ARDENT MINES LTD
Form 10-Q
May 16, 2011
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

x Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended: March 31, 2011

¨ 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: 000-50423

ARDENT MINES LIMITED
(Exact Name of Registrant as Specified in its Charter)

Nevada	88-0471870
(State or Other Jurisdiction of Incorporation or Organization)	(IRS Employer Identification Number)

100 Wall Street, 21 st Floor
New York, New York 10005
(Address of principal executive offices)

(855) 273-3686
(Registrant's telephone number, including area code)

N/A
(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 ¨ No ¨

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

Large Accelerated Filer	¨	Accelerated Filer	¨
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 x No ¨

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: The Issuer had 15,113,650 shares of Common Stock, par value $0.00001, outstanding as of May 13, 2011.

ARDENT MINES LIMITED

FORM 10-Q
March 31, 2011
INDEX

PART I— FINANCIAL INFORMATION		
Item 1.	Financial Statements (unaudited)	3
Item 2.	Management's Discussion and Analysis of Financial Condition	4
Item 3	Quantitative and Qualitative Disclosures About Market Risk	8
Item 4.	Control and Procedures	8
PART II— OTHER INFORMATION		
Item 1	Legal Proceedings	9
Item 1A	Risk Factors	9
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	9
Item 3.	Defaults Upon Senior Securities	9
Item 4.	Submission of Matters to a Vote of Security Holders	9
Item 5.	Other Information	9
Item 6.	Exhibits and Reports on Form 8-K	10
	SIGNATURE	11

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Ardent Mines Limited
(An Exploration Stage Company)

March 31, 2011

FINANCIAL STATEMENTS

Balance Sheets (unaudited)	F-1
Statements of Expenses (unaudited)	F-2
Statements of Cash Flows(unaudited)	F-3
NOTES TO (Unaudited) FINANCIAL STATEMENTS	F-4

ARDENT MINES LIMITED
(An Exploration Stage Company)
BALANCE SHEETS
(Unaudited)

	March 31, 2011	June 30, 2010
ASSETS		
Current Assets		
Cash	$ 3,692	$ 4,736
Escrow account	100,000	-
Total Current Assets	$ 103,692	$ 4,736
Fixed Assets		
Computer equipment	$ 2,084	$ -
Software	286	-
Total Fixed Assets	$ 2,370	$ -
TOTAL ASSETS	$ 106,062	$ -
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable	$ 9,566	$ 6,060
Loan Payable	620,000	-
Related party advances	43,554	38,490
Total Current Liabilities	$ 673,120	$ 44,550
Accrued Liabilities		
Accrued executive compensation	60,000	-
Accrued director compensation	35,000	-
Accrued advisory services	275,000	-
Accrued interest on loan	12,250	-
Total Accrued Liabilities	$ 382,250	
TOTAL LIABILITIES	$ 1,055,370	$ 44,550
Stockholders' Deficit		
Preferred Stock, $0.00001 par value, 100,000,000 shares authorized, 0 shares issued and outstanding	-	-
Common Stock, $0.00001 par value, 100,000,000 shares authorized, 14,257,650 shares issued and outstanding	149	149
Additional paid in capital	551,518	467,018
Deficit accumulated during the exploration stage	(1,500,975)	(506,981)
Total Stockholders' Deficit	(949,308)	(39,814)

TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$	106,062	$	4,736

The accompanying notes are an integral part of these interim unaudited financial statements.

ARDENT MINES LIMITED
(An Exploration Stage Company)
STATEMENTS OF EXPENSES
(unaudited)

	Three Months Ended March 31, 2011	Three Months Ended March 31, 2010	Nine Months Ended March 31, 2011	Nine Months Ended March 31, 2010	Inception (July 27, 2000) Through March 31, 2011
Operating Expenses:					
Consulting Expense	4,000	450	10,500	7,765	324,746
Rent	7,882	-	9,858	-	9,858
Marketing	75,660	-	75,660	-	75,660
Director Compensation	25,045	-	47,545	-	47,545
Executive Compensation	59,500	-	258,000	-	258,000
Filing and Incorporation Fees	1,040	-	5,941	-	9,404
Other General & Administrative	8,472	55	17,344	394	55,100
Legal & Accounting	76,116	1,250	169,607	11,250	333,113
Mining Exploration	-	-	10,000	-	24,588
Advisory Services	75,000	-	275,000	-	275,000
Travel	43,208	-	101,835	-	108,104
Total Operating Expenses	375,923	1,755	981,290	19,409	1,521,118
Interest expense	8,812	-	12,250	-	16,978
OTHER INCOME					
Debt Forgiveness	-	-	-	-	37,714
Total Other Income	-	-	-	-	37,714
Net loss	$ (384,735)	$ (1,755)	$ (993,540)	$ (19,409)	$ (1,500,382)
Net loss per share Basic and diluted	$ (0.03)	$ (0.00)	$ (0.07)	$ (0.00)	N/A
Weighted average shares outstanding- Basic and diluted	14,257,650	14,257,650	14,257,650	14,257,650	N/A

The accompanying notes are an integral part of these interim unaudited financial statements.

F-2

ARDENT MINES LIMITED
(An Exploration Stage Company)
STATEMENTS OF CASH FLOWS
(unaudited)

	Nine Months Ended March 31, 2011	Nine Months Ended March 31, 2010	Inception (July 27, 2000) Through March 31, 2011
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	$ (993,540)	$ (19,409)	$ (1,500,382)
Adjustments to reconcile net loss to cash used in operating activities:			
Debt forgiveness	-		(37,714)
Escrow account	(100,000)		(100,000)
Imputed interest on related party payable	12,250	-	13,540
Stock issued for services	84,500	-	359,500
Change in:			
Accounts payable accrued liabilities	338,052	(3,940)	365,558
Accrued directors compensation	35,000	-	35,000
NET CASH USED IN OPERATING ACTIVITIES	(623,738)	(23,349)	(864,498)
CASH FLOWS FROM INVESTING ACTIVITIES			
Computer equipment	$ (2,084)	$ -	$ (2,084)
Software	(286)	-	(286)
NET CASH USED IN INVESTING ACTIVITIES	$ (2,370)	$ -	$ (2,370)
CASH FLOWS FROM FINANCING ACTIVITIES			
Stock issued for cash	-	-	190,877
Loan payable	620,000	-	620,000
Advances from related party	5,064	22,990	59,683
NET CASH PROVIDED BY FINANCING ACTIVITIES	625,064	22,990	870,560
NET CHANGE IN CASH	(1,044)	(359)	3,692
CASH AT BEGINNING OF PERIOD	4,736	494	-
CASH AT END OF PERIOD	$ 3,692	$ 135	$ 3,692
Supplemental Disclosures			
Interest Paid	$ -	$ -	$ -

Income tax Paid	$ -	$ -	$ -

The accompanying notes are an integral part of these interim unaudited financial statements.

ARDENT MINES LIMITED
(An Exploration Stage Company)
NOTES TO UNAUDITED FINANCIAL STATEMENTS

NOTE 1 - BASIS OF PRESENTATION

The accompanying unaudited interim financial statements of Ardent Mines Limited 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 and should be read in conjunction with the audited financial statements and notes thereto contained in Ardent Mines' Annual Report filed with the SEC on Form 10–K for the fiscal year ended June 30, 2010. In the opinion of management, all adjustments, necessary for a fair presentation of 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 the fiscal year ended June 30, 2010 as reported in the Form 10–K have been omitted.

NOTE 2 - GOING CONCERN

From July 27, 2000 (date of inception) to March 31, 2011, Ardent Mines Limited has incurred an accumulated deficit and has a working capital deficit at March 31, 2011. The ability of Ardent Mines to emerge from the exploration stage with respect to any planned principal business activity is dependent upon its successful efforts to raise additional equity financing and/or attain profitable mining operations. Management has plans to seek additional capital through a private placement and public offering of its common stock. There is no guarantee that Ardent Mines will be able to complete any of the above objectives. These factors raise substantial doubt regarding the Ardent Mines' ability to continue as a going concern.

NOTE 3 – ESCROW ACCOUNT

On January 4, 2011, Ardent Mines entered into an agreement with Gold Hills Mining Ltda. for 100% of their shares and mineral rights in exchange for cash payments and future royalties from Ardent. Ardent agreed to invest $3,500,000 in exploration for 15 months after Closing and to place an escrow deposit with a law firm in the amount of $100,000. Upon closing and the confirmation of certain mineral reserves, Ardent Mines agreed to make certain payments to the shareholders of Gold Hills. Once an environmental license is obtained, Ardent Mines agreed to pay the shareholders of Gold Hills $700,000. The shareholders will also receive a 2% net smelter royalty once production begins.

NOTE 4 - LOANS

As of March 31, 2011, we have borrowed a total of $620,000 from CRG Finance AG at a rate of 7.5% per annum. This unsecured loan, plus any interest accumulated, is due upon demand after the first anniversary of the agreement date within thirty calendar days upon delivery to the Borrower a written demand by the Lender. As of March 31, 2011, $12,250 in interest has accrued.

NOTE 5 - ADVANCES

As of March 31, 2011, Ardent Mines owes Urmas Turu, the Company's former president and board member, $43,554 that was used for payment of Company expenses. The amount has no terms of repayment, is unsecured, and bears no interest.

F-4

ARDENT MINES LIMITED
(An Exploration Stage Company)
NOTES TO UNAUDITED FINANCIAL STATEMENTS

NOTE 6 – STOCK OPTIONS

On February 4, 2011, the Company granted Leonardo Riera options to purchase 50,000 common shares at $.01 per share. This option was granted in lieu of the 50,000 shares he was entitled to receive pursuant to Section 3(b) his Employment Agreement with the Company, dated as of September 27, 2010.

NOTE 7 – DIRECTOR COMPENSATION

On November 1, 2010, Gabriel Margent was appointed to the Company's board of directors and to the position of financial expert on its Audit Committee. Mr. Margent is compensated at a rate of $5,000 per month. $2,500 of this amount shall be payable incrementally on a monthly basis and pro-rated for any partial month of service. The remainder of his compensation shall accrue until such time as the Company shall have received capital investments of $10,000,000, at which time all accrued and unpaid amounts shall be due and payable.

On November 30, 2010, James Ladner was appointed as a member of the board of directors and also the Audit Committee. Mr. Ladner is compensated at a rate of $5,000 per month. $2,500 of this amount shall be payable incrementally on a monthly basis and pro-rated for any partial month of service. The remainder of his compensation shall accrue until such time as the Company shall have received capital investments of $10,000,000, at which time all accrued and unpaid amounts shall be due and payable.

On December 9, 2010, Luciano de Freitas Borges was appointed as a member of the board of directors. Mr. Borges is compensated at a rate of $5,000 per month. $2,500 of this amount shall be payable incrementally on a monthly basis and pro-rated for any partial month of service. The remainder of his compensation shall accrue until such time as the Company shall have received capital investments of $10,000,000, at which time all accrued and unpaid amounts shall be due and payable.

NOTE 8 – CORPORATE DEVELOPMENT SERVICES AGREEMENT

On September 27, 2010, the Company entered into a Corporate Development Services Agreement with CRG Finance AG. The Company has agreed to pay to CRG the following amounts for the Advisory Services: (i) an inception fee of $100,000; and (ii) a monthly services fee of $25,000 commencing September 1, 2010. CRG shall be paid $10,000 per month of the Advisory Services Fee, with the balance of $15,000 per month together with the Inception Payment accruing until completion of the first Company financing following the date of the Services Agreement when such accruals shall be fully due and payable. As of March 31, 2011, $275,000 has been accrued.

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

The following discussion of the financial condition and results of operations of the Company should be read in conjunction with the financial statements and the related notes thereto included elsewhere in this Quarterly Report on Form 10-Q (this “Report”). This Report contains certain forward-looking statements and the Company's future operating results could differ materially from those discussed herein. Certain statements contained in this Report, including, without limitation, statements containing the words “believes”, “anticipates,” “expects” and the like, constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). However, as the Company intends to issue “penny stock,” as such term is defined in Rule 3a51-1 promulgated under the Exchange Act, the Company is ineligible to rely on these safe harbor provisions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Given these uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company disclaims any obligation to update any such factors or to announce publicly the results of any revisions of the forward-looking statements contained or incorporated by reference herein to reflect future events or developments, except as required by the Exchange Act.

Unless otherwise provided in this Report, references to the “Company,” the “Registrant,” the “Issuer,” “we,” “us,” and “our” re to Ardent Mines Limited.

Introduction

We were incorporated in Nevada on July 27, 2000. We are presently engaged in the acquisition of mining properties. The Company’s address is 100 Wall Street, 21st Floor, New York, NY 10005. The Company’s telephone number is (561) 989-3200.

In August 2000, we acquired the right to prospect one mineral property containing eight mining claims located on Copperkettle Creek in British Columbia, Canada. We have allowed these claims to lapse. From August 26, 2006 to December 11, 2006, we did not conduct any operations. During that period, we intended to identify an acquisition or merger candidate with ongoing operations in any field. However in December 2006 we decided to acquire the right to explore a new property in British Columbia and returned to the business of mineral exploration. On April 30, 2009, the Company decided not to renew certain claims due to a lack of capital. To date we have not performed any work on developing claims in Canada, and we no longer plan to pursue such development. The Company determined to pursue other mining development opportunities.

During the period covered by this Report, the Company continued to negotiate, and perform due diligence related to the acquisition of mining companies. Subsequent to the period covered by this Report, the Company completed its first acquisition.

The Company's Current Business Operations

Gold Hills Mining Ltda.

In January of 2011, the Company entered into a term sheet to acquire Gold Hills Mining Ltda. ("Gold Hills"), a Brazilian corporation which possesses rights for mineral extraction on properties located in Northeastern Brazil. During the period covered by this Report, the Company's officers conducted due diligence regarding Gold Hills. Subsequent to the period covered by this Report, the Company completed the acquisition.

On May 4, 2011, the Company acquired Gold Hills pursuant to a Purchase Agreement (the "Purchase Agreement") by and between the Company, Gold Hills and the two shareholders of Gold Hills (such shareholders are referred to herein as the "Sellers"). Pursuant to the Purchase Agreement, the Sellers have sold to the Company One Hundred Percent (100%) of all the issued and outstanding equity interests (the "Shares") of Gold Hills for the following purchase price:

(a) Two Hundred and Fifty Thousand U.S. Dollars ($250,000).

(b) The Company shall conduct an exploration campaign at the properties (the "Exploration"). Upon the completion of the Exploration, the following amounts shall be paid by Gold Hills to the Sellers:

(i) If the Exploration confirms the existence of gold mineral reserves of less than Three Hundred Thousand (300,000) ounces, no additional payment shall be made by the Company to the Sellers.

(ii) If the Exploration confirms the existence of gold mineral reserves of between Three Hundred Thousand (300,000) and Four Hundred Ninety-Nine Thousand Nine Hundred and Ninety-Nine (499,999) ounces, the additional payment to be made to the Sellers shall be Four Hundred Thousand U.S. Dollars ($400,000).

(iii) If the Exploration confirms the existence of gold mineral reserves of greater than Four Hundred Ninety-Nine Thousand Nine Hundred and Ninety-Nine (499,999) ounces, the additional payment to be made to the Sellers shall be (a) One Million U.S. Dollars ($1,000,000); plus (b) Two U.S. Dollars ($2) per additional ounce in excess of the first Five Hundred Thousand (500,000) ounces, to be paid in four biannual installments starting in twelve (12) months.

(c) Upon Gold Hills obtaining certain enumerated environmental licenses which are necessary to commence Gold Hills planned mining operations, the Company will make an additional cash payment to the Sellers in the amount of Seven Hundred Thousand U.S. Dollars ($700,000).

(d) Upon the commencement of the successful mining and processing of gold by Gold Hills, the Sellers shall be entitled to receive a royalty equal to Two Percent (2%) of Gold Hills' gross income, as calculated in accordance with generally accepted accounting principals.

Subject to the Company's determination of the existence of such gold reserves as set forth above, the Company will invest Three Million Five Hundred Thousand U.S. Dollars ($3,500,000) in Gold Hills.

Pursuant to the Purchase Agreement, one of the Sellers shall be appointed to Gold Hills' Board. The Purchase Agreement also contains standard representations and warranties, and provides for arbitration in the event of any dispute.

Exploration and Acquisition Agreement to Acquire Capri General Trading Co. Ltd.

On December 12, 2010, the Company entered into an Exploration and Acquisition Agreement (the “Capri Agreement”) with Afrocan Resources Ltd. (“Afrocan”), a company incorporated in British Columbia, Canada. Afrocan owns 100% of all issued and outstanding shares of Capri General Trading Co. Ltd. (“Capri”), which is the legal and beneficial owner of 100% of all mineral rights as per Tanzanian License No. PL 1761/2001 (the “Shenda License”). The Shenda License is the mineral rights for a property situated approximately 53 kilometers West North West of Kahama in the Bukombe District, in the Shinyanga Region of Tanzania. Subject to the closing of the transaction, Capri will become a wholly owned subsidiary of the Company.

Pursuant to the Capri Agreement, the Company intends to conduct exploration activities at the property covered by the Shenda license (the “Shenda Property”) over the following twelve months (such costs, the “Exploration Costs”). In the event that the Company shall ascertain commercially available and commercially exploitable reserves of not less than Four Hundred Thousand (400,000) ounces of gold at the Shenda Property, the Company shall acquire all of the issued and outstanding equity interests in Capri (the “Capri Shares”) from Afrocan. In exchange for the acquisition of the Capri Shares, the Company shall issue to Afrocan shares of the Company having an aggregate value of Nine Million U.S. Dollars ($9,000,000) (the “Ardent Shares”). The price per share shall be determined at the lower of Five U.S. Dollars ($5.00) per share or the average closing price of the publicly traded common stock of the Company on the five (5) consecutive days prior to the closing. In the event that the Exploration Costs exceed Three Million U.S. Dollars ($3,000,000), the number of Ardent Shares to be delivered shall be reduced accordingly, so that the total value of the purchase price shall not exceed Twelve Million U.S. Dollars ($12,000,000).

The closing of the Capri Agreement transaction is subject to final due diligence satisfactory to the Company and the completion and execution of detailed long form agreements supplementing the terms and conditions of the Capri Agreement, including, without limitation, representations regarding the validity of the assessments of all gold ore reserves, the status of all government licenses and related matters. The Company and Afrocan have agreed to exclusivity and not to solicit or negotiate any alternative transactions.

Following the closing, the Company shall undertake to raise such funds as are necessary for the development of mining operations at the property covered by the Shenda License and the general operating expenses of the Company.

Mining Operations in Peru

The Company has agreed to general terms for the purchase of 100% of the shares of Sociedad Minera Las Cumbres SAC (“Las Cumbres”), the operator of a silver mine located in the Churín region of Peru, approximately 150 miles Northeast of the capital city of Lima. The Company has also entered into an option agreement with Alfredo de Lima SMRL to purchase the mineral rights for the Condorsenga mine, where the Las Cumbres operation is located.

Subject to the general terms agreed upon for the acquisition, the Company will purchase Las Cumbres and its operating assets in exchange for shares of the Company’s common stock valued at $3,000,000. The acquisition is also subject to certain exploration, investment and expansion conditions on the part of the Company and certain capacity and production requirements on the part of the sellers. The owners of Las Cumbres have agreed to assist in the operation of the mine and will receive certain management incentives. In a simultaneous transaction, Ardent Mines has acquired an option to purchase the mineral rights underlying the Condorsenga mine that services Las Cumbres for $2,000,000, payable in tranches, with certain customary royalty payments due to Alfredo de Lima SMRL, the entity that owns the mine.

The definitive long form agreements pertaining to the acquisition of Las Cumbres and the Condorsenga option are expected to be finalized very shortly with the closing to take place as soon as reasonably possible, subject to the satisfactory completion of due diligence by the Company.

Compensation of Officers and Directors

Pursuant to his employment agreement, the Company’s President and Chief Executive Officer, Leonardo Riera, was to be granted fifty thousand (50,000) restricted shares of the Company’s common stock (the “Restricted Shares”). On February 4, 2011, the Company’s Board of Directors granted Leonardo Riera options to purchase fifty thousand (50,000) shares of the Company’s common stock at a purchase price of one cent ($.01) per share. This option was granted in lieu of the Restricted Shares.

Results of Operations

Revenues

From the Company's inception through March 31, 2011, we did not earn any revenues and incurred a net loss of $1,500,382. During the three month period ended March 31, 2011, we incurred a net loss of $384,735, as compared to the three month period ended March 31, 2010, in which we incurred a net loss of $1,755. During the nine month period ended March 31, 2011, we incurred a net loss of $993,540, as compared to the nine month period ended March 31, 2010, in which we incurred a net loss of $19,409.

Expenses

For the Three Months Period Ended March 31, 2011 and March 31, 2010

During the three months ended March 31, 2011 we incurred total expenses of $384,735 which included $4,000 in consulting fees, $75,000 in advisory services, $76,116 in legal and accounting fees, $1,040 in filing and incorporation fees, $8,472 in other general and administrative fees, $75,660 in marketing, $84,545 in officer and director compensation, $7,882 in rent, $8,812 in interest, and $108,104 for travel expenses. Comparatively, during the same period in 2010, we incurred total expenses of $1,755 which included $450 in consulting fees, $1,250 in legal and accounting fees, and $55 in other general and administrative fees. The Company's expenses have increased as the Company has begun negotiating acquisitions, conducting due diligence and retaining staff.

For the Nine Months Period Ended March 31, 2011 and March 31, 2010

During the nine months ended March 31, 2011 we incurred total expenses of $993,540 which included $10,500 in consulting fees, $169,607 in legal and accounting fees, $5,941 in filing and incorporation fees, $17,344 in other general and administrative fees, $75,660 in marketing, $305,545 in officer and director compensation, $9,858 in rent, $10,000 in mining and exploration, $12,250 in interest, $275,000 in advisory services and $101,835 for travel expenses. Comparatively, during the same period in 2010, we incurred total expenses of $19,409 which included $7,765 in consulting fees, $11,250 in legal and accounting fees, and $394 in other general and administrative fees.

Since Inception

Since the inception of the Company on July 27, 2000, we have incurred total expenses of $1,500,382 which included $324,746 in consulting fees, $333,113 in legal and accounting fees, $9,404 in filing and incorporation fees, $55,100 in other general and administrative fees, $75,660 in marketing, $305,545 in officer and director compensation, $9,858 in rent, $24,588 in mining and exploration, $16,978 in interest, $275,000 in advisory services and $101,835 for travel expenses.

Liquidity and Capital Resources

As of the date of this Report, we have yet to generate any revenues from our business operations. The Company has raised funds through the sale of equity and borrowing. The Company will need to raise additional capital to commence operations. The amount of capital required will be determined by the size and nature of the mining projects which the Company may commence in the future. We have no assurance that 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. Any equity financing we may pursue will result in additional dilution to existing shareholders.

The Company will require significant additional funding in order to conduct proposed operations for the next year. The amount of funding required will be determined by the number of acquisitions of mining properties the Company engages in during such time.

On July 27, 2007 we completed our private placement. We raised $82,432 by selling 8,243,200 shares of common stock at a price of $0.01 per share to twelve investors. The proceeds of the offering have been used to sustain operations through the date of this Report.

On May 11, 2010, we entered into a stock purchase agreement with CRG Finance AG whereby CRG Finance AG purchased 700,000 shares of common stock at $0.01 per share for a total of $7,000.

On October 19, 2010, the Company entered into a Convertible Promissory Note with CRG Finance AG. CRG Finance AG has agreed to loan the Company an aggregate of up to One Million U.S. Dollars ($1,000,000) which may be drawn down by the Company in tranches at an interest rate of seven and one half percent (7.5%), calculated based on a year of 365 days and actual days elapsed. After the first anniversary thereof, the loan shall be due thirty (30) days after a demand is made by CRG Finance AG. In lieu of payment in cash, the CRG Finance AG may request that the Company repay any or all of the principal and/or interest in the form of restricted common stock of the Company at a price per share equal to eighty percent (80%) of the average closing price of the Company’s common stock over the thirty (30) days immediately preceding the closing of the planned acquisition of Rio Sao Pedro Mineracao LTDA (“RSPM”) or such other third-party assets or shares of a strategic acquisition company which may be acquired earlier than such RSPM closing. As of March 31, 2011, we have borrowed a total of $250,000 from CRG Finance AG.

As of March 31, 2011 we had current assets of $106,062, current liabilities of $673,120 and total liabilities of $1,055,370. As of March 31, 2011 we had total assets of $106,062 comprised entirely of cash and fixed assets.

During the period ended March 31, 2011 we spent net cash of $623,738 on operating activities, compared to net cash spending of $23,349 on operating activities during the same period in 2011. Since the Company's inception, we have spent net cash of $864,498.

Cash provided by investing activities totaled $2,370 for the period ended March 31, 2011 compared to net cash used in investing activities of $0 during the same period in 2010. Since the Company's inception, the cash provided by investing activities has totaled $2,370.

Cash provided by financing activities totaled $625,064 for the period ended March 31, 2011 compared to net cash used in financing activities of $22,990 during the same period in 2010. Since the Company's inception, the cash provided by financing activities has totaled $870,560.

Recent accounting pronouncements

Certain accounting pronouncements have been issued by the FASB and other standard setting organizations which are not yet effective and have not yet been adopted by the Company. The impact on the Company's financial position and results of operations from the adoption of these standards is not expected to be material.

Off Balance Sheet Arrangements

The Company does not have any off balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK.

Not Applicable.

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. As of the end of the period covered by this Report, the Company carried out, under the supervision and with the participation of the Company's management, including its Chief Executive Officer and Chief Financial Officer, an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures in ensuring that information required to be disclosed by the Company in its reports is recorded, processed, summarized and reported within the required time periods. Based on their evaluation of the Company's disclosure controls and procedures as of March 31, 2011, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of that date, the Company's controls and procedures were effective for the purposes described above.

Changes in Internal Control over Financial Reporting

There was no change in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) during the quarter ended March 31, 2011 that has materially affected or is reasonably likely to materially affect the Company's 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.

Not Applicable.

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

Not Applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

Not Applicable.

ITEM 4. (REMOVED AND RESERVED)

ITEM 5. OTHER INFORMATION.

Not Applicable.

ITEM 6. EXHIBITS.

The following documents are included herein:

Exhibit No. (a)	Document Description
31.1	Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for the Chief Executive Officer.
32.2	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for the Chief Financial Officer.

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.

ARDENT MINES LIMITED
(Registrant)

By:	/s/ Leonardo Riera	
	Name:	Leonardo Riera
	Title:	President, Chief Executive Officer, Principal Executive Officer and Director
By:	Luis Feliu	
	Name:	Luis Feliu
	Title:	Chief Financial Officer, Principal Financial Officer and Principal Accounting Officer

Dated: May 16, 2011