

ATHENA SILVER CORP  
Form 10-Q  
November 08, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-Q**

**[ X ] QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended September 30, 2018**

**[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

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

**Commission file number: 000-51808**

**ATHENA SILVER CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

**900775276**

(State or other jurisdiction of incorporation or organization) (IRS Employer Identification Number)

**2010A Harbison Drive #312, Vacaville, CA**

**95687**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(707) 884-3766**

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes [ X ] No [ ]

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

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

Large accelerated filer [ ] Accelerated filer [ ] Non-accelerated filer [ ] Smaller Reporting Company [ X ]

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company [ X ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]

On November 8, 2018, there were 36,532,320 shares of the registrant’s common stock, \$.0001 par value, outstanding.



**PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****ATHENA SILVER CORPORATION****CONSOLIDATED BALANCE SHEETS**

|   | September<br>30, 2018<br>(unaudited) | December<br>31, 2017 |
|---|--------------------------------------|----------------------|
| <b>ASSETS</b>   |                                      |                      |
| Current Assets  |                                      |                      |
| Cash and cash equivalents   | \$ 608                               | \$ 664               |
| Prepaid expenses  | 2,500                                | –                    |
| Total current assets  | 3,108                                | 664                  |
| Mineral rights and properties - unproven, net of impairment of \$1,885,816  | 248,472                              | 227,647              |
| Total assets  | \$ 251,580                           | \$ 228,311           |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>   |                                      |                      |
| Current liabilities:  |                                      |                      |
| Accounts payable  | \$ 31,827                            | \$ 4,004             |
| Accrued liabilities - related parties   | 65,000                               | 64,500               |
| Accrued interest  | 11,873                               | 9,082                |
| Accrued interest - related parties  | 423,191                              | 349,508              |
| Advances payable - related party  | 30,100                               | 25,000               |
| Deed amendment liability - short-term portion   | 10,000                               | 10,000               |
| Derivative liabilities  | 31,270                               | 58,340               |
| Convertible note payable  | 51,270                               | 51,270               |
| Note payable - related party  | –                                    | 17,509               |
| Convertible credit facility - related party   | 2,032,120                            | 1,890,620            |
| Total current liabilities   | 2,686,651                            | 2,479,833            |
| Deed amendment liability  | 100,000                              | 110,000              |
| Total liabilities   | 2,786,651                            | 2,589,833            |
| Commitments and contingencies   |                                      |                      |
| Stockholders' equity (deficit):   |                                      |                      |
| Preferred stock, \$.0001 par value, 5,000,000 shares authorized, none outstanding                                 | –                                    | –                    |
| Common stock - \$.0001 par value; 100,000,000 shares authorized, 36,532,320 and 36,202,320 issued and outstanding | 3,653                                | 3,620                |
| Additional paid-in capital  | 6,618,495                            | 6,602,028            |
| Accumulated deficit   | (9,157,219)                          | (8,967,170)          |
| Total stockholders' deficit   | (2,535,071)                          | (2,361,522)          |

|   |           |           |
|---|-----------|-----------|
| Total liabilities and stockholders' deficit | \$251,580 | \$228,311 |
|---|-----------|-----------|

*See accompanying notes to the unaudited consolidated financial statements.*

## ATHENA SILVER CORPORATION

## CONSOLIDATED STATEMENTS OF OPERATIONS

*(unaudited)*

|  | Three months ending<br>September 30, |            | Nine months ending<br>September 30, |              |
|--|--------------------------------------|------------|-------------------------------------|--------------|
|  | 2018                                 | 2017       | 2018                                | 2017         |
| Operating expenses:  |                                      |            |                                     |              |
| Exploration costs  | \$-                                  | \$-        | \$20,825                            | \$761        |
| General and administrative expenses                          | 39,257                               | 36,835     | 119,381                             | 110,161      |
| Total operating expenses                                     | 39,257                               | 36,835     | 140,206                             | 110,922      |
| Operating loss   | (39,257 )                            | (36,835 )  | (140,206 )                          | (110,922 )   |
| Other income (expense):                                      |                                      |            |                                     |              |
| Interest expense   | (26,420 )                            | (24,736 )  | (76,913 )                           | (71,764 )    |
| Change in fair value of derivative liabilities               | 7,630                                | 65,970     | 27,070                              | 37,410       |
| Total other income (expense)                                 | (18,790 )                            | 41,234     | (49,843 )                           | (34,354 )    |
| Net income (loss)  | \$(58,047 )                          | \$4,399    | \$(190,049 )                        | \$(145,276 ) |
| Basic and diluted net loss per common share                  |                                      |            |                                     |              |
| Basic and diluted net loss per common share                  | \$(0.00 )                            | \$0.00     | \$(0.01 )                           | \$(0.00 )    |
| Basic and diluted weighted-average common shares outstanding | 36,532,320                           | 36,202,320 | 36,369,133                          | 36,202,320   |

*See accompanying notes to the unaudited consolidated financial statements.*

## ATHENA SILVER CORPORATION

## CONSOLIDATED STATEMENTS OF CASH FLOWS

*(unaudited)*

|   | Nine Months Ended<br>September 30, |             |
|---|------------------------------------|-------------|
|   | 2018                               | 2017        |
| Cash flows from operating activities:                                       |                                    |             |
| Net loss  | \$(190,049)                        | \$(145,276) |
| Adjustments to reconcile net loss to net cash used in operating activities: |                                    |             |
| Change in fair value of derivative liabilities                              | (27,070 )                          | (37,410 )   |
| Changes in operating assets and liabilities:                                |                                    |             |
| Prepaid expenses  | (2,500 )                           | (2,500 )    |
| Accounts payable  | 27,823                             | 2,010       |
| Accrued interest - related parties  | 73,683                             | 67,679      |
| Accrued liabilities and other liabilities                                   | 19,791                             | 22,628      |
| Net cash used in operating activities                                       | (98,322 )                          | (92,869 )   |
| Cash flows from investing activities:                                       |                                    |             |
| Acquisition of mineral rights   | (20,825 )                          | (44,675 )   |
| Net cash used in investing activities                                       | (20,825 )                          | (44,675 )   |
| Cash flows from financing activities:                                       |                                    |             |
| Proceeds from advances from related parties                                 | 12,350                             | 4,700       |
| Payments on advances from related parties                                   | (7,250 )                           | (4,700 )    |
| Borrowings from credit facility and notes payable - related parties         | 141,500                            | 165,000     |
| Payment on deed amendment liability   | (10,000 )                          | (10,000 )   |
| Payments on note payable - related party                                    | (17,509 )                          | (16,492 )   |
| Net cash provided by financing activities                                   | 119,091                            | 138,508     |
| Net (decrease) increase in cash   | (56 )                              | 964         |
| Cash at beginning of period   | 664                                | 1,582       |
| Cash at end of period   | \$608                              | \$2,546     |
| Supplemental disclosure of cash flow information                            |                                    |             |
| Cash paid for interest  | \$440                              | \$1,458     |
| Cash paid for income taxes  | \$-                                | \$-         |
| Supplemental disclosure of non-cash financing activities                    |                                    |             |

|   |          |     |
|---|----------|-----|
| Conversion of accrued director fees to common stock | \$16,500 | \$- |
|---|----------|-----|

*See accompanying notes to the unaudited consolidated financial statements*



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

### Note 1 – Organization, Basis of Presentation, Liquidity and Going Concern

#### Nature of Operations

Athena Silver Corporation (“we,” “our,” “us,” or “Athena”) is engaged in the acquisition and exploration of mineral resources. We were incorporated in Delaware on December 23, 2003, and began our mining operations in 2010.

In December 2009, we formed and organized a new wholly-owned subsidiary, Athena Minerals, Inc. (“Athena Minerals”) which owns and operates our mining interests. Since its formation, we have acquired various properties and rights and are currently determining whether those rights and properties could sustain profitable mining operations. We have not presently determined whether our mineral properties contain mineral reserves that are economically recoverable.

Our primary focus going forward will be to continue our evaluation of our properties, and the possible acquisition of additional mineral rights and additional exploration, development and permitting activities. Our mineral lease payments, permitting applications and exploration and development efforts will require additional capital. Further information regarding our mining properties and rights are discussed below in Note 2 – Mineral Rights and Properties.

#### *Basis of Presentation*

We prepared these interim consolidated financial statements in accordance with accounting principles generally accepted in the United States (“GAAP”). The accompanying unaudited interim consolidated financial statements have been prepared in accordance with GAAP for interim financial information and in accordance with Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In our opinion, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and nine-month periods ended September 30, 2018 are not necessarily indicative of the results for the full year. While we believe that the disclosures presented herein are adequate and not misleading, these interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the footnotes thereto contained in our Annual Report on Form

10-K for the year ended December 31, 2017.

### ***Recent Accounting Pronouncement***

On July 13, 2017, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2017-11, Earnings Per Share (Topic 260), Distinguishing Liabilities from Equity (Topic 480), Derivatives and Hedging (Topic 815): I. Accounting for Certain Financial Instruments with Down Round Features and II. Replacement of the Indefinite Deferral for Mandatorily Redeemable Financial Instruments of Certain Nonpublic Entities and Certain Mandatorily Redeemable Non-controlling Interests with a Scope Exception. Part I applies to financial instruments such as warrants, convertible debt or convertible preferred stock that contain down round features. Part II replaces the indefinite deferral for certain mandatorily redeemable non-controlling interests and mandatorily redeemable financial instruments of nonpublic entities contained within Accounting Standards Codification (ASC) Topic 480 with a scope exception and does not impact the accounting for these mandatorily redeemable instruments. The pronouncement is effective for annual and interim periods beginning after December 15, 2018. The Company is currently evaluating the impact the adoption of this standard may have on its financial position and results from operations.

### ***Liquidity and Going Concern***

Our interim consolidated financial statements have been prepared on a going concern basis, which assumes that we will be able to meet our obligations and continue our operations during the next fiscal year. Asset realization values may be significantly different from carrying values as shown in our consolidated financial statements and do not give effect to adjustments that would be necessary to the carrying values of assets and liabilities should we be unable to continue as a going concern.

At September 30, 2018, we had not yet achieved profitable operations and we have accumulated losses of \$9,157,219 since our inception. We expect to incur further losses in the development of our business, all of which raise substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern depends on our ability to generate future profits and/or to obtain the necessary financing to meet our obligations arising from normal business operations when they come due. Effective June 30, 2018, we amended our credit agreement with Mr. John Gibbs, a related party, to increase the borrowing limit under the convertible credit facility to \$2,150,000. All other provisions, including the December 31, 2018 maturity date, remained unchanged.

We anticipate that additional funding will be in the form of additional loans from officers, directors or significant shareholders, or equity financing from the sale of our common stock. Currently, there are no arrangements in place for additional equity funding or new loans.

**Note 2 – Mineral Rights and Properties, net**

Our mineral rights and mineral properties consist of:

|   | September<br>30, 2018 | December<br>31, 2017 |
|---|-----------------------|----------------------|
| Mineral and other properties                  | \$ 185,290            | \$ 185,290           |
| Mineral rights - Langtry project              | 63,182                | 42,357               |
| Mineral rights and properties - unproven, net | \$ 248,472            | \$ 227,647           |

***Mineral and Other Properties***

On August 8, 2016, we purchased 33+/- acres of land (“Section 16 Property”) for \$28,582, net of \$18 of title fees, located in San Bernardino County, California. The property is located in the Calico Mining District in the SE ¼ of the SE ¼ of Section 16; T 10 North, R 1 East. The State of California patented this land to a private party in 1935 and reserved in favor of the State one-sixteenth of all coal, oil, gas and other mineral deposits contained in the land.

In 2014, we purchased 160 acres of land (“Castle Rock”), located in the eastern Calico Mining District, San Bernardino County, California. The parcel is the SE quarter of Section 25, Township 10 North, Range 1 East and is mostly surrounded by public lands. It was purchased for \$21,023 in a property tax auction conducted on behalf of the County. The eastern part of the Calico Mining District is best known for industrial minerals and is not known to have any precious metal deposits.

In 2012, we purchased 661 acres of land (“Section 13 Property”) in fee simple for \$135,685 cash, located in San Bernardino County, California, that was sold in a property tax auction conducted on behalf of the County. The parcel is all of Section 13 located in Township 7 North, Range 4 East, San Bernardino Base & Meridian.

The Section 13 property is near the Lava Beds Mining District and has evidence of historic mining. It is adjacent to both the Silver Cliffs and Silver Bell historic mines. The property is located in the same regional geologic area known as the Western Mojave Block that includes our flagship Langtry Project. The property is approximately 28 miles southeast of our Langtry Project.

### ***Mineral Rights***

In 2010, we entered into a 20 year Mining Lease with Option to Purchase (the “Langtry Lease” or the “Lease”) granting us the exclusive right to explore, develop and conduct mining operations on a group of 20 patented mining claims consisting of approximately 413 acres that comprise our Langtry Property. Effective November 28, 2012, December 19, 2013 and January 21, 2015, we executed Amendments No. 1, 2 and 3, respectively, to the Langtry Lease modifying certain terms.

Effective March 10, 2016, we executed and delivered a new Lease/Purchase Option (“Lease/Option”) covering our flagship Langtry Property located in the Calico Mining District, San Bernardino County, California. The Lease/Option also includes two unpatented mining claims in the Calico Mining District known as the Lilly #10 and Quad Deuce XIII (the “Langtry Unpatented Claims”), which we have previously owned and agreed to transfer to the Lessor subject to the Lease/Option. The new Lease/Option supersedes all prior agreements.

The following is a summary of the highlights of the new Lease/Option, which is qualified in its entirety by the provisions of the Lease/Option dated March 10, 2016:

The Lease/Option has a term of 20 years, and grants an exclusive right to explore, develop and purchase the Langtry property. Lease payments under the new agreement are a nominal \$1 per year, payable in advance. This amount was paid in March 2016. The lease requires us to also maintain the option to purchase in good standing as described below.

Option payments: in order to maintain the option to purchase, we are required to pay option payments (“Option Payments”) as follows: \$40,000 year 1; the greater of \$40,000 or the spot price of 2,500 ounces of silver in years 2 through 5; the greater of \$50,000 or the spot price of 2,500 ounces of silver in years 6 through 10; the greater of \$75,000 or the spot price of 3,750 ounces of silver in years 11 through 15; and the greater of \$100,000 or the spot price of 5,000 ounces of silver in years 16 through 20. 50% of all Option Payments are credited against the purchase price should the Company exercise the purchase option.

In March 2017 we made the required year 2 payment totaling \$44,675. In March 2018, we made the required year 3 payment totaling \$41,650. 50% of the payment, or \$20,825 was capitalized as mining rights as the amount is applicable to the option purchase price. The remaining \$20,825 was expensed as lease option costs and included in exploration costs. In all subsequent years, the option payment shall be due March 15.

Option Purchase Price: We have the option to purchase fee title to the Langtry Property for the full 20-year term of the Lease/Option. The purchase price is:

· Years 1 through 3 (3-15-2016 to 3-15-2019): \$5,000,000

· Years 4 through 5 (3-15-2019 to 3-15-2021): the greater of \$5,000,000 or the spot price of 250,000 troy ounces of silver, plus payment of the deferred rent of \$130,000;

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Years 6 through 10 (3-15-2021 to 3-15-26): the greater of \$7,500,000 or the spot price of 375,000 troy ounces of silver, plus payment of the deferred rent of \$130,000;

Years 11 through 20 (3-15-2026 to 3-15-2036): the greater of \$10,000,000 or the spot price of 500,000 troy ounces of silver, plus payment of the deferred rent of \$130,000.

During the lease term, and provided the purchase option has not been exercised, the lessor is entitled to receive a 2% NSR on silver production and a 3% to 5% royalty on other mineral production and certain other revenue streams;

After exercise of the purchase option, the lessor will not receive royalties on silver or other precious metals production but will receive a 5% royalty on barite production and other revenue streams.

Deferred rent of \$130,000 under the prior lease shall be payable upon exercise of the purchase option or upon Athena entering into a joint venture or other arrangement to develop the Langtry prospect. Accrued rent of \$20,000 under the prior lease was due and paid September 15, 2016.

If we are in breach of the Lease/Option, the Lessor will have the option to terminate the Lease by giving us 30 days' written notice. The Lease also provides us with the right to terminate the Lease without penalty on March 15th of each year during the Lease term by giving the lessor 30 days' written notice of termination on or before February 13th of each year.

The Langtry Property is also subject to a net smelter royalty in favor of Mobil Exploration and Producing North America Inc. from the sale of concentrates, precipitates or metals produced from ores mined from the royalty acreage. The agreement dated April 30, 1987 granted a base net smelter royalty of 3% plus an additional incremental 2% royalty on net smelter proceeds from silver sales above \$10.00 per troy ounce plus an additional incremental 2% royalty on net smelter proceeds from silver sales above \$15.00 per troy ounce.

On May 28, 2015 we executed an amendment to the deed underlying the Langtry Lease to cap at 2% the net smelter royalty that would be due to Mobil Exploration and Producing North America Inc. (“Mobil”) from any future sales of concentrates, precipitates or metals produced from ores mined from the royalty acreage. In consideration for the amendment, we agreed to pay an amendment fee of \$150,000, with \$10,000 due at the time of the agreement and the balance payable \$10,000 each June 1<sup>st</sup> until paid in full. We have paid a total of \$40,000 so far on this agreement, and the balances of \$110,000 and \$120,000 were outstanding as of September 30, 2018 and December 31, 2017, respectively. The next payment is due June 1, 2019. If we sell our interest in the Lease or enter into an agreement, joint venture or other agreement for the exploration and development of the Langtry Property, the amendment fee shall become due and payable immediately.

During the term of the Lease, Athena Minerals has the exclusive right to develop and conduct mining operations on the Langtry Property. Future option payments and/or exploration and development of this property will require new equity and/or debt capital.

On September 28, 2015, at the request of the Company and its advisors, the San Bernardino County Land Use Services Department (the “Department”) issued and recorded a Certificate of Land Use Compliance for Vested Land Use in which the Department formally determined that the Langtry property had the legally established right for mineral resource development activity (the “Vested Right”). The Vested Right is subject to certain conditions set forth in the Certificate and runs with the Langtry property in perpetuity.

In August 2015 the Company acquired by deed conveyance 15 unpatented mining claims in the Calico Mining District in San Bernardino, California from a third party for \$10,000. The claims are contiguous to our existing unpatented and patented claims known as the Langtry Property.

All commitments and obligations under our prior 2010 Lease and the 2016 Lease/Option to Purchase have been fulfilled to date. Future option payments and/or exploration and development of this property may require new equity and/or debt capital. In addition, as of September 30, 2018 all regulatory obligations due or accrued regarding our mineral rights had been paid, and all our claims remain in good standing.

***Impairment of Mineral Rights***

The Company has evaluated its mineral rights and properties. As a result of the evaluation, the Company recognized an impairment loss of \$1,885,816 associated with the Langtry project as of December 31, 2017. The impairment analysis and conclusion was a result of the continuing low silver prices that negatively affect the economic viability of the project. As such, the Company impaired at 100% all capitalized lease and maintenance payments made prior to the Lease Option agreement of March 10, 2016, as well as the deed amendment fee of \$150,000 that provides for a royalty cap upon any future production activities. At September 30, 2018, the unimpaired portion of the mineral rights totaling \$63,182 represents payments on the agreement representing amounts applicable to the lease purchase option totaling \$63,162, and the lease payment of \$20 representing the amount paid for the 20 year lease at \$1 per year.

**Note 3 - Fair Value of Financial Instruments**

Financial assets and liabilities recorded at fair value in our consolidated balance sheets are categorized based upon a fair value hierarchy established by GAAP, which prioritizes the inputs used to measure fair value into the following levels:

Level 1— Quoted market prices in active markets for identical assets or liabilities at the measurement date.



Level 2— Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable and can be corroborated by observable market data.

Level 3— Inputs reflecting management’s best estimates and assumptions of what market participants would use in pricing assets or liabilities at the measurement date. The inputs are unobservable in the market and significant to the valuation of the instruments.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Financial assets and liabilities measured at fair value on a recurring basis are summarized below:

|   | Carrying Value at<br><b>September 30, 2018</b> | Fair Value Measurement at<br>September 30, 2018 |                |                |
|---|--|---|----------------|----------------|
|   |  | <b>Level 1</b>                                  | <b>Level 2</b> | <b>Level 3</b> |
| Derivative liability – Convertible note payable | \$31,270                                       | \$–   | \$–            | \$31,270       |

|   | Carrying Value at<br><b>December 31, 2017</b> | Fair Value Measurement at<br>December 31, 2017 |                |                |
|---|---|--|----------------|----------------|
|   |   | <b>Level 1</b>                                 | <b>Level 2</b> | <b>Level 3</b> |
| Derivative liability – Convertible note payable | \$58,340                                      | \$–  | \$–            | \$58,340       |

A summary of the changes in the derivative liabilities is as follows:

|  |          |
|--|----------|
| Balance, December 31, 2017                               | \$58,340 |
| Total gains, (unrealized, realized) included in net loss | (27,070) |
| Balance, September 30, 2018                              | \$31,270 |

The carrying values of cash and cash equivalents, accounts payable, accrued liabilities and other short-term debt, approximate their fair value because of the short-term nature of these financial instruments.

**Note 4 – Derivative Liabilities and Note Payable**

***Convertible Note Payable:***

Effective April 1, 2015, the Company executed a convertible promissory note (the “Note”) in the principal amount of \$51,270 in favor of Clifford Neuman, the Company’s legal counsel, representing accrued and unpaid fees for past legal services. The Note accrues interest at the rate of 6% per annum, compounded quarterly, and is due on demand. The principal and accrued interest due under the Note may be converted, at the option of the holder, into shares of the Company’s common stock at a conversion price of \$0.0735 per share, which represented the market price of the Company’s common stock on the date the Note was made. The conversion price is subject to adjustment in the event the Company sells shares of common stock or common stock equivalent at a price below the conversion price.

The Note contains certain anti-dilution provisions that would reduce the conversion price should the Company issue common stock equivalents at a price less than the Note conversion price. Accordingly, the conversion features of the Note are considered a discount to the Note. However, since the Note is payable upon demand by the note holder, the value of the discount is considered interest expense at the time of its inception. The Note is evaluated quarterly, and upon any quarterly valuations in which the value of the conversion option changes we recognize a gain or loss due to a decrease or increase in the fair value of the derivative liability, respectively.

The change in fair value of our derivative liability – convertible note payable is as follows:

|  |          |
|--|----------|
| Balance, December 31, 2017                               | \$58,340 |
| Total gains, (unrealized, realized) included in net loss | (27,070) |
| Balance, September 30, 2018                              | \$31,270 |

We estimate the fair value of this derivative at inception and at each balance sheet date until such time the Note is paid or converted using the Black-Scholes option pricing model, which includes assumptions for expected dividends, expected share price volatility, risk-free interest rate, and expected life of the Note. Our expected volatility assumption is based on our historical weekly closing price of our stock over a period equivalent to the expected remaining life of the Note.

The following table summarizes the assumptions used to value the derivative liability at September 30, 2018:

|                                      |                    |
|--------------------------------------|--------------------|
| Fair value assumptions – derivative: | September 30, 2018 |
| Risk free interest rate              | 2.59%              |
| Expected term (years)                | 1.0                |
| Expected volatility                  | 203%               |
| Expected dividends                   | 0%                 |

The following table summarizes the assumptions used to value the derivative liability at December 31, 2017:

|                                      |                   |
|--------------------------------------|-------------------|
| Fair value assumptions – derivative: | December 31, 2017 |
| Risk free interest rate              | 1.76%             |
| Expected term (years)                | 1.0               |
| Expected volatility                  | 183%              |
| Expected dividends                   | 0%                |

Accrued interest totaled \$11,873 and \$9,082 at September 30, 2018 and December 31, 2017, respectively, and is included in Accrued interest on the accompanying consolidated balance sheets.

**Note 5 – Credit Agreement and Notes Payable – Related Parties**

***Convertible Credit Facility – Related Party***

Effective July 18, 2012, we entered into a Credit Agreement with Mr. Gibbs, a significant shareholder, providing us with an unsecured credit facility in the maximum amount of \$1,000,000. The aggregate principal amount borrowed, together with interest at the rate of 5% per annum, is convertible, at the option of the lender, into common shares at a conversion price of \$0.50 per share. Since its inception we have amended the credit agreement several times to either increase the borrowing limit and/or extend the maturity date. Effective June 30, 2018, we amended the credit agreement to increase the borrowing limit under the convertible credit facility to \$2,150,000. All other provisions, including the December 31, 2018 maturity date, remained unchanged. The modification was not considered substantial.

The Company evaluated the convertible line of credit for derivative and beneficial feature conversion and concluded that there is no beneficial conversion since the conversion price at inception was greater than the market value of shares that would be issued upon conversion. Likewise, derivative accounting did not apply to the embedded conversion option.

The credit facility also contains customary representations and warranties (including those relating to organization and authorization, compliance with laws, payment of taxes and other obligations, absence of defaults, material agreements and litigation) and customary events of default (including those relating to monetary defaults, covenant defaults, cross defaults and bankruptcy events).

Total principal amounts owed under the credit facility notes payable were \$2,032,120 and \$1,890,620 at September 30, 2018 and December 31, 2017, respectively. Borrowings under our convertible note payable to Mr. Gibbs were \$141,500 and \$165,000 for the nine months ended September 30, 2018 and 2017, respectively, and were generally used to pay certain mining lease obligations as well as other operating expenses. No principal or interest payments have made to Mr. Gibbs since the inception of the convertible credit facility. As of September 30, 2018 there remained \$117,880 of credit available for future borrowings.

Total accrued interest on the notes payable to Mr. Gibbs was \$423,191 and \$349,454 at September 30, 2018 and December 31, 2017, respectively, and are included in Accrued interest - related parties on the accompanying consolidated balance sheets.

#### ***Note Payable – Related Party***

On September 12, 2016 we executed an unsecured Note Payable (“Note”) with Mr. John Power, the Company’s President and Chief Executive Officer in the amount of \$45,000. The Note accrued interest at 6% per year, and matured on September 12, 2018. The Note required monthly principal and interest payments of \$1,994 beginning on October 12, 2016. As of September 30, 2018 all required principal and interest payments had been made. During the period ended September 30 2018, the Company made payments of \$17,509 on the note payable. At September 30, 2018 and December 31, 2017 the Note balance was \$-0- and \$17,509, respectively.

#### ***Interest Expense – Related Parties***

Total related party interest expense was \$74,123 and \$69,136 for the nine months ended September 30, 2018 and 2017, respectively. Total related party interest expense was \$25,453 and \$23,824 for the three months ended September 30, 2018 and 2017, respectively.

#### **Note 6 - Commitments and Contingencies**

We are subject to various commitments and contingencies under the Langtry Lease/Option to Purchase as discussed in Note 2 – Mining Rights and Properties.

**Note 7 - Share-based Compensation**

***2004 Equity Incentive Plan***

A summary of our stock option activity for options issued under the 2004 Equity Incentive Plan as well as options outstanding that were issued outside the Plan is as follows:

|                                   | Shares    | <b>Weighted<br/>Average<br/>Exercise<br/>Price</b> |
|-----------------------------------|-----------|--|
| Outstanding at December 31, 2017  | 600,000   | \$ 0.26  |
| Options expired                   | (600,000) | \$ 0.26  |
| Outstanding at September 30, 2018 | –         |  |

All options expired in April 2018. No share based compensation expense was recorded for either the nine months ended September 30, 2018 or 2017. All outstanding options at December 31, 2017 represented options issued outside the 2004 Equity Incentive Plan.

## **Note 8 – Related Party Transactions**

### ***Conflicts of Interests***

Magellan Gold Corporation (“Magellan”) is a company under common control. Mr. Power is a significant shareholder and director of both Athena and Magellan. Mr. Gibbs is a significant shareholder and creditor (see Note 5 – Credit Agreement and Notes Payable – Related Parties), in both Athena and Magellan. Athena and Magellan are both involved in the business of acquisition and exploration of mineral resources.

Silver Saddle Resources, LLC (“Silver Saddle”) is also a company under common control. Mr. Power and Mr. Gibbs are the owners and managing members of Silver Saddle. Athena and Silver Saddle are both involved in the business of acquisition and exploration of mineral resources.

There exists no arrangement or understanding with respect to the resolution of future conflicts of interest. The existence of common ownership and common management could result in significantly different operating results or financial position from those that could have resulted had Athena, Magellan and Silver Saddle been autonomous.

### ***Management and Director Fees – Related Parties***

The Company is subject to a month-to-month management agreement with Mr. Power requiring a monthly payment of \$2,500 as consideration for the day-to-day management of Athena. For each of the three and nine-months ended September 30, 2018 and 2017, a total of \$7,500 and \$22,500, respectively, was recorded as management fees and are included in general and administrative expenses in the accompanying consolidated statements of operations. As of September 30, 2018 and December 31, 2017, \$65,000 and \$52,500, respectively, of management fees due to Mr. Power had not been paid and are included in accrued liabilities – related parties on the accompanying consolidated balance sheets.

The Company was subject to an agreement with a Director to pay a retainer fee of \$1,000 per month for his services. For the three and nine-months ended September 30, 2017, a total of \$3,000 and \$9,000, respectively, was charged as director fees and is included in general and administrative expenses on the accompanying consolidated statements of operations. On May 15, 2018, the Director resigned, and as a result the Company agreed to convert a total of \$16,500 of outstanding fees due the Director into 330,000 shares of the Company’s common stock. For the three and nine-months ended September 30, 2018, a total of \$-0- and \$4,500, respectively, was charged as director fees and is

included in general and administrative expenses on the accompanying consolidated statements of operations. At September 30, 2018 and December 31, 2017, a total of \$-0- and \$12,000, respectively, had not been paid and is included in accrued liabilities – related parties on the accompanying consolidated balance sheets.

***Accrued Interest - Related Parties***

At September 30, 2018 and December 31, 2017, Accrued interest - related parties includes accrued interest payable to Mr. Gibbs in the amounts of \$423,191 and \$349,454, respectively, representing unpaid interest on the convertible credit facility. In addition, at September 30, 2018 and December 31, 2017, Accrued interest - related parties includes \$-0- and \$54, respectively, of interest accrued on the installment Note payable due to Mr. Power.

***Advances Payable - Related Parties***

Mr. Power has on occasion advanced the Company funds generally utilized for day-to-day operating requirements. These advances are non-interest bearing and are generally repaid as cash becomes available.

During the nine months ended September 30, 2018, Mr. Power made short-term advances to the Company totaling \$12,350, of which \$7,250 was repaid during the period. At September 30, 2018, advances totaling \$30,100 had not been repaid.



During the nine months ended September 30, 2017, Mr. Power made short-term advances to the Company totaling \$4,700, all of which was repaid during the period. At December 31, 2017, \$25,000 of the advances was outstanding.

The Company also utilizes credit cards owned by Mr. Power to pay various obligations when an online payment is required, the availability of cash is limited, or the timing of the payments is considered critical.

**Note 9 - Subsequent Events**

Subsequent to September 30, 2018 Mr. Gibbs has advanced \$7,500 under the credit facility.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

We use the terms "Athena," "we," "our," and "us" to refer to Athena Silver Corporation and its consolidated subsidiary.

The following discussion and analysis provides information that management believes is relevant for an assessment and understanding of our results of operations and financial condition. This information should be read in conjunction with our audited consolidated financial statements which are included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, and our interim unaudited condensed consolidated financial statements and notes thereto included with this report in Part I. Item 1.

### **Forward-Looking Statements**

Some of the information presented in this Form 10-Q constitutes "forward-looking statements". These forward-looking statements include, but are not limited to, statements that include terms such as "may," "will," "intend," "anticipate," "estimate," "expect," "continue," "believe," "plan," or the like, as well as all statements that are not historical facts. Forward-looking statements are inherently subject to risks and uncertainties that could cause actual results to differ materially from current expectations. Although we believe our expectations are based on reasonable assumptions within the bounds of our knowledge of our business and operations, there can be no assurance that actual results will not differ materially from expectations.

All forward-looking statements speak only as of the date on which they are made. We undertake no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they are made.

### **Business Overview**

We were incorporated on December 23, 2003, in Delaware and our principal business is the acquisition and exploration of mineral resources.

On March 15, 2010, we entered into a Mining Lease with Option to Purchase (the "Langtry Lease" or the "Lease") which granted us a 20 year lease to develop and conduct mining operations on a 413 acre group of 20 patented mining claims

located in the Calico Mining District (the “Langtry Property”, or the “Property”), also with an option to purchase the Property. This Property is located at the base of the Calico Mountains northeast of Barstow, in San Bernardino County, California. We also entered into amendments #1, #2 and #3 to the lease.

In March 2016, we entered into a new lease/option agreement that replaced the prior mining lease and its amendments #1, #2 and #3. In addition to the patented claims controlled through this mining lease, the Company has staked and acquired unpatented mining claims that together represent the Langtry project.

During the first quarter of 2011, we completed a 13-hole drilling program on our Langtry Property in an effort to validate the results of an earlier drilling program undertaken by a previous owner of the Property during the 1960’s and 1970’s and to further define silver deposits near historic workings on the Property. During the remainder of 2011 and during the first quarter of 2012, we evaluated the results of our drilling program, performed metallurgical studies and hired an independent firm to estimate our resources. In May 2012, our independent consultant issued a NI 43-101 report following the guidelines specified by the Canadian Council of Professional Geoscientists and included a description of the Langtry Property and location, history, geological setting, deposit types, mineralization, exploration, drilling, sampling method and approach, sample preparation, analyses and security, data verification, mineral resource and mineral reserve estimates, as well as other relevant data and information. Since the completion of these work programs on the property, we have not had the resources to do further field work and have focused on other ways to maximize value through the renegotiation of our lease obligation into a more favorable lease/option agreement, renegotiating the net smelter royalty on the Langtry patented claims, acquiring additional mining claims adjacent to the Langtry patented claims and working with San Bernardino County to confirm our vested mining right for the Langtry patented claims held under the lease/option agreement.

We continue to evaluate strategies to enhance the value of our mining assets subject to restrictions based on our limited capital available under our line of credit. Our ongoing mineral lease payments, exploration and development efforts and general and administrative expenses will require additional capital.

The Company evaluated its mineral rights and properties as of December 31, 2017. As a result of the evaluation, the Company recognized an impairment loss of \$1,885,816 associated with the Langtry project. The impairment analysis and conclusion considered the Company's historical operating losses and the likelihood that such losses would continue in the future due to the prolonged depression in silver prices which make further exploration and development activity uneconomical. As such, the Company impaired at 100% all capitalized lease and maintenance payments made prior to the Lease Option agreement of March 10, 2016, as well as the deed amendment fee of \$150,000 that provides for a royalty cap upon any future production activities. The unimpaired portion of our mineral rights totaling \$63,182 represents payments under the Langtry lease purchase option totaling \$63,162, and the lease payment of \$20 representing the amount paid for the 20 year lease at \$1 per year.

***Results of Operations for the Three Months Ended September 30, 2018 and 2017***

A summary of our results from operations is as follows:

|                                     | Three Months<br>Ended September<br>30, |          |
|-------------------------------------|--|----------|
|                                     | 2018                                   | 2017     |
| Operating expenses:                 |  |          |
| Exploration costs                   | \$-                                    | \$-      |
| General and administrative expenses | 39,257                                 | 36,835   |
| Total operating expenses            | 39,257                                 | 36,835   |
| Operating loss                      | (39,257)                               | (36,835) |
| Total other income (expenses), net  | (18,790)                               | 41,234   |
| Net income (loss)                   | \$(58,047)                             | \$4,399  |

During the three months ended September 30, 2018, our net loss was \$58,047 as compared to net income of \$4,399 during the same period in 2017. The \$62,446 decrease in our loss was mainly attributable to changes in the values of our derivative liabilities associated with a convertible note payable.

*Operating expenses:*

Our total operating expenses increased \$2,422, or 7%, from \$36,835 to \$39,257 for the three months ended September 30, 2018 and 2017, respectively.

During both the three months ended September 30, 2018 or 2017, we incurred no exploration costs.

Our general and administrative expenses increased \$2,422, or 7%, from \$36,835 to \$39,257 for the three months ended September 30, 2017 and 2018, respectively. The increase is primarily attributable to increases in certain professional services fees.

*Other income and expense:*

Our total other expenses was \$18,790 during the three months ended September 30, 2018, as compared to total other income of \$41,234 during the three months ended September 30, 2017.

For the three months ended September 30, 2018 we incurred a total of \$26,420 in interest expense which included \$25,411 in interest expense associated with our related party convertible credit facility, \$41 associated with an installment note payable with our Chief Executive Officer, as well as \$968 of interest expense associated with a convertible note payable originating in April 2015, from the conversion of certain amounts due our primary legal counsel.

For the three months ended September 30, 2017 we incurred a total of \$24,736 in interest expense which included \$23,454 in interest expense associated with our related party convertible credit facility, \$371 associated with an installment note payable with our Chief Executive Officer, as well as \$911 of interest expense associated with a convertible note payable originating in April 2015, from the conversion of certain amounts due our primary legal counsel.

In April 2015, we converted certain amounts due our primary legal counsel to a convertible note payable in the face amount of \$51,270. The Note contains certain anti-dilution provisions that would reduce the conversion price should the Company issue common stock equivalents at a price less than the Note conversion price. Accordingly, the conversion features of the Note were considered a discount to the Note at its inception of \$31,710, which was charged to interest expense in the second quarter of 2015, and the establishment of a derivative liability. The Note is evaluated quarterly, and upon any quarterly valuations in which the value of the discount changes we recognize a gain or loss due to a decrease or increase in the fair value of the derivative liability, respectively. For the three months ended September 30, 2018 the periodic valuation resulted in a \$7,630 decrease in the derivative liability and a resulting credit to our results of operations as a change in the fair value of derivative liabilities.

For the three months ended September 30, 2017 the periodic valuations resulted in \$65,970 decrease in the derivative liability, respectively, and a resulting credit to our results of operations as a change in the fair value of derivative liabilities.

***Results of Operations for the Nine Months Ended September 30, 2018 and 2017***

A summary of our results from operations is as follows:

|                                     | Nine Months Ended<br>September 30, |             |
|-------------------------------------|------------------------------------|-------------|
|                                     | 2018                               | 2017        |
| Operating expenses:                 |                                    |             |
| Exploration costs                   | \$20,825                           | \$761       |
| General and administrative expenses | 119,381                            | 110,161     |
| Total operating expenses            | 140,206                            | 110,922     |
| Operating loss                      | (140,206)                          | (110,922)   |
| Total other income (expenses), net  | (49,843 )                          | (34,354 )   |
| Net loss                            | \$(190,049)                        | \$(145,276) |

During the nine months ended September 30, 2018, our net loss was \$190,049 as compared to a net loss of \$145,276 during the same period in 2017. The \$44,773 increase in our loss was mainly attributable to costs associated with the maintenance of the Langtry purchase option, as well as increases in professional fees.

*Operating expenses:*

Our total operating expenses increased \$29,284, or 26%, from \$110,922 to \$140,206 for the nine months ended September 30, 2018 and 2017, respectively. This increase in operating expenses was primarily attributable to our option payment on our Langtry project.

During the nine months ended September 30, 2018, we incurred \$20,825 of exploration costs representing the portion of the annual lease option payment that is not applicable to the purchase option price for the Langtry project. During the nine months ended September 30, 2017, we incurred \$761 of exploration costs.

Our general and administrative expenses increased \$9,220, or 8%, from \$110,16 to \$119,381 for the nine months ended September 30, 2017 and 2018, respectively. The increase is primarily attributable to increases in certain professional services fees.

*Other income and expense:*

Our total other expenses, net was \$49,843 during the nine months ended September 30, 2018, as compared to total other expenses of \$34,354 during the nine months ended September 30, 2017.

For the nine months ended September 30, 2018 we incurred a total of \$76,913 in interest expense which included \$73,737 in interest expense associated with our related party convertible credit facility, \$386 associated with an installment note payable with our Chief Executive Officer, as well as \$2,790 of interest expense associated with a convertible note payable originating in April 2015, from the conversion of certain amounts due our primary legal counsel.

For the nine months ended September 30, 2017 we incurred a total of \$71,764 in interest expense which included \$67,733 in interest expense associated with our related party convertible credit facility, \$1,403 associated with an installment note payable with our Chief Executive Officer, as well as \$2,628 of interest expense associated with a convertible note payable originating in April 2015, from the conversion of certain amounts due our primary legal counsel.

In April 2015, we converted certain amounts due our primary legal counsel to a convertible note payable in the face amount of \$51,270. The Note contains certain anti-dilution provisions that would reduce the conversion price should the Company issue common stock equivalents at a price less than the Note conversion price. Accordingly, the conversion features of the Note were considered a discount to the Note at its inception of \$31,710, which was charged to interest expense in the second quarter of 2015, and the establishment of a derivative liability. The Note is evaluated quarterly, and upon any quarterly valuations in which the value of the discount changes we recognize a gain or loss due to a decrease or increase in the fair value of the derivative liability, respectively. At September 30, 2018 the periodic valuations resulted in a \$27,070 decrease in the derivative liability and a resulting credit to our results of operations as a change in the fair value of derivative liabilities.

For the nine months ended September 30, 2017 the periodic valuations resulted in \$36,280 decrease in the derivative liability, respectively, and a resulting credit to our results of operations as a change in the fair value of derivative liabilities. In addition, our common stock purchase warrants issued in 2012 expired in February 2017, resulting in a gain upon the expiration totaling \$1,130 to eliminate the derivative liability upon expiration.

**Liquidity and Capital Resources:**



***Going Concern***

Our unaudited consolidated financial statements have been prepared on a going concern basis, which assumes that we will be able to meet our obligations and continue our operations during the next fiscal year. Asset realization values may be significantly different from carrying values as shown in our consolidated financial statements and do not give effect to adjustments that would be necessary to the carrying values of assets and liabilities should we be unable to continue as a going concern.

At September 30, 2018, we had not yet achieved profitable operations and we have accumulated losses of \$9,157,219 since our inception. We expect to incur further losses in the development of our business, all of which casts substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern depends on our ability to generate future profits and/or to obtain the necessary financing to meet our obligations arising from normal business operations when they come due. Effective June 30, 2018, we amended our credit agreement with Mr. John Gibbs, a related party, to increase the borrowing limit under the convertible credit facility to \$2,150,000. All other provisions, including the December 31, 2018 maturity date, remained unchanged.

We have financed our capital requirements primarily through borrowings from related parties. We expect to meet our future financing needs and working capital and capital expenditure requirements through additional borrowings and offerings of debt or equity securities, although there can be no assurance that our future financing efforts will be successful. The terms of future financing could be highly dilutive to existing shareholders. Currently, there are no arrangements in place for additional equity funding or new loans.

**Liquidity**

As of September 30, 2018, we had \$608 of cash and cash equivalents and negative working capital of \$2,683,543. This compares to cash on hand of \$664 and negative working capital of \$2,479,169 at December 31, 2017.

We have a Credit Agreement with a significant shareholder, as amended, which provides us with an unsecured credit facility in the maximum borrowing amount of \$2,150,000. The aggregate principal amount borrowed, together with interest at the rate of 5% per annum, is due in full on December 31, 2018, and is convertible, at the option of the lender, into common shares at a conversion price of \$0.50 per share.

The convertible credit facility also contains customary representations and warranties (including those relating to organization and authorization, compliance with laws, payment of taxes and other obligations, absence of defaults, material agreements and litigation) and customary events of default (including those relating to monetary defaults, covenant defaults, cross defaults and bankruptcy events). As of September 30, 2018 total borrowings under the Credit Agreement were \$2,032,120, leaving \$117,880 of credit available for future borrowings.

The Langtry lease and option to purchase originated in March 2010, and had been subject to various amendments. A Lease/Purchase Option dated March 10, 2016, which modified the rental, option payments and lessor royalties covering the Langtry Property, replaced the lease and subsequent amendments thereto in its entirety. Details of the terms of the Lease/Purchase Option are contained in Note 2 of the financial statements in this quarterly report on Form 10-Q.

**Cash Flows**

A summary of our cash provided by and used in operating, investing and financing activities is as follows:

|   | Nine Months Ended |             |
|---|-------------------|-------------|
|   | September 30,     |             |
|   | 2018              | 2017        |
| Net cash used in operating activities     | \$(98,322 )       | \$(92,869 ) |
| Net cash used in investing activities     | (20,825 )         | (44,675 )   |
| Net cash provided by financing activities | 119,091           | 138,508     |
| Net change in cash                        | \$(56 )           | \$964       |

|  |        |          |
|--|--------|----------|
| Cash and cash equivalents, beginning of period | \$ 664 | \$ 1,582 |
| Cash and cash equivalents, end of period       | \$ 608 | \$ 2,546 |

*Net cash used in operating activities:*

Net cash used in operating activities was \$98,322 and \$92,869 during the nine months ended September 30, 2018 and 2017, respectively.

Cash used in operating activities during the nine months ended September 30, 2018 is primarily attributed to our \$190,049 net loss. During the period we had prepaid certain amounts related to investor relations totaling \$2,500. In addition, we realized increases in accounts payable of \$27,823, accrued interest on our notes payable of \$73,683, and other accrued liabilities of \$19,791. In addition, we recognized a non-cash gain of \$27,070 associated with the quarterly valuations of a derivative liability associated with a convertible note payable.

Cash used in operating activities during the nine months ended September 30, 2017 is primarily attributed to our \$145,276 net loss. During the period, we had prepaid certain amounts related to investor relations totaling \$2,500. In addition, we realized increases in accounts payable of \$2,010, accrued interest on our related party notes payable of \$67,679, and other accrued liabilities of \$22,628. In addition, we recognized a non-cash gain of \$1,130 attributed to the elimination of a derivative liability associated with the expiration of common stock purchase warrants, as well as a \$36,280 non-cash gain associated with the quarterly valuation of a derivative liability associated with a convertible note payable.

*Net cash used in investing activities:*

Cash used in investing activities was \$20,825 during the nine months ended September 30, 2018 as compared to \$44,675 during the nine months ended September 30, 2017.

Cash used in investing activities during the nine months ended September 30, 2018 and 2017 primarily represent the annual lease payments due under the 2016 Lease/Purchase Option. For the 2017 period we had capitalized the entire payment of \$44,675. However, as a result of our asset impairment evaluation in December 2017, it was determined that only the portion of the annual lease payment that is applicable to the option purchase price would be capitalized. The total annual lease payment in 2018 was \$41,650. As a result, we capitalized \$20,825 as an investment in mineral rights, and expensed the remaining \$20,825 as lease option costs, which is included in exploration costs as discussed above in Results of Operations.

*Net cash provided by financing activities:*

Cash provided by financing activities during the nine months ended September 30, 2018 was \$119,091 compared to cash provided by financing activities of \$138,508 during the same period in 2017.

For the nine months ended September 30, 2018 borrowings under our convertible credit facility were \$141,500. Also, during the nine months ended September 30, 2018 the Company's President had advanced a total of \$12,350, of which \$7,250 was repaid during the period. We also paid \$10,000 that was due on June 1<sup>st</sup> on our deed amendment liability. The next scheduled payment of \$10,000 will be due on June 1, 2019. In addition, we made a total of \$17,509 in regularly scheduled principal payments due on an installment note payable with the Company's President and Chief Executive that matured on September 12, 2018.

For the nine months ended September 30, 2017 borrowings under our convertible credit facility were \$165,000. Also, during the nine months ended September 30, 2017 the Company's President had advanced a total of \$4,700, which was fully repaid during the period. We also paid \$10,000 that was due on June 1<sup>st</sup> on our deed amendment liability. The next scheduled payment of \$10,000 will be due on June 1, 2019. Finally, we made a total of \$16,492 in regularly scheduled principal payments due on an installment note payable with the Company's President and Chief Executive.

**Off Balance Sheet Arrangements:**

We do not have and never had any off-balance sheet arrangements.

### **Recent Accounting Pronouncements**

On July 13, 2017, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2017-11, Earnings Per Share (Topic 260), Distinguishing Liabilities from Equity (Topic 480), Derivatives and Hedging (Topic 815): I. Accounting for Certain Financial Instruments with Down Round Features and II. Replacement of the Indefinite Deferral for Mandatorily Redeemable Financial Instruments of Certain Nonpublic Entities and Certain Mandatorily Redeemable Non-controlling Interests with a Scope Exception. Part I applies to financial instruments such as warrants, convertible debt or convertible preferred stock that contain down round features. Part II replaces the indefinite deferral for certain mandatorily redeemable non-controlling interests and mandatorily redeemable financial instruments of nonpublic entities contained within Accounting Standards Codification (ASC) Topic 480 with a scope exception and does not impact the accounting for these mandatorily redeemable instruments. The pronouncement is effective for annual and interim periods beginning after December 15, 2018. The Company is currently evaluating the impact the adoption of this standard may have on its financial position and results from operations.

### **Critical Accounting Policies**

The preparation of financial statements in conformity with U.S. GAAP requires us to make estimates, assumptions and judgments that affect the amounts reported in our financial statements. The accounting positions described below are significantly affected by critical accounting estimates.

We believe that the significant estimates, assumptions and judgments used when accounting for items and matters such as capitalized mineral rights, asset valuations, recoverability of assets, asset impairments, taxes, and other provisions were reasonable, based upon information available at the time they were made. Actual results could differ from these estimates, making it possible that a change in these estimates could occur in the near term.

### ***Mineral Rights***

We have determined that our mining rights meet the definition of mineral rights, as defined by accounting standards, and are tangible assets. As a result, our direct costs to acquire or lease mineral rights are initially capitalized as tangible assets. Mineral rights include costs associated with: leasing or acquiring patented and unpatented mining claims; leasing mining rights including lease signature bonuses, lease rental payments and advance minimum royalty payments; and options to purchase or lease mineral properties.

If we establish proven and probable reserves for a mineral property and establish that the mineral property can be economically developed, mineral rights will be amortized over the estimated useful life of the property following the commencement of commercial production or expensed if it is determined that the mineral property has no future economic value or if the property is sold or abandoned. For mineral rights in which proven and probable reserves have not yet been established, we assess the carrying values for impairment at the end of each reporting period and whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

The net carrying value of our mineral rights represents the fair value at the time the mineral rights were acquired less accumulated depletion and any impairment losses. Proven and probable reserves have not been established for mineral rights as of September 30, 2018. An impairment loss was recognized during the year ended December 31, 2017. As such, our mineral rights are net of \$1,885,816 of impairment losses as of September 30, 2018.

### ***Impairment of Long-lived Assets***

We continually monitor events and changes in circumstances that could indicate that our carrying amounts of long-lived assets, including mineral rights, may not be recoverable. When such events or changes in circumstances occur, we assess the recoverability of long-lived assets by determining whether the carrying value of such assets will be recovered through their undiscounted expected future cash flows. If the future undiscounted cash flows are less than the carrying amount of these assets, we recognize an impairment loss based on the excess of the carrying amount over the fair value of the assets. An impairment loss of \$1,885,816 was recognized for the year ended December 31, 2017.

### ***Exploration Costs***

Mineral exploration costs are expensed as incurred. When it has been determined that it is economically feasible to extract minerals and the permitting process has been initiated, exploration costs incurred to further delineate and develop the property are considered pre-commercial production costs and will be capitalized and included as mine development costs in our consolidated balance sheets.

### ***Share-based Payments***

We measure and recognize compensation expense or professional services expense for all share-based payment awards made to employees, directors and non-employee consultants based on estimated fair values. We estimate the fair value of stock options on the date of grant using the Black-Scholes-Merton option pricing model, which includes assumptions for expected dividends, expected share price volatility, risk-free interest rate, and expected life of the options. Our expected volatility assumption is based on our historical weekly closing price of our stock over a period equivalent to the expected life of the options.

We expense share-based compensation, adjusted for estimated forfeitures, using the straight-line method over the vesting term of the award for our employees and directors and over the expected service term for our non-employee consultants. We estimate forfeitures at the time of grant and revise those estimates in subsequent periods if actual forfeitures differ from our estimates. Our excess tax benefits, if any, cannot be credited to stockholders' equity until the deduction reduces cash taxes payable; accordingly, we realized no excess tax benefits during any of the periods presented in the accompanying consolidated financial statements.

### *Income Taxes*

We account for income taxes through the use of the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis, and for income tax carry-forwards. A valuation allowance is recorded to the extent that we cannot conclude that realization of deferred tax assets is more likely than not. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the enactment date.

We follow a two-step approach to recognizing and measuring tax benefits associated with uncertain tax positions taken, or expected to be taken in a tax return. The first step is to determine if, based on the technical merits, it is more likely than not that the tax position will be sustained upon examination by a taxing authority, including resolution of any related appeals or litigation processes. The second step is to measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement with a taxing authority. We recognize interest and penalties, if any, related to uncertain tax positions in our provision for income taxes in the consolidated statements of operations. To date, we have not recognized any tax benefits from uncertain tax positions.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not applicable.

### **ITEM 4. CONTROLS AND PROCEDURES**

#### **Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures:**

Disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time period specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosures. Our management necessarily applied its judgment in assessing the costs and benefits of such controls and procedures, which, by their nature, can provide only reasonable assurance regarding management's control objectives.



Our management, with the participation of our CEO and CFO, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based upon this evaluation, our CEO and CFO concluded that our disclosure controls and procedures were not effective as of such date as a result of a material weakness in our internal control over financial reporting due to lack of segregation of duties, a limited corporate governance structure and insufficient formal management review processes over certain financial and accounting reports as discussed in Item 9A of our Form 10-K for the fiscal year ended December 31, 2017.

While we strive to segregate duties as much as practicable, there is an insufficient volume of transactions at this point in time to justify additional full time staff. We believe that this is typical in many exploration stage companies. We may not be able to fully remediate the material weakness until we commence mining operations at which time we would expect to hire more staff. We will continue to monitor and assess the costs and benefits of additional staffing.

**Changes in Internal Control over Financial Reporting:**

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

**PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

None.

**ITEM 1A. RISK FACTORS**

There have been no material changes from the risk factors disclosed in Part I. Item 1A. of our Annual Report on Form 10-K for the year ended December 31, 2017.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

All sales of unregistered securities were reported on Form 8-K during the period.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

| <b>EXHIBIT<br/>NUMBER</b> | <b>DESCRIPTION</b>  |
|---------------------------|---|
| 31                        | <u>Certification Pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*</u> |
| 32                        | <u>Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*</u>                          |
| 101.INS                   | XBRL Instance Document**  |
| 101.SCH                   | XBRL Taxonomy Extension Schema**  |
| 101.CAL                   | XBRL Taxonomy Extension Calculation**   |
| 101.DEF                   | XBRL Taxonomy Extension Definition **   |
| 101.LAB                   | XBRL Taxonomy Extension Labels**  |
| 101.PRE                   | XBRL Taxonomy Extension Presentation**  |
| <hr/>                     |   |
| *                         | Filed herewith  |
| **                        | Furnished, not filed.   |

**SIGNATURE**

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

**ATHENA SILVER  
CORPORATION**

Dated: November 8, 2018 By: /s/ John C. Power

John C. Power  
Chief Executive  
Officer, President,

Chief Financial  
Officer, Secretary  
& Director

(Principal  
Executive Officer)

(Principal  
Accounting  
Officer)

