SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Oroplata Resources, Inc.

Form: 10-Q

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

FORM 10-Q

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

For the quarter period ended **December 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) 434-7333
(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 21, 2018 was 79,357,392.

PART I – FINANCIAL STATEMENTS

ITEM 1. FINANCIAL STATEMENTS

The accompanying unaudited consolidated balance sheet of Oroplata Resources, Inc. at December 31, 2017 (with comparative figures as at September 30, 2017) and the consolidated statements of operations for the three months ended December 31, 2017 and 2016 and the statements of cash flows for the three months ended December 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 three months ended December 31, 2017 are not necessarily indicative of the results that can be expected for the year ended September 30, 2018.

OROPLATA RESOURCES, INC.

Condensed Unaudited Financial Statements

For the Period Ended December 31, 2017 and September 30, 2017

OROPLATA RESOURCES, INC.
Consolidated Balance Sheets
(Unaudited)

	December 31, 2017 $	September 30, 2017 $
ASSETS		
Current assets		
Cash	42,209	9,141
Prepaid expense	-	52,500
Total assets	42,209	61,641
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	413,612	412,463
Due to related parties	464,913	218,246
Convertible notes payable, net of unamortized discount of $30,689 and $13,063, respectively	808,154	696,937
Total liabilities	1,686,679	1,327,646
STOCKHOLDERS' DEFICIT		
Common Stock Authorized: 500,000,000 common shares with a par value of $0.001 per share Issued and outstanding: 78,778,696 and 58,500,000 common shares, respectively	78,779	58,500
Additional paid-in capital	32,011,970	29,892,737
Deficit	(33,735,219)	(31,217,242)
Total stockholders' deficit	(1,644,470)	(1,266,005)
Total liabilities and stockholders' deficit	42,209	61,641

(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 December 31, 2017 $	For the three months ended December 31, 2016 $
Revenues	–	–
Expenses		
Exploration costs	3,130	600,000
General and administrative	2,490,698	160,378
Net loss before other expenses	(2,493,828)	(760,378)
Other income (expense)		
Gain on forgiveness of debt	–	25,000
Interest expense	(24,149)	(76,086)
Total other income (expense)	(24,149)	(51,086)
Net loss	(2,517,977)	(811,464)
Net loss per share, basic and diluted	(0.04)	(0.01)
Weighted average shares outstanding	58,972,240	57,984,769

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

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

	For the three months ended December 31, 2017 $	For the three months ended December 31, 2016 $
Operating Activities		
Net loss	(2,517,977)	(811,464)
Adjustments to reconcile net loss to net cash used in operating activities:		
Accretion expense	4,419	68,354
Fair value of share purchase warrants issued	101,310	–
Gain on forgiveness of debt	–	(25,000)
Shares issued for mineral property exploration costs	–	600,000
Shares issued for services	1,970,000	–
Changes in operating assets and liabilities:		
Prepaid expenses	52,500	(2,000)
Accounts payable and accrued liabilities	1,149	70,638
Due to related parties	246,667	15,000
Net Cash Used In Operating Activities	(141,932)	(84,472)
Financing Activities		
Proceeds from issuance of notes payable	175,000	–
Net Cash Provided By Financing Activities	175,000	–
Change in Cash	33,068	(84,472)
Cash – Beginning of Period	9,141	90,040
Cash – End of Period	42,209	5,568
Non-cash investing and financing activities:		
.Discount due to beneficial conversion feature on note payable	4,545	–
Issuance of shares for conversion of note payable	63,657	–
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, 2017, included in our Annual Report on Form 10-K for the year ended September 30, 2017.

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 subsdiary 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 December 31, 2017, the Company has not earned revenue, has a working capital deficit of $1,644,470, and an accumulated deficit of $33,735,219. 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

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

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

3. Mineral Property (continued)

The entire amount of $277,500 was advanced by various individuals and is recorded in accounts payable and accrued liabilities. Due to late payment of the purchase price, 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 payment of $252,500, the return of the 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 ($77,500 was recorded as exploration expense) 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. Convertible 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 at $0.24 per share, and is due on February 18, 2017. In September 2017, the conversion price was amended to $0.115 per share and the due date extended to December 31, 2017. On December 11, 2017, the due date was extended to December 11, 2018. The initial amortized discount was $9,375 and as at December 31, 2017, the carrying value of the note payable is $75,000 (September 30, 2017 - $75,000), and accrued interest of $6,575 (September 30, 2017 - $4,685) has been recorded in accounts payable and accrued liabilities.

(b) On July 18, 2016, the Company entered into a loan agreement with a non-related party for proceeds of $121,000. The amount owing is unsecured, bears interest at 10% per annum, and is due on April 18, 2017, and is convertible into common shares of the Company at $0.50 per share. On January 31, 2017, the due date was extended to December 31, 2017. In September 2017, the conversion feature on the note payable was adjusted $0.115 per share. On December 11, 2017, the due date was extended to December 11, 2018. During the period ended December 31, 2017, the Company issued 578,696 common shares for the conversion of $63,657 of note payable. As at December 31, 2017, the carrying value of the note payable is $57,343 (September 30, 2017 - $121,000), and accrued interest of $17,961 (September 30, 2017 - $15,382) 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 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 unsecured, bears interest at 10% per annum, and is due on September 30, 2017, and is convertible into common shares of the Company at $0.10 per share. In September 2017, the conversion price was amended to $0.115 per share and the due date extended to December 31, 2017. On December 11, 2017, the due date was extended to December 11, 2018. As at December 31, 2017, the carrying value of the note payable is $110,000 (September 30, 2017 - $110,000), and accrued interest of $13,773 (September 30, 2017 - $11,000) 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%.

4. Convertible Notes Payable (continued)

(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. On April 17, 2017, the Company received proceeds of $13,750, net of issuance fees of $1,250. On April 26, 2017, the Company received proceeds of $88,000, net of issuance fees of $8,000. On June 13, 2017, the Company received proceeds of $38,822 net of issuance fees of $3,882. The aggregate principal amount owed of $250,000 is secured, bears interest at 10%, is due one year after the date of funding for each tranche, and is convertible into common shares of the Company at $0.10 per share. In September 2017, the conversion price was amended to $0.115 per share. On December 11, 2017, the due date for all tranches was extended to December 11, 2018. As at December 31, 2017, the carrying value of the note payable is $250,000 (September 30, 2017 - $250,000), and accrued interest of $18,537 (September 30, 2017 - $12,236) has been recorded in accounts payable and accrued liabilities.

(e) On July 25, 2017, the Company entered into a loan agreement with a non-related party for proceeds up to $550,000. On July 25, 2017 the Company received proceeds of $44,000, net of issuance fees of $4,000. On August 17, 2017, the Company received proceeds of $110,000, net of issuance fees of $10,000. The aggregate principal amount owed of $154,000 is secured, bears interest at 10%, is due one year after the date of funding for each tranche, and is convertible into common shares of the Company at $0.115 per share. On October 23, 2017, the Company received proceeds of $82,500, net of issuance costs of $7,500. On December 1, 2017, the Company received proceeds of $55,000, net of issuance costs of $5,000. On December 11, 2017, the due date was extended to December 11, 2018. On December 15, 2017, the Company received proceeds of $55,000, net of issuance costs of $5,000. As at December 31, 2017, the carrying value of the note payable is $315,811 (September 30, 2017 - $140,937), the unamortized discount on the note is $30,689 (September 30, 2017 - $13,063), and accrued interest of $8,694 (September 30, 2017 - $2,507) has been recorded in accounts payable and accrued liabilities.

5. Related Party Transactions

(a) As at December 31, 2017, the Company owes $120,146 (September 30, 2017 - $120,146) 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 at December 31, 2017, the Company owes $85,500 (September 30, 2017 - $85,500) 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 December 31, 2017, the Company accrued $nil (2016 - $30,000) of management fees and paid $nil (2016 - $7,500) to the former Chief Executive Officer of the Company.

(c) As at December 31, 2017, the Company owes $85,000 (September 30, 2017 - $12,500) 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 December 31, 2017, the Company recorded management fees of $75,000 (2016 - $nil) and repaid $2,500 (2016 - $7,500) to the directors of the Company.

(d) As at December 31, 2017, the Company owes $174,267 (September 30, 2017 - $100) to the Chief Executive Officer of the Company for management and consulting fees. The amounts owing are unsecured, non-interest bearing, and due on demand.

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 December 29, 2017, the Company issued 19,700,000 common shares with a fair value of $1,970,000 for services, including 5,000,000 common shares to the Chief Executive Officer of the Company, and 4,000,000 common shares to directors of the Company. In addition, the Company also issued 1,000,000 common shares to the Chief Executive Officer of the Company to replace the common shares that were previously issued in error and cancelled on December 18, 2017.

(b) On December 18, 2017, the Company cancelled 1,000,000 common shares issued to the Chief Executive Officer of the Company which was previously issued in error.

6. Common Shares (continued)

(c) On December 5, 2017, the Company issued 578,696 common shares with a fair value of $63,657 as part of a conversion of convertible notes payable at $0.11 per share.

(d) On July 31, 2017, the Company issued 500,000 common shares with a fair value of $65,000 for professional services.

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

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

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

(i) 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.

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

(k) 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 $252,000 and the return of the previously issued 636,943 shares of common stock. Refer to Note 3.

7. Share Purchase Warrants

In December 2017, the Company granted 1,000,000 share purchase warrants to a consultant of the Company for professional services. The warrants are exercisable into common shares at $0.10 per share for a period of five years. The fair value of the share purchase warrants was $101,310 calculated using the Black-Scholes Option Pricing Model assuming volatility of 154%, risk-free rate of 1.0%, expected life of 5 years, and no expected dividends.

	Number of warrants	Weighted average exercise price $
Balance, September 30, 2017	2,742,000	0.07
Issued	1,000,000	0.10
Balance, December 31, 2017	3,742,000	0.08

7. Share Purchase Warrants (continued)

Additional information regarding cashless warrants as of December 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	4.3
0.10	1,000,000	4.9
0.15	500,000	4.3
0.50	242,000	3.7
	3,742,000	

8. Commitments

On December 28, 2017, the Company entered into management and consulting agreements as follows:

Chief Executive Officer and Director of the Company for a three year term with monthly management fees of $20,833 retroactive to August 7, 2017 in addition to 1,000,000 common shares issuable on August 7, 2018 and 2019;

Director of the Company for a three year term with monthly management fees of $5,000 retroactive to January 1, 2017 in addition to 1,000,000 common shares issuable on January 1, 2018 and 2019; and

Director of the Company for a three year term with monthly management fees of $5,000 retroactive to October 1, 2017 in addition to 1,000,000 common shares issuable on October 1, 2018 and 2019.

9. Subsequent Events

(a) On February 9, 2018, the Company received proceeds of $51,000, net of issuance costs of $5,100 from a convertible note payable as part of the July 25, 2017 convertible note agreement.

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

Forward-Looking Statements

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

Background

We are a start-up, lithium exploration mining company whose purpose is to explore mineral properties which, hopefully, will contain lithium 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. Our principal executive offices are located at 930 Tahoe Blvd., Suite 802-16, Incline Village, NV 89451**.**

Currently, the Board of Directors (consisting of Mr. Douglas Cole, Mr. Douglas MacLellan and Mr. William Hunter) are significantly involved in guiding the Company though a significant management reorganization, financial statement restatements and to reorient the company's goals and objective to solely focus on the exploration and development of Lithium deposits in the State of Nevada, primarily through new capital commitments from one of the Company's key stakeholders.

On August 8, 2016, the Company formed Lithortech Resources Inc. as a wholly owned subsidiary of the Company to serve as its operating subsidiary for lithium resource exploration and development. Lithortech Resources Inc. currently has mining claims on 5200 acres in the area known as the Western Nevada Basin, situated in Railroad Valley in Nye County, Nevada (the "WNB Claim"). In the second half of 2017, we engaged experts to evaluate the region and the WNB Claim to target on-site exploration efforts and determined that 260 claims of the WNB Claim were appropriate for the Company's planned exploration, which we expect to begin in the first half of 2018. With many features similar to Clayton Valley and with no exploration work targeting lithium to date, Railroad Valley represents a new and untested target for lithium brine. The Railroad Valley brine exploration can build on both the dense existing oil field data and the experiences at Clayton Valley and other Li-brine basins to target potential brine aquifers. Please see the Company's new website at: www.lithiumore.net.

The growth in demand for lithium batteries is predicted to far outpace lithium production in the coming decade. Lithium-ion batteries for the automotive industry are expected to advance demand to nearly unserviceable levels. These industry trends enhance the Company's new business model.

The Company 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**.**

We own no real estate, other than mineral rights in the Nye County properties located in Nevada, United States.

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.

Employees

Other than our Board of Directors that are engaged by the Company as a consultant and our one officer, Mr. Cole, we do not have any employees. Our officer devotes approximately 20-30 hours a week, collectively, to our operations but will increase the number of hours when an exploration program is undertaken on our mineral properties.

Investigation of Prior Agreements.

At the request of the Board of Directors, the Company is reviewing all prior agreements and stock issuances of the Company entered into by the previous management of the Company to ensure their validity.

Results of Operations

Revenues

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

Expenses

During the three months ended December 31, 2017, the Company incurred expenses of $2,493,828 of operating expenses compared to $760,378 of operating expenses during the three months ended December 31, 2016. The increase in operating expenses is due to the issuance of 19,700,000 common shares with a fair value of $1,970,000 for services which included 5,000,000 common shares to the Chief Executive Officer of the Company, and 4,000,000 common shares to directors of the Company.

In addition to operating expenses, the Company incurred interest and accretion expense of $24,149 during the three months ended December 31, 2017 compared to $76,086 during the three months ended December 31, 2016. The decrease is due to the fact that the Company amended the conversion prices of their convertible debentures which eliminated the beneficial conversion feature that was recorded in the prior year. In addition to interest and accretion expense, the Company also recorded a gain of $25,000 on the forgiveness of debt related to amounts owing on the Company's acquisition of the Nye Country properties during the period ended December 31, 2016.

Net Loss

During the three months ended December 31, 2017, the Company incurred a net loss of $2,517,977 or $0.04 loss per share compared to a net loss of $836,464 or $0.01 loss per share during the three months ended December 31, 2016.

Liquidity and Capital Resources

At December 31, 2017, the Company had cash of $42,209 and total assets of $42,209 compared to cash of $9,141 and total assets of $61,641 as at September 30, 2017. The increase in cash and total assets was due to funding of $175,000 received during the period which was not completely spent by the Company.

The Company had total current liabilities of $1,686,679 at December 31, 2017 compared to $1,327,646 at September 30, 2017. The increase in liabilities is due to an increase of $111,217 in outstanding convertible debentures relating to $175,000 of new debentures issued during the period less the conversion of $63,078 of outstanding convertible debentures. There was also an increase of $246,667 in amounts due to related parties for outstanding and unpaid management and consulting fees to officers and directors of the Company.

As at December 31, 2017, the Company had a working capital deficit of $1,644,470 compared to a working capital deficit of $1,266,005 at September 30, 2017. The increase in the working capital deficit was due to the fact that the Company financed its operating costs, through the issuance of convertible debentures and did not earn any cash flow from operating activities.

During the period ended December 31, 2017, the Company issued 19,700,000 common shares for services with a fair value of $1,970,000, and issued 578,696 common shares to convert outstanding notes payable of $63,657.

In December 2017, the Company issued 1,000,000 share purchase warrants for professional services, which is exercisable into common shares of the Company at $0.10 per share for a period of five years from the date of issuance.

As at December 31, 2017, the Company does not have any issued or outstanding stock options.

Cash Flows

Cash from Operating Activities.

During the three months ended December 31, 2017, the Company used $141,932 of cash for operating activities as compared to $84,472 during the three months ended December 31, 2016. The increase in the use of cash for operating activities was due to the fact that the Company raised more funding from financing activities which allowed them to incur more operating costs to further the Company's development and operations.

Cash from Investing Activities

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

Cash from Financing Activities

During the three months ended December 31, 2017, the Company received $175,000 of funding from the issuance of convertible notes payable, which are due within one year and bears interest at 10% per annum and is convertible into common shares at $0.115 per share.

Off-Balance Sheet Arrangements

None.

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.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not Applicable.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures designed to provide reasonable assurance that information required to be disclosed in reports filed pursuant to the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In addition, The Company contracts with an independent firm to review and test its internal controls. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

As of December 31, 2017, the Company's management carried out an evaluation of the effectiveness of our disclosure controls and procedures as such term is defined in Rule 13a-15(e) under the Securities and Exchange Act of 1934. Based on that evaluation, it was concluded the disclosure controls and procedures were not effective as of December 31, 2017.

Changes in Internal Controls Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended December 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

In January 2018, the Company filed a complaint in Nevada seeking the return or cancellation of 16 million common shares which the Company believes were fraudulently issued (of which one million shares have already been canceled). Other than the preceding, 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 United Corporate Services, Inc., 2520 St Rose Pkwy Suite 319, Henderson, NV 89074**.** 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 XBRL Taxonomy Label Linkbase Document	x			
101	PRE XBRL Taxonomy Extension Presentation Linkbase Document	x			
101	DEF XBRL Taxonomy Extension Definition Linkbase Document	x			

SIGNATURES

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

OROPLATA RESOURCES, INC.
(Registrant)

Date: February 22, 2018

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

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

I, Douglas D. Cole, certify that:

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 22, 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 December 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 22, 2018

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