in advance of holders of the Series B Preferred Stock on the occurrence of a Liquidation Event.
- **Voting:** Each holder of Series B Preferred Stock shall be entitled to vote on all matters upon which holders of common stock would be entitled to vote and shall be entitled to that number of votes equal to the number of whole shares of common stock into which such holder's shares of Series B Preferred Stock could be converted. Holders of Series B Preferred Stock vote as a single class with the common shares on an as-if-converted basis. No holder of Series B Preferred Stock is entitled to pre-emptive voting rights.
- **Conversion:** Shares of Series B Preferred Stock may, at the option of the holder, be converted at any time into a number of fully-paid and non-assessable shares of common stock as is equal to the product obtained by multiplying the Series B shares by \$1,000, then dividing by the Series B conversion price of \$0.07 per common share. The Series B conversion price is subject to adjustment in accordance with the provisions of the statement of designation.
- **Dividend Rate:** The holders of Series B Preferred Stock shall not be entitled to receive dividends.

Conversion of outstanding shares of Series B Preferred stock would result in dilution of 2,857,142 and nil common shares for the years ended December 31, 2014 and 2013, respectively.

**Goldrich Mining Company**  
**Notes to the Consolidated Financial Statements**

**8. STOCKHOLDERS' EQUITY, CONTINUED:**

**Warrants:**

The following is a summary of warrants for December 31, 2014:

	Shares	Exercise Price (\$)	Expiration Date
<b>Class E Warrants: (Issued for Notes payable in gold)</b>			
Outstanding and exercisable at January 1, 2013	300,018	0.65	March 31, 2014 <sup>(1)</sup>
Outstanding and exercisable at December 31, 2013	300,018		
Warrants expired	(300,018)		
Outstanding and exercisable at December 31, 2014	0		
<b>Class F Warrants: (Issued for Private Placement)</b>			
Outstanding and exercisable at January 1, 2013	659,663	0.55	March 31, 2014 <sup>(1)</sup>
Outstanding and exercisable at December 31, 2013	659,663		
Warrants expired	(659,663)		
Outstanding and exercisable at December 31, 2014	0		
<b>Class F-2 Warrants: (Issued for Commissions)</b>			
Outstanding and exercisable at January 1, 2013	599,772	0.20	March 31, 2014 <sup>(1)</sup>
Outstanding and exercisable at December 31, 2013	599,772		
Warrants expired	(599,772)		
Outstanding and exercisable at December 31, 2014	0		
<b>Class G Warrants: (Issued for Private Placement)</b>			
Outstanding and exercisable at January 1, 2013	4,169,850	0.36	March 31, 2014 <sup>(1)</sup>
Outstanding and exercisable at December 31, 2013	4,169,850		
Warrants expired	(4,169,850)		
Outstanding and exercisable at December 31, 2014	0		
<b>Class H Warrants: (Issued for Private Placement)</b>			
Outstanding and exercisable at January 1, 2013	5,125,936	0.30	May 31, 2016
Outstanding and exercisable at December 31, 2013	5,125,936		
Outstanding and exercisable at December 31, 2014	5,125,936		
<b>Class I Warrants: (Issued for Private Placement)</b>			
Outstanding and exercisable at January 1, 2013	13,906,413	0.40	May 31, 2016
Outstanding and exercisable at December 31, 2013	13,906,413		
Outstanding and exercisable at December 31, 2014	13,906,413		
<b>Class J Warrants: (Issued for Private Placement)</b>			
Outstanding and exercisable at January 1, 2013	8,780,478	0.30	July 29, 2016
Outstanding and exercisable at December 31, 2013	8,780,478		
Outstanding and exercisable at December 31, 2014	8,780,478		
<b>Class K Warrants: (Issued for Notes payable in gold)</b>			
Warrants issued March 29, 2013	307,500	0.40	March 29, 2015
Outstanding and exercisable at December 31, 2013	307,500		
Outstanding and exercisable at December 31, 2014	307,500		
<b>Class L Warrants: (Issued for Private Placement of Preferred Stock)</b>			
Warrants issued January 23, 2014	2,857,142	0.10	January 23, 2019
Outstanding and exercisable at December 31, 2014	2,857,142		
<b>Class M Warrants: (Issued for Note Payable)</b>			
Warrants issued January 29, 2014	1,735,000	0.15	January 29, 2019
Outstanding and exercisable at December 31, 2014	1,735,000		
<b>Class N Warrants: (Issued for Private Placement)</b>			
Warrants issued June 6, 2014	7,104,317	0.11	June 6, 2019
Warrants issued June 30, 2014	4,350,180	0.11	June 30, 2019
Warrants issued July 18, 2014	2,408,545	0.11	July 18, 2019
Outstanding and exercisable at December 31, 2014	13,863,042		
<b>Class N-2 Warrants: (Issued for Finders Fees)</b>			
Warrants issued July 18, 2014	2,701,386	.055	July 18, 2019
Outstanding and exercisable at December 31, 2014	2,701,386		
Weighted average exercise of warrants outstanding and weighted average exercise price at December 31, 2014	49,276,897	0.25	

(1) On March 21, 2012, the expiration dates of warrants set to expire in 2012 were extended for one year beyond their original expiration dates. In February 2013, the expiration dates of the Class E, F, F-2 and G warrants were extended to March 31, 2014.

**Goldrich Mining Company**  
**Notes to the Consolidated Financial Statements**

**8. STOCKHOLDERS' EQUITY, CONTINUED:**

**Stock Options and Stock-Based Compensation:**

Under the Company's 2008 Equity Incentive Plan, as amended by shareholder vote on November 27, 2013 (the "Plan"), options to purchase shares of common stock may be granted to key employees, contract management and directors of the Company. The Plan permits the granting of nonqualified stock options, incentive stock options and shares of common stock. Upon exercise of options, shares of common stock are issued from the Company's treasury stock or, if insufficient treasury shares are available, from authorized but unissued shares. Options are granted at a price equal to the closing price of the common stock on the date of grant. The stock options are generally exercisable immediately upon grant and for a period of 10 years. In the event of cessation of the holder's relationship with the Company, the holder's exercise period terminates 90 days following such cessation. The Plan authorizes the issuance of up to 9,550,672 shares of common stock, subject to adjustment for certain events, such as a stock split or other dilutive events. As of December 31, 2014, there were a total of 1,775,672 shares available for grant in the Plan, 4,275,000 shares issued or exercised, and 3,500,000 options outstanding.

For the years ended December 31, 2014 and 2013, the fair value of stock options was estimated at the date of grant using the Black-Scholes option pricing model, which requires the use of highly subjective assumptions, including the expected volatility of the stock price, which may be difficult to estimate for small reporting companies traded on micro-cap stock exchanges. The fair value of each option grant was estimated on the grant date using the following weighted average assumptions:

	<b>2014</b>	<b>2013</b>
Risk-free interest rate	2.17%	1.75%
Expected dividend yield	--	--
Expected term (in years)	10	10
Expected volatility	143%	142.4% - 155.8%

The risk-free interest rate is based on the U.S. Treasury yield curve at the time of the grant. The expected term of stock options granted is from the date of the grant. The expected volatility is based on historical volatility. The Company has evaluated previous low occurrences of option forfeitures and believes that current holders of the option will hold them to maturity as has been experience historically; therefore, no variable for forfeiture was used in the calculation of fair value.

During the year ended December 31, 2013, the Company issued 25,000 options to an employee and a total of 150,000 options to three directors. The fair value of these options was determined using a Black Scholes model, resulting in a fair value of \$2,700 and \$9,700, respectively. The Company also issued 150,000 common shares to the three directors. These shares were issued at the grant date market price of \$0.06 per share, resulting in directors' fees expense of \$9,000.

In 2009, the Company issued 750,000 options to the President and CEO for a term of five-years. On February 20, 2013, the board voted to cancel the options and issue new options at the same exercise price of \$0.405 to effectively extend to a total of 10-years with the same exercise price. This resulted in an additional fair value of \$37,575 for these options.

During the year ended December 31, 2014, the Company issued 450,000 options to directors. The fair value of these options was determined using a Black Scholes model, resulting in a fair value of \$22,050. The Company also issued 2,700,000 common shares to officers, directors, and employees. These shares were issued at the grant date market price of \$0.045 per share, resulting in share based compensation expense of \$121,025.



**Goldrich Mining Company**  
**Notes to the Consolidated Financial Statements**

**8. STOCKHOLDERS' EQUITY, CONTINUED:**

A summary of stock option transactions for the years ended December 31, 2014 and 2013 are as follows:

	Shares	Weighted-Average Exercise Price (per share)	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Options outstanding at December 31, 2012	3,570,000	0.28	4.41	\$0
Granted	175,000	0.15		
Forfeited	(430,000)	0.21		
Options outstanding at December 31, 2013	3,315,000	\$ 0.28	4.41	\$0
Granted	450,000	0.05		\$0
Forfeited	(265,000)	0.23		
Options outstanding and exercisable at December 31, 2014	3,500,000	\$ 0.26	4.71	\$0
Options available for future grants	<u>1,775,672</u>			

The weighted average grant-date fair value of stock options granted during the years ended December 31, 2014 and 2013 was \$0.05 and \$0.15 per share, respectively. There were no options exercised during 2014 and 2013.

For the year ended December 31, 2014 and 2013, the Company recognized total share-based compensation for employees and consulting directors of \$143,075 and \$58,975, respectively.

**9. ASSET RETIREMENT OBLIGATION**

Remediation, reclamation and mine closure costs are based principally on legal and regulatory requirements. Management estimates costs associated with reclamation of mining properties as well as remediation costs for inactive properties. The Company uses assumptions about future costs, capital costs and reclamation costs. Such assumptions are based on the Company's current mining plan and the best available information for making such estimates. In calculating the present value of the asset retirement obligation the Company used a credit-adjusted risk free interest rate of 4% and a projected mine life of 20 years. On an ongoing basis, management evaluates its estimates and assumptions; however, actual amounts could differ from those based on such estimates and assumptions. Changes to the Company's asset retirement obligation on its Chandalar property are as follows:

	December 31, 2014	December 31, 2013
Asset Retirement Obligation – beginning balance	\$ 285,850	\$ 274,854
Incurred	-	-
Accretion	11,432	10,996
Asset Retirement Obligation - ending balance (long term)	<u>297,282</u>	<u>285,850</u>

**10. REMEDIATION**

In prior years, the Company accrued \$50,000 for remediation of a historic mill site. In 2013, the Company accrued an additional \$300,000 for the cost of remediation of a mine road and associated disturbance which must be completed by October 2015. In 2014, the Company received a quote from an independent third party to perform the remediation work and accrued an additional \$578,000 to cover the anticipated costs of this remediation. The cost of this remediation is in addition to the long term asset retirement obligation calculated in previous years and is classified as a current liability.

The accrual of \$928,000 and \$350,000 respectively at December 31, 2014 and 2013 is for anticipated costs to remediate a road and associated disturbance and contamination caused by activities of a previous operator next to an inactive mill site, neither of which was included in the Asset Retirement Obligation computation.

**Goldrich Mining Company**  
**Notes to the Consolidated Financial Statements**

**11. INCOME TAXES**

The Company did not recognize a tax provision for the years ended December 31, 2014 and 2013.

Following are the components of deferred tax assets and allowances at December 31, 2014 and 2013:

	<b>2014</b>	<b>2013</b>
Deferred tax assets arising from:		
Capitalized exploration and development costs	\$ 198,000	\$ 284,000
Unrecovered promotional and exploratory costs	161,000	161,000
Non-deductible accrued remediation costs	422,000	169,000
Non-deductible share based compensation	399,000	357,000
Net operating loss carryforwards	10,201,000	9,592,000
Total deferred tax assets	11,381,000	10,563,000
Less valuation allowance	(11,381,000)	(10,563,000)
<b>Net deferred tax assets</b>	<b>\$ -</b>	<b>\$ -</b>

Management has determined that it is more likely than not that the Company will not realize the benefit of its deferred tax assets. Therefore a valuation allowance equal to 100% of deferred tax asset has been recognized. The deferred tax assets were calculated based on an effective tax rate of 43%.

At December 31, 2014 and 2013, the Company had both federal and state tax-basis net operating loss carryforwards totaling \$23.7 million and \$23.7 million for each year respectively, which will expire in various amounts from 2019 through 2034.

	<b>2014</b>		<b>2013</b>	
Federal income tax benefit based on statutory rate	\$ (664,000)	34.0%	\$ (660,000)	34.0%
State income tax benefit net of federal taxes	(176,000)	9.0%	(174,000)	9.0%
Nondeductible meals and entertainment	2,000	(0.1)%	2,000	(0.1)%
Nondeductible expense for options to employees	20,000	(1.0)%	18,000	(1.0)%
Increase in valuation allowance	818,000	(41.9)%	814,000	(41.9)%
<b>Total taxes on income (loss)</b>	<b>\$ -</b>	<b>-%</b>	<b>\$ -</b>	<b>-%</b>

The Company has no unrecognized tax benefits as of December 31, 2014 or 2013. Management has reviewed the Company's tax positions and believes that it is more likely than not all positions would be sustained in an audit. The Company has not provided for any interest or penalties associated with any uncertain tax positions. If interest and penalties were to be assessed, the Company's policy is to deduct the amounts as interest expense and other expense. Currently tax years from 2012 through 2014 remain open for examination by tax authorities. Net operating losses prior to 2012 could be adjusted during an examination of open years.

**Goldrich Mining Company**  
**Notes to the Consolidated Financial Statements**

## **12. COMMITMENTS AND CONTINGENCIES**

The Company has 426.5 acres of patented claims and 22,432 acres of non-patented claims. We are subject to annual claims rental fees in order to maintain our non-patented claims. In addition to the annual claims rental fees due November 30 of each year, we are also required to meet annual labor requirements due November 30 of each year. The Company is able to carry forward costs for annual labor that exceed the required yearly totals for four years. Following are the annual claims and labor requirements for 2015 and 2016.

	November 30, 2015	November 30, 2016
Claims Rental	\$ 83,570	\$ 84,770
Annual Labor	61,100	61,100
Yearly Totals	<u>\$ 144,670</u>	<u>\$ 145,870</u>

The Company has a carryover to 2015 of approximately \$17.1 million to satisfy its annual labor requirements. This carryover expires in the years 2015 through 2020 if unneeded to satisfy requirements in those years.

## **13. SUBSEQUENT EVENTS**

Subsequent to year-end, the Company sold 5,000,000 million units (“Units”) at a price of \$0.05 per Unit for total aggregate proceeds of US\$250,000. Each Unit consists of one full common share of the Company and one full share purchase warrant (“Warrant”). Each Warrant entitles the holder to purchase one additional common share of the Company for a period of 60 months at a price of \$0.06 per share. The Warrants are subject to a right of accelerated expiry at the Company’s discretion when the closing price of its commons shares has exceeded \$0.22 per share for a period of 20 consecutive trading days.

Subsequent to year-end, the Company entered into an agreement with a third-party contractor to complete the remediation of the mine waste road built in 2010 at the open pit mining operations on Little Squaw Creek for \$878,000. A \$250,000 advance was paid to the contractor and an additional \$50,000 must be paid before work commences in July. The \$50,000 payment is secured by the Company’s equipment on site at Chandalar.

## TABLE OF CONTENTS

### **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

There have been no disagreements between the Company and its accountants regarding any matter or accounting principles or practice or financial statement disclosures.

### **ITEM 9A. CONTROLS AND PROCEDURES**

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

At the end of the period covered by this report, an evaluation was carried out under the supervision of, and with the participation of, the Company's management, including the President and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a – 15(e) and Rule 15d – 15(e) of the Exchange Act). Based on that evaluation, the President and Chief Financial Officer have concluded that as of the end of the period covered by this Annual Report, the Company's disclosure controls and procedures were effective in ensuring that information required to be disclosed by the Company in its reports that it files or submits to the SEC under the Exchange Act, is recorded, processed, summarized and reported within the time period specified in applicable rules and forms.

Our President and Chief Financial Officer have also determined that the disclosure controls and procedures are effective to ensure that material information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to our management, including the Company's President and Chief Financial Officer, to allow for accurate required disclosure to be made on a timely basis.

#### **Management's Report on Internal Control over Financial Reporting**

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The Company's internal control over financial reporting is a process designed under the supervision of its President and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external reporting in accordance with accounting principles generally accepted in the United States of America (GAAP). Internal control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;
2. provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financials states in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with the authorization of management and/or of our Board of Directors; and
3. provide reasonable assurance regarding the prevention or timely detection of any unauthorized acquisition, use, or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness in future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Management evaluates the effectiveness of the Company's internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in "Internal Control – Integrated Framework (2013)". Management, under the supervision and with the participation of the Company's President and Chief Financial Officer, assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2014 and concluded that it is effective.

[TABLE OF CONTENTS](#)

**Changes in internal controls over financial reporting**

During the quarter ended December 31, 2014, there have been no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

None.

## PART III

### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

#### Members of the Board of Directors and Executive Officers

Our directors hold office until the next annual meeting of the stockholders and the election and qualification of their successors. Officers are elected annually by the Board of Directors and serve at the direction of the Board of Directors. Each member of the Board of Directors was elected to membership on the Board on November 26, 2013. The Board of Directors held eleven meetings in 2014 and thirteen meetings in 2013.

James K. Duff resigned from the Board of Directors on February 12, 2013 in conjunction with his retirement. He served as Chairman of the Board until his retirement.

William Orchow served as Chairman of the Board in 2013 after Mr. Duff's retirement, with Ted R. Sharp serving as Secretary of the Corporation and thereby to the Board of Directors.

Richard R. Walters resigned from the Company as Vice President and Chief Operating Officer effective on January 1, 2011 in conjunction with his retirement. He retired from the Board on April 15, 2013, and remains available to management as a professional geologist on a consulting basis.

The following table and information that follows sets forth, as of December 31, 2014, the names, and positions of our directors and executive officers:

<b>Name</b>	<b>Age</b>	<b>Recent Business and Professional Experience</b>
David S. Atkinson	45	Mr. Atkinson became a Director of the Company on May 7, 2007. Mr. Atkinson spends about 15 hours a month on matters related to Goldrich. He is currently managing FG Investments, a Global Investment Advisor focused on commodities located in the Republic of Mauritius. In April 1999, he co-founded Forza Partners, L.P. and currently serves as portfolio manager. Forza Partners, L.P. is a hedge fund focused on the precious metals sector. In April 1997, he co-founded and, until December 1999, managed Tsunami Partners, LP, a fund located in Fort Worth, Texas. Mr. Atkinson has been an affiliate of the Market Technicians Association (MTA) since March 1994 and received MTA accreditation as a Chartered Market Technician (CMT) in July 2001. Mr. Atkinson received a B.A. in Economics from the University of Texas at Austin.
Charles C. Bigelow	83	Mr. Bigelow has been a director since June 30, 2003. Mr. Bigelow spends approximately 15 hours per month on matters related to Goldrich. He is an economic geologist with a degree in geology from Washington State University (1955). From 1972 to June 2005, he has served as the president of WGM Inc., a private consulting and project management firm of geologists operating in Alaska. During the previous five years, he was also a Director and the President and Chief Executive Officer of Ventures Resource Corporation, a public mineral exploration company listed on the Toronto Ventures Stock Exchange. Mr. Bigelow retired in June 2005 and remains retired.

**TABLE OF CONTENTS**

<b>Name</b>	<b>Age</b>	<b>Recent Business and Professional Experience</b>
Kenneth S. Eickerman	56	<p>Mr. Eickerman became a director on March 4, 2004. Mr. Eickerman spends approximately 12 hours per month on matters related to Goldrich. Mr. Eickerman received a B.A. degree in Business Administration from Washington State University and is a Certified Public Accountant. Mr. Eickerman has served as Controller for Revett Minerals Inc., a Canadian mining company trading on the Toronto Stock Exchange, from April 2004 to December 2008, when he became its Chief Financial Officer. From January of 2004 to April of 2004 he was the Chief Financial Officer for Sullivan Homes, Inc, a privately owned construction/reality company in Spokane, WA that builds custom homes and develops commercial properties. From May 2002 to January 2004, he served as Vice President and Controller of Mustang Line Contractors, Inc., a company that builds electric transmission lines. From April 1999 to April 2002, he was the Controller and Treasurer for Apollo Gold, Inc., a production stage Canadian company. Mr. Eickerman is Chairman of the Audit Committee and its designated Financial Expert.</p>
Garrick A. Mendham	54	<p>Mr. Mendham became a consulting director on August 12, 2013 and was appointed director on November 26, 2013. Mr. Mendham spends about 15 hours a month on matters related to Goldrich. Since May 2012 to the present, Mr. Mendham serves as Vice President of Operations and Project Development for RH Mining Resources, a Hong Kong based resources development company. From 2008 to 2012, he served as Director of Technical Services and General Manager of Technical Services for Regent Pacific Group in Hong Kong and Beijing, China, respectively. Regent Pacific is an investment holding company trading on the Hong Kong exchange. From 2006 to 2008, Mr. Mendham served as Manager of Technical Services for Rio Tinto Coal Australia, a subsidiary of Rio Tinto Group. From 2004 to 2006, he served as Manager of Mine Technical for Lihir Management Company in Papua, New Guinea. Prior to 2004, Mr. Mendham served in technical, corporate, planning and mining positions with Rio Tinto, BHP Billiton, Bond Corporation, and Queensland Nickel, including two years working in an Australian 20,000-ounces per year placer operation. Mr. Mendham brings over 30 years of mining experience in operations, technical work, and mining finance for both junior and large mining companies. Mr. Mendham is the Chairman of the Australasian Institute of Mining and Metallurgy Hong Kong branch. He received a Bachelor of Mine Engineering from the University of New South Wales, a Graduate Diploma in Finance from the Financial Services Institute of Australasia, and holds Mine Manager Certificates in Australia for both New South Wales and Western Australia.</p>

**TABLE OF CONTENTS**

<b>Name</b>	<b>Age</b>	<b>Recent Business and Professional Experience</b>
William Orchow	69	<p>Mr. Orchow became a director on July 20, 2004. Mr. Orchow spends approximately 10 hours per month on matters related to Goldrich. He has served as a director of Revett Minerals, Inc., a Canadian company trading on the Toronto Stock Exchange, from September 2003 to June 2009. He also served as President and Chief Executive Officer of Revett Minerals from September 2003 to October 2008. Prior to Revett, Mr. Orchow took time off, from January 2003 to August 2003. From November 1994 to December 2002, Mr. Orchow was President and Chief Executive Officer of Kennecott Minerals Company, where he was responsible for the operation and business development of all of Kennecott’s mineral mines with the exception of its Bingham Canyon mine. From June 1993 to October 1994, he was President and Chief Executive Officer of Kennecott Energy Company, the third largest producer of domestic coal in the United States, and prior to that was Vice President of Kennecott Utah Copper Corporation. Mr. Orchow has also held senior management and director positions with Kennecott Holdings Corporation, the parent corporation of the aforementioned Kennecott entities. He has also been a director and member of the executive committee of the Gold Institute, a director of the National Mining Association and a director of the National Coal Association. Mr. Orchow is currently a member of the board of trustees of Westminster College in Salt Lake City and also a member of the board of trustees and President of the Northwest Mining Association until December 31, 2011. He graduated from the College of Emporia in Emporia, Kansas with a B.S. in business.</p>
Michael G. Rasmussen	69	<p>Dr. Rasmussen became a consulting director on April 15, 2013 and was appointed director on November 26, 2013. Dr. Rasmussen spends about 15 hours a month on matters related to Goldrich. In February 2013 to present, he launched a private consultancy providing geologist services to mining companies, including Goldrich. From 2008 to 2013, Dr. Rasmussen served as the Vice President, Exploration and consulting geologist for Mines Management, Inc, a public company trading on the NYSE and TSX. From 2007 to 2008, he served as Vice President, Exploration for Aztec Metals Corp, and concurrently as consulting geologist for Endeavour Silver Corp, a Canadian public company trading on the NYSE and TSX, and Canarc Gold Corp, a Canadian public company trading on the FINRA OTCBB and TSX, From 2005 to 2007, Dr. Rasmussen served as Vice President, Exploration for Endeavour Silver Corporation and from 2004 to 2005 as Vice President, Exploration for International Wayside Gold Mines Ltd, a Canadian public company trading on the TSX. From 1990 to 2004, he held senior geologist roles at Echo Bay Mines and its parent Kinross Gold Corp, a public company trading on the NYSE and TSX,. Dr. Rasmussen earned a PhD in Economic Geology from the University of Washington and a Master’s Degree in Geological Sciences from Loma Linda University. Dr. Rasmussen is licensed as a Professional Geologist by the Washington State Board of Geologists and the American Institute of Professional Geologists. Dr. Rasmussen has evaluated precious metals prospects and conducted exploration extensively throughout Mexico, Peru, British Columbia, and the western United States, and is credited with the discovery of the Emanuel Creek epithermal gold deposit for Echo Bay Mines.</p>



TABLE OF CONTENTS

Name	Age	Recent Business and Professional Experience
William V. Schara	58	<p>On October 19, 2009, Mr. Schara was appointed by the Board of Directors as Chief Executive Officer of the Company. From March 14, 2007 to October 19, 2009, Mr. Schara served as Chairman of the Board. Mr. Schara is a Certified Public Accountant, and has a Bachelor of Science Degree in Accounting from Marquette University. Mr. Schara spends fulltime on matters related to Goldrich. He was also appointed to the Company’s Audit Committee on February 13, 2006 and relinquished that position concurrent with his appointment as Chief Executive Officer. From October 2007 to September 2009, Mr. Schara served as President, Chief Executive Officer and Director of Nevoro, Inc., a Canadian company trading on the Toronto Stock Exchange. Beginning December 2004 he was employed as a management consultant for, and then from July 2005 to November 2007 as the Chief Financial officer of Minera Andes Inc., a Canadian development stage mining company listed on the Toronto Ventures Exchange and the FINRA OTCBB exchange. He previously worked for Yamana Gold Inc. and its predecessor companies from July 1995 to September 2003, the last four years of which were in the capacity of Vice President of Finance and Chief Financial Officer. Yamana Gold Inc. is a production stage Canadian public company trading on the Toronto Stock Exchange, the NYSE Amex and the London Alternative Investment Market Exchange. Since September 2004, Mr. Schara has served as a director of Marifil Mines Limited, an exploration stage Canadian public company traded on the Canadian Ventures Exchange. Since October 2003, Mr. Schara has been the owner and operator of BudgetMap, a financial planning system retailer company. Mr. Schara has more than 27 years of experience in finance and accounting with extensive experience in business start-ups, international business, and managing small public companies and mining company joint ventures.</p>
Stephen M. Vincent	66	<p>Mr. Vincent became a consulting director on August 12, 2013 and was appointed director on November 26, 2013. Mr. Vincent spends about 15 hours a month on matters related to Goldrich. Mr. Vincent has over 30 years of experience as a finance specialist. From February 2013 to the present, Mr. Vincent is principal of SMV Enterprises, Inc, providing financing services to clients. From 2005 to 2013, he worked at Northland Securities, providing investment bank services and developing a junior mining investment banking practice. From 1992 to 2004, Mr. Vincent worked at Allison Williams Company, providing structures and securitized financings including leasing and corporate debt. Prior to 1992, he held a range of positions with various companies including Moore Juran and Co., Miller and Schroeder Financial, and Piper Jaffray. His roles have included metals distribution, debt instrument structuring, and private equity financing. Mr. Vincent raised capital for companies developing the copper-nickel mining district of northeastern Minnesota. Mr. Vincent completed strategic equity investments for Duluth Metals Ltd., Franconia Minerals and Encampment Minerals. While at Northland Securities, Mr. Vincent completed a private placement financing for Goldrich in 2010. Mr. Vincent received a Bachelor’s degree in History from Boston College and attended the William Mitchell School of Law.</p>

## TABLE OF CONTENTS

<b>Name</b>	<b>Age</b>	<b>Recent Business and Professional Experience</b>
Ted R. Sharp	58	Mr. Sharp was appointed as our Chief Financial Officer, Secretary, and Treasurer effective March 2006. We have entered into a management consulting contract with Mr. Sharp, engaging him and his firm on a part-time basis. Mr. Sharp spends approximately 40% of his business hours each month on matters related to Goldrich. Mr. Sharp is a Certified Public Accountant, and has Bachelor of Business Administration Degree in Accounting from Boise State University. Since 2003, he has been President of Sharp Executive Associates, Inc., a privately-held accounting firm providing Chief Financial Officer services to clients. Concurrent with his position with Goldrich, from July 2012 through the present, Mr. Sharp is a principal and serves part-time as Chief Executive and Financial Officer of US Calcium LLC, a privately-held natural resource company. In the past, concurrent with his position with Goldrich, from May 2011 through January 2012, Mr. Sharp served part-time as Chief Financial Officer of Gryphon Gold Corporation, a natural resource company trading on the FINRA OTCBB, and from September 2008 through November 2010, Mr. Sharp served part-time as Chief Executive Officer, President and Chief Financial Officer of Texada Ventures, Inc, a natural resource exploration company trading on the FINRA OTCBB. Also concurrent with his position with Goldrich, from November of 2006 to June 2009, Mr. Sharp served part-time as Chief Financial Officer of Commodore Applied Technologies, Inc., an environmental solutions company trading on the FINRA OTCBB. Prior to 2003, he worked for 14 years in positions of Chief Financial Officer, Managing Director of European Operations and Corporate Controller for Key Technology, Inc., a publicly-traded manufacturer of capital goods. Mr. Sharp has more than 30 years of experience in treasury management, internal financial controls, SEC reporting and Corporate Governance.

### **Arrangements Between Directors and Officers**

To our knowledge, there is no arrangement or understanding between any of our officers and any other person pursuant to which the officer was selected to serve as an officer.

### **Family Relationships**

There are no family relationships between, or among any of our directors or executive officers.

### **Other Directorships**

Except as listed below, no directors of the Company are also directors of issuers with a class of securities registered under Section 12 of the United States Securities Exchange Act of 1934, as amended (the "Exchange Act") (or which otherwise are required to file periodic reports under the Exchange Act).

William V. Schara serves as director of Marifil Mines Limited, an exploration stage Canadian public company traded on the Canadian Ventures Exchange.

### **Code of Ethics**

The Board of Directors considers and implements our business and governance policies.

## **TABLE OF CONTENTS**

On November 7, 2005, our Board of Directors adopted a Code of Business Conduct and Ethics for directors, officers and executive officers of Goldrich Mining Company and its subsidiaries and affiliates. All our directors and employees have been provided with a copy of the Code, and it is posted on our website at [www.goldrichmining.com](http://www.goldrichmining.com). The document is intended to provide guidance for all directors and employees (including officers) and other persons who may be considered associates of the company to deal ethically in all aspects of its business and to comply fully with all laws, regulations, and company policies. If we make any amendments to this Code other than technical, administrative or other non-substantive amendments, or grant any waivers, including implicit waivers, from a provision of the Code to our chief executive officer, or chief financial officer, we will disclose the nature of the amendment or waiver, its effective date and to whom it applies on our website. A copy of the Code will be sent without charge to anyone requesting a copy by contacting us at our principal office.

The Code is in addition to other detailed policies relevant to business ethics that we may adopt from time to time.

### **Committees of the Board of Directors**

The Board of Directors has an Audit Committee, a Compensation Committee, a Corporate Governance and Nominating Committee, a Technical Committee, an Operating Committee, and a Financing Committee.

#### **Audit Committee**

The Corporation has a separately designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The members of the Audit Committee during 2014 were Mr. Eickerman, Mr. Orchow, and Mr. Vincent. Mr. Eickerman is the Chairman of the Committee. Each of the Directors is considered “independent” as defined under Rule 5605(c)(2) of the NASDAQ listing rules and under Rule 10A-3 of the Exchange Act. The Committee operates under a formal written charter approved by the Committee and adopted by the Board of Directors. The Audit Committee held four meetings during 2014 and four meetings in 2013. The responsibilities of the Audit Committee include monitoring compliance with Company policies and applicable laws and regulations, making recommendations to the full Board of Directors concerning the adequacy and accuracy of internal systems and controls, the appointment of auditors and the acceptance of audits, and monitoring management's efforts to correct any deficiencies discovered in an audit or supervisory examination.

#### **Compensation Committee**

During 2014, Mr. Eickerman, Mr. Vincent, and Mr. Orchow were members of the Compensation Committee; this Committee does not have a charter. Mr. Vincent is the Chairman of the Committee. This Committee receives and considers recommendations from the Chief Executive Officer for compensation for consultants, management and the Directors. Compensation matters regarding Mr. Schara and Mr. Sharp are recommended to the Board of Directors for their consideration. The Committee also is responsible for the administration of all awards made by the Board of Directors pursuant to the Restated 2008 Equity Incentive Plan (the “Plan”). The Compensation Committee makes recommendations to the Board of Directors regarding administration of the Plan. The Board of Directors, however, administers the Plan. The Company does not use compensation consultants. This Committee held one meeting in 2013 and none in 2014.

#### **Corporate Governance and Nominating Committee**

The Corporate Governance and Nominating Committee is composed of Mr. Orchow, Mr. Atkinson, and Mr. Schara. Mr. Orchow is the Chairman of this Committee. This Committee adopted a Charter at a meeting held May 7, 2007. The Charter does not include a policy with regard to consideration of director candidates recommended by shareholders. The Committee believes that it is in a better position than the average shareholder to locate and select qualified candidates for the Board of Directors, as the Company is a small gold exploration company that requires its directors to have knowledge regarding the risks and opportunities in the gold mining industry. The Committee did not hold any meetings in 2014 and held one meeting in 2013.

## TABLE OF CONTENTS

### **Financial Expert**

Kenneth S. Eickerman is Chairman of the Audit Committee and its designated Financial Expert as set forth in Item 401 of Regulation S-K, as promulgated by the SEC. Mr. Eickerman is independent as defined under Rule 5605(c)(2) of NASDAQ listing rules and under Rule 10A-3 of the Exchange Act.

### **Recommendations to the Board of Directors**

There have been no changes in the Company's procedures by which shareholders of the Company may recommend nominees to the Company's Board of Directors.

### **Legal Proceedings, Cease Trade Orders and Bankruptcy**

As of the date of this Annual Report, no director or executive officer of our Company and no shareholder holding more than 5% of any class of our voting securities, or any associate of any such director, officer or shareholder is a party adverse to us or any of our subsidiaries or has an interest adverse to us or any of our subsidiaries.

During the past ten years, no director, director nominee or executive of Goldrich has:

- (a) filed or has had filed against such person, a petition under the U.S. federal bankruptcy laws or any state insolvency law, nor has a receiver, fiscal agent or similar officer been appointed by a court for the business or property of such person, or any partnership in which such person was a general partner, at or within two years before the time of filing, or any corporation or business association of which such person was an executive officer, at or within two years before such filings;
- (b) been convicted or pleaded guilty or *nolo contendere* in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offences);
- (c) been the subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting such person's activities in any type of business, securities, trading, commodity or banking activities;
- (d) been the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any U.S. federal or state authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any type of business, securities, trading, commodity or banking activities, or to be associated with persons engaged in any such activity;
- (e) been found by a court of competent jurisdiction in a civil action or by the U.S. Securities and Exchange Commission, or by the U.S. Commodity Futures Trading Commission to have violated a U.S. federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated;
- (f) been the subject of, or a party to, any U.S. federal or state judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:
  - (i) any U.S. federal or state securities or commodities law or regulation; or (ii) any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or (iii) any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

## TABLE OF CONTENTS

(g) been the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C.78c(a)(26)), any registered entity (as defined in Section 1(a)(29) of the U.S. *Commodity Exchange Act* (7 U.S.C.1(a)(29)), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's officers, directors, and persons who beneficially own more than 10% of the Company's common stock ("10% Stockholders"), to file reports of ownership and changes in ownership with the SEC. Such officers, directors, and 10% Stockholders are also required by SEC rules to furnish us with copies of all Section 16(a) forms that they file.

Based solely on our review of the copies of such forms received by us, or written representations from certain reporting persons, we believe that during fiscal year ended December 31, 2014, all filing requirements applicable to its officers, directors and greater than 10% beneficial owners were complied with.

## **ITEM 11. EXECUTIVE COMPENSATION**

### Executive Compensation Agreements and Summary of Executive Compensation

#### ***William V. Schara, Principal Executive Officer:***

We entered into an employment arrangement with William V. Schara on October 19, 2009 in conjunction with his appointment as our Chief Executive Officer. Mr. Schara is a Certified Public Accountant, and has a Bachelor of Science Degree in Accounting from Marquette University. His annual salary was fixed at \$180,000 and 750,000 options to purchase our common stock were issued to him, with 250,000 vesting immediately, 250,000 vesting on October 19, 2010 and 250,000 vesting on October 19, 2011. Mr. Schara has a three-year employment contract that is renewed and reviewed on an annual basis by the Board of Directors for appropriate changes in salary, benefits or other employment matters. Mr. Schara voluntarily elected to defer a portion of his salary until such time as the Company had sufficient cash to pay it and did not receive a salary until November 2010. At December 31, 2013 a total of \$115,000 of deferred salary was accrued and included in payable to related parties, all was paid during 2014. Additionally, Mr. Schara paid corporate expenses during 2012 totaling \$21,000 with his personal credit card, constituting interest-bearing loans to the Company which were paid during the year-ending December 31, 2013.

#### ***Ted R. Sharp, Principal Financial Officer:***

We entered into a written Independent Contractor Agreement, effective March 1, 2006, with Sharp Executive Associates, Inc. and the owner of that firm, Ted R. Sharp CPA, for Mr. Sharp to act as a Management Consultant to serve as Secretary, Treasurer and Chief Financial Officer and to provide through his extended staff and firm all services typical of an accounting department for a small company. Mr. Sharp is a Certified Public Accountant and his firm is an independent contractor, with business management and consulting interests with other companies that are independent of the consulting agreement he currently has in place with the Company. The term of the original Agreement was through December 31, 2006, and paid Mr. Sharp \$7,500 per month as consideration for the performance of services. On January 18, 2007, the Board of Directors extended Mr. Sharp's Agreement for one year and increased the fee to \$8,250 per month. On February 15, 2008, the Board of Directors extended Mr. Sharp's Agreement for one year, retroactive to January 1, 2008, and increased the fee to \$9,075 per month, with opportunity to review and modify the fee on a quarterly basis due to potential wide variability in the ongoing activities of the Company. On January 7, 2009, the Board of Directors extended Mr. Sharp's Agreement for one year, retroactive to January 1, 2009, removing the monthly fee and adding terms that would allow Mr. Sharp to bill the activities performed by members of his firm at hourly rates. This was done to recognize the expectation of reduced financial activities due to the limited cash resources of the Company and resulting reduced exploration activities. In February 2010, Mr. Sharp verbally agreed to continue to perform services for the Company under the terms of the 2009

[TABLE OF CONTENTS](#)

contract until we were successful in securing financing in 2010. In 2010, we hired an internal accountant to provide normal accounting functions for the Company and the use of Mr. Sharp's staff was eliminated. Fees paid to Mr. Sharp's firm subsequent to this date are for Mr. Sharp's services only. When the ability to pay under a renewed agreement is assured, the terms of the contract will be reviewed and renewed. Either party may terminate the Agreement upon 15 days written notice. Mr. Sharp also will be reimbursed for reasonable expenses previously approved by us. Mr. Sharp is not an employee and serves on a part time basis. At December 31, 2014, a total of \$4,969 has been accrued for fees due to Mr. Sharp for services performed in 2014.

**Executive Compensation and Related Information**

***Summary Compensation Table***

A summary of cash and other compensation paid in accordance with management consulting contracts for our Principal Executive Officer and the other named executives for the most recent two fiscal years is as follows:

**Summary Compensation Table**

Name <sup>(1)</sup> and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	All other Comp.	Total
(a)	(b)	(c)	(d)	(e)	(f)	(i)	(j)
William V. Schara <sup>(2)</sup>	2014	180,000	-	27,000	-	-	207,000
Principal Executive Officer	2013	180,000	-	-	-	-	180,000
Ted R. Sharp	2014	57,719	-	13,500	-	-	71,219
Principal Financial Officer	2013	43,519	-	-	-	-	43,519

- (1) No other executive or person earned more than \$100,000 for the year. Columns for certain forms of compensation have been omitted from the table because no compensation was paid for those forms of compensation during the period reported.
- (2) Beginning in October 2012, Mr. Schara elected to defer a portion of his salary until the Company is successful in securing financing sufficient to fund future operations. Of these totals, \$nil and \$115,000 was deferred and is included in related party deferred compensation in the Company's Balance Sheet for December 31, 2014 and 2013, respectively.

Material factors necessary to an understanding of the compensation in this table are set forth in the description of the compensation agreements. No performance targets or grants were modified or waived during the last fiscal year.

**Outstanding Equity Awards at Fiscal Year-end (2013)**

**Option Awards**

**Stock Awards**

Name	Number of Securities Underlying Unexercised Options <sup>(1)</sup> (#)	Number of Securities Underlying Unexercised Options (#)	Equity Incentive Plan Awards:		Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards:	
			Unexercised Options	Option Price					Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	
William V. Schara	750,000	0	0	\$0.405	Oct 19, 2019	0	0	0	0	
Principal Executive Officer	50,000	0	0	\$0.65	Mar 29, 2016	0	0	0	0	
Ted R. Sharp	50,000	0	0	\$0.40	Mar 1, 2016	0	0	0	0	
Principal Financial Officer										

## TABLE OF CONTENTS

### **Retirement, Resignation or Termination Plans**

With the exception of the following, we sponsor no plan, whether written or verbal, that would provide compensation or benefits of any type to an executive upon retirement, or any plan that would provide payment for retirement, resignation, or termination as a result of a change in control of our Company or as a result of a change in the responsibilities of an executive following a change in control of our Company.

The employment plan for Mr. Schara includes a two-year severance provision (or a three-year provision under a change in control), wherein the Company would be required to pay him a lump-sum severance equal of two years (or three years under a change of control) of his annual salary at termination due to reasons other than termination for cause.

### Director Compensation

The Directors receive \$500 for each board meeting and \$300 for each committee meeting. Any officer who is also a board member does not receive fees for service on the board.

Stock Awards and Option Awards were made under our Restated 2008 Equity Incentive Plan. The fair values were computed in accordance with ASC 718. The grant, vesting and forfeiture information and assumptions made in valuation may be found in Note 7 to our consolidated financial statements for the year ended December 31, 2013 included in this Annual Report on Form 10-K. Grants to officers and directors under the 2008 Equity Incentive Plan are made as partial compensation for services rendered as well as to retain qualified persons in those positions and provide incentive for involvement and performance. Aggregate awards outstanding at December 31, 2014 are included in the Beneficial Ownership table and notes below.

#### **Director Compensation (2014)**

Name	Fees Earned or Paid			Non-Equity	Non-Qualified	All Other	Total
	in Cash (\$) <sup>(1)</sup>	Stock Awards (\$) <sup>(2)</sup>	Option Awards (\$) <sup>(2)</sup>	Incentive Plan Compensation (\$)	Compensation Earnings (\$)	Compensation (\$)	
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
David S. Atkinson(3)	4,800	13,500	0	0	0	0	18,300
Charles G. Bigelow(4)	5,500	13,500	0	0	0	0	19,000
Kenneth S. Eickerman(5)	5,400	6,750	6,750	0	0	0	18,900
Garrick A. Mendham(7)	5,100	13,500	0	0	0	0	18,600
William Orchow(6)	7,300	13,500	0	0	0	0	20,800
Michael G. Rasmussen(8)	5,500	0	13,500	0	0	0	19,000
Stephen M. Vincent(9)	7,300	13,500	0	0	0	0	20,800

- (1) The Directors receive \$500 for each board meeting and \$300 for each committee meeting.
- (2) Stock Awards and Option Awards, when made, are made under our 2008 Equity Incentive Plan. The fair values were computed in accordance with ASC 718.
- (3) Mr. Atkinson holds no options to purchase shares of common stock.
- (4) Mr. Bigelow holds options to purchase a total of 300,000 shares of common stock, all of which are vested.
- (5) Mr. Eickerman holds options to purchase a total of 400,000 shares of common stock, all of which are vested.
- (6) Mr. Orchow holds options to purchase a total of 250,000 shares of common stock, all of which are vested.
- (7) Mr. Mendham holds options to purchase a total of 50,000 shares of common stock, all of which are vested.
- (8) Mr. Rasmussen holds options to purchase a total of 350,000 shares of common stock, all of which are vested.
- (9) Mr. Vincent holds options to purchase a total of 50,000 shares of common stock, all of which are vested.

[TABLE OF CONTENTS](#)

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The following table sets forth certain information regarding the beneficial ownership of shares of our common stock as of December 31, 2014 by:

- i. each director and nominee for director;
- ii. each of our executive officers named in the Summary Compensation Table under "Executive Compensation and Related Information" (the "Named Executive Officers");
- iii. all our executive officers and directors as a group, and, based on currently available Schedules 13D and 13G filed with the SEC, the beneficial owners of more than 5% of our common stock.

Title of Class	Name of Beneficial Owner	Address	Amount and Nature of Beneficial Ownership		Percent of Class (1)
<b>Directors and Named Executive Officers</b>					
Common Stock	David S. Atkinson, Director	3466 NW Bryce Canyon Lane Bend, OR 97701	9,700,786	(10)	7.64%
Common Stock	Charles G. Bigelow, Director	11562 Discovery Heights Ct Anchorage, AK 99515	933,182	(5)(16)	*
Common Stock	Kenneth S. Eickerman, Director	6717 S. Mayflower Rd. Spokane, WA 99224	668,181	(2)(6)(17)	*
Common Stock	Garrick A. Mendham, Director	PO Box 668 Kingsford, NSW 2032 Australia	1,239,824	(13)	*
Common Stock	William Orchow, Chairman, Director	67 P Street Salt Lake City, UT 84103	1,162,423	(6)	*
Common Stock	Michael G. Rasmussen, Director	17412 N. Meadowview Ln. Nine Mile Falls, WA 99026	577,273	(3)(4)(15)	*
Common Stock	William V. Schara, Chief Executive Officer, Director	3221 S. Rebecca Spokane, WA 99223	3,336,288	(9)	2.63%
Common Stock	Ted R. Sharp, Secretary, Treasurer and Chief Financial Officer	714 Whisperwood Ct. Nampa, ID 83686	1,128,682	(8)	*
Common Stock	Stephen M. Vincent, Director	255 Maple Hill Rd. Hopkins, MN 55343	831,856	(14)	*
Common Stock	All current executive officers and directors as a group		19,578,495	(7)	15.19%
<b>5% or greater shareholders</b>					
Common Stock	Forza Partners, L.P.	1574 NW Crossing Dr., Suite 205 Bend, OR 97708	8,126,953	(10)	6.39%
Common Stock	Nicholas Gallagher	5 Churchfields The K Club, Straffan Kildare, Ireland	14,505,947	(11)	10.85%
Common Stock	Regent Pacific Group Ltd	Suite 1001, Henley Building 5 Queen's Road Central Hong Kong	31,592,714	(12)	22.19%

\*Less than 1%.

- (1) This table is based upon information supplied by officers and directors. Unless otherwise indicated in the footnotes to this table and subject to community property laws where applicable, the Company believes that each of the stockholders named in this table has sole voting and investment power with respect to the shares indicated as beneficially owned. Applicable percentages are based on 126,082,809 shares outstanding on December 31, 2014, adjusted on a partially diluted basis for each shareholder as required by rules promulgated by the SEC.
- (2) Includes 150,000 shares of common stock acquirable upon exercise of vested options exercisable before December 19, 2024.
- (3) Includes 300,000 shares of common stock acquirable upon exercise of vested options exercisable before December 19, 2024.
- (4) Includes 50,000 shares of common stock acquirable upon exercise of vested options exercisable before July 7, 2023.
- (5) Includes 300,000 shares of common stock acquirable upon exercise of vested options exercisable before August 27, 2018.
- (6) Includes 250,000 shares of common stock acquirable upon exercise of vested options exercisable before August 27, 2018.
- (7) Includes shares of common stock acquirable upon exercise of vested options exercisable described in footnotes (4) through (6), (9), (10) and (13).
- (8) Includes 50,000 shares of common stock acquirable upon exercise of options exercisable before May 1, 2016, 80,000 shares of common stock acquirable upon exercise of Class H warrants and 80,000 shares of common stock acquirable upon exercise of Class I warrants. Both classes of warrants are exercisable before May 27, 2016. Also includes 68,500 shares of common stock acquirable upon exercise of Class N warrants before June 30, 2019.
- (9) Includes 50,000 shares of common stock acquirable upon exercise of vested options exercisable before March 29, 2016 and 750,000 vested shares of common stock acquirable upon exercise of vested options exercisable before October 19, 2019. Also includes 255,000 shares of common stock acquirable upon exercise of Class H warrants and 255,000 shares of common stock acquirable upon exercise of Class I warrants. Both classes of



## TABLE OF CONTENTS

warrants are exercisable before May 27, 2016. Also includes 181,818 shares of common stock acquirable upon exercise of Class N warrants before June 6, 2019.

- (10) Mr. Atkinson is general partner and holds positions as director and general manager of Forza Partners, L.P. and Forza Partners II, L.P., which combined are greater than 5% shareholders. Mr. Atkinson is the sole investment decision maker for Forza Partners, L.P. and Forza Partners II, L.P. The shares total includes 300,000 shares of common stock held personally by Mr. Atkinson, 5,873,999 held for the account of Forza Partners II, and 926,468 held for the account of Forza Partners L.P. Mr. Atkinson is also a director to the Company. Also includes 100,018 shares of common stock acquirable upon exercise of Class E warrants exercisable before March 31, 2014, 463,234 shares of common stock acquirable upon exercise of Class I warrants, 463,234 shares of common stock acquirable upon exercise of Class J warrants. The Class I and Class J warrants are exercisable before July 29, 2016. Because of Mr. Atkinson's position as director and as general manager of Forza Partners, L.P. and Forza Partners II, L.P., which combined are greater than 5% shareholders, the shares beneficially owned by Mr. Atkinson are listed twice in the table. Also includes 45,454 shares of common stock acquirable upon exercise of Class N warrants before June 30, 2019.
- (11) Includes 4,100,000 shares of common stock, held personally by Nicholas Gallagher and 2,791,663 shares of common stock, 900,000 shares of common stock acquirable upon conversion of 150,000 shares of Series A Preferred stock, 100,000 shares of common stock acquirable upon exercise of Class E warrants, which are exercisable before June 3, 2014, 500,000 shares of common stock acquirable upon exercise of Class I warrants, and 500,000 shares of common stock acquirable upon exercise of Class J warrants, all held for the account of NGB Nominees Limited. The Class I and Class J warrants are exercisable before July 29, 2016. All warrants, preferred stock and notes payable in gold are exercisable and convertible within 60 days of the date of this report.
- (12) Includes 15,281,427 shares of common stock, 2,702,023 shares of common stock acquirable upon exercise of Class H warrants, 8,155,643 shares of common stock acquirable upon exercise of Class I warrants and 5,453,621 shares of common stock acquirable upon exercise of Class J warrants. Class H warrants are exercisable before May 27, 2016. Class I and J warrants are exercisable before November 23, 2016.
- (13) Includes 50,000 shares of common stock acquirable upon exercise of options exercisable before August 12, 2023, 119,047 shares of common stock acquirable upon exercise of Class H warrants and 119,047 shares of common stock acquirable upon exercise of Class I warrants. Both classes of warrants are exercisable before April 8, 2016. Also includes 54,545 shares of common stock acquirable upon exercise of Class N warrants before July 18, 2019.
- (14) Includes 50,000 shares of common stock acquirable upon exercise of options exercisable before August 12, 2023, 48,714 shares of common stock acquirable upon exercise of Class H warrants, 84,428 shares of common stock acquirable upon exercise of Class I warrants and 25,714 shares of common stock acquirable upon exercise of Class J warrants. All warrants are exercisable before July 29, 2016. Also includes 71,000 shares of common stock acquirable upon exercise of Class N warrants before June 30, 2019.
- (15) Includes 50,000 shares of common stock acquirable upon exercise of options exercisable before July 7, 2023, 50,000 shares of common stock acquirable upon exercise of options exercisable before December 19, 2024, and 59,091 shares of common stock acquirable upon exercise of Class N warrants before June 6, 2019.
- (16) Includes 72,727 shares of common stock acquirable upon exercise of Class N warrants before June 30, 2019.
- (17) Includes 22,727 shares of common stock acquirable upon exercise of Class N warrants before June 30, 2019.

With the exception of the following, each class of warrants contains provisions that restrict exercise of the warrants if the holder's beneficial ownership would exceed 9.99% of the Company's common stock as a result of the exercise. Regent Pacific Group Ltd. has a waiver of this limitation.

We have no knowledge of any other arrangements, including any pledge by any person of our securities, the operation of which may at a subsequent date result in a change in control of our company.

We are not, to the best of our knowledge, directly or indirectly owned or controlled by another corporation or foreign government.

## **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

In October 2009, we employed one of our existing directors, Mr. Schara, to serve as our President and Chief Executive Officer. In connection with his employment the Company issued 750,000 options as described in Note 9 to our consolidated financial statements contained in Item 8 of this Annual Report. Subsequent to 2012, those options were canceled and reissued under the same terms, except the life of the new options is now 6 years and 8 months, effectively resulting in a total option life of 10 years, similar to the lives of options granted to other officers and directors. In 2012, similar to 2010, the Chief Executive Officer elected to defer a portion of his salary until we are successful in securing financing sufficient to fund future operations. At December 31, 2013 a total of \$115,000 of deferred salary had been accrued and included in payable to related parties, which was paid during the year-ended December 31, 2014. Additionally, Mr. Schara paid corporate expenses during 2012 totaling \$21,000 with his personal credit card, constituting interest-bearing loans to the Company, which was paid during the year-ended December 31, 2013.

At December 31, 2014, \$4,969 has been accrued for fees due to Mr. Sharp, the Company's Chief Financial Officer for services performed in 2014.

A total of \$68,690 has been accrued for directors and related party consultants, of which \$21,490 was accrued during the year ended December 31, 2014.

## TABLE OF CONTENTS

### **Director Independence**

Our Board of Directors has analyzed the independence of each director and nominee and has determined that the members of our Board of Directors listed below are independent as that term is defined under Rule 5605(a)(2) of the NASD listing rules. Each director is free of relationships that would interfere with the individual exercise of independent judgment. Based on these standards, the Board determined that each of the following non-employee directors, including nominated and continuing directors, is independent and has no relationship with us, except as a director and shareholder:

- Charles G. Bigelow
- Kenneth S. Eickerman
- William Orchow
- Michael G. Rasmussen
- Stephen M. Vincent
- Garrick A. Mendham

### **ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The Board of Directors selected DeCoria, Maichel & Teague, P.S., 7307 N. Division, Suite 222, Spokane, WA 99208 as the independent registered public accounting firm to examine the consolidated financial statements of the Company and its subsidiary for the fiscal year ending December 31, 2014. DeCoria, Maichel & Teague, P.S. have audited the financial statements of the Company since the fiscal year ended December 31, 2003.

The following table summarizes the fees that DeCoria, Maichel and Teague, P.S. charged the Company for the listed services during 2014 and 2013:

Type of fee:	2014	2013	Description
Audit fees:	\$40,290	\$42,951	Services in connection with the audit of the annual financial statements and the review of the financial statements included in our reports on Forms 10-Q and 10-K.
Audit related fees:	-0-	-0-	For assurance and related services that were reasonably related to the performance of the audit or review of financial statements and not reported under "Audit Fees".
Tax fees:	-0-	-0-	
All other fees	475	2,675	
Total	<u>\$40,765</u>	<u>\$45,626</u>	

All of the services described above were approved by the Audit Committee.

The Audit Committee is responsible for appointing, setting compensation for and overseeing the work of the independent registered public accounting firm. The Audit Committee requires its pre-approval of all audit and permissible non-audit services provided by the independent registered public accounting firm. The Audit Committee considers whether such services are consistent with the rules of the SEC on auditor independence.

## PART IV

### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

Other than contracts made in the ordinary course of business, the following are the material contracts that we have entered into within the two years preceding the date of this Form 10-K:

(a) Exhibits

Exhibit Number	Description
3.1	Amended and Restated Articles of Incorporation, incorporated by reference to Appendix C of the Company's Definitive Proxy Statement on Schedule 14A (001-06412), as filed on October 23, 2010
3.2 <sup>(1)</sup>	Amended Bylaws incorporated by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K (001-06412), as filed on April 15, 2014
4.1	Statement of Designation of Shares of Series A Preferred Stock, dated November 30, 2008, incorporated by reference to exhibit 4.1 to Form S-1/A (333-140899), as filed January 6, 2009
4.2	Form of Class F Warrant, incorporated by reference to exhibit 10.4 to Form 8-K (001-06412), as filed April 1, 2010
4.3	Form of Class F-2 Warrant, incorporated by reference to exhibit 10.44 to Form S-1 (333-171550), as filed January 4, 2011
4.4	Form of Class G Warrant incorporated, by reference to exhibit b to exhibit 10.1 to Form 8-K (001-06412), as filed December 29, 2010
4.5	Form of Class H Warrant, incorporated by reference to exhibit b to exhibit 10.1 to Form 8-K (001-06412), as filed December 29, 2010
4.6	Form of Class H Warrant, incorporated by reference to exhibit 4.6 to Form S-1/A (333-171550), as filed June 3, 2011
4.7	Form of Class I Warrant, incorporated by reference to exhibit 4.7 to Form S-1/A (333-171550), as filed June 3, 2011
4.8	Form of Class J Warrant, incorporated by reference to exhibit 4.8 to Form S-1/A (333-171550), as filed September 8, 2011
4.9	Form of Class K Warrant issued with Notes payable in gold dated March 13, 2013
4.10	Statement of Designation of Shares of Series B Preferred Stock, incorporated by reference to exhibit 3.1 the Current Report on Form 8-K, as filed January 27, 2014
4.11	Form of Class L Warrant, incorporated by reference to exhibit 4.1 to the Current Report on Form 8-K, as filed January 27, 2014
4.12	Form of Class M Warrant
10.1	Goldrich Mining Company 2008 Equity Incentive Plan, incorporated by reference to Appendix B to Form DEF 14A (001-06412), as filed April 16, 2008
10.2	Independent Contractor Agreement, dated as of January 1, 2009, among Goldrich Mining Company, Ted Sharp, CPA and Sharp Executive Associates, Inc., incorporated by reference to exhibit 10.36 to Form 10-K (001-06412), as filed April 3, 2009
10.3	Oral agreement to extend Independent Contractor Agreement, dated February 10, 2010, among Goldrich Mining Company, Ted R. Sharp, CPA and Sharp Executive Associates, Inc., incorporated by reference to exhibit 10.38 to Form 10-K (001-06412), as filed April 6, 2010
10.4	Employment Agreement, dated as of December 20, 2010, between Goldrich Mining Company and William V. Schara, incorporated by reference to exhibit 10.46 to Form S-1 (333-171550), as filed January 4, 2011
10.5	Form of Alluvial Gold Forward Sales Contract Conversion Agreement, incorporated by reference to exhibit 10.1 to Form 8-K (001-06412), as filed February 8, 2011
10.6	Form of First Amendment to Alluvial Gold Forward Sales Contract, incorporated by reference to exhibit 10.2 to Form 8-K (001-06412), as filed February 8, 2011
10.7	Form of Fine Gold Forward Sales Contract Conversion Agreement - October 2010 Delivery, incorporated by reference to exhibit 10.3 to Form 8-K (001-06412), as filed February 8, 2011
10.8	Form of Fine Gold Forward Sales Contract Conversion Agreement - October 2011 Delivery, incorporated by reference to exhibit 10.4 to Form 8-K (001-06412), as filed February 8, 2011
10.9	Form of Binding Letter of Intent dated April 3, 2012, incorporated by reference to exhibit 99.1 to the Form 8-K (001-06412), as filed April 10, 2012
10.10	Definitive Operating Agreement dated April 2, 2012, incorporated by reference to exhibit 10.1 for the Form 8-K (001-06412), as filed May 10, 2012
10.11	Mining Claims and Lease Assignment Agreement dated April 2, 2012, incorporated by reference to exhibit 10.2 for the Form 8-K (001-06412), as filed May 10, 2012
10.12	Form of Alluvial Gold Forward Sales Contract for Notes payable in gold dated March 13, 2013
10.13	Form of Note Purchase Agreement by and between the Company and Gold Rich Asia Investment Limited dated effective January 24, 2014, incorporated by reference to Exhibit 10.13 to the Company's Annual Report on Form 10-K (001-06412), as filed on April 15, 2014
10.14	Form of Note by and between the Company and Gold Rich Asia Investment Limited, incorporated by reference to Exhibit 10.14 to the Company's Annual Report on Form 10-K (001-06412), as filed on April 15, 2014
10.15	Form of Finder's Agreement dated effective January 24, 2014, incorporated by reference to Exhibit 10.15 to the Company's Annual Report on Form 10-K (001-06412), as filed on April 15, 2014
10.16	Addendum to Note Purchase Agreement dated January 29, 2014, incorporated by reference to Exhibit 10.16 to the Company's Annual Report on Form 10-K (001-06412), as filed on April 15, 2014
10.17	Form of Guaranty dated January 24, 2014, incorporated by reference to Exhibit 10.17 to the Company's Annual Report on Form 10-K (001-06412), as filed on April 15, 2014
23.1 <sup>(1)</sup>	<a href="#">Consent of James C. Barker, a Certified Professional Geologist</a>
23.2 <sup>(1)</sup>	<a href="#">Consent of Robert B. Murray, a Certified Professional Geologist</a>
23.3 <sup>(1)</sup>	<a href="#">Consent of Jeffrey O. Keener, contract geologist, President of Metalogeny, Inc.</a>
23.4 <sup>(1)</sup>	<a href="#">Consent of Jeffrey O. Keener, contract geologist, owner of Norwand Enterprise</a>
31.1 <sup>(1)</sup>	<a href="#">Certification of the Chief Executive Officer pursuant to Rule 13a-14 of the Exchange Act</a>
31.2 <sup>(1)</sup>	<a href="#">Certification of the Chief Financial Officer pursuant to Rule 13a-14 of the Exchange Act</a>
32.1 <sup>(1)</sup>	<a href="#">Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
32.2 <sup>(1)</sup>	<a href="#">Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
95.1 <sup>(1)</sup>	<a href="#">Mine Safety Disclosure pursuant to Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act</a>
101.INS <sup>(1)</sup>	XBRL Instance Document
101.SCH <sup>(1)</sup>	XBRL Taxonomy Extension Schema Document
101.CAL <sup>(1)</sup>	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF <sup>(1)</sup>	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB <sup>(1)</sup>	XBRL Taxonomy Extension Label Linkbase Document
101.PRE <sup>(1)</sup>	XBRL Taxonomy Extension Presentation Linkbase Document

(1) Filed herewith.

[TABLE OF CONTENTS](#)

**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, we caused this report to be signed on our behalf by the undersigned thereunto duly authorized.

GOLDRICH MINING COMPANY

By: /s/ William V. Schara  
William V. Schara, Chief Executive Officer, Principal Executive Officer

Date: April 15, 2015

In accordance with Section 13 or 15(d) of the Exchange Act, we caused this report to be signed on our behalf by the undersigned thereunto duly authorized.

GOLDRICH MINING COMPANY

By: /s/ Ted R. Sharp  
Ted R. Sharp, Chief Financial Officer, Principal Accounting Officer

Date: April 15, 2015

In accordance with the Exchange Act, this report has been signed below by the following persons on our behalf and in the capacities and on the dates indicated.

Date: April 15, 2015 /s/ David S. Atkinson  
David S. Atkinson, Director

Date: April 15, 2015 /s/ Charles G. Bigelow  
Charles G. Bigelow, Director

Date: April 15, 2015 /s/ Kenneth S. Eickerman  
Kenneth S. Eickerman, Director

Date: April 15, 2015 /s/ Garrick A. Mendham  
Garrick A. Mendham, Director

Date: April 15, 2015 /s/ William Orchow  
William Orchow, Director

Date: April 15, 2015 /s/ Michael G. Rasmussen  
Michael G. Rasmussen, Director

Date: April 15, 2015 /s/ William V. Schara  
William V. Schara, Director and Chief Executive Officer

Date: April 15, 2015 /s/ Stephen M. Vincent  
Stephen M. Vincent, Director

Date: April 15, 2015 /s/ Ted R. Sharp  
Ted R. Sharp, Chief Financial Officer