

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Oroplata Resources, Inc.

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

FORM 10-Q/A
Amendment No. 2

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

For the quarter period ended June 30, 2016

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

Commission File number: 000-55088

OROPLATA RESOURCES, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation or organization)

33-1227980

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

930 Tahoe Blvd. Suite 802-16, Incline Village, NV 89451

(Address of principal executive offices)

(775) 473-4744

(Registrant's telephone number)

N/A

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

Indicate by check mark 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 past 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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐ (Do not check if a small reporting company)	Smaller reporting company	☒
Emerging growth company	☒		

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 ☒

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

The number of shares of the Registrant's common stock, par value \$0.001 per share, outstanding as of February 8, 2018 was 79,357,392.

We are filing this Amendment No. 2 on Form 10-Q/A to amend and restate in their entirety the following items of our Quarterly Report on Form 10-Q for the quarter ended June 30, 2016, as originally filed with the Securities and Exchange Commission on August 22, 2016 (the "Original Form 10-Q"): (i) Item 1 of Part I "Financial Information," (ii) Item 2 of Part I, "Management's Discussion and Analysis of Financial Condition and Results of Operations," and we have also updated the signature page, the certifications of our Chief Executive Officer and Chief Financial Officer in Exhibits 31.1, and 32.1 and our financial statements formatted in Extensible Business Reporting Language (XBRL) in Exhibits 101. No other sections were affected, but for the convenience of the reader, this report on Form 10-Q/A restates in its entirety, as amended, our Original Form 10-Q. This report on Form 10-Q/A is presented as of the filing date of the Original Form 10-Q and does not reflect events occurring after that date, or modify or update disclosures in any way other than as required to reflect the restatement described below.

We have determined that our previously reported results for the quarter ended June 30, 2016 erroneously included the issuance of 16 million common shares as consideration for certain mining claims. The shares were issued but not in consideration of any mining claims. We have made necessary conforming changes in "Management's Discussion and Analysis of Financial Condition and Results of Operations" resulting from the correction of these errors.

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ITEM 1. FINANCIAL STATEMENTS

The accompanying unaudited consolidated balance sheet of Oroplata Resources, Inc. at June 30, 2016 (with comparative figures as at September 30, 2015) and the consolidated statements of operations for the three and nine months ended June 30, 2016 and 2015 and the statements of cash flows for the nine months ended June 30, 2016 and 2015 have been prepared by the Company's management in conformity with accounting principles generally accepted in the United States of America. In the opinion of management, all adjustments considered necessary for a fair presentation of the results of operations and financial position have been included and all such adjustments are of a normal recurring nature.

Operating results for the nine months ended June 30, 2016 are not necessarily indicative of the results that can be expected for the year ended September 30, 2016.

OROPLATA RESOURCES, INC.

Financial Statements (Unaudited)

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OROPATA RESOURCES, INC.
Consolidated Balance Sheets
(unaudited)

	June 30, 2016 \$	September 30, 2015 \$
ASSETS		
Current assets		
Cash	—	9,946
Prepaid expenses	—	1,000
Total current assets		10,946
Mineral properties	—	—
Total assets	—	10,946
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	117,314	20,016
Due to related parties	130,146	81,650
Total liabilities	247,460	219,195
STOCKHOLDERS' EQUITY (DEFICIT)		
Common Stock		
Authorized: 500,000,000 common shares with a par value of \$0.001 per share		
Issued and outstanding: 40,000,000 common shares	40,000	40,000
Additional paid-in capital	40,000	40,000
Common stock issuable	26,951,848	—
Deficit	(27,279,308)	(170,720)
Total stockholders' equity (deficit)	(247,460)	(90,720)
Total liabilities and stockholders' equity (deficit)	—	10,946

(The accompanying notes are an integral part of these unaudited consolidated financial statements)

OROPLATA RESOURCES, INC.
Consolidated Statements of Operations
(unaudited)

	For the three months ended June 30, 2016 \$	For the three months ended June 30, 2015 \$	For the nine months ended June 30, 2016 \$	For the nine months ended June 30, 2015 \$
	(Restated – Note 7)		(Restated – Note 7)	
Revenues	–	–	–	–
Expenses				
Exploration costs	–	–	–	10,700
General and administrative	30,369	6,160	56,740	22,713
Impairment of mineral property	<u>1,131,848</u>	<u>–</u>	<u>1,131,848</u>	<u>–</u>
Total expenses	<u>1,162,217</u>	<u>6,160</u>	<u>1,188,588</u>	<u>33,413</u>
Other expenses				
Other expense	<u>(25,920,000)</u>	<u>–</u>	<u>(25,920,000)</u>	<u>–</u>
Net loss	<u>(27,082,217)</u>	<u>(6,160)</u>	<u>(27,108,588)</u>	<u>(33,413)</u>
Net loss per share, basic and diluted	<u>(0.68)</u>	<u>(0.00)</u>	<u>(0.68)</u>	<u>(0.00)</u>
Weighted average shares outstanding	<u>40,000,000</u>	<u>40,000,000</u>	<u>40,000,000</u>	<u>40,000,000</u>

(The accompanying notes are an integral part of these unaudited consolidated financial statements)

OROPLATA RESOURCES, INC.
Consolidated Statements of Cash Flows
(unaudited)

	For the nine months ended June 30, 2016 \$	For the nine months ended June 30, 2015 \$
	(Restated – Note 7)	
Operating Activities		
Net loss	(27,108,588)	(33,413)
Adjustments to reconcile net loss to net cash used in operating activities:		
Impairment loss and other expenses on mineral property	1,131,848	-
Shares issuable for other expenses	25,920,000	
Changes in operating assets and liabilities:		
Prepaid expenses	1,000	-
Accounts payable and accrued liabilities	(2,702)	4,253
Net Cash Used In Operating Activities	(58,442)	(29,160)
Financing Activities		
Advances from related parties	48,496	20,265
Net Cash Provided By Financing Activities	48,496	20,265
Decrease in Cash	(9,946)	(8,895)
Cash – Beginning of Period	9,946	22,248
Cash – End of Period	-	13,353
Non-cash investing and financing activities:		
Shares issuable for acquisition of mineral properties	1,031,848	-
Mineral property acquisition costs in accounts payable	100,000	-
Supplemental Disclosures		
Interest paid	-	-
Income tax paid	-	-

(The accompanying notes are an integral part of these unaudited consolidated financial statements)

1. Organization and Nature of Operations

The accompanying unaudited consolidated financial statements of Oroplata Resources, Inc. and its subsidiary ("Oroplata" or "the Company") have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission, or the SEC, including the instructions to Form 10-Q and Regulation S-X. Certain information and note disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States of America have been condensed or omitted from these statements pursuant to such rules and regulations and, accordingly, they do not include all the information and notes necessary for comprehensive consolidated financial statements and should be read in conjunction with our audited consolidated financial statements for the year ended September 30, 2015, included in our Annual Report on Form 10-K for the year ended September 30, 2015.

In the opinion of the management of the Company, all adjustments, which are of a normal recurring nature, necessary for a fair statement of the results for the nine month period has been made. Results for the interim periods presented are not necessarily indicative of the results that might be expected for the entire fiscal year. When used in these notes, the terms "Company", "we", "us" or "our" mean Oroplata Resources, Inc. and all entities included in our consolidated financial statements.

Oroplata was incorporated under the laws of the State of Nevada on October 6, 2011 for the purpose of acquiring and developing mineral properties. The Company has a wholly-owned subsidiary called Oroplata Exploraciones E Ingenieria SRL, which was incorporated in the Dominican Republic on January 10, 2012.

Going Concern

These unaudited consolidated financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. As at June 30, 2016, the Company has not earned revenue, has a working capital deficit of \$247,460, and an accumulated deficit of \$27,279,308. The continuation of the Company as a going concern is dependent upon the continued financial support from its management, and its ability to identify future investment opportunities and obtain the necessary debt or equity financing, and generating profitable operations from the Company's future operations. If the Company is able to obtain financing, there is no certainty that terms will be favorable to the Company. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. These unaudited consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

2. Summary of Significant Accounting Policies

(a) Basis of Presentation

The financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States ("US GAAP") and are expressed in U.S. dollars. The Company's fiscal year end is September 30.

(b) Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents. As of June 30, 2016 and September 30, 2015, there were no cash equivalents.

(c) Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

2. Summary of Significant Accounting Policies (continued)

(d) Long-Lived Assets

Long-lived assets, such as property and equipment, mineral properties, and purchased intangibles with finite lives (subject to amortization), are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable in accordance with Accounting Standards Codification topic 360 "Property, Plant, and Equipment". Circumstances which could trigger a review include, but are not limited to: significant decreases in the market price of the asset; significant adverse changes in the business climate or legal factors; accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of the asset; current period cash flow or operating losses combined with a history of losses or a forecast of continuing losses associated with the use of the asset; and current expectation that the asset will more likely than not be sold or disposed significantly before the end of its estimated useful life.

Recoverability of assets is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by an asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized as the amount by which the carrying amount exceeds the estimated fair value of the asset. The estimated fair value is determined using a discounted cash flow analysis. Any impairment in value is recognized as an expense in the period when the impairment occurs. Asset Retirement Obligations

The Company follows the provisions of ASC 410, *Asset Retirement and Environmental Obligations*, which establishes standards for the initial measurement and subsequent accounting for obligations associated with the sale, abandonment or other disposal of long-lived tangible assets arising from the acquisition, construction or development and for normal operations of such assets.

(e) Loss per Share

The Company computes net income (loss) per share in accordance with ASC 260, *Earnings per Share*. ASC 260 requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive.

(f) Foreign Currency Translation

The Company's functional and reporting currency is the United States dollar. Foreign currency transactions are primarily undertaken in Canadian dollars. Foreign currency transactions are translated to United States dollars in accordance with ASC 830, *Foreign Currency Translation Matters*, using the exchange rate prevailing at the balance sheet date. Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in the determination of income.

(g) Financial Instruments

Pursuant to ASC 820, *Fair Value Measurements and Disclosures*, an entity is required to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Summary of Significant Accounting Policies (continued)

2.

Level 2

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company's financial instruments consist principally of cash, accounts payable and accrued liabilities, and amounts due to related parties. Pursuant to ASC 820, the fair value of cash is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. The recorded values of all other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

(h) Income Taxes

The Company accounts for income taxes using the asset and liability method in accordance with ASC 740, *Accounting for Income Taxes*. The asset and liability method provides that deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

Due to the Company's net loss position from inception on October 6, 2011 to June 30, 2016, there was no provision for income taxes recorded. As a result of the Company's losses to date, there exists doubt as to the ultimate realization of the deferred tax assets. Accordingly, a valuation allowance equal to the total deferred tax assets has been recorded at June 30, 2016.

(i) Mineral Property Costs

Mineral property acquisition costs are capitalized as incurred. Exploration and evaluation costs are expensed as incurred until proven and probable reserves are established. The Company assesses the carrying costs for impairment under ASC 360, "Property, Plant, and Equipment" at each fiscal quarter end. When it has been determined that a mineral property can be economically developed as a result of establishing proven and probable reserves, the costs then incurred to develop such property, are capitalized. Such costs will be amortized using the units-of-production method over the estimated life of the probable reserve. If mineral properties are subsequently abandoned or impaired, any capitalized costs will be charged to operations.

(j) Comprehensive Loss

ASC 220, *Comprehensive Income*, establishes standards for the reporting and display of comprehensive loss and its components in the financial statements. As at June 30, 2016 and September 30, 2015, the Company has no items representing comprehensive income or loss.

(k) Advertising and Marketing Costs

The Company expenses advertising and marketing development costs as incurred.

(l) Revenue Recognition

Revenue from the sale of minerals will be recognized when a contract is in place and minerals are delivered to the customer.

2. Summary of Significant Accounting Policies (continued)

(m) Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

3. Mineral Property

(a) The Company has acquired the mineral rights to the Mogollon claim located in the Province of San Juan near the villages of Solorin and El Toro in the Dominican Republic for a price of \$10,000 which included the cost of a geological report.

(b) On June 15, 2016, the Company acquired the mineral rights to 500 lithium claims, with an option to purchase an additional 600 lithium claims, situated in the Railroad Valley in the Western Nevada Basin of Nye County, Nevada in exchange for \$277,500.

Of the \$277,500 payable, \$100,000 was due immediately upon signing of the agreement and could be paid within 10 days, \$100,000 was due after confirmation of the claims being free from all liens, encumbrances, and mortgages (within 30 days of signing the agreement), and \$77,500 upon registration with the BLM for the claims that are due (to be completed on or before July 31, 2016).

The \$100,000 due at signing has not been paid and is recorded in accounts payable and accrued liabilities on the balance sheet. Due to the non-payment, the Company agreed to issue 636,943 shares of common stock.

The total consideration given for the mineral rights was \$1,131,848 which includes the \$100,000 payment owed and the 636,943 shares of common stock valued at \$1,031,848. The total amount of \$1,131,848 was impaired and recorded as an impairment loss during the period ended June 30, 2016.

4. Related Party Transactions

(a) As at June 30, 2016, the Company owes \$119,785 (2015 - \$81,650) to the former Chief Executive Officer and Director of the Company for advances to the Company to fund day-to-day operations. The amounts owing are unsecured, non-interest bearing, and due on demand. During the nine months ended June 30, 2016, the Company received advances of \$38,135 (June 30, 2015 - \$20,265) from the former Chief Executive Officer and Director of the Company.

(b) As at June 30, 2016, the Company owes \$10,000 (2015 - \$nil) to the Chief Executive Officer and Director of the Company for advances to the Company to fund day-to-day operations. The amounts owing are unsecured, non-interest bearing, and due on demand. During the nine months ended June 30, 2016, the Company received advances of \$10,000 (June 30, 2015 - \$nil) from the Chief Executive Officer and Director of the Company.

5. Common Shares

The Company's authorized common stock consists of 500,000,000 shares of common stock, with par value of \$0.001.

(a) On October 14, 2011, the Company issued 40,000,000 shares of its common stock to its sole director and officer at \$0.002 per share, for net proceeds of \$80,000. On March 31, 2015 there were 41 registered holders of record of our common stock due to our sole director and officer selling 15,000,000 common shares under the Company's effective Form S-1 registration statement to these shareholders. The Company did not receive any proceeds from the sale of these shares.

(b) On May 31, 2016, the former Chief Executive Officer and Director of the Company sold 25,000,000 common shares of the Company to the Chief Executive Officer and Director of the Company for proceeds of \$25,000 in a private sale. The transaction has no impact on the issued and outstanding common shares of the Company.

5. Common Shares (continued)

(c) On June 15, 2016, the Company acquired mineral properties in Nye County, Nevada from Plateau Ventures LLC ("Plateau"), a non-related party. The Company did not make the required payments per the agreement on-time and agreed to issue 636,943 common shares of the Company with a fair value of \$1,031,848, which is the end of day trading price of the Company's common shares on the date of the agreement which was the date that the shares became issuable. The common shares were issued on July 22, 2016.

(d) The Company issued 16,000,000 common shares with a fair value of \$25,920,000 to individuals for no consideration received. Refer to Note 6. The common shares were issued on July 22, 2016, resulting in \$26,941,848 of Common Stock Issuable at June 30, 2016.

6. Other Expenses

During the year ended September 30, 2016, the Company incurred \$25,920,000 (2015 - \$nil) of costs relating to the issuance of common shares to individuals for which no consideration was received by the Company.

7. Restatement

The Company has restated its consolidated financial statements as at June 30, 2016 and for the three and nine months then ended to reflect adjustments related issuance of common shares to individuals that were not issued for consideration to the Company.

The impact of the restatement as at June 30, 2016 and for the three and nine month periods then ended is summarized below:

Consolidated Statement of Operations

	Three Months Ended June 30, 2016		
	As reported \$	Adjustment \$	As restated \$
Expenses			
Impairment of mineral property	27,051,848	(25,920,000)	1,131,848
Net loss before other expense	(27,082,217)	25,920,000	1,162,217
Other expenses	—	(25,920,000)	(25,920,000)
Total other income (expense)	—	(25,920,000)	(25,920,000)
Net loss for the period	<u>(27,082,217)</u>	<u>-</u>	<u>(27,082,217)</u>
Net loss per share, basic and diluted	<u>(0.68)</u>	<u>-</u>	<u>(0.68)</u>

7. Restatement (continued)

Consolidated Statement of Operations

	Nine Months Ended June 30, 2016		
	As reported \$	Adjustment \$	As restated \$
Expenses			
Impairment of mineral property	27,051,848	(25,920,000)	1,131,848
Net loss before other expense	(27,108,588)	25,920,000	1,188,588
Other expenses	—	(25,920,000)	(25,920,000)
Total other income (expense)	—	(25,920,000)	(25,920,000)
Net loss for the period	(27,108,588)	—	(27,108,588)
Net loss per share, basic and diluted	(0.68)	—	(0.68)

Consolidated Statement of Cash Flows

	For the nine months ended June 30, 2016		
	As reported \$	Adjustment \$	As restated \$
Operating Activities			
Adjustments to reconcile net loss to net cash used in operating activities:			
Impairment loss and other expenses on mineral property	27,051,848	(25,920,000)	1,131,848
Shares issued for other expenses	—	25,920,000	25,920,000

8. Subsequent Events

We have evaluated subsequent events through to the date of issuance of the unaudited consolidated financial statements, and did not have any material recognizable subsequent events after June 30, 2016 with the exception of the following:

- (a) On July 22, 2016, the Company issued 16,636,943 common shares as part of the acquisition of the Nye County claims, as noted in Note 5(c) and 5(d).

Forward-Looking Statements

You should read the following discussion of our financial condition and results of operations in conjunction with the financial statements and the notes thereto included elsewhere in the Form 10-Q. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this Form 10-Q.

Background

Oroplata has a limited operating history and has not yet generated or realized any revenues from its activities. It has performed limited exploration work on its former property, Leomary Gold Claim located in the Dominican Republic. To date it has not performed any exploration work on its new mineral claim called the Mogollon located in the Dominican Republic.

We are an Emerging Growth Company as defined in the Jumpstart Our Business Startups Act.

We shall continue to be deemed an emerging growth company until the earliest of:

(A) the last day of the fiscal year of the issuer during which it had total annual gross revenues of \$1,000,000,000 (as such amount is indexed for inflation every 5 years by the Commission to reflect the change in the Consumer Price Index for All Urban Consumers published by the Bureau of Labor Statistics, setting the threshold to the nearest \$1,000,000) or more;

(B) the last day of the fiscal year of the issuer following the fifth anniversary of the date of the first sale of common equity securities of the issuer pursuant to an effective registration statement under this title;

(C) the date on which such issuer has, during the previous 3-year period, issued more than \$1,000,000,000 in non-convertible debt; or

(D) the date on which such issuer is deemed to be a 'large accelerated filer', as defined in section 240.12b-2 of title 17, Code of Federal Regulations, or any successor thereto.

As an emerging growth company we are exempt from Section 404(b) of Sarbanes Oxley. Section 404(a) requires Issuers to publish information in their annual reports concerning the scope and adequacy of the internal control structure and procedures for financial reporting. This statement shall also assess the effectiveness of such internal controls and procedures.

Section 404(b) requires that the registered accounting firm shall, in the same report, attest to and report on the assessment on the effectiveness of the internal control structure and procedures for financial reporting.

As an emerging growth company we are exempt from Section 14A and B of the Securities Exchange Act of 1934 which require the shareholder approval of executive compensation and golden parachutes.

We have irrevocably opted out of the extended transition period for complying with new or revised accounting standards pursuant to Section 107(b) of the Act.

Oroplata's auditors have issued a going concern opinion on the September 30, 2015 financial statements. This means that its auditors believe there is substantial doubt that it can continue as an on-going business for the next twelve months unless it obtains additional capital to pay for its operations. This is because it has not generated any revenues and no revenues are anticipated until it begins removing and selling minerals, if ever. Accordingly, it must raise cash from sources other than the sale of minerals found on the Mogollon concession. That cash must be raised from other sources. Oroplata's only other source for cash at this time is investment by others in Oroplata, advances from its sole director or institutional financing. Oroplata must raise cash to implement its planned exploration program

The Company reviews and evaluates long-lived assets, such as its former and present mineral claims, for impairment when events or changes in circumstances indicate that the related carrying amounts may not be recoverable. The assets are subject to impairment consideration under ASC 360-10-35-17 if events or circumstances indicate that their carrying amounts might not be recoverable. When the Company determines that an impairment analysis should be done, the analysis will be performed using rules of ASC 930-360-35, Asset Impairment, and 360-10-15-3 through 15-5, Impairment or Disposal of Long-Lived Assets.

Change in Control

Appointment of Mr. Craig Alford and Resignation of Mr. Ruben Ricardo Vasquez

On May 31, 2016, Craig Alford acquired control of twenty-five million (25,000,000) shares (the "Purchased Shares") of the Company's issued and outstanding common stock, representing approximately 62.5% of the Company's total then issued and outstanding common stock, from Ruben Ricardo Vasquez in accordance with a stock purchase agreement between Mr. Alford and Mr. Vasquez (the "Stock Purchase Agreement"). Pursuant to the Stock Purchase Agreement, Mr. Alford paid an aggregate purchase price of twenty-five thousand dollars (\$25,000.00) to Mr. Vasquez in exchange for the Purchased Shares.

As a result of the Stock Purchase Agreement, the following changes to the Company's directors and officers have occurred:

As of May 31, 2016, Ruben Ricardo Vasquez resigned from all officer positions with the Company, including but not limited to those of President, Chief Executive Officer, Chief Financial Officer and Secretary.

On May 31, 2016, Craig Alford was appointed as the Company's President, Chief Executive Officer, Chief Financial Officer, Treasurer, and Secretary.

On June 13, 2016, Mr. Vasquez resigned from his position as the sole director of the Company and Mr. Alford was appointed as the sole director of the Company.

As a result of these transactions, control of the Company passed to Mr. Alford. The Shares acquired by Mr. Alford constituted 62.5% of the then issued and outstanding common stock of the Company.

Appointments of Mr. William Hunter

On June 10, 2016, the Board of Directors of the Company appointed William Hunter to the Board and to serve as the Company's Treasurer and Vice President of Finance.

Appointment of Mr. Gregory Kuzma

On June 10, 2016 the Board of Directors of the Company appointed Gregory Kuzma to the Board and to serve as the Company's Vice President of Exploration.

Appointment of Mr. Michael Mason

On July 22, 2016 the Board of Directors of the Company appointed Michael Mason to the Board of Directors.

Entrance into Mineral Claim Purchase Agreement with Plateau Ventures LLC

On June 7, 2016, the Company entered into Mineral Claim Purchase Agreement (the "Agreement") with Plateau Ventures LLC., a Utah corporation ("PVL"). Pursuant to the Agreement, upon the satisfaction of various closing conditions, PVL will sell to the Company the title to five hundred (500) lithium mineral claims situated in Railroad Valley in the Western Nevada Basin of Nye County, Nevada (the "Claims") for a total of \$277,500.

Full entitlement to the Company of the Claims will occur when all filing requirements are processed and accepted by the Bureau of Land Management (BLM) in Nevada. All BLM requirements must be completed on or before September 1st of each year. Although no assurances can be made, the Company believes it is compliant with all BLM procedures and anticipates that it will receive confirmation from the BLM of its entitlement to the Claims.

Overview of Oroplata

Oroplata was incorporated under the laws of the State of Nevada on October 6, 2011 for the purpose of acquiring rights to mineral properties with the eventual objective of being a producing mineral company, if and when it ever occurs. On January 10, 2012 Oroplata incorporated a wholly-owned subsidiary under the laws of the Dominican Republic named "Oroplata Exploraciones E Ingenieria, Orexi, SRL" in order to hold the mineral rights to a claim named "Leomary Gold Claim". In order to determine what mineralization was present on the Leomary the Company hired Ismael Martinez, Professional Geologist, to undertake an exploration program on the Leomary at a cost of \$25,800. The exploration program centered mainly on obtaining soil, sediment and rock samples from various areas within the claim to determine what minerals were present. Based on the results on these initial findings, Oroplata undertook a further exploration program during the summer of 2013, at a cost of \$18,800, to identify mineralization in other parts of the Leomary and to resample the previous high grade samples. This additional exploration work was completed at the end of August 2013. Unfortunately the Company lost the rights to any minerals on the Leomary in September 2014.

The Company has acquired a new mineral claim in the Dominican Republic called Mogollon whereby the Company paid \$10,000 for the rights to the minerals on this new claim and for the completion of a geological report thereon.

Oroplata owns no real estate as such other than the mineral rights to the Mogollon concession located in the Dominican Republic.

Mogollon Mineral Property

The Claim called "MOGOLLON" is located in the province of San Juan, municipalities of Juan De Herera and an assortment of other small municipalities such as San Juan de la Maguana and Bohechio and near the villages of Solorin, El Toro Lado and La Cienaga.

There is a good access by the west part of the claim as it has roads and paths that cross the concession.

Tireo Formation

The geological unit of greater extent and power in the Central Dominican Cordillera is the Tireo Formation, which consists of a sequence of volcanoclastic and sedimentary rocks of more than 4000 m thick, interbedded with volcanic flows intruded by plutonic and hypabyssal rocks. The first references that allude to the Tireo Formation are due to a geologist in his report in 1966 mentioning them. Based on chemical analysis of volcanic rocks, a subsequent geologist in 1991 divided the unit into a lower and upper Tireo Group, suggesting as source material detrital material to the Siete Cabezas Formation essentially.

In the studied area, the cartographic units that are differentiated from base to top in Tireo Formation are: massive volcanoclastic rocks or laminated with interbedded subordinate lava and limestone, massive andesitic flows and interbedded with volcanoclastic terms, and limestone pleated in white, red and gray tones. On the Formation volcanoclastic proximal facies change essentially NW SE volcano-sedimentary facies and distal. The Tireo Formation is calcalkaline chemistry, representing its position in the Central Cordillera axis of magmatic activity linked to bow II stadium Superior Cretaceous-Eocene (AICC).

Biochemical Characteristics of Units of the Central Dominican Mountains

Igneous rocks that form the Dominican Cordillera Central are variably deformed, metamorphosed, retrograded and altered. These processes have led to the formation of new minerals such as amphibole, epidote, chlorite, white mica, albite and Fe-Ti oxides. Therefore, the geochemical interpretation of these rocks must be careful as to have undergone a metamorphism and / or alteration should be considered potential elements such as Sr, Rb, K, Na and Ba mobility. However, Zr, Nb, Th, Hf, Y, Ti, Cr and REE elements are relatively immobile and can be used to evaluate the magmatic affinities of rocks belonging to the various units that make up the Central Cordillera. Their geochemical characterization will allow establishing relationships between the different units and discriminating the possible tectonomagmatic build environment.

Geology

The mineralization of greater economic interest in the Dominican Republic corresponds to massive sulphide ores of hydrothermal replacements and laterite concentrations. The massive sulphides are preferentially located in the Maimon Formation and formations Los Ranchos, Duarte, Tireo and Peralvillo. In the Maimon Formation have been identified several Prospects Massive Sulphide mineralization such as: Cerro Maimon, Loma Barbuito and Loma Pesada.

The epithermal mineralization are preferably in the Formations Los Ranchos and Tireo, where you can highlight the tank sulphides Pueblo Viejo (Au, Ag, Zn) the deposit of Managua (Au, Ag) Deposits and Centenario (Au) and Candelones (Au).

The case of Pueblo Viejo is very particular, if the hypothesis that relates to Maar is true, the chances of a similar system there are very limited. If the situation is that proposed by a geologist in 2000 in which the epithermal system associated with massive sulfide and acidic domes is correct, then there are more chances of finding similar systems.

The assessment of areas with mining potential of metallic minerals is related to geodynamic processes developed in Hispaniola, in origin related to plate tectonics. The evolution of the Caribbean Plate presents different episodes of continuous transformation; this evolution is also lithological with input from volcanic material and intrusion of plutons and subsequent metamorphic process.

During these developmental periods areas affected include those between Hispaniola island arc formation in the Upper Jurassic and Cretaceous to Eocene, although there is evidence of Quaternary volcanism without major contributions of metallic ores.

The most representative tectonic events are associated with the contribution of volcanic rocks and large primary guidelines where this feature is in line with its geotectonic framework that is particularly favorable to the formation of various types of mineralization, many with great importance and economic significance. The global metallogenic analysis match the extraordinary fertility of the fields of island arc for the genesis of mineral deposits, especially regarding major types, such as hydrothermal volcanogenic massive sulfide (VHMS), epithermal, including porphyry copper deposits.

To obtain positive results in the exploration program, efforts were directed to develop a mining project exploitation of metallic minerals, to meet the current needs of the international market.

The Company has not undertaken any exploration on the Mogollon concession but it is expected to do so before the end of 2016.

Compliance with Government Regulations – Essentials of Mining Laws

In the Dominican Republic the laws relating to mineral exploration and development are contained under the "Mining Law of the Dominican Republic – Law No. 146". The important components of the mining law are as follows:

Filing of an application involves two publications in a Dominican newspaper and the annual payment of fees.

All mining titles are to be delivered to a Dominican Republic company. Exploration titles may also be delivered to individuals or a foreign company, with certain exceptions (e.g. government employees or their immediate relatives and foreign governments).

Resolutions granting mineral title are issued by the Secretaría de Estado de Industria y Comercio (currently Ministry of Industry and Commerce) following a favorable recommendation by the Dirección General de Minería.

A company may have exploration and mining titles over a maximum of 30,000 hectares. An exploration title is valid for 3 years and may be followed by two oneyear extensions. At the end of the 5year period, the owner of the title applies for an exploitation permit, or a new round of exploration permitting may be started at the discretion of the mining department.

An agreement must be reached with surface rights owners (formal or informal) for each phase of exploration work. If mining is envisioned, land must be bought. A procedure exists in which government mediation is used to resolve disagreements, and this process may ultimately end in expropriation at a fair price.

Legal descriptions of exploration and mining concessions are based on polar coordinates relative to a surveyed monument. The monument location is defined in UTM coordinates, NAD27 datum. The concession boundaries are not marked or surveyed.

The documents and requirements a company would be required to file in order to obtain a license for mining exploration are as follows:

1. Name, nationality, address, profession, identification number of the applicant or their agent or the holder of a corresponding special power.
2. Name of the claim or concession.
3. Location, indicating: province, municipality, section or village.
4. Description of the starting point that will be necessary within or on the perimeter of the claim, determining the direction and distance of same reference point. These points should be located at a distance of not less than 150 feet, or within 1,500 feet. The point must be visible from one another. The point of reference should be related to three or more visual in direction of topographical characteristic points of the area.
5. The amount of mining hectares indicating the boundaries and the amount limited by law.
6. Three or more personal references about the moral, technical and economic capacity of the applicant.
7. Name of adjoining claims or concessions if any.
8. Name(s) of (the) owner(s) or occupant(s) of (the) field(s) if any.
9. The plans and drawings of an exploration area must be submitted at scales from 1:5,000 to 1:20,000, in original.
10. A copy of the topographic map at 1:5,000 scale, indicating the geological location of the concession area, specifying number, series and corresponding map edition.
11. Two (2) receipt payments to Internal Revenue Office for ten Dominican Pesos.

Environmental Permits

Important components of environmental law in the Dominican Republic are:

An environmental permit is not necessary to conduct geological mapping, stream sediment, sampling, line cutting or geophysical surveys.

A letter of no objection (*Carta de no objeción*) from the Ministry of Environment is all that is required for trenching and initial drilling, as long as access routes need not be constructed. This letter is based on a brief technical description submitted by the company.

Additional drilling and the construction of any access roads warrant an environmental license that is valid for one year. A report must be filed by the company and must include technical and financial aspects that take into account remediation costs.

At the feasibility stage, an environmental impact study must be submitted and approved by the government. Such a study could cost as high as \$100,000.

Competition

Oroplata has to compete with other companies searching for minerals in the Dominican Republic and seeking financing for the development of their specific properties. Often, not in all cases, these other mineral companies are better financed, have properties which have had sufficient exploration work done on them to warrant a future investor to consider investing in their company rather than ours. There are only a limited number of investors willing to invest in a company which had no proven reserves and has just started its exploration work. These other mineral exploration companies might induce investors to consider their properties and not ours. Hence, any additional funds they receive will be directed to the future exploration work on their properties whereas our company might be strapped for funds and unable to do any worthwhile exploration work on the Mogollon concession. We might never be able to compete against these other companies and hence never bring the Mogollon concession into a stage where a production decision is to be made. In addition, we will have to compete with both large and small exploration companies for other resources we will need; professional geologists, transportation to and from the Mogollon concession, materials to set up a camp if required and supplies including drill rigs.

Oroplata's Main Product

Oroplata's main product will be the sale, if a mineral ore reserve is identified, of gold that can be extracted from the Mogollon concession once it has been explored. Since the Mogollon has yet to be explored by us, we have yet to find an ore body and therefore cannot sell any ore.

Exploration and Office Facilities

The Company has no plans to construct a mine or smelter on the Mogollon until an ore body of reasonable worth is found; which might never happen. While in the exploration stage, the crew of workers will be housed in a nearby town or tent facilities will be established on the property itself. This will initially avoid building any structures either permanent or removable on the Mogollon concession.

Oroplata's office is at 170 S Green Valley Parkway, Suite #300, Henderson, Nevada 89012. At the present time Oroplata does not require its own office space due to having no employees, other than Mr. Vasquez, but will consider renting office space once our exploration and staff requirements demand it.

Other Mineral Properties

The Company has no other properties other than the Mogollon property located in the Dominican Republic, and the Nye County mineral claims located in Nevada, United States.

Employees

Other than our sole director and officer we do not have any other employees. He devotes approximately 20 hours a month to our operations but will increase the number of hours when an exploration program is undertaken on our mineral properties.

In September 2014 we engaged the services of a professional geologist to identify the Mogollon concession in the Dominican Republic and subsequently to prepare a geological report on it detailing the future work to be undertaken. The Mogollon concession is more fully described above.

Significant Accounting Policies

Research and Development Expenditures

Oroplata has not expended any money on research and development since its inception.

Patents and Trademarks

Oroplata does not have any patents or trademarks.

RESULTS OF OPERATIONS FOR THE THREE and NINE MONTHS ENDED June 30, 2016 AND 2015

Revenues

During the three and nine month periods ended June 30, 2016 and 2015, the Company has not realized any revenues.

Expenses

Three months ended June 30, 2016 and 2015

During the three months ended June 30, 2016, the Company incurred \$1,162,217 of general and administrative expense compared to \$6,160 during the three months ended June 30, 2015. The increase in operating expenses is due to increased activity within the Company with the acquisition of the Nye County mineral claims in June 2016 including legal fees for the due diligence and acquisition documents and transfer agent and filing fees for the Form 8-K notices. Furthermore, the Company recorded an impairment loss of \$1,131,848 on the Nye County properties comprised of cash to be paid of \$100,000 and the agreement to issue 636,943 common shares with a fair value of \$1,031,848 based on the fair value of the Company's common shares on the date of the acquisition agreement.

During the nine months ended June 30, 2016, the Company incurred \$1,188,588 of general and administrative expense compared to \$33,413 during the nine months ended June 30, 2015. The increase in operating expenses is due to increased activity within the Company with the acquisition of the Nye County mineral claims in June 2016 including legal fees for the due diligence and acquisition documents and transfer agent and filing fees for the Form 8-K notices, which was offset by exploration costs that were incurred on the Mongolian property in the prior year. Furthermore, the Company recorded an impairment loss of \$1,131,848 on the Nye County properties comprised of cash to be paid of \$100,000 and the agreement to issue 636,943 common shares with a fair value of \$1,031,848 based on the fair value of the Company's common shares on the date of the agreement.

Net Loss

During the nine months ended June 30, 2016, the Company incurred a net loss of \$27,108,588 or \$0.68 loss per share compared to a net loss of \$33,413 and \$nil loss per share during the nine months ended June 30, 2015. In addition to operating expenses, the Company recorded other expense of \$25,920,000 relating to the promise to issue 16,000,000 common shares to individuals without any consideration received by the Company. The common shares were valued using the Company's end-of-day trading price on the date of the agreement.

Liquidity and Capital Resources

At June 30, 2016, we had \$nil of cash and total assets compared to cash of \$9,946 and total assets of \$10,946 at September 30, 2015. The decrease in cash is due to the fact that the Company used the remaining cash balance for operating activities and did not raise sufficient cash funding from financing activities to maintain a cash balance in the Company.

During the period ended June 30, 2016, we did not have any equity transactions. However, the Company was due to issue 636,943 common shares related to the acquisition of the Nye County mineral claims and 16,000,000 common shares which were issued to individuals without any consideration received by the Company, which were subsequently issued on July 22, 2016.

Cash Flows

Cash from Operating Activities

During the nine months ended June 30, 2016, the Company used cash of \$58,442 for operating activities compared to \$29,160 during the nine months ended June 30, 2015. The increase in the use of cash for operating activities was due to increased activity in the Company during fiscal 2016 with respect to the due diligence and acquisition of the Nye County mineral claims.

Cash from Investing Activities

During the nine months ended June 30, 2016 and 2015, we did not have any investing activities.

Cash from Financing Activities

During the nine months ended June 30, 2016, we received \$48,496 of cash proceeds from related parties as compared to \$20,265 received during the nine months ended June 30, 2015. The increase in the cash received is based on the Company's operational needs.

Trends

We are in the pre-exploration stage, have not generated any revenue and have no prospects of generating any revenue in the foreseeable future. We are unaware of any known trends, events or uncertainties that have had, or are reasonably likely to have, a material impact on our business or income, either in the long term or short term.

Off-Balance Sheet Arrangements

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to our stockholders.

Inflation

The effect of inflation on our revenues and operating results has not been significant.

Our financial statements are presented in United States dollars and are prepared using the accrual method of accounting which conforms to US GAAP.

We have elected to use the extended transition period for complying with new or revised accounting standards under Section 102(b)(1) of the JOBS Act. This election allows us to delay the adoption of new or revised accounting standards that have different effective dates for public and private companies until those standards apply to private companies. As a result of this election, our financial statements may not be comparable to companies that comply with public company effective dates.

The financial statements as of and for the six months ended September 30, 2015 included herein, which have not been audited pursuant to the rules and regulations of the Securities and Exchange Commission, reflect all adjustments which, in the opinion of management, are necessary for a fair presentation of financial position, results of operations and cash flows for the interim periods on a basis consistent with the annual audited statements. All such adjustments are of a normal recurring nature. The results of operations for interim periods are not necessarily indicative of the results that may be expected for any other interim period or for a full year. Certain information, accounting policies and footnote disclosures normally included in financial statements prepared in conformity with accounting principles generally accepted in the United States of America have been omitted pursuant to such rules and regulations, although we believe that the disclosures are adequate to make the information presented not misleading.

Going Concern

The Company's financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company has generated no revenues to date, and has an accumulated deficit of \$27,279,308. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability to raise equity or debt financing, and the attainment of profitable operations from the Company's future business. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company's plan of action over the next twelve months is to raise capital financing to conduct exploration and drilling on its mineral property claims held in Nueva Ecija, Philippines as well as exploring for new mineral property claims.

Use of Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods presented. We are required to make judgments and estimates about the effect of matters that are inherently uncertain. Although, we believe our judgments and estimates are appropriate, actual future results may be different; if different assumptions or conditions were to prevail, the results could be materially different from our reported results.

Mineral Properties

Mineral property acquisition costs are capitalized in accordance with Accounting Standards Codification Topic 930 "Extractive Activities - Mining". Mineral property exploration costs are expensed as incurred. When it has been determined that a mineral property can be economically developed as a result of establishing proven and probable reserves, the costs incurred to develop such property are capitalized. To date our company has not established any reserves on its mineral properties.

Long-Lived Assets

Long-Lived assets, such as property and equipment, mineral properties, and purchased intangibles with finite lives (subject to amortization), are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable in accordance with Accounting Standards Codification Topic 360 "Property, Plant, and Equipment". Circumstances which could trigger a review include, but are not limited to: significant decreases in the market price of the asset; significant adverse changes in the business climate or legal factors; accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of the asset; current period cash flow or operating losses combined with a history of losses or a forecast of continuing losses associated with the use of the asset; and current expectation that the asset will more likely than not be sold or disposed significantly before the end of its estimated useful life.

Recoverability of assets is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by an asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized as the amount by which the carrying amount exceeds the estimated fair value of the asset. The estimated fair value is determined using a discounted cash flow analysis. Any impairment in value is recognized as an expense in the period when the impairment occurs. During the year ended March 31, 2016, we recognized a full impairment of our capitalized mineral property costs.

Recent Accounting Pronouncements

We review new accounting standards as issued. Although some of these accounting standards issued or effective after the end of our previous fiscal year may be applicable to us, we have not identified any standards that we believe merit further discussion. We believe that none of the new standards will have a significant impact on our financial position, future operations or cash flows.

Market Information

Oroplata's stock is presently quoted on the "OTC Markets". At the present time, there is no established market for the shares of Oroplata.

With a lack of liquidity in our common stock, trading prices might be volatile with wide fluctuations. This assumes that there will be a secondary market at all.

Oroplata's symbol on the OTC PINK is "ORRP".

There are no common shares subject to outstanding options, warrants or securities convertible into common equity of Oroplata. The number of shares presently subject to Rule 144 is 25,000,000 shares. The share certificate has the appropriate legend affixed thereto. Presently, under Rule 144, the number of shares which could be sold, if an application is made, is Nil shares. There are no shares being offered pursuant to an employee benefit plan or dividend reinvestment plan. In addition, there are no outstanding options or warrants to purchase common shares or shares convertible into common shares of Oroplata.

Dividend Policy

We have never declared or paid any cash dividends on our capital stock. We currently intend to retain all available funds and any future earnings to support our operations and finance the growth and development of our business. We do not intend to pay cash dividends on our common stock for the foreseeable future. Any future determination related to dividend policy will be made at the discretion of our Board of Directors.

Equity Compensation Plans

There are no securities authorized for issuance under equity compensation plans or individual compensation arrangements.

Penny Stock Rule

Oroplata's common stock is considered to be a "penny stock" because it meets one or more of the definitions in SEC Rule 3a51-1:

- (i) It has a price less than five dollars per share;
- (ii) It is not traded on a recognized national exchange; and
- (iii) It is issued by a company with net tangible assets of less than \$2,000,000, if in business more than three years continuously, or \$5,000,000, if the business is less than three years continuously or with average revenues of less than \$6,000,000 for the past three years.

A broker-dealer will have to undertake certain administrative functions required when dealing with a penny stock transaction. Disclosure forms detailing the level of risk in acquiring Oroplata's shares will have to be sent to an interested investor, current bid and offer quotations will have to be provided with an indication as to what compensation the broker-dealer and the salesperson will be receiving from this transaction and a monthly statement showing the closing month price of the shares being held by the investor. In addition, the broker-dealer will have to receive from the investor a written agreement consenting to the transaction. This additional administrative work might make the broker-dealer reluctant to participate in the purchase and sale of Oroplata's shares.

From Oroplata's point of view, being subject to the Penny Stock Rule could make it extremely difficult for it to attract new investors for future capital requirements since many financial institutions are restricted under their by-laws from investing in shares under a certain dollar amount. Ordinary investors might not be willing to subscribe to shares in the capital stock of Oroplata due to the uncertainty as to whether the share price will ever be able to be high enough that the Penny Stock Rule is no longer a concern.

In addition, the stock market in general, and the market prices for thinly traded companies in particular, have experienced extreme volatility that often has been unrelated to the operating performance of such companies. These wide fluctuations may adversely affect the trading price of our shares regardless of our future performance and that of Oroplata. In the past, following periods of volatility in the market price of a security, securities class action litigation has often been instituted against such company. Such litigation, if instituted, whether successful or not, could result in substantial costs and a diversion of management's attention and resources, which would have a material adverse effect on our business, results of operations and financial condition.

Any new investor purchasing shares in our Company might consider whether they will be able to sell their shares at a given price since if no broker-dealer becomes involved with Oroplata and Oroplata is unable to raise future investment capital the price per share may deteriorate to a point that an investor's entire investment could be lost.

Outstanding Stock Options, Purchase Warrants and Convertible Securities

Oroplata has not issued any stock options to its director and officer nor has it attached share purchase warrants to the shares issued and outstanding. There are no convertible securities as of the date of this Form 10-Q.

Our authorized capital consists of 500,000,000 shares of common stock, par value \$0.001 per share, of which 56,636,943 shares are presently issued.

The holders of our common stock are entitled to receive dividends as may be declared by our Board of Directors; are entitled to share ratably in all of our assets available for distribution upon winding up of the affairs our Company; and are entitled to one non-cumulative vote per share on all matters on which shareholders may vote at all Meetings of the shareholders.

The shareholders are not entitled to preference as to dividends or interest; preemptive rights to purchase in new issues of shares; preference upon liquidation; or any other special rights or preferences.

There are no restrictions on dividends under any loan or other financing arrangements.

Non-Cumulative Voting.

The holders of our shares of common stock do not have cumulative voting rights, which means that the holders of more than 50% of such outstanding shares, voting for the election of Directors, can elect all of the Directors to be elected, if they so choose. In such event, the holders of the remaining shares will not be able to elect any of our Directors.

Employment Agreements

We have no employment agreements with our executive officer.

Equity Compensation Plans, Stock Options, Bonus Plans

No such plans or options exist. None have been approved or are anticipated. No Compensation Committee exists either.

Pension Benefits

We do not maintain any defined benefit pension plans.

Nonqualified Deferred Compensation

We do not maintain any nonqualified deferred compensation plans.

Change in Control of Our Company

We do not know of any arrangements which might result in a change in control.

Registered Agent

We are required by Section 78.090 of the Nevada Revised Statutes (the "NRS") to maintain a registered agent in the State of Nevada. Our registered agent for this purpose is American Corporate Enterprises, 123 W Nye Lane, Suite 129, Carson City, NV 89703. All legal process and any demand or notice authorized by law to be served upon us may be served upon our registered agent in the State of Nevada in the manner provided in NRS 14.020(2).

Transfer Agent

We have engaged the services of Action Stock Transfer Corp., Suite 214 – 2469 E. Fort Union Blvd., Salt Lake City, Utah, 84121, to act as transfer and registrar.

Debt Securities and Other Securities

There are no debt securities outstanding or other securities.

Holders of Common Stock

There are 9 shareholders including our sole director and officer as of June 30, 2016.

Rule 144 Share Restrictions

Under Rule 144, an individual who is not an affiliate of our Company and has not been an affiliate at any time during the three months preceding a sale and has been the beneficial owner of our shares for at least six months would be entitled to sell them without restriction. This is subject to the continued availability of current public information about us for the first year which can be eliminated after a one-year hold.

Whereas an individual who is deemed to be an affiliate and has beneficially owned shares in our Company for at least six months can sell their shares in a given three month period as follows:

1. One percent of the number of shares of our Company's common stock then outstanding, which in the case of our current director and officer, will equal approximately 25,000 shares as of the date of this Form 10-Q; or
2. The average weekly trading volume of our company's common stock during the four calendar weeks preceding the filing of a notice on Form 144 with respect to the sale.

Under Rule 405 of the Securities Act, a reporting or non-reporting shell company cannot sell shares under Rule 144, unless the company: (i) has ceased to be a shell company; (ii) is subject to the Exchange Act reporting obligations; (iii) has filed all required Exchange Act reports during the preceding twelve months; (iv) and at least one year has elapsed from the time the company filed with the SEC, current Form 10 type information reflecting its status as an entity that is not a shell company.

Anti-Takeover Provision

In accordance with the laws of the State of Nevada and the Securities Regulation Act.

Chapter 78 of Nevada Revised Statutes contains a provision governing "acquisition of controlling interest." This law provides generally that any person or entity that acquires 20% or more of the outstanding voting shares of a publicly-held Nevada corporation in the secondary public or private market may be denied voting rights with respect to the acquired shares, unless a majority of the disinterested shareholders of the corporation elects to restore such voting rights in whole or in part. The control share acquisition act provides that a person or entity acquires "control shares" whenever it acquires shares that, but for the operation of the control share acquisition act, would bring its voting power within any of the following three ranges: 20 to 33 1/3%; 33 1/3 to 50%; or more than 50%.

A "control share acquisition" is generally defined as the direct or indirect acquisition of either ownership or voting power associated with issued and outstanding control shares. The shareholders or board of directors of a corporation may elect to exempt the stock of the corporation from the provisions of the control share acquisition act through adoption of a provision to that effect in the articles of incorporation or bylaws of the corporation. Our articles of incorporation and bylaws do not exempt our common stock from the control share acquisition act.

The control share acquisition act is applicable only to shares of "Issuing Corporations" as defined by the Nevada law. An Issuing Corporation is a Nevada corporation, which: has 200 or more shareholders, with at least 100 of such shareholders being both shareholders of record and residents of Nevada; and does business in Nevada directly or through an affiliated corporation.

At this time, we do not have 100 shareholders of record resident of Nevada. Therefore, the provisions of the control share acquisition act do not apply to acquisitions of our shares and will not until such time as these requirements have been met. At such time as they may apply, the provisions of the control share acquisition act may discourage companies or persons interested in acquiring a significant interest in or control of us, regardless of whether such acquisition may be in the interest of our shareholders.

The Nevada "Combination with Interested Shareholders Statute" may also have an effect of delaying or making it more difficult to effect a change in control of us. This statute prevents an "interested shareholder" and a resident domestic Nevada corporation from entering into a "combination," unless certain conditions are met. The statute defines "combination" to include any merger or consolidation with an "interested shareholder," or any sale, lease, exchange, mortgage, pledge, transfer or other disposition, in one transaction or a series of transactions with an "interested shareholder" having: an aggregate market value equal to 5 percent or more of the aggregate market value of the assets of the corporation; an aggregate market value equal to 5 percent or more of the aggregate market value of all outstanding shares of the corporation; or representing 10 percent or more of the earning power or net income of the corporation.

Corporate Governance

Director Independence

Craig Alford, William Hunter and Gregory Kuzma are not independent within the meaning of Section 5605 of NASDAQ. However, Michael Mason is independent within the meaning of Section 5605 of NASDAQ.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not Applicable.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, being our sole officer and director, we have evaluated the effectiveness of our disclosure controls and procedures as required by Exchange Act Rule 13a-15(b) as of June 30, 2016 (the "Evaluation Date"). Based on that evaluation, the sole director and officer has concluded that these disclosure controls and procedures were not effective as of the Evaluation Date as a result of the material weaknesses in internal control over financial reporting discussed below.

Disclosure controls and procedures are those controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act are recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to our sole director and officer to allow timely decisions regarding required disclosure.

Notwithstanding the assessment that our internal control over financial reporting was not effective and that there were material weaknesses as identified below, we believe that our financial statements contained in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2016 fairly present our financial condition, results of operations and cash flows in all material respects.

The material weakness identified is described below.

1. Certain entity level controls establishing a "tone at the top" were considered material weaknesses. As of June 30, 2016, the Company did not have a separate audit committee or a policy on fraud. A whistleblower policy is not necessary given the small size of the organization.
2. Due to the significant number and magnitude of out-of-period adjustments identified during the year-end closing process, management has concluded that the controls over the period-end financial reporting process were not operating effectively. A material weakness in the period-end financial reporting process could result in us not being able to meet our regulatory filing deadlines and, if not remediated, has the potential to cause a material misstatement or to miss a filing deadline in the future. Management override of existing controls is possible given the small size of the organization and lack of personnel.
3. There is no system in place to review and monitor internal control over financial reporting. The Company maintains an insufficient complement of personnel to carry out ongoing monitoring responsibilities and ensure effective internal control over financial reporting.

As a result of the material weakness in internal control over financial reporting described above, the Company's sole director and officer has concluded that, as of June 30, 2016, the Company's internal control over financial reporting was not effective based on the criteria in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organization of the Treadway Commission.

Changes in Internal Controls Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended June 30, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not currently a party to any legal proceedings. There are no material proceedings to which our executive officer and director is a party adverse to us or has a material interest adverse to us.

We are required by Section 78.090 of the Nevada Revised Statutes (the "NRS") to maintain a registered agent in the State of Nevada. Our registered agent for this purpose is American Corporate Enterprises, Inc 123 West Nye Lane, Station 129, Carson City, NV 89706. All legal process and any demand or notice authorized by law to be served upon us may be served upon our registered agent in the State of Nevada in the manner provided in NRS 14.020(2).

ITEM 1A. RISK FACTORS.

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

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

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. MINE SAFETY DISCLOSURE

Not Applicable

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS**(a) (3) Exhibits**

The following exhibits are either provided with this Quarterly Report or are incorporated herein by reference:

Exhibit	Description	Filed Herein	Incorporated Date	By Form	Reference Exhibit
<u>31.1</u>	Certification of Chief Executive Officer as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	x			
<u>32.1</u>	Certification of Chief Executive Officer as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	x			
101	INS XBRL Instant Document.	x			
101	SCH XBRL Taxonomy Extension Schema Document	x			
101	CAL XBRL Taxonomy Extension Calculation Linkbase Document	x			
101	LAB XBRL Taxonomy Label Linkbase Document	x			
101	PRE XBRL Taxonomy Extension Presentation Linkbase Document	x			
101	DEF XBRL Taxonomy Extension Definition Linkbase Document	x			

SIGNATURES

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

OROPLATA RESOURCES, INC.

(Registrant)

Date: February 9, 2018

By: /s/ Douglas D Cole
 Douglas D Cole
 Chief Executive Officer,
 Chief Financial Officer

The certification required by Rule 13a-14a (17 CFR 240.13a-14(a)) or Rule 15d-14(a) (17CFR 240. 15d-14(a))

I, Douglas D. Cole, certify that:

I have reviewed this Form 10-Q of Oroplata Resources, Inc. (the "Registrant");

Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act 13a-15(e) and 15d – 15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the Registrant and have:

~~Des~~igned such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

~~Des~~igned such internal control over financing reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

~~E~~valuated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end to the period covered by this report based on such evaluation; and

~~Dis~~closed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

~~Ad~~ significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

~~Any~~ fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: February 9, 2018

By: /s/ Douglas D Cole

Douglas D Cole
Chief Executive Officer,
Chief Financial Officer
Chairman

CERTIFICATE PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report (the "Report") on the Form 10-Q of Oroplata Resources, Inc. (the "Company") for the period ended June 30, 2016, as filed with the Securities and Exchange Commission on the date hereof, I, Douglas D Cole, Chief Executive Officer, Principal Financial Officer and Director, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

1. The Report fully complies with the requirements of Section 13 (a) or 15 (d) of the Securities and Exchange Act of 1934, as amended; and
2. The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 9, 2018

By: /s/ Douglas D Cole

Douglas D Cole
Chief Executive Officer,
Chief Financial Officer
Chairman