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

FORM 10-Q

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

For the quarterly period ended March 31, 2014

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: 001-06412

GOLDRICH MINING COMPANY

(Exact Name of Registrant as Specified in its Charter)

ALASKA	**91-0742812**
(State of other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
2607 Southeast Blvd, Ste. B211 **Spokane, Washington**	**99223-4942**
(Address of Principal Executive Offices)	(Zip Code)

(509) 535-7367

(Registrant's Telephone Number, including Area Code)

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

Indicate by check mark whether the issuer (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 ☐ 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 ☐ Non-accelerated filer ☐ 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

Number of shares of issuer's common stock outstanding at May 15, 2014: 95,656,719

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

Goldrich Mining Company
(An Exploration Stage Company)
Consolidated Balance Sheets

	(Unaudited) March 31, 2014	December 31, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	$ 59,187	$ 16,993
Prepaid expenses	89,140	58,780
Deferred financing costs	57,915	23,632
Other current assets	52,819	52,819
Total current assets	259,061	152,224
Property, plant, equipment, and mining claims:		
Equipment, net of accumulated depreciation	221,770	273,550
Mining properties and claims	582,166	582,166
Total property, plant, equipment and mining claims	803,936	855,716
Other assets:		
Investment in joint venture	55,300	55,300
Total other assets	55,300	55,300
Total assets	**$ 1,118,297**	**$ 1,063,240**
LIABILITIES AND STOCKHOLDERS' EQUITY (Deficit)		
Current liabilities:		
Accounts payable and accrued liabilities	$ 435,049	$ 516,178
Related party deferred compensation	60,000	115,000
Related party payable	147,240	115,894
Notes payable in gold, net	732,317	701,729
Dividend payable on preferred stock	22,083	22,083
Total current liabilities	1,396,689	1,470,884
Long-term liabilities:		
Note payable, net of discount	238,852	-
Remediation liability and asset retirement obligation	638,708	635,850
Total long-term liabilities	877,560	635,850
Total liabilities	**2,274,249**	**2,106,734**
Stockholders' equity (deficit):		
Preferred stock; no par value, 8,999,800 shares authorized: shares authorized; no shares issued or outstanding	-	-
Convertible preferred stock series A; 5% cumulative dividends, no par value, 1,000,000 shares authorized; 175,000 shares issued and outstanding, $350,000 liquidation preferences	175,000	175,000
Convertible preferred stock series B; no par value, 300 shares authorized, 200 shares issued and outstanding, $200,000 liquidation preference	57,758	-
Common stock; $.10 par value, 200,000,000 shares authorized; 95,656,719 issued and outstanding	9,565,672	9,565,672
Additional paid-in capital	14,908,657	14,724,619
Deficit accumulated during the exploration stage	(25,863,039)	(25,508,785)
Total stockholders' equity (deficit)	**(1,155,952)**	**(1,043,494)**
Total liabilities and stockholders' equity (deficit)	**$ 1,118,297**	**$ 1,063,240**

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

Goldrich Mining Company

(An Exploration Stage Company)

Consolidated Statements of Operations (Unaudited)

	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013	From Inception (March 26, 1959) Through March 31, 2014
Income earned during the exploration stage:			
Gold sales and other	$ -	$ -	$ 2,542,079
Costs of gold sales	-	-	(1,858,843)
Gross profit on gold sales	-	-	683,236
Operating expenses:			
Mine preparation costs	20,172	17,397	1,542,320
Exploration expense	10,882	6,901	8,502,552
Depreciation and amortization	51,779	67,573	2,189,348
Management fees and salaries	68,969	102,587	3,787,744
Professional services	44,443	39,973	2,316,808
Other general and admin expense	67,119	50,186	2,810,255
Office supplies and other expense	3,359	2,565	448,782
Directors' fees	15,300	14,700	863,275
Mineral property maintenance	16,988	13,619	388,566
Reclamation and miscellaneous	-	596	434,680
Loss on partnership venture	-	-	53,402
Equipment repairs	-	-	25,170
Loss (gain) on disposal of mining properties and equipment	-	-	472,385
Total operating expenses	299,011	316,097	23,835,287
Other (income) expense:			
Gain on legal judgment	-	-	(127,399)
Royalties, net	-	-	(398,752)
Lease and rental income	-	-	(99,330)
Interest income	(12)	(4,849)	(307,692)
Interest expense and finance costs	55,255	11,483	1,624,609
Loss on settlement of debt	-	-	1,946,684
Loss (gain) on foreign currency translation	-	(605)	72,868
Total other (income) expense	55,243	6,029	2,710,988
Net loss	$ 354,254	$ 322,126	$ 25,863,039
Preferred dividends	52,188	2,695	
Net loss available to common stockholders	$ 406,442	$ 324,821	
Net loss per common share – basic and diluted	$ Nil	$ Nil	
Weighted average common shares outstanding-basic and diluted	95,656,719	95,506,719	

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

Goldrich Mining Company
(An Exploration Stage Company)
Consolidated Statements of Cash Flows (Unaudited)

	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013	From Inception (March 26, 1959) Through March 31, 2014
Cash flows from operating activities:			
Net loss	$ (354,254)	$ (322,126)	$ (25,863,039)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	51,779	67,573	2,196,193
Loss on disposal of equipment and mining property	-	-	472,385
Stock based compensation	-	40,275	1,735,241
Compensation paid with equipment	-	-	7,446
Common stock issued for interest	-	-	196,110
Amortization of discount on note receivable	-	(4,840)	(21,057)
Amortization of discount on note payable and notes payable in gold	36,121	8,890	910,465
Amortization of discount on convertible debenture for beneficial conversion feature	-	-	150,000
Amortization of deferred financing costs	10,344	-	160,855
Gold delivered to satisfy notes payable	-	-	(273,974)
Gold delivered in exchange for equipment	-	-	(10,966)
Loss on settlement of debt	-	-	1,946,684
Accretion of asset retirement obligation	2,858	2,749	34,590
Change in:			
Prepaid expenses	(30,360)	(22,540)	(89,141)
Other current assets	-	12	(52,819)
Accounts payable and accrued liabilities	(81,129)	39,388	411,083
Related party deferred compensation	(55,000)	22,500	60,000
Related party payable	31,346	53,221	212,802
Accrued commission payable	-	-	277,523
Convertible success award, Walters LITS	-	-	88,750
Accrued remediation costs	-	-	355,000
Net cash provided (used) - operating activities	(388,295)	(114,898)	(17,095,869)
Cash flows from investing activities:			
Receipts attributable to unrecovered promotional, exploratory, and development costs	-	-	626,942
Funds advanced by Nyac in equipment purchase	-	-	244,475
Investment in joint venture – Goldrich Nyac Placer, LLC	-	-	(1,000)
Payment received from receivable for equipment sale	-	142,315	379,505
Proceeds from the sale of equipment	-	-	64,874
Purchases of equipment, and unrecovered promotional and exploratory costs	-	-	(2,352,402)
Additions to mining properties and claims - direct costs for claim staking and acquisition	-	-	(536,366)
Net cash provided (used) - investing activities	-	142,315	(1,573,972)

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

Goldrich Mining Company
(An Exploration Stage Company)
Consolidated Statements of Cash Flows (Unaudited) **Continued:**

	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013	From Inception (March 26, 1959) Through March 31, 2014
Cash flows from financing activities:			
Proceeds from related party debt	$ -	$ -	$ 121,000
Payments on related party debt	-	-	(121,000)
Proceeds from issuing convertible debenture, net	-	-	900,000
Proceeds from issuance of common stock in connection with exercise of options and warrants	-	-	3,101,498
Proceeds from issuance of common stock and warrants, net of offering costs	-	-	12,988,444
Proceeds from notes payable in gold, net of offering costs	-	571,352	2,356,389
Payments on notes payable in gold	-	-	(190,941)
Purchases of gold to satisfy notes payable in gold	-	-	(358,641)
Proceeds from issuance of preferred stock and warrants	200,000	-	675,000
Proceeds on note payable and warrants	285,000	-	285,000
Financing costs of note payable	(54,511)		(54,511)
Payments on capital leases and equipment notes payable	-	-	(965,036)
Acquisitions of treasury stock	-	-	(8,174)
Net cash provided (used) - financing activities	430,489	571,352	18,729,028
Net increase (decrease) in cash and cash equivalents	42,194	598,769	59,187
Cash and cash equivalents, beginning of period	16,993	44,395	-
Cash and cash equivalents, end of period	**$ 59,187**	**$ 643,164**	**$ 59,187**
Supplemental disclosures of cash flow information:			
Cash paid for interest	$ 7,860	$ -	$ 170,478
Non-cash investing and financing activities:			
Mining claims purchased - common stock	-	-	43,000
Additions to property, plant and equipment acquired through capital lease and notes payable	-	-	1,240,988
Additions to property, plant and equipment paid in gold	-	-	10,966
Debt assumed by purchaser of equipment	-	-	276,020
Funds advanced by Nyac in equipment purchase	-	-	244,475
Receivable from purchaser of equipment	-	-	379,505
Issuance of options for investment in joint venture	-	-	54,300
Accounts payable satisfied with equipment	-	-	10,000
Related party liability converted to common stock	-	-	301,086
Issuance of warrants for deferred financing costs of convertible debenture	-	-	30,000
Issuance of common stock upon conversion of convertible debenture	-	-	1,000,000
Issuance of common stock upon conversion of preferred shares	-	-	300,000
Issuance of common stock upon conversion of notes payable in gold	-	-	3,458,794
Issuance of common stock for finder’s fees	-	-	149,640
Warrants issued with notes payable in gold	-	-	116,818
Notes payable satisfied with gold	-	-	632,615
Capital lease satisfied with equipment notes payable	-	-	335,190
Dividend payable on preferred stock	-	-	22,083

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

1. BASIS OF PRESENTATION:

The unaudited financial statements have been prepared by the Company in accordance with accounting principles generally accepted in the United States of America for interim financial information, as well as the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of the Company's management, all adjustments (consisting of only normal recurring accruals) considered necessary for a fair presentation of the interim financial statements have been included. Operating results for the three-month period ended March 31, 2014 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2014.

For further information refer to the financial statements and footnotes thereto in the Company's Annual Report on Form 10-K for the year ended December 31, 2013.

Cash and Cash Equivalents

For the purposes of the balance sheet and statement of cash flows, the Company considers all highly liquid investments with a maturity of three months or less when purchased to be a cash equivalent. Cash or cash equivalents which secure debt instruments, credit facilities, reclamation or environmental bonds, or that are otherwise limited or restricted in their usage, are reported separately and not included in cash and cash equivalents.

Consolidation of and Accounting for Subsidiaries

The consolidated financial statements include the accounts of the Company and the accounts of its 100% owned subsidiaries Minera LSG S.A. and Goldrich Placer, LLC. These subsidiaries are included in the accompanying financial statements by consolidation of the Statements of Operations and the Balance Sheets as of March 31, 2014 with all intercompany balances and investment accounts eliminated.

Accounting for Investments in Joint Ventures

For joint ventures in which the Company does not have joint control or significant influence, the cost method is used. Under the cost method, these investments are carried at the lower of cost or fair value. For those joint ventures in which there is joint control between the parties and in which the Company has significant influence, the equity method is utilized whereby the Company's share of the ventures' earnings and losses is included in the statement of operations as earnings in joint ventures and its investments therein are adjusted by a similar amount. Goldrich has no significant influence over its joint venture described in Note 6 *Joint Venture*, and therefore accounts for its investment using the cost method.

For joint ventures where the Company holds more than 50% of the voting interest and has significant influence, the joint venture is consolidated with the presentation of a non-controlling interest. In determining whether significant influence exists, the Company considers its participation in policy-making decisions and its representation on the venture's management committee. Goldrich currently has no joint venture of this nature.

Net Loss Per Share

Basic EPS is computed as net income available to common shareholders after dividends to preferred shareholders, divided by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur from common shares issuable through stock options, warrants, and other convertible debt and securities. The dilutive effect of vested convertible and exercisable securities would be:

1. BASIS OF PRESENTATION, CONTINUED:

For periods ended	March 31, 2014	March 31, 2013
Convertible preferred stock Series A	1,050,000	1,050,000
Convertible preferred stock Series B	2,857,142	-
Stock options	3,165,000	3,165,000
Warrants	36,882,319	33,849,630
Total possible dilution	**43,954,461**	**38,064,630**

For the three-month periods ended March 31, 2014 and 2013, the effect of the Company's outstanding options and common stock equivalents would have been anti-dilutive.

Reclassifications

Certain reclassifications have been made to conform prior periods' data to the current presentation. These reclassifications have no effect on the results of reported operations or stockholders' equity.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Significant estimates used in preparing these financial statements include those assumed in estimating the recoverability of the cost of mining claims, accrued remediation costs, stock based compensation, and deferred tax assets and related valuation allowances. Actual results could differ from those estimates.

Fair Value Measures

Our financial instruments consist principally of cash, notes payable in gold and note payable. These instruments do not require recurring re-measurement at fair value.

2. GOING CONCERN

The accompanying consolidated financial statements have been prepared under the assumption that the Company will continue as a going concern. The Company is an exploration stage company and has incurred losses since its inception. The Company does not have sufficient cash to fund normal operations and meet debt obligations for the next 12 months without deferring payment on certain current liabilities and/or raising additional funds. During the three-months ended March 31, 2014, the Company raised $200,000 net cash from the sale of 200 shares of Series B Preferred Stock, and $230,489 net cash from the issuance of a note payable. The Company believes that the going concern condition cannot be removed with confidence until the Company has entered into a business climate where funding of its activities is more assured.

The Company currently has no historical recurring source of revenue and its ability to continue as a going concern is dependent on the Company's ability to raise capital to fund its future exploration and working capital requirements or its ability to profitably execute its business plan. The Company's plans for the long-term return to and continuation as a going concern include the profitable exploitation of its mining properties and financing the Company's future operations through sales of its common stock and/or debt.

2. GOING CONCERN, CONTINUED

Additionally, the current capital markets and general economic conditions in the United States are significant obstacles to raising the required funds. These factors raise substantial doubt about the Company's ability to continue as a going concern.

On October 10, 2013, the Company reported Goldrich NyacAU Placer, LLC ("GNP") had completed preparations for initial production and had produced approximately 680 ounces of gold during the construction of the mine before closing out the 2013 season. There is no production currently planned for the 2014 season. Plant expansion is scheduled to be completed in stages through 2016. A successful mining operation may provide the long-term financial strength for the Company to remove the going concern condition in future years. See Note 6 *Joint Venture*.

The consolidated financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern. If the going concern basis were not appropriate for these financial statements, adjustments would be necessary in the carrying value of assets and liabilities, the reported expenses and the balance sheet classifications used.

3. RELATED PARTY TRANSACTIONS

Beginning in October 2012, this Company's President and Chief Executive Officer ("CEO") elected to defer a portion of his salary until the Company is successful in securing financing sufficient to fund future operations. An amount of $60,000 has been deferred and is included in related party deferred compensation at March 31, 2014.

A total of $11,338 interest is payable at March 31, 2014 to the Company's former Chief Operating Officer in connection with the settlement of notes payable in gold settled in 2011. These amounts are included in related party payable.

An amount of $17,556 had been accrued for fees due to the Company's Chief Financial Officer at December 31, 2013. During the three-months ended March 31, 2014, $11,000 was paid in cash, and at March 31, 2014, $32,702 had been accrued, including $26,146 for services performed during the three months ended March 31, 2014. This amount is included in related party payable.

A total of $87,900 had been accrued for directors' fees at December 31, 2013. For the three months ended March 31, 2014, an additional $15,300 has been accrued for services performed during the period, for a total of $103,200, which is included in related party payable.

4. NOTES PAYABLE IN GOLD

During 2013, the Company issued notes in principal amounts totaling $820,000, less a discount of $205,000, for proceeds of $615,000. Under the terms of the notes, the Company agreed to deliver gold to the holders at the lesser of $1,350 per ounce of fine gold or a 25% discount to market price as calculated on the contract date and specify delivery of gold in November 2014. The notes payable in gold contracts contain standard terms regarding delivery and receipt of gold and payment of delivery costs. The Company paid a finder's fee of $42,000, and incurred other placement costs of $2,143, for a total of $44,143 of deferred finance costs.

Additionally, for each dollar of note payable in gold entered into during 2013, the holder received one half of a common stock purchase warrant. Each whole warrant is exercisable to purchase one share of common stock of the Company at an exercise price of $0.40 for a period of two years following the date of issue.

4. NOTES PAYABLE IN GOLD, CONTINUED

A portion of the cash proceeds from the notes were allocated to the warrants, resulting in an increase in additional paid in capital and a discount on the notes payable in gold of $7,590.

The fair value of warrants issued with the notes payable in gold was estimated at the date of issuance using the Black-Scholes fair value model, which requires the use of highly subjective assumptions, including the expected volatility of the stock price, which may be difficult to estimate for small reporting companies traded on micro-cap stock exchanges. The fair value of the warrants was estimated on the issue date using the following weighted average assumptions:

Risk-free interest rate	0.29%
Expected dividend yield	--
Expected term (in years)	2
Expected volatility	138.5%

The risk-free interest rate is based on the U.S. Treasury yield curve at the time of the grant. The expected term of warrants issued is from the date of issuance. The expected volatility is based on historical volatility. The Company has evaluated previous low occurrences of warrant forfeitures and believes that current holders of the warrants will hold them to maturity as has been experienced historically; therefore, no variable for forfeiture was used in the calculation of fair value.

In the event that the Company's shares of common stock trade in the United States at a closing price of greater than $1.00 per share for a period of 10 consecutive trading days at any time following the issuance of the warrants, the Company may, in its sole discretion, accelerate the expiration date of the warrants by giving written notice to the holders thereof, and in such case, the warrants will expire on the 20th business day after the date on which such notice is given by the Company.

At March 31, 2014, the Company had outstanding total notes payable in gold of $820,000 less unamortized discounts of $87,683 for a net liability of $732,317, representing 511.193 ounces of fine gold deliverable at November 30, 2014. The Joint Venture does not plan to produce or distribute gold to the Company prior to November 30, 2014; therefore, the Company will secure financing to buy the gold for payment, enter into negotiations with holders to modify the terms of the agreement or begin accruing and paying 8% interest on the total notes payable balance until the gold is delivered.

5. NOTE PAYABLE

On January 24, 2014, the Company closed a three-year unsecured senior note financing for $300,000 with a private investment firm. Per the note agreement, the $300,000 is the first of six-staged loans for total aggregate proceeds of $2 million. The note bears interest at 15%, payable at the end of each quarter. Interest of $7,860 had been accrued and paid as of March 31, 2014.

Repayment of all amounts owed under the note are guaranteed by Goldrich Placer LLC, the Company's wholly owned subsidiary, which in turn owns a 50% interest in Goldrich NyacAU Placer LLC. *See Note 6 Joint Venture.*

The note contains standard default provisions, including failure to pay interest and principal when due. If the lender has fully funded loans 1 through 4 as outlined below, then upon the occurrence of any event of default as defined in the agreement, until such time as the earlier of either (i) the event of default has been cured in the reasonable judgment of the Lender as evidenced in writing or (ii) all amounts due and payable under the note are paid in full pursuant to the terms hereof, any amounts owing hereunder shall bear an applicable rate equal to twenty percent (20%) per annum and shall be immediately due and payable to lender upon lender's written demand to the Company.

5. NOTE PAYABLE, CONTINUED

Under the terms of the note, the three-year maturity date is measured from the closing date of each loan in the series. The loans will be issued at a 5% discount and, for each loan of the series, the lender will be issued a pro rata amount of five-year warrants totaling up to 10.5 million shares of common stock of the Company exercisable at $0.15 per common share. The Company has, at its election, the ability to cancel future loans at any time or prepay the loans together with interest thereon without penalty. The lender reserves the right, at its election, to determine whether to fund Loans 2 through 6 in the series. The Company will pay finders fees consisting of a 3% cash commission and warrants to purchase shares of common stock of the Company equal to 8% of each loan (160,000 warrants through March 31, 2014), of which 1% of the cash commission and 3% of the warrants will be paid to a director of the Company. The terms of the warrants will be the same as the warrants issued to the lender.

The loans are scheduled to be made as follows:

Loan Number	Date of Loan:	Amount of Loan:	Pro Rata Warrants to Lender
1	January 29, 2014	$300,000	1,575,000
2	February 28, 2014	$200,000	1,050,000
3	March 30, 2014	$300,000	1,575,000
4	April 29, 2014	$200,000	1,050,000
5	June 30, 2014	$500,000	2,625,000
6	September 30, 2014	$500,000	2,625,000
TOTAL		$2,000,000	10,500,000

During the three-months ended March 31, 2014, the Company received the first staged loan of $300,000 less a discount of $15,000, for proceeds of $285,000. The Company paid finders fees totaling $9,000, and incurred other placement costs of $35,627, for a total of $44,627 of deferred finance costs.

The fair value of warrants issued with the notes payable in gold was estimated at the date of issuance using the Black-Scholes fair value model, which requires the use of highly subjective assumptions, including the expected volatility of the stock price, which may be difficult to estimate for small reporting companies traded on micro-cap stock exchanges. The fair value of the warrants was estimated on the issue date using the following weighted average assumptions:

Risk-free interest rate	1.52%
Expected dividend yield	0
Expected term (in years)	5
Expected volatility	157.1%

The risk-free interest rate is based on the U.S. Treasury yield curve at the time of the grant. The expected term of warrants issued is from the date of issuance. The expected volatility is based on historical volatility. The Company has evaluated previous low occurrences of warrant forfeitures and believes that current holders of the warrants will hold them to maturity as has been experienced historically; therefore, no variable for forfeiture was used in the calculation of fair value. The unamortized fair value of warrants issued with the note payable was $47,336 at March 31, 2014. The Note payable was discounted by the fair value of the warrants, which is being amortized over the life of the note.

At March 31, 2014, the Company had outstanding total notes payable of $300,000 less unamortized discounts of $61,148 for a net liability of $238,852. The holder of the note payable contract elected to defer at least the second, third and fourth tranches of the note advances pending the resolution and additional due diligence related to a lien that was placed on our claims in December by our joint venture partner (see *Note 6 Joint Venture*), which were subsequently released during the quarter ended March 31, 2014.

6. JOINT VENTURE

On May 7, 2012, the Company entered into a joint venture ("the JV") with NyacAU, LLC ("NyacAU"), an Alaskan private company, to bring Goldrich's Chandalar placer gold properties into production. In each case as used herein in reference to the JV, 'production' is as defined by the JV agreement. As part of the agreement, Goldrich and NyacAU formed a 50:50 joint venture company, Goldrich NyacAU Placer LLC ("GNP"), to operate the Chandalar placer mines, with NyacAU acting as managing partner. Goldrich has no significant control or influence over the JV, and therefore accounts for its investment using the cost method.

Under the terms of the joint venture agreement (the "Agreement"), NyacAU provided funding to the JV. The loans are to be repaid from future production. Once all loans have been repaid and working capital and budgeted reserves have been established, profits from the placer production will be paid out on a 50:50 basis to each of the JV partners. NyacAU's funding to the JV is anticipated to be sufficient in amount to bring the placer deposits at Chandalar into commercial production.

In addition to the funding of the JV, NyacAU also purchased equipment owned by Goldrich at a discount, netting $900,000 to the Company, prior to discount (see Note 7 *Receivable for Equipment Sale*). NyacAU also purchased 2,364,864 shares of Goldrich common stock for $350,000 ($0.148 per share) during the quarter ended June 30, 2012, in accordance with the agreement.

7. RECEIVABLE FOR EQUIPMENT SALE

In the fourth quarter of 2012, the Company entered into an agreement to sell certain equipment to a leasing company owned by the owner of the joint venture partner of GNP (see Note 6 *Joint Venture*), under which equipment with a net book value of $1,130,593 was sold to the leasing company for $878,943, net of $21,057 of discounts for implicit interest at 7% on the note. The note requires monthly principal payments of $47,438, with the balance of the note due in July 2013. The Company recognized a loss on the sale of this equipment of $251,717 in 2012. The purchaser advanced cash of $244,475, assumed debt totaling $276,020 and entered into a receivable from equipment of 379,505. The Company received a cash payment of $47,438 during the year ended December 31, 2012, and $332,067 during the year ended December 31, 2013.

8. STOCKHOLDERS' EQUITY

Private Placements

On January 23, 2014, the Company completed the offer and sale of 200 shares of Series B Preferred stock in the Company, resulting in net proceeds of $200,000 to the Company. These shares were issued from the designated 9,000,000 share of Preferred Stock, par value as the Board may determine.

In connection with the issuance of the Series B Preferred Stock, the Company issued 2,857,142 five-year warrants with an exercise price of $0.10 per share of the Company's common stock with a fair value of $92,242 as determined using a Black Scholes model and allocation between the preferred shares and the warrants as prescribed by ASC 470. Additionally, after accounting for the fair value of the warrant, a beneficial conversion feature of $50,000 was determined to exist, which represented a deemed dividend to the holder of the preferred shares recognizable immediately upon issue due to the ability to convert the shares concurrent with issuance of the preferred shares. Both the fair value of the warrants and the beneficial conversion feature were charged to Additional paid in capital at the date of issuance.

8. STOCKHOLDERS' EQUITY, CONTINUED

The fair value of the warrants was estimated on the issue date using the following weighted average assumptions:

Risk-free interest rate	1.62%
Expected dividend yield	--
Expected term (in years)	5
Expected volatility	157.0%

The Series B Convertible Preferred Shares carry the following rights and preferences:

- Liquidation Preference: Upon a liquidation event, each holder of outstanding shares of Series B Stock shall be entitled to be paid out of the assets of the Company available for distribution to stockholders, whether such assets are capital, surplus or earnings and before any amount shall be paid or distributed to the holders of any class of the Company's common stock, par value $0.10 per share (the "Common Stock"), or of any other stock ranking on liquidation junior to the Series B Stock, an amount in cash equal to $1,000 per share (adjusted appropriately for stock splits, stock dividends and the like) (the "Series B Liquidation Amount"), payable pari passu with the preference with any other securities ranking equal in liquidation preference; provided, however, that if upon any liquidation event, the amounts payable with respect to the Series B Stock are not paid in full, the holders of the Series B Stock shall share ratably in any distribution of assets in proportion to the full respective preferential amounts to which they are entitled. Holders of the Company's Series A Preferred Stock shall be paid in advance of holders of Series B Stock on the occurrence of a liquidation event.

- Voting: Each holder of Series B Stock shall be entitled to vote on all matters upon which holders of Common Stock would be entitled to vote and shall be entitled to that number of votes equal to the number of whole shares of Common Stock into which such holder's shares of Series B Stock could be converted under Section 4, at the record date for the determination of stockholders entitled to vote on such matter, or, if no such record date is established, at the day before the first notice of the meeting of stockholders at which the vote is to be taken is delivered to stockholders, or the date any written consent of stockholders is solicited if the vote is not to be taken at a meeting. Each such holder shall be entitled to notice of any stockholders' meeting in accordance with the Company's Bylaws. Except as otherwise expressly provided in the Company's Articles of Incorporation, by the Alaska Code or the Certificate of Designation, the holders of shares of Series B Stock shall vote together as a single class with the Common Stock on an as-if-converted basis on all matters.

- Conversion: Any share of Series B Preferred Stock may, at the option of the holder be converted at any time into such number of fully-paid and non-assessable shares of Common Stock as is equal to the product obtained by multiplying the Series B Conversion Rate ($1000.00 divided by the Series B Conversion Price of $0.07 per share) by the number of shares of Series B Stock being converted.

- Right to Participate: The Company grants to each holder of Series B Stock the right to participate in any offerings of the Company's Common Shares or securities convertible into or exercisable to obtain Common Shares ("Participation Securities") where the price per Common Share (including on an as converted or exercised basis, as applicable) is less than $0.07 for a three-year period beginning on the Closing Date.

8. STOCKHOLDERS' EQUITY, CONTINUED

Warrants:

The following is a summary of warrants outstanding at March 31, 2014:

	Shares	Exercise Price ($)	Expiration Date
Class G Warrants: (for Private Placement)			
Outstanding and exercisable at January 1, 2013	4,169,850	0.36	Dec. 31, 2014 (1)
Outstanding and exercisable at December 31, 2013	4,169,850		
Outstanding and exercisable at March 31, 2014	4,169,850		
Class H Warrants: (Issued for Private Placement)			
Outstanding and exercisable at January 1, 2013	5,125,936	0.30	May 31, 2016
Outstanding and exercisable at December 31, 2013	5,125,936		
Outstanding and exercisable at March 31, 2014	5,125,936		
Class I Warrants: (Issued for Private Placement)			
Outstanding and exercisable at January 1, 2013	13,906,413	0.40	May 31, 2016
Outstanding and exercisable at December 31, 2013	13,906,413		
Outstanding and exercisable at March 31, 2014	13,906,413		
Class J Warrants: (Issued for Private Placement)			
Outstanding and exercisable at January 1, 2013	8,780,478	0.30	July 29, 2016
Outstanding and exercisable at December 31, 2013	8,780,478		
Outstanding and exercisable at March 31, 2014	8,780,478		
Class K Warrants: (Issued for Notes payable in gold)			
Warrants issued March 29, 2013	307,500	0.40	March 29, 2015
Outstanding and exercisable at December 31, 2013	307,500		
Outstanding and exercisable at March 31, 2014	307,500		
Class L Warrants: (Issued for Private Placement)			
Warrants issued January 23, 2014	2,857,142	.10	January 23, 2019
Outstanding and exercisable at March 31, 2014	2,857,142		
Class M Warrants: (Issued for Note Payable)			
Warrants issued January 29,2014	1,735,000	.15	January 29, 2019
Outstanding and exercisable at March 31, 2014	1,735,000		
Weighted average exercise of warrants outstanding and weighted average exercise price at March 31, 2014	36,882,319	0.32	

(1) In February 2013, the expiration dates of the Class G warrants were extended by one year, all of which will expire during December of 2014. No other terms were modified.

8. STOCKHOLDERS' EQUITY, CONTINUED

Stock-Based Compensation:

During 2013, the Company issued 25,000 options to an employee. The fair value of these options was determined using a Black Scholes model, resulting in a total fair value of $2,700 for these options. The fair value of the options was estimated on the issue date using the following weighted average assumptions:

Risk-free interest rate	1.75%
Expected dividend yield	--
Expected term (in years)	10
Expected volatility	142.4%

In 2009, the Company issued 750,000 options to the President and CEO for a term of five-years. On February 20, 2013, the board voted to cancel the options and issue new options at the same exercise price of $0.405 to effectively extend to a total of 10-years with the same strike price. This resulted in an additional fair value of $37,575 for these options.

	Options	Weighted Average Exercise Price
Outstanding at December 31, 2013	3,315,000	$ 0.28
Issued	-	-
Canceled/Forfeited	-	-
Outstanding at March 31, 2014	3,315,000	$ 0.28

For the three-month periods ended March 31, 2014 and 2013, the Company recognized share-based compensation for employees of $nil and $40,275, respectively.

9. COMMITMENTS AND CONTINGENCIES

The Company has 426.5 acres of patented claims and 22,432 acres of non-patented claims. We are subject to annual claims rental fees in order to maintain our non-patented claims. In addition to the annual claims rental fees due November 30 of each year, we are also required to meet annual labor requirements due November 30 of each year. The Company is able to carry forward costs for annual labor that exceed the required yearly totals for four years. Following are the annual claims and labor requirements for 2014 and 2015.

	November 30, 2014	November 30, 2015
Claims Rental	$ 69,350	$ 83,570
Annual Labor	61,100	61,100
Yearly Totals	$ 130,450	$ 144,670

The Company has a carryover to 2014 of approximately $14.3 million to satisfy its annual labor requirements. This carryover expires in the years 2014 through 2019 if unneeded to satisfy requirements in those years.

Item 2. Management's Discussion and Analysis of Financial Condition or Plan of Operation

As used in herein, the terms "Goldrich," the "Company," "we," "us," and "our" refer to Goldrich Mining Company.

This discussion and analysis contains forward-looking statements that involve known or unknown risks, uncertainties and other factors that 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 the forward-looking statements. Except for historical information, the matters set forth herein, which are forward-looking statements, involve certain risks and uncertainties that could cause actual results to differ. Potential risks and uncertainties include, but are not limited to, unexpected changes in business and economic conditions; significant increases or decreases in gold prices; changes in interest and currency exchange rates; unanticipated grade changes; metallurgy, processing, access, availability of materials, equipment, supplies and water; results of current and future exploration and production activities; local and community impacts and issues; timing of receipt and maintenance of government approvals; accidents and labor disputes; environmental costs and risks; competitive factors, including competition for property acquisitions; and availability of external financing at reasonable rates or at all, and those set forth under the heading "Risk Factors" in our Form 10-K filed with the United States Securities and Exchange Commission (the "SEC") on April 15, 2013. Forward- looking statements can be identified by terminology such as "may," "will," "should," "expects," "intends," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "continues" or the negative of these terms or other comparable terminology. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee future results, levels of activity, performance or achievements. Forward-looking statements are made based on management's beliefs, estimates, and opinions on the date the statements are made, and the Company undertakes no obligation to update such forward-looking statements if these beliefs, estimates, and opinions should change, except as required by law.

This discussion and analysis should be read in conjunction with the accompanying unaudited consolidated financial statements and related notes. The discussion and analysis of the financial condition and results of operations are based upon the unaudited consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of any contingent liabilities at the financial statement date and reported amounts of revenue and expenses during the reporting period. On an on-going basis the Company reviews its estimates and assumptions. The estimates were based on historical experience and other assumptions that the Company believes to be reasonable under the circumstances. Actual results are likely to differ from those estimates under different assumptions or conditions, but the Company does not believe such differences will materially affect our consolidated financial position or results of operations. Critical accounting policies, the policies the Company believes are most important to the presentation of its consolidated financial statements and require the most difficult, subjective and complex judgments, are outlined below in "Critical Accounting Policies," and have not changed significantly.

General

Overview

Our Chandalar, Alaska gold mining property has seen over a hundred years of intermittent mining exploration and extraction history. There has been small production of gold from several alluvial, or placer gold streams, and from an array of small quartz veins that dot the property. However, only in very recent times is the primary source of the gold becoming evident. As a result of our exploration we have discovered gold disseminated in schist and in prolific micro-fractures within schist in many places and have defined a drilling target for a stratabound gold deposit at Chandalar. Our targeted drilling area is approximately 1,800 feet wide and over five miles long, where it ends under the Little Squaw Creek alluvial gold deposit. We believe that the erosion of this schist is the source of the alluvial gold in Little Squaw Creek and all of the other creeks in the Chandalar district. Worldwide, this type of deposit is large by its very nature. It is typically low grade but capable of containing millions of ounces of extractable gold. Our main focus continues to be the exploration of this hard-rock target; however, weak financial markets prevented us from obtaining funds for any significant exploration in 2012 and 2013. It appears financial markets may be improving but there is no certainty we will receive funds for exploration in 2014.

Because of the weak financial markets suffered by the mining industry in recent years, we endeavored to develop our placer properties as a source of internal cash to protect us from future market fluctuations and to provide funds for future exploration. In 2012, Goldrich and NyacAU LLC (“NyacAU”) formed Goldrich NyacAU Placer LLC (“GNP”), a 50/50 joint-venture company, managed by NyacAU, to mine Goldrich’s various placer properties at Chandalar.

As of 2013, total mining preparation expenditures by GNP were approximately $13.7 million and mining preparation expenditures for 2014 are estimated to be $4.5 million. The total mine preparation expenditures to complete the mine are comparable to total costs, adjusted for inflation, as estimated in our 2009 preliminary assessment study for a similar mine plan. All costs up to commercial production (as defined in the joint venture agreement) are required to be funded by NyacAU and will be paid back from cash flow from gold production (as defined in the joint venture agreement).

Goldrich has completed approximately 15,000 feet of drilling to date on the upper half of the Little Squaw Creek placer project and outlined 10.5 million cubic yards of mineralized material, at an average head grade of 0.025 ounces of gold per cubic yard for an estimated total of approximately 250,000 contained ounces. The mineralized material at Chandalar is not a mineral reserve as defined in SEC Industry Guide 7. Based on a targeted production rate of 20,000 ounces of gold per year and the mineralized material drilled out to date, the Little Squaw Creek mine would have a mine life of approximately 12 years. Little Squaw Creek is one of seven potential placer targets on the Chandalar property and is open to expansion. Mining operations at the Chandalar mine utilize conventional gravity technologies for gold recovery. All plants will employ a recirculating closed-loop water system to minimize water usage and protect the environment.

Completion of 2014 Winter Trail

In late March and early April GNP successfully completed the mobilization of equipment and supplies needed for its placer mining operation this summer at Chandalar, Alaska. Equipment and supplies were delivered over the 90-mile winter trail between Coldfoot, Alaska and Chandalar. The primary piece of equipment delivered to the mine site was a feeder for the expanded plant. Plant expansion is scheduled to be completed in stages through 2016, culminating in a nearly 400% increase from the former plant with an 125 loose cubic yard (lcy) per hour capacity to a new plant with a 600 lcy per hour capacity. Once finished, processing facilities will consist of a primary feeder system with multiple gravel screens and gold recovery tables and an expanded settling pond system for additional water conservation and quality control. The full capacity of the feeder will be realized as additional gravel screens and gold recovery tables are added in stages.

Upcoming 2014 Mining Season

All mining permits for an expanded mine were received in August 2013 and GNP was able to produce approximately 680 ounces of gold during the last several weeks late of the 2013 production season operating at partial capacity. The new permit expanded the mine site area, including the area for a new airstrip, from approximately 10 to 350 acres. This provides an increased area for stockpiling topsoil, a larger settling pond system with greater capacity to ensure water quality and availability, and room to allow concurrent mine reclamation as the project advances. After the 2013 production season and on receiving all the mining permits, the existing plant was able to be disassembled and moved from a tight position up the mountain to a lower and more easily accessible broader part of the valley floor. The new site will facilitate maximum and efficient production under the expanded mine plan.

The expanded plant is expected to be near completion in 2014 except for certain equipment with longer lead manufacturer time being constructed outside of Alaska. The equipment will not be available until the later part of the 2014 mining season and will be mobilized to Chandalar during the 2015 winter trail. GNP has concluded it is prudent, more efficient, and in the best interest of the operation to focus on the construction of the plant and process no pay gravel in 2014.

2014 Petrographic Study and Exploration Plans

As announced in May 2014, we completed advanced petrographic studies of drill core samples from the Chandalar gold property. The new data refines the orogenic model that has historically guided exploration at Chandalar and offers a fresh approach to future exploration.

Our geologists concurred the studies are important for exploration as the pegmatite textures in outcrop and drilling and the radiogenic activity from accessory minerals associated with pegmatite-veins may indicate proximity to intrusive-related mineralization and may provide us a highly useful tool for gold mineralization discovery.

The petrologic study involved detailed microprobe examination of samples taken from veins in the Chandalar gold system that exhibit characteristics of pegmatite, an igneous rock deposited during emplacement of a granitic intrusive body. All of the samples contain numerous accessory minerals that commonly derive from magma or late stage magmatic fluids, including monazite, thorite and xenotime. Some of the accessory minerals co-precipitated with gold, indicating that late intrusive stage hydrothermal fluids migrated upward along shear zones within which the lode gold mineralization is emplaced. Importantly, radiogenic activity is associated with the accessory mineral suite.

We believe rigorous follow-up rock sampling and radiogenic surveys may result in more effective selection of high-priority drill sites, an important factor considering the expansive size of the Chandalar system.

In 2014, subject to financing and field conditions, we would complete additional petrographic studies and radiometric studies at Chandalar.

Liquidity and Capital Resources

We are an exploration stage company and have incurred losses since our inception. We currently do not have sufficient cash to support the Company through 2014 and beyond. We anticipate that we will incur approximately $650,000 for general operating expenses over the next 12 months as of December 31, 2013.

On January 23, 2014, the Company completed the offer and sale of 200 shares of Series B Preferred stock in the Company, resulting in net proceeds of $200,000 to the Company.

On January 24, 2014, the Company closed a three-year unsecured senior note financing for $300,000. Per the note agreement, the $300,000 is the first of six-staged loans for total aggregate proceeds of $2 million. Under the terms of the note, the three-year maturity date is measured from the closing date of each loan in the series. The loans will be issued at a 5% discount and, for each loan of the series, the lender will be issued a pro rata amount of five-year warrants totaling up to 10.5 million shares of common stock of the Company exercisable at a price equal to the greater of $0.15 per common share or the market price per common share on date of issuance of the warrants. The Company has, at its election, the ability to cancel future loans at any time or prepay the loans together with interest thereon without penalty. The Lender reserves the right, at its election, to determine whether to fund Loans 2 through 6 in the series. The Company will pay finders fees consisting of a 3% cash commission and warrants to purchase shares of common stock of the Company equal to 8% of each loan, of which 1% of the cash commission and 3% of the warrants will be paid to a director of the Company. The terms of the warrants will be the same as the warrants issued to the lender.

During the three-months ended March 31, 2014, the Company received the first staged loan of $300,000 less a discount of $15,000, for proceeds of $285,000. The Company paid finders fees totaling $9,000, and incurred other placement costs of $35,627, for a total of $44,627 of deferred finance costs. The lender elected to defer at least the second, third and fourth tranches of the note advances pending the resolution and additional due diligence related to a lien that was placed on our claims in December by our JV partner, which were subsequently released during the quarter ended March 31, 2014.

At March 31, 2014, the Company had an outstanding note payable of $300,000 less unamortized discounts of $61,148 for a net liability of $238,852.

The Company plans to raise the financing through debt and/or equity placements. Failure to raise needed financing could result in us having to scale back or discontinue exploration activities or some or all of our business operations. Under the joint venture operating agreement, no minimum distribution is due Goldrich from the placer operation until 2016.

Although the current capital markets and general economic conditions in the United States may be obstacles to raising the required financing, we believe we will be able to secure sufficient financing for further operations and exploration activities of our Company but we cannot give assurance we will be successful in attracting financing on terms acceptable to us, if at all. Additionally, as the placer mine nears completion, we look forward to internal cash flow and additional options for financing appear to be coming available. To increase its access to financial markets, Goldrich intends to also seek a listing of its shares on a recognized stock exchange in Canada in addition to its listing on the FINRA OTCBB in the United States.

Going Concern

The audit opinion and notes that accompany our consolidated financial statements for the year ended December 31, 2013, disclose a 'going concern' qualification to our ability to continue in business. The accompanying consolidated financial statements have been prepared under the assumption that we will continue as a going concern. We are an exploration stage company and we have incurred losses since our inception. We do not have sufficient cash to fund normal operations and meet debt obligations for the next 12 months without deferring payment on certain current liabilities and raising additional funds. During the year ended December 31, 2013, we raised $571,352 net cash from the issuance of notes payable in gold and received cash of $332,067 from a receivable from equipment sold in 2012. We believe that the going concern condition cannot be removed with confidence until the Company has entered into a business climate where funding of its activities is more assured.

We currently have no historical recurring source of revenue and our ability to continue as a going concern is dependent on our ability to raise capital to fund our future exploration and working capital requirements or our ability to profitably execute our business plan. Our plans for the long-term return to and continuation as a going concern include financing our future operations through sales of our common stock and/or debt and the eventual profitable exploitation of its mining properties. Additionally, the current capital markets and general economic conditions in the United States are significant obstacles to raising the required funds. These factors raise substantial doubt about our ability to continue as a going concern.

On October 10, 2013, we reported GNP had completed preparations for initial extraction and had extracted approximately 680 ounces of gold during the construction of the mine before closing out the 2013 season. Sale of the gold provided $918,000 in revenue to GNP. No extraction is expected in 2014 as construction of the mine is completed with extraction planned to resume in June 2015. A successful mining operation may provide the long-term financial strength for the Company to remove the going concern condition in future years.

The consolidated financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern. If the going concern basis were not appropriate for these financial statements, adjustments would be necessary in the carrying value of assets and liabilities, the reported expenses and the balance sheet classifications used.

Results of Operations for the Quarter ended March 31, 2014

On March 31, 2014 we had total liabilities of $2,274,249 and total assets of $1,118,297. This compares to total liabilities of $2,106,734 and total assets of $1,063,240 on December 31, 2013. As of March 31, 2014, our liabilities consist of $732,317 for notes payable in gold, net of discounts, $238,852 for note payable, net of discounts, $638,708 for environmental remediation and asset retirement obligations, $538,249 of trade payables and accrued liabilities, $104,040 due to related parties, and $22,083 for dividends payable. Of these liabilities, $1,396,689 is due within 12 months. The increase in liabilities compared to December 31, 2013 is largely due to the note payable entered into during the quarter ended March 31, 2014, and an increase in trade payables due to limited cash available during the quarter to meet operating needs. The increase in total assets was due to the cash received near the beginning of the quarter from the note payable, the sale of 200 shares of Series A Convertible Preferred stock, increases in prepaid expenses for insurance premiums paid, and an increase in deferred financing cost asset during the three-months ended March 31, 2014. At the end of the quarter, we did not have sufficient cash available to meet short-term needs to pay trade accounts payable or to pay amounts due to the Chief Executive Officer or Chief Financial Officer for services rendered.

On March 31, 2014 we had negative working capital of $1,137,628 and stockholders' deficit of $1,155,952 compared to negative working capital of $1,318,660 and stockholders' deficit of $1,043,494 for the year ended December 31, 2013. Working capital increased due to the receipt of cash from the note payable and the sale of Preferred Stock, offset by the increase in trade accounts payable. Stockholders' equity decreased due to the operating loss for the period, partially offset by an increase due to the sale of Preferred Stock for the quarter ended March 31, 2014.

During the quarter ended March 31, 2014, we used cash from operating activities of $388,295 compared to $114,898 for same period of 2013. The increase in cash used is due primarily to pay down of accounts payable, in the quarter ended March 31, 2014 compared to the increase of accounts payable for the same period of 2013. As of March 31, 2014, we had accumulated approximately $22.6 million in federal and state net operating losses, which may enable us to generate approximately $22.6 million in net income prior to incurring any significant income tax obligation.

During the quarter ended March 31, 2014, no cash was provided by investing activities compared to cash used of $142,315 in 2013. We purchased no additional capital equipment in the March 2014 and 2013 quarters.

During the quarter ended March 31, 2014, cash of $430,489 was provided by financing activities from the proceeds of a note payable and the sale of Preferred Stock, compared to cash used of $571,352 during the quarter ended March 31, 2013.

Sale of Unregistered Securities

Series B Preferred Stock

On January 23, 2014, the Company completed the offer and sale of 200 shares of Series B Preferred stock in the Company, resulting in net proceeds of $200,000 to the Company. These shares were issued from the designated 9,000,000 share of Preferred Stock, par value as the Board may determine.

In connection with the issuance of the Series B Preferred Stock, the Company issued 2,857,142 five-year warrants with an exercise price of $0.10 per share of the Company's common stock with a fair value of $92,242 as determined using a Black Scholes model and allocation between the preferred shares and the warrants as prescribed by ASC 470. Additionally, after accounting for the fair value of the warrant, a beneficial conversion feature of $50,000 was determined to exist, which represented a deemed dividend to the holder of the preferred shares recognizable immediately upon issue due to the ability to convert the shares concurrent with issuance of the preferred shares. Both the fair value of the warrants and the beneficial conversion feature were charged to Additional paid in capital at the date of issuance.

The fair value of the warrants was estimated on the issue date using the following weighted average assumptions::

Risk-free interest rate	1.62%
Expected dividend yield	--
Expected term (in years)	5
Expected volatility	157.0%

The Series B Convertible Preferred Shares carry the following rights and preferences:

- Liquidation Preference: Upon a liquidation event, each holder of outstanding shares of Series B Stock shall be entitled to be paid out of the assets of the Company available for distribution to stockholders, whether such assets are capital, surplus or earnings and before any amount shall be paid or distributed to the holders of any class of the Company's common stock, par value $0.10 per share (the "Common Stock"), or of any other stock ranking on liquidation junior to the Series B Stock, an amount in cash equal to $1,000 per share (adjusted appropriately for stock splits, stock dividends and the like) (the "Series B Liquidation Amount"), payable pari passu with the preference with any other securities ranking equal in liquidation preference; provided, however, that if upon any liquidation event, the amounts payable with respect to the Series B Stock are not paid in full, the holders of the Series B Stock shall share ratably in any distribution of assets in proportion to the full respective preferential amounts to which they are entitled. Holders of the Company's Series A Preferred Stock shall be paid in advance of holders of Series B Stock on the occurrence of a liquidation event.

- Voting: Each holder of Series B Stock shall be entitled to vote on all matters upon which holders of Common Stock would be entitled to vote and shall be entitled to that number of votes equal to the number of whole shares of Common Stock into which such holder's shares of Series B Stock could be converted under Section 4, at the record date for the determination of stockholders entitled to vote on such matter, or, if no such record date is established, at the day before the first notice of the meeting of stockholders at which the vote is to be taken is delivered to stockholders, or the date any written consent of stockholders is solicited if the vote is not to be taken at a meeting. Each such holder shall be entitled to notice of any stockholders' meeting in accordance with the Company's Bylaws. Except as otherwise expressly provided in the Company's Articles of Incorporation, by the Alaska Code or the Certificate of Designation, the holders of shares of Series B Stock shall vote together as a single class with the Common Stock on an as-if-converted basis on all matters.

- Conversion: Any share of Series B Preferred Stock may, at the option of the holder be converted at any time into such number of fully-paid and non-assessable shares of Common Stock as is equal to the product obtained by multiplying the Series B Conversion Rate ($1000.00 divided by the Series B Conversion Price of $0.07 per share) by the number of shares of Series B Stock being converted.

- Right to Participate: The Company grants to each holder of Series B Stock the right to participate in any offerings of the Company's Common Shares or securities convertible into or exercisable to obtain Common Shares ("Participation Securities") where the price per Common Share (including on an as converted or exercised basis, as applicable) is less than $0.07 for a three-year period beginning on the Closing Date. Such participation shall be on the same terms as other investors in such future offerings at a dollar value equal to the principal amount of Preferred Shares held by the holder at the time of the Participation Notice (as defined below). Each holder of Series B Stock shall participate in such future offering by surrendering all of the holders then outstanding Preferred Shares and Warrants and receiving securities in the future offering with a dollar value equal to the principal amount of Preferred Shares surrendered. Prior to closing any offering of Participation Securities, the Company shall provide the holder with a written notice detailing the Participation Securities being offered and the material terms of the offering, which shall be the same terms being offered to other investors in the offering ("Participation Notice"). Upon receipt of the Participation Notice, the holder will have 10 Business Days for a private offering or 3 Business Days for a public offering to notify the Company that the holder wishes to participate in the offering.

- Notices of Record Date: In the event of any capital reorganization of the Company, any reclassification of the capital stock of the Company, or any Liquidation Event, the Company shall mail or deliver, or cause to be mailed or delivered, to each holder of Series B Stock a notice specifying: (a) if a plan of merger, consolidation or exchange is to be submitted for approval by the Company's shareholders, the place, day and hour of the meeting and purpose for which the meeting is called and including a copy or summary of the plan of merger, consolidation or exchange and copies of Alaska Code Sections 574 and 576; (b) the date on which any such reorganization, reclassification, or Liquidation Event is expected to become effective; and (c) the time, if any, that is to be fixed, as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such reorganization, reclassification, or Liquidation Event. Such notice shall be mailed or delivered no later than ten (10) days prior to the date specified in such notice on which such action is to be taken.

- Transfer: The shares of Series B Stock are non-transferrable.

- Other Rights: Except as otherwise provided in the Certificate of Designation, each share of Series B Stock and each share of Common Stock shall be identical in all respects, shall have the same powers, preferences and rights, without preference of any such class or share over any other such class or share.

The Series B Preferred Shares were issued to "accredited investors" (as defined in Rule 501(a) of Regulation D) in private placement transactions pursuant to Section 4(2) of the Securities Act of 1933, as amended.

Note Payable

On January 24, 2014, the Company closed a three-year unsecured senior note financing for $300,000 with a private investment firm. Per the note agreement, the $300,000 is the first of six-staged loans for total aggregate proceeds of $2 million. The note bears interest at 15%, payable at the end of each quarter. Interest of $7,860 had been accrued and paid as of March 31, 2014.

Repayment of all amounts owed under the note are guaranteed by Goldrich Placer LLC, the Company's wholly owned subsidiary, which in turn owns a 50% interest in Goldrich NyacAU Placer LLC. *See Note 6 Joint Venture.*

The note contains standard default provisions, including failure to pay interest and principal when due. If the lender has fully funded loans 1 through 4 as outlined below, then upon the occurrence of any event of default as defined in the agreement, until such time as the earlier of either (i) the event of default has been cured in the reasonable judgment of the Lender as evidenced in writing or (ii) all amounts due and payable under the note are paid in full pursuant to the terms hereof, any amounts owing hereunder shall bear an applicable rate equal to twenty percent (20%) per annum and shall be immediately due and payable to lender upon lender's written demand to the Company.

Under the terms of the note, the three-year maturity date is measured from the closing date of each loan in the series. The loans will be issued at a 5% discount and, for each loan of the series, the lender will be issued a pro rata amount of five-year warrants totaling up to 10.5 million shares of common stock of the Company exercisable at $0.15 per common share. The Company has, at its election, the ability to cancel future loans at any time or prepay the loans together with interest thereon without penalty. The lender reserves the right, at its election, to determine whether to fund Loans 2 through 6 in the series. The Company will pay finders fees consisting of a 3% cash commission and warrants to purchase shares of common stock of the Company equal to 8% of each loan (160,000 warrants through March 31, 2014), of which 1% of the cash commission and 3% of the warrants will be paid to a director of the Company. The terms of the warrants will be the same as the warrants issued to the lender.

The loans are scheduled to be made as follows:

Loan Number	Date of Loan:	Amount of Loan:	Pro Rata Warrants to Lender
1	January 29, 2014	$300,000	1,575,000
2	February 28, 2014	$200,000	1,050,000
3	March 30, 2014	$300,000	1,575,000
4	April 29, 2014	$200,000	1,050,000
5	June 30, 2014	$500,000	2,625,000
6	September 30, 2014	$500,000	2,625,000
TOTAL		$2,000,000	10,500,000

During the three-months ended March 31, 2014, the Company received the first staged loan of $300,000 less a discount of $15,000, for proceeds of $285,000. The Company paid finders fees totaling $9,000, and incurred other placement costs of $35,627, for a total of $44,627 of deferred finance costs. The lender elected to defer at least the second, third and fourth tranches of the note advances pending the resolution and additional due diligence related to a lien that was placed on our claims in December by our JV partner, which were subsequently released during the quarter ended March 31, 2014.

The fair value of warrants issued with the notes payable in gold was estimated at the date of issuance using the Black-Scholes fair value model, which requires the use of highly subjective assumptions, including the expected volatility of the stock price, which may be difficult to estimate for small reporting companies traded on micro-cap stock exchanges. The fair value of the warrants was estimated on the issue date using the following weighted average assumptions:

Risk-free interest rate	1.52%
Expected dividend yield	0
Expected term (in years)	5
Expected volatility	157.1%

The risk-free interest rate is based on the U.S. Treasury yield curve at the time of the grant. The expected term of warrants issued is from the date of issuance. The expected volatility is based on historical volatility. The Company has evaluated previous low occurrences of warrant forfeitures and believes that current holders of the warrants will hold them to maturity as has been experienced historically; therefore, no variable for forfeiture was used in the calculation of fair value. The unamortized fair value of warrants issued with the note payable was $47,336 at March 31, 2014. The Note payable was discounted by the fair value of the warrants, which is being amortized over the life of the note.

At March 31, 2014, the Company had outstanding total notes payable of $300,000 less unamortized discounts of $61,148 for a net liability of $238,852. The holder of the note payable contract elected to defer at least the second, third and fourth tranches of the note advances pending the resolution and additional due diligence related to a lien that was placed on our claims in December by our joint venture partner (see *Note 6 Joint Venture*), which were subsequently released during the quarter ended March 31, 2014.

Notes Payable in Gold

During the three month period ended March 31, 2013, the Company issued notes in principal amounts totaling $820,000, less a discount of $205,000, for cash proceeds of $615,000. Under the terms of the notes, the Company agreed to deliver gold to the holders at the lesser of $1,350 or a 25% discount to market price as calculated on the contract date and specify delivery of gold in November 2014. The notes payable in gold contracts contain standard terms regarding delivery and receipt of gold and payment of delivery costs. The Company paid a finder’s fee of $42,000, or 7% of $600,000 of the net proceeds and incurred other placement costs of $2,143, for a total of $44,143 of deferred finance costs.

Additionally, for each dollar of note payable in gold entered into during the three month period ended March

31, 2013, the holder received one half of a common stock purchase warrant. Each whole warrant is exercisable to purchase one share of common stock of the Company at an exercise price of $0.40 for a period of two years following the date of issue. The Company recognized an additional discount of $10,247 for the fair value of the warrants.

In the event that our shares of common stock trade in the United States at a closing price of greater than $1.00 per share for a period of 10 consecutive trading days at any time following the issuance of the warrants, the Company may, in its sole discretion, accelerate the expiration date of the warrants by giving written notice to the holders thereof, and in such case, the warrants will expire on the 20th business day after the date on which such notice is given by the Company.

At March 31, 2014, the Company had outstanding total notes payable in gold of $820,000 less unamortized discounts of $87,683 for a net liability of $732,317, representing 511.193 ounces of fine gold deliverable at November 30, 2014. The Joint Venture does not plan to produce or distribute gold to the Company prior to November 30, 2014; therefore, the Company will secure financing to buy the gold for payment, enter into negotiations with holders to modify the terms of the agreement or begin accruing and paying 8% interest on the total notes payable balance until the gold is delivered.

The notes were issued to “accredited investors” (as defined in Rule 501(a) of Regulation D) in private placement transactions pursuant to Section 4(2) of the Securities Act of 1933, as amended.

Subsequent Events

The Company has no subsequent events at this time.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Inflation

We do not believe that inflation has had a significant impact on our consolidated results of operations or financial condition.

Contractual Obligations

We have no contractual obligations

Critical Accounting Policies

We have identified our critical accounting policies, the application of which may materially affect the financial statements, either because of the significance of the financials statement item to which they relate, or because they require management’s judgment in making estimates and assumptions in measuring, at a specific point in time, events which will be settled in the future. The critical accounting policies, judgments and estimates which management believes have the most significant effect on the financial statements are set forth below:

- Estimates of the recoverability of the carrying value of our mining and mineral property assets. We use publicly available pricing or valuation estimates of comparable property and equipment to assess the carrying value of our mining and mineral property assets. However, if future results vary materially from the assumptions and estimates used by us, we may be required to recognize an impairment in the assets’ carrying value.

- Expenses and disclosures associated with accounting for stock-based compensation. We used the Black-Scholes option pricing model to estimate the fair market value of stock options issued under our stock-based compensation plan, which determines the recognition of associated compensation expense. This valuation model requires the use of judgment in applying assumptions of risk-free interest rate, stock price volatility and the expected life of the options. While we believe we have applied appropriate judgment in the assumptions and estimates, variations in judgment in applying assumptions and estimates used in this valuation could have a material effect upon the reported operating results.

- Estimates of our environmental liabilities. Our potential obligations in environmental remediation, asset retirement obligations or reclamation activities are considered critical due to the assumptions and estimates inherent in accruals of such liabilities, including uncertainties relating to specific reclamation and remediation methods and costs, the application and changing of environmental laws, regulations and interpretations by regulatory authorities.

- Accounting for Investments in Joint Ventures. For joint ventures in which we do not have joint control or significant influence, the cost method is used. Under the cost method, these investments are carried at the lower of cost or fair value. For those joint ventures in which there is joint control between the parties and in which we have significant influence, the equity method is utilized whereby our share of the ventures' earnings and losses is included in the statement of operations as earnings in joint ventures and our investments therein are adjusted by a similar amount. We have no significant influence over our joint venture described in Note 5 *Joint Venture* to the financial statements, and therefore account for our investment using the cost method. For joint ventures where we hold more than 50% of the voting interest and has significant influence, the joint venture is consolidated with the presentation of a non-controlling interest. In determining whether significant influence exists, we consider our participation in policy-making decisions and our representation on the venture's management committee. We currently have no joint venture of this nature.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Not applicable.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

At the end of the period covered by this Quarterly Report on Form 10-Q, an evaluation was carried out under the supervision of, and with the participation of, our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a – 15(e) and Rule 15d – 15(e) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act")). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that as of the end of the period covered by this Quarterly Report on Form 10-Q, our disclosure controls and procedures were effective, and that information required to be disclosed by the Company in its reports that it files or submits to the SEC under the Exchange Act, is recorded, processed, summarized and reported within the time period specified in applicable rules and forms.

Our Chief Executive Officer and Chief Financial Officer have also determined that the disclosure controls and procedures are effective, and that material information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow for accurate required disclosure to be made on a timely basis.

Changes in internal controls over financial reporting

During the period covered by this Quarterly Report on Form 10-Q, there have been no changes in our internal control over financial reporting 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

There have been no material developments or rulings during the period ended March 31, 2014.

Item 1A. Risk Factors

There have been no changes to our risk factors as reported in our annual report on Form 10-K for the year ended December 31, 2013.

Item 2. Unregistered Sales of Equity Securities and Use Of Proceeds

See full disclosure in section entitled "Sale of Unregistered Securities" above, which is incorporated by reference to this Item 2.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosure

Our exploration properties are subject to regulation by the Federal Mine Safety and Health Administration ("MSHA") under the Federal Mine Safety and Health Act of 1977 (the "Mine Act"). Pursuant to Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (The "Dodd-Frank Act"), issuers that are operators, or that have a subsidiary that is an operator, of a coal or other mine in the United States are required to disclose in their periodic reports filed with the SEC information regarding specified health and safety violations, orders and citations, related assessments and legal actions, and mining-related fatalities. During the quarter ended March 31, 2014, we had no such specified health and safety violations, orders or citations, related assessments or legal actions, mining-related fatalities, or similar events in relation to our United States operations requiring disclosure pursuant to Section 1503(a) of the Dodd-Frank Act.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit No.	Document
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14 of the Exchange Act
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14 of the Exchange Act
32.1	Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS(1)	XBRL Instance Document
101.SCH(1)	XBRL Taxonomy Extension Schema Document
101.CAL(1)	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF(1)	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB(1)	XBRL Taxonomy Extension Label Linkbase Document
101.PRE(1)	XBRL Taxonomy Extension Presentation Linkbase Document

(1) Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Act of 1934 and otherwise are not subject to liability.

SIGNATURES

In accordance with Section 12 of the Securities Exchange Act of 1934, the Registrant has caused this Quarterly Report on Form 10-Q to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 15, 2014

GOLDRICH MINING COMPANY

By *<u>/s/ William Schara</u>*

William Schara, Chief Executive Officer and President

In accordance with Section 12 of the Securities Exchange Act of 1934, the Registrant has caused Quarterly Report on Form 10-Q to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 15, 2014

GOLDRICH MINING COMPANY

By *<u>/s/ Ted R. Sharp</u>*

Ted R. Sharp, Chief Financial Officer

Exhibit 31.1

CERTIFICATION

I, William Schara, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Goldrich Mining Company;

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 Rules 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 financial 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 of 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 (fourth 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 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:

   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: May 15, 2014

By: /s/ William Schara
William Schara, Chief Executive Officer, President and Principal Executive Officer

A signed original of this written statement has been provided to the registrant and will be retained by the registrant to be furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 31.2

CERTIFICATION

I, Ted R. Sharp, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Goldrich Mining Company;

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 Rules 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 financial 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 of 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 (fourth 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 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:

   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: May 15, 2014

By: /s/ Ted R. Sharp
Ted R. Sharp, Chief Financial Officer, Principal Financial Officer

A signed original of this written statement has been provided to the registrant and will be retained by the registrant to be furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.1

**CERTIFICATION 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 of Goldrich Mining Company, (the "Company") on Form 10-Q for the period ending March 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, William Schara, Chief Executive Officer, President and Principal Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

/s/ William Schara
William Schara, Chief Executive Officer and President

DATE: May 15, 2014

A signed original of this written statement required by Section 906 has been provided to Goldrich Mining Company and will be retained by Goldrich Mining Company to be furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION 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 of Goldrich Mining Company, (the "Company") on Form 10-Q for the period ending March 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ted R. Sharp, Chief Financial Officer and Principal Financial Officer of the Company, certify, pursuant to 81 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

/s/ Ted R. Sharp
Ted R. Sharp, Chief Financial Officer

DATE: May 15, 2014

A signed original of this written statement required by Section 906 has been provided to Goldrich Mining Company and will be retained by Goldrich Mining Company to be furnished to the Securities and Exchange Commission or its staff upon request.