

Santo Mining Corp.  
Form 10-Q  
June 18, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 10-Q**

**(Mark One)**

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

**For the quarterly period ended April 30, 2012**

**or**

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 333-169503**

**SANTO MINING CORP.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation or  
organization)

**27-0518586**

(I.R.S. Employer Identification No.)

**Avenida Sarasota No. 20**

**Torre Empresarial AIRD, Suite # 1103**

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**La Julia, Santo Domingo, Dominican Republic**

(Address of principal executive offices) (Zip Code)

**1-809-533-9443**

(Registrant's telephone number, including area code)

**SANTO PITA CORP.**

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

**Yes [X] No [ ]**

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

|                                |                          |                                  |                                     |
|--------------------------------|--------------------------|----------------------------------|-------------------------------------|
| <b>Large Accelerated filer</b> | <input type="checkbox"/> | <b>Accelerated filer</b>         | <input type="checkbox"/>            |
| <b>Non-accelerated filer</b>   | <input type="checkbox"/> | <b>Smaller reporting company</b> | <input checked="" type="checkbox"/> |

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
**YES**  **NO**

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date: 253,199,996 as of June 14, 2012.



**SANTO MINING CORP.**

**FORM 10-Q**

**April 30, 2012**

**INDEX**

**PART I-- FINANCIAL INFORMATION**

|         |  |
|---------|--|
| Item 1. | <u>Financial Statements</u>  |
| Item 2. | <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> |
| Item 3  | <u>Quantitative and Qualitative Disclosures About Market Risk</u>                            |
| Item 4. | <u>Control and Procedures</u>  |

**PART II-- OTHER INFORMATION**

|         |  |
|---------|--|
| Item 1  | <u>Legal Proceedings</u>   |
| Item 1A | <u>Risk Factors</u>  |
| Item 2. | <u>Unregistered Sales of Equity Securities and Use of Proceeds</u> |
| Item 3. | <u>Defaults Upon Senior Securities</u>                             |
| Item 4. | <u>Mine Safety Disclosures</u>                                     |
| Item 5. | <u>Other Information</u>   |
| Item 6. | <u>Exhibits</u>  |

**SIGNATURES**



## **CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION**

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

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

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

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

## **CERTAIN TERMS USED IN THIS REPORT**

When this Report uses the words “we,” “us,” “our,” and the “Company,” they refer to Santo Mining Corp. “SEC” refers to the Securities and Exchange Commission.





**PART I – FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

SANTO MINING CORP.  
(A DEVELOPMENT STAGE COMPANY)

April 30, 2012

The accompanying statements are presented in accordance with U.S. generally accepted accounting principles for interim financial information and the instructions to Form 10-Q and Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting only of normal occurring adjustments) considered necessary in order to make the financial statements not misleading, have been included. Operating results for the three and six months ended April 30, 2012 are not necessarily indicative of results that may be expected for the year ending July 31, 2012.

|  |     |
|--|-----|
| <u>Balance Sheets (unaudited)</u>                | F-1 |
| <u>Statements of Operations (unaudited)</u>      | F-2 |
| <u>Statements of Cash Flows (unaudited)</u>      | F-3 |
| <u>Notes to Financial Statements (unaudited)</u> | F-4 |

**SANTO MINING CORP.****(formerly Santo Pita Corp.)****(A DEVELOPMENT STAGE COMPANY)****BALANCE SHEETS****(Unaudited)**

|   | April 30,         | July 31,        |
|---|-------------------|-----------------|
|   | 2012              | 2011            |
| <b>ASSETS</b>   |                   |                 |
| <b>CURRENT ASSETS</b>   |                   |                 |
| Cash  | \$ 80,605         | \$ 2,187        |
| Loan to related party   | 42,537            | -               |
| Total Current Assets  | 123,142           | 2,187           |
| Website, net of amortization  | 3,783             | 4,577           |
| <b>TOTAL ASSETS</b>   | <b>\$ 126,925</b> | <b>\$ 6,764</b> |
| <b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>  |                   |                 |
| <b>CURRENT LIABILITIES</b>  |                   |                 |
| Accounts payable and accrued expenses   | \$ 6,056          | \$ 3,790        |
| Advances from related party   | 79,881            | 36,137          |
| <b>TOTAL LIABILITIES</b>  | <b>85,937</b>     | <b>39,927</b>   |
| COMMITMENTS AND CONTINGENCIES   | -                 | -               |
| <b>STOCKHOLDERS' DEFICIT</b>  |                   |                 |
| Preferred Stock, 100,000,000 shares authorized, \$0.00001 par value; 0 shares issued and outstanding                                      | -                 | -               |
| Common stock, 450,000,000 shares authorized, \$0.00001 par value; 253,199,996 and 251,849,996 shares issued and outstanding, respectively | 2,532             | 2,518           |
| Additional paid-in capital  | 186,418           | 36,432          |
| Deficit accumulated during development stage  | (147,962)         | (72,113)        |
| <b>TOTAL STOCKHOLDERS' EQUITY (DEFICIT)</b>   | <b>40,988</b>     | <b>(33,163)</b> |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>   | <b>\$ 126,925</b> | <b>\$ 6,764</b> |

See accompanying notes to unaudited financial statements.

F-1

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**SANTO MINING CORP.****(formerly Santo Pita Corp.)****(A Development Stage Company)****STATEMENTS OF OPERATIONS****(Unaudited)**

|  | Three Months Ended |             | Nine Months Ended |             | From         |
|--|--------------------|-------------|-------------------|-------------|--------------|
|  | April 30,          |             | April 30,         |             | July 8, 2009 |
|  | 2012               | 2011        | 2012              | 2011        | (Inception)  |
|  |                    |             |                   |             | to April 30, |
|  |                    |             |                   |             | 2012         |
| <b>EXPENSES</b>  |                    |             |                   |             |              |
| Consulting fees  | \$ 2,310           | \$ 5,708    | \$ 8,950          | \$ 16,025   | \$ 27,539    |
| General and administrative   | 5,867              | 8,532       | 25,008            | 18,791      | 50,077       |
| Legal and accounting fees  | 16,331             | 10,954      | 41,875            | 23,588      | 70,179       |
| Total expenses   | 24,508             | 25,194      | 75,833            | 58,404      | 147,795      |
| <b>OPERATING LOSS</b>  | (24,508)           | (25,194)    | (75,833)          | (58,404)    | (147,795)    |
| <b>OTHER INCOME<br/>(EXPENSE)</b>  |                    |             |                   |             |              |
| Foreign currency transaction<br>gain (loss)                                  | -                  | (21)        | (16)              | 32          | (171)        |
| Interest income  | -                  | -           | -                 | 4           | 4            |
| Total other income (expense)   | -                  | (21)        | (16)              | 36          | (167)        |
| Net Loss   | \$ (24,508)        | \$ (25,215) | \$ (75,849)       | \$ (58,368) | \$ (147,962) |
| Basic and diluted loss per<br>common share                                   | \$ (0.00)          | \$ (0.00)   | \$ (0.00)         | \$ (0.00)   |              |
| Basic and diluted weighted<br>average number of common<br>shares outstanding | 252,740,105        | 251,849,996 | 252,144,541       | 251,849,996 |              |

See accompanying notes to unaudited financial statements.

F-2

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**SANTO MINING CORP.**  
**(formerly Santo Pita Corp.)**

**(A Development Stage Company)**  
**STATEMENTS OF CASH FLOWS**

|   | (Unaudited)<br>Nine Months<br>Ended<br>April 30, 2012 | Nine Months<br>Ended<br>April 30,<br>2011 | From<br>July 8, 2009<br>(Inception) to<br>April 30, 2012 |
|---|---|---|--|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                       |   |   |  |
| Net loss  | \$ (75,849)   | \$ (58,368)                               | \$ (147,962)   |
| Adjustments to reconcile<br>net loss to net cash used in<br>operating activities: |   |   |  |
| Amortization  | 794   | 125                                       | 1,097  |
| Changes in operating assets<br>and liabilities:                                   |   |   |  |
| Prepaid expenses  | -   | 15,720                                    | -  |
| Accounts payable  | 2,266   | 6,775                                     | 6,056  |
| Net cash used in operating activities   | (72,789)  | (35,748)                                  | (140,809)  |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                                       |   |   |  |
| Loan to related party   | (42,537)  | -   | (42,537)   |
| Payments for website  | -   | (2,500)                                   | (4,880)  |
| Net cash used in investing activities   | (42,537)  | (2,500)                                   | (47,417)   |
| <b>CASH FLOWS FROM FINANCING<br/>ACTIVITIES</b>                                   |   |   |  |
| Proceeds from sale of<br>common stock   | 150,000   | -   | 188,950  |
| Proceeds from related party<br>advances, net                                      | 43,744  | 19,500                                    | 79,881   |
| Net cash provided by financing<br>activities                                      | 193,744   | 19,500                                    | 268,831  |
| Net change in cash  | 78,418  | (18,748)                                  | 80,605   |
| Cash, beginning of period   | 2,187   | 22,732                                    | -  |
| Cash, end of period   | \$ 80,605   | \$ 3,984                                  | \$ 80,605  |

SUPPLEMENTAL CASHFLOW DISCLOSURES

|                   |    |    |    |   |    |       |
|-------------------|----|----|----|---|----|-------|
| Interest paid     | \$ | -  | \$ | - | \$ | 4     |
| Income taxes paid | \$ | 15 | \$ | - | \$ | 1,719 |

See accompanying notes to unaudited financial statements.

F-3

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**SANTO MINING CORP.**  
**(A DEVELOPMENT STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**

**(Unaudited)**

**NOTE 1. – BASIS OF PRESENTATION**

The accompanying unaudited interim financial statements of Santo Mining Corp. (“Santo Mining” or the “Company”) have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission (“SEC”), and should be read in conjunction with the audited financial statements and notes thereto contained in Santo Mining’s Annual Report filed with the SEC on Form 10-K for the year ended July 31, 2011. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which substantially duplicate the disclosure contained in the audited financial statements for fiscal 2011 as reported in the Form 10-K have been omitted.

**NOTE 2. – GOING CONCERN**

These financial statements have been prepared on a going concern basis, which implies Santo Mining will continue to meet its obligations and continue its operations for the next fiscal year. As of April 30, 2012, Santo Mining has not generated revenues and has accumulated losses of \$147,962 since inception. Santo Pita has not commenced operations. The Company’s sole officer and director is unwilling to loan or advance any additional capital to the Company, except for the costs associated with the preparation and filing of reports with the SEC. These factors raise substantial doubt regarding Santo Mining’s ability to continue as a going concern. The continuation of Santo Mining as a going concern is dependent upon financial support from its stockholders, the ability of Santo Mining to obtain necessary equity financing to continue operations, and the attainment of profitable operations. Realization value may be substantially different from carrying values as shown and these financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should Santo Pita be unable to continue as a going concern.

**NOTE 3. – RELATED PARTY TRANSACTIONS**

As of April 30, 2012, Santo Mining had advances of \$79,881 payable to its president and sole director after a reimbursement of \$2,000 was made to her during this quarter. These advances were made to cover incorporation costs



of the Company and ongoing legal and accounting fees related to our SEC reporting obligations. The advances bear no interest, are unsecured and are due on demand.

On May 31, 2012, Santo Mining entered into a promissory note with GEXPLO, SRL, a company owned by Santo Mining's corporate secretary, Mr. Alain French. The total amount loaned was \$59,770 as of May 31, 2012 for exploration expenses that the Company paid on GEXPLO's behalf. The loan is non-interest bearing and matures on December 31, 2012. The transactions have been recorded as loan to related party and totaled \$42,537 as of April 30, 2012.

F-5

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**NOTE 4. – COMMON STOCK**

On March 2, 2012, Santo Mining sold 1,350,000 shares (300,000 shares pre-split) of common stock at \$0.11 per share (\$0.50 per share pre-split) for a total of \$150,000 in a private placement transaction.

On March 12, 2012, the Company received written consent from its majority holders constituting 59.56% of voting securities to effect a forward split of the Company's issued and outstanding shares on a basis of 1 for 4.5. On March 26, 2012, a 1 for 4.5 forward stock split of our common stock was effective increasing our issued and outstanding common stock from 56,266,663 to 253,199,996. All share and per share amounts have been restated retroactively for the impact of the forward split.

**NOTE 5. – SUBSEQUENT EVENT**

On May 31, 2012, Santo Mining entered into a promissory note with GEXPLO, SRL, a company owned by Santo Mining's corporate secretary, Mr. Alain French. The total amount loaned was \$59,770 as of May 31, 2012 for exploration expenses that the Company paid on GEXPLO's behalf. The loan is non-interest bearing and matures on December 31, 2012. The transactions have been recorded as loan to related party and totaled \$42,537 as of April 30, 2012.

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

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

**Overview**

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

There is uncertainty as to whether we can continue as an on-going business for the next twelve months if we are unable to obtain additional capital to pay our bills. Our independent auditor has raised substantial doubt regarding our ability to continue as a going concern. This is because we have not generated any revenues and no revenues are anticipated until we complete the development of our websites, locate suppliers of products/services and can sell products/services to our customers. Accordingly, we must raise cash from sources other than operations. Our only other source for cash at this time is investments by others.

To meet our need for cash we raised \$33,950 in a private placement offering which closed on July 31, 2010 ("July Offering"). On March 2, 2012, the Company sold 1,350,000 shares (300,000 shares pre-split) of common stock at \$0.11 per share (\$0.50 per share pre-split) for a total of \$150,000 in a private placement transaction. Even with these funds, we cannot guarantee that we will stay in business after twelve months. If we are unable to secure enough suppliers of products at suitably low pricing or enough customers willing to buy the products and services at higher than the price we have negotiated with our suppliers, we may quickly use up the proceeds from the offering and will need to find alternative sources, like a second public offering, a private placement of securities, or loans from our officers or others in order for us to maintain our operations. At the present time, we have not made any arrangements

to raise additional cash, other than from our private offering. If we need additional cash and cannot raise it, we will either have to suspend operations until we do raise the cash, or cease operations entirely. Currently, the Company is having trouble raising capital for its teeth whitening business and is looking at opportunities in the mining sector in the Dominican Republic where we hope be a more interest to raise capital in this sector. However, our president is willing to fund the costs associated with the preparation and filing of reports with the SEC for the first 12 months after effectiveness of our Registration Statement on Form S-1, and all applicable legal and accounting fees that we expect to be incurred by the Company in that regard. We anticipate these fees to total approximately \$10,000 to \$15,000.

On March 12, 2012, we received written consent of the stockholders in lieu of a special meeting to effect a 1 for 4.5 forward stock split of the Company's issued and outstanding shares of common stock, change of name and increase our authorized shares.

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

On March 26, 2012, a 1 for 4.5 forward stock split of our common stock was effective increasing our issued and outstanding common stock from 56,266,663 to 253,199,996. All share and per share amounts have been restated retroactively for the impact of the forward split.

*Plan of Operations*

We have not been able to raise sufficient capital to fund our dental whitening business and our management has decided to review opportunities for the acquisition of an operating business or assets in a different industry. We have focused our search on mineral exploration companies in our region and have changed our name to Santo Mining Corp.

We estimate that our expenses over the next 12 months will be approximately \$145,000 as described in the table below. These estimates may change significantly depending on the nature of our future business activities and our ability to raise capital from shareholders or other sources.

| Description                         | Estimated<br>Completion<br>Date | Estimated<br>Expenses<br>\$ |
|-------------------------------------|---------------------------------|-----------------------------|
| Legal and accounting fees           | 12 months                       | 80,000                      |
| Due diligence on acquisition target | 12 months                       | 40,000                      |
| General and administrative expenses | 12 months                       | 25,000                      |
| <b>Total</b>                        |                                 | <b>\$145,000</b>            |

We intend to meet our cash requirements for the next 12 months through a combination of debt financing and equity financing by way of private placements. We currently do not have any arrangements in place to complete any private placement financings and there is no assurance that we will be successful in completing any such financings on terms that will be acceptable to us.

If we are not able to raise the full \$145,000 to implement our business plan as anticipated, we will scale our business development in line with available capital. Our primary priority will be to retain our reporting status with the Securities and Exchange Commission, which means that we will first ensure that we have sufficient capital to cover our legal and accounting expenses. We will likely not expend funds on the remainder of our planned activities unless we have the required capital.

*Limited operating history; need for additional capital*

There is limited historical financial information about us upon which to base an evaluation of our performance. We are a development stage company and have not generated any revenues to date. We cannot guarantee we will be successful in our business operations. Our business is subject to risks inherent in the establishment of a new business

enterprise, including limited capital resources and possible cost overruns due to price and cost increases in services and products.

To become profitable and competitive, we have to locate and negotiate agreements with established businesses to offer their products/services for sale to us at pricing that will enable us to establish and sell the products/services to our clientele at a profit.

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

*Results of operations*

**From Inception on July 8, 2009 to April 30, 2012**

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

During the period, we incorporated the Company, hired an attorney and hired an auditor for the preparation of our SEC filings. We have prepared an internal business plan. We reserved three domain names for the company: [www.drdentalspa.com](http://www.drdentalspa.com); [www.drredientesblancos.com](http://www.drredientesblancos.com); and [www.santomining.com](http://www.santomining.com). We have retained a web design firm which has completed the development of two out of the three websites. We have acquired a set of teeth whitening equipment and kits for our marketing efforts. We have been unable to adequately fund our teeth whitening business and our management has began looking at opportunities in other industries.

Our net loss since inception is \$147,962 as a result of incurring expenses of \$70,179 for accounting and legal fees, \$27,539 for consulting fees and \$50,077 for other general and administrative expenses.

On December 1, 2011, we entered into a consulting agreement (the "Agreement") with an independent consulting firm ("Firm"). Pursuant to the Agreement, the Firm will evaluate the business of the Company as well as coordinate the Company's SEC reporting requirements and filings. The Company will pay the Firm \$4,000 a month and will issue the Consultant 350,000 shares at the end of the third month from the date the agreement was signed. The Agreement will terminate on December 1, 2012, with the Company having an option to extend the Agreement for an additional year.

On May 31, 2012, we entered into a promissory note with GEXPLO, SRL, a company owned by our corporate secretary, Mr. Alain French. The total amount loaned was \$59,770 as of May 31, 2012 for exploration expenses that we paid on GEXPLO's behalf. The loan is non-interest bearing and matures on December 31, 2012. The transactions have been recorded as loan to related party.

**Liquidity and capital resources**

On July 30, 2010, we sold 150,000,000 shares (33,333,333 shares pre-split) of common stock to our sole officer and director, Rosa Habeila Feliz Ruiz for \$5,000. There were no other shares issued to Ms. Feliz Ruiz since our inception.

Since incorporation, Ms. Ruiz has been the Company's only promoter.

On July 31, 2010, we sold 101,849,996 shares (22,633,330 shares pre-split) of our common stock at \$0.0003 per share (\$0.0015 per share pre-split) for a total of \$33,950. The shares were issued pursuant to Regulation S of the Securities Act of 1933 to forty (40) investors.

On March 2, 2012, we sold 1,350,000 shares (300,000 shares pre-split) of common stock at \$0.11 per share (\$0.50 per share pre-split) for a total of \$150,000 in a private placement transaction. The shares were issued pursuant to Regulation S of the Exchange Act of 1933.

As of April 30, 2012, our total assets were \$126,925 comprised of cash and amounts capitalized relating to the development of our websites and a note receivable and our total liabilities were \$85,937 comprised of accounts payable and related party advances.

On May 31, 2012, we entered into a promissory note with GEXPLO, SRL, a company owned by our corporate secretary, Mr. Alain French. The total amount loaned was \$59,770 as of May 31, 2012 for



exploration expenses that we paid on GEXPLO's behalf. The loan is non-interest bearing and matures on December 31, 2012. The transactions have been recorded as loan to related party.

### **Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

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

### **ITEM 4. CONTROLS AND PROCEDURES.**

#### *Evaluation of Disclosure Controls and Procedures*

We maintain "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act"), that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Principal Executive Officer and Principal Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. We conducted an evaluation under the supervision and with the participation of our Principal Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report pursuant to Rule 13a-15 of the Exchange Act. Based on this Evaluation, our Principal Executive Officer and Principal Financial Officer concluded that our Disclosure Controls were effective as of the end of the period covered by this report.

#### *Changes in Internal Controls*

There have been no changes in our internal control over financial reporting that occurred during the fiscal quarter covered by the Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.



**PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS.**

Currently we are not aware of any litigation pending or threatened by or against the Company.

**ITEM 1A. RISK FACTORS**

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

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

None.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES.**

None.

**ITEM 4. MINE SAFETY DISCLOSURES.**

None.

**ITEM 5. OTHER INFORMATION.**

None.



**ITEM 6. EXHIBITS.**

The following documents are included herein:

| <b>Exhibit No.</b> | <b>Document Description</b>  |
|--------------------|--|
| 10.1               | Promissory Note from Santa Mining Corp. to GEXPLO, SRL, dated May 31, 2012.  |
| 31.1               | Certification of Principal Executive Officer and Principal Financial Officer pursuant to Rule 13a-15(e) and 15d-15(e), promulgated under the Securities and Exchange Act of 1934, as amended.  |
| 32.1               | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Executive Officer and Chief Financial Officer).  |
| 101*               | Interactive Data Files<br>101 INS - XBRL Instance Document<br>101 SCH - XBRL Taxonomy Schema<br>101 CAL - XBRL Taxonomy Calculation Linkbase<br>101 DEF - XBRL Taxonomy Definition Linkbase<br>101 LAB - XBRL Taxonomy Label Linkbase<br>101 PRE - XBRL Taxonomy Presentation Linkbase |

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

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

**SIGNATURES**

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

**SANTO MINING CORP.**

Date: June 15, 2012

/s/ ROSA HABELLA FELIZ RUIZ

Rosa Habeila Feliz Ruiz

President, Principal Executive Officer, Treasurer, Principal  
Financial Officer, Principal Accounting Officer

(Duly Authorized Officer and Principal Executive Officer)