

**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 **October 31, 2011**

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 the registrant business issuer as specified in its charter)

NEVADA

(State or other jurisdiction of incorporation or organization)

27-0348508

(IRS Employer Identification No.)

611 E. Sherman Avenue

Coeur d'Alene, Idaho

(Address of principal executive office)

83814

(Postal Code)

(208) 664-5066

(Issuer's telephone number)

SECURITIES REGISTERED UNDER SECTION 12(b) OF THE ACT: **None**

SECURITIES REGISTERED UNDER SECTION 12(g) OF THE ACT:

Common Stock, \$0.001 par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act: Yes [] No [**x**]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act: Yes [] No [**x**]

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

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

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "Accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act (Check one):

Large Accelerated Filer []

Accelerated Filer []

Non-Accelerated Filer []

Smaller Reporting Company [**x**]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [] No [**x**]

As of **December 11, 2011** there were **63,260,000** shares of issuer's common stock outstanding.

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PART I - FINANCIAL INFORMATION

Item 1 – Financial Statements

STAR GOLD CORP.

(An Exploration Stage Company)

BALANCE SHEETS

| | <u>October 31, 2011</u> (unaudited) | <u>April 30, 2011</u> (audited) |
|--|--|------------------------------------|
| ASSETS | | |
| CURRENT ASSETS: | | |
| Cash | \$ 75,589 | \$ 12,220 |
| Prepaid exploration expenses (Note 3) | 150,120 | - |
| TOTAL CURRENT ASSETS | 225,709 | 12,220 |
| MINING INTERESTS (Note 3) | 210,499 | 205,499 |
| RESTRICTED CASH | 21,600 | - |
| TOTAL ASSETS | \$ 457,808 | \$ 217,719 |
| LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT) | | |
| CURRENT LIABILITIES: | | |
| Accounts payable and accrued expenses | \$ 111,126 | \$ 32,908 |
| Subscriptions payable (Note 10) | 274,052 | - |
| Short term notes, related party (Note 5) | 145,600 | 40,200 |
| TOTAL CURRENT LIABILITIES | 530,778 | 73,108 |
| COMMITMENTS AND CONTINGENCIES (Note 3) | | |
| STOCKHOLDERS' EQUITY (DEFICIT): | | |
| Preferred stock, \$.001 par value, 10,000,000 shares authorized, no shares issued and outstanding | - | - |
| Common stock, \$.001 par value 300,000,000 shares authorized 63,260,000 shares issued and outstanding as of October 31, 2011 and 62,960,000 shares issued and outstanding at April 30, 2011, respectively | 63,260 | 62,960 |
| Additional paid-in capital | 856,800 | 749,039 |
| Accumulated deficit | (993,030) | (667,388) |
| TOTAL STOCKHOLDERS' EQUITY (DEFICIT) | (72,970) | 144,611 |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT) | \$ 457,808 | \$ 217,719 |

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



STAR GOLD CORP.
(An Exploration Stage Company)
STATEMENTS OF OPERATIONS (UNAUDITED)

| | For the three months ended October 31, 2011 | For the three months 2010 (Restated - Note 9) | For the six months ended October 31, 2011 | For the six months ended October 31, 2010 (Restated - Note 9) | For the period from December 8, 2006 (inception) to October 31, 2011 |
|--|---|---|--|---|---|
| OPERATING EXPENSE | | | | | |
| Mineral exploration and consultants | \$ 56,252 | \$ 90,880 | \$ 102,059 | \$ 132,331 | \$ 337,560 |
| Legal and professional fees | 53,898 | 25,340 | 78,086 | 29,026 | 181,857 |
| Management and administrative | 48,581 | 20,096 | 140,919 | 45,754 | 455,918 |
| Directors fees | - | 1,750 | - | 2,000 | 3,201 |
| Total operating expenses | 158,731 | 138,066 | 321,064 | 209,111 | 978,536 |
| OTHER EXPENSE (INCOME) | 2,779 | (2) | 4,578 | (21) | 14,494 |
| Loss before provision for income taxes | (161,510) | (138,064) | (325,642) | (209,090) | (993,030) |
| Provision for income taxes | - | - | - | - | - |
| NET LOSS | \$ (161,510) | \$ (138,064) | \$ (325,642) | \$ (209,090) | \$ (993,030) |
| Weighted average commons shares outstanding - basic and diluted | 63,106,739 | 62,038,750 | 63,033,370 | 62,029,375 | |
| Net loss per share - basic and diluted | Nil | Nil | Nil | Nil | |

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

STAR GOLD CORP.

(An Exploration Stage Company)

STATEMENTS OF CASH FLOWS (UNAUDITED)

| | For the six months ended October 31, 2011 | For the six months ended October 31, 2010 | For the Period from December 8, 2006 (inception) to October 31, 2011 |
|---|--|--|---|
| | | (Restated - Note 8) | |
| CASH FLOW FROM OPERATING ACTIVITIES: | | | |
| Net loss | \$ (325,642) | \$ (209,090) | \$ (993,030) |
| Adjustments to reconcile net loss to net cash used by operating activities: | | | |
| Stock based compensation and stock options | 90,062 | - | 90,062 |
| Common stock issued in consideration of services | 18,000 | - | 18,000 |
| Changes in assets and liabilities: | | | |
| Prepaid exploration expenses | (150,120) | - | (150,120) |
| Accounts payable and accrued expenses | 78,219 | 50,603 | 111,126 |
| NET CASH USED IN OPERATING ACTIVITIES | (289,482) | (158,486) | (923,962) |
| CASH FLOW FROM INVESTING ACTIVITIES: | | | |
| Payments related to mining claims | (5,000) | (25,000) | (130,000) |
| Restricted cash for exploration bonds | (21,600) | - | (21,600) |
| NET CASH USED IN INVESTING ACTIVITIES | (26,600) | (25,000) | (151,600) |
| CASH FLOW FROM FINANCING ACTIVITIES: | | | |
| Proceeds from issuance of common stock | - | 99,017 | 601,500 |
| Proceeds from issuance of common stock pursuant to the exercise of warrants | - | - | 130,000 |
| Proceeds from subscriptions payable | 274,051 | - | 274,051 |
| Proceeds from short term notes, related party | 105,400 | - | 145,600 |
| NET CASH PROVIDED BY FINANCING ACTIVITIES | 379,451 | 99,017 | 1,151,151 |
| Increase (decrease) in cash | 63,369 | (84,469) | 75,589 |
| CASH, BEGINNING OF PERIOD | 12,220 | 114,632 | - |
| CASH, END OF PERIOD | \$ 75,589 | \$ 30,163 | \$ 75,589 |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION: | | | |
| NONCASH INVESTING AND FINANCING ACTIVITIES: | | | |
| Options issued for mining claims | \$ - | \$ - | \$ 58,499 |
| Common stock issued for mining claims | - | - | \$ 22,000 |

The accompanying notes are an integral part of these financial statements

STAR GOLD CORP.

(An Exploration Stage Company)

NOTES TO FINANCIAL STATEMENTS**OCTOBER 31, 2011****NOTE 1 - NATURE OF OPERATIONS**

Star Gold Corp. (the "Company") was initially incorporated as Elan Development, Inc., in the State of Nevada on December 8, 2006. The Company was originally organized to explore mineral properties in British Columbia, Canada but the Company is currently focusing on gold properties in Nevada.

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 October 31, 2011, the Company had \$75,589 in cash, negative working capital of \$305,069, and stockholders' equity (deficit) of \$(72,970) and accumulated net losses of \$993,030 since inception. These factors raise substantial doubt of the Company continuing as a going concern. 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 equity and/or debt securities. 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.

The financial statement represents those of an exploration and development stage company whose main focus is in the exploration and development of gold bearing properties. The Company's main business is putting together land packages and mining claims that the Company perceives to have some potential for mineral reserves. The Company then spends capital to explore these claims by drilling, geophysical work or other exploration work deemed necessary. The business is a high risk business as there is no guarantee that the Company's exploration work will ultimately discover or produce any economically viable minerals.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIESBasis 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 months ended October 31, 2011, are not necessarily indicative of the results that may be expected for the full year ending April 30, 2012.

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 April 30, 2011.

Cash and cash equivalents

For the purposes of the statement of cash flows, the Company considers all highly liquid investments with original maturities of three months or less when acquired to be cash equivalents.

Restricted cash

Restricted cash represents investments in money market funds and are collateral for bonds held for exploration permits.

STAR GOLD CORP.
(An Exploration Stage Company)
NOTES TO FINANCIAL STATEMENTS
OCTOBER 31, 2011

Stock-based Compensation

The Company estimates the fair value of its stock-based compensation in the form of options using the Black-Scholes model, which requires the input of some subjective assumptions. These assumptions include estimating the length of time employees will retain their vested stock options before exercising them ("expected life"), the estimated volatility of the Company's common stock price over the expected term ("volatility"), employee forfeiture rate, the risk-free interest rate and the dividend yield. Changes in the subjective assumptions can materially affect the Black-Scholes calculation of the fair value of the options. The value of common stock granted is estimated as market value at the date of grant.

Loss Per Share

Basic Earnings Per Share ("EPS") is computed as net income (loss) available to common stockholders 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 securities.

The dilutive effect of convertible and outstanding securities as of October 31, 2011 and 2010, would be as follows:

| | 2011 | 2010 |
|--------------------------------|------------------|------------------|
| Stock Options | 1,960,000 | 175,000 |
| Warrants | 790,000 | 1,200,000 |
| Total Possible Dilution | 2,750,000 | 1,375,000 |

At October 31, 2011 and 2010, the effect of the Company's outstanding options and common stock equivalents would have been anti-dilutive.

Reclassifications

Certain reclassifications have been made to the 2010 financial statements in order to conform to the 2011 presentation. These reclassifications have no effect on net loss, total assets or accumulated deficit as restated.

Accounting Changes and Error Corrections

Changes in accounting principle are reported through retrospective application of the new accounting principle to all prior periods. Errors in the financial statements of a prior period discovered subsequent to their issuance are reported as a prior-period adjustment by restating the prior period. As described in Note 9, historical financial information included for the quarter and six month period ended October 31, 2010 has been restated.

Stock Issued for Services

Transactions in which common stock is issued for services are recorded at the fair value of the services received or the fair value of the stock issued, whichever is more reliably measurable.

NOTE 3 – MINING INTERESTS

The Excalibur Property Option Agreement (dated April 11, 2008) includes cash payments totaling \$100,000 over five years and the issuance of 200,000 stock options based on "fair market price" over the same five-year period. The Company has agreed to work commitments of \$275,000 over five years. Following the fifth anniversary, if commitments have been met, the Company shall receive a quitclaim for 100% interest in the property in consideration of a 3% Net Smelter Return royalty. The schedule of annual payments, minimum expenditures and number of stock options to be issued pursuant to the Excalibur Property agreement is as follows:

STAR GOLD CORP.
(An Exploration Stage Company)
NOTES TO FINANCIAL STATEMENTS
OCTOBER 31, 2011

| | Required expenditure | Payment to Optionor | Annual Stock Option Obligation |
|----------------|----------------------|---------------------|-----------------------------------|
| April 11, 2009 | \$ 50,000 | \$ 20,000 | 50,000 |
| April 11, 2010 | 50,000 | 20,000 | 50,000 |
| April 11, 2011 | 75,000 | 20,000 | 50,000 |
| April 11, 2012 | 100,000 | 20,000 | 50,000 |
| Total | <u>\$ 275,000</u> | <u>\$ 80,000</u> | <u>200,000</u> |

The Longstreet Property Option Agreement (dated January 15, 2010) calls for initial cash payment of \$20,000, issuance of 25,000 common shares and 25,000 stock options based on “fair market price” to MinQuest Inc. The Option Agreement includes cash payments totaling \$266,000 over seven years and the issuance of 175,000 common shares and 175,000 stock options based on “fair market price” over the same seven-year period. The Company has agreed to work commitments of \$3,550,000 over seven years. Following the seventh anniversary, if commitments have been met, the Company shall receive a quitclaim for 100% interest in the property in consideration of a 3% Net Smelter Return.

The Company incurred expenditures of \$206,000 during the three months ended October 31, 2011 to satisfy certain required expenditure obligations under the Longstreet Property Agreement in advance of completion of exploration and drilling operations required. The expenditure has been classified on the Company's Balance Sheet as Prepaid Exploration Expense and is reduced as invoices are applied to ongoing drilling and exploration activities. At October 31, 2011, the balance of Prepaid Exploration Expense was \$150,120 which the Company expects to recognize as exploration expense during the remainder of its fiscal year ending April 30, 2012.

The schedule of annual payments, minimum expenditures and number of stock options to be issued pursuant to the Longstreet Property Option Agreement is as follows:

| | Required expenditure | Payment to Optionor | Annual Stock Option Obligation |
|------------------|----------------------|---------------------|-----------------------------------|
| January 15, 2011 | \$ 200,000 | \$ 20,000 | 25,000 |
| January 15, 2012 | 250,000 | 26,000 | 25,000 |
| January 15, 2013 | 350,000 | 36,000 | 25,000 |
| January 15, 2014 | 450,000 | 36,000 | 25,000 |
| January 15, 2015 | 550,000 | 56,000 | 25,000 |
| January 15, 2016 | 750,000 | 56,000 | 25,000 |
| January 15, 2017 | 1,000,000 | 56,000 | 25,000 |
| Total | <u>\$ 3,550,000</u> | <u>\$ 286,000</u> | <u>175,000</u> |

The Jet Property Option Agreement (dated July 7, 2010) calls for the Company to invest a total of \$110,000 consisting of \$40,000 in direct payments and \$70,000 in expenditures towards development of the project over the next seven years. Under the agreement MinQuest is also entitled to receive residual payments if and when the project enters into production. The schedule of annual payments and minimum expenditures pursuant to the Jet Property Option Agreement is as follows:

STAR GOLD CORP.
(An Exploration Stage Company)
NOTES TO FINANCIAL STATEMENTS
OCTOBER 31, 2011

| | <u>Required expenditure</u> | <u>Payment to Optionor</u> |
|--------------|-----------------------------|----------------------------|
| July 7, 2011 | \$ 10,000 | \$ 5,000 |
| July 7, 2012 | 10,000 | 5,000 |
| July 7, 2013 | 10,000 | 5,000 |
| July 7, 2014 | 10,000 | 5,000 |
| July 7, 2015 | 10,000 | 5,000 |
| July 7, 2016 | 10,000 | 5,000 |
| July 7, 2017 | 10,000 | 5,000 |
| Total | <u>\$ 70,000</u> | <u>\$ 35,000</u> |

The following is a summary of capitalized mining interests as of October 31, 2011 and April 30, 2011:

| | <u>October 31, 2011</u> <u>(unaudited)</u> | <u>April 30, 2011</u> <u>(audited)</u> |
|---------------------|---|---|
| Longstreet Property | \$ 83,999 | \$ 83,999 |
| Excalibur Property | 116,500 | 116,500 |
| Jet Property | 10,000 | 5,000 |
| Total | <u>\$ 210,499</u> | <u>\$ 205,499</u> |

NOTE 4 – STOCKHOLDERS' EQUITY (DEFICIT)

On September 1, 2011, the Company issued 150,000 shares of common stock to one vendor in lieu of cash payment for services provided. These shares were valued at \$0.06 per share or \$9,000 which approximated fair value of the shares at the date of grant.

On October 1, 2011, the Company issued 150,000 shares of common stock to one vendor in lieu of cash payment for services provided. These shares were valued at \$0.06 per share or \$9,000 which approximated fair value of the shares at the date of grant.

NOTE 5 – RELATED PARTY TRANSACTIONS

On July 1, 2008, the Company leased office space for \$1,000 per month plus a proportionate share of utilities and insurance from Marlin Property Management, LLC an entity owned by the spouse of the Company President. The Company believe this office space and facilities are sufficient to meet our present needs, and do not anticipate any difficulty securing alternative or additional space, as needed, on terms acceptable to us. For the three months ended October 31, 2011 and 2010, \$3,078 and \$2,377, respectively, was paid to this related entity.

During the six months ending October 31, 2011, the Company entered into a series of short term promissory notes, with the spouse of the Company's President, in the amount of \$105,400. The notes mature October 1, November 1, December 1, 2011 and January 1, 2012 and bear interest at 12% per annum. The Company recognized interest expense of \$4,580 for the six months ended October 31, 2011.

NOTE 6 - INCOME TAXES

Management estimates the effective tax rate for the year ended April 30, 2012 will be 0%.

NOTE 7 - WARRANTS

The following is a summary of the Company's warrants outstanding:

STAR GOLD CORP.
(An Exploration Stage Company)
NOTES TO FINANCIAL STATEMENTS
OCTOBER 31, 2011

| | Shares | Weighted Average Exercise Price | Expiration Date |
|--|------------------|------------------------------------|--------------------------|
| Oustanding at April 30, 2009 | 1,200,000 | 0.20 | April 15, 2012 |
| Oustanding at April 30, 2010 | 1,200,000 | 0.20 | |
| Issued | 240,000 | 0.75 | November 15, 2012 |
| Exercised | (650,000) | (0.20) | |
| Oustanding at April 30 and October 31, 2011 | 790,000 | \$ 0.37 | |

NOTE 8 - STOCK OPTIONS

The following is a summary of the Company's options issued and outstanding in conjunction with certain mining interest agreements on several properties:

| | Options | Weighted Average Exercise Price |
|--|----------------|------------------------------------|
| Oustanding at April 30, 2009 | 50,000 | 0.11 |
| Issued | 75,000 | 0.45 |
| Oustanding at April 30, 2010 | 125,000 | 0.32 |
| Issued | 75,000 | 0.45 |
| Oustanding at April 30 and October 31, 2011 | 200,000 | 0.29 |

Total mining interest cost capitalized under the issuance of options was \$ Nil and \$19,250 for the six months ended October 31, 2011 and the year ended April 30, 2011, respectively. These costs are classified on the Company's balance sheets as mining interests.

The Company has established the 2011 Stock Option/Restricted Stock Plan. The Stock Option Plan is administered by the Board of Directors and provides for the grant of stock options to eligible individual including directors, executive officers and advisors that have furnished bona fide services to the Company not related to the sale of securities in a capital-raising transaction.

The Stock Option Plan has a fixed maximum percentage of 10% of the Company's outstanding shares that are eligible for the plan pool, whereby the number of Shares under the plan increases automatically as the total number of shares outstanding increase. The number of shares subject to the Stock Option Plan and any outstanding awards will be adjusted appropriated by the Board of Directors if the Company's common stock is affected through a reorganization, merger, consolidation, recapitalization, restructuring, reclassification dividend (other than quarterly cash dividends) or other distribution, stock split, spin-off or sale of substantially all of the Company's assets.

The Stock Option plan also has terms and limitations, including without limitations that the exercise price for stock options granted under the Stock Option Plan must equal the stock's fair market value, based on the closing price per share of common stock, at the time the stock option is granted. The fair value of each option award is estimated on the date of grant utilizing the Black-Scholes model and commonly utilized assumptions associated with the Black-Scholes methodology.

On May 30, 2011 the Board of Directors authorized grant of 1,960,000 options to purchase shares of common stock of the Company to various directors, officers and consultants. The options vested 25% upon grant, and vest 25% on each successive six-month period thereafter. The fair value of each option award was estimated on the date of the grant using the assumptions noted in the following table:



STAR GOLD CORP.
(An Exploration Stage Company)
NOTES TO FINANCIAL STATEMENTS
OCTOBER 31, 2011

| | |
|---------------------------|-------------|
| | <u>2011</u> |
| Options issued | 1,960,000 |
| Weight average volatility | 276.1% |
| Expected dividends | - |
| Expected term (years) | 1.5 |
| Risk-free rate | 3.07% |
| Expected forfeiture rate | 0% - 10% |

The following is a summary of the Company's options issued and outstanding in conjunction with the 2011 Stock Option/Restricted Stock Plan:

| | <u>Options</u> | <u>Weighted Average Exercise Price</u> | <u>Expiration Date</u> |
|--|------------------|--|------------------------|
| Outstanding at April 30, 2011 | - | - | |
| Issued | 1,960,000 | 0.15 | May 30, 2021 |
| Exercised | - | | |
| Forfeited | (200,000) | 0.15 | |
| Outstanding at October 31, 2011 | <u>1,760,000</u> | <u>0.15</u> | |

Total stock option expensed under the issuance of options was \$90,062 for the six months ended October 31, 2011. These costs are classified on the Company's statement of operations as "management and administrative". Unvested stock compensation related to options was \$150,102 at October 31, 2011.

NOTE 9 - CORRECTION OF ERROR IN PREVIOUSLY ISSUED FINANCIAL STATEMENTS

As disclosed in the financial statements as of and for the year ended April 30, 2011, management has determined that certain errors were contained in the Company's financial statements for quarter ended October 31, 2010.

Since acquiring the first development property in Nevada, the Company had not been capitalizing the appropriate costs as mineral interest. The Excalibur, Longstreet, and Jet properties call for annual lease payments, the issuance of common stock, and common stock purchase options, for the right to acquire the undivided right, title and interest in and to the properties. In accordance with guidance contained in ASC 805 mineral rights to explore, extract and retain at least a portion of the benefits from mineral deposits are to be considered tangible assets. The adjustments required to appropriately record these adjustments are material to the filed financial statements, thus management is restating the October 31, 2010 amounts.

The effect of the Company's previously issued October 31, 2010 financial statement is summarized as follows:

Statements of Operations

| | <i>Three months ended October 31, 2010</i> | | | <i>Six months ended October 31, 2010</i> | | |
|--|--|--------------------------------|-----------------|--|--------------------------------|-----------------|
| | <i>Previously Reported</i> | <i>Increase (Decrease)</i> | <i>Restated</i> | <i>Previously Reported</i> | <i>Increase (Decrease)</i> | <i>Restated</i> |
| EXPENSES | | | | | | |
| Mineral exploration and consultants | \$ - | \$ 90,880 | \$ 90,880 | \$ - | \$ 132,331 | \$ 132,331 |
| Management and administrative | 309,785 | (289,689) | 20,096 | 404,733 | (356,979) | 47,754 |
| Legal and professional | - | 25,338 | 25,338 | - | 29,026 | 29,026 |
| Other expense (income) | | 1,750 | 1,750 | | (21) | (21) |

STAR GOLD CORP.
(An Exploration Stage Company)
NOTES TO FINANCIAL STATEMENTS
OCTOBER 31, 2011

| | | | | | | |
|-----------------|-------------------|--------------------|-------------------|-------------------|--------------------|-------------------|
| NET LOSS | \$ 309,785 | \$(171,721) | \$ 138,064 | \$ 404,733 | \$(195,643) | \$ 209,090 |
|-----------------|-------------------|--------------------|-------------------|-------------------|--------------------|-------------------|

1 Stock options granted in the period ended October 31, 2010 totalling were subsequently rescinded in their entirety. For the quarters ended January 31, 2011 and October 31, 2010 stock option expense of \$170,645 and \$85,322 respectively was rescinded.

NOTE 10 - SUBSCRIPTIONS PAYABLE

During the three months ended October 31, 2011, the Company received \$274,052 in deposits pursuant to the proposed issuance of a short-term debenture, anticipated to be convertible into shares of the Company's common stock. Issuance of such debenture is estimated to be completed shortly after the effective date of the reverse stock split as discussed in Note 11.

NOTE 11 - REVERSE STOCK SPLIT

On or about November 30, 2011 the Company received written consents in lieu of a special meeting of the Board and of the Shareholders authorizing the Board to undertake a 1:6 reverse split of the Company's common shares. Pursuant to the reverse split, holders of Star Gold common stock, as of November 30, 2011 (the "Record Date"), will receive one (1) share of Star Gold common stock in exchange for every six (6) shares of Star Gold common stock held by the shareholder on the Record Date (the "Reverse Split"). Following the execution of the Reverse Split the number of issued and outstanding shares of Star Gold common stock shall be reduced from 63,260,000 to approximately 10,543,333. The Reverse Split will not be effective until the Company files a Schedule 14C with the Securities and Exchange Commission ("SEC"), clears SEC comment on the 14C and the Financial Industry Regulatory Authority ("FINRA") approves of the Reverse Split.

On a proforma basis for the three months and six months ending October 31, 2011, the weighted average number of shares outstanding based on a 1:6 reverse split would be 10,517,790 and 10,505,562 respectively. Pro-forma Earnings Per Share would be (\$.02) and (\$.03) for the three and six months ending October 31, 2011

NOTE 12 -SUBSEQUENT EVENTS

On November 1, 2011, the Company issued 150,000 shares of common stock to one vendor in lieu of cash payment for services provided. These shares were valued at \$0.06 per share or \$9,000, representing the fair value of the shares at the date of grant.

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

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This quarterly report and the exhibits attached hereto contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Such forward-looking statements concern the Company's anticipated results and developments in the Company's operations in future periods, planned exploration and development of its properties, plans related to its business and other matters that may occur in the future. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management.

Any statement that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always using words or phrases such as "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "estimates", or "intends", or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and may be forward-looking statements. Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ from those expressed or implied by the forward-looking statements, including, without limitation:

- Risks related to the Company's properties being in the exploration stage;
- Risks related to the mineral operations being subject to government regulation;
- Risks related to the Company's ability to obtain additional capital to develop the Company's resources, if any;
- Risks related to mineral exploration and development activities;
- Risks related to mineral estimates;
- Risks related to the Company's insurance coverage for operating risks;
- Risks related to the fluctuation of prices for precious and base metals, such as gold, silver and copper;
- Risks related to the competitive industry of mineral exploration;
- Risks related to the title and rights in the Company's mineral properties;
- Risks related to the possible dilution of the Company's common stock from additional financing activities;
- Risks related to potential conflicts of interest with the Company's management;
- Risks related to the Company's shares of common stock;

This list is not exhaustive of the factors that may affect the Company's forward-looking statements. Some of the important risks and uncertainties that could affect forward-looking statements are described further under the sections titled "Risk Factors and Uncertainties", "Description of Business" and "Management's Discussion and Analysis" of this Annual Report. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, believed, estimated or expected. The Company cautions readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. Star Gold Corp. disclaims any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events, except as required by law. The Company advises readers to carefully review the reports and documents filed from time to time with the Securities and Exchange Commission (the "SEC"), particularly the Company's Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

Star Gold Corp qualifies all forward-looking statements contained in this Annual Report by the foregoing cautionary statement.

Certain statements contained in this Annual Report on Form 10-Q constitute "forward-looking statements." These statements, identified by words such as "plan," "anticipate," "believe," "estimate," "should," "expect," and similar expressions include the Company's expectations and objectives regarding its 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 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 Annual Report.

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

Management's Discussion and Analysis is intended to be read in conjunction with the Company's financial statements and the integral notes ("Notes") thereto for the fiscal year ending April 30, 2011. The following statements may be forward-looking in nature and actual results may differ materially.

Corporate Background

The Company was originally incorporated on December 8, 2006 under the laws of the State of Nevada as Elan Development, Inc. On April 25, 2008, the name of the company was changed to Star Gold Corp. Star Gold Corp. is an exploration stage company engaged in the acquisition and exploration of precious metal deposit properties and advancing them toward production. The Company is engaged in the business of exploring, evaluating and acquiring mineral prospects with the potential for economic deposits of precious and base metals.

The Company currently owns the rights to acquire up to a 100% mining interest (covering a total of 50 unpatented claims) in a mineral property (known as the Excalibur Property) located in the State of Nevada.

The Company has completed an initial exploration program on the Excalibur Property, which included Geological Mapping, Rock Sampling and Assaying. Based on this analysis the Company has decided to move forward with the permitting of this property and associated drilling program. The permitting was completed in June 2010 and the drilling program commenced the week of June 20th, 2010.[what was done in the drilling program?]

Star Gold Corp. currently leases with an option to acquire 60 unpatented mining claims (covering approximately 490 Hectares) located in the State of Nevada and known as the Longstreet Property. The Company is currently going through the permitting stage to allow it to commence drilling.

On July 7th, 2010, Star Gold Corp. acquired a 100% mineral interest in a Property located in the State of Nevada (approximately 300 kilometers northwest of Las Vegas) known as the Jet Property.

The Company has no patents, licenses, franchises or concessions which are considered by the Company to be of importance. The business is not of a seasonal nature. Since the potential products are traded in the open market, the Company has no control over the competitive conditions in the industry.

Overview of Mineral Exploration and Current Operations

Star Gold Corp. is a mineral exploration stage company with no producing mines. Mineral exploration is essentially a research activity that does not produce a product. Successful exploration often results in increased project value that can be realized through the optioning or selling of the claimed site to larger companies. As such the Company acquires properties which it believes have potential to host economic concentrations of minerals, particularly gold and silver. These acquisitions have and may take the form of unpatented mining claims on federal land, or leasing claims, or private property owned by others. An unpatented mining claim is an interest that can be acquired to the mineral rights on open lands of the federal owned public domain. Claims are staked in accordance with the Mining Law of 1872, recorded with the federal government pursuant to laws and regulations established by the Bureau of Land Management. The Company intends to remain in the business of exploring for mining properties that have the potential to produce gold, silver, base metals and other commodities.

Compliance With Government Regulations

If the Company decides to continue with the acquisition and exploration of mineral properties in the State of Nevada it will be required to comply with all regulations, rules and directives of governmental authorities and agencies applicable to the exploration of minerals in the State of Nevada and the United States Federal agencies.

United States

Mining in the State of Nevada is subject to federal, state and local law. Three types of laws are of particular importance to the Company's U.S. mineral properties: those affecting land ownership and mining rights; those regulating mining operations; and those dealing with the environment.

Land Ownership and Mining Rights.

On Federal Lands, mining rights are governed by the General Mining Law of 1872 (General Mining Law) as amended, 30 U.S.C. §§ 21-161 (various sections), which allows the location of mining claims on certain Federal Lands upon the discovery of a valuable mineral deposit and proper compliance with claim location requirements. A valid mining claim provides the holder with the right to conduct mining operations for the removal of locatable minerals, subject to compliance with the General Mining Law and Nevada state law governing the staking and registration of mining claims, as well as compliance with various federal, state and local operating and environmental laws, regulations and ordinances. As the owner or lessee of the unpatented mining claims, the Company has the right to conduct mining operations on the lands subject to the prior procurement of required operating permits and approvals, compliance with the terms and conditions of any applicable mining lease, and compliance with applicable federal, state, and local laws, regulations and ordinances.

Mining Operations

The exploration of mining properties and development and operation of mines is governed by both federal and state laws.

The State of Nevada likewise requires various permits and approvals before mining operations can begin, although the state and federal regulatory agencies usually cooperate to minimize duplication of permitting efforts. Among other things, a detailed reclamation plan must be prepared and approved, with bonding in the amount of projected reclamation costs. The bond is used to ensure that proper reclamation takes place, and the bond will not be released until that time. The Nevada Department of Environmental Protection, which is referred to as the NDEP, is the state agency that administers the reclamation permits, mine permits and related closure plans on the Nevada property. Local jurisdictions (such as Eureka County) may also impose permitting requirements (such as conditional use permits or zoning approvals).

Environmental Law

The development, operation, closure, and reclamation of mining projects in the United States requires numerous notifications, permits, authorizations, and public agency decisions. Compliance with environmental and related laws and regulations requires us to obtain permits issued by regulatory agencies, and to file various reports and keep records of the Company's operations. Certain of these permits require periodic renewal or review of their conditions and may be subject to a public review process during which opposition to the Company's proposed operations may be encountered. The Company is currently operating under various permits for activities connected to mineral exploration, reclamation, and environmental considerations. Unless and until a mineral resource is proved, it is unlikely Star Gold Corp. operations will move beyond the exploration stage. If in the future the Company decides to proceed beyond exploration, there will be numerous notifications, permit applications, and other decisions to be addressed at that time.

Competition

Star Gold Corp. competes with other mineral resource exploration and development companies for financing and for the acquisition of new mineral properties. Many of the mineral resource exploration and development companies with whom the Company competes have greater financial and technical resources. Accordingly, competitors may be able to spend greater amounts on acquisitions of mineral properties of merit, on exploration of their mineral properties and on development of their mineral properties. In addition, they may be able to afford greater geological expertise in the targeting and exploration of mineral properties. This competition could result in competitors having mineral properties of greater quality and interest to prospective investors who may finance additional exploration and development. This competition could adversely impact on Star Gold Corp.'s ability to finance further exploration and to achieve the financing necessary for the Company to develop its mineral properties.

The Company provides no assurance it will be able to compete in any of its business areas effectively with current or future competitors or that the competitive pressures faced by the Company will not have a material adverse effect on the business, financial condition and operating results.

Office and Other Facilities

Star Gold Corp. currently maintains its administrative offices at 611 E. Sherman Avenue, Coeur d' Alene, ID 83814. The telephone number is (208) 664-5066. In September the Company relocated its offices, from Post Falls, Idaho, but continues to rent office space, under the same terms that governed the lease of its previous office space, from Marlin Property Management, LLC ("Marlin") which is a single member limited liability company owned by the spouse of the Company President and director, Lindsay Gorrill. This office space consists of approximately 400 square feet, and beginning on January 1, 2012 Marlin will supply this office space to the Company at a monthly rental rate of \$1500. Star Gold Corp. does not currently own any physical or real property.

Employees

The Company has no employees other than its executive officers and directors as of the date of this Quarterly Report on Form 10-Q. Star Gold Corp. conducts business largely through agreements with consultants and arms length persons.

Research and Development Expenditures

The Company has not incurred any research expenditures since incorporation.

Reports to Security Holders

The Registrant does not issue annual or quarterly reports to security holders other than the annual Form 10-K and quarterly Forms 10-Q as electronically filed with the SEC. Electronically filed reports may be accessed at www.sec.gov. Interested parties also may read and copy any materials filed with the SEC at the SEC's Public Reference Room at 450 Fifth Street NW, Washington, DC 20549. Information may be obtained on the operation of the Public Reference Room by calling the SEC at (800) SEC-0330.

PLAN OF OPERATION

The Company maintains a corporate office in Coeur d'Alene, Idaho. This is the primary administrative office for the company and is utilized by Company President Lindsay Gorrill and Chief Financial Officer Kelly Stopher.

The financial condition of the Company was positive during 2011 and the metals commodity markets were favorable for most of the year.

The Company's plan of operations for the next twelve months, subject to funding, and the availability of contractors, is as follows:

- Continue the advanced exploration and pre-development program for the Longstreet Project. This work may include the following:
- Initiate up to 10,000 feet of core drilling from the surface to better define the mineralization.
- Continue to work with potential joint venture or capital partners to advance the project into the next phase of exploration and pre-production goals.

Primary focus of 2011 exploration activities at Longstreet will be to enhance the known and defined resource in the Main Zone, and initiate evaluation of some of the additional higher priority targets. Auger geochemistry surveys should be conducted on the possible extensions of Main to the east and west. These can be undertaken by project geologist and field technicians already required for the proposed drilling program, and will involve very little additional expense. Additional angle holes will be needed to finish upgrading the Main deposit and allow all historic vertical holes to be discarded from future resource calculations.

Drilling priority after definition drilling at Main should be on Main's east and west extensions starting with the NE Main and North targets. A total of 10,000 feet of RC drilling was proposed for Phase 1 drilling.

A revised budget for Longstreet Project 2011 is following. Longstreet Project 2011, which was initially planned to consist of drilling to the 10,000 foot level, commenced October 23, 2011. The Company expects drilling to be completed on or about December 15, 2011. This initial phase constitutes drilling of 5,000 feet to satisfy minimum expenditure requirements under the Longstreet Property Agreement and also verify inference of economic resource on the Longstreet site. The Company anticipates drilling the remaining 5,000 feet as part of an expanded program slated for Spring 2012.

| | | | |
|--|--------|---------------|-----------|
| Phase 1 RCR Drilling | | | |
| 5,000 | feet @ | \$35 per foot | \$175,000 |
| (includes sample supplies, survey and assay) | | | |
| Geochemical Analysis | | | \$28,750 |
| Geologist, Technician and Supervision | | | \$29,800 |
| Surface and underground sampling | | | |

| | |
|---|------------------|
| (includes supplies and assays) | \$2,500 |
| Travel and lodging | \$9,900 |
| Misc. and incidental supplies | \$2,200 |
| Field equipment and contractor | \$27,500 |
| Total Revised Proposed Phase 1 Budget for 2011 | \$275,650 |

Based on the recommendations of its consulting geologists, the Company is continuing its exploration program on the Excalibur Property and the Longstreet Property. At October 31, 2011, the Company had \$75,589 cash on hand, and a working capital deficit of \$305,069. As such, the Company will require substantial additional financing in the near future in order to meet current obligations and to continue our operations. Currently, Star Gold Corp. does not have any financing arrangements in place and there are no assurances that it will be able to obtain sufficient financing on terms acceptable to the Company, if at all.

Due to the lack of operating history and present inability to generate revenues, our auditors have stated in their audit report included in our audited financial statements for the year ended April 30, 2011 that there currently exists substantial doubt about our ability to continue as a going concern.

Management believes it can source additional capital in the investment markets in the coming months and years. The Company may also consider other sources of funding, including potential mergers or farm-out a portion of its exploration properties.

Future liquidity and capital requirements depend on many factors including timing, cost and progress of the Company's exploration efforts. The Company will consider additional public offerings, private placement, mergers or debt instruments.

Additional financing will be required in the future to complete planned exploration projects and expand operations to the production stage. The Company is unsure whether additional financing will be available at the time needed or on acceptable terms, if at all. If the Company is unable to raise additional financing when necessary, it may have to delay exploration efforts or property acquisitions, or be forced to cease operations. Collaborative arrangements may require the Company to relinquish rights to certain of its mining claims.

RESULTS OF OPERATIONS

| SUMMARY OF OPERATIONS | Three Months Ended October 31, | | Six Months Ended October 31, | |
|--|--------------------------------|----------------------------------|------------------------------|----------------------------------|
| | 2011 (unaudited) | 2010 (unaudited and restated) | 2011 (unaudited) | 2010 (unaudited and restated) |
| REVENUE | \$ - | \$ - | \$ - | \$ - |
| Mineral exploration and consultants expenses | 56,252 | 90,880 | 102,059 | 132,331 |
| Legal and professional fees | 53,898 | 25,340 | 78,086 | 29,026 |
| Management and administrative | 48,581 | 20,096 | 140,919 | 45,754 |
| Directors fees | - | 1,750 | - | 2,000 |
| Other expenses | 2,779 | (2) | 4,578 | (21) |
| NET COMPREHENSIVE INCOME (LOSS) | \$ (161,510) | \$ (138,064) | \$ (325,642) | \$ (209,090) |

| SUMMARY OF MANAGEMENT AND ADMINISTRATIVE EXPENSES | Three Months Ended October 31, | | Six Months Ended October 31, | |
|---|--------------------------------|----------------------------------|------------------------------|----------------------------------|
| | 2011 (unaudited) | 2010 (unaudited and restated) | 2011 (unaudited) | 2010 (unaudited and restated) |
| | | | | |

| | | | | | | | | |
|---|-----------|---------------|-----------|---------------|-----------|----------------|-----------|---------------|
| Auto and travel | \$ | 9,924 | \$ | 1,481 | \$ | 16,324 | \$ | 3,678 |
| General administrative and insurance | | 320 | | 101 | | 320 | | 101 |
| Management fees | | 7,500 | | 14,247 | | 21,000 | | 30,574 |
| Office and computer expense | | 4,227 | | 1,077 | | 6,282 | | 6,056 |
| Rent and lease expense | | 3,000 | | 2,623 | | 5,982 | | 4,173 |
| Stock Options | | 23,198 | | - | | 90,061 | | - |
| Telephone and utilities | | 412 | | 567 | | 950 | | 1,172 |
| TOTAL MANAGEMENT AND ADMINISTRATIVE EXPENSES | \$ | 48,581 | \$ | 20,096 | \$ | 140,919 | \$ | 45,754 |

| | Three Months Ended October 31, | | Six Months Ended October 31, | |
|---|--------------------------------|----------------------------------|------------------------------|----------------------------------|
| | 2011 (unaudited) | 2010 (unaudited and restated) | 2011 (unaudited) | 2010 (unaudited and restated) |
| SUMMARY OF LEGAL AND PROFESSIONAL FEES | | | | |
| Audit and accounting | \$ | 4,469 | \$ | 5,000 |
| Legal and professional fees | | 15,095 | | 7,805 |
| Public Company expense | | 285 | | 3,300 |
| Investor relations | | 34,049 | | 9,235 |
| TOTAL LEGAL AND PROFESSIONAL FEES | \$ | 53,898 | \$ | 25,340 |

Results of Operations

The Company has earned no revenue from operations in 2011 or 2010 and does not anticipate earning any revenues in the near future. Star Gold Corp. is an exploration stage company and presently is seeking other business opportunities.

Total expenses for the three months ending October 31, 2011 of \$161,510 increased 17% over total expenses of \$138,064 for the comparable period ending October 31, 2010. The increase in total expense is primarily a result of stock option expense recognized of \$23,198 during the period and additional investor relations expense related to capital-raising efforts. Exploration and consulting expense for the three months ended October 31, 2011 was \$56,252, a decrease of \$34,628 over the three months ended October 31, 2010 expense of \$90,880. The Company initiated a drilling program on the Longstreet property that is expected to culminate on or about December 15, 2011. Consequently, comparable exploration activity to 2010 will be recognized in the quarter ending January 31, 2012.

Management and administrative expense increased \$28,485 to \$48,581 compared to 2010 expense of \$20,096. The increase is a result of stock option expense of \$23,198. All other management and administrative expenses increased in aggregate by \$5,287. Management expects these expenses to remain relatively constant in 2012 with the likelihood of increased travel and investor relations expense as the Company continues to raise capital. The Company also expects an increase in management and consulting fees through the end of the fiscal year ending April 30, 2012 related to planning and execution of the next phase of the Longstreet drilling program.

Certain Board members are also compensated on a per diem consulting rate to verify and assess technical information provided by outside consultants. No director fees were expensed during the three months ending October 31, 2011.

Legal and professional fees increased \$28,558 to \$53,898 in 2011 from \$25,340 in 2010. This increase is a direct result of engaging an investment relations firm to assist in raising awareness of Star Gold Corp. and increasing liquidity in the market and also engaging a new audit firm with particular expertise in the mining industry. Certain legal expense were incurred in the course of restating the Company by-laws, articles of incorporation and other related governance issues in order to facilitate raising additional capital for exploration. Management expects accounting and audit fees to stabilize with ongoing familiarity.

The Company does not expect significant increases in operating expenses for the upcoming fiscal year. However, consulting and exploration expenses are expected to increase as the Company anticipates a significant drilling program on its Longstreet project during the remainder of calendar year 2011 and the fourth quarter of fiscal year ending April 30, 2012.

LIQUIDITY AND FINANCIAL CONDITION

Balance Sheet Information:

| | October 31, 2011 (unaudited) | October 31, 2010 (unaudited and restated) |
|-------------------------------------|---------------------------------|---|
| Working Capital | \$ (305,069) | \$ (60,888) |
| Total Assets | 457,808 | 217,719 |
| Accumulated Deficit | (993,030) | (667,388) |
| Stockholder Equity (Deficit) | (72,970) | 144,611 |

Working Capital

| | At October 31, 2011 (unaudited) | At October 31, 2010 (unaudited and restated) |
|----------------------------------|------------------------------------|---|
| Current Assets | \$ 225,709 | \$ 12,220 |
| Current Liabilities | \$ (530,778) | \$ (73,108) |
| Working Capital (Deficit) | \$ (305,069) | \$ (60,888) |

Cash Flows

| | Six Months Ended October 31, 2011 (unaudited) | Six Months Ended October 31, 2010 (unaudited and restated) |
|---|---|---|
| Cash Flow from (used in) Operating Activities | \$ (289,482) | \$ (158,486) |
| Cash Flow from (used in) Financing Activities | \$ 379,451 | \$ 99,017 |
| Cash Flows from (used in) Investing Activities | \$ (26,600) | \$ (25,000) |
| Net increase (decrease) in Cash During Period | \$ 63,369 | \$ (84,469) |

The Company utilized \$26,600 in cash from Investing Activities to exercise its option on claims agreements and for certain capitalized mineral assets at its Longstreet and Jet projects, inclusive of a \$21,600 bond to the U.S. Forest Service for drilling on the Longstreet property.

As of October 31, 2011, the Company had cash on hand of \$75,589. Since inception, the sources of the Company's financing have been through offerings of its securities and through debt financing. Star Gold Corp. has not attained profitable operations and its ability to pursue any future plan of operation is dependent upon our ability to obtain financing. For these reasons, the auditors stated in their report to the Company's audited financial statements for the period ended April 30, 2011 and their reviewed statements for the period ended October 31, 2011 that there is substantial doubt that the Company will be able to continue as a going concern.

Star Gold Corp. anticipates continuing to rely on offerings of its debt and/or equity securities in order to continue to fund business operations. Issuances of additional equity securities will result in dilution to the Company's existing stockholders. There is no assurance that the Company will be able to complete any additional offerings of its securities or that it will be able to arrange for other financing to fund its planned business activities.

Disruptions in the credit and financial markets over the past several years have had a material adverse impact on a number of financial institutions and have limited access to capital and credit for many companies. While access to capital has improved recently, these disruptions could, among other things, make it more difficult for the Company to obtain, or increase the cost of obtaining, capital and financing for operations. Access to additional capital may not be available to terms acceptable to the Company or at all.

The audit opinion and Notes that accompany the Company's financial statements for the year ended April 30, 2011, disclose a 'going concern' qualification to the Company's ability to continue in business. The financial statements for the period then ended have been prepared under the assumption that the Company will continue as a going concern. Such assumption contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the financial statements for the year ended April 30, 2010, the Company incurred losses and negative cash flows from operating activities for the year then ended, and at April 30, 2010, did not have sufficient cash reserves to cover normal operating activities for the following twelve months. These factors raise substantial doubts about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

The Company's 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 as may be required, or ultimately to attain profitability. Potential sources of cash, or relief of demand for cash, include additional external debt, the sale of shares of the Company's stock or alternative methods such as mergers or sale of the Company's assets. No assurances can be given, however, that the Company will be able to obtain any of these potential sources of cash. The Company currently requires additional cash funding from outside sources to sustain existing operations and to meet current obligations and ongoing capital requirements.

The Company plans for the long term continuation as a going concern include financing future operations through sales of our common stock and/or debt and the eventual profitable exploitation of the Company's mining properties. These plans may also, at some future point, include the formation of mining joint ventures with senior mining company partners on specific mineral properties whereby the joint venture partner would provide the necessary financing in return for equity in the property.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We do not hold any derivative instruments and do not engage in any hedging activities.

ITEM 4. CONTROLS AND PROCEDURES.

Conclusions of Management Regarding Effectiveness of Disclosure Controls and Procedures

At the end of the period covered by this report, an evaluation was carried out under the supervision of and with the participation of the Company's management, including the President and Chief Executive Officer, Lindsay E. Gorrill ("CEO") and Chief Financial Officer, Kelly J. Stopher ("CFO"), of the effectiveness of the design and operations of the Company's disclosure controls and procedures (as defined in Rule 13a - 15(e) and Rule 15d - 15(e) under the Exchange Act). Based on that evaluation the CEO and the CFO have concluded that as of the end of the period covered by the report, the Company's disclosure controls and procedures were adequately designed and effective in ensuring that (i) information required to be disclosed by the Company in reports that it files or submits to the Securities and Exchange Commission under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in applicable rules and forms and (ii) material information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to our management, including the Company's CEO and CFO, as appropriate, to allow for accurate and timely decisions regarding required disclosures.

Changes in internal controls over financial reporting

There have been no material changes in internal controls over financial reporting during the quarter ended October 31, 2011.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Star Gold Corp. is not a party to any material legal proceedings and, to management's knowledge, no such proceedings are threatened or contemplated. No director, officer or affiliate of Star Gold Corp. and no owner of record or beneficial owner of more than 5% of our securities or any associate of any such director, officer or security holder is a party adverse to Star Gold Corp. or has a material interest adverse to Star Gold Corp. in reference to pending litigation

ITEM 1A. RISK FACTORS

There have been no material changes from the risk factors as previously disclosed in our Form 10-K for the year ended April 30, 2011 which was filed with the SEC on August 15, 2011.

ITEM 2.RECENT SALES OF UNREGISTERED SECURITIES

None

ITEM 3.DEFAULTS UPON SENIOR SECURITIES

ITEM 4. - [RESERVED]

ITEM 5.OTHER INFORMATION.

None

ITEM 6. EXHIBITS

| <u>Exhibit Number</u> | <u>Description of Exhibits</u> |
|-----------------------|--|
| 3.1 | Articles of Incorporation. ⁽¹⁾ |
| 3.2 | Bylaws, as amended. ⁽¹⁾ |
| 4.1 | Form of Share Certificate. ⁽¹⁾ |
| 10.1 | Purchase Agreement dated June 22, 2004 between Guy R. Delorme and Star Gold Corp. ⁽¹⁾ |
| 10.2 | Declaration of Trust executed by Guy R. Delorme. ⁽¹⁾ |
| 14.1 | Code of Ethics. ⁽²⁾ |
| 31.1 | Certification of Principal Executive Officer and Principal Financial Officer as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification of Principal Executive Officer and Principal Financial Officer as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101 | XBRL Exhibits(2) |
| (1) | Filed with the SEC as an exhibit to our Registration Statement on Form SB-2 originally filed on June 14, 2007, as amended. |
| (1) | Filed with the SEC as an exhibit to our Registration Statement on Form SB-2 June 14, 2007. |
| (2) | XBRL Information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended and otherwise is not subject to liability under these sections. |

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

STAR GOLD CORP.

Date: December 13, 2011 By: /s/ Lindsay Gorrill
President, Chief Executive Officer and Chairman
(Principal Executive Officer)

Date: December 13, 2011 By: /s/Kelly J. Stopher
Kelly J. Stopher
Chief Financial Officer and Secretary
(Principal Financial Officer)

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: December 13, 2011 By: /s/ Lindsay Gorrill
President, Chief Executive Officer and Chairman
(Principal Executive Officer)

Date: December 13, 2011 By: /s/Kelly J. Stopher
Kelly J. Stopher
Chief Financial Officer and Secretary
(Principal Financial Officer)

Exhibit 31.1

**Certification of Chief Executive Officer
Pursuant to Section 302 of Sarbanes-Oxley Act**

I, Lindsay E. Gorrill, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Star Gold Corp.;
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 13(a)-15(f) of 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 (the registrant's fourth fiscal 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.
5. The registrant's other certifying officer(s) 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 (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.

Date: December 15, 2011

/s/ LINDSAY E. GORRILL

Lindsay E. Gorrill
President, Chief Executive Officer and
Chairman

Exhibit 31.2

**Certification of Chief Executive Officer
Pursuant to Section 302 of Sarbanes-Oxley Act**

I, Kelly J. Stopher, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Star Gold Corp.;
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 13(a)-15(f) of 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 (the registrant's fourth fiscal 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.
5. The registrant's other certifying officer(s) 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 (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.

Date: December 15, 2011

/s/ KELLY J. STOPHER

Kelly J. Stopher
Chief Financial Officer, Secretary and
Principal Financial Officer

**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 Star Gold Corp., a Nevada corporation (the "Company") on Form 10-Q for the quarter ending October 31, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Lindsay E. Gorrill, Chief Executive Officer of the Company, certifies to the best of his knowledge, pursuant to 18 U.S.C. § 1350, as adopted pursuant to §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 result of operations of the Company.

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

/s/ LINDSAY E. GORRILL

Lindsay E. Gorrill
Chief Executive Officer
December 15, 2011

**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 Star Gold Corp. a Nevada corporation (the "Company") on Form 10-Q for the quarter ending October 31, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Kelly J. Stopher, Chief Financial Officer of the Company, certifies to the best of his knowledge, pursuant to 18 U.S.C. § 1350, as adopted pursuant to §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 result of operations of the Company.

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

/s/ KELLY J. STOPHER

Kelly J. Stopher
Chief Financial Officer
December 15, 2011