

PARAMOUNT GOLD & SILVER CORP.
Form 10-Q
November 08, 2011

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

FORM 10-Q

(Mark One)

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

For the Quarterly Period Ended September 30, 2011

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

For the transition period from _____ to _____

Paramount Gold and Silver Corp.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

0-51600
(Commission File Number)

20-3690109
(I.R.S. Employer Identification No.)

665 Anderson Street, Winnemucca, Nevada 89445
(Address of Principal Executive Office) (Zip Code)

(775)625-3600
(Issuer's telephone number, including area code)

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

Indicate by a 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 the 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

(Do not check if 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

**APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS**

Indicate by check mark whether the Registrant has filed all documents and reports required to be filed by Section 12, 13, or 15 (d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of Common Stock as of the latest practicable date: 136,787,012 shares of Common Stock, \$.001 par value as of November 4, 2011.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

PARAMOUNT GOLD AND SILVER CORP.

(An Exploration Stage Mining Company)

Consolidated Financial Statements

(Unaudited)

Period ended September 30, 2011 and 2010

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PARAMOUNT GOLD AND SILVER CORP.

(An Exploration Stage Mining Company)

Consolidated Balance Sheets

As at September 30, 2011(Unaudited) and June 30, 2011 (Audited)

(Expressed in United States dollars, unless otherwise stated)

	As at September 30, 2011 (Unaudited)	As at June 30, 2011 (Audited)
Assets		
Current Assets		
Cash and cash equivalents	\$10,495,650	\$14,689,241
Amounts receivable	1,188,482	1,625,724
Prepaid and deposits	374,030	34,252
Prepaid insurance, current portion (Note 11)	245,215	245,215
Marketable securities (Note 3)	204,851	319,219
Total Current Assets	12,508,228	16,913,651
Non-Current Assets		
Mineral properties (Note 8)	50,479,859	49,515,859
Fixed assets (Note 9)	477,573	487,740
Prepaid insurance, non current portion (Note 11)	551,732	613,035
Reclamation bond (Note 11)	2,755,395	2,765,742
Total Non-Current Assets	54,264,559	53,382,376
Total Assets	\$66,772,787	\$70,296,027
Liabilities and Shareholder's Equity		
Liabilities		
Current Liabilities		
Accounts payable	\$938,532	\$769,172
Warrant Liability (Note 4)	11,342,273	16,914,660
Total Current Liabilities	12,280,805	17,683,832
Non-Current Liabilities		
Reclamation and Environmental Obligation	1,170,092	1,143,892
Total Liabilities	\$13,450,897	18,827,724
Shareholder's Equity		
Capital stock (Note 6)	136,787	136,249
Additional paid in capital	130,843,520	129,664,660
Contributed surplus	11,249,035	11,287,242
Deficit accumulated during the exploration stage	(88,767,739)	(89,637,633)
Accumulated other comprehensive income	(139,713)	17,785
Total Shareholder's Equity	53,321,890	51,468,303

Total Liabilities and Shareholder's Equity	\$66,772,787	\$70,296,027
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Subsequent Events (Note 12)

The accompanying notes are an integral part of the consolidated financial statements

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PARAMOUNT GOLD AND SILVER CORP.
 (An Exploration Stage Mining Company)
 Consolidated Statements of Operations (Unaudited)
 For the Three Month Period Ended September 30, 2011 and 2010
 (Expressed in United States dollars, unless otherwise stated)

	For the Period Ended September 30, 2011	For the Period Ended September 30, 2010	Cumulative Since Inception to September 30, 2011
Revenue			
Interest Income	\$20,642	\$20,937	\$1,157,474
Other Income	25,000	-	205,833
Total Revenue	45,642	20,937	1,363,307
Expenses:			
Incorporation Costs	-	-	1,773
Exploration	3,978,339	1,802,256	35,760,375
Professional Fees	308,366	167,735	7,814,289
Directors Compensation	68,489	50,546	1,022,867
Travel & Lodging	45,331	55,283	1,307,578
Corporate Communications	38,037	27,045	3,415,444
Consulting Fees	80,100	74,368	14,349,710
Office & Administration	86,285	80,623	2,775,907
Interest & Service Charges	2,776	2,830	112,261
Loss on disposal of Fixed Assets	-	-	44,669
Insurance	76,417	42,319	669,746
Depreciation	21,440	17,752	391,018
Accretion	38,426	14,254	158,310
Miscellaneous	-	-	203,097
Financing & Listing Fees	-	-	(22,024)
Acquisition Expenses	-	1,076,273	1,505,334
Income and other taxes	-	-	64,747
Write Down of Mineral Property	-	-	1,756,049
Total Expense	4,744,006	3,411,284	71,331,150
Net Loss before other item	4,698,364	3,390,347	69,967,843
Other item			
Change in fair value of Equity Conversion Right	-	102,772	990,236
Change in fair value of warrant liability	(5,572,387)	368,110	17,805,530
Loss on sale of Marketable Securities	4,129	-	4,129
Net Loss (Gain)	\$(869,894)	\$3,861,229	\$88,767,738
Other comprehensive loss			
Foreign Currency Translation Adjustment	61,126	(435,107)	12,396
Unrealized loss on available for sale securities	96,372	-	127,317
Total Comprehensive Loss (Gain) for the Period	\$(712,396)	\$3,426,122	\$88,907,451

Loss (Gain) per Common share	\$	\$
Basic	(0.01)	0.03
Diluted	(0.01)	0.03
Weighted Average Number of Common Shares Used in Per Share Calculations		
Basic	136,442,854	119,165,219
Diluted	142,005,445	119,165,219

The accompanying notes are an integral part of the consolidated financial statements

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PARAMOUNT GOLD AND SILVER CORP.
 (An Exploration Stage Mining Company)
 Consolidated Statements of Cash Flows (Unaudited)
 For the Three Month Period Ended September 30, 2011 and 2010
 (Expressed in United States dollars, unless otherwise stated)

	For the Period Ended September 30, 2011	For the Period Ended September 30, 2010	Cumulative Since Inception to September 30, 2011
Net Gain (Loss)	\$869,894	\$(3,861,229)	\$(88,767,739)
Adjustment for:			
Depreciation	21,440	17,752	391,018
Loss on disposal of assets	-	-	44,669
Stock based compensation	45,690	33,611	17,704,089
Accrued interest	-	-	(58,875)
Write-down of mineral properties	-	-	1,756,049
Accretion expense	38,426	14,254	158,310
Change in reclamation	(1,879)	-	61,713
Insurance expense	61,302	-	243,537
Other non cash transactions	4,129	-	3,230
Change in fair value of equity conversion right	-	102,772	990,236
Change in fair value of warrant liability	(5,572,387)	368,110	17,805,530
(Increase) Decrease in accounts receivable	437,242	(276,393)	(1,105,056)
(Increase) Decrease in prepaid expenses	(339,778)	(102,902)	(374,030)
Increase (Decrease) in accounts payable	169,360	452,024	(945,251)
Cash used in operating activities	\$(4,266,561)	\$(3,252,001)	\$(52,092,570)
Sale (Purchase) of marketable securities	13,868	-	13,868
Purchase of GIC receivable	-	-	58,875
Notes receivable issued	-	243,495	21,365
Purchase of Equity conversion right	-	-	(1,337,700)
Purchase of Mineral Properties	-	-	(7,109,870)
Cash acquired on acquisition of X-Cal	-	-	843,101
Purchase of Equipment	(11,273)	(33,321)	(913,135)
Cash provided by (used in) investing activities	\$2,595	\$210,174	\$(8,423,496)
Demand notes payable issued	-	-	105,580
Issuance of capital Stock	131,501	-	70,963,480
Cash provided by financing activities	\$131,501	\$-	\$71,069,060
Effect of exchange rate changes on cash	(61,126)	435,107	(57,344)
Change in cash during period	(4,193,591)	(2,606,720)	10,495,650
Cash at beginning of period	14,689,241	21,380,505	-

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Cash at end of period	\$10,495,650	\$18,773,785	\$10,495,650
Supplemental Cash Flow Disclosure			
Interest Received	\$20,642	\$20,937	
Cash	\$2,102,394	\$2,243,119	
Short-term investments	\$8,393,256	\$16,530,666	

The accompanying notes are an integral part of the consolidated financial statements

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PARAMOUNT GOLD AND SILVER CORP.

(An Exploration Stage Mining Company)

Consolidated Statements of Stockholders' Equity (Unaudited)

For the Three Month Period Ended September 30, 2011

(Expressed in United States dollars, unless otherwise stated)

	Shares	Par Value	Capital in Excess of Par Value	Deficit	Contributed Surplus	Accumulated Other Comprehensive Income (Loss)	Total Stockholders Equity
Balance at inception	—	\$—	\$—	\$—	\$—	\$—	\$—
Capital issued for financing	104,825,287	104,826	20,277,171	—	—	—	20,381,997
Capital issued for services	4,157,500	4,157	9,477,295	—	—	—	9,481,452
Capital issued for mineral properties	1,178,519	1,179	2,682,617	—	—	—	2,683,796
Capital issued on settlement of notes payable	39,691	39	105,541	—	—	—	105,580
Returned to treasury	(61,660,000)	(61,660)	61,660	—	—	—	—
Fair Value of warrants	—	—	—	—	8,460,682	—	8,460,682
Stock based compensation	—	—	—	—	5,080,263	—	5,080,263
Foreign currency translation	—	—	—	—	—	(19,977)	(19,977)
Net Income (loss)	—	—	—	(35,956,085)	—	—	(35,956,085)
Balance at June 30, 2008	48,540,997	\$48,541	\$32,604,284	\$(35,956,085)	\$13,540,945	\$(19,977)	\$10,217,708
Capital issued for financing	16,707,791	16,707	5,828,684	—	—	—	5,845,391
Capital issued for services	1,184,804	1,185	683,437	—	—	—	684,622
Capital issued from stock options and warrants exercised	384,627	385	249,623	—	(237,008)	—	13,000
Capital issued for mineral properties	16,200,000	16,200	13,140,250	—	—	—	13,156,450

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Stock based compensation	—	—	—	—	3,612,864	—	3,612,864
Transition Adjustment (Note 2)	—	—	—	—	1,052,709	—	1,052,709
Foreign currency translation	—	—	—	—	—	(267,215)	(267,215)
Net Income (loss)	—	—	—	(7,241,179)	—	—	(7,241,179)
Balance at June 30, 2009	83,018,219	\$83,018	\$52,506,278	\$(43,197,264)	\$17,969,510	\$(287,192)	\$27,074,350
Capital issued for financing	18,400,000	18,400	21,371,043	—	—	—	21,389,443
Capital issued from stock options and warrants exercised	8,351,360	8,351	16,361,552	—	(3,841,264)	—	12,528,639
Capital issued for mineral properties	300,000	300	374,700	—	—	—	375,000
Stock based compensation	—	—	—	—	309,840	—	309,840
Transition Adjustment (Note 2)	—	—	—	(12,637,875)	(3,612,864)	—	(16,250,739)
Foreign currency translation	—	—	—	—	—	(156,483)	(156,483)
Net Income (loss)	—	—	—	(5,351,958)	—	—	(5,351,958)
Balance at June 30, 2010	110,069,579	\$110,069	\$90,613,573	\$(61,187,098)	\$10,825,222	\$(443,675)	\$39,918,091
Capital issued for financing	19,395	19	23,970	—	—	—	23,989
Capital issued from stock options and warrants exercised	4,153,085	4,154	10,219,361	—	(1,053,645)	—	9,169,870
Capital issued for acquisition	22,007,453	22,007	28,807,756	—	314,790	—	29,144,553
Stock based compensation	—	—	—	—	1,200,875	—	1,200,875
Foreign currency translation	—	—	—	—	—	492,405	492,405
Unrealized loss on available for	—	—	—	—	—	(30,945)	(30,945)

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sale securities							
Net Income							
(loss)	—	—	—	(28,450,535)	—	—	(28,450,535)
Balance at							
June 30, 2011	136,249,512	\$ 136,249	\$ 129,664,660	\$(89,637,633)	\$ 11,287,242	\$ 17,785	\$ 51,468,303
Capital issued							
for financing	—	—	—	—	—	—	—
Capital issued							
from stock							
options and							
warrants							
exercised	137,500	138	215,260	—	(83,897)	—	131,501
Capital issued							
for acquisition	400,000	400	963,600	—	—	—	964,000
Stock based							
compensation	—	—	—	—	45,690	—	45,690
Foreign							
currency							
translation	—	—	—	—	—	(61,126)	(61,126)
Unrealized							
loss on							
available for							
sale securities	—	—	—	—	—	(96,372)	(96,372)
Net Income							
(loss)	—	—	—	869,894	—	—	869,894
Balance at							
September 30,							
2011	136,787,012	\$ 136,787	\$ 130,843,520	\$(88,767,739)	\$ 11,249,035	\$ (139,713)	\$ 53,321,890

The accompanying notes are an integral part of the consolidated financial statements

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PARAMOUNT GOLD AND SILVER CORP.

(An Exploration Stage Mining Company)

Notes to Consolidated Financial Statements (Unaudited)

For the Three Month Period Ended September 30, 2011

(Expressed in United States dollars, unless otherwise stated)

1. Summary of Significant Accounting Policies:

Paramount Gold and Silver Corp. (the “Company”), incorporated under the General Corporation Law of the State of Delaware, and its wholly-owned subsidiaries are engaged in the acquisition, exploration and development of precious metal properties. The Company’s wholly owned subsidiaries include Paramount Gold de Mexico S.A. de C.V., Magnetic Resources Ltd, Minera Gama SA de CV, and X-Cal Resources Ltd. The Company is an exploration stage company in the process of exploring its mineral properties in both the United States and Mexico, and has not yet determined whether these properties contain reserves that are economically recoverable.

Basis of Presentation and Preparation

The accompanying unaudited Consolidated Financial Statements of the Company have been prepared in accordance with accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the disclosures required by generally accepted accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all of the normal and recurring adjustments necessary to fairly present the interim financial information set forth herein have been included. The results of operations for interim periods are not necessarily indicative of the operating results of a full year or of future years.

These interim financial statements have been prepared in accordance with generally accepted accounting principles in the United States and, with the exception of new accounting pronouncements described in Note 2, follow the same accounting policies and methods of their application as the most recent annual financial statements. The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany accounts and transactions are eliminated in consolidation. These interim financial statements should be read in conjunction with the financial statements and related footnotes included in the Annual Report on Form 10-K of Paramount Gold and Silver Corp. for the year ended June 30, 2011.

Mineral Properties

Mineral property acquisition costs are capitalized when incurred and will be amortized using the units –of – production method over the estimated life of the reserve following the commencement of production. If a mineral property is subsequently abandoned or impaired, any capitalized costs will be expensed in the period of abandonment or impairment.

Acquisition costs include cash consideration and the fair market value of shares issued on the acquisition of mineral properties.

Exploration Costs

Exploration costs, which include maintenance, development and exploration of mineral claims, are expensed as incurred. When it is determined that a mineral deposit can be economically developed as a result of establishing proven and probable reserves, the costs incurred after such determination will be capitalized and amortized over their useful lives. To date, the Company has not established the commercial feasibility of its exploration prospects;

therefore, all exploration costs are being expensed.

Derivatives

The Company accounts for its derivative instruments not indexed to our stock as either assets or liabilities and carries them at fair value. Derivatives that are not defined as hedges must be adjusted to fair value through earnings.

Warrants and options issued in prior periods with exercise prices denominated in Canadian dollars are no longer considered indexed to our stock, as their exercise price is not in the Company's functional currency of the US dollar, and therefore no longer qualify for the scope exception and must be accounted for as a derivative. These warrants and options are reclassified as liabilities under the caption "Warrant liability" and recorded at estimated fair value at each reporting date, computed using the Black-Scholes valuation method. Changes in the liability from period to period are recorded in the Statements of Operations under the caption "Change in fair value of warrant liability."

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PARAMOUNT GOLD AND SILVER CORP.

(An Exploration Stage Mining Company)

Notes to Consolidated Financial Statements (Unaudited)

For the Three Month Period Ended September 30, 2011

(Expressed in United States dollars, unless otherwise stated)

1. Summary of Significant Accounting Policies (Continued):

The Company elected to record the change in fair value of the warrant liability as a component of other income and expense on the statement of operations as we believe the amounts recorded relate to financing activities and not as a result of our operations.

Foreign Currency Translation

The parent company's functional currency is the United States dollar. The consolidated financial statements of the Company are translated to United States dollars in accordance with FASB ASC 830 "Foreign Currency Translation" ("ASC 830"). Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate prevailing at the consolidated 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. Foreign currency transactions are primarily undertaken in Mexican pesos and Canadian Dollars. The Company has not, to the date of these financial statements, entered into derivative instruments to offset the impact of foreign currency fluctuations.

The functional currencies of the Company's wholly-owned subsidiaries are the U.S. Dollar and the Canadian Dollar. The financial statements of the subsidiaries are translated to United States dollars in accordance with ASC 830 using period-end rates of exchange for assets and liabilities, and average rates of exchange for the period for revenues and expenses. Translation gains (losses) are recorded in accumulated other comprehensive income (loss) as a component of stockholders' equity. Foreign currency transaction gains and losses are included in the statement of operations.

2. Recent Accounting Pronouncements Adopted:

i) ASU 2011-6

In January 2010, the FASB issued guidance regarding fair value: 1) adding new requirements for disclosures about transfers into and out of Levels 1 and 2 measurements and separate disclosures about purchases, sales, issuances and settlements relating to Level 3 measurements, and 2) clarifying existing fair value disclosures about the level of disaggregation and about inputs and valuation techniques used to measure fair value. The guidance also required that disclosures about postretirement benefit plan assets be provided by classes of assets instead of by major categories of assets. The guidance is effective for the first reporting period beginning after December 15, 2009, except for the requirement to provide Level 3 activity, which was effective for fiscal years beginning after December 15, 2010. The Company has adopted this guidance, which did not have any effect on its results of operations, financial position and cash flows.

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PARAMOUNT GOLD AND SILVER CORP.

(An Exploration Stage Mining Company)

Notes to Consolidated Financial Statements (Unaudited)

For the Three Month Period Ended September 30, 2011

(Expressed in United States dollars, unless otherwise stated)

3. Marketable Securities and Investments:

As of June 30, 2011, the Company had investments in available-for-sale securities of \$319,219. The investments reflected in the table below include certain equity securities of entities involved in the exploration of precious metals. The following table summarizes the Company's available-for sale securities on hand as of September 30, 2011:

Cost	Gross Unrealized Losses	Gross Unrealized Gains	Fair Value
\$ 332,168	\$ 127,317	\$ -	\$ 204,851

During the three month period ended September 30, 2011, the Company recorded an unrealized loss on available-for-sale securities of \$96,372. This loss is recorded as other comprehensive loss on the consolidated statement of operations. During the three month period ended September 30, 2011, the Company sold investments in available-for-sale securities and recorded a net loss of \$4,129.

Mexoro Minerals Ltd.

The Company holds 250,000 shares of common stock of Mexoro Minerals Ltd. It has not recorded these shares in its financial statements because the shares as of the date of this report were restricted from sale and the Company cannot determine if there is any net realizable value until the shares have been liquidated.

4. Fair Value Measurements:

The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy under ASC 820 are described below:

- Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 Inputs that are both significant to the fair value measurement and unobservable.

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PARAMOUNT GOLD AND SILVER CORP.

(An Exploration Stage Mining Company)

Notes to Consolidated Financial Statements (Unaudited)

For the Three Month Period Ended September 30, 2011

(Expressed in United States dollars, unless otherwise stated)

4. Fair Value Measurements (Continued):

The following table sets forth the Company's financial assets and liabilities measured at fair value by level within the fair value hierarchy. As required by ASC 820, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Assets	Total \$	Fair Value at September 30, 2011			June 30, 2011
		Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Cash equivalents	10,495,650	10,495,650	-	-	14,689,241
Marketable Securities	204,851	204,851	-	-	319,219
Liabilities					
Warrant liability	11,342,273	-	-	11,342,273	16,914,660

The Company's cash equivalents and marketable securities are classified within Level 1 of the fair value hierarchy because they are valued using quoted market prices. The cash equivalents that are valued based on quoted market prices in active markets are primarily comprised of commercial paper, short-term certificates of deposit and U.S. Treasury securities. The accounts receivable represent amounts due from a national government regarding refund of taxes.

The estimated fair value of warrants and options accounted for as liabilities was determined on the date of closing and marked to market at each financial reporting period. The change in fair value of the warrants is recorded in the statement of operations as a gain (loss) and is estimated using the Black-Scholes option-pricing model with the following inputs:

	September 30, 2011	
Risk free interest rate	0.11	%
Expected life of warrants and options	Less than 1 year	
Expected stock price volatility	75	%
Expected dividend yield	0	%

The changes in fair value of the warrants during the period ended September 30, 2011 were as follows:

Balance at June 30, 2011	\$16,914,660
Issuance of warrants and options	-
Change in fair value recorded in earnings	(5,572,387)
Transferred to equity upon exercise	-
Balance at September 30, 2011	\$11,342,273

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PARAMOUNT GOLD AND SILVER CORP.

(An Exploration Stage Mining Company)

Notes to Consolidated Financial Statements (Unaudited)

For the Three Month Period Ended September 30, 2011

(Expressed in United States dollars, unless otherwise stated)

5. Non-Cash Transactions:

During the three month period ended September 30, 2011 and 2010, the Company entered into certain non-cash activities as follows:

	2011	2010
Operating and Financing Activities		
From issuance of shares for acquisitions	\$ -	\$ 28,829,763
From issuance of shares for cashless exercise of options	\$ -	\$ 146,793
From issuance of shares for mineral property	\$ 964,000	\$ -

6. Capital Stock:

a) Share issuances:

Authorized capital stock consists of 200,000,000 common shares with par value of \$0.001 each.

During the three month period ended September 30, 2011, the Company issued a total of 537,500 common shares which are summarized as follows:

	2011	2010
Financing	-	-
Acquisition of mineral properties	400,000	-
For exercise of warrants and options	137,500	170,690
For acquisition of companies	-	22,007,453
	537,500	23,454,835

During the three month period ended September 30, 2011, the Company entered into an agreement to purchase mining claims in northwestern Nevada in exchange for 400,000 shares of its common stock. The seller of the mineral claims retains a net smelter royalty of 1.5% on the portion of claims not subject to other royalties and a net smelter royalty of 0.5% on the portion already subject to a 2.0% royalty held by a third party.

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PARAMOUNT GOLD AND SILVER CORP.

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(Expressed in United States dollars, unless otherwise stated)

6. Capital Stock (Continued):

b) Warrants:

The following share purchase warrants were outstanding at September 30, 2011:

	Exercise price in CAD	Exercise price in USD at September 30, 2011	Number of warrants	Remaining contractual life (years)
Warrants *	\$ 1.05	\$ 1.01	7,700,000	1.47
Outstanding and exercisable at September 30, 2011			7,700,000	

* Strike price of warrant contract in Canadian dollars. At September 30, 2011 \$1.00 USD = \$1.039 CAD

	September 30, 2011		September 30, 2010	
Risk free interest rate	.11	%	.26	%
Expected life of warrants	Less than 1 year		1.2 years	
Expected stock price volatility	75	%	59.72	%
Expected dividend yield	0	%	0	%

c) Stock options:

On August 23, 2007, the board and stockholders approved the 2007/2008 Stock Incentive & Compensation Plan thereby reserving an additional 4,000,000 common shares for issuance to employees, directors and consultants.

On February 24, 2009 the stockholders approved the 2008/2009 Stock Incentive & Equity Compensation Plan thereby reserving an additional 3,000,000 common shares for future issuance. The stockholders also approved the re-pricing of the exercise price of all outstanding stock options to \$0.65 per share.

Stock Based Compensation

The Company uses the Black-Scholes option valuation model to value stock options granted. The Black-Scholes model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable. The model requires management to make estimates which are subjective and may not be representative of actual results. Changes in assumptions can materially affect estimates of fair values. For purposes of the calculation, the following assumptions were used:

September 30, 2010

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September 30,
2011*

Risk free interest rate	N/A	0.26%-0.98	%
Expected dividend yield	N/A	0	%
Expected stock price volatility	N/A	61%-85	%
Expected life of options	N/A	1 to 2 years	

* The Company did not issue any stock options in the period ended September 30, 2011

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6. Capital Stock (Continued):

Changes in the Company's stock options for the three month period ended September 30, 2011 are summarized below:

Options	Number	Weighted Avg. Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Balance, beginning of period	2,161,120	1.74	2.08	3,280,911
Issued	-	-		
Cancelled / Expired	(22,500)	1.52		
Exercised	(137,500)	0.90		
Outstanding at September 30, 2011	2,001,120	1.80	2.11	1,419,803
Exercisable at September 30, 2011	1,771,121	1.68	1.90	1,419,803

At September 30, 2011, there were 2,001,120 options outstanding. Options outstanding above that have not been vested at period end are 229,999 which have a maximum service term of 1- 4 years. The vesting of these options is dependent on market conditions which have yet to be met.

For the three period ended September 30, 2011 the Company recognized stock based compensation expense in the amount of \$45,690 (2010 - \$33,611) .

7. Related Party Transactions:

During the period ended September 30, 2011, directors received cash payments in the amount of \$52,500 (2010 \$38,000) for their services as directors or members of committees of the Company's Board. During the period ended September 30, 2011, the Company also recorded a non-cash transaction to recognize stock based compensation for directors in the amount of \$15,989 (2010 -\$12,546)

During the period ended September 30, 2011 the Company made payments of \$24,055 (2010 - \$22,201) pursuant to a premises lease agreement to a corporation in which the CEO is a shareholder.

All transactions with related parties are made in the normal course of operations and measured at exchange value.

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8. Mineral Properties:

The Company has capitalized acquisition costs on mineral properties as follows:

	September 30, 2011	June 30, 2011
Iris Royalty	50,000	50,000
Morelos	100,000	100,000
San Miguel Project	21,992,263	21,992,263
Sleeper	25,791,490	24,827,490
Mill Creek	2,096,616	2,096,616
Spring Valley	385,429	385,429
Reese River	64,061	64,061
	\$ 50,479,859	\$ 49,515,859

During the period ended September 30, 2011, the Company purchased mineral claims that are related to the Sleeper Gold Project for shares in the Company's common stock. The fair value of the shares issued were \$964,000.

The Company has a payment due December 7, 2011 for \$100,000 towards a previously purchased mineral claim that is part of the Sleeper Gold Project.

9. Fixed Assets:

	Cost	Accumulated Amortization	Net Book Value	
			September 30, 2011	June 30, 2011
Property and Equipment	\$ 819,206	\$ 341,633	\$ 477,573	\$ 487,740

During the period ended September 30, 2011, total additions to property and equipment were \$11,273(2010- \$33,321) and total disposals of property and equipment were \$nil (2010- \$nil). During the period ended September 30, 2011 the Company recorded depreciation of \$21,441 (2010-\$17,752).

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10. Segmented Information:

Segmented information has been compiled based on the geographic regions in which the Company has acquired mineral properties and performs exploration activities.

Loss by geographical segment for the three month period ended September 30, 2011:

	United States	Mexico	Total
Interest income	\$17,768	\$2,874	\$20,642
Other income	25,000	-	25,000
Total income	\$42,768	\$2,874	\$45,642
Expenses:			
Exploration	1,913,971	2,064,368	3,978,339
Professional fees	308,366	-	308,366
Directors compensation	68,489	-	68,489
Travel and lodging	45,331	-	45,331
Corporate communications	38,037	-	38,037
Consulting fees	80,100	-	80,100
Office and administration	84,780	1,505	86,285
Interest and service charges	1,924	852	2,776
Insurance	76,417	-	76,417
Amortization	11,655	9,785	21,440
Accretion	38,426	-	38,426
Total Expenses	2,667,496	2,076,510	4,744,006
Net loss before other items	\$2,624,728	\$2,073,636	\$4,698,364
Other item			
Change in fair value of warrant liability	(5,572,387)	-	(5,572,387)
Loss on sale of Marketable Securities	4,129	-	4,129
Net Loss	\$(2,943,530)	\$2,073,636	\$(869,894)
Other comprehensive loss			
Foreign Currency Translation Adjustment	61,126	-	61,126
Unrealized loss on available for sale securities	96,372	-	96,372
Total Comprehensive Loss for the Period	\$(2,786,032)	\$2,073,636	\$(712,396)

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10. Segmented Information (Continued):

Loss by geographical segment for the three month period ended September 30, 2010:

	United States	Mexico	Total
Interest income	\$20,936	\$1	\$20,937
Total income	\$20,936	\$1	\$20,937
Expenses:			
Exploration	362,394	1,439,862	1,802,256
Professional fees	167,735	-	167,735
Directors compensation	50,546	-	50,546
Travel and lodging	55,283	-	55,283
Corporate communications	27,045	-	27,045
Consulting fees	74,368	-	74,368
Office and administration	65,471	15,152	80,623
Interest and service charges	1,926	905	2,830
Insurance	42,319	-	42,319
Amortization	3,348	14,404	17,752
Accretion	14,254	-	14,254
Acquisition Expenses	1,076,273	-	1,076,273
Total Expenses	1,940,961	1,470,323	3,411,284
Net loss before other items	\$1,920,025	\$1,470,322	\$3,390,347
Other item			
Change in fair value of Equity Conversion Right	102,772	-	102,772
Change in fair value of warrant liability	368,110	-	368,110
Net Loss	\$2,390,907	\$1,470,322	\$3,861,229
Other comprehensive loss			
Foreign Currency Translation Adjustment	(435,107)	-	(435,107)
Total Comprehensive Loss for the Period	\$1,955,800	\$1,470,322	\$3,426,122

Assets by geographical segment:

	United States	Mexico	Total
September 30, 2011			
Mineral properties	\$28,337,596	\$22,142,263	\$50,479,859

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Equipment	120,028	357,545	477,573
June 30, 2011			
Mineral properties	27,373,596	22,142,263	49,515,859
Equipment	\$131,683	\$356,057	\$487,740

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11. Reclamation and Environmental:

The Company holds an insurance policy related to its Sleeper Gold Project that covers reclamation costs in the event the Company defaults on payments of its reclamation costs up to an aggregate of \$25 million. The insurance premium is being amortized over ten years and the prepaid insurance balance at September 30, 2011 is \$796,948. As a part of the policy, the Company has funds in a commutation account which is used to reimburse reclamation costs and indemnity claims. The balance of the commutation account at September 30, 2011 is \$2,755,395.

Reclamation and environmental costs are based principally on legal requirements. Management estimates costs associated with reclamation of mineral properties. On an ongoing basis the Company evaluates its estimates and assumptions; however, actual amounts could differ from those based on estimates and assumptions. A liability has been established equal to the present value of the obligation, and the carrying amount of the mineral properties has been increased by the same amount.

Changes to the Company's asset retirement obligations are as follows:

Balance, beginning of the period	\$1,143,892
Accretion expense	38,426
Payments	(12,226)
Balance, end of period	\$1,170,092

12. Subsequent Events:

No subsequent events have been identified as of November 4, 2011

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

The following information should be read in conjunction with (i) our accompanying interim consolidated financial statements and related notes (included elsewhere in this report) and (ii) our consolidated financial statements, related notes and management's discussion and analysis of financial condition and results of operations included in our June 30, 2011 annual report filed on Form 10-K with the Securities and Exchange Commission on September 12, 2011.

We are an exploratory stage mining company that currently has mining concessions in Mexico and mineral claims in Nevada, USA. We have no proven reserves at our San Miguel project in Mexico or at our Sleeper Gold project in Nevada but are currently exploring both projects. The following discussion updates our planned operations for this fiscal year. It also analyzes our financial condition and summarizes the results of operations for the period ending September 30, 2011 and compares the period's results to the results of the same period in the prior year.

Plan of Operation – Exploration:

Our plan for the current fiscal year in Nevada is to primarily focus on our Sleeper Gold Project. Our budget for the program is approximately \$3 million. We will drill known mineralized zones in order to recover samples for metallurgical testing. Results from our drilling campaigns will be used and incorporated into a material estimate model. We have also engaged a leading international mining consulting firm to prepare a NI 43-101 compliant Preliminary Economic Assessment of the Sleeper Gold Project. We anticipate completion in early 2012.

Our plan, at our San Miguel Project, in the current fiscal year is the continuation of an intensive core drilling program along with other geological work to further expand known areas of mineralization. We have budgeted \$9.25 million for our exploration in Mexico. Mine Development Associates of Reno, will complete a NI 43-101 material estimate not included in a report released by the Company in May 2011. The Company expects to complete a Preliminary Economic Assessment in the first half of 2012.

During the quarterly period ended September 30, 2011, the Company acquired 606 unpatented lode mining claims (the "Dunes Project") in northwestern Nevada from ICN Resources Ltd. The Dunes Project lies 11 miles south of our Sleeper Gold Project and be accessed by a paved highway. In consideration, Paramount issued 400,000 shares of its common stock. ICN Resources Ltd. retains a net smelter royalty of 0.5% on the portion already subject to a 2.0% royalty held by a third party. The Dunes project is exploratory in nature and contains no know reserves.

Our work at both the San Miguel Project and Sleeper Gold Project is consistent with Paramount's strategy of expanding and upgrading known, large-scale precious metal occurrences in established mining camps, defining their economic potential and then partnering them with nearby producers.

Comparison of Operating Results for the period ended September 30, 2011 as compared to September 30, 2010

Liquidity and Capital Resources

At September 30, 2011, we had a cash balance of \$10,495,650 compared to \$18,773,785 for the same period in the prior year. The reduction in cash is attributable to the funding of our exploration programs in United States and Mexico.

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At September 30, 2011, we had a net working capital, excluding the non-cash warrant liability of \$11,569,696. We anticipate our cash expenditures to be approximately \$1.2 million per month for the proceeding quarterly period. The cash will fund our exploration programs and our general corporate expenses. We believe our cash is adequate to meet our budgeted expenses in the short-term.

During the period ended September 30, 2011, the company received \$131,500 pursuant to the exercise of stock options.

At September 30, 2011, the Company had 7,700,000 “in-the-money” purchase warrants outstanding. All the warrants are held by the Company’s largest shareholder FCMI Financial Corporation. If all the issued outstanding warrants are exercised, the Company’s cash balances will increase by \$7,777,000.

At September 30, 2011, the accounts receivable amount of \$1,188,482 primarily consisted of value added tax due from the Mexican government. During the period ended September 30, 2011, the Company collected \$458,456 in value added tax.

Revenues

As an exploration stage mining company, we have not earned revenue from our operations since our inception. The majority of our income is from interest earned on our cash holdings. We invest our excess cash in short-term Guaranteed Investment Certificates that range from 30 to 90 day terms. Interest rate environments for our cash holdings in US dollar and Canadian dollar continue to remain low and our revenue from those investments is not significant. For the three month period ended September 30, 2011, the Company recorded interest income in the amount of \$20,642 as compared to \$20,937 in the same period in the prior year.

Cost and Expenses

Our exploration expenses for the three month period ended September 30, 2011 compared to comparable prior year period increased by 121%. The increase is mainly due to the Company’s increased exploration activity at its Sleeper Gold project in Nevada. The following table summarizes our drilling activities at both projects for the period ended September 30, 2011 and 2010:

	Three month period ended September 30, 2011		Three month Period ended September 30, 2010	
	Holes	Cumulative Length in Feet	Holes	Cumulative Length in Feet
San Miguel Project, Mexico	22	24,898	33	25,591
Sleeper Gold Project, USA	12			