

ARDENT MINES LTD
Form 10-K/A
October 25, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-K/A
(Amendment No. 1)

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

For the fiscal year ended: June 30, 2012

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

For the transition period from _____ to _____

Commission File Number: **000-50994**

Ardent Mines Limited

(Exact Name of Registrant as Specified in its Charter)

Nevada
(State of other jurisdiction of
incorporation or organization)

88-0471870
(IRS Employer Identification
Number)

100 Wall Street, 10th Floor
New York, NY 10005

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(Address of principal executive offices)

778-892-9490

(Registrant's telephone number)

Securities registered pursuant to Section 12(b) of the Exchange Act: None

Securities registered pursuant to Section 12(g) of the Exchange Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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 ☒ No ☐

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K: ☐

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

Large Accelerated Filer	..	Accelerated Filer	..
Non-Accelerated Filer	..	Smaller Reporting Company	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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant’s most recently completed second fiscal quarter: \$1,601,621 at December 31, 2011.

Indicate the number of shares outstanding of each of the registrant’s classes of common stock, as of the latest practicable date: The Issuer had 16,623,391 shares of Common Stock, par value \$.00001, outstanding as of October 11, 2012.

EXPLANATORY NOTE

Ardent Mines Limited (“we,” “us,” “our,” or the “Company”) is filing this Amendment No. 1 to its Annual Report on Form 10-K (“Amendment No. 1”) for the year ended June 30, 2012 to include certain Interactive Data Files as exhibits as required by Part IV, Item 15 (Exhibits) of Form 10-K. When we initially filed our Form 10-K for the year ended June 30, 2012, which was filed with the Securities and Exchange Commission on October 15, 2012, we relied upon Rule 405(a)(2) of Regulation S-T to take advantage of the 30-day grace period for the initial filing of our first Interactive Data File required to contain detail-tagged footnotes or schedules. We are filing this Amendment No. 1 for the purpose of furnishing the Interactive Data Files, included in Exhibits 101.INS, 101.SCH, 101.CAL, 101.DEF, 101.LAB and 101.PRE, in Part IV, Item 15 of this Form 10-K.

No other information included in the Company’s Form 10-K for the year ended June 30, 2012 is changed by this Amendment No. 1. In addition, this Amendment No. 1 does not reflect events that have occurred after October 15, 2012, the date we initially filed our Form 10-K for the year ended June 30, 2012, nor does it modify or update those disclosures in the Form 10-K that may have been affected by subsequent events.

Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files furnished on Exhibit 101 hereto will not be deemed “filed” for the purposes of Section 18 of the Securities and Exchange Act of 1934 or otherwise subject to the liability of that section, nor will they be deemed filed or made a part of a registration statement or prospectus for purposes of Sections 11 and 12 of the Securities Act of 1933, or otherwise subject to liability under those sections.

PART IV

ITEM 15: EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

Exhibit No.	Description of Exhibits
Exhibit 3.1	Certificate of Incorporation, incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form SB-2, filed with the Securities and Exchange Commission on November 30, 2000.
Exhibit 3.2	Bylaws, incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form SB-2, filed with the Securities and Exchange Commission on November 30, 2000.
Exhibit 10.1	Trust Agreement between Taras Chebountchak and Ardent Mines Limited, incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on January 7, 2007.
Exhibit 10.2	Consulting Agreement between Ardent Mines Limited and Natasha Lysiak, Independent Consultant, incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 10-KSB, filed with the Securities and Exchange Commission on September 28, 2007.
Exhibit 10.3	Consulting Agreement between Ardent Mines Limited and Executive Consulting Services Group, dated as of September 1, 2010, incorporated by reference to Exhibit 10.3 to the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on September 28, 2010.
Exhibit 10.4	Corporate Development Services Agreement, by and between Ardent Mines Limited and CRG Finance AG, dated as of September 27, 2010, incorporated by reference to Exhibit 10.3 to the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on September 28, 2010.
Exhibit 10.5	Promissory Note, by and between the Company and CRG Finance AG, dated as of August 31, 2010, incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 15, 2010.
Exhibit 10.6	Letter of Intent to Acquire Rio Sao Pedro Mineracao LTDA, by and between the Company and Rio Sao Pedro Mineracao LTDA, dated as of September 25, 2010, incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 15, 2010.
Exhibit 10.7	Employment Agreement, by and between the Company and Leonardo Riera, dated as of September 27, 2010, incorporated by reference to Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 15, 2010.
Exhibit 10.8	

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Convertible Promissory Note, by and between the Company and CRG Finance AG, dated as of October 19, 2010, incorporated by reference to Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 15, 2010.

Exhibit 10.9 Agreement, by and between the Company and Luciano de Freitas Borges, dated as of December 9, 2010, incorporated by reference to Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on February 14, 2011.

Exhibit 10.10	Exploration and Acquisition Agreement, by and between the Company and Afrocan Resources Ltd., dated as of December 12, 2010, incorporated by reference to Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on February 14, 2011.
Exhibit 10.11	Exploration and Acquisition Agreement, by and between the Company and Afrocan Resources Ltd., dated as of December 12, 2010, incorporated by reference to Exhibit 10.11 to the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on February 14, 2011.
Exhibit 10.12	Purchase Agreement by and between the Company, Gold Hills Mining Ltda. and the shareholders of Gold Hills Mining Ltda., dated as of May 4, 2011, incorporated by reference to Exhibit 10.12 to the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on August 31, 2011.
Exhibit 10.13	Stock Option Plan, adopted as of May 12, 2011, incorporated by reference to Exhibit 10.13 to the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on August 31, 2011.
Exhibit 10.14	Form of Stock Option Agreement, with schedule of grants appended, , incorporated by reference to Exhibit 10.14 to the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on August 31, 2011.
Exhibit 10.15	Form of Securities Purchase Agreement, dated September 1, 2011, incorporated by reference to Exhibit 10.15 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on September 8, 2011.
Exhibit 10.16	Form of Registration Rights Agreement, dated September 1, 2011, incorporated by reference to Exhibit 10.16 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on September 8, 2011.
Exhibit 10.17	Placement Agent Agreement with Rodman & Renshaw, LLC, dated June 15, 2011, incorporated by reference to Exhibit 10.17 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on September 8, 2011.
Exhibit 10.18	Separation Agreement, by and between the Company and Leonardo Riera, dated November 22, 2011, incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on November 28, 2011.
Exhibit 10.19	Commitment Letter, by and among the Company and CRG Finance AG, dated as of March 1, 2012, incorporated by reference to Exhibit 10.19 to the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 21, 2012.
Exhibit 10.20	Security Agreement, by and among the Company and CRG Finance AG, dated as of March 1, 2012, incorporated by reference to Exhibit 10.20 to the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 21, 2012.

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Exhibit 10.21	Amended and Restated Senior Note to CRG Finance AG in the amount of \$1,142,900, dated as of March 1, 2012, incorporated by reference to Exhibit 10.21 to the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 21, 2012.
Exhibit 10.22	Form of Option Grant Agreement, incorporated by reference to Exhibit 10.22 to the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 21, 2012.

Exhibit 10.23	2012 Stock Option Plan, adopted February 24, 2012, as amended June 28, 2012, incorporated by reference to Exhibit 10.23 to the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on October 15, 2012.
Exhibit 10.24	Note to CRG Finance AG in the amount of \$30,000, dated as of March 2, 2012, incorporated by reference to Exhibit 10.24 to the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on October 15, 2012.
Exhibit 10.25	Note to CRG Finance AG in the amount of \$50,000, dated as of April 3, 2012, incorporated by reference to Exhibit 10.25 to the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on October 15, 2012.
Exhibit 10.26	Note to Tumlins Trade Inc. in the amount of \$250,000, dated as of April 3, 2012, incorporated by reference to Exhibit 10.26 to the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on October 15, 2012.
Exhibit 10.27	Note to Volodymyr Khopta in the amount of \$300,000, dated as of June 18, 2012, incorporated by reference to Exhibit 10.27 to the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on October 15, 2012.
Exhibit 10.28	Note to CRG Finance AG in the amount of \$105,000, dated as of June 19, 2012, incorporated by reference to Exhibit 10.28 to the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on October 15, 2012.
Exhibit 10.29	Note to CRG Finance AG in the amount of \$300,000, dated as of September 9, 2012, incorporated by reference to Exhibit 10.29 to the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on October 15, 2012.
Exhibit 14.1	Code of Ethics, incorporated by reference to Exhibit 14.1 to the Company's Annual Report on Form 10-KSB, filed with the Securities and Exchange Commission on October 14, 2003.
Exhibit 21	List of Subsidiaries, incorporated by reference to Exhibit 21 to the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on October 15, 2012.
Exhibit 23.1	Consent of Jeffrey Volk, Geologist, SRK Consulting (U.S.), Inc. to filing of Technical Report on Exploration, dated as of July 5, 2011, incorporated by reference to Item 24 of Exhibit 99.2 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 8, 2011.
Exhibit 31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.1	Certification of the Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Exhibit 32.2 Certification of the Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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Exhibit 99.1 NI 43-101 Technical Report on Exploration, dated July 5, 2011, incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 8, 2011.

Exhibit 101 Interactive Data Files

101.INS – XBRL Instance Document

101.SCH - XBRL Taxonomy Schema

101.CAL - XBRL Taxonomy Calculation Linkbase

101.DEF - XBRL Taxonomy Definition Linkbase

101.LAB - XBRL Taxonomy Label Linkbase

101.PRE - XBRL Taxonomy Presentation Linkbase

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

ARDENT MINES LIMITED

(Registrant)

By: /S/ URMAS TURU
Name: Urmaz Turu
Title: Interim Chief Executive Officer, Principal Executive Officer and Director

By: /s/ GABRIEL MARGENT
Name: Gabriel Margent
Title: Chief Financial Officer, Director, Principal Financial Officer and Principal Accounting Officer

Dated: October 25, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ URMAS TURU
Name: Urmaz Turu
Title: Interim Chief Executive Officer and Director
Dated: October 25, 2012

/s/ GABRIEL MARGENT

Name: Gabriel Margent

Title: Chief Financial Officer and Director

Dated: October 25, 2012

/s/ LUCIANO DE FREITAS BORGES

Name: Luciano de Freitas Borges

Title: President and Director

Dated: October 25, 2012

Exhibit Index

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Exhibit 3.2	Bylaws, incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form SB-2, filed with the Securities and Exchange Commission on November 30, 2000.
Exhibit 4.1	Form of Warrant, incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on September 8, 2011.
Exhibit 10.1	Trust Agreement between Taras Chebountchak and Ardent Mines Limited, incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on January 7, 2007.
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