

SILVERSTAR MINING CORP.

Form 10-Q

February 14, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended December 31, 2012

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from _____ to _____

SILVERSTAR MINING CORP.

(Name of small registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

1000

(Primary Standard Industrial
Classification Code Number)

98-0425627

IRS I.D.

**2500 Plaza 5, 25th Floor,
Harborside Financial Center,
Jersey City, NJ**

(Address of principal executive offices)

07311

(Zip Code)

SEC File No. 333-140299

Issuer's telephone number: 201.633.4716

N/A

(Former name, former address and former three months, if changed since last report)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☐
Non-accelerated filer ☐ Smaller Reporting Company ☒

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

As of February 13, 2012 there were 4,349,031 shares issued and outstanding of the registrant's common stock.

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PART I — FINANCIAL INFORMATION

ITEM 1 — FINANCIAL STATEMENTS

Silverstar Mining Corp.

(A Development Stage Company)

Consolidated Financial Statements

(Expressed in U.S. Dollars)

(Unaudited)

31 December 2012

Silverstar Mining Corp.**(A Development Stage Company)**

Consolidated Balance Sheets

(Expressed in U.S. Dollars)

(Unaudited)

	As at 31 December 2012	As at 30 September 2012
Assets	\$	\$
Current		
Cash and cash equivalents	2,413	558
Prepaid expense	249	10,249
Total Current Assets	2,662	10,807
Other		
Investment in Mineral Properties (Note 5)	29,893	14,360
Total Assets	32,555	25,167
Liabilities and Stockholder's Deficit	\$	\$
Current Liabilities		
Accounts payable and accrued liabilities (Note 6)	37,099	19,788
Due from related party (Note 9)	-	-
Convertible debentures (Note 7)	20,502	20,124
Demand Loans (Note 8)	23,535	15,468
Shareholder's demand loans (Note 8)	133,983	131,366
Share issuance liability	83,875	4,500
Total Current Liabilities	298,994	191,246
Stockholders' Deficit	\$	\$
Capital stock (Note 11)		
Authorized		
225,000,000 of common shares, par value \$0.001		
Issued and outstanding		

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2013 – 169,179 common shares, par value \$0.001 (Note 11)		
2012 – 169,179 common shares, par value \$0.001	169	169
Additional paid-in capital	1,468,180	1,462,180
Deficit, accumulated during the development stage	(1,734,788)	(1,628,428)
Total Stockholders' Deficit	(266,439)	(166,079)
Total Liabilities and Stockholders' Deficit	32,555	25,167

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

F-1

Silverstar Mining Corp.**(A Development Stage Company)**

Consolidated Statements of Operations

(Expressed in U.S. Dollars)

(Unaudited)

	For the period from the date of inception on 5 December 2003 to 31 December 2012	For the three month period ended 31 December 2012	For the three month period ended 31 December 2011
Expenses			
Bank charges	\$ 4,928	\$ 138	\$ 464
Consulting	138,467	-	-
Dues & subscriptions	10	10	-
Exploration and development (Note 5)	13,029	-	-
Filing fees	24,214	399	374
Investor relations	84,992	-	-
Legal and accounting (Note 9 and 10)	293,605	26,363	15,062
Licences and permits	3,616	-	-
Management fees (Notes 10, 11 and 13)	125,500	4,500	4,500
Rent (Notes 10, 11 and 13)	49,257	2,247	1,599
Transfer agent fees	32,295	755	660
Travel, entertainment and office	36,330	6,512	1,193
Write-down of mineral property acquisition costs (Note 5)	811,696	-	-
Write-down of website development costs (Note 4)	6,600	-	-
Net ordinary loss	\$ (1,624,539)	) \$ (40,924)	) \$ (23,852)
Other Income/(Expense)			
Interest income	\$ 362	\$ -	\$ -
Cost of borrowing (Note 14)	(61,875)	) (61,875)) -
Exchange gain/(loss)	(53)) -) -
Interest expense (Note 7, 8 and 13)	(48,683)	) (3,561)	) (2,994)
	\$ (110,249)	) \$ (65,436)	) \$ (2,994)
Net loss	\$ (1,734,788)	) \$ (106,360)	) \$ (26,846)
Basic and diluted loss per common share		\$ (0.63)	) \$ (0.48)

Weighted average number of common shares used in per share calculations	169,179	55,975
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The accompanying notes are an integral part of these financial statements.

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Silverstar Mining Corp.**(A Development Stage Company)**

Consolidated Statements of Cash Flows

(Expressed in U.S. Dollars)

	For the period from the date of inception on 5 December 2003 to 31 December 2012	For the three month period ended 31 December 2012	For the three month period ended 31 December 2011
Cash flows from operating activities			
Net loss for the period	\$ (1,734,788	) \$ (106,360	) \$ (26,846)
Adjustments to reconcile loss to net cash used by operating activities			
Accrued interest – convertible debentures (Note 7)	20,502	378	378
Accrued interest – shareholder demand loan (Note 8)	22,299	2,617	2,617
Accrued interest – demand loan (Note 8)	1,035	567	-
Contributions to capital by related parties (Notes 10, 11 and 13)	203,500	6,000	6,000
Write-down of mineral property acquisition costs (Note 5)	811,696	-	-
Write-down of website development costs (Note 4)	6,600	-	-
Changes in operating assets and liabilities			
Prepays	(249	) 10,000	(537)
Increase (decrease) in accounts payable and accrued liabilities	37,099	17,311	(6,750)
Increase in due to related parties and shares to be issued	83,875	79,375	1,500
	(548,431	) 9,888	(23,638)
Cash flows from investing activities			
Acquisition of Silverdale, net of cash received (Note 3)	(140,221) -	-
Mineral property acquisition costs (Note 5)	(51,268	) (15,533) -
Website development costs (Note 4)	(6,600) -	-
	(198,089	) (15,533) -
Cash flows from financing activities			
Convertible debenture	15,000	-	-
Shareholder Demand Loan	111,683	-	-
Demand Loans	22,500	7,500	-
Share issue costs	(1,255) -	-
Common shares issued for cash (Note 11)	601,005	-	50,320
	748,933	7,500	50,320
Increase (decrease) in cash and cash equivalents	2,413	1,855	26,682
Cash and cash equivalents, beginning of period	-	558	1,674
Cash and cash equivalents, end of period	\$ 2,413	\$ 2,413	\$ 28,356

Supplemental Disclosures with Respect to Cash Flows (Note 13)

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

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Silverstar Mining Corp.**(A Development Stage Company)**

Consolidated Statements of Changes in Stockholders' Equity (Deficiency)

(Expressed in U.S. Dollars)

	Number of shares issued	Share capital \$	Share subscriptions received in advance / Additional paid-in capital \$	Deficit, accumulated during the development stage \$	Stockholder's equity \$
Balance at 5 December 2003 (inception)					
Common shares issued for cash (\$333 per share) (Note 11)	0.003	-	1	-	1
Net loss for the period	-	-	-	(450)	(450)
Balance at 30 September 2004	0.003	-	1	(450)	(449)
Net loss for the year	-	-	-	(300)	(300)
Balance at 30 September 2005	0.003	-	1	(750)	(749)
Common shares issued for cash (\$0.001 per share) (Note 11)	30,000	30	9,970	-	10,000
Common shares redeemed – cash (\$333 per share) (Note 11)	(0.003)	-	(1)	-	(1)
Contributions to capital by related parties – expenses (Notes 10, 11 and 13)	-	-	24,000	-	24,000
Net loss for the year	-	-	-	(40,190)	(40,190)
Balance at 30 September 2006	30,000	30	33,970	(40,940)	(6,940)
Contributions to capital by related parties – expenses	-	-	24,000	-	24,000
Common shares issued for cash (\$3.33 per share) (Note 11)	25,500	26	84,974	-	85,000
Net loss for the year	-	-	-	(64,567)	(64,567)
Balance at 30 September 2007	55,500	56	142,944	(105,507)	37,493
Contributions to capital by related parties – expenses (Notes 10, 11 and 13)	-	-	12,000	-	12,000
Share subscriptions received in advance	-	-	422,176	-	422,176
Share issue costs	-	-	(1,255)	-	(1,255)

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Common shares issued for business acquisition (\$150 per share) (Notes 3, 11 and 13)	4,334	4	650,096	-	650,100
Common shares returned to treasury and cancelled (Notes 11 and 13)	(15,000)	(15)	15	-	-
Net loss for the year	-	-	-	(263,596)	(263,596)
Balance at 30 September 2008	44,834	\$ 45	\$ 1,225,976	\$ (369,103)	\$ 856,918

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

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Silverstar Mining Corp.**(A Development Stage Company)**

Consolidated Statements of Changes in Stockholders' Equity (Deficiency) contd.

(Expressed in U.S. Dollars)

	Number of shares issued	Share capital	Share subscriptions received in advance / Additional paid-in capital	Deficit, accumulated during the development stage	Stockholder's equity
		\$	\$	\$	\$
Balance at 30 September 2008	44,834	45	1,225,976	(369,103)	856,918
Contributions to capital by related parties – expenses (Notes 10, 11 and 13)	-	-	65,500	-	65,500
Share subscriptions received in advance	-	-	(422,176)	-	(422,176)
Common shares issued for cash (\$250 per share) (Note 11)	950	1	237,499	-	237,500
Common shares issued for cash (\$448 per share) (Note 11)	487	1	218,175	-	218,176
Common shares returned to treasury and cancelled (Notes 11 and 13)	(4,100)	(5)	5	-	-
Intrinsic value of beneficial conversion feature (Note 11)	-	-	15,000	-	15,000
Net loss for the year	-	-	-	(1,010,522)	(1,010,522)
Balance at 30 September 2009	42,171	42	1,339,979	(1,379,625)	(39,604)
Contributions to capital by related parties – expenses (Notes 10 and 13)	-	-	24,000	-	24,000
Net loss for the year	-	-	-	(85,165)	(85,165)
Balance at 30 September 2010	42,171	42	1,363,979	(1,464,790)	(100,769)
Reverse split 1,000:1 (Note 11)	-	-	-	-	-
Contributions to capital by related parties – expenses (Notes 10 and 13)	-	-	24,000	-	24,000
Net loss for the year	-	-	-	(72,935)	(72,935)
Balance at 30 September 2011	42,171	42	1,387,979	(1,537,725)	(149,704)
	-	-	24,000	-	24,000

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Contributions to capital by related parties – expenses (Notes 10 and 13)

Common shares issued for business acquisition (\$0.16 per share) (Notes 3, 11 and 13)	2,000	1	319	-	320
Common shares issued for cash (\$0.40 per share) (Note 11)	125,000	125	49,875	-	50,000
Common shares issued at par to balance stock split rounding	8	1	7	-	8
Net loss for the period	-	-	-	(90,703)	(90,703)
Balance at 30 September 2012	169,179	169	1,462,180	(1,628,428)	(166,079)
Contributions to capital by related parties – expenses (Notes 10 and 13)	-	-	6,000	-	6,000
Net loss for the period	-	-	-	(106,360)	(106,360)
Balance at 31 December 2012	169,179	169	1,468,180	(1,734,788)	(266,439)

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

Silverstar Mining Corp.

(A Development Stage Company)

Notes to Consolidated Financial Statements

(Expressed in U.S. Dollars)

30 September 2012

1. Nature, Basis of Presentation and Continuance of Operations

Silverstar Mining Corp. (the “Company”) was incorporated under the laws of the State of Nevada on 5 December 2003. On 4 March 2008, the Company completed a merger with its wholly-owned subsidiary, Silverstar Mining Corp., which was incorporated by the Company solely to effect the name change of the Company to Silverstar Mining Corp. The Company was incorporated for the purpose to promote and carry on any lawful business for which a corporation may be incorporated under the laws of the State of Nevada.

On 13 April 2011 the Company incorporated a wholly owned subsidiary, Silverstar Mining (Canada) Inc., under the laws of the country of Canada. The subsidiary was incorporated for the purpose to promote and carry on any lawful business for which a corporation may be incorporated under the laws of the country of Canada. The subsidiary’s main purpose is to hold title to mineral property rights situated in Canada as the laws of that country require that only local entities can hold title to mineral property rights situated within its borders.

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Silverdale Mining Corp. (“Silverdale”) from 24 July 2008, the date of acquisition, and Silverstar Mining (Canada) Inc. from 13 April 2011, the date of incorporation.

The Company is a development stage enterprise, as defined in Financial Accounting Standards Board No. 7. The Company is devoting all of its present efforts in securing and establishing a new business, and its planned principle operations have not commenced, and, accordingly, no revenue has been derived during the organization period.

The consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America applicable to development stage enterprises, and are expressed in U.S. dollars. The Company’s fiscal year end is 30 September.

These consolidated financial statements as at 31 December 2012 and for the three month period then ended, have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. The Company has a loss for the three month period ended 31 December 2012 of \$106,360 (2011 loss - \$26,846), cumulative loss - \$1,734,788 (2011 cumulative loss - \$1,564,571) and has working capital deficit of \$204,564 at 31 December 2012 (30 September 2012 deficit - \$166,079).

Management cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive, or raise additional debt and/or equity capital. If the Company is unable to raise additional capital in the near future, due to the Company's liquidity problems, management expects that the Company will need to curtail operations, liquidate assets, seek additional capital on less favorable terms and/or pursue other remedial measures. These consolidated financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

At 31 December 2012, the Company had suffered losses from development stage activities to date. Although management is currently attempting to implement its business plan, and is seeking additional sources of equity or debt financing, there is no assurance these activities will be successful. These factors raise substantial doubt about the ability of the Company to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Silverstar Mining Corp.

(A Development Stage Company)

Notes to Consolidated Financial Statements

(Expressed in U.S. Dollars)

30 September 2012

2. Significant Accounting Policies

The following is a summary of significant accounting policies used in the preparation of these consolidated financial statements.

Principles of consolidation

All inter-company transactions and balances have been eliminated in these consolidated financial statements.

Cash and cash equivalents

Cash and cash equivalents include highly liquid investments with original maturities of three months or less.

Mineral property costs

The Company has been in the development stage since its formation on 5 December 2003 and has not yet realized any revenues from its planned operations. It is primarily engaged in the acquisition and exploration of mining properties.

Mineral property acquisition costs are initially capitalized as tangible assets when purchased. At the end of each fiscal quarter end, the Company assesses the carrying costs for impairment. If proven and probable reserves are established for a property and it has been determined that a mineral property can be economically developed, costs will be amortized using the units-of-production method over the estimated life of the probable reserve.

Mineral property exploration costs are expensed as incurred.

Estimated future removal and site restoration costs, when determinable are provided over the life of proven reserves on a units-of-production basis. Costs, which include production equipment removal and environmental remediation, are estimated each period by management based on current regulations, actual expenses incurred, and technology and industry standards. Any charge is included in exploration expense or the provision for depletion and depreciation during the period and the actual restoration expenditures are charged to the accumulated provision amounts as incurred.

As of the date of these consolidated financial statements, the Company has not established any proven or probable reserves on its mineral properties and incurred only acquisition and exploration costs (Note 5).

Although the Company has taken steps to verify title to mineral properties in which it has an interest, according to the usual industry standards for the stage of exploration of such properties, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Silverstar Mining Corp.

(A Development Stage Company)

Notes to Consolidated Financial Statements

(Expressed in U.S. Dollars)

30 September 2012

Reclamation costs

The Company's policy for recording reclamation costs is to record a liability for the estimated costs to reclaim mined land by recording charges to production costs for each tonne of ore mined over the life of the mine. The amount charged is based on management's estimation of reclamation costs to be incurred. The accrued liability is reduced as reclamation expenditures are made. Certain reclamation work is performed concurrently with mining and these expenditures are charged to operations at that time.

Long-lived assets

Long-term assets of the Company are reviewed for impairment whenever events or circumstances indicate that the carrying amount of assets may not be recoverable, pursuant to guidance established in ASC 360-10-35-15, *"Impairment or Disposal of Long-Lived Assets"*.

Management considers assets to be impaired if the carrying value exceeds the future projected cash flows from related operations (undiscounted and without interest charges). If impairment is deemed to exist, the assets will be written down to fair value. Fair value is generally determined using a discounted cash flow analysis.

Financial instruments

The carrying value of cash and cash equivalents, accounts payable and accrued liabilities and convertible debentures approximates their fair value because of the short maturity of these instruments. The Company's operations are in Nevada and virtually all of its assets and liabilities are giving rise to significant exposure to market risks from changes in foreign currency rates. The Company's financial risk is the risk that arises from fluctuations in foreign exchange

rates and the degree of volatility of these rates. Currently, the Company does not use derivative instruments to reduce its exposure to foreign currency risk.

Derivative financial instruments

The Company has not, to the date of these consolidated financial statements, entered into derivative instruments to offset the impact of foreign currency fluctuations.

Website development costs

The costs of computer software developed or obtained for internal use, during the preliminary project phase, as defined under ASC 350-40, "*Internal-Use Software*", will be expensed as incurred. The costs of website development during the planning stage, as defined under ASC 350-50, "*Website Development Costs*", will also be expensed as incurred.

Computer software, website development incurred during the application and infrastructure development stage, including external direct costs of materials and services consumed in developing the software and creating graphics and website content, will be capitalized and amortized over the estimated useful life, beginning when the software is ready for use and after all substantial testing is completed and the website is operational.

Silverstar Mining Corp.

(A Development Stage Company)

Notes to Consolidated Financial Statements

(Expressed in U.S. Dollars)

30 September 2012

Income taxes

Deferred income taxes are reported for timing differences between items of income or expense reported in the consolidated financial statements and those reported for income tax purposes in accordance with SFAS No. 109, “*Accounting for Income Taxes*”, which requires the use of the asset/liability method of accounting for income taxes. Deferred income taxes and tax benefits are recognized for the future tax consequences attributable to differences between the consolidated financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and for tax loss and credit carry-forwards. 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 Company provides for deferred taxes for the estimated future tax effects attributable to temporary differences and carry-forwards when realization is more likely than not.

Basic and diluted net loss per share

The Company computes net loss per share in accordance with SFAS No. 128, “*Earnings per Share*”. SFAS No. 128 requires presentation of both basic and diluted earnings per share (“EPS”) on the face of the consolidated income statement. Basic EPS is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all potentially dilutive 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 potentially dilutive shares if their effect is anti-dilutive.

Comprehensive loss

SFAS No. 130, “*Reporting Comprehensive Income*”, establishes standards for the reporting and display of comprehensive loss and its components in the financial statements. As at 30 June 2009, the Company has no items that represent a comprehensive loss and, therefore, has not included a schedule of comprehensive loss in the consolidated financial statements.

Segments of an enterprise and related information

SFAS No. 131, “*Disclosures about Segments of an Enterprise and Related Information*”, supersedes SFAS No. 14, “*Financial Reporting for Segments of a Business Enterprise*.” SFAS No. 131 establishes standards for the way that public companies report information about operating segments in annual financial statements and requires reporting of selected information about operating segments in interim financial statements issued to the public. It also establishes standards for disclosures regarding products and services, geographic areas and major customers. SFAS No. 131 defines operating segments as components of a company about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. The Company has evaluated this SFAS and does not believe it is applicable at this time.

Silverstar Mining Corp.

(A Development Stage Company)

Notes to Consolidated Financial Statements

(Expressed in U.S. Dollars)

30 September 2012

Start-up expenses

The Company has adopted Statement of Position No. 98-5, *“Reporting the Costs of Start-up Activities”*, which requires that costs associated with start-up activities be expensed as incurred. Accordingly, start-up costs associated with the Company’s formation have been included in the Company’s general and administrative expenses for the period from the date of inception on 5 December 2003 to 30 June 2009.

Foreign currency translation

The Company’s functional and reporting currency is in U.S. dollars. The consolidated financial statements of the Company are translated to U.S. dollars in accordance with SFAS No. 52, *“Foreign Currency Translation”*. Monetary assets and liabilities denominated in foreign currencies are translated 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. The Company has not, to the date of these consolidated financial statements, entered into derivative instruments to offset the impact of foreign currency fluctuations.

Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenditures during the reporting period. Actual results could differ from these estimates.

Comparative figures

Certain comparative figures have been adjusted to conform to the current year's presentation.

Changes in Accounting Policy

In January 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2010-02, *"Accounting and Reporting for Decreases in Ownership of a Subsidiary - a Scope Clarification"*. ASU No. 2010-02 addresses implementation issues related to the changes in ownership provisions in the Consolidation - Overall Subtopic (Subtopic 810-10) of the FASB ASC, originally issued as Statement of Financial Accounting Standards ("SFAS") No. 160, *"Non-controlling Interests in Consolidated Financial Statements"*. Subtopic 810-10 establishes the accounting and reporting guidance for non-controlling interests and changes in ownership interests of a subsidiary. An entity is required to deconsolidate a subsidiary when the entity ceases to have a controlling financial interest in the subsidiary. Upon deconsolidation of a subsidiary, an entity recognizes a gain or loss on the transaction and measures any retained investment in the subsidiary at fair value. The gain or loss includes any gain or loss associated with the difference between the fair value of the retained investment in the subsidiary and its carrying amount at the date the subsidiary is deconsolidated. In contrast, an entity is required to account for a decrease in ownership interest of a subsidiary that does not result in a change of control of the subsidiary as an equity transaction. ASU No. 2010-02 was effective for the Company starting 1 January 2010. The Company's adoption of ASU No. 2010-02 did not have a material impact on the Company's consolidated financial statements.

Silverstar Mining Corp.

(A Development Stage Company)

Notes to Consolidated Financial Statements

(Expressed in U.S. Dollars)

30 September 2012

In January 2010, the FASB issued ASU No. 2010-01, *“Equity (ASC Topic 505): Accounting for Distributions to Shareholders with Components of Stock and Cash”*, which clarifies that the stock portion of a distribution to shareholders that allow them to elect to receive cash or stock with a potential limitation on the total amount of cash that all shareholders can elect to receive in the aggregate is considered a share issuance that is reflected prospectively in earnings per share and is not considered a stock dividend for purposes of ASC Topic 505 and ASC Topic 260. ASU No. 2010-01 was effective for the Company starting 1 January 2010. The adoption of the ASU No. 2010-01 did not have a material impact on the Company’s consolidated financial statements.

In August 2009, the FASB issued ASU No. 2009-05, *“Fair Value Measurement and Disclosure (Topic 820) – Measuring Liabilities at Fair Value”*, which provides valuation techniques to measure fair value in circumstances in which a quoted price in an active market for the identical liability is not available. The guidance provided in this update is effective 1 October 2009. The adoption of this guidance did not have a material impact on the Company’s consolidated financial statements.

In June 2009, the FASB issued SFAS No. 167, *“Amendments to FASB Interpretation No. 46(R)”*. SFAS No. 167, which amends ASC 810-10, *“Consolidation”*, prescribes a qualitative model for identifying whether a company has a controlling financial interest in a variable interest entity (“VIE”) and eliminates the quantitative model. The new model identifies two primary characteristics of a controlling financial interest: (1) provides a company with the power to direct significant activities of the VIE, and (2) obligates a company to absorb losses of and/or provides rights to receive benefits from the VIE. SFAS No. 167 requires a company to reassess on an ongoing basis whether it holds a controlling financial interest in a VIE. A company that holds a controlling financial interest is deemed to be the primary beneficiary of the VIE and is required to consolidate the VIE. SFAS No. 167, which is referenced in ASC 105-10-65, has not yet been adopted into the Codification and remains authoritative. SFAS No. 167 was effective 1 January 2010. The adoption of SFAS No. 167 did not have a material impact on the Company’s consolidated financial statements.

In June 2009, the FASB issued SFAS No. 166, *“Accounting for Transfer of Financial Assets – an amendment of FASB Statement”*. SFAS No. 166 removes the concept of a qualifying special-purpose entity from ASC 860-10, *“Transfers and Servicing”*, and removes the exception from applying ASC 810-10, *“Consolidation”*. This statement also clarifies the

requirements for isolation and limitations on portions of financial assets that are eligible for sale accounting. SFAS No. 166, which is referenced in ASC 105-10-65, has not yet been adopted into the Codification and remains authoritative. This statement was effective 1 January 2010. The adoption of SFAS No. 166 did not have a material impact on the Company's consolidated financial statements.

In April 2008, the FASB issued new guidance for determining the useful life of an intangible asset, which is now part of ASC 350, "*Intangibles – Goodwill and Other*". In determining the useful life of intangible assets, ASC 350 removes the requirement to consider whether an intangible asset can be renewed without substantial cost of material modifications to the existing terms and conditions and, instead, requires an entity to consider its own historical experience in renewing similar arrangements. ASC 350 also requires expanded disclosure related to the determination of intangible asset useful lives. The new guidance was effective for financial statements issued for fiscal years beginning after 15 December 2008. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements.

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Recent accounting pronouncements

In February 2010, the FASB issued ASU No. 2010-11, *“Derivatives and Hedging (Topic 815): Scope Exception Related to Embedded Credit Derivatives”*. ASU No. 2010-11 clarifies the type of embedded credit derivative that is exempt from embedded derivative bifurcation requirements. Specifically, only one form of embedded credit derivative qualifies for the exemption – one that is related only to the subordination of one financial instrument to another. As a result, entities that have contracts containing an embedded credit derivative feature in a form other than such subordination may need to separately account for the embedded credit derivative feature. The amendments in ASU No. 2010-11 are effective for each reporting entity at the beginning of its first fiscal quarter beginning after 15 June 2010. Early adoption is permitted at the beginning of each entity’s first fiscal quarter beginning after 5 March 2010. The adoption of ASC No. 2010-11 is not expected to have a material impact on the Company’s consolidated financial statements.

In February 2010, the FASB issued ASU No. 2010-09, *“Amendments to Certain Recognition and Disclosure Requirements”*, which eliminates the requirement for Securities and Exchange Commission (“SEC”) filers to disclose the date through which an entity has evaluated subsequent events. ASU No. 2010-09 is effective for its fiscal quarter beginning after 15 December 2010. The adoption of ASU No. 2010-09 is not expected to have a material impact on the Company’s consolidated financial statements.

In January 2010, the FASB issued ASC No. 2010-06, *“Fair Value Measurement and Disclosures (Topic 820): Improving Disclosure and Fair Value Measurements”*, which requires that purchases, sales, issuances, and settlements for Level 3 measurements be disclosed. ASU No. 2010-06 is effective for its fiscal quarter beginning after 15 December 2010. The adoption of ASU No. 2010-06 is not expected to have a material impact on the Company’s consolidated financial statements.

3. Acquisition

In accordance with ASC 805, *Business Combinations*, acquisitions are accounted for under the purchase method of accounting. Under the purchase method of accounting, assets acquired and liabilities assumed are recorded at their estimated fair values. Goodwill is recorded to the extent the purchase price consideration, including certain acquisition and closing costs, exceeds the fair value of the net identifiable assets acquired at the date of the acquisition.

On 24 July 2008, the Company acquired Silverdale. The aggregate consideration paid by the Company was \$791,860 of which \$141,760 was paid in cash, and the Company issued 4,334,000 common shares of the Company valued at \$650,100 to acquire 100% of the issued and outstanding common shares of Silverdale (Notes 3, 5 and 11). Silverdale was acquired pursuant to a Stock Exchange Agreement with Silverdale and the former shareholders of Silverdale dated 13 June 2008. The acquisition of Silverdale expanded the Company's business of acquiring and exploring mineral properties.

A valuation of certain assets was completed and the Company internally determined the fair value of other assets and liabilities. In determining the fair value of acquired assets, standard valuation techniques were used including the market and income approach.

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The purchase price allocation has been determined as follows:

Assets purchased:	\$
Cash and cash equivalents	1,539
Mineral property interests	790,321
Total assets acquired	791,860
Purchase price	791,860

4. Website Development Costs

	Cost	Accumulated amortization / Impairment		Net Book Value 30 September 2012	30 September 2011
	\$	\$		\$	\$
Website and development costs	6,600	(6,600))	-	-
	6,600	(6,600))	-	-

The Company has not incurred any expenditures related to website development costs since the write-down of website development costs during the year ended 30 September 2009.

5. Mineral Property Costs

Rose Prospect Lode Mining Claim

During the year ended 30 September 2006, the Company acquired an interest in a mineral claim located in Clark County, Nevada (the "Rose Prospect Lode Mining Claim") for \$6,375. In May 2006, the Company commissioned a geological evaluation report of the Rose Prospect Lode Mining Claim and in June 2006, the Company commissioned a Phase I work program as recommended by the evaluation report. During the Phase I work program, the Company staked a second claim adjacent to the west of the Rose Lode Claim to cover other indicated mineralized zones observed in that area (the "Rose Prospect II Lode Mining Claim"). The acquisition cost of \$6,375 was initially capitalized as a tangible asset.

During the year ended 30 September 2006, the Company recorded a write-down of mineral property acquisition costs of \$6,375 related to the Rose Prospect Lode Mining Claim.

The Company has not incurred any expenditures related to the Rose Prospect Lode Mining Claim property since the write-down of mineral property acquisition costs during the year ended 30 September 2006.

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Pinehurst Properties

During the year ended 30 September 2007, the Company entered into a mineral property option agreement, through its wholly-owned subsidiary, to acquire an undivided 100% right, title and interest in eight unpatented mining claims described as the “Corby”, “Cory FR”, “Walker”, “Linda”, “Eddie”, “Smokey”, “Dorian” and “Valerine” claims (the “Pinehurst Properties”) located near Pinehurst, Shoshone County, Idaho. The mineral property option agreement calls for cash payments of \$1,000,000 (\$50,000 paid), the issuance of 1,000 restricted common shares of the Company and the completion of exploration expenditures of \$1,000,000 on the claims detailed as follows:

	Payments	Shares	Exploration expenditures
	\$		\$
Upon execution of agreement (paid)	50,000	100	100,000
On or before 14 September 2009	100,000	150	200,000
On or before 14 September 2010	350,000	250	300,000
On or before 14 September 2011	500,000	500	400,000
Total	1,000,000	1,000	1,000,000

The Company is in default under the terms of the option agreement, and does not have any short term prospects for raising the funds needed to complete these projects and has written off its deferred mineral property costs related to the project.

During the year ended 30 September 2009, the Company recorded a write-down of mineral property acquisition costs of \$106,400 related to the Pinehurst Properties Mining Claims.

The Company has not incurred any expenditures related to the Pinehurst Properties Mining Claims since the write-down of mineral property acquisition costs during the year ended 30 September 2009.

Silver Strand Properties

On 1 March 2008, the Company entered into a mineral property option agreement with New Jersey Mining Company ("NJMC") to purchase a 50% Joint Venture Interest in mining operations on certain mining properties collectively known as the Silver Strand Properties, located in Kootenai County, Idaho. The terms of the option agreement calls for the Company to make payments as follows:

- i. \$120,000 upon the signing of the agreement (paid);
- ii. \$150,000 on or before 30 April 2008 (paid);
and
- iii. \$230,000 on or before 30 May 2008.

The terms of the option agreements call for the Company to contribute 50% of the reclamation bond held as a treasury bill, the receipt of which is due on or before 30 May 2008, for the benefit of the Joint Venture. NJMC will be the operator of the mine.

The Company is in default under the terms of the option agreement, and does not have any short term prospects for raising the funds needed to complete these projects and has written off its deferred mineral property costs related to the project.

During the year ended 30 September 2009, the Company recorded a write-down of mineral property acquisition costs of \$532,100 related to the Silver Strand Properties mining operations.

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The Company has not incurred any expenditures related to the Silver Strand Properties mining operations since the write-down of mineral property acquisition costs during the year ended 30 September 2009.

Cobalt Canyon Gold Project

On 8 September 2008, the Company entered into a letter of intent with Gold Canyon Properties, LLP to examine and possibly acquire 100% of the Cobalt Canyon Gold Project located in Lincoln County, Nevada. The Cobalt Canyon properties are located in the Chief Mining District of southeastern Nevada. The project includes numerous small underground mines within the Chief District situated just north of Caliente, Nevada. The project includes 22 unpatented federal lode claims (approximately 363 acres) and an option to acquire 59 acres in three patented mining claims.

The Company wrote-off its deferred mineral property costs of \$26,600 related to the Gold Canyon Gold Project during the year ended 30 September 2009.

The Company has not incurred any expenditures related to the Gold Canyon Gold Project since the write-off of deferred mineral property costs during the year ended 30 September 2009.

AHB Claims

On 16 May 2011, the Company entered into an Agreement of Purchase and Sale with Jaime Mayo to acquire 100% of the AHB claims located in British Columbia, Canada. The AHB Claims consist of 3 claims (approximately 1,006 ha).

The Company paid \$10,000 cash as a deposit and issued 2,000 common shares upon closing (Note 11) and is subject to a 2% NSR (Net Smelter Royalty). The Company has an option to purchase 1% of the NSR for \$1 million and an additional 0.5% of the NSR \$500,000.

On 7 February 2012 the Company paid Terracad Geoscience Services \$4,040 to re-stake the claims, which had expired, in the name of Silverstar Mining Corp.

On 12 June 2012 the Company paid Terracad Geoscience Services \$10,000 as a pre-payment against an estimated \$15,000 charge to prepare the National Instrument 43-101 compliant technical report for the Quesnel property, Central British Columbia, Canada. The work was completed and the Company received final invoicing for the work on 1 October 2012 in the amount of \$15,533 which was recorded as Investment in Mineral Property.

6.Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities are non-interest bearing, unsecured and have settlement dates within one year.

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7. Convertible Debentures

Balance at 31 December 2012	Balance at 31 December 2011
\$	\$

Three convertible debentures issued to three unrelated parties bearing interest at a rate of 10% per annum on any unpaid principle balances, unsecured, and having no fixed terms of repayment. The holders of the convertible debentures have the right to convert any portion of the unpaid principle and/or accrued interest into restricted common shares of the Company at any time within thirty-six months from the issue date on the basis of \$2.50 per common share for each dollar of principle and/or interest due and payable. The Company may repay principal amounts due at any time without premium or penalty. During the three month period ended 31 December 2012, the Company accrued interest expense of \$378 (31 December 2011 – \$378). The balance as at 31 December 2012 consists of principal of \$15,000 (31 December 2011 – \$15,000) and accrued interest of \$5,502 (30 September 2011 – \$3,996), respectively.

The Company recorded a \$15,000 interest expense in relation to amortization of debt discount (Note 13) in the year ended 30 September 2009.

20,502	18,996
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8. Demand Loans

Balance at 31 December 2012	Balance at 31 December 2011
\$	\$

A demand loan issued to a shareholder bearing interest at a rate of 10% per annum on any unpaid principle balances, unsecured, and having no fixed terms of repayment. The Company may repay principal amounts due at any time without premium or penalty. In addition, the Company will issue 250 common shares in the Company upon repayment of the loan (Note 14). During the three month period ended 31 December 2012, the

39,449	36,441
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Company accrued interest expense of \$756 (31 December 2011 - \$756). The balance as at 31 December 2012 consists of principal of \$30,000 (31 December 2011 - \$30,000) and accrued interest of \$9,449 (31 December 2011 - \$6,441).

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	Balance at 31 December 2012 \$	Balance at 31 December 2011 \$
A demand loan issued to a shareholder who is also the Company's sole officer and director bearing interest at a rate of 10% per annum on any unpaid principle balances, unsecured, and having no fixed terms of repayment. The Company may repay principal amounts due at any time without premium or penalty. During the three month period ended 31 December 2012, the Company accrued interest expense of \$63 (31 December 2011 - \$63). The balance as at 31 December 2012 consists of principal of \$2,500 (31 December 2011 - \$2,500) and accrued interest of \$658 (30 September 2011 - \$408).	3,158	2,908
During the year ended 30 September 2011, the Company accepted a demand loan from a shareholder bearing interest at a rate of 9% per annum on any unpaid principle balances. The demand loan is unsecured and has no fixed terms of repayment. The Company may repay principal amounts due at any time without premium or penalty. During the three month period ended 31 December 2012, the Company accrued interest expense of \$390 (31 December 2011 – \$390) (Note 11). The balance as at 31 December 2012 consists of principal of \$17,184 (31 December 2011 – \$17,184) and accrued interest of \$3,150 (31 December 2011 – \$1,598).	20,334	18,782
During the year ended 30 September 2011, the Company accepted a demand loan from a shareholder bearing interest at a rate of 9% per annum on any unpaid principle balances. The demand loan is unsecured and has no fixed terms of repayment. The Company may repay principal amounts due at any time without premium or penalty. During the three month period ended 31 December 2012, the Company accrued interest expense of \$363 (31 December 2011 – \$363) (Note 11). The balance as at 31 December 2012 consists of principal of \$16,000 (31 December 2011 – \$16,000) and accrued interest of \$2,785 (31 December 2011 – \$1,341).	18,785	17,341

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	Balance at 31 December 2012	Balance at 31 December 2011
During the year ended 30 September 2011, the Company accepted a demand loan from a shareholder bearing interest at a rate of 9% per annum on any unpaid principle balances. The demand loan is unsecured and has no fixed terms of repayment. The Company may repay principal amounts due at any time without premium or penalty.	18,551	17,107
During the three month period ended 31 December 2012, the Company accrued interest expense of \$363 (31 December 2011 – \$363) (Note 11). The balance as at 31 December 2012 consists of principal of \$16,000 (31 December 2011 – \$16,000) and accrued interest of \$2,551 (31 December 2011 – \$1,107).		
During the year ended 30 September 2011, the Company accepted a demand loan from a shareholder bearing interest at a rate of 9% per annum on any unpaid principle balances. The demand loan is unsecured and has no fixed terms of repayment. The Company may repay principal amounts due at any time without premium or penalty.	15,789	14,525
During the three month period ended 31 December 2012, the Company accrued interest expense of \$318 (31 December 2011 – \$318) (Note 11). The balance as at 31 December 2012 consists of principal of \$14,000 (31 December 2011 – \$14,000) and accrued interest of \$1,789 (31 December 2011 – \$525).		
During the year ended 30 September 2011, the Company accepted a demand loan from a shareholder bearing interest at a rate of 9% per annum on any unpaid principle balances. The demand loan is unsecured and has no fixed terms of repayment. The Company may repay principal amounts due at any time without premium or penalty.	17,917	16,473
During the three month period ended 31 December 2012, the Company accrued interest expense of \$363 (31 December 2011 – \$363) (Note 11). The balance as at 31 December 2012 consists of principal of \$16,000 (31 December 2011 – \$16,000) and accrued interest of \$1,917 (31 December 2011 – \$473).		

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	Balance at 31 December 2012	Balance at 31 December 2011
During the quarter ended 30 June 2012, the Company accepted a demand loan from a third part bearing interest at a rate of 10% per annum on any unpaid principle balances. The demand loan is unsecured and has no fixed terms of repayment. The Company may repay principal amounts due at any time without premium or penalty. During the quarter ended 31 December 2012 the Company accepted an additional \$7,500 under the same terms and conditions. During the three month period ended 31 December 2012, the Company accrued interest expense of \$567 (31 December 2011 – \$Nil) (Note 11). The balance as at 31 December 2012 consists of principal of \$22,500 (31 December 2011 – \$Nil) and accrued interest of \$1,035 (31 December 2011 – \$Nil).	23,535	-
	157,518	123,577

9. Due to Related Parties

Amounts due to related parties are due to individuals or companies controlled by individuals who are shareholders, directors and/or former directors of the Company.

A demand loan issued to the Company's former President (Note 8) bears interest at 10% p.a. and is payable on demand. At 31 December 2012 the balance owing was \$2,500 plus accrued interest of \$658 (31 December 2011 - \$2,500 plus accrued interest of \$408) and is accounted for as a Shareholder Demand Loan.

10. Related Party Transactions

During the year ended 30 September 2006, an officer and director of the Company made contributions to capital for management fees in the amount of \$18,000 and rent in the amount of \$6,000 (Notes 11 and 13).

During the year ended 30 September 2007, an officer and director of the Company made contributions to capital for management fees in the amount of \$18,000 and rent in the amount of \$6,000 (Notes 11 and 13).

On 1 April 2008, the Company agreed to pay an officer and director of the Company of \$6,500 per month for management and consulting services commencing 1 March 2008 expiring in 30 days upon cancellation notice by either party. The Company paid or accrued \$26,000 to the director for these services during the year ended 30 September 2009. This officer and director of the Company resigned during the year ended 30 September 2009.

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On 1 April 2008, the Company has agreed to pay an officer of the Company of \$3,500 per month for management and consulting services commencing 1 March 2008 expiring in 30 days upon cancellation notice by either party. The Company paid or accrued \$17,500 to the officer for these services during the year ended 30 September 2009. This officer of the Company resigned during the year ended 30 September 2009.

During the year ended 30 September 2008, an officer and director of the Company made contributions to capital for management fees in the amount of \$9,000 and rent in the amount of \$3,000 (Notes 11 and 13).

During the year ended 30 September 2009, the Company paid or accrued \$9,000 to a company related to the Company by way of a director in common for investor relation services.

During the year ended 30 September 2009, the Company paid or accrued \$28,500 to a Company related to the Company by way of a shareholder in common for accounting services.

During the year ended 30 September 2009, the Company paid or accrued \$4,500 to a shareholder of the Company for management and consulting services.

During the year ended 30 September 2009, an officer and director of the Company made contributions to capital for management fees in the amount of \$22,000 and rent in the amount of \$4,500 (Notes 11 and 13).

During the year ended 30 September 2009, former officer of the Company forgave loans to the Company totaling \$39,000. This loan forgiveness has been recorded as contributions to capital (Notes 11 and 13).

During the year ended 30 September 2010, an officer and director of the Company made contributions to capital for management fees in the amount of \$18,000 and rent in the amount of \$6,000 (Notes 11 and 13).

During the year ended 30 September 2011, an officer and director of the Company made contributions to capital for management fees in the amount of \$18,000 and rent in the amount of \$6,000 (Notes 11 and 13).

During the year ended 30 September 2012, an officer and director of the Company made contributions to capital for management fees in the amount of \$18,000 and rent in the amount of \$6,000 (Notes 11 and 13).

During the three month period ended 31 December 2012, an officer and director of the Company made contributions to capital for management fees in the amount of \$4,500 (31 December 2011 - \$4,500) and rent in the amount of \$1,500 (31 December 2011 - \$1,500) (Notes 11 and 13).

11. Capital Stock

Authorized capital stock consists of 225,000,000 post reverse split common shares with a par value of \$0.001 per common share. The total issued and outstanding capital stock is 169,179 common shares with a par value of \$0.001 per common share.

On 4 March 2008, the Company affected a three (3) for one (1) forward stock split of all outstanding common shares and a corresponding forward increase in the Company's authorized common stock. The effect of the forward split was to increase the number of the Company's common shares issued and outstanding at that time from 18,500,000 to 55,500,000 and to increase the Company's authorized common shares at that time from 75,000,000 shares par value \$0.001 to 225,000,000 shares par value \$0.001. The consolidated financial statements were retroactively adjusted to reflect this stock split at that time.

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On 7 September 2011 the Company announced effective 22 September 2011, the Company would complete a reverse split with a 1,000 to 1 ratio thereby reducing issued and outstanding capital stock from 42,168,837 common shares with a par value of \$0.001 to 42,171 common shares with a par value of \$0.001. Unless otherwise noted, all references herein to number of shares, price per share or weighted average number of shares outstanding have been adjusted to reflect this reverse stock split on a retroactive basis.

On 15 February 2012 the Company approved an increase in authorized capital stock, with the consent of the majority of its shareholders, from 225,000 post reverse split common shares with a par value of \$0.001 to 225,000,000 post reverse split common shares with a par value of \$0.001.

On 3 December 2003, a total of .003 common shares of the Company were issued for cash proceeds of \$1.

On 1 January 2006, a total of 30,000 common shares were issued to an officer and director of the Company for cash proceeds of \$10,000.

On 1 January 2006, a total of .003 common shares of the Company were redeemed for proceeds of \$1. These common shares were cancelled on the same date.

On 3 May 2007, the Company completed a public offering of securities pursuant to an exemption provided by Rule 504 of Regulation D, registered in the State of Nevada, and issued 25,500 common shares for total cash proceeds of \$85,000.

On 24 July 2008, the Company issued 4,334 common shares of the Company valued at \$650,100 to acquire 100% of the issued and outstanding common shares of Silverdale (Note 13).

On 24 July 2008, the Company issued 1,000 common shares related to a public offering of securities in error. A total of 500 of these common shares were returned to treasury and cancelled. A total of 500 of these common shares remain outstanding and the Company is in the process of obtaining these common shares for return to treasury and cancellation. The Company has placed a trading restriction on these common shares pending their receipts to treasury and cancellation and has excluded them from total number of common shares reported as issued and outstanding at 30 September 2009.

On 30 September 2008, a former director and officer of the Company returned to treasury 15,000 common shares of the Company for proceeds of \$Nil. These shares were cancelled during the year ended 30 September 2008 (Note 13).

On 10 October 2008, the Company completed a public offering of securities pursuant to an exemption provided by Rule 504 of Regulation D, registered in the State of Nevada, and issued 950 common shares for total cash proceeds of \$237,500. As noted above on 24 July 2008, the Company issued 1,000 common shares related to this public offering of securities in error. A total of 500 of these common shares were returned to treasury and cancelled. A total of 500 of these common shares remain outstanding and the Company is in the process of obtaining these common shares for return to treasury and cancellation. The Company has placed a trading restriction on these common shares pending their receipts to treasury and cancellation and has excluded them from total number of common shares reported as issued and outstanding at 30 September 2009.

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On 15 January 2009, the Company completed a public offering of securities pursuant to an exemption provided by Rule 504 of Regulation D, registered in the State of Nevada, and issued 487 common shares for total cash proceeds of \$218,176.

During the year ended 30 September 2009, former directors and officers of the Company returned to treasury 4,100 common shares of the Company for proceeds of \$Nil. These shares were cancelled during the year ended 30 September 2009 (Note 13).

During the year ended 30 September 2009, former officer of the Company forgave loans to the Company totaling \$39,000. This loan forgiveness has been recorded as contributions to capital (Notes 10 and 13).

On 22 December 2011, the Company issued 2,000 common shares of the Company valued at \$320 as part of an Agreement of Purchase and Sale with Jaime Mayo to acquire 100% of the AHB claims located in British Columbia, Canada. The AHB Claims consist of 3 claims (approximately 1,006 ha) (Note 5).

On 22 December 2011 the Company completed a public offering of securities pursuant to an exemption provided by Rule 504 of Regulation D, registered in the State of Nevada, and issued 125,000 common shares for total cash proceeds of \$50,000.

12. Income Taxes

The Company has losses carried forward for income tax purposes to 30 September 2012. There are no current or deferred tax expenses for the period ended 30 September 2012 due to the Company's loss position. The Company has fully reserved for any benefits of these losses. The deferred tax consequences of temporary differences in reporting

items for financial statement and income tax purposes are recognized, as appropriate. Realization of the future tax benefits related to the deferred tax assets is dependent on many factors, including the Company's ability to generate taxable income within the net operating loss carry-forward period. Management has considered these factors in reaching its conclusion as to the valuation allowance for financial reporting purposes.

The provision for refundable federal income tax consists of the following:

	For the three month period ended 31 December 2012 \$		For the three month period ended 31 December 2011 \$
Deferred tax asset attributable to:			
Current operations	36,162		9,128
Contributions to capital by related parties	(2,040)	(2,040
Less: Change in valuation allowance	(34,122)	(7,088
Net refundable amount	-		-

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The composition of the Company's deferred tax assets as at 31 December 2012 and 30 September 2012 are as follows:

	As at 31 December 2012 \$	As at 30 September 2012 \$		
Income tax operating loss carry-forward	1,734,788	1,628,428		
Statutory federal income tax rate	34	% 34	%	%
Contributed rent and services	0	% 0	%	%
Effective income tax rate	34	% 34	%	%
Deferred tax assets	589,828	553,665		
Less: Valuation allowance	(589,828	) (553,665))
Net deferred tax asset	-	-		

The potential income tax benefit of these losses has been offset by a full valuation allowance.

As at 31 December 2012, the Company has an unused net operating loss carry-forward balance of approximately \$1,735,000 that is available to offset future taxable income. This unused net operating loss carry-forward balance expires between 2024 and 2030.

13. Supplemental Disclosures with Respect to Cash Flows

On 24 July 2008, the Company issued 4,334 common shares of the Company valued at \$650,100 to acquire 100% of the issued and outstanding common shares of Silverdale (Note 10).

On 30 September 2008, a former director and officer of the Company returned to treasury 15,000 common shares of the Company for proceeds of \$Nil. These shares were cancelled during the year ended 30 September 2008 (Note 10).

On 30 September 2009, a former directors and officers of the Company returned to treasury 4,100 common shares of the Company for proceeds of \$Nil. These shares were cancelled during the year ended 30 September 2009 (Note 10).

During the year ended 30 September 2009, former officer of the Company forgave loans to the Company totaling \$39,000. This loan forgiveness has been recorded as contributions to capital (Notes 9 and 10).

During the year ended 30 September 2009, the Company accrued interest of \$616 related to the convertible debentures and \$15,000 related to authorization of debt discount (Note 7).

During the year ended 30 September 2010, the Company accrued interest of \$4,186 related to the convertible debentures (Note 7) and demand loans and \$7,500 related to the issuance of 250 post reverse share issuance liability (Note 8).

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On 22 December 2011 the Company completed a public offering of securities pursuant to an exemption provided by Rule 504 of Regulation D, registered in the State of Nevada, and issued 125,000 common shares for total cash proceeds of \$50,000.

On 22 December 2011 the Company issues 2,000 shares in accordance with the terms of the ABH Claims Purchase and Sale Agreement (Note 5) with a value of \$320. The valuation was based on the closing price of the shares on 22 December 2011.

During the year ended 30 September 2011, the Company accrued interest of \$8,094 related to the convertible debentures (Note 7) and demand loans (Note 8).

During the year ended 30 September 2012, the Company accrued interest of \$12,380 related to the convertible debentures (Note 7) and demand loans (Note 8).

During the three month period ended 31 December 2012, the Company accrued interest of \$3,561 related to the convertible debentures (Note 7) and demand loans (Note 8).

14. Commitments

On 14 November 2012, the Company received a Notice of Exercise for warrants to purchase 25,000 common shares of the Company valued at \$17,500, being the value of the warrants exercised by a shareholder of the Company. The \$17,500 in proceeds received was accounted for as Shares to be Issued.

On 18 December 2012 the Board of Directors agreed to issue 25,000 common shares to a note holder that was entitled to this amount of shares based on the terms pursuant to a note payable of \$30,000, still outstanding as of 31 December 2012. Note holder was originally entitled to 250,000 common shares pre 1,000:1 stock split (250 shares post split). This was accounted for in the financial statements to reflect an additional 24,750 common shares to be issued at \$2.50 each, being the closing price of the shares on 18 December 2012.

On December 27, 2012 the Company entered into a share exchange agreement with Arriba Resources Inc., (“Arriba”), a company incorporated under the federal laws of Canada, and its shareholders. Pursuant to the terms of the share exchange agreement, the Company agreed to acquire all of the issued and outstanding shares of Arriba’s common stock in exchange for the issuance of 4,179,852 shares of the Company’s common stock to the shareholders of Arriba, and 2,078,477 warrants to purchase common shares of the Company at an exercise price of \$1.75 and valid for 360 days.

15.Subsequent Events

On 9 January 2013 the Company issued 24,750 common shares to a note holder that was entitled to this amount of shares based on the terms pursuant to a note payable of \$30,000, still outstanding as of 31 December 2012 in the amount of \$39,449 (Note 8 and 14). The Company is still obligated to issue an additional 250 common shares to satisfy the terms of the note (Note 14).

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

The following discussion should be read in conjunction with our consolidated financial statements and the related notes that appear elsewhere in this quarterly report. 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.

In this quarterly report, unless otherwise specified, all dollar amounts are expressed in United States dollars. All references to "common shares" refer to the common shares in our capital stock.

As used in this quarterly report and unless otherwise indicated, the terms "we", "us", "our", "Company", and "Silverstar" mean Silverstar Mining Corp., a Nevada corporation.

Forward-Looking Statements

Certain statements in this quarterly report on Form 10-Q contain or may contain forward-looking statements that are subject to known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Generally, the words "believes", "anticipates," "may," "will," "should," "expect," "intend," "estimate," "continue," and similar expressions or the negative thereof or comparable terminology are intended to identify forward-looking statements which include, but are not limited to, statements concerning the Company's expectations regarding its working capital requirements, financing requirements, business prospects, and other statements of expectations, beliefs, future plans and strategies, anticipated events or trends, and similar expressions concerning matters that are not historical facts. These forward-looking statements were based on various factors and were derived utilizing numerous assumptions and other factors that could cause our actual results to differ materially from those in the forward-looking statements. These factors include, but are not limited to, economic, political and market conditions and fluctuations, government and industry regulation, interest rate risk, U.S. and global competition, and other factors. Most of these factors are difficult to predict accurately and are generally beyond our control. You should consider the areas of risk described in connection with any forward-looking statements that may be made herein. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. Readers should carefully review this quarterly report in its entirety, including but not limited to our financial statements and the notes thereto. Except for our ongoing obligations to disclose material information under the Federal securities laws, we undertake no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events. For any forward-looking statements contained in any document, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

Overview

On May 16, 2011 our recently formed, wholly owned subsidiary, Silverstar Mining Canada, Inc., (“SMCI”) acquired three mining claims encompassing approximately 1,006 hectares in British Columbia, Canada. In consideration for the transfer of the mining claims, we paid the transferor \$10,000 and we are required to issue the transferor two million shares of our common stock.

The mineral claims are located in the Caribou Mining District in east-central British Columbia, Canada.

PROPERTY LOCATION AND ACCESS

There is a growing infrastructure in the region as more of its resources are being exploited by various sized peers and competitors in the area.

The SMCI mineral tenures are located within 65 km northeast of Quesnel, British Columbia, in an area that in part has been logged and re-planted. Access is by forestry road to the vicinity of the Willow River: the tenures lie both east and west of that river. The bridge across Willow River is located approximately 1250 metres upstream from the south boundary and a logging branch road follows the east side of Willow River. The total area is 1006 hectares.

We have not conducted any feasibility studies on the mining claims. However, contiguous and other properties in the immediate vicinity indicate deposits of gold, silver and copper.

We intend to undertake further geological studies of the mining claims and will engage an independent geologist to conduct further geological studies which will also include preliminary drilling on the Property. Initial work would be studying historical information on the area, the trend line and sampling. The sampling analysis will direct management on subsequent investment of resources.

On 27th December, 2012, the Company acquired all the assets and liabilities of Arriba Resources, Inc, a corporation organized under the laws of Canada.

At 31 December 2012, the Company had suffered losses from development stage activities to date. Although management is currently attempting to implement its business plan, and is seeking additional sources of equity or debt financing, there is no assurance these activities will be successful. These factors raise substantial doubt about the ability of the Company to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Results of Operations

For the three month period ended December 31, 2012 and December 31, 2011:

Revenue

Since our Inception, we have not generated any revenues.

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For the three months ended December 31, 2012 and December 31, 2011 total expenses were \$40,924 and 23,852 respectively. Total costs and expenses since Inception were \$1,624,539 which consists primarily of a write down of mineral property acquisition costs totaling \$811,696, legal and accounting fees totaling \$293,605, consulting services totaling \$138,467 and management fees totaling \$125,500.

Our principal costs for the three months ended December 31, 2012 and December 31, 2011 were attributable to legal and accounting fees totaling \$26,363 and \$15,062. Our legal and accounting fees since Inception totaled \$293,605. Most of these fees are attributable to our ongoing reporting obligations with the Securities and Exchange Commission. We have also incurred legal expenses associated with the acquisition of the mining claims. We continue to incur \$1,500 in monthly management fees as a result these fees totaled \$4,500 and \$14,500 respectively. Our total management fees since Inception were \$125,500

For the three months ended December 30 2012, and December 31 2011 total expenses were \$40,924 and \$23,852. As with the comparable periods in 2011, most of these expenses were attributable to legal and accounting fees totaling \$26,363 and \$15,062. We continue to incur \$1,500 in monthly management and as such management fees for the three months ended December 31, 2012 totaled \$4,500 and \$13,500 respectively.

Bank fees for the three months ended December 31, 2012 and December 31, 2011 totaled \$65,436 as compared to \$2,994. The Increase in borrowing was due to the Arriba Transaction at the end of December. Total bank fees since Inception were \$110,249.

Except as set forth above, we had no other significant line item expenses for the three month periods ended December 30, 2012 and 2011.

Our Net Loss for the three months ended December 31, 2012 and 2011 was \$(106,360) and \$(26,846).

Our Net Loss since Inception totaled \$(1,734,788).

Our Net Loss per share for the three ended December 31, 2012 totaled \$(.63) as compared to \$(0.48) for the period ended December 31, 2011.

Until such time as we can generate revenues from operations, we will continue to incur operating losses. Even if we do generate revenues, there can be no assurance that we will not continue to operate at a loss.

Liquidity and Working Capital

We have limited assets. At December 31, 2012 we had cash of \$2,413 as compared to \$558 at December 31, 2011. We also have \$249 in prepaid expenses as of December 31, 2012 compared to \$10,249 for the respective period ended December 31, 2011. Our investment in our mineral properties totaled \$29,893 and total assets at December 31, 2012 were \$32,555. At December 31, 2011 our mineral assets totaled \$14,360 and total assets were \$25,167.

Current liabilities at December 31, 2012 totaled \$298,994 consisting primarily of a shareholder demand note totaling \$133,983, convertible debentures totaling \$20,502, a liability of \$83,875 attributable to the share issuance for the Arrriba Transaction. Current liabilities at December 31, 2011 totaled \$191,246 consisting primarily of shareholder demand loans totaling \$131,366, convertible debentures totaling \$20,124, accounts payable totaling \$15,468 and a liability for share issuance of \$4,500.

Our working capital deficit at December 31, 2012 was \$266,439 as compared to \$166,079

Unless we secure additional debt or equity financing, of which there can be no assurance, we will not be able to continue operations and you may lose your entire investment. We currently do not have any arrangements in place for any future debt or equity financing.

Off-Balance Sheet Arrangements

We are not currently a party to, or otherwise involved with, any off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Going Concern

Due to the uncertainty of our ability to meet our current operating and capital expenses, in their report on the annual consolidated financial statements for the year ended September 30, 2012, our independent auditors included an explanatory paragraph regarding concerns about our ability to continue as a going concern.

We anticipate that additional funding will be required in the form of debt or equity capital financing from the sale of our common stock. At this time, we cannot provide investors with any assurance that we will be able to raise sufficient funding from the sale of our common stock or through debt to meet our obligations over the next twelve months. We do not have any arrangements in place for any future debt or equity financing.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

The Company's market risk profile has not changed significantly from its year ended September 30, 2012.

Foreign Currency Exchange Rate Risk

The Company holds cash balances in U.S. dollars. Our operations are located in Canada. As a result, currency exchange fluctuations may impact our operating costs. We do not manage our foreign currency exchange rate risk through the use of financial or derivative instruments, forward contracts or hedging activities.

In general, the strengthening of the U.S. dollar will positively impact our expenses transacted in Canadian dollars. Conversely, any weakening of the U.S. dollar will increase our expenses transacted in Canadian dollars. We do not believe that any weakening of the U.S. dollar as compared to the Canadian dollar will have an adverse material effect on our operations.

Item 4. Controls and Procedures.

(a) Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) and determined that our disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report on Form 10-Q. The evaluation considered the procedures designed to ensure that the information required to be disclosed by us in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and communicated to our management as appropriate to allow timely decisions regarding required disclosure.

(b) Changes in Internal Control over Financial Reporting

During the period covered by this Quarterly Report on Form 10-Q, there was no change in our internal control over financial reporting (as such term is defined in Rules 13a-15(d) and 13d-15(d) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

(c) Inherent Limitations of Disclosure Controls and Internal Controls over Financial Reporting

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

PART II — OTHER INFORMATION

Item 1. Legal Proceedings.

None.

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

(a) Unregistered Sales of Equity Securities.

The Registrant did not sell any unregistered securities during the three months ended December 31, 2012.

(b) Use of Proceeds.

The Registrant did not sell any unregistered securities during the three months ended December 31, 2012.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Not applicable.

Item 6. Exhibits.

(a) Exhibits.

The following is a complete list of exhibits filed as part of this Form 10Q. Exhibit number corresponds to the numbers in the Exhibit table of Item 601 of Regulation S-K.

Number	Description	
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act	Filed Herewith
31.2	Certification of Principal Financial Officer pursuant to the Section 302 of the Sarbanes-Oxley Act	Filed Herewith
32.1	Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act	Filed Herewith
32.2	Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act	Filed Herewith

* This exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SILVERSTAR MINING CORP.
(Registrant)

Dated: February 14, 2013 */s/ Neil Kleinman*

Neil Kleinman

President, Chief Executive Officer and Director

(Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)

EXHIBIT INDEX

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101.INS* XBRL Instance Document
 101.SCH* XBRL Taxonomy Extension Schema Document
 101.CAL* XBRL Taxonomy Extension Calculation Linkbase Document
 101.DEF* XBRL Taxonomy Extension Definition Linkbase Document
 101.LAB* XBRL Taxonomy Extension Label Linkbase Document
 101.PRE* XBRL Taxonomy Extension Presentation Linkbase Document

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