Santo Mining Corp.
Form 10-Q
June 19, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

(Mark One)

[X] **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended April 30, 2013

or

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

For the transition period from _____ to _____

Commission File Number: 333-169503

SANTO MINING CORP.
(Exact name of registrant as specified in its charter)

Nevada	**27-0518586**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Avenida Sarasota No. 20

Torre Empresarial AIRD, Suite # 1103

La Julia, Santo Domingo, Dominican Republic

(Address of principal executive offices) (Zip Code)

1-809-535-9443
(Registrant's telephone number, including area code)

N/A

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

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer, “accelerated filer,” “non-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**	**[X]**
(Do not check if a 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 [X]

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date: 69,431,269 as of June 19, 2013.

SANTO MINING CORP.

FORM 10-Q

April 30, 2013

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CAUTIONARY NOTE REGARDING ON FORWARD LOOKING STATEMENTS

This Quarterly Report on Form 10-Q (this "Report") contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements discuss matters that are not historical facts. Because they discuss future events or conditions, forward-looking statements may include words such as "anticipate," "believe," "estimate," "intend," "could," "should," "would," "may," "seek," "plan," "might," "will," "expect," "predict," "proj "potential," "continue" negatives thereof or similar expressions. Forward-looking statements speak only as of the date they are made, are based on various underlying assumptions and current expectations about the future and are not guarantees. Such statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, level of activity, performance or achievement to be materially different from the results of operations or plans expressed or implied by such forward-looking statements.

We cannot predict all of the risks and uncertainties. Accordingly, such information should not be regarded as representations that the results or conditions described in such statements or that our objectives and plans will be achieved and we do not assume any responsibility for the accuracy or completeness of any of these forward-looking statements. These forward-looking statements are found at various places throughout this Report and include information concerning possible or assumed future results of our operations, including statements about potential acquisition or merger targets; business strategies; future cash flows; financing plans; plans and objectives of management; any other statements regarding future acquisitions, future cash needs, future operations, business plans and future financial results, and any other statements that are not historical facts.

These forward-looking statements represent our intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors. Many of those factors are outside of our control and could cause actual results to differ materially from the results expressed or implied by those forward-looking statements. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than we have described. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Report. All subsequent written and oral forward-looking statements concerning other matters addressed in this Report and attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this Report.

Except to the extent required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, a change in events, conditions, circumstances or assumptions underlying such statements, or otherwise.

CERTAIN TERMS USED IN THIS REPORT

When this Report uses the words “we,” “us,” “our,” and the “Company,” they refer to Santo Mining Corp. “SEC” refers to the Securities and Exchange Commission. When this report uses the word “Property” or “Claim”, it refers to an “exploration concession application” which according to the Dominican Mining Law grants the holder with certain preferential rights. Upon issuance an exploration concession it grants the holder the exclusive right to explore within its boundary limits for up to a six year period. It also grants the holder the exclusive right to apply for an exploitation concession valid up to a seventy-five year period.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

The accompanying financial statements are presented in accordance with U.S. generally accepted accounting principles for interim financial information and the instructions to Form 10-Q and Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting only of normal occurring adjustments) considered necessary in order to make the financial statements not misleading, have been included. Operating results for the three and six months ended April 30, 2013 are not necessarily indicative of results that may be expected for the year ending July 31, 2013.

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SANTO MINING CORP.

(A DEVELOPMENT STAGE COMPANY)

BALANCE SHEETS

(Unaudited)

	April 30, 2013	July 31, 2012
ASSETS		
CURRENT ASSETS		
Cash	$ 45,293	$ 50,793
Prepaid expense	103,500	-
Total Current Assets	148,793	50,793
Mineral claims	579,315	63,912
Website, net of amortization of $1,745 and $1,340, respectively	3,345	3,540
Deposits	106,247	16,826
TOTAL ASSETS	$ 837,700	$ 135,071
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	$ 124,395	$ 46,172
Related party payable	149,696	79,696
Convertible note payable	46,277	-
Derivative liability	6,890	-
TOTAL LIABILITIES	327,258	125,868
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY		
Preferred stock, 450,000,000 shares authorized, $0.00001 par value; none issued and outstanding	-	-
Common stock, 450,000,000 shares authorized, $0.00001 par value; 69,431,269 and 63,635,340 shares issued and outstanding, respectively	694	636
Additional paid-in capital	1,349,951	290,123
Deficit accumulated during the development stage	(840,203)	(281,556)
TOTAL STOCKHOLDERS' EQUITY	510,442	9,203
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 837,700	$ 135,071

See accompanying notes to unaudited financial statements.

SANTO MINING CORP.

(A Development Stage Company)

STATEMENTS OF OPERATIONS

(Unaudited)

	Three Months Ended April 30,		Nine Months Ended April 30,		From July 8, 2009 (Inception) to April 30,
	2013	2012	2013	2012	2013
OPERATING EXPENSES					
Consulting fees	$ 166,511	$ 2,310	$ 310,239	$ 8,950	$ 421,250
General and administrative	55,276	5,867	147,984	25,008	202,061
Legal and accounting fees	54,476	16,331	100,257	41,875	216,556
Total operating expenses	276,263	24,508	558,480	75,833	839,867
OTHER INCOME (EXPENSES)					
Foreign currency transaction loss	-	-	-	(16)	(173)
Change in fair value of derivative liability	212	-	212	-	212
Interest expense	(379)	-	(379)	-	(375)
Total other expenses	(167)	-	(167)	(16)	(336)
Net loss	$ (276,430)	$ (24,508)	$ (558,647)	$ (75,849)	$ (840,203)
Basic and diluted loss per common share	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.00)	
Basic and diluted weighted average number of common shares outstanding	66,251,271	63,185,026	64,823,026	63,036,135	

See accompanying notes to unaudited financial statements.

SANTO MINING CORP.
(A Development Stage Company)
STATEMENTS OF CASH FLOWS

(Unaudited)

	Nine Months Ended April 30, 2013	Nine Months Ended April 30, 2012	From July 8, 2009 (Inception) to April 30, 2013
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	$ (558,647)	$ (75,849)	$ (840,203)
Adjustments to reconcile net loss to net cash used in operating activities:			
Amortization expense	405	794	1,745
Share-based compensation	167,132	-	213,799
Amortization of debt discount	379	-	379
Change in fair value of derivative liability	(212)	-	(212)
Changes in operating assets and liabilities:			
Accounts payable and accrued expenses	78,223	2,266	124,395
Net cash used in operating activities	(312,720)	(72,789)	(500,097)
CASH FLOWS FROM INVESTING ACTIVITIES			
Payment of deposits on mineral claims	(106,247)	-	(106,247)
Loan to related party	-	(42,537)	-
Purchase of mineral claims	(29,523)	-	(106,119)
Payments for website	(210)	-	(5,090)
Net cash used in investing activities	(135,980)	(42,537)	(217,456)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from sale of common stock	390,200	150,000	630,150
Proceeds from issuance of convertible note	53,000	-	53,000
Proceeds from related party payable	-	43,744	79,696
Net cash provided by financing activities	443,200	193,744	762,846
Net change in cash	(5,500)	78,418	45,293

Cash, beginning of period		50,793		2,187		-
Cash, end of period	$	45,293	$	80,605	$	45,293
SUPPLEMENTAL CASH FLOWS DISCLOSURES:						
Interest paid	$	-	$	-	$	4
Income taxes paid	$	-	$	-	$	-
NONCASH INVESTING AND FINANCING ACTIVITIES:						
Shares transferred between related parties for mineral claims	$	6,654	$	-	$	10,796
Fair value of derivative liability	$	7,102	$	-	$	7,102
Liability accrued for purchase of mineral claims	$	70,000	$	-	$	70,000
Shares issued for purchase of mineral claims	$	392,400	$	-	$	392,400
Shares issued for prepaid expenses	$	103,500	$	-	$	103,500

See accompanying notes to unaudited financial statements.

SANTO MINING CORP.

(A DEVELOPMENT STAGE COMPANY)

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

NOTE 1. – BASIS OF PRESENTATION AND ACCOUNTING POLICIES

The accompanying unaudited interim financial statements of Santo Mining Corp. ("Santo Mining" or the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission ("SEC"), and should be read in conjunction with the audited financial statements and notes thereto contained in Santo Mining's Annual Report filed with the SEC on Form 10-K for the year ended July 31, 2012. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which substantially duplicate the disclosure contained in the audited financial statements for fiscal 2012 as reported in the Form 10-K have been omitted.

Fair Value Measurement

The Company values its derivative instruments under FASB ASC 820 which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements.

As defined in ASC 820, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable. The Company classifies fair value balances based on the observability of those inputs. ASC 820 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement).

The three levels of the fair value hierarchy defined by ASC 820 are as follows:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives, marketable securities and listed equities.

Level 2 – Pricing inputs are other than quoted prices in active markets included in level 1, which are either directly or indirectly observable as of the reported date.

Level 3 – Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value. The Company uses Level 3 to value its derivative instruments.

The following table sets forth by level with the fair value hierarchy the Company's financial assets and liabilities measured at fair value on April 30, 2013.

	Level 1	Level 2	Level 3	Total
Liabilities				
Derivative liabilities	$ -	$ -	$ 6,890	$ 6,890

NOTE 2. – GOING CONCERN

These financial statements have been prepared on a going concern basis, which implies Santo Mining will continue to meet its obligations and continue its operations for the next fiscal year. As of April 30, 2013, Santo Mining has not generated revenues and has accumulated losses of $840,203 since inception. Santo mining has not commenced operations. These factors raise substantial doubt regarding Santo Mining's ability to continue as a going concern. The continuation of Santo Mining as a going concern is dependent upon financial support from its stockholders, the ability of Santo Mining to obtain necessary equity financing to continue operations, and the attainment of profitable operations. Realization value may be substantially different from carrying values as shown and 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 Santo Mining be unable to continue as a going concern.

The Company intends to continue seeking and investigating potentially revenue producing projects through its mining operations. No assurances can be given as to the likelihood of it obtaining any revenue producing projects.

NOTE 3. – MINERAL CLAIMS

When this report uses the word "property" or "claim" it refers to a "concession application" which according to the Dominican Mining Law grants the holder with certain preferential rights including future exclusive rights to prospect, explore and exploit metallic minerals within its designated boundaries.

On July 30, 2012, under the Acquisition Agreement, Ms. Ruiz agreed to transfer 6,456,600 shares of the Company's common stock she owned to GEXPLO SRL ("GEXPLO"), a company owned by Mr. Alain French, the Company's new President, Chief Executive Officer and Director, for a mineral right previously owned by GEXPLO. The Company

recorded $4,142 (original costs incurred by GEXPLO to obtain the claim) for the mineral right and the same amount in paid-in capital for the shares transferred as the result of this related party transaction.

On September 17, 2012, the Company exercised its right of first refusal to purchase two additional mineral properties, the Walter Claim and the Maria Claim, from GEXPLO pursuant to the Acquisition Agreement. In exchange for the Walter Claim and the Maria Claim, Rosa Habeila Feliz Ruiz, the Secretary of the Company, transferred 13,181,460 of her shares of the Company's common stock to the Vendor. The Vendor is owned by Alain French, our President, Chief Executive Officer and Director.

On October 12, 2012, the Company amended the Acquisition Agreement with GEXPLO and Rosa Habeila Feliz Ruiz, an officer and director of the Company. Pursuant to the Amendment, the Company would no longer have right of first refusal to purchase the Shalee and Daniel claims and instead would have right of first refusal to purchase the Henry, Francesca, Kato f/k/a Eliza, and Nathaniel claims.

On October 12, 2012, the Company exercised its right of first refusal to purchase four additional mineral properties, the Henry Claim, the Francesca Claim, the Kato f/k/a Claim and the Nathaniel Claim, from the Vendor pursuant to the Acquisition Agreement. In exchange for the Claims, Rosa Habeila Feliz Ruiz transferred 12,644,943 of her shares of the Company's common stock to the Vendor. The Vendor is owned by Alain French, our President, Chief Executive Officer and Director.

On March 25, 2013, the Company agreed to purchase from Alain French 100% right, title and interest in the "RICHARD" Mineral Exploration Concession Application in the Dominican Republic, consisting of 220 Hectares located in Dominican Republic, and any deposits of minerals on RICHARD for $10,000 and 1,000,000 shares of the Company's common stock, par value $0.00001. As of April 30, 2013, the Company has recorded mineral claims of $177,400, including $167,400 fair value of the shares and $10,000 payable to the related party.

On April 3, 2013, the Company agreed to purchase from Alain French 100% right, title and interest in the "CHARLES" Mineral Exploration Concession Application in the Dominican Republic consisting of 220 Hectares located in Dominican Republic, and any deposits of minerals on CHARLES for an initial payment of $10,000 at closing, a second payment of $50,000 in 90 days, and 1,500,000 shares of the Company's common stock, par value $0.00001. As of April 30, 2013, the Company has recorded mineral claims of $285,000, including $225,000 fair value of the shares and $60,000 payable to the related party.

NOTE 4. – RELATED PARTY TRANSACTIONS

As of April 30, 2013 and July 31, 2012, the Company had payable of $79,696 to Ms. Ruiz for the advances she made to the Company to cover incorporation costs of the Company and ongoing legal and accounting fees related to the Company's SEC reporting obligations. These advances bear no interest, are unsecured and are due on demand.

On May 31, 2012, the Company entered into a promissory note with GEXPLO, SRL, a company owned by the Company's then corporate secretary, Mr. Alain French. The total amount loaned was $59,770 as of May 31, 2012 for exploration expenses that the Company paid on GEXPLO's behalf for Alexia Claim which was acquired by the Company in July 2012. The loan is non-interest bearing and matures on December 31, 2012. The loan was cancelled by the Company as consideration in the Acquisition Agreement, on July 30, 2012. See Note 3 for the shares transferred between Ms. Ruiz and GEXPLO.

As of April 30, 2013, the Company had made advances to GEXPLO, a company owned by the Company's President, for a total of $96,247 for exploration expenses he paid on the Company's behalf.

As described in Note 3, as of April 30, 2013, the Company accrued related party payable of $70,000 for mineral claims, RICHARD and CHARLES, the Company acquired from Alain French during the current quarter.

NOTE 5. – CONVERTIBLE NOTES

On April 19, 2013, the Company borrowed $53,000 from Asher Enterprises, Inc. under a Convertible Promissory Note. The note is unsecured, bears interest at 8% per annum and matures on January 22, 2014. The note is convertible into common stock of the Company and the conversion price shall equal the variable conversion price of 47% multiplied by the average of the lowest three (3) trading prices for the common stock during the thirty (30) trading day period ending on the latest complete trading day prior to the conversion date.

The Company analyzed the Convertible Promissory Note for derivative accounting consideration under FASB ASC 470 and determined that the embedded conversion feature, with a grant date fair value of $7,102 (See Note 6), qualified for accounting treatment as a financial derivative (See Note 6). The Company recognized a discount of $7,102 on this note as result of the embedded conversion feature being a financial derivative. The discount will be amortized by the Company through interest expense over the life of the note.

A summary of value changes to the Convertible Promissory Note for the period ended April 30, 2013 is as follows:

Principal amount	$	53,000
Less: discount related to fair value of the embedded conversion feature		(7,102)
Add: amortization of discount		379
Carrying value at April 30, 2013	$	46,277

During the nine months ended April 30, 2013, the Company recorded $379 amortization of the debt discount.

NOTE 6. – DERIVATIVE LIABILITY

The Company has determined that the variable conversion price under its $53,000 Convertible Promissory Note causes the embedded conversion feature to be a financial derivative. The Company may not have enough authorized common shares to settle its obligation if the note holder elects to convert the note to common shares when the trading price is lower than certain threshold.

The fair value of the conversion feature is recognized as a financial derivative at issuance and is measured at fair value at each reporting period. The fair values of the financial derivative were calculated using a modified binomial valuation model with the following assumptions at April 19, 2013 and April 30, 2013:

	April 19, 2013	April 30, 2013
Market value of common stock on measurement date (1)	$0.14	$0.14
Adjusted conversion price (2)	$0.066	$0.063
Risk free interest rate (3)	0.13%	0.11%
Life of the note in years	0.77 years	0.77 years
Expected volatility (4)	423%	387%
Expected dividend yield (5)	-	-

(1) The market value of common stock is based on closing market price as of April 19, 2013 and April 30, 2013.
(2) The adjusted conversion price is calculated based on conversion terms described in the note agreement.
(3) The risk-free interest rate was determined by management using the 1 year Treasury Bill as of the respective Offering or measurement date.
(4) The volatility factor was estimated by management using the historical volatilities of the Company's stock Management determined the dividend yield to be 0% based upon its expectation that it will not pay
(5) dividends for the foreseeable future

The following table provides a summary of the changes in fair value of the derivative financial instruments measured at fair value on a recurring basis using significant unobservable inputs:

	Financial Derivatives
Fair value at April 19, 2013	$ 7,102
Change in fair value of derivative liability	(212)
Fair value at April 30, 2013	$ 6,890

NOTE 7. – COMMON STOCK

In September 2012, 116,665 shares were issued to a third-party vendor for services. These shares were recorded at their fair value of $23,332. The Company expensed the entire amount during the nine months period ended April 30, 2013 for the services rendered.

On September 17, 2012, the Company sold 600,000 shares of common stock for $300,000.

Equity Enhancement Program with Hanover Holdings I, LLC

On March 11, 2013, the Company entered into a common stock purchase agreement (“Purchase Agreement”) with Hanover Holdings I, LLC, a New York limited liability company (“Hanover”). The Purchase Agreement provides that, upon the terms and subject to the conditions set forth therein, Hanover is committed to purchase up to $16,000,000 (the “Total Commitment”) worth of the Company’s Common Stock (the “Shares”), over the 36-month term of the Purchase Agreement.

Also on March 11, 2013, Hanover deposited $90,000, as an Administrative Fee, into an escrow account, which was disbursed to the Company promptly after the filing of an initial registration statement with the SEC on March 15, 2013.

The Company issued 1,044,264 shares of the Company's common stock to Hanover for services. The fair value of these shares, $167,500, was recorded as offering cost as a reduction to addition paid-in capital.

In connection with the execution of the Purchase Agreement, the Company and Hanover also entered into a registration rights agreement. Pursuant to the Registration Rights Agreement, the Company filed an initial registration statement ("Registration Statement") with the SEC on March 15, 2013 (the "Filing Deadline") and agreed to have it declared effective at the earlier of (A) the 90th calendar day after the earlier of (1) the Filing Deadline and (2) the date of which such initial Registration Statement is filed with the SEC and (B) the fifth business day after the date the Company is notified by the SEC that such Registration Statement will not be reviewed or will not be subject to further review (the "Effectiveness Deadline"). On June 10, 2013, the Company withdrew the Registration Statement. As of the date of this Report, the Company is renegotiating the terms of the Purchase Agreement with Hanover.

If the initial Registration Statement is not declared effective by the Effectiveness Deadline, the Company is required to issue to Hanover additional shares of the Company's common stock equal to the quotient obtained by dividing (a) $167,500 by (b) the arithmetic average of the VWAPs over the 10 trading day period immediately preceding the Effectiveness Deadline, rounded up to the nearest whole share (the "Additional Commitment Shares"). As of the date of this Report, the Company has not issued additional common stock to Hanover and is negotiating a resolution with regard to the Additional Commitment Shares.

If at any time all of the Registrable Securities (as defined in the Registration Rights Agreement) are not covered by the initial Registration Statement, the Company has agreed to file with the SEC one or more additional Registration Statements so as to cover all of the Registrable Securities not covered by such initial Registration Statement, in each case, as soon as practicable, but in no event later than the applicable filing deadline for such additional Registration Statements as provided in the Registration Rights Agreement.

On April 5, 2013, the Company issued 635,000 shares of common stock for services. The fair value of these shares, $108,000, was recorded as follows: $4,500 as share-based compensation and $103,500 as prepaid expense for the service not been received yet.

Also on April 5, 2013, the Company issued 900,000 shares of common stock for services. The fair value of these shares, $139,300, was recorded as share-based compensation.

As of April 30, 2013, the Company has recorded 2,500,000 shares of common stock, at fair value of $392,400 for purchase of mineral claims.

NOTE 8. – SUBSEQUENT EVENTS

On June 12, 2013, the Company issued to JMJ Financial (the "Lender") convertible promissory note as of the same date in the principal amount of $335,000 (the "Note") with a maturity date of June 11, 2013, for total consideration of $300,000 (the "Consideration"). The interest rate of the Note is 0% if repaid within the first 90 days, and shall increase to 12% after 90 days.

Upon the closing on June 12, 2013, the Lender paid to the Company consideration in the amount of $60,000. The Lender may pay additional consideration, as chosen by the lender, up to an additional $150,000. Thereafter, the Lender may pay additional consideration to the Company by mutual agreement up to a total consideration of $300,000.

Pursuant to the terms of the Note, the Lender may elect to convert all or part of the outstanding unpaid principal and accrued interest into shares of the Company's common stock (up to an amount that would result in JMJ Financial holding no more than 4.99% of the outstanding shares of common stock of the Company) at a conversion price of the lesser of: (i) $0.138, or (ii) 60% of the lowest trade price in the 25 trading days preceding the conversion.

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

The following provides information which management believes is relevant to an assessment and understanding of our results of operations and financial condition. The discussion should be read along with our financial statements and notes thereto. The following discussion and analysis contains forward-looking statements, which involve risks and uncertainties. Our actual results may differ significantly from the results, expectations and plans discussed in these forward-looking statements. See "Cautionary Note Regarding Forward Looking Statements."

Overview

Santo Mining Corp. (the "Company") is a company which acquires and also applies for metallic mining concessions in the Dominican Republic for the purpose of exploration and ultimately the extraction of precious and base metal mineral ores. We target near-term production opportunities in areas geologically similar to Pueblo Viejo, one of the largest sulfide gold deposits in the Western Hemisphere. Our vision is to define deposits and extract metals from both alluvial deposits that require minimal processing and bulk-tonnage, open-pit oxide and sulfide gold deposits where poly-metallic ores with economic concentrations of precious and base metals may be extracted and transported to local or offshore processing plants and refineries.

The Company plans to combine rapid exploration methodology with innovative operational and logistical approaches to ensure the efficient and effective extraction of gold and other metals in the future.

Our exploration projects create an alternative opportunity for investors. Each of our claim areas lie within high-potential geology–with the same characteristics as Pueblo Viejo, one of the world's largest sulifde gold deposit. Each claim is ideally situated for our geology team approach to exploration.

This swift mobilization and on-site sampling analysis capability was developed to drive growth and value in the near and long terms. Our claims are 100% owned, and lie in the core of the mineral rich Hispaniola Gold-Copper Back-Arc.

We are a development stage company and have not yet generated or realized any revenues from our business operations.

There is a going concern as to whether we can continue as an on-going business for the next twelve months unless we obtain additional capital to pay our bills. Our independent auditor has raised substantial doubt regarding our ability to

continue as a going concern. This is because we have not generated any revenues and no revenues are anticipated until we are able to go into production of gold. Accordingly, we must raise cash from sources other than operations. Our only other source for cash at this time is investments by others. We must raise cash to implement our project and begin our operations.

To meet our need for cash, we raised $150,000 in a private placement offering which closed on March 2, 2012 with an additional $51,000 private placement which closed on July 19, 2012 and another private placement offering that closed on September 17, 2012, which raised $300,000. Even with these funds, we cannot guarantee that we will stay in business after twelve months. If we are unable to secure any favorable mineral results from testing and sampling and if mineral prices continue to be higher than the price we have negotiated with our suppliers, we may quickly use up the proceeds from the offerings and will need to find alternative sources, like a second public offering, further private placement of securities, or loans from our officers or others in order for us to maintain our operations. At the present time, we have not made any arrangements to raise additional cash, other than from our private offering. If we need additional cash and cannot raise it, we will either have to suspend operations until we do raise the cash, or cease operations entirely. However, our President and CEO is willing to fund the initial operations of the Company until sufficient funds are available. These initial operations specifically refer to the fees associated with the filing of the company's periodic and annual reporting requirements to maintain compliance with the SEC, and all applicable legal and accounting fees that we expect to be incurred by the Company in that regard. We anticipate these fees to total approximately $60,000 to $85,000.

From July 8, 2009 through to the date of the acquisition of our first Claim, we were a designated shell company with minimal operations. As described below, on July 30, 2012, we entered into an acquisition agreement and began operations and ceased to be a shell.

On March 2, 2012, the Company sold 337,500 shares of common stock for $150,000 in a private placement transaction. The shares were issued pursuant to Regulation S of the Exchange Act of 1933.

On March 19, 2012, the Company filed a Certificate of Amendment to our Articles of Incorporation (the "Amendment") to change our name from "Santo Pita Corporation" to "Santo Mining Corp." and to increase the authorized shares of our common stock from 100,000,000 to 450,000,000.

On March 26, 2012, we effected a 1-for-4.5 forward stock split of our common stock. On July 9, 2012, a 4-for-1 reverse stock split of our common stock was effective decreasing our issued and outstanding common stock from 253,199,996 to 63,300,005. All share and per share amounts have been restated retroactively for the impact of the splits.

On July 19, 2012, the Company sold 102,000 shares of common stock for $51,000.

On July 30, 2012 (the "Closing Date"), we entered into a mineral property acquisition agreement (the "Acquisition Agreement") with GEXPLO, SRL (the "Vendor") and Rosa Habeila Feliz Ruiz, an officer and director of the Company, whereby the Company agreed to acquire from the Vendor an undivided one hundred percent (100%) interest in and to a mineral claim known as Alexia, which is located in the province of Dajabon, in the municipalities

of Dajabon and Partido, specifically in the sections Chaucey, La Gorra and Partido Arriba, covering Los Indios, Pueblo Nuevo, Hatico Viejo, El Junco, La Gallina, Tahuique and Charo located in the Dajabon 5874-I (11) and Loma de Cabrera 5874-II (19) topographical sheets, complying with the terms of mining law No. 146 and its regulations (the "Alexia Claim") as described in the Acquisition Agreement (the "Acquisition").

Pursuant to the terms of the Acquisition Agreement, in consideration of an undivided 100% interest in and to the Alexia Claim, the Vendor received 6,456,600 shares of the Company's common stock transferred from Ms. Ruiz and the cancellation of the promissory note for $59,770 from the Company to the Vendor dated May 31, 2012.

On September 17, 2012, the Company sold 600,000 shares of common stock for $300,000.

In September 2012, 116,665 shares were issued to a third-party vendor for services. These shares were recorded at their fair value of $23,333.

On September 17, 2012, the Company exercised its right of first refusal to purchase two additional mineral properties, Walter (the “Walter Claim”) and Maria (the “Maria Claim”), from GEXPLO, SRL pursuant to the “Acquisition Agreement”. In exchange for the Walter Claim and the Maria Claim, Rosa Habeila Feliz Ruiz, the Secretary of the Company, transferred 13,181,460 of her shares of the Company’s common stock to the Vendor. The Vendor is owned by Alain French, our President, Chief Executive Officer and sole Director.

On October 12, 2012, the Company amended the Acquisition Agreement (the “Amendment”) with GEXPLO, SRL and Rosa Habeila Feliz Ruiz, an officer and director of the Company. Pursuant to the Amendment, the Company would no longer have right of first refusal to purchase the Shalee and Daniel claims and instead would have right of first refusal to purchase the Henry, Francesca, Kato f/k/a Eliza, and Nathaniel claims.

On October 12, 2012, the Company exercised its right of first refusal to purchase four additional mineral properties, Henry (the “Henry Claim”), Francesca (the “Francesca Claim”), Kato (f/k/a Eliza) (the “Kato Claim”) and Nathaniel (the “Nathaniel Claim”), from the Vendor pursuant to the Acquisition Agreement. In exchange for the Claims, Rosa Habeila Feliz Ruiz transferred 12,644,943 of her shares of the Company’s common stock to the Vendor. The Vendor is owned by Alain French, our President, Chief Executive Officer and Director.

On November 19, 2012, the Company declared a 1-for-2 forward stock split.

On December 7, 2012, the Company filed a Certificate of Change with the Nevada Secretary of State to cancel the Certificate of Amendment originally filed on November 19, 2012 declaring a forward split of the Company’s shares of common stock. The forward split was subsequently cancelled.

On December 14, 2012, Rosa Habeila Feliz Ruiz submitted a letter of resignation to the board of directors of the company, pursuant to which she resigned as Secretary and Director, effective immediately. Ms. Ruiz’s resignation was not as a result of any disagreement with the Company. The Company appointed Alain French, our Chief Executive Officer, President, Treasurer and Director as Secretary of the Company.

Equity Enhancement Program with Hanover Holdings I, LLC

Common Stock Purchase Agreement

On March 11, 2013 (the "Closing Date"), the Company entered into a common stock purchase agreement dated as of the Closing Date (the "Purchase Agreement") with Hanover Holdings I, LLC, a New York limited liability company ("Hanover"). The Purchase Agreement provides that, upon the terms and subject to the conditions set forth therein, Hanover is committed to purchase up to $16,000,000 (the "Total Commitment") worth of the Company's Common Stock (the "Shares"), over the 36-month term of the Purchase Agreement.

From time to time over the term of the Purchase Agreement, commencing on the trading day immediately following the date on which the initial registration statement is declared effective by the SEC, as further discussed below, the Company may, in its sole discretion, provide Hanover with draw down notices (each, a "Draw Down Notice") to purchase a specified dollar amount of Shares (the "Draw Down Amount") over a 10 consecutive trading day period commencing on the trading day specified in the applicable Draw Down Notice (the "Pricing Period"), with each draw down subject to the limitations discussed below. The maximum amount of Shares requested to be purchased pursuant to any single Draw Down Notice cannot exceed 300% of the average daily trading volume of the Company's common stock for the five trading days immediately preceding the date of the Draw Down Notice (the "Maximum Draw Down Amount").

Once presented with a Draw Down Notice, Hanover is required to purchase a pro rata portion of the applicable Draw Down Amount on each trading day during the applicable Pricing Period on which the daily volume weighted average price for our common stock (the "VWAP") equals or exceeds a floor price determined by the Company for such draw down (the "Floor Price"). If the VWAP falls below the applicable Floor Price on any trading day during the applicable Pricing Period, the Purchase Agreement provides that Hanover will not be required to purchase the pro rata portion of the applicable Draw Down Amount allocated to that trading day. The per share purchase price for the Shares subject to a Draw Down Notice shall be equal to 92.5% of the arithmetic average of the five lowest VWAPs that equal or exceed the applicable Floor Price during the applicable Pricing Period; provided, however, that if the VWAP does not equal or exceed the applicable Floor Price for at least five trading days during the applicable Pricing Period, then the per share purchase price shall be equal to 92.5% of the arithmetic average of all VWAPs that equal or exceed the applicable Floor Price during such Pricing Period. Each purchase pursuant to a draw down shall reduce, on a dollar-for-dollar basis, the Total Commitment under the Purchase Agreement.

The Company is prohibited from issuing a Draw Down Notice if (i) the amount requested in such Draw Down Notice exceeds the Maximum Draw Down Amount, (ii) the sale of Shares pursuant to such Draw Down Notice would cause the Company to issue or sell or Hanover to acquire or purchase an aggregate dollar value of Shares that would exceed the Total Commitment, or (iii) the sale of Shares pursuant to the Draw Down Notice would cause the Company to sell or Hanover to purchase an aggregate number of shares of the Company's common stock which would result in beneficial ownership by Hanover of more than 4.99% of the Company's common stock (as calculated pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder). The Company cannot make more than one draw down in any Pricing Period and must allow 24 hours to elapse between the completion of the settlement of any one draw down and the commencement of a Pricing Period for any other draw down.

Additionally, on the Closing Date, Hanover deposited $90,000, as an Administrative Fee, into an escrow account, which was disbursed to the Company promptly after the filing of an initial registration statement with the SEC on March 15, 2013. The Company paid to Hanover a commitment fee equal to $167,500 (or 1.047% of the Total Commitment under the Purchase Agreement) in the form of 1,044,264 restricted shares of the Company's common stock, calculated at a price equal to the arithmetic average of the VWAPs over the 10 trading day period immediately preceding the Closing Date (the "Initial Commitment Shares"). The Initial Commitment Shares, together with the Additional Commitment Shares (as defined below), will be registered for resale in the Registration Statement, as discussed below, and are subject to a "dribble out" agreement between the Company and Hanover, whereby Hanover has agreed to sell no more than one-tenth of the Initial Commitment Shares and the Additional Commitment Shares, on a pro-rata basis, during the 10-week period immediately following the effective date of the initial registration

statement; provided, however, that if the VWAP falls below $0.10 for any trading day during such 10-week period, the dribble out will automatically cease to apply.

The Purchase Agreement also provides for indemnification of Hanover and its affiliates in the event that Hanover incurs losses, liabilities, obligations, claims, contingencies, damages, costs and expenses related to a breach by the Company of any of its representations and warranties under the Purchase Agreement or the other related transaction documents or any action instituted against Hanover or its affiliates due to the transactions contemplated by the Purchase Agreement or other transaction documents, subject to certain limitations. The issuance of the Initial Commitment Shares and the Additional Commitment Shares, if any, and the sale of the Shares to Hanover under the Purchase Agreement are exempt from registration under the Securities Act pursuant to the exemption for transactions by an issuer not involving any public offering under Section 4(a)(2) of the Securities Act and Rule 506 of Regulation D promulgated under the Securities Act ("Regulation D"). We made this determination based on the representations of Hanover that Hanover is an "accredited investor" within the meaning of Rule 501 of Regulation D and has access to information about the Company and its investment.

The Company agreed to pay up to $10,000 of reasonable attorneys' fees and expenses incurred by Hanover in connection with the preparation, negotiation, execution and delivery of the Purchase Agreement and related transaction documentation. Further, if the Company issues a Draw Down Notice and fails to deliver the shares to Hanover on the applicable settlement date, and such failure continues for 10 trading days, the Company agreed to pay Hanover, in addition to all other remedies available to Hanover under the Purchase Agreement, an amount in cash equal to 2.0% of the purchase price of such shares for each 30-day period the shares are not delivered, plus accrued interest.

Registration Rights Agreement

In connection with the execution of the Purchase Agreement, the Company and Hanover also entered into a registration rights agreement. Pursuant to the Registration Rights Agreement, the Company filed an initial registration statement ("Registration Statement") with the SEC on March 15, 2013 (the "Filing Deadline") and agreed to have it declared effective at the earlier of (A) the 90th calendar day after the earlier of (1) the Filing Deadline and (2) the date of which such initial Registration Statement is filed with the SEC and (B) the fifth business day after the date the Company is notified by the SEC that such Registration Statement will not be reviewed or will not be subject to further review (the "Effectiveness Deadline"). On June 10, 2013, the Company withdrew the Registration Statement. As of the date of this Report, the Company is renegotiating the terms of the Purchase Agreement with Hanover.

If the initial Registration Statement is not declared effective by the Effectiveness Deadline, the Company is required to issue to Hanover additional shares of the Company's common stock equal to the quotient obtained by dividing (a) $167,500 by (b) the arithmetic average of the VWAPs over the 10 trading day period immediately preceding the Effectiveness Deadline, rounded up to the nearest whole share (the "Additional Commitment Shares"). As of the date of this Report, the Company has not issued additional common stock to Hanover and is negotiating a resolution with regard to the Additional Commitment Shares.

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If at any time all of the Registrable Securities (as defined in the Registration Rights Agreement) are not covered by the initial Registration Statement, the Company has agreed to file with the SEC one or more additional Registration Statements so as to cover all of the Registrable Securities not covered by such initial Registration Statement, in each case, as soon as practicable, but in no event later than the applicable filing deadline for such additional Registration Statements as provided in the Registration Rights Agreement.

The Company also agreed, among other things, to indemnify Hanover from certain liabilities and fees and expenses of Hanover incident to the Company's obligations under the Registration Rights Agreement, including certain liabilities under the Securities Act. Hanover has agreed to indemnify and hold harmless the Company and each of its directors, officers and persons who control the Company against certain liabilities that may be based upon written information furnished by Hanover to the Company for inclusion in a registration statement pursuant to the Registration Rights Agreement, including certain liabilities under the Securities Act.

On March 14, 2013, the Company issued 1,044,264 shares of the Company's common stock to Hanover as a commitment fee equal pursuant to the Purchase Agreement. These shares were valued at $167,500. The issuance under the Purchase Agreement is exempt from registration under the Securities Act pursuant to the exemption for transactions by an issuer not involving any public offering under Section 4(a)(2) of the Securities Act and Rule 506 of Regulation D promulgated under the Securities Act ("Regulation D"). We made this determination based on the representations of the Investor that the Investor is an "accredited investor" within the meaning of Rule 501 of Regulation D and has access to information about the Company and its investment.

On March 13, 2013, the Company entered into a definitive long-term license agreement (the "License Agreement") with Campania Minera Los Angeles Del Desierto CA De CV, a Mexican company (the "Concessionaire"), to develop and mine three metallic concessions (the "Consessions") located in Ocampo, Coahuila in Mexico owned by the Consessionaire. Pursuant to the License Agreement, the Concessionaire will receive 40% of any royalty from the Consessions, and the remaining 60% will be retained by the Company. The Company is also required to make payments totaling $210,000 (the "Initial Payment") within a year of signing the License Agreement as well as issue 1,000,000 shares of the Company's common stock to the Concessionaire by June 14, 2013. $100,000 of the Initial Payment will be advanced towards the royalty fee.

On March 25, 2013, the Company entered into a Mining Purchase Acquisition Agreement (the "Richard Agreement") with GEXPLO, SRL, a company owned by Alain French, our President and Chief Executive Office ("GEXPLO"), pursuant to which the Company agreed to purchase from GEXPLO and undivided on hundred percent (100%) right, title and interest in the "RICHARD" Mineral Exploration Concession Application in the Dominican Republic, consisting of 220 Hectares located in Dominican Republic, and any deposits of minerals on RICHARD for $10,000 and 1,000,000 shares of the Company's common stock, par value $0.00001. As of April 30, 2013, the Company has recorded mineral claims of $177,400, including $167,400 fair value of the shares and $10,000 payable to the related party.

On April 3, 2013, the Company entered into a Mining Purchase Acquisition Agreement (the “Charles Agreement”) with GEXPLO, SRL, a company owned by Alain French, our President and Chief Executive Office (“GEXPLO”), pursuant to which the Company agreed to purchase from GEXPLO and undivided on hundred percent (100%) right, title and interest in the “CHARLES” Mineral Exploration Concession Application in the Dominican Republic consisting of 220 Hectares located in Dominican Republic, and any deposits of minerals on CHARLES for an initial payment of $10,000 at closing, a second payment of $50,000 in 90 days, and 1,500,000 shares of the Company’s common stock, par value $0.00001. As of April 30, 2013, the Company has recorded mineral claims of $285,000, including $225,000 fair value of the shares and $60,000 payable to the related party.

Subsequent Events

On June 12, 2013, the Company issued to JMJ Financial (the "Lender") convertible promissory note as of the same date in the principal amount of $335,000 (the "Note") with a maturity date of June 11, 2013, for total consideration of $300,000 (the "Consideration"). The interest rate of the Note is 0% if repaid within the first 90 days, and shall increase to 12% after 90 days.

Upon the closing on June 12, 2013, the Lender paid to the Company consideration in the amount of $60,000. The Lender may pay additional consideration, as chosen by the lender, up to an additional $150,000. Thereafter, the Lender may pay additional consideration to the Company by mutual agreement up to a total consideration of $300,000.

Pursuant to the terms of the Note, the Lender may elect to convert all or part of the outstanding unpaid principal and accrued interest into shares of the Company's common stock (up to an amount that would result in JMJ Financial holding no more than 4.99% of the outstanding shares of common stock of the Company) at a conversion price of the lesser of: (i) $0.138, or (ii) 60% of the lowest trade price in the 25 trading days preceding the conversion.

The Note is subject to customary default provisions, including failure to issue common stock upon conversion (the "Conversion Delay"). Upon the occurrence and during the continuation of any Conversion Delay, the Lender may rescind any portion of that particular conversion and have the conversion amount returned. In the event the Company shall fail to deliver shares of its common stock after the fourth business day, a penalty of $2,000 per day will be assessed for each day until share delivery is made

The Note may be prepaid in whole or in part, at any time during the period beginning on the issue date and ending on the date which is 90 days following the issue date, at which time the Company may not make further payments on the Note prior to the maturity date without written approval from the Lender.

The foregoing description of the terms of the Note are qualified in their entirety by reference to the provisions of the promissory note filed as Exhibit 4.1, to this Report , which is incorporated by reference herein.

Plan of Operations

Since we entered into the Acquisition Agreement, we have changed our plan of operations to focus on the exploration of our Claims in the Dominican Republic. We are also hopeful on closing additional Claims in the near future as laid out in the Acquisition Agreement. Concurrently, we plan to undertake exploration on the Properties already acquired. Our exploration plan is detailed in the "Item 2: Properties" section of our Annual Report, filed on Form 10-K for the year ended July 31, 2012 filed with the SEC on November 13, 2012.

Limited Operating History; Need for Additional Capital

There is no historical financial information about us upon which to base an evaluation of our performance. We are a development stage company and have not generated any revenues to date. We cannot guarantee we will be successful in our business operations. Our business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources and possible cost overruns due to price and cost increases in services and products.

We have no assurance that future additional financing will be available to us on acceptable terms. If financing is not available on satisfactory terms, we may be unable to continue, develop or expand our operations. Equity financing could result in additional dilution to our existing stockholders.

Results of Operations

From Inception on July 8, 2009 to April 30, 2013

On July 30, 2012, we entered into the Acquisition Agreement. As a result of the transfer of titles on certain mineral claims to us, we began operations and ceased to be a shell.

As of the date of this report, we have yet generated any revenues from our business operations.

Our net loss since inception is $840,203 as a result of incurring expenses of $216,556 for accounting and legal fees, $421,250 for consulting fees, $202,061 for other general and administrative expenses, interest expense of $375, gain on change in fair value of derivative liability of $212 and foreign currency translation loss of $173.

Liquidity and Capital Resources

As of April 30, 2013, our total assets were $837,700, comprised of cash, prepaid expense, deposits, amounts capitalized relating to the development of our websites and mineral claim, and our total liabilities were $327,258, comprised of accounts payable and related party advances, convertible notes payable and derivative liability.

The following table sets forth selected cash flow information for the period from July 8, 2009 (inception) to April 30, 2013:

Net cash used in operating activities	$	(500,097)
Net cash used in investing activities		(217,456)
Net cash provided by financing activities		762,846
Net change in cash	$	45,293

Operating Activities

Cash used in operating activities for the period from July 8, 2009 (inception) to April 30, 2013 was $500,097, which was primarily due to professional fees and share-based compensation incurred by the Company during this period.

Investing activities:

Cash used in investing activities for the period from July 8, 2009 (inception) to April 30, 2013 was $217,456, which was primarily due to $106,247 payment of deposit on mineral claims, $106,119 payment for purchase of mineral claims and $5,090 payment for purchase of website.

Financing activities:

On July 30, 2010, we sold 37,500,000 shares of common stock to our former officer and director, Rosa Habeila Feliz Ruiz for $5,000. There were no other shares issued to Ms. Ruiz since our inception.

On July 31, 2010, the Company sold 25,462,499 shares of common stock for $33,950. The shares were issued pursuant to Regulation S of the Securities Act of 1933 to forty (40) investors.

On March 2, 2012, the Company sold 337,500 shares of common stock for $150,000 in a private placement transaction. The shares were issued pursuant to Regulation S of the Securities Act.

On July 19, 2012, the Company sold 102,000 shares of common stock for $51,000 in a private placement transaction. The shares were issued pursuant to Regulation S of the Securities Act.

On May 31, 2012, the Company entered into a promissory note with GEXPLO, SRL, a company owned by our corporate President, Mr. Alain French. The total amount loaned was $59,770 as of May 31, 2012 for exploration and start-up expenses that we paid on GEXPLO's behalf. The loan was to be a non-interest bearing and was to mature on December 31, 2012. The transactions have been recorded as a loan to related party. The loan was cancelled by the Company as consideration in the Acquisition Agreement, on July 30, 2012.

On September 17, 2012, the Company sold 600,000 shares of common stock for $300,000 in a private placement transaction. The shares were issued pursuant to Regulation S of the Securities Act.

On March 11, 2013, Hanover deposited $90,000, as an Administrative Fee, into an escrow account, which was disbursed to the Company promptly after the filing of an initial registration statement with the SEC on March 15, 2013. The Company issued 1,044,264 shares of the Company's common stock to Hanover for services. The fair value of these shares, $167,500, was recorded as offering cost as a reduction of addition paid-in capital.

On April 19, 2013, the Company borrowed $53,000 from Asher Enterprises, Inc. under a Convertible Promissory Note.

As of April 30, 2013, the Company had $79,696 payable owed to a related party.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We maintain "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act"), that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Principal Executive Officer and Principal Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. We conducted an evaluation under the supervision and with the participation of our Principal Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report pursuant to Rule 13a-15 of the Exchange Act. Based on this Evaluation, our Principal Executive Officer and Principal Financial Officer concluded that our Disclosure Controls were not effective as of the end of the period covered by this report.

We are currently engaged in the review, documentation and remediation of its disclosure controls and procedures. Once our company is engaged in a business of merit and has sufficient personnel available, we will establish and implement the internal control procedures.

Changes in Internal Controls

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

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we may become involved in various lawsuits and legal proceedings, which arise, in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are currently not aware of any such legal proceedings or claims that we believe will have a material adverse effect on our business, financial condition or operating results.

Item 1A. Risk Factors.

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information 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 Disclosures.

Mine Safety and Health Administration Regulations

We consider health, safety and environmental stewardship to be a core value for the Company.

Our Dominican Republic exploration properties are not subject to regulation by the Federal Mine Safety and Health Administration ("MSHA") under the Federal Mine Safety and Health Act of 1977 (the "Mine Act"). Pursuant to Section 1503(a) of the recently enacted Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd Frank Act"), issuers that are operators, or that have a subsidiary that is an operator, of a coal or other mine in the United States are required to disclose in their periodic reports filed with the SEC information regarding specified health and safety violations, orders and citations, related assessments and legal actions, and mining-related fatalities. During the quarter ended April 30, 2013 and the fiscal year ended July 31, 2012, despite the fact Santo Ming Corp is outside the "Mine Act" jurisdiction, the Company had no such specified health and safety violations, orders or citations, related assessments or legal actions, mining-related fatalities, or similar events in relation to our United States operations requiring disclosure pursuant to Section 1503(a) of the Dodd-Frank Act and Item 104 of Regulation S-K.

Item 5. Other Information.

None.

Item 6. Exhibits.

The following documents are included herein:

Exhibit No.	Document Description
4.1	Form of Note
31.1	Certification of the Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101*	Interactive Data Files 101 INS - XBRL Instance Document 101 SCH - XBRL Taxonomy Schema 101 CAL - XBRL Taxonomy Calculation Linkbase 101 DEF - XBRL Taxonomy Definition Linkbase 101 LAB - XBRL Taxonomy Label Linkbase 101 PRE - XBRL Taxonomy Presentation Linkbase

In accordance with SEC Release 33-8238, Exhibit 32.1 is being furnished and not filed.

* Furnished herewith. XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

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.

SANTO MINING CORP.

DATED: June 19, 2013

BY:/s/ALAIN FRENCH
Alain French

President, Principal Executive Officer, Secretary, Treasurer, Principal Financial Officer

(Duly Authorized Principal Executive Officer and Principal Financial Officer)