SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Oroplata Resources, Inc.

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

FORM 10-Q/A

Amendment No. 1

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

For the quarter period ended **March 31, 2017**

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

Commission File number: **000-55088**

OROPLATA RESOURCES, INC.

(Exact name of registrant as specified in its charter)

Nevada	**33-1227980**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

930 Tahoe Blvd. Suite 802-16, Incline Village, NV 89451
(Address of principal executive offices)

(775) 473-4744
(Registrant's telephone number)

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

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

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

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

Large accelerated filer	[ ]	Accelerated filer	[ ]
Non-accelerated filer	[ ] (Do not check if a small reporting company)	Smaller reporting company	[X]
Emerging growth company	[X]		

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

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

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

EXPLANATORY NOTE

We are filing this Amendment No. 1 on Form 10-Q/A to amend and restate in their entirety the following items of our Quarterly Report on Form 10-Q for the quarter ended March 31, 2017, as originally filed with the Securities and Exchange Commission on May 19, 2017 (the "Original Form 10-Q"): (i) Item 1 of Part I "Financial Information," (ii) Item 2 of Part I, "Management's Discussion and Analysis of Financial Condition and Results of Operations," and we have also updated the signature page, the certifications of our Chief Executive Officer and Chief Financial Officer in Exhibits 31.1, and 32.1 and our financial statements formatted in Extensible Business Reporting Language (XBRL) in Exhibits 101. No other sections were affected, but for the convenience of the reader, this report on Form 10-Q/A restates in its entirety, as amended, our Original Form 10-Q. This report on Form 10-Q/A is presented as of the filing date of the Original Form 10-Q and does not reflect events occurring after that date, or modify or update disclosures in any way other than as required to reflect the restatement described below.

We have determined that our previously reported results for the quarter ended March 31, 2017 erroneously reflected an outstanding note payable in the amount of $274,932 which the Company determined was not a valid promissory note obligation of the Company and was recharacterized as accrued expenses pending our further investigation of those expenses. Also reflected is the gain from the forgiveness of debt of $25,000. We have made necessary conforming changes in "Management's Discussion and Analysis of Financial Condition and Results of Operations" resulting from the correction of these errors.

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PART I – FINANCIAL STATEMENTS

ITEM 1. FINANCIAL STATEMENTS

The accompanying unaudited consolidated balance sheet of Oroplata Resources, Inc. at March 31, 2017 (with comparative figures as at September 30, 2016) and the consolidated statements of operations for the three and six months ended March 31, 2017 and 2016 and the statements of cash flows for the six months ended March 31, 2017 and 2016 have been prepared by the Company's management in conformity with accounting principles generally accepted in the United States of America. In the opinion of management, all adjustments considered necessary for a fair presentation of the results of operations and financial position have been included and all such adjustments are of a normal recurring nature.

Operating results for the six months ended March 31, 2017 are not necessarily indicative of the results that can be expected for the year ended September 30, 2017.

OROPLATA RESOURCES, INC.

Condensed Financial Statements (unaudited)

OROPLATA RESOURCES, INC.
Consolidated Balance Sheets
(Unaudited)

	March 31, 2017 $ (Restated – Note 9)	September 30, 2016 $
ASSETS		
Current assets		
Cash	28,810	90,040
Total assets	28,810	90,040
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	400,963	423,208
Due to related parties	223,146	178,146
Convertible notes payable, net of unamortized discount of $192,964 and $198,321, respectively	222,464	32,679
Total liabilities	846,573	634,033
STOCKHOLDERS' EQUITY (DEFICIT)		
Common Stock Authorized: 500,000,000 common shares with a par value of $0.001 per share Issued and outstanding: 58,000,000 and 57,136,943 common shares, respectively	58,000	57,137
Additional paid-in capital	29,684,687	27,925,770
Deficit	(30,560,450)	(28,526,900)
Total stockholders' equity (deficit)	(817,763)	(543,993)
Total liabilities and stockholders' equity (deficit)	28,810	90,040

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

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

	For the three months ended March 31, 2017 $	For the three months ended March 31, 2016 $	For the six months ended March 31, 2017 $ (Restated – Note 9)	For the six months ended March 31, 2016 $
Revenues	–	–	–	–
Expenses				
Exploration costs	–	–	600,000	–
General and administrative	1,120,744	5,613	1,281,122	26,371
Net loss before other expenses	(1,120,744)	(5,613)	(1,881,122)	(26,371)
Other expense				
Interest expense	(65,342)	–	(141,428)	–
Gain on forgiveness of debt	–	–	25,000	–
Loss on settlement of debt	(36,000)	–	(36,000)	–
Total other expense	(101,342)	–	(152,428)	–
Net loss	(1,222,086)	(5,613)	(2,033,550)	(26,371)
Net loss per share, basic and diluted	(0.02)	(0.00)	(0.03)	(0.00)
Weighted average shares outstanding	58,715,910	40,000,000	58,500,168	40,000,000

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

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

	For the six months ended March 31, 2017 $	For the six months ended March 31, 2016 $
	(Restated – Note 9)	
Operating Activities		
Net loss	(2,033,550)	(26,371)
Adjustments to reconcile net loss to net cash used in operating activities:		
Accretion expense	124,160	–
Fair value of share purchase warrants issued	652,977	–
Issuance costs of convertible debt	9,948	–
Convertible note issued for commitment fee	75,000	–
Gain on forgiveness of debt	(25,000)	–
Loss on settlement of debt	36,000	–
Shares issued for mineral property exploration costs	600,000	–
Shares issued for services	292,000	–
Changes in operating assets and liabilities:		
Prepaid expenses	–	1,000
Accounts payable and accrued liabilities	62,755	3,763
Due to related parties	45,000	–
Net Cash Used In Operating Activities	(160,710)	(21,608)
Financing Activities		
Advances from related parties	–	20,190
Proceeds from issuance of convertible debentures	99,480	–
Net Cash Provided By Financing Activities	99,480	20,190
Change in Cash	(61,230)	(1,418)
Cash – Beginning of Period	90,040	9,946
Cash – End of Period	28,810	8,528
Non-cash investing and financing activities:		
Discount on convertible debenture	109,428	–
Convertible note issued to settle commitment fee	75,000	–
Shares issued to settle accounts payable	60,000	–
Original issue discount on convertible debentures	9,948	–
Supplemental Disclosures		
Interest paid	–	–
Income tax paid	–	–

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

1. Organization and Nature of Operations

The accompanying unaudited consolidated financial statements of Oroplata Resources, Inc. and its subsidiary ("Oroplata" or the "Company") have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission, or the SEC, including the instructions to Form 10-Q and Regulation S-X. Certain information and note disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States of America have been condensed or omitted from these statements pursuant to such rules and regulations and, accordingly, they do not include all the information and notes necessary for comprehensive consolidated financial statements and should be read in conjunction with our audited consolidated financial statements for the year ended September 30, 2016, included in our Annual Report on Form 10-K for the year ended September 30, 2016.

The Company was incorporated under the laws of the state of Nevada on October 6, 2011 for the purpose of acquiring and developing mineral properties. The Company has a wholly-owned subsidiary called Oroplata Exploraciones E Ingenieria SRL, which was incorporated in the Dominican Republic on January 10, 2012. On July 26, 2016, the Company incorporated Lithortech Resources Inc., a Nevada company, as a wholly-owned subsidiary. The Company currently holds mineral rights in the Dominican Republic and in the Western Nevada Basin of Nye County in the state of Nevada.

Going Concern

These unaudited consolidated financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. As at March 31, 2017, the Company has not earned revenue, has a working capital deficit of $817,763, and an accumulated deficit of $30,560,450. The continuation of the Company as a going concern is dependent upon the continued financial support from its management, and its ability to identify future investment opportunities and obtain the necessary debt or equity financing, and generating profitable operations from the Company's future operations. If the Company is able to obtain financing, there is no certainty that terms will be favorable to the Company. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. These unaudited consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

2. Summary of Significant Accounting Policies

(a) Basis of Presentation

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

(b) Principles of Consolidation

These condensed consolidated financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States and are expressed in U.S. dollars. These condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Oroplata Exploraciones E Ingenieria SRL and Lithortech Resources Inc. All inter-company accounts and transactions have been eliminated on consolidation.

3. Mineral Property

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

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

3. Mineral Property (continued)

The entire amount of $277,500 was advanced by various individuals and is recorded in accounts payable and accrued liabilities on the balance sheet. Due to payments being late and not paid on-time per the agreement, the Company agreed to issue 636,943 restricted shares of common stock. In November 2016, a settlement agreement related to the purchase of the Nye County properties was reached, in which, the parties settled on a payment of $252,500, the return of previously issued 636,943 restricted shares of common stock and the issuance of 2,000,000 unrestricted shares of common stock. The $25,000 reduction in the required payment was recorded as a gain on extinguishment of debt on the statement of operations.

The total consideration given for the mineral rights was $1,231,848 which includes the $200,000 payment owed and the 636,943 shares of common stock valued at $1,031,848. The total amount of $1,231,848 was impaired and recorded as an impairment loss during the year ended September 30, 2016.

4. Notes Payable

(a) On July 18, 2016, the Company entered into a convertible note agreement, as amended, with a non-related party for proceeds of $75,000. The terms of the convertible note became effective on February 15, 2017. The amount owing is secured, bears interest at 10%, is convertible into common shares of the Company, and is due on December 31, 2017. As at March 31, 2017, the carrying value of the note payable is $66,918 (September 30, 2016 - $nil), the unamortized discount on the note is $8,082 (September 30, 2016 - $nil), and accrued interest of $925 (September 30, 2016 - $nil) has been recorded in accounts payable and accrued liabilities.

(b) On July 18, 2016, the Company entered into a loan agreement, as amended, with a non-related party for proceeds of $121,000. The amount owing is secured, bears interest at 10%, is convertible into common shares of the Company at $0.50 per share, and is due on December 31, 2017. During the year ended September 30, 2016, the Company recorded a beneficial conversion feature of $121,000. During the period ended March 31, 2017, the Company recorded accretion expense of $80,372 (March 31, 2016 - $nil). As at March 31, 2017, the carrying value of the note payable is $93,003 (September 30, 2016 - $32,679), the unamortized discount on the note is $27,997 (September 30, 2016 - $88,321), and accrued interest of $9,316 (September 30, 2016 - $3,282) has been recorded in accounts payable and accrued liabilities.

As an incentive for the loan, the Company issued 121,000 cashless warrants to the note holder as a bonus incentive, which has an exercise price of $0.50 per warrant until July 18, 2021. The fair value of the cashless warrants was $229,069, and was calculated using the Black-Scholes option pricing model assuming no expected dividends, volatility of 239%, and risk-free rate of 1%.

(c) On September 28, 2016, the Company entered into a loan agreement, as amended with a non-related party for proceeds up to $550,000. On September 30, 2016, the Company received proceeds of $110,000, net of issuance fees of $10,000. The amount owing is secured, bears interest at 10%, and is due on December 31, 2017, and is convertible into common shares of the Company at $0.10 per share. During the year ended September 30, 2016, the Company recorded a beneficial conversion feature of $110,000. As at March 31, 2017, the carrying value of the note payable is $49,952 (September 30, 2016 - $nil), the unamortized discount on the note is $60,048 (September 30, 2016 - $110,000), and accrued interest of $5,485 (September 30, 2016 - $nil) has been recorded in accounts payable and accrued liabilities.

As an incentive for the loan, the Company issued 121,000 cashless warrants to the note holder as a bonus incentive, which has an exercise price of $0.50 per warrant until September 30, 2021. The fair value of the cashless warrants was $65,990, and was calculated using the Black-Scholes option pricing model assuming no expected dividends, volatility of 233%, and risk-free rate of 1%.

(d) On February 16, 2017, the Company entered into a loan agreement with a non-related party for proceeds up to $250,000. On February 16, 2017, the Company received proceeds of $32,428, net of issuance fees of $2,948. On February 24, 2017, the Company received proceeds of $77,000, net of issuance fees of $7,000. The aggregate principal amount owed of $109,428 is secured, bears interest at 10%, is due on February 17, 2018, and is convertible into common shares of the Company at $0.10 per share. During the period ended March 31, 2017, the Company recorded a beneficial conversion feature of $109,428. As at March 31, 2017, the carrying value of the note payable is $12,592 (September 30, 2016 - $nil), the unamortized discount on the note is $96,836 (September 30, 2016 - $nil), and accrued interest of $1,141 (September 30, 2016 - $nil) has been recorded in accounts payable and accrued liabilities.

5. Related Party Transactions

(a) As of March 31, 2017, the Company owes $120,146 (September 30, 2016 - $81,650) to the former Chief Executive Officer and Director of the Company for advances to the Company to fund day-to-day operations. The amounts owing are unsecured, non-interest bearing, and due on demand.

(b) As of March 31, 2017, the Company owes $85,500 (September 30, 2016 - $33,000) to the former Chief Executive Officer and Director of the Company for advances to the Company to fund day-to-day operations and accrued management fees. The amounts owing are unsecured, non-interest bearing, and due on demand. During the period ended March 31, 2017, the Company accrued $60,000 of management fees and paid $7,500 to the Chief Executive Officer of the Company.

(c) As of March 31, 2017, the Company owes $17,500 (September 30, 2016 - $25,000) to directors of the Company for accrued management fees. The amounts owing are unsecured, non-interest bearing, and due on demand. During the period ended March 31, 2017, the Company recorded management fees of $nil and repaid $7,500 to the directors of the Company.

6. Common Shares

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

(a) On November 8, 2016, the Company issued 2,000,000 shares of common stock with a fair value of $600,000. The shares were issued as part of a settlement agreement related to the purchase of the Nye County properties, in which, the parties settled on payment of $252,500 and the return of the previously issued 636,943 shares of common stock. Refer to Note 3.

(b) On January 31, 2017, the Company issued 300,000 shares of common stock with a fair value of $87,000 for consulting services.

(c) On February 8, 2017, the Company issued 400,000 shares of common stock with a fair value of $96,000 to settle outstanding accounts payable of $60,000 resulting in a $36,000 loss on settlement of debt.

(d) On February 16, 2017, the Company received 2,000,000 common shares which were cancelled and returned to treasury. Refer to Note 7.

(e) On February 16, 2017, the Company issued 500,000 common shares with a fair value of $130,000 for services.

(f) On February 23, 2017, the Company issued 300,000 common shares with a fair value of $75,000 for legal services.

(g) On February 24, 2017, the Company received 636,943 common shares which were cancelled and returned to treasury. Refer to Note 3.

7. Share Purchase Warrants

On February 15, 2017, the Company issued 500,000 share purchase warrants with an exercise price of $0.15 per share of common stock for a period of five years. The fair value of the share purchase warrants was $133,295, calculated using the Black-Scholes option pricing model assuming no expected dividends, volatility of 212%, expected life of 5 years, and a risk-free rate of 1%.

On February 16, 2017, the Company issued 2,000,000 share purchase warrants with an exercise price of $0.001 per share of common stock for a period of five years to replace 2,000,000 shares of common stock which were cancelled and returned to treasury (refer to Note 6). The fair value of the share purchase warrants was $519,682, calculated using the Black-Scholes option pricing model assuming no expected dividends, volatility of 212%, expected life of 5 years, and a risk-free rate of 1%.

7. Share Purchase Warrants (continued)

	Number of cashless warrants	Weighted average exercise price $
Balance, September 30, 2016	242,000	0.50
Issued	2,500,000	0.03
Balance, March 31, 2017	2,742,000	0.07

Additional information regarding share purchase warrants as of March 31, 2017, is as follows:

	Outstanding and exercisable	
Range of Exercise Prices $	Number of Warrants	Weighted Average Remaining Contractual Life (years)
0.001	2,000,000	4.9
0.15	500,000	4.9
0.50	242,000	4.3
	2,742,000	4.8

8. Commitments

On July 1, 2016, the Company entered into a management agreement with the former Chief Executive Officer and Director of the Company for a twelve month term with monthly management fees of $10,000 in addition to reasonable out-of-pocket expenses and any pre-approved travel expenses.

9. Restatement

The Company has restated its consolidated financial statements as at March 31, 2017 and for the six months then ended to reflect adjustments related to notes payable that were not valid promissory note obligation of the Company and reclassified as accrued expenses, and an amendment in the amounts owing for acquisition of mineral properties. This restatement resulted in a decrease in net loss of $25,000 for the six months ended March 31, 2017, and an increase in loss per share from $0.04 to $0.05 per share.

The impact of the restatement as at March 31, 2017 and for the six months ended March 31, 2017 is summarized below:

9. Restatement (continued)

Consolidated Balance Sheet

	As at March 31, 2017		
	As reported $	Adjustment $	As restated $
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)			
Current Liabilities			
Accounts payable and accrued liabilities	126,031	274,932	400,963
Total Current Liabilities	571,641	274,932	846,573
Notes payable	274,932	(274,932)	–
Stockholders' Equity (Deficit)			
Deficit	(30,560,450)	–	(30,560,450)
Total Stockholders' Equity (Deficit)	(817,763)	–	(817,763)

Consolidated Statement of Operations

	Six Months Ended March 31, 2017		
	As reported $	Adjustment $	As restated $
Other expenses			
Gain on forgiveness of debt	–	25,000	25,000
Total other income (expense)	(177,428)	25,000	(152,428)
Net loss	(2,058,550)	25,000	(2,033,550)

9. Restatement (continued)

Consolidated Statement of Cash Flows

	Six Months Ended March 31, 2017		
	As reported $	Adjustment $	As restated $
Operating Activities			
Net loss	(2,058,550)	25,000	(2,033,550)
Adjustments to reconcile net loss to net cash used in operating activities:			
Gain on forgiveness of debt	–	(25,000)	(25,000)
Changes in operating assets and liabilities:			
Accounts payable and accrued liabilities	90,823	(28,068)	62,755
Net Cash Used in Operating Activities	(132,642)	(28,068)	(160,710)
Financing Activities			
Proceeds from issuance of note payable	6,000	(6,000)	–
Repayment on note payable	(34,068)	34,068	–
Net Cash Provided By Financing Activities	71,412	28,068	99,480

10. Subsequent Events

On April 17, 2017, the Company received proceeds of 13,750, net of issuance fees of $1,250 pursuant to an amendment to its February 16, 2017 loan agreement with a non-related third party. On April 26, 2017, the Company received additional proceeds of $88,000, net of issuance fees of $8,000 pursuant to an additional amendment to its February 16, 2017 loan agreement with the same non-related third party. The aggregate principal amount of $211,178 is secured, bears interest at 10%, is due on February 17, 2018, and is convertible into common shares of the Company at $0.10 per share.

On May 18, 2017, the Company entered into a second waiver and amendment agreement with a non-related third party to waive certain events of default relating to an investment agreement between both parties.

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

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

Background

We are a start-up, exploration mining company formed to explore mineral properties in the Dominican Republic or elsewhere in the world which, hopefully, will contain gold and other economic minerals. We were incorporated under the laws of the State of Nevada on October 6, 2011 for the purpose of acquiring rights to mineral properties with the eventual objective of being a producing mineral company, if and when it ever occurs.

We have limited operating history and have not yet generated or realized any revenues from our activities. We have performed limited exploration work on our former property, the Leomary Gold Claim located in the Dominican Republic. To date we have not performed any exploration work on our new mineral claim called the Mogollon located in the Dominican Republic.

On January 10, 2012 we incorporated a wholly-owned subsidiary under the laws of the Dominican Republic named "Oroplata Exploraciones E Ingenieria, Orexi, SRL" (“Oroplata Exploraciones”) in order to hold the mineral rights to a claim named "Leomary Gold Claim" consisting of 4,500 mining hectors (approximately 11,100 acres) located in the province of Monseñor Nouelan, municipality of Bonao. After performing limited exploration work, in September 2014, we lost the rights to the Leomary Gold Claim.

We subsequently acquired rights to a new mineral claim in the Dominican Republic called Mogollon (the “Mogollon Claim”) whereby the Company paid $10,000 for the rights to the minerals on the Mogollon Claim and for the completion of a geological report thereon. To date we have not performed, and do not expect to perform, any exploration on the Mogollon Claim.

On June 15, 2016, we entered into a Mineral Claim Purchase Agreement with Plateau Ventures LLC., a Utah corporation (“PVL”) to acquire five hundred (500) lithium mineral claims, totaling 10,000 acres, called the Western Nevada Basin, situated in Railroad Valley in Nye County, Nevada (the “WNB Claim”). In the second half of 2016, we engaged experts to evaluate the region and the WNB Claim to target on-site exploration efforts, which we expect to begin in 2017.

We have two wholly-owned subsidiaries: Oroplata Exploraciones, which was incorporated under the laws of the Dominican Republic on January 10, 2012; and Lithortech Resources Inc., which we incorporated under the laws of Nevada on August 8, 2016.

We own no real estate, other than the mineral rights to the Mogollon concession located in the Dominican Republic and the Nye County properties located in Nevada, United States.

Oroplata has not earned any revenues to date and we do not anticipate earning revenues until such time as we have undertaken sufficient exploration work to identify an ore body. Exploration work will take a number of years and there is no certainty we will ever reach a production stage. Our Company is considered to be in the exploration stage due to not having done exploration work which would result in a development decision.

Implications of Being an Emerging Growth Company

We qualify as an “emerging growth company” as defined in the Jumpstart Our Business Startups Act of 2012, or the JOBS Act. As an emerging growth company, we intend to take advantage of specified reduced disclosure and other requirements that are otherwise applicable generally to public companies. These provisions include:

- allowance to provide only two years of audited financial statements in addition to any required unaudited interim financial statements with correspondingly reduced “Management’s Discussion and Analysis of Financial Condition and Results of Operations” disclosure;
- reduced disclosure about our executive compensation arrangements;
- no non-binding advisory votes on executive compensation or golden parachute arrangements; and
- exemption from the auditor attestation requirement in the assessment of our internal control over financial reporting.

We may take advantage of these provisions for up to five years or such earlier time that we are no longer an emerging growth company. We would cease to be an emerging growth company on the date that is the earliest of (i) the last day of the fiscal year in which we have total annual gross revenues of $1 billion or more; (ii) the last day of our fiscal year following the fifth anniversary of the date of the completion of our initial public offering (our "IPO"); (iii) the date on which we have issued more than $1 billion in nonconvertible debt during the previous three years; or (iv) the date on which we are deemed to be a large accelerated filer under the rules of the Securities and Exchange Commission. We have taken advantage of reduced reporting requirements in this prospectus. Accordingly, the information contained herein may be different than the information you receive from other public companies in which you have beneficial ownership. In addition, we have elected to opt out of the extended transition period for complying with new or revised accounting standards pursuant to Section 107(b) of the Exchange Act. As a result, our financial statements may not be comparable to those of companies that comply with public company effective dates.

Our auditors have issued a going concern opinion on the September 30, 2016 financial statements. This means that our auditors believe there is substantial doubt that it can continue as an on-going business for the next twelve months unless it obtains additional capital to pay for its operations. This is because it has not generated any revenues and no revenues are anticipated until it begins removing and selling minerals, if ever. Accordingly, it must raise cash from sources other than the sale of minerals found on the Mogollon concession. That cash must be raised from other sources. Our only other source for cash at this time is investment by others in our Company, advances from its sole director or institutional financing. We must raise cash to implement its planned exploration program

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

Recent Developments

Recent Appointments

On the same date, the Board of Directors appointed Mr. Douglas Cole to serve as Controller, interim Treasurer and interim Secretary, effective March 14, 2017, until such time as the Company appoints a qualified, permanent replacement to such positions. Mr. Cole will also continue to serve the Company as a member of the Board of Directors.

Also effective March 14, 2017, the Board of Directors appointed Mr. Michel Mason, the Company's Chief Executive Officer and director, to act as interim Chief Financial Officer and to assume such related duties of Principal Financial Officer until such time as the Company appoints a qualified, permanent replacement Chief Financial Officer.

Appointment of Mr. Douglas Cole

On February 20, 2017, the Board of Directors of the Company appointed Douglas Cole to serve as a member of the Board of Directors, effective February 28, 2017.

Appointment of Mr. Michael Mason and Resignation of Mr. Craig Alford

On February 15, 2017, Craig Alford resigned from his officer positions with the Company and was simultaneously appointed Chief Operating Officer of the Company. Mr. Alford will continue to serve on the Board of Directors of the Company.

On February 15, 2017, Michael Mason was appointed Chief Executive Officer of the Company. Mr. Mason will continue to serve on the Board of Directors of the Company.

Appointment of Mr. William Hunter

On June 10, 2016, the Board of Directors of the Company appointed William Hunter to the Board of Directors.

Appointment of Mr. Gregory Kuzma

On June 10, 2016 the Board of Directors of the Company appointed Gregory Kuzma to the Board of Directors.

Appointment of Mr. Michael Mason

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

Preceding the above appointments, the following developments occurred:

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

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

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

> As of May 31, 2016, Ruben Ricardo Vasquez resigned from all officer positions with the Company, including but not limited to those of President, Chief Executive Officer, Chief Financial Officer and Secretary.
>
> On May 31, 2016, Craig Alford was appointed as the Company’s President, Chief Executive Officer, Chief Financial Officer, Treasurer, and Secretary.
>
> On June 13, 2016, Mr. Vasquez resigned from his position as the sole director of the Company and Mr. Alford was appointed as the sole director of the Company.

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

Entrance into Mineral Claim Purchase Agreement with Plateau Ventures LLC

On June 15, 2016, the Company entered into Mineral Claim Purchase Agreement (the “Agreement”) with Plateau Ventures LLC., a Utah corporation (“PVL”). Pursuant to the Agreement, upon the satisfaction of various closing conditions, PVL will sell to the Company the title to five hundred (500) lithium mineral claims situated in Railroad Valley in the Western Nevada Basin of Nye County, Nevada (the “Claims”) for a total of $277,500. The parties settled on payment of $252,500 and the return of the previously issued 636,943 shares of common stock.

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

Overview of Oroplata

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

The Company acquired rights to a new mineral claim in the Dominican Republic called Mogollon (the “Mogollon Claim”) whereby the Company paid $10,000 for the rights to the minerals on the Mogollon Claim and for the completion of a geological report thereon.

Oroplata owns no real estate as such other than the mineral rights to the Mogollon concession located in the Dominican Republic and the Nye County properties located in Nevada, United States.

Western Nevada Basin Property

On June 15, 2016, the Company entered into an agreement to acquire the mineral rights to 500 Placer claims situated in the Railroad Valley, Nye County, Nevada in exchange for $277,500. The parties settled on payment of $252,500 and the return of the previously issued 636,943 shares of common stock

The Western Nevada Basin (WNB) Property is located in east central Nye County approximately 93 miles northeast of the county seat of Tonopah, NV, the major commercial center for the region; 56 miles southwest of the town of Ely, NV and 120 miles northeast of the village of Silver Peak the only currently operating Lithium producer in the State. The Western Nevada Basin Property covers a total of 10,000 acres. Each of the 500 Placer claims covers approximately 20 acres and was laid out by aliquot parts as required by the Bureau of Land Management.

Lithium is a locatable mineral according to the Code of Federal Regulations. Lithium should be located by lode claims where it occurs in bedrock and by placer claims where it occurs in sediments. A body of legal precedence set during the original development of lithium brines in the area provides that lithium in valley sediments by nature of the unconsolidated host rock are staked by and produced from placer claims.

The WNB project is held by 500, 20 acre placer claims, which are located on public Federal lands managed by the Bureau of Land Management. The placer claims are located on U.S. Surveyed lands and fit to aliquot parts.

In Nevada, the claim staking procedure requires recording documents with both the county Recorder's Office and then with the state Bureau of Land Management office. Claims must be held by posts at the claims four corners and Notice of Location which describe the claims legal description of location and owner. The claims are required to be recorded at the county courthouse within the proper jurisdiction within 90 days from the staking date.

Placer claims on Federal lands are held to a September 1 to August 31 assessment year when Intent to Hold or Proof of Labor documents need to be filed with the county for the annual assessment work. The pertinent documents are filed with the Nye County Recorder's Office.

The current annual maintenance fee is $155 per 20 acre (or a portion thereof) placer claim (http://www.blm.gov/ca/st/en/info/iac/miningfacts.html). Payment of those fees allows the claim to stay on the BLM active data base. Non-payment results in the claims moving to 'closed' status. Before August 31st each year, a payment of $155 per claims is made to the BLM to hold the claims in good standing for the following assessment year. The total cost for the 500 WNB claims is $77,500.

The claims were transferred to the Company by a transfer method of a 'Quit Claim Deed' which transfers official title to the Company. Before Oct 31st each year, it is necessary to make a payment to the county of $10 per claim to file an affidavit of assessment fees paid and notice of intent to hold the claims into the next assessment year. The total cost for the 500 WNB claims will be $5,000.

As public lands, there is right of free access and both surface and mineral rights are held by the Federal government. Public records (Management, Bureau of Land) show no military withdrawals or Areas of Critical Environmental Concern. The Railroad Valley Wildlife Management Area is located to the west of the WNB claim boundary and has no effect on any planned work on the WNB claim area.

There is free access to the Federal land in Railroad Valley and there are no restrictions on casual prospecting. New exploration drilling will trigger a permitting process. There are two major levels of permitting: Notice of Intent (NOI) and Plan of Operations (POO). Historically, if the proposed disturbance was less than 5 acres or 1,000 tons, then the work can proceed under a NOI if there are no complications such as ancient ruins or endangered species. Application for a NOI is relatively simple with requirements like bonding the access route and re-seeding afterwards. A NOI is valid for two years and may be renewed on a two year basis. Maintaining it requires maintaining bonds and seeding disturbed areas when the work is complete. A POO is more complicated with requirements like an archeological survey, environmental assessment, etc. The BLM may respond within 15 days to a NOI application whereas a POO may require several months to years for final acceptance.

Any drilling planned will require a NOI filed with the Tonopah office of the BLM. To the best of the Company's knowledge, there are no known environmental liabilities to which the property is subject or other significant factors and risks that may affect access, title, or the right or ability to perform work on the property.

Geologic Setting

The claims are located in the Basin and Range physiographic province which stretches from southern Oregon and Idaho to Mexico. It is characterized by extreme elevation changes between mountains and flat intermountain valleys or basins.

Plate tectonics powered by crustal spreading broadly generates two types of forces: compression as plates are moved together and extension as those forces relax. Compression was the dominant geologic force affecting the western United States beginning about 200 million years ago as the Pacific Ocean plate moved eastward under the North American continent. Those forces compressed the overlying pile of sedimentary rocks accumulated over hundreds of millions of years into a thick stack reaching up to elevations of 10 – 14,000 feet, similar to the altiplano of Mexico and South America which formed at the same time from similar forces. That highland plateau stretched west – east from the Sierra Nevada Mountains in California to the Wasatch Range in Utah.

Extension became the dominant force beginning in the Eocene - Oligocene epochs approximately 55 to 25 million years ago. Also, the relative movement of the tectonic plates changed about 30 million years ago with the movement becoming more oblique to the continent. That relaxed the compressional forces and also tended to 'tear' the crust apart, creating diagonal extensions.

The resulting compressional and extensional tectonics have created throughout Nevada a classical Basin and Range province consisting of narrow, N- to NE-trending, fault block mountain chains separated by flat, linear valleys. This geological pattern is repeated across the State and has created a number of currently arid, 'trapped' or closed basins with respect to drainage that have the potential of containing Lithium Brine deposits.

Geology of Lithium Brines

Lithium brine deposits are accumulations of saline groundwater that are enriched in dissolved lithium. All producing lithium brine deposits share a number of first-order characteristics: (1) arid climate; (2) closed basin containing a salt flat (Playa or Salar); (3) tectonically driven subsidence; (4) associated igneous or geothermal activity; (5) suitable lithium source-rocks; (6) one or more adequate aquifers; and (7) sufficient time to concentrate a brine.

The single most important factor determining if a non-marine basin can accumulate lithium brine is whether or not the basin is closed.
Lithium enriched brines are formed by complex and multiple processes of evaporation, re-mobilization, and salt and lithium clay dissolution and precipitation. In essence, lithium is liberated by weathering or derived from hydrothermal fluids from a variety of rock sources within a closed basin where Lithium, a lightweight element, cannot escape.

Lithium is highly soluble and, unlike sodium (Na), potassium (K), or calcium (Ca), does not readily produce evaporite minerals when concentrated by evaporation. Instead it ends up in residual brines in the shallow subsurface. Economic brines have Li concentrations in the range of 200 to 4,000 milligrams per liter (mg/l). 1 mg/l = 1 ppm.

Clayton Valley contains the only currently producing Lithium Brine project in Nevada. Production has been on-going since 1967. The production at Clayton Valley is located approximately 120 miles west of the Railroad Valley. Evidence from Clayton Valley suggests that felsic vitric tuffs are a particularly favorable primary source of Lithium, as well, uplifted Neogene lake beds from earlier in the basin's history, which have been altered to hectorite, may provide a source of Lithium.

Oroplata's Main Product

Oroplata's main product will be the sale of Lithium Carbonate or Lithium Hydroxide that can be extracted from its Western Nevada Basin Project once the claim has been explored. Since the Western Nevada Basin has yet to be explored by us, we have yet to find an ore body and therefore cannot sell any ore.

Exploration and Office Facilities

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

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

Other Mineral Properties

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

Employees

Other than our Board of Directors and our three officers, Messrs. Mason, Cole and Alford, who are engaged by the Company as consultants, we do not have any employees. Our officers devote approximately 20 hours a month, collectively, to our operations but will increase the number of hours when an exploration program is undertaken on our mineral properties.

Significant Accounting Policies

Research and Development Expenditures

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

Patents and Trademarks

Oroplata does not have any patents or trademarks.

RESULTS OF OPERATIONS FOR THE THREE AND SIX MONTHS ENDED MARCH 31, 2017 AND 2016

Revenues

During the three and six months ended March 31, 2017 and 2016, the Company has not realized any revenues.

Expenses

Three months ended March 31, 2017 and 2016

During the three months ended March 31, 2017, the Company incurred $1,120,744 of general and administrative expense compared to $5,613 during the three months ended March 31, 2016. The increase in operating expenses is due to increased activity including the issuance of stock-based compensation for share purchase warrants of 500,000 warrants with an exercise price of $0.15 and 2,000,000 warrants with an exercise price of $0.001 (issued in conjunction with the cancellation of 2,000,000 common shares) with a fair value of $652,977. Furthermore, during the period, the Company issued a convertible note of $75,000 for a commitment fee, 300,000 common shares for investor relation services with a fair value of $87,000, 500,000 common shares for consulting services with a fair value of $130,000, and 300,000 common shares for legal services with a fair value of $75,000. In addition to share-based compensation, the Company also incurred $30,000 of management fees to the former Chief Executive Officer and Director of the Company, $20,000 of consulting fees for consulting services, $10,500 of investor relation services, and $10,400 of payroll costs relating to operating activity of its wholly-owned subsidiary, Lithortech Resources. During the comparative period ended March 31, 2016, the Company had minimal operations.

In addition to operating expenses, the Company incurred interest and accretion expense of $65,342 with respect to outstanding loans and convertible notes payable issued and outstanding and settled $60,000 of outstanding accounts payable with the issuance of 400,000 common shares with a fair value of $96,000 which resulted in a loss on settlement of debt of $36,000. Comparatively, the Company had no outstanding loans and convertible debts during the three month period ended March 31, 2016 and did not settle any outstanding accounts payable with the issuance of common shares.

Net Loss

During the three months ended March 31, 2017, the Company incurred a net loss of $1,222,086 or $0.02 loss per share compared to a net loss of $5,613 or $nil loss per share during the three months ended March 31, 2016.

Six months ended March 31, 2017 and 2016

During the six months ended March 31, 2017, the Company incurred $1,881,122 of operating expenses which included $600,000 of exploration costs for the issuance of 2,000,000 common shares for a fair value of $600,000 as a settlement for the purchase of the mineral properties. The remaining amount of $1,281,122 was related to general and administrative expense which was a result of increased operating activity including the issuance of a convertible note for $75,000 for a commitment fee, stock-based compensation for share purchase warrants of 500,000 warrants with an exercise price of $0.15 and 2,000,000 warrants with an exercise price of $0.001 (issued in conjunction with the cancellation of 2,000,000 common shares) with a fair value of $652,977. Furthermore, during the period, the Company issued 300,000 common shares for investor relation services with a fair value of $87,000, 500,000 common shares for consulting services with a fair value of $130,000, and 300,000 common shares for legal services with a fair value of $75,000. In addition to share-based compensation, the Company also incurred management fees of $60,000 to the former Chief Executive Officer and Director of the Company, $115,495 of consulting fees to consultants for services, $10,500 of investor relation services, $24,000 of professional fees for accounting, audit, and legal services, and $10,400 of payroll costs relating to operating activity of its wholly-owned subsidiary, Lithortech Resources. During the comparative six month period ended March 31, 2016, the Company incurred no exploration costs and $26,371 of operating expenses which consisted primarily of professional services for the Company's SEC filing requirements and day-to-day operating costs which were minimal given that the Company had limited operations and cash flows.

In addition to operating expenses, the Company incurred interest and accretion expense of $141,428 with respect to outstanding loans and convertible notes payable issued and outstanding, recorded a gain on forgiveness of debt of $25,000 with respect to amounts owing for acquisition of mineral property, and settled $60,000 of outstanding accounts payable with the issuance of 400,000 common shares with a fair value of $96,000 which resulted in a loss on settlement of debt of $36,000. Comparatively, the Company had no outstanding loans and convertible debts during the six month period ended March 31, 2016 and did not settle any outstanding accounts payable with the issuance of common shares.

Net Loss

During the six months ended March 31, 2017, the Company incurred a net loss of $2,033,550 or $0.03 loss per share compared to a net loss of $26,371 or $nil loss per share during the six months ended March 31, 2016.

Liquidity and Capital Resources

At March 31, 2017, the Company had cash and total assets of $28,810 compared to $90,040 as at September 30, 2016. The decrease in cash and total assets were due to the use of cash at a higher rate than funding, as the Company currently earns no cash from operations and is reliant on cash received from financing activities until such time that the Company earns revenue from its operating activities.

The Company had total current liabilities of $846,573 at March 31, 2017 compared to $634,033 at September 30, 2016. The increase in current liabilities is due to a $45,000 increase in amounts due to related parties for unpaid management fees, and $189,785 increase in the carrying value of convertible notes payable which is due to an increase in the overall issuance of convertible notes payable from $231,000 of notes issued as at September 30, 2016 to $415,428 of notes issued as at March 31, 2017. This was offset by a decrease of $22,245 in accounts payable and accrued liabilities which was largely due to a $25,000 forgiveness of debt relating to amounts owing for the Company's acquisition of the Nye Claims.

As at March 31, 2017, the Company had a working capital deficit of $817,763 compared to a working capital deficit of $543,993 at September 30, 2016. The increase in the working capital deficit was due to the fact that the Company financed its operating costs, including acquisition of mineral properties, through the issuance of loans and notes payable and did not earn any cash flow from operating activities.

During the period ended March 31, 2017, the Company issued 2,000,000 common shares as a settlement agreement for the acquisition of the Nye County properties, issued 800,000 common shares for services, issued 300,000 common shares for legal fees, issued 400,000 shares to settle outstanding accounts payable, and cancelled 636,943 common shares that were returned due to an amendment in the acquisition of the Nye County properties, and 2,000,000 common shares which were returned to treasury and replaced with the issuance of 2,000,000 share purchase warrants. As at March 31, 2017, the Company had 58,000,000 common shares outstanding compared to 57,136,943 common shares outstanding as at September 30, 2016.

During the six months ended March 31, 2017, the Company issued 500,000 share purchase warrants which are exercisable at $0.15 per share until February 15, 2022 as compensation to waive certain events of default relating to an agreement between the Company and the convertible note holder which included the extension of the July 18, 2016 and the September 30, 2016 notes to December 31, 2017. Furthermore, the Company issued 2,000,000 share purchase warrants which are exercisable at $0.001 per share until February 16, 2022 in exchange for the cancellation of 2,000,000 common shares. As at March 31, 2017, the Company had 2,742,000 outstanding share purchase warrants compared to 242,000 outstanding share purchase warrants at September 30, 2016.

As at March 31, 2017 and September 30, 2016, the Company does not have any issued or outstanding stock options.

Cash Flows

Cash from Operating Activities.

During the six months ended March 31, 2017, the Company used $160,710 of cash for operating activities compared to $21,608 of cash during the six months ended March 31, 2016. The increase in the use of cash for operating activities is due to the fact that the Company received more cash funding from financing activities during the period which was used to settle outstanding day-to-day operating costs incurred by the Company.

Cash from Investing Activities

During the six months ended March 31, 2017 and 2016, the Company did not have any investing activities.

Cash from Financing Activities

During the six months ended March 31, 2017, the Company received $99,480 of cash from financing activities compared to $20,190 received during the six months ended March 31, 2016. The increase in the cash received from financing activities is due to $99,480 received from the issuance of convertible notes payable compared to $nil funds received from loans and notes during the prior year as the Company relied solely on $20,190 of funding from related parties to support the limited operations from prior year.

Off-Balance Sheet Arrangements

None

Trends

From Oroplata's date of inception it has produced no revenue and maybe will not be able to produce revenue. To the knowledge of its management Oroplata is unaware of any trends or past and future events which will have a material effect upon it, its income and business, both in the long and short term. Please refer to Oroplata's assessment of Risk Factors as noted below.

Critical Accounting Policies and Estimates

In presenting Oroplata's financial statements in conformity with U.S. generally accepting accounting principles, or GAAP, Oroplata is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs and expenses and related disclosures.

Some of the estimates and assumptions Oroplata is required to make relate to matters that are inherently uncertain as they pertain to future events. Oroplata bases these estimates and assumptions on historical experience or on various other factors that it believes to be reasonable and appropriate under the circumstances. On an ongoing basis, Oroplata reconsiders and evaluates its estimates and assumptions. Actual results may differ significantly from these estimates.

Oroplata believes that the critical accounting policies listed below involve its more significant judgments, assumptions and estimates and, therefore, could have the greatest potential impact on its financial statements. In addition, Oroplata believes that a discussion of these policies is necessary to understand and evaluate the financial statements contained in this filing.

Estimates and Assumptions

Management uses estimates and assumptions in preparing financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of the assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were assumed in preparing these financial statements.

Mineral claim acquisition and exploration costs

The cost of acquiring mineral properties or claims is initially capitalized and then tested for recoverability whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. Mineral exploration costs are expensed as incurred.

Income Taxes

Oroplata utilizes the liability method of accounting for income taxes. Under the liability method deferred tax assets and liabilities are determined based on differences between financial reporting and the tax bases of the assets and liabilities and are measured using the enacted tax rates and laws that will be in effect, when the differences are expected to be reversed. An allowance against deferred tax assets is recorded, when it is more likely than not, that such tax benefits will not be realized.

Recent Accounting Pronouncements

Oroplata does not expect the adoption of any recent accounting pronouncements to have a material impact on its financial statements.

Foreign Currency

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

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURESABOUT MARKET RISK.

Not Applicable.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, we have evaluated the effectiveness of our disclosure controls and procedures as required by Exchange Act Rule 13a-15(b) as of March 31, 2017 (the "Evaluation Date"). Based on that evaluation, our management has concluded that these disclosure controls and procedures were not effective as of the Evaluation Date as a result of the material weaknesses in internal control over financial reporting discussed below.

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

Notwithstanding the assessment that our internal control over financial reporting was not effective and that there were material weaknesses as identified below, we believe that our financial statements contained in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 fairly present our financial condition, results of operations and cash flows in all material respects.

The material weakness identified is described below.

1. Certain entity level controls establishing a "tone at the top" were considered material weaknesses. As of March 31, 2017, the Company did not have a separate audit committee or a policy on fraud. A whistleblower policy is not necessary given the small size of the organization.

2. Due to the significant number and magnitude of out-of-period adjustments identified during the year- end closing process, management has concluded that the controls over the period-end financial reporting process were not operating effectively. A material weakness in the period-end financial reporting process could result in us not being able to meet our regulatory filing deadlines and, if not remediated, has the potential to cause a material misstatement or to miss a filing deadline in the future. Management override of existing controls is possible given the small size of the organization and lack of personnel.

3. There is no system in place to review and monitor internal control over financial reporting. The Company maintains an insufficient complement of personnel to carry out ongoing monitoring responsibilities and ensure effective internal control over financial reporting.

As a result of the material weakness in internal control over financial reporting described above, the Company's management has concluded that, as of Mach 31, 2017, the Company's internal control over financial reporting was not effective based on the criteria in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organization of the Treadway Commission.

Changes in Internal Controls Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended March 31, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

To the best of our knowledge, we are not currently a party to any legal proceedings that, individually or in the aggregate, are deemed to be material to our financial condition or results of operations.

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

ITEM 1A. RISK FACTORS.

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

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

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. MINE SAFETY DISCLOSURE

Not Applicable

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

(a) (3) **Exhibits**

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

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

SIGNATURES

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

OROPLATA RESOURCES, INC.
(Registrant)

Date: February 9, 2018

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

EXHIBIT 31.1

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

I, Douglas D. Cole, certify that:

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

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

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

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

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

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

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

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

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

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

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

Date: February 9, 2018

By: */s/ Douglas D Cole*

Douglas D Cole
Chief Executive Officer,
Chief Financial Officer
Chairman

EXHIBIT 32.1

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

In connection with the Quarterly Report (the "Report") on the Form 10-Q of Oroplata Resources, Inc. (the "Company") for the period ended March 31, 2017, as filed with the Securities and Exchange Commission on the date hereof, I, Douglas D Cole, Chief Executive Officer, Principal Financial Officer and Director, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

1. The Report fully complies with the requirements of Section 13 (a) or 15 (d) of the Securities and Exchange Act of 1934, as amended; and

2. The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 9, 2018

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