

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

Quarterly Report Pursuant To Section 13 Or 15(d) Of The Securities Exchange Act Of 1934

For the quarterly period ended **July 31, 2009**

Transition Report Under Section 13 Or 15(d) Of The Securities Exchange Act Of 1934

For the transition period \_\_\_\_\_ to \_\_\_\_\_

**COMMISSION FILE NUMBER 000-52711**

**STAR GOLD CORP.**

(Exact name of small business issuer as specified in its charter)

**NEVADA**

**27-0348508**

(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification No.)

6240 East Seltice Way Suite C,  
Post Falls, Idaho, USA 83854

(Address of principal executive offices)

**Not Applicable**

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

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past twelve 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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: **As of July 31, 2009, the Issuer had 30,675,000 Shares of Common Stock outstanding.**

Transitional Small Business Disclosure Format (check one): Yes  No

**PART I - FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS.**

The accompanying unaudited financial statements have been prepared in accordance with the instructions to Form 10-Q and Item 310(b) of Regulation S-X, and, therefore, do not include all information and footnotes necessary for a complete presentation of financial position, results of operations, cash flows, and stockholders' equity in conformity with generally accepted accounting principles. In the opinion of management, all adjustments considered necessary for a fair presentation of the results of operations and financial position have been included and all such adjustments are of a normal recurring nature. Operating results for the three months ended July 31, 2009 are not necessarily indicative of the results that can be expected for the year ending April 30, 2009.

As used in this Quarterly Report, the terms "we", "us", "our", the "Company" and "Star" mean Star Gold Corp. and its subsidiaries unless otherwise indicated. All dollar amounts in this Quarterly Report are in U.S. dollars unless otherwise stated.

STAR GOLD CORP.  
(An Exploration Stage Company)

CONSOLIDATED BALANCE SHEETS

|  | July 31,<br>2009 | April 30,<br>2009 |
|--|------------------|-------------------|
|  | Unaudited        | Audited           |
| ASSETS   |                  |                   |
| CURRENT ASSETS:  |                  |                   |
| Cash   | 2,917            | 15,018            |
| Prepaid expenses   | 400              | -                 |
| TOTAL CURRENT ASSETS   | 3,317            | 15,018            |
| TOTAL ASSETS   | <u>\$ 3,317</u>  | <u>\$ 15,018</u>  |
| LIABILITIES AND SHAREHOLDERS' EQUITY   |                  |                   |
| Accounts payable and accrued expenses  | 11,250           | 8,750             |
| TOTAL CURRENT LIABILITIES  | 11,250           | 8,750             |
| COMMITMENTS AND CONTINGENCIES  |                  |                   |
| SHAREHOLDERS' EQUITY:  |                  |                   |
| Preferred stock, \$.001 par value, 10,000,000 shares authorized,<br>no shares issued and outstanding     | -                | -                 |
| Common stock, \$.001 par value 300,000,000 shares authorized<br>30,675,000 shares issued and outstanding | 30,675           | 30,675            |
| Additional paid-in capital   | 115,825          | 115,825           |
| Stock subscriptions receivable   | 80,000           | 80,000            |
| Accumulated deficit  | (234,433)        | (220,232)         |
| TOTAL SHAREHOLDERS' (DEFICIT) EQUITY   | (7,933)          | 6,268             |
| TOTAL LIABILITIES AND SHAREHOLDERS' (DEFICIT) EQUITY   | <u>\$ 3,317</u>  | <u>\$ 15,018</u>  |

STAR GOLD CORP.  
Formerly: Elan Development, Inc.  
(An Exploration Stage Company)

CONSOLIDATED STATEMENTS OF OPERATIONS

|  | For the Three<br>Months Ended<br>July 31,<br>2009 | For the Three<br>Months Ended<br>July 31,<br>2008 | For the Period<br>from December 8,<br>2006 (inception)<br>to July 31, 2009 |
|--|---|---|--|
| REVENUES   | \$ -  | \$ -  | \$ -   |
| Cost of operations   | -   | -   | -  |
| GROSS PROFIT   | -   | -   | -  |
| OPERATING EXPENSES   |   |   |  |
| General and administrative expenses                                  | 14,201  | 12,330  | 234,433  |
| Total operating expenses   | 14,201  | 12,330  | 234,433  |
| Loss from continuing operations<br>before provision for income taxes | (14,201)  | (12,330)  | (234,433)  |
| Provision for income taxes   | -   | -   | -  |
| NET LOSS   | \$ (14,201)                                       | \$ (12,330)                                       | \$ (234,433)   |
| Weighted average common shares outstanding -<br>basic and diluted    | 30,675,000  | 5,681,720   |  |
| Net loss per share-basic and diluted                                 | \$ (0.00)   | \$ (0.00)   |  |

STAR GOLD CORP.  
Formerly Elan Development Inc.  
(An Exploration Stage Company)

CONSOLIDATED STATEMENTS OF CASH FLOWS

| For the three months<br>ended<br>July 31, 2009 | For the three months<br>ended<br>July 31, 2008 | For the Period<br>from December 8,<br>2006 (inception) to<br>July 31, 2009 |
|--|--|--|
|  |  |  |

|   |    |          |                          |
|---|----|----------|--------------------------|
| CASH FLOW FROM OPERATING ACTIVITIES:              |    |          |                          |
| Net loss  | \$ | (14,201) | \$ (12,330) \$ (234,433) |
| Changes in assets and liabilities:                |    |          |                          |
| Prepaid expenses                                  |    | (400)    | - (400)                  |
| Accrued expenses                                  |    | 2,500    | 2,500 5,250              |
| Impairment of mineral rights                      |    | -        | - 6,000                  |
| <hr/>   |    |          |                          |
| NET CASH USED IN OPERATING ACTIVITIES             |    | (12,101) | (9,830) (223,583)        |
| <hr/>   |    |          |                          |
| CASH FLOW FROM FINANCING ACTIVITIES:              |    |          |                          |
| Net proceeds from the issuance of common stock    |    | -        | - 146,500                |
| Net proceeds from subscriptions receivable        |    | -        | - 80,000                 |
| <hr/>   |    |          |                          |
| NET CASH PROVIDED BY FINANCING ACTIVITIES         |    | -        | - 226,500                |
| <hr/>   |    |          |                          |
| Increase (decrease) in Cash and Cash Equivalents  |    | (12,101) | (9,830) 2,917            |
| <hr/>   |    |          |                          |
| CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD    |    | 15,018   | 27,066 -                 |
| <hr/>   |    |          |                          |
| CASH AND CASH EQUIVALENTS, END OF PERIOD          | \$ | 2,917    | \$ 17,236 \$ 2,917       |
| <hr/>   |    |          |                          |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION: |    |          |                          |
| Cash paid for interest                            | \$ | -        | \$ -                     |
| Cash paid for income taxes                        | \$ | -        | \$ -                     |

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STAR GOLD CORP.

(An Exploration Stage Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the period of December 8, 2006 (inception)  
through July 31, 2009

NOTE 1 - NATURE OF OPERATIONS

Star Gold Corp. (the "Company") was incorporated in the State of Nevada on December 8, 2006. The Company was organized to explore mineral properties in British Columbia, Canada.

These financial statements are presented on the basis that the Company is a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business over a reasonable length of time. As of July 31, 2009, the Company had \$2,917 in cash, working capital deficit of \$7,933, and shareholders' deficit of \$7,933 and accumulated net losses of \$234,433 since inception. The financial statements do not include any adjustments relating to

the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Its continuation as a going concern is dependent upon its ability to generate sufficient cash flow to meet its obligations on a timely basis, to obtain additional financing or refinancing as may be required, to develop commercially viable mining reserves, and ultimately to establish profitable operations.

Management's plans for the continuation of the Company as a going concern include financing the Company's operations through issuance of its common stock. If the Company is unable to complete its financing requirements or achieve revenue as projected, it will then modify its expenditures and plan of operations to coincide with the actual financing completed and actual operating revenues. There are no assurances, however, with respect to the future success of these plans.

Unless otherwise indicated, amounts provided in these notes to the financial statements pertain to continuing operations. The Company is not currently earning any revenues.

While the information presented in the accompanying interim three months consolidated financial statements is unaudited, it includes all adjustments, which are, in the opinion of management, necessary to present fairly the financial position, results of operations and cash flows for the interim periods presented in accordance with accounting principles generally accepted in the United States of America. These interim financial statements follow the same accounting policies and methods of their application as the Company's April 30, 2009 annual consolidated financial statements. All adjustments are of a normal recurring nature. It is suggested that these interim financial statements be read in conjunction with the Company's April 30, 2009 annual financial statements.

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STAR GOLD CORP.

(An Exploration Stage Company)

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the period of December 8, 2006 (inception)  
through July 31, 2009

#### NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

##### Basis of Presentation

These financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States and are expressed in United States (US) dollars. The Company has not produced any revenue from its principal business and is an exploration stage company as defined by the Statement of Financial Accounting Standards (SFAS) No. 7. "Accounting and Reporting by Development Stage Enterprises".

##### Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary Elan Development Corp, a Company incorporated under the Company Act of Alberta on March 15, 2007. All inter-company transactions have been eliminated.

##### Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported

amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of these financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### Regulatory Matters

The company and its mineral property interests are subject to a variety of Canadian national and provincial regulations governing land use, health, safety and environmental matters. The company's management believes it has been in substantial compliance with all such regulations, and is unaware of any pending action or proceeding relating to regulatory matters that would affect the financial position of the Company.

#### Impaired Asset Policy

The Company periodically reviews its long-lived assets when applicable to determine if any events or changes in circumstances have transpired which indicate that the carrying value of its assets may not be recoverable, pursuant to guidance established in Statement of Financial Accounting Standards No. 144 ("SFAS 144"), "Accounting for the Impairment or Disposal of Long-lived Assets". The Company

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STAR GOLD CORP.

(An Exploration Stage Company)

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the period of December 8, 2006 (inception)  
through July 31, 2009

determines impairment by comparing the undiscounted future cash flows estimated to be generated by its assets to their respective carrying amounts. If impairment is deemed to exist, the assets will be written down to fair value.

#### Start-up Expenses

The Company has adopted Statement of Position No. 98-5 ("SOP 98-5"), "Reporting the Costs of Start-up Activities," which requires that costs associated with start-up activities be expensed as incurred.

Accordingly, start-up costs associated with the Company's formation have been included in the Company's general and administrative expenses for the period from inception on December 8, 2006 to April 30, 2007.

#### Mineral Property Costs

Mineral property acquisition, exploration and development costs are expenses as incurred until such time as economic reserves are quantified. From that time forward, the Company will capitalize all costs to the extent that future cash flows from mineral resources equal or exceed the costs deferred. The deferred costs will be amortized over the recoverable reserves when a property reaches commercial production. Costs related to site restoration programs will be accrued over the life of the project. To date, the Company has not established any proven reserves on its mineral properties.

On April 11, 2008, Elan Development, Inc. (the "Registrant") executed a property purchase agreement (the "Agreement") with MinQuest, Inc. ("MinQuest") granting the Registrant the right to acquire 100% of the mining interests of one Nevada mineral exploration property currently controlled by MinQuest, a natural resource exploration company. The property named the Excalibur Property ("the Property"). The Property is located in Mineral County Nevada and currently consists of 8 unpatented mining claims. Since the payment obligations are non-refundable, if the Company does not make any payments under the Agreement, they will lose any payments made and the rights to the respective property. If all said payments under the

Agreements are made, the Company will acquire all mining interests in the respective property.

Because the claims have no proven mineral reserves, the amount allocated toward mineral rights and claims was considered 100% impaired and written off at the date of acquisition. The Company has paid approximately \$37,000 towards this agreement as of July 31, 2009.

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STAR GOLD CORP.

(An Exploration Stage Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the period of December 8, 2006 (inception)  
through July 31, 2009

Foreign Currency Translation

The Company's functional currency is the Canadian dollar as substantially all of the Company's operations are in Canada. The Company used the United States dollar as its reporting currency for consistency with registrants of the Securities and Exchange Commission and in accordance with the SFAS No. 53 "Foreign Currency Translation".

Assets and liabilities that are denominated in a foreign currency are translated at the exchange rate in effect at the year end and capital accounts are translated at historical rates. Income statement accounts are translated at the average rates of exchange prevailing during the period. Translation adjustments from the use of different exchange rates from period to period are included in the Comprehensive Income statement account in Shareholder's Equity, if applicable. There were no translation adjustments as of July 31, 2009.

Transactions undertaken in currencies other than the functional currency of the entity are translated using the exchange rate in effect as of the transaction date. If applicable, exchange gains and losses are included in other items on the Statement of Operations. There were no exchange gains or losses as of July 31, 2009.

Loss Per Share

The Company computed basic and diluted loss per share amounts for July 31, 2009 pursuant to the SFAS No. 128, "Earnings per Share." There are no potentially dilutive shares outstanding and, accordingly, dilutive per share amounts have not been presented in the accompanying statements of operations.

Fair Value of Financial Instruments

SFAS No. 107, "Disclosures about Fair Value of Financial Instruments," requires disclosures of information regarding the fair value of certain financial instruments for which it is practicable to estimate the value. For purpose of this disclosure, the fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced sale of liquidation.

Comprehensive Loss

SFAS No.130, "Reporting Comprehensive Income," establishes standards for the reporting and display of comprehensive loss and its components in the financial statements. As of July 31,

2009 the Company has no items that represent comprehensive loss and therefore, has not included a schedule of comprehensive loss in financial statements.

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STAR GOLD CORP.  
(An Exploration Stage Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the period of December 8, 2006 (inception)  
through July 31, 2009

Income Taxes

Income taxes are recognized in accordance with SFAS 109, "Accounting for Income Taxes", whereby deferred income tax liabilities or assets at the end of each period are determined using the tax rate expected to be in effect when the taxes are actually paid or recovered. A valuation allowance is recognized on deferred tax assets when it is more likely than not that some or all of these deferred tax assets will not be realized.

NOTE 3 – MINERAL LEASES AND CLAIMS

The Company has a 100% interest in a certain mineral property in the Nicola Mining Division British Columbia, Canada, collectively referred as to the Copper Belle Property.

On April 17, 2007, the Company acquired a 100% interest in numerous claims known as the Copper Belle Property and is located in the Nicola Mining Division, British Columbia. The claims were purchased for \$6,000 cash.

The company has expanded the Excalibur Property on June 18, 2009 via amending agreement between Star Gold Corp. and MinQuest, and expanding the total claims to 50 claims, covering an area of approximately 1000 acres. Star Gold Corp. has commenced exploration activities on the Excalibur Property in accordance with the company's business plan and has raised approximately \$140,000 for operations during the past year.

NOTE 4 – RECENT AUTHORITATIVE PRONOUNCEMENTS

Recent accounting pronouncements that the Company has adopted or will be required to adopt in the future are summarized below.

Subsequent Events

In May 2009, the FASB issued SFAS No. 165, "Subsequent Events". ("SFAS No. 165") This Statement establishes general standards of accounting for and disclosures of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. It requires the disclosure of the date through which an entity has evaluated subsequent events and the basis for that date and is effective for interim and annual periods ending after June 15, 2009. The Company has adopted SFAS No. 165 and is evaluating the effect it will have on its consolidated financial statements.

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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the period of December 8, 2006 (inception)  
through July 31, 2009

### Interim Disclosure about Fair Value of Financial Instruments

In April 2009, the FASB issued FASB Staff Position "FSP" No. SFAS 107-1 and APB 28-1, "Interim Disclosures about Fair Value of Financial Instruments". This FSP amends SFAS No. 107 to require disclosures about fair values of financial instruments for interim reporting periods as well as in annual financial statements. The FSP also amends Accounting Principles Board Opinions "APB Opinion" No. 28 to require those disclosures in summarized financial information at interim reporting periods. This FSP becomes effective for interim reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. The Company has adopted "FSP" No. SFAS 107-1 and APB 28-1 and is evaluating the effect it will have on its consolidated financial statements.

### NOTE 5 – SHAREHOLDERS' EQUITY

On March 20, 2007, the Company issued 275,000 of its common shares for cash of \$5,500.

On April 05, 2007, the Company issued 8,725,000 of its common shares for cash of \$60,500.

On April 12, 2007, the Company issued 475,000 of its common shares for cash of \$9,500.

On April 19, 2007, the Company issued 550,000 of its common shares for cash of \$11,000.

On April 15, 2008, the Company received subscriptions for 600,000 shares at \$.10, totaling cash proceeds of \$60,000.

On February 11, 2008 the Board of Directors of the registrant passed unanimously a resolution authorizing a forward split of the authorized and issued and outstanding common shares on a three to one (3 – 1) basis bringing the total common shares issued and outstanding to 30,075,000 and authorized common shares to 300,000,000.

On November 11, 2008, the Company has completed a Private placement with one individual to issue 600,000 common shares and 600,000 share purchase warrants at a price of \$0.10 per unit. Each unit comprises of one common share and one share purchase warrant. The term of the warrant is for three years, and may be exercised at \$0.20 during the first year \$0.30 during the second year and \$0.40 during the third year. No commissions were paid and no registration rights have been granted.

As of January 15, 2009 the company has initiated a private placement of 100,000 shares at \$1.00 per share. To date the Company has received \$80,000 from one subscribing individual for a total subscription of 80,000 common shares.

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## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION.**

### **Cautionary Statement Regarding Forward-Looking Statements**

Certain statements contained in this Quarterly Report constitute "forward-looking statements". These statements, identified by words such as "plan", "anticipate," "believe," "estimate," "should," "expect" and similar expressions include our expectations and objectives regarding our future financial position, operating results and business strategy. These statements reflect the current views of management with respect to future events and are subject to risks, uncertainties and other factors that may cause our actual results, performance or achievements, or industry results, to be materially different from those described in the forward-looking statements. Such risks and uncertainties include those set forth under the caption "Management's Discussion and Analysis or Plan of Operation" and elsewhere in this Quarterly Report. We advise you to carefully review the reports and documents we file from time to time with the Securities and Exchange Commission (the "SEC").

### **Overview**

We are an exploration stage company engaged in the acquisition and exploration of mineral properties. We acquired a 100% undivided interest in one mineral claim known as the "Copper Belle Property", comprised of 1 claim and 16 claim units, situated in the Nicola Mining District,

British Columbia, our plan of operation is to conduct mineral exploration activities on the Copper Belle Property in order to assess whether they possess commercially exploitable mineral deposits of copper, silver and gold. We have not earned any revenues to date. We do not anticipate earning revenues until such time as we enter into commercial production of our mineral properties. We are presently in the exploration stage of our business and we can provide no assurance that a commercially viable mineral deposit exists on our mineral claims or that we will discover commercially exploitable levels of mineral resources on our properties, or if such deposits are discovered, that we will enter into further substantial exploration programs. Further exploration is required before a final evaluation as to the economic and legal feasibility is required to determine whether our mineral claims possess commercially exploitable mineral deposits of silver and gold. See "Item 2. Management's Discussion and Analysis or Plan of Operation – Plan of Operation."

#### **Acquisition of the Copper Belle Property**

We purchased the Copper Belle Property in an arms-length transaction from Andrew Sostad for a cash consideration of \$6,000 pursuant to our purchase agreement dated April 17th, 2007

#### **Current State of Exploration-Copper Belle**

Phase I of our exploration program was completed in October of 2007. We received the Phase I report from Mr. Weicker on March 27, 2008. According to the report, samples that were taken from the property as part of the Phase I work indicated potential areas of significant mineralization on the Copper Belle Property. In his Phase I report, Weicker recommended that we proceed with Phase II of our exploration program.

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#### **Current State of Exploration-Excalibur**

##### **The Excalibur Property**

On April 11, 2008, Elan Development, Inc. (the "Registrant") executed a property purchase agreement (the "Agreement") with MinQuest, Inc. ("MinQuest") granting the Registrant the right to acquire 100% of the mining interests of one Nevada mineral exploration property currently controlled by MinQuest, a natural resource exploration company. The property named the Excalibur Property ("the Property"). The Property is located in Mineral County Nevada and currently consists of 8 unpatented mining claims. Since our payment obligations are non-refundable, if we do not make any payments under the Agreement, we will lose any payments made and all our rights to the respective property. If all said payments under the Agreement are made, then we will acquire all mining interests in the respective property.

Additionally, the company has expanded the Excalibur Property on June 18, 2009 via amending agreement between Star Gold Corp. and MinQuest, and expanding the total claims to 50 claims, covering an area of approximately 1000 acres. Star Gold Corp. has commenced exploration activities on the Excalibur Property in accordance with the company's business plan

We have completed an initial exploration program on the Excalibur Property, which included Geological Mapping, Rock Sampling and Assaying. Our Geologist has recommended, additional exploration work be done, and has provided us with an exploration program and accompanying budget which includes additional Mapping and Sampling as well as Diamond Drilling.

#### **EXCALIBUR EXPLORATION BUDGET**

|  |                  |
|--|------------------|
| Grid Sampling – 200 samples with time and expenses - |                  |
| Or acquisition of previous exploration package       | \$10,000         |
| Permitting and bonding                               | \$20,000         |
| Site preparation                                     | \$15,000         |
| Drilling – 10 holes @ 300 feet/hole and assays       | \$87,000         |
| <u>Geologist and expenses</u>                        | <u>\$18,000</u>  |
| <u>Total</u>   | <u>\$150,000</u> |

#### **HISTORY**

The Moho vein was discovered in 1903 and mined intermittently until the 1930's. According to the US Bureau of Mines IC 6941 written in 1937, the property produced over \$100,000 of ore at an average grade of 1 opt gold, 6.5 opt silver and 1.4% lead. This equates to about 5000 tons of hand sorted ore. The report also states that an additional 250,000 tons of ore were blocked out which average approximately 8.5 ppm gold over 3.2 feet of width. Since 1937 additional work was completed along the northern portion of the project. However, no additional production information is available for the property. The property went into foreclosure around 1984 and was held by the lender until 2006 when Tesoro Resources purchased the property. Although there is significant underground work and numerous trenches along strike of the mineralized zones, no apparent drilling was found within Tesoro's property during this investigation. In 1991 Dennis Flagle discovered the Excalibur area. He leased the project to Alta Gold in 1996. The project is located approximately 3000 feet northeast of the Moho mine.

Alta staked an additional 120 claims south and east of Flagle's original Excalibur claims. Alta reportedly conducted minimal geology, a soil sampling program and completed eleven RC drill holes from 1997 to 1998.

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Although this data is not currently available, it has been offered for sale by Mr. Flagle. Mr. Flagle reports that some "highly" anomalous gold was encountered in two or more of the drill holes. Alta Gold went into receivership in 1998 and the property reverted to the lessor.

The claims were abandoned shortly thereafter. MinQuest acquired the ground through staking of eight unpatented mining claims in 2004 and leased the project to Star Gold in 2007. Since that time an additional 46 claims have been added, 175 rock chip samples have been collected throughout the property and a geologic map with structure, alteration and cultural features has been completed.

## **GEOLOGY**

Outcrops within the project boundary have been mapped as Permian Mina Formation to recent alluvial fill. The oldest apparent unit outcropping in the area is at least partially of Permian age known as the Mina Formation. It has been age dated by K-Ar dates of detrital hornblende and by fossil fusulinids. The Formation is composed of silty to sandy shale and greywacke. Graded bedding and turbidity structures were noted in the field and were useful in identifying the upside of steeply dipping beds. This unit is green to gray grading from sands to feldspathic mudstone. Massive units are green in color and probably derived from a basic volcanic component. This unit is at least 600 feet thick based on mapping within the project area. The middle unit is composed of tuff with a pumice-rich basal layer. This unit is distinctive and can be used as a top-set indicator since bedding and sag structures in shale are generally destroyed by alteration. This unit is rather thin from a few feet to 20 feet thick. The upper unit is composed of massive to laminated gray to red-brown chert. It may be up to 200 feet thick in some places. However, this unit may be thickened by folding and faulting where mapped. The Mina Formation has been intruded by a Cretaceous quartz-eye granite porphyry stock on the south end of the project. This porphyry ranges from 89 to 93 Ma. The sediment contact is metamorphosed to slate and bleached quartzite. Feldspathic diorite plugs intrude the north and central portion of the property. The diorite has distinctive (calcic?) feldspar laths, often encased in another (sodic?) feldspar. These plugs may be lower Miocene in age correlating with other feldspathic diorite bodies elsewhere in the range. The age dates for similar plugs in the area range from 15 to 22 Ma. Fractionated mafic dikes or sills are probably related to the feldspathic diorite plugs. The dikes or sills utilize fault planes for emplacement. Most of the mineralization occurs during this phase and strongly affects adjacent slate, meta-tuff. Mild alteration effects are also noted within the quartz porphyry. The dikes are generally bleached and altered to clay suggesting mineralizing fluids are related to this event or at least provided plumbing for later hydrothermal fluids. A late stage leucocratic dike swarm parallels the main northwesterly trending valley bisecting the project. This dike swarm cuts all rock types and appears to be the youngest rock formation within the project boundary. No age dates are known for this unit.

## **MINERALIZATION**

Mineralization appears to be related to the mafic dikes and portions of the feldspathic diorite contacts. These intrusive events appear to have acted as conduits for hydrothermal fluids to migrate upwards and deposit minerals. Prospecting preferentially occurs along the diorite contact near the south-central portion of the claims, along the Moho "Vein", and along altered mafic dikes and plugs identified elsewhere on the property. There are three distinct types of

breccias related to historic prospecting activities. The first breccia type occurs along fault zones that contain zones of rubble up to 10 feet thick flanked by bright orange to red iron oxide staining. A second breccia type is represented by chert fragments cemented by chalcedonic silica. The third type of breccia is related to narrow calcite-filled fault zones and associated weak hematite staining resulting in pink calcite and breccia float trails which are poorly exposed.

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The following targets The bulk of the historic prospecting occurs along multiple, continuous, en echelon zones from 0.5 to 10 feet thick composed of hematite and sparcemented pebble breccias. These breccias wind through the faults zones and can be discontinuous and in discordant orientations. The zones are sometimes 'slaggy' specifically near diorite and mafic dike contacts. The Moho mine and parallel zones are 6 strongly associated with the diorite contact and along mafic dikes. The Moho "Veins" have been prospected to depths of 200 feet or more by multiple shafts and adits. The entire Moho "Vein" zone can be traced for over 7500 feet in length, 600 feet in width and over 1000 feet in elevation. Previous reports indicate an inferred resource of ~250,000 tons grading 8.5 ppm gold and 90 ppm silver has been blocked out by extensive underground sampling of existing workings. The Central Target is represented by the extension of the Moho that lies within the current claim position can be traced for over 1800 feet before it is lost under alluvial debris. Samples along this extension range from 0.8 to 7 g/t gold and 6 to 90 g/t silver. The workings are less extensive on Stargold's claim position. However, the low angle deposition of the mineralization coupled with multiple stacked veins indicates potential for either open pit or underground mining. Recent sampling and mapping have identified alteration consisting of silicified and brecciated zones with associated anomalous gold and silver concentrations. These alteration zones are located within the southern and northeastern portions of the property.

The Southern target is defined by an area roughly 1200 by 1500 feet composed of chert fragments cemented with chalcedonic silica. In places, later fault zones cut this material. The later faults contain clay gouge probably related to the aforementioned dikes and iron oxides. Gold values can be as high as 3 g/t, but are generally in the 0.1 to 0.8 g/t range. Silver values range from 3 to 80 g/t. The Northeastern target is hosted within brecciated chert and silicified diorite. Barite veins have been noted locally. Gold values range from 0.1 to 1.5 g/t and average 0.7 g/t while silver values can reach 10 g/t. This area was soil sampled by Alta Gold in 1997 and reportedly contained gold to 3 g/t in soils and 8 g/t in select rock chips. In 1998 Alta drilled five holes to test this target. The hole collars were poorly selected and proved to be too far from the target. Three holes failed to intersect any alteration while two holes were lost as they entered the mineralized zone. The area of anomalous gold is roughly 2500 feet by 900 feet. A target was also identified in the northwestern corner of the property. Samples collected from this area range from 0.8 to 14 g/t gold and 3 to 90 g/t silver from various pits and shafts. To date, this area appears to represent narrow, discontinuous structures hosted by a diorite plug. The target is currently considered too small and will need more work to bring it to a potential drill target.

#### **PLAN OF OPERATION**

Our plan of operation is to conduct mineral exploration activities on the Copper Belle Property in order to assess whether the claims possess commercially exploitable mineral deposits. Our exploration program is designed to explore for commercially viable deposits of copper silver and gold mineralization. We have not, nor has any predecessor, identified any commercially exploitable reserves of these minerals on our mineral claims.

. We have sufficient cash on hand to pay the costs of Phase II, with phase one having been completed in October 2007. However, we will require additional financing in order to proceed with any additional work beyond Phase II of our exploration program. We presently do not have any arrangements for additional financing for exploration work beyond Phase II of our exploration program, and no potential lines of credit or sources of financing are currently available for the purpose of proceeding with exploration work beyond Phase II of our exploration program.

A decision on proceeding beyond the planned Phase II explorations will be made by assessing whether the results of Phase II are sufficiently positive to enable us to obtain the financing we will need for us to continue through additional stages of the exploration program.

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This assessment will include an assessment of the market for financing of mineral exploration projects at the time of our assessment and an evaluation of our cash reserves after the completion of Phase II. The decision whether or not to proceed will be based on the recommendations of our geological consultant. The decision of the consultant whether or not to

recommend proceeding will be based on a number of factors, including his subjective judgment and will depend primarily on the results of the immediately preceding stage.

During this exploration stage, our president will only be devoting approximately six to eight hours per week of his time to our business. We do not foresee this limited involvement as negatively impacting our company over the next twelve months as all exploratory work has been and will continue to be performed by outside consultants. Additionally, we will not have a need to hire any employees over the next twelve months; nor do we plan to make any purchases of equipment over the next twelve months due to reliance upon outside consultants to provide all equipment needed for the exploratory work being conducted.

We anticipate that we will incur over the next twelve months the following expenses:

| Category                              | Planned Expenditures Over<br>The Next 12 Months (US\$) |
|---------------------------------------|--|
| Legal and Accounting Fees             | \$15,800   |
| Office Expenses                       | -  |
| Mineral Property Exploration Expenses | 150,000  |
| <b>TOTAL</b>                          | <b>\$165,800</b>                                       |

Our total expenditures over the next twelve months are anticipated to be approximately \$165,800. Our cash on hand as of July 31, 2009 is \$2,917. We do have sufficient cash on hand to pay the costs of Phase II of our proposed exploration program and to fund our operations for the next several months. We also require additional financing in order to proceed with any additional work beyond of our current exploration program.

We presently do not have any arrangements for additional financing for exploration work beyond Phase II of our exploration program, and no potential lines of credit or sources of financing are currently available for the purpose of proceeding with exploration work beyond Phase II of our exploration program.

## LIQUIDITY AND CAPITAL RESOURCES

### Working Capital

|                              | At July 31, 2009 | At April 30, 2009 |
|------------------------------|------------------|-------------------|
| Current Assets               | \$3,317          | 15,018            |
| Current Liabilities          | 11,250           | 8,750             |
| Working Capital<br>(Deficit) | (7,933)          | 6,268             |

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### Cash Flows

|  | Nine Months Ended<br>July 31, 2009 |
|--|------------------------------------|
| Cash Flows from (used in) Operating Activities | \$(12,101)                         |
| Cash Flows from (used in) Investing Activities | -                                  |
| Cash Flows from (used in) Financing Activities | --                                 |
| Net Increase (decrease) in Cash During Period  | \$(12,101)                         |

The decrease in our working capital surplus at July 31, 2009 from the period ended April 30, 2009 is reflective of the current state of our business development, primarily due to the increase in our professional fees paid, property acquisition and exploration expenses in connection with moving forward with our business plan and the operating expenses associated with our continuing reporting obligations under the Securities and Exchange Act of 1934.

As of July 31, 2009, we had cash on hand of \$2,917. Since our inception, we have used our common stock to raise money for our operations and for our property acquisitions. We have not attained profitable operations and are dependent upon obtaining financing to pursue our plan of operation. For these reasons, our auditors stated in their report to our audited financial statements for the year ended April 30, 2009, that there is substantial doubt that we will be able to continue as a going concern.

### **Future Financings**

We have incurred a net loss of \$234,433 for the period from December 8, 2006 (inception) to July 31, 2009 and have no revenues to date. Our future is dependent upon our ability to obtain financing and upon future profitable operations from the development of our mineral claims. We anticipate continuing to rely on equity sales of our common stock in order to continue to fund our business operations. Issuances of additional shares will result in dilution to our existing stockholders. There is no assurance that we will achieve any of additional sales of our equity securities or arrange for debt or other financing for to fund our planned business activities.

We presently do not have any arrangements for additional financing for exploration work beyond Phase II of our exploration program, and no potential lines of credit or sources of financing are currently available for the purpose of proceeding with exploration work beyond Phase II of our exploration program.

### **OFF-BALANCE SHEET ARRANGEMENTS**

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

### **CRITICAL ACCOUNTING POLICIES**

The financial statements presented with this Quarterly Report on Form 10-Q have been prepared in accordance with generally accepted accounting principles in the United States of America for interim financial information. These financial statements do not include all information and footnote disclosures required for an annual set of financial statements prepared under United States generally accepted accounting principles. In the opinion of our management, all adjustments (consisting solely of normal recurring accruals) considered necessary for a fair presentation of the financial position, results of operations and cash flows as at July 31, 2009 and for all periods presented in the attached financial statements, have been included. Interim results for the three month and nine-month period ended July 31, 2009 are not necessarily indicative of the results that may be expected for the fiscal year as a whole.

We have identified certain accounting policies, described below, that are most important to the portrayal of our current financial condition and results of operations. Our significant accounting policies are disclosed in the notes to our consolidated financial statements for the year ended April 30, 2009

#### *Exploration Stage Enterprise*

Our financial statements are prepared using the accrual method of accounting and according to the provisions of Statement of Financial Accounting Standards No. 7 ("SFAS 7"), "Accounting and Reporting for Development Stage Enterprises," as we devote substantially all of our efforts to acquiring and exploring mineral properties in British Columbia, Canada. Until such properties are acquired and developed, we will continue to prepare our financial statements and related disclosures in accordance with entities in the exploration stage.

#### *Cost of Maintaining Mineral Properties*

We do not accrue the estimated future costs of maintaining our mineral properties in good standing.

#### *Mineral Property Acquisition Payments and Exploration Costs*

We record our interest in mineral properties at cost. We expense all costs incurred on mineral properties to which we have secured exploration rights, other than acquisition costs, prior to the establishment of proven and probable reserves. If and when proven and probably reserves are determined for a property and a feasibility study prepared with respect to the property, then subsequent exploration and development costs of the property will be capitalized.

We regularly perform evaluations of any investment in mineral properties to assess the recoverability and/or the residual value of our investments in these assets. All long-lived assets are reviewed for impairment whenever events or circumstances change which indicate the carrying amount of an asset may not be recoverable.

#### *Exploration Expenditures*

We follow a policy of expensing exploration expenditures until a production decision in respect of the project and we are reasonably assured that it will receive regulatory approval to permit mining operations which may include the receipt of a legally binding project approval certificate.

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Management periodically reviews the carrying value of its investments in mineral leases and claims with internal and external mining related professionals. A decision to abandon, reduce or expand a specific project is based upon many factors including general and specific assessments of mineral deposits, anticipated future mineral prices, anticipated future costs of exploring, developing and operating a production mine, the expiration term and ongoing expenses of maintaining mineral properties and the general likelihood that we will continue exploration on such project. We do not set a pre-determined holding period for properties with unproven deposits, however, properties which have not demonstrated suitable metal concentrations at the conclusion of each phase of an exploration program are reevaluated to determine if future exploration is warranted, whether there has been any impairment in value and that their carrying values are appropriate.

If an area of interest is abandoned or it is determined that its carrying value cannot be supported by future production or sale, the related costs are charged against operations in the year of abandonment or determination of value. The amounts recorded as mineral leases and claims represent costs to date and do not necessarily reflect present or future values.

Our exploration activities and proposed mine development are subject to various laws and regulations governing the protection of the environment. These laws are continually changing, generally becoming more restrictive. We have made, and expect to make in the future, expenditures to comply with such laws and regulations.

The accumulated costs of properties that are developed in the stage of commercial production will be amortized to operations through unit-of-production depletion.

#### *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 the amounts reported in the financial statements and accompanying notes for the reporting period. Significant areas requiring the use of management estimates relate to the valuation of its mineral leases and claims and our ability to obtain final government permission to complete the project.

#### **RISKS AND UNCERTAINTIES**

**We have yet to attain profitable operations and because we will need additional financing to fund our exploration activities, our accountants believe there is substantial doubt about our ability to continue as a going concern**

We have incurred a net loss of \$234,433 for the period from (inception) to July 31, 2009, and have no revenues to date. Our future is dependent upon our ability to obtain financing and upon future profitable operations from the development of our mineral claims. These factors raise substantial doubt that we will be able to continue as a going concern.

**If we do not obtain additional financing, our business will fail**

Our current operating funds are insufficient to complete, , subsequent phases of the proposed exploration programs; with phase 1 having been completed in October 2007. However, they will be insufficient to complete the full exploration of the mineral claims and begin mining efforts should the mineral claims prove commercially viable. Therefore, we will need to obtain additional financing in order to complete our full business plan. As of July 31, 2009, we had cash in the amount of \$2,917.

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We currently do have exploration operations ongoing and we have no income. Our plan of operation calls for significant expenses in connection with the exploration of our mineral claims. We require additional financing to complete and proceed past Phase II of our exploration program. We may also require additional financing if the costs of the exploration of our mineral claims are greater than anticipated. We may also require additional financing to sustain our business operations if we are not successful in earning revenues. We currently do not have any arrangements for financing and we may not be able to obtain financing when required. Obtaining additional financing would be subject to a number of factors, including the market prices for the mineral property and metals. These factors may make the timing, amount, terms or conditions of additional financing unavailable to us.

**Since this is an exploration project, we face a high risk of business failure due to our**

**inability to predict the success of our business**

We have just begun the initial stages of exploration of our mineral claims, and thus have no way to evaluate the likelihood that we will be able to operate the business successfully. We were incorporated on December 8, 2006 and, to date, have been involved primarily in the acquisition of the mineral claims, obtaining a summary geological report and engaged in organizational activities.

**Because of the unique difficulties and uncertainties inherent in mineral exploration ventures, we face a high risk of business failure**

Investors should be aware of the difficulties normally encountered by new mineral exploration companies and the high rate of failure of such enterprises. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration of the mineral properties that we plan to undertake. These potential problems include, but are not limited to, unanticipated problems relating to exploration, and additional costs and expenses that may exceed current estimates. The expenditures to be incurred by us in the exploration of the mineral claims may not result in the discovery of mineral deposits. Problems such as unusual or unexpected formations and other conditions are involved in mineral exploration and often result in unsuccessful exploration efforts. If the results of Phases II and III of our exploration program do not reveal viable commercial mineralization, we may

decide to abandon our claim and acquire new claims for new exploration. The acquisition of additional claims will be dependent upon us possessing capital resources at the time in order to purchase such claims. If no funding is available, we may be forced to abandon our operations.

**We have no known mineral reserves and if we cannot find any we will have to cease operations**

We have no mineral reserves. If we do not find a mineral reserve containing gold or if we cannot explore the mineral reserve, either because we do not have the money to do it or because it will not be economically feasible to do it, we will have to cease operations and investors may lose their investment. Mineral exploration, particularly for gold, is highly speculative. It involves many risks and is often non-productive. The chances of finding reserves on our mineral properties are remote and funds expended on exploration will likely be lost.

**Because we anticipate our operating expenses will increase prior to our earning revenues, we may never achieve profitability**

Prior to completion of our exploration stage, we anticipate that we will incur increased operating expenses without realizing any revenues. We therefore expect to incur significant losses into the foreseeable future. We recognize that if we are unable to generate significant revenues from the exploration of our mineral claims, we will not be able to earn profits or continue operations. There is no history upon which to base any assumption as to the likelihood that we will prove successful, and we can provide no assurance that we will generate any revenues or ever achieve profitability. If we are unsuccessful in addressing these risks, our business will most likely fail.

**Because of the inherent dangers involved in mineral exploration, there is a risk that we may incur liability or damages as we conduct our business**

The search for valuable minerals involves numerous hazards. As a result, we may become subject to liability for such hazards, including pollution, cave-ins and other hazards against which we cannot insure or against which we may elect not to insure. At the present time we have no coverage to insure against these hazards. The payment of such liabilities may have a material adverse effect on our financial position.

**Because access to our mineral claims may be restricted by inclement weather, we may be delayed in our exploration**

Access to the Copper Belle Property may be restricted through some of the year due to weather in the area. As a result, any attempt to test or explore the property is largely limited to the times when weather permits such activities. These limitations can result in significant delays in exploration efforts. Such delays can have a significant negative effect on our exploration efforts.

The Copper Belle Property comprises one mineral claim comprising of 16 claim units, situated in the Nicola Mining District, British Columbia,

**As we undertake exploration of our mineral claims, we will be subject to compliance with**

### **government regulation that may increase the anticipated cost of our exploration program**

There are several governmental regulations that materially restrict mineral exploration. We will be subject to the laws of the Province of British Columbia and of the State of Nevada as we carry out our exploration programs. We may be required to obtain work permits, post bonds and perform remediation work for any physical disturbance to the land in order to comply with these laws. Our planned exploration program does not budget for regulatory compliance, there is a risk that new regulations could increase our costs of doing business and prevent us from carrying out our exploration program.

### **Because our President Lindsay Gorrill, owns 58.54% of our outstanding common stock, investors may find that corporate decisions influenced by Mr. Gorrill are inconsistent with the best interests of other stockholders**

Mr. Gorrill is our President and a director and owns 58.54 % of the outstanding shares of our common stock. Accordingly, she will have a significant influence in determining the outcome of major corporate transactions or other matters that require shareholder approval such as mergers, consolidations and the sale of all or substantially all of our assets, and also the power to prevent or cause a change in control. The interests of Mr. Gorrill may differ from the interests of the other stockholders.

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### **We may conduct further offerings in the future in which case current shareholdings will be diluted**

We may conduct further equity offerings in the future to finance our current projects or to finance subsequent projects that we decide to undertake. If common stock is issued in return for additional funds, the price per share could be lower than that paid by our current stockholders. The result of this could reduce the value of the stock of our shareholders. If we issue additional stock, shareholders' percentage interest in us will be lower. This condition is often referred to as "dilution".

## **ITEM 3. CONTROLS AND PROCEDURES.**

### **(A) Evaluation Of Disclosure Controls And Procedures**

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Our disclosure controls and procedures are designed to provide a reasonable level of assurance that our disclosure control objectives are achieved. Our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures are, in fact, effective at providing this reasonable level of assurance as of the period covered.

### **(B) Changes In Internal Controls Over Financial Reporting**

In connection with the evaluation of our internal controls during our last fiscal quarter, our principal executive officer and principal financial officer has determined that there are no changes to our internal controls over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

**PART II - OTHER INFORMATION****ITEM 1. LEGAL PROCEEDINGS.**

None.

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

None.

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

None.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

None.

**ITEM 5. OTHER INFORMATION.**

None.

**ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.**

Exhibit

Number Description of Exhibits3.1 Articles of Incorporation. <sup>(1)</sup>3.2 Bylaws, as amended. <sup>(1)</sup>4.1 Form of Share subscription. <sup>(1)</sup>10.1 Purchase Agreement dated April 17,2005 between Andrew Sostad and Star Gold Corp. <sup>(1)</sup>

31.1 Certification of Chief Executive Officer and Chief Financial Officer as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

[32.1](#) [Certification of Chief Executive Officer and Chief Financial Officer as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)

(1) Filed with the SEC as an exhibit to our Registration Statement on Form SB-2 originally filed on June 13, 2007, as amended.

#### REPORTS ON FORM 8-K

We did file reports on Form 8-K, on June 10, 2009, June 22, 2009, July 10, 2009. All of these filings occurred during the fiscal quarter ended July 31, 2009.

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#### SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**STAR GOLD CORP.**

September 14, 2009

By: /s/ Lindsay Gorrill

**Lindsay Gorrill**  
President, Chief Executive Officer  
Chief Financial Officer  
(Principal Accounting Officer)



I, Lindsay Gorrill, the President, CEO and Chief Financial Officer of Star Gold Corp. (the "Registrant"), certify that;

- (1) I have reviewed this Quarterly Report on Form 10-Q of the Registrant;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
- (4) I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934) for the Registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the Registrant is made known to me by others within those entities, particularly during the period in which this report is being prepared;
  - b) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report my 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
  - c) 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 that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
- (5) I have disclosed, based on my most recent evaluation of the internal control over financial reporting, to the Registrant's auditors and the audit committee of Registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

September 14, 2009

/s/ Lindsay Gorrill

By: Lindsay Gorrill

President, CEO  
and Chief Financial Officer

**CERTIFICATION OF  
CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Lindsay Gorrill, the President, Chief Executive Officer and Chief Financial Officer of Star Gold Corp. (the "Company"), hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (i) the Quarterly Report on Form 10-K of the Company, for the quarter ended July 31, 2009, and to which this certification is attached as Exhibit 32 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Lindsay Gorrill

Name: Lindsay Gorrill

Title: Chief Executive Officer and Chief  
Financial Officer

Date: September 14, 2009

*A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.*

*This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934 (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.*