

MINERAL MOUNTAIN MINING & MILLING CO
Form S-1/A
March 01, 2019

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

FORM S-1

(AMENDED)

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

**Mineral Mountain Mining & Milling
Company**

(Exact Name of Registrant as Specified in Its Charter)

Idaho
(State or Other Jurisdiction
of

**Incorporation or
Organization)**

1481
(Primary Standard
Industrial

**Classification Code
Number)**

82-0144710
(I.R.S. Employer

Identification Number)

Mineral Mountain Mining & Milling Company

13 Bow Circle, Suite 170

Hilton Head, South Carolina 29928

(917) 587-8153

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Sheldon Karasik, CEO, Chairman and Director

Mineral Mountain Mining & Milling Company

13 Bow Circle, Suite 170

Hilton Head, South Carolina 29928

(917) 587-8153

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Peter Papasavas, Esq.

Papasavas Law Group LLC

34 Old Rifle Camp Road, Suite 100

Woodland Park, New Jersey 07424

Telephone: (862) 226-2782

Approximate date of commencement of proposed sale to the public:

As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging Growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. "

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Offering Price⁽¹⁾	Amount of Registration Fee
Common stock, market value \$0.25 per share	9,428,571	\$ 5,000,000	\$ 606

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) of the Securities Act of 1933, as amended.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant will file a further amendment which specifically states that this Registration Statement will thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement will become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

PROSPECTUS (Subject to Completion)

Dated: March 1, 2019

Mineral Mountain Mining & Milling Company

9,428,571 Shares of common stock

\$0.001 par value

We may offer and sell to Crown Bridge Partners, LLC (“CBP”) from time to time up to an additional 9,428,571 million shares of common stock described in this prospectus, in one or more offerings, in amounts, at prices and on terms determined at the times of offerings (the “Securities”). The Selling Stockholder identified below in this Prospectus may offer an indeterminate number of those shares of Company Common Stock, which will consist of up to 9,428,571 shares of Common Stock to be purchased and sold by Crown Bridge Partners, LLC (“CBP”) pursuant to an Equity Financing Agreement dated October 1, 2018 (the “Equity Financing Agreement”). If issued presently, the 9,428,571 of Common Stock registered for resale by CBP would represent 12.45% of our issued and outstanding shares of Common Stock as of February 28, 2019 and less than 33.33% of outstanding shares held by non-affiliates.

The Selling Stockholder may sell all or a portion of the shares being offered pursuant to this Prospectus at fixed prices and prevailing market prices at the time of sale, at varying prices, or at negotiated prices.

We will not receive any proceeds from the sale of the shares of our Common Stock by CBP. However, we will receive proceeds from our initial sale of shares to CBP pursuant to the Equity Financing Agreement. We will sell shares to CBP at a price equal to 75% of the lesser of (1) the lowest traded price of our Common Stock during the fifteen (15) consecutive trading day period beginning on the date on which we deliver a put notice to CBP (the “Market Price”) or (2) the lowest traded price of our Common Stock during the fifteen (15) consecutive trading day period following the Clearing Date of the put notice (“Valuation Price”). There will be a minimum of twenty (20) trading days between purchases.

CBP is an underwriter within the meaning of the Securities Act of 1933, and any broker-dealers or agents that are involved in selling the shares may be deemed to be “underwriters” within the meaning of the Securities Act of 1933 in connection with such sales. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act of 1933.

Our Common Stock is traded on OTCQB under the symbol “MMMM”. On February 28, 2019, the reported closing price for our Common Stock was \$0.25 per share.

We have one class of voting common stock.

We are a “smaller reporting company” and, as such, have elected to comply with reduced public company reporting requirements, and may elect to comply with reduced public company reporting requirements in future filings.

See “Risk Factors” beginning on page 9 to read about factors you should consider before buying our common stock.

The Securities and Exchange Commission and state securities regulators have not approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares against payment in New York, New York beginning on March 26, 2019.

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Neither we, the issuing stockholders, nor any underwriters or representatives or selling shareholders, have authorized anyone to provide you with any information or to make any representations other than as contained in this prospectus or in any free writing prospectuses we have prepared. Neither we, the issuing stockholders, nor any underwriters or representatives or selling shareholders, take responsibility for, and provide no assurance about the reliability of, any information that others may give you. This prospectus is an offer to sell only the shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or any sale of the common stock. Our business, financial condition, results of operations, and prospects may have changed since that date.

No action is being taken in any jurisdiction outside the United States to permit a public offering of our common stock or possession or distribution of this prospectus in any such jurisdiction. Persons who come into possession of this prospectus in jurisdictions outside the United States are required to inform themselves about and to observe any restrictions about this offering and the distribution of this prospectus applicable to those jurisdictions.

Through and including March 22, 2019 (the 25th day after the date of this prospectus), all dealers effecting transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to a dealer's obligation to deliver a prospectus when acting as an underwriter and with respect to an unsold allotment or subscription.

PROSPECTUS SUMMARY

Mineral Mountain Mining & Milling Company ("Company" or "Mineral Mountain") entered into an Equity Purchase Agreement, dated as of October 1, 2018 (the "Equity Purchase Agreement"), by and between the Company and Crown Bridge Partners, LLC (the "Buyer" or "Selling Stockholder") pursuant to which the Company has agreed to issue to the Buyer shares of the Company's Common Stock, \$0.001 par value (the "Common Stock"), in an amount up to Five Million Dollars (\$5,000,000.00) (the "Put Shares"), in accordance with the terms of the Equity Purchase Agreement. In connection with the transactions contemplated by the Equity Purchase Agreement, the Company is required to register with the SEC the following shares of Common Stock: (1) 9,428,571 Put Shares to be issued to the Buyer upon purchase from the Company by the Buyer from time to time pursuant to the Equity Purchase Agreement; and (2) the Company also has entered into a Registration Rights Agreement, of even date with the Equity Purchase Agreement with the Buyer (the "Registration Rights Agreement") pursuant to which the Company agreed, among other things, to register the Put Shares under the Securities Act of 1933, as amended (the "Securities Act") relating to the resale of the Put Shares.

This prospectus further relates to the offer and re-sale by Crown Bridge Partners, LLC, the underwriter and Selling Stockholder named in this prospectus of up to 9,428,571 shares of common stock of Mineral Mountain Mining & Milling Company. We are filing the registration statement (of which this prospectus is a part) at this time to fulfill a

contractual obligation to do so, which we undertook at the time of the original issuance of the shares described in this prospectus. We will not receive any of the proceeds from the sale of the common stock by the Selling Stockholder.

We have agreed to pay all legal, accounting, registration and related fees and expenses in connection with the registration of these shares and to indemnify the Selling Stockholder against all losses, claims, damages and liabilities, including liabilities under the Securities Act of 1933, in connection with any misrepresentation made by us in this prospectus. The Selling Stockholder will pay all underwriting discounts and selling commissions, if any, in connection with the sale of its shares.

The Selling Stockholder named in this prospectus may offer the shares from time to time through public or private transactions at prevailing market prices, at prices related to prevailing market prices or at privately negotiated prices.

This summary highlights information contained elsewhere in this prospectus. This summary does not contain all of the information you should consider before investing in our common stock. You should read this entire prospectus carefully, including "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations," and our consolidated financial statements and the related notes included elsewhere in this prospectus, before making an investment decision.

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FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements about us and our industry that involve substantial risks and uncertainties. All statements other than statements of historical facts contained in this prospectus, including statements regarding our future results of operations or financial condition, business strategy and plans, and objectives of management for future operations, are forward-looking statements. In some cases, you can identify forward-looking statements because they contain words such as “anticipate,” “believe,” “contemplate,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “should,” “target,” “will,” or “would” or the negative of these words or similar terms or expressions.

We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy, and financial needs. These forward-looking statements are subject to known and unknown risks, uncertainties, and assumptions, including risks described in “Risk Factors” and elsewhere in this prospectus.

You should not rely on forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this prospectus primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, results of operations, and prospects. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties, and other factors described in “Risk Factors” and elsewhere in this prospectus. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this prospectus. The results, events, and circumstances reflected in the forward-looking statements may not be achieved or occur, and actual results, events, or circumstances could differ materially from those described in the forward-looking statements.

In addition, statements that “we believe” and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based on information available to us as of the date of this prospectus. And while we believe that information provides a reasonable basis for these statements, that information may be limited or incomplete. Our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all relevant information. These statements are inherently uncertain, and investors are cautioned not to unduly rely on these statements.

The forward-looking statements made in this prospectus relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this prospectus to reflect events or circumstances after the date of this prospectus or to reflect new information or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions, or expectations

disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures, or investments.

COMPANY INFORMATION

We were incorporated in Idaho on August 4, 1932. Our principal executive offices are located at 13 Bow Circle, Suite 170, Hilton Head, South Carolina 29928, and our telephone number is (917) 587-8153. Any information on, or that may be accessed through, any websites (other than government websites) is not incorporated by reference into this prospectus and should not be considered a part of this prospectus. We are a publicly traded company listed on the OTCQB exchange. Our common stock is traded under the symbol “MMMM.” On February 28, 2019, the closing sale price of the common stock on the OTCQB was \$.25 per share. We urge you to obtain current market quotations for our common stock.

We are a “smaller reporting company,” as defined by applicable rules of the Securities and Exchange Commission, or SEC pursuant to § 229.10(f)(1), in the Securities Act of 1933. As such, we are eligible for exemptions from various reporting requirements applicable to other public companies that are not smaller reporting companies, including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002 and reduced disclosure obligations regarding executive compensation. We will remain a smaller reporting company until we have a public offering, or value attributable to stock held by non-affiliates, of at least \$250 million, as measured on the prior March 31st.

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The Company's Recent History and Business

Mineral Mountain is in the business of mineral exploration and development. The Company presently owns or leases two mining project properties, the Iditarod Project located in Flat, Alaska, and the Wyoming Project located in Lewiston, Wyoming.

Beginning in the late 1980's or early 1990's, Mineral Mountain was headed by Don Hess for roughly twenty years until his death around 2009, at which time his daughter Delaine (Hess) Gruber took management control over the Company. At that time, the Company held four mining claims located in the Silver Valley near the famous Sunshine Mine. New management was brought in by Delaine Gruber in 2010 with an eye toward moving the Company forward. Between 2010 and 2015, the Company did not generate significant revenues and its assets apparently did not exceed \$1 million in any given year. The Company went through name changes in furtherance of business development opportunities. The Company's name changed from Mineral Mountain to Score Technologies Inc. on October 6, 2014. At this time, the Company was looking to expand into the technology software business because it acquired the rights to and was further developing certain mobile phone video streaming application technology. As a result of a potential conflict with the Score name, the Company changed its name to Multiplexed Encryption Technologies on March 9, 2015. The Company was unable to get a working prototype of the video streaming app approved for application on Apple's mobile devices. Therefore, on February 1, 2016, the Company changed its name back to the original Mineral Mountain Mining & Milling Co. so that the Company's management could focus on its core mineral property exploration and development business. This resulted in Mineral Mountain's involvement in its current projects in Alaska and Wyoming.

The Wyoming Project (known as the "Gyorvary Property") is located in the Orogenic Gold District approximately 29.5 miles south-southeast of Lander, Fremont County, Wyoming in the southern end of the Wind River Mountain Range in west central Wyoming. The Gyorvary Property is located in the Lewiston Mining District. The Lewiston Mining District is centered on high grade gold bearing veins in the South Pass Greenstone belt. See Figure 1. The Gyorvary property consists of 16 unpatented and 6 patented mining claims. The Project is a near term producer; nearby the mining claims is an existing permitted mill which is available for a processing charge on a per ton basis. The Project has 423 acres with numerous historical mines and near term mining potential.

The Iditarod Project is in an area with promising geochemistry, rocks and soil. It is a large property consisting of 16.5 square miles, located 7 miles from Alaska's third largest placer district near Flat where historically there have been 1,453,000 ounces of gold produced from 1908 until 1966 along with byproducts of silver, tungsten and mercury. It has an excellent infrastructure with a well maintained airstrip. It has the same rocks as the Iditarod-Nixon Fork Fault and has Tomestone Granites intruding sediments on the major structure.

We believe there are no contamination issues of soil, and surface and groundwater resulting from historical activities at the Company's properties.

Our Strategy and Opportunity

Our strategy is to identify and invest in mining properties in established precious metal mining zones. We do this in an effort to identify mining assets that provide potentially substantial returns on equity. We intend to use the revenue we generate to fund the exploration and exploitation of present and future mining operations in a cost effective manner. We also intend in the near future to take advantage of additional capital investment opportunities to further our development of existing and future acquired mining properties. The net proceeds of the revolving credit line which this prospectus relates will be used for, among other things, general corporate purposes, which may include: (i) acquisitions; (ii) refinancing or repayment of indebtedness; (iii) capital expenditures and working capital; (iv) investing in equipment and property development (which may include funding associated with exploration); and (v) pursuing other business opportunities, both related and unrelated to our existing mining activities. In the event that we seek to pursue new business opportunities unrelated to our existing activities using proceeds from the Equity Purchase Agreement, or from other sources, whether through debt or equity, of which there can be no assurance, we may be required to engage the services of third-parties to assist us in pursuing any potential new opportunities. Any such efforts will be with the view of hopefully generating cash flow from operations, which our existing mining activities have not accomplished.

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Our Capital Structure

We have one class of voting common stock. Holders of our common stock are entitled to vote on matters submitted to our stockholders. We have 100,000,000 authorized shares of common stock, of which 66,619,733 (a/o February 28, 2019) are presently outstanding. With this offering, we anticipate issuing an additional 9,428,571 shares of common stock, which are the subject of this registration. Additionally we have 10,000,000 shares of preferred stock authorized of which no preferred shares are presently outstanding.

As a result of the common stock that they hold and their placement on the Board of Directors, Sheldon Karasik, our CEO, Chairman and a Director, along with the two independent directors, will be able to exercise voting rights with respect to an aggregate of 11,710,000 shares of common stock, which will represent approximately 17.58% of the voting power of our outstanding capital stock immediately following this offering. Together with the holders of the other closely held shares of common stock, they control more than 50% of the outstanding shares of common stock. As a result, Mr. Karasik has the ability to control the outcome of all matters submitted to our stockholders or Board of Directors for approval, including the election, removal, and replacement of directors and any merger, consolidation, or sale of all or substantially all of our assets. If Mr. Karasik's employment with us is terminated, he will continue to have the ability to exercise the same significant voting power and potentially control the outcome of all matters submitted to our stockholders for approval.

This concentrated control could delay, defer, or prevent a change of control, merger, consolidation, or sale of all or substantially all of our assets that our other stockholders support. Conversely, this concentrated control could allow our Directors to consummate a transaction that our other stockholders do not support. In addition, our directors may make long-term strategic investment decisions and take risks that may not be successful and may seriously harm our business.

For a discussion regarding the rights, preferences, and privileges of our common stock, see "Description of Securities to be Registered" and "Determination of Offering Price and Related Shareholder Matters."

Employees

Mineral Mountain has one full-time employee, its CEO, Sheldon Karasik. From time to time, Mineral Mountain uses several contractors and contract services for exploration as well as administrative functions such as legal, clerical, and bookkeeping. Mr. Karasik expects to devote 160 to 240 hours per month on the Company on a year round basis. Mr. Karasik is responsible for the legal, management, accounting and administrative functions of the Company as well as capital raising and investor relationships.

Government Compliance

Our activities are subject to extensive federal, state and local regulations. These statutes regulate the mining of and exploration for mineral properties, and also the possible effects of such activities upon the environment. Future legislation and regulations could cause additional expense, capital expenditures, restrictions and delays in the development of the Company's properties, the extent of which cannot be predicted. Also, permits from a variety of regulatory authorities are required for many aspects of mine operation and reclamation. In the context of environmental permitting, including the approval of reclamation plans, we must comply with known standards, existing laws and regulations that may entail greater or lesser costs and delays, depending on the nature of the activity to be permitted and how stringently the regulations are implemented by the permitting authority. We are not presently aware of any specific material environmental constraints affecting our properties that would preclude the economic development or operation of any specific property.

If our properties merit additional exploration or extraction work, it is reasonable to expect that compliance with environmental regulations will increase our costs. Such compliance may include feasibility studies on the surface impact of our proposed operations, costs associated with minimizing surface impact, water treatment and protection, reclamation activities, including rehabilitation of various sites, on-going efforts at alleviating the mining impact on wildlife and permits or bonds as may be required to ensure our compliance with applicable regulations. It is possible that the costs and delays associated with such compliance could become prohibitive in relation to our properties.

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The Company's primary, near term cost of compliance with applicable environmental laws during exploration may rise in connection with the reclamation of drill holes and access roads. Drill holes typically can be reclaimed for nominal costs. For example, the Bureau of Land Management, an agency of the U.S. Department of Interior has promulgated surface management regulations which govern drill hole and access road reclamation on Bureau of Land Management lands. Similar regulations can be expected to be complied with on the Company's lands which are on U.S. Forest Service lands, or state property for which we have been issued mineral licenses.

As the Company has yet to conduct any road construction or drilling programs, neither drill hole nor access road reclamation costs have been incurred. Drill hole reclamation costs would only be incurred if drilling were completed. These costs could vary from a few hundred to a few thousand dollars per drill hole site. Whereas roads will not be built until the Company's exploration programs are more advanced, drill road reclamation costs will vary according to the amount of road construction, which the Company cannot estimate at this time. Once a plan of exploration has been submitted and where drill holes or access roads will be undertaken, the Company will be required to post reclamation bonds. It is difficult to estimate what the cost of such bonds will be, since the bonding requirements are unique to the proposed exploration plan. However, it is a reasonable assumption that in some circumstances these bonds may be a significant percentage of the exploration costs.

Competition

We compete with other exploration and mining companies to acquire and maintain favorable land positions. We protect the properties we own by complying with regulations and staying current on all fee requirements relating to our properties.

RISK FACTORS

Investing in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with all the other information in this prospectus, including "Management's Discussion and Analysis of the Financial Condition and Results of Operations" and the consolidated financial statements and the related notes included elsewhere in this prospectus, before deciding whether to invest in shares of our common stock. If any of the following risks actually occurs, our business, reputation, financial condition, results of operations, revenue, and future prospects could be seriously harmed. Unless otherwise indicated, references to our business being seriously harmed in these risk factors will include harm to our business, reputation, financial condition, results of operations, revenue, and future prospects. In that event, the market price of our common stock could decline, and you could lose part or all of your investment.

Risks Related to our Business

We have had no production history. As such we don't know if we will ever generate revenues. If we don't, you may lose your investment.

Since our incorporation, we have no history of producing minerals. We have no operating history upon which an evaluation of our future success or failure can be made. We currently have no mining production operations of any kind. Our ability to achieve and maintain profitable mining operations is dependent upon a number of factors, including:

- our ability to locate an economically feasible mineral property; and

We are subject to all the risks associated with establishing new mining operations and business enterprises. We may not successfully establish mining operations or profitably produce gold or other metals at any of our properties. As such, we do not know if we will ever generate revenues. If we don't generate revenues, you may lose your investment in our common stock.

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We have a history of losses which we expect to continue into the future. If we do not begin to generate revenues or find alternate sources of capital, we will either have to suspend or cease operations, in which case you will lose your investment.

As an exploration company that has no production history, we continue to incur losses and expect to incur losses in the future. We may not achieve or sustain profitability in the future. If we do not begin to generate revenues or find alternate sources of capital, we will either have to suspend or cease operations, in which case you will lose your investment.

Because we are an exploration stage company, we are sensitive to risks inherent in the mining industry, we may have to suspend or cease operations in which case you will lose your investment.

As an exploration stage company, our work is highly speculative and involves unique and greater risks than are generally associated with other businesses. We cannot know if our properties contain commercially viable ore bodies or reserves until additional exploration work is done and an evaluation based on such work concludes that development of and production from the ore body is technically, economically and legally feasible. We are subject to all of the risks inherent in the mining industry, including, without limitation, the following:

- Success in discovering and developing commercially viable quantities of minerals is the result of a number of factors, including the quality of management, the interpretation of geological data, the level of geological and technical expertise and the quality of land available for exploration;

As a result of all of these factors, we may run out of money, in which case we will have to suspend or cease operations which could result in the loss of your investment.

Our future activities could be subject to environmental laws and regulations which may materially adversely affect our future operations in which case our operations could be suspended or terminated and you could lose your investment.

We, like other exploration companies doing business in the United States, are subject to a variety of federal, state and local statutes, rules and regulations designed:

- to protect the environment, including the quality of the air and water in the vicinity of exploration, development and mining operations;

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We are required to obtain various governmental permits to conduct exploration at our properties. Obtaining the necessary governmental permits is often a complex and time-consuming process involving numerous U.S., state, and local agencies. The duration and success of each permitting effort is contingent upon many variables not within our control. In the context of permitting, including the approval of reclamation plans, we must comply with known standards, existing laws, and regulations that may entail greater or lesser costs and delays depending on the nature of the activity to be permitted and the interpretation of the laws and regulations implemented by the permitting authority. Currently, several months are generally required to obtain the necessary permits required to conduct small-scale drilling operations. The failure to obtain certain permits or the adoption of more stringent permitting requirements could have a material adverse effect on our business, operations, and properties in that we may not be able to proceed with our exploration program which will result in the loss of your investment.

Federal legislation and implementing regulations adopted and administered by the U.S. Environmental Protection Agency, Forest Service, Bureau of Land Management, Fish and Wildlife Service, Mine Safety and Health Administration, and other federal agencies, and legislation such as the Federal Clean Water Act, Clean Air Act, National Environmental Policy Act, Endangered Species Act, and Comprehensive Environmental Response, Compensation, and Liability Act, have a direct bearing on U.S. exploration, development and mining operations. For example, Bureau of Land Management regulations applicable to activities and operations on unpatented mining claims make small-scale (disturbing less than 5 acres of surface) exploration activities more expensive, by requiring bonding in the amount of 100% of the anticipated reclamation costs. The enactment of these regulations will make the process for preparing and obtaining approval of a plan of operations much more time consuming, expensive, and uncertain. New plans of operation will be required to (i) include detailed baseline environmental information, and (ii) address how detailed reclamation performance standards will be met. In addition, all activities for which plans of operation are required will be subject to a new standard of review by the Bureau of Land Management, which must make a finding that the conditions, practices or activities do not cause substantial irreparable harm to significant scientific, cultural, or environmental resource values that cannot be effectively mitigated. Due to the uncertainties inherent in the permitting process, and particularly as a result of the enactment of the new regulations, we cannot be certain that we will be able to timely obtain required approvals for proposed activities at any of our properties in a timely manner, or that our proposed activities will be allowed at all.

These federal initiatives are often administered and enforced through state agencies operating under parallel state statutes and regulations. Although some mines continue to be approved for development in the United States, the process is increasingly cumbersome, time-consuming, and expensive, and the cost and uncertainty associated with the permitting process could have a material effect on exploring, developing or mining our properties.

Compliance with statutory environmental quality requirements described above may require significant capital outlays, significantly affect our earning power, or cause material changes in our intended activities. Environmental standards imposed by federal, state, or local governments may be changed or become more stringent in the future, which could materially and adversely affect our proposed activities. As a result of these matters, our operations could be suspended or cease entirely, in which case you could lose your investment.

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Title to our mineral properties may be defective. If our title is defective we will not be able to explore for mineralized material. This could cause us to cease operations or terminate operations in their entirety in which case you will lose your investment.

The interests in our properties located in the United States are in the form of patented and unpatented mining claims in Wyoming, and in the form of State of Alaska mining claims in Alaska. Patented mining claims are similar to fee simple ownership. Unpatented mining claims are unique property interests, in that they are subject to the paramount title of the United States of America and rights of third parties to certain uses of the surface and to minerals within their boundaries, and are generally considered to be subject to greater title risk than other real property interests. The validity of all unpatented mining claims is dependent upon inherent uncertainties and conditions. These uncertainties relate to matters such as:

- The existence and sufficiency of a discovery of valuable minerals, required under the U.S. 1872 Mining Law to establish and maintain a valid unpatented mining claim;

The validity of an unpatented mining claim also depends on the claim having been located on unappropriated federal land open to appropriation by mineral location (the act of physically going onto the land and making a claim by putting stakes in the ground), compliance with the 1872 Mining Law and applicable state statutes in terms of the contents of claim location notices or certificates and the timely filing and recording of the same, and timely payment of annual claim maintenance fees (and the timely filing and recording of proof of such payment). In the absence of a discovery of valuable minerals, the ground covered by an unpatented mining claim is open to location by others unless the owner is in actual possession of and diligently working the claim. The Company is diligently working and is in actual possession of all its properties. The unpatented mining claims we own or control may be invalid or the title to those claims may not be free from defects. In addition, the validity of our claims may be contested by the federal government or challenged by third parties. If any of the foregoing occur, we may not be able to proceed with our exploration program. This means that our operations could be suspended or terminated in which case you will lose your investment.

The discussion above applies to State of Alaska and State of Wyoming mining claims as well wherein the paramount title to the claim remains with the State of Alaska or State of Wyoming.

Future legislative and administrative changes to the mining laws could prevent us from exploring our properties which could result in termination of our operations and a loss of your investment.

New laws and regulations, amendments to existing laws and regulations, administrative interpretation of existing laws and regulations, or more stringent enforcement of existing laws and regulations, could have a material adverse impact on our ability to conduct exploration, development, and mining activities. For example, during the 1999 legislative session, legislation was considered in the U. S. Congress which proposed a number of modifications to the Mining Law of 1872, which governs the location and maintenance of unpatented mining claims and related activities on federal land. Among these modifications were proposals which would have imposed a royalty on production from unpatented mining claims, increased the cost of holding and maintaining such claims, and imposed more specific reclamation requirements and standards for operations on such claims. None of these proposed modifications was enacted into law, but the same or similar proposals could be enacted by Congress in the future. In addition, as discussed above, the Bureau of Land Management finalized revised federal regulations which govern surface activities (including reclamation and financial assurance requirements) on unpatented mining claims (other than those located in a National Forest, which are governed by separate, but similarly stringent, Forest Service regulations). Those regulations are more stringent than past regulations, and may result in a more detailed analysis of, and more challenges to, the validity of existing mining claims; will impose more complex permitting requirements earlier in the exploration process; and will be more costly and time-consuming to comply with than existing previous regulations. Further, the new regulations could cause us to terminate our operations and you could lose your investment. Any change in the regulatory structure making it more expensive to engage in mining activities could cause the Company to cease operations, resulting in a loss of your entire investment.

Use of the surface of our unpatented mining claims is subject to regulation, the cost of compliance with which could prohibit us from proceeding with exploration.

Any activities which we conduct on the surface of our unpatented mining claims (including State of Alaska claims) are subject to compliance with and may be constrained or limited by Bureau of Land Management, Forest Service, or State of Alaska surface management regulations (in addition to the environmental and other statutes and regulations discussed above). In addition, there are limits to the uses of the surface of unpatented mining claims, particularly for the types of facilities which would be ancillary to our mining operations, and both the Bureau of Land Management and the Forest Service have some degree of discretion in allowing the use of federal lands that might adjoin any of our unpatented mining claims for surface activities which we would need for exploration, development and mining operations. For example, in the past the Forest Service considered adoption of a "Roadless Initiative" which would have prohibited the construction of new roads or the re-construction of existing roads in 43 million acres of inventoried roadless areas within the National Forest System. Our Wyoming property is located in the National Forest and may be impacted by such "Roadless Initiatives." As a result, there can be no guarantee that we will be able to obtain the access necessary to conduct required exploration, development or ultimately mining activities on those properties. In addition, to the extent we progress towards the development of a mine at any of our properties, there may not be sufficient surface land available for the ancillary facilities necessary to develop the mine. Compliance with the foregoing regulations could be expensive, causing us to not develop certain areas.

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We intend to be insured against losses from our exploration programs when they involve the use of heavy equipment such as drill programs, but not for general reconnaissance. In the latter instance, as a result, if we are sued for damages as a result of our activities we may not be able to defend against such suits or have funds available to pay any judgment rendered against us.

Mineral Mountain intends to insure its exploration programs when heavy equipment is used, such as drill rigs. In other instances, such as general reconnaissance programs, we do not generally insure against most commercial losses or liabilities which may arise from our exploration and other activities. Even if we obtain additional insurance in the future, we may not be insured against all losses and liabilities which may arise from our activities, either because such insurance is unavailable or because we have elected not to purchase such insurance due to high premium costs or for other reasons. Therefore, if a proceeding is initiated or a judgment is rendered against us, we may have to cease operations due to our inability to pay for such legal expenses or judgment.

We have one full-time employee and are dependent on our directors, officers and third-party contractors.

We have one full-time employee and rely heavily and are wholly dependent upon the personal efforts and abilities of our officers and directors, each of whom devotes less than all of his time and efforts to our operations. The loss of any one of these individuals could adversely affect our business. We do not have written employment agreements with any of our officers or directors or maintain insurance on any of them. We may not be able to hire and retain such personnel in the future.

Because the price of metals fluctuate, if the price of metals for which we are exploring decrease below a specified level, it may no longer be profitable to explore for those metals and we will cease operations.

Prices of metals are determined by some of the following factors:

- expectations for inflation;

The aggregate effect of these factors on metals prices is impossible for us to predict. In addition, the prices of gold metals are sometimes subject to rapid short-term and/or prolonged changes because of speculative activities. The current demand for and supply of gold metals affect gold metal prices, but not necessarily in the same manner as current supply and demand affect the prices of other commodities. The supply of gold metals primarily consists of new production from mining. If the prices of gold metals are, for a substantial period, below our foreseeable cost of

production, we could cease operations and you could lose your entire investment.

The possibility of an individual prospect having reserves as defined under the Securities Act Industry Guide 7 is extremely remote.

“Material reserves” is defined under Securities Act Industry Guide 7 as “that part of a mineral deposit which could be economically and legally extracted or produced at the time of the reserve determination.” The possibility that an individual prospect will have material reserves is extremely remote. There is a possibility that all of our interests in prospects will not contain any material reserves and that all our exploration expenses may not be recovered.

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As lenders, a minority shareholder of the Company and his affiliates, and a third party, are or may be entitled to demand immediate repayment of their notes outstanding.

The terms of the loan from John J. Ryan provides that it is due and payable immediately on demand. The loans from Premium Exploration (as defined below under 'Management's Plan of Operation') provide that they are due and payable immediately upon default as defined in the terms of the notes. If Mr. Ryan chooses to exercise this right, the Company may be unable to procure the cash necessary and may need to liquidate some of its assets in order to make such payment and as a result may adversely impact operations. However, the Company believes that Mr. Ryan will not exercise such right.

Risks Related to the Ownership of our Stock

We may experience volatility in our stock price, which could negatively affect your investment, and you may not be able to resell your shares at or above the offering or current market prices.

The offering price of our common stock may vary from the market price of our common stock after the offering. If you purchase shares of common stock, you may not be able to resell those shares at or above the offering price. The market price of our common stock may fluctuate significantly in response to a number of factors, some of which are beyond our control, including:

- quarterly variations in operating results;

In addition, the stock market has experienced volatility that has often been unrelated to the performance of particular companies. These market fluctuations may cause our stock price to fall regardless of our performance.

Because our securities trade on the OTCQB, your ability to sell your shares in the secondary market may be limited.

The shares of our common stock are listed and principally quoted on the OTCQB. Because our securities currently trade on the OTCQB, they are subject to the rules promulgated under the Securities Exchange Act of 1934, as amended, which impose additional sales practice requirements on broker-dealers that sell securities governed by these

rules to persons other than established customers and “accredited investors” (generally, individuals with a net worth in excess of \$1,000,000 or annual individual income exceeding \$200,000 or \$300,000 jointly with their spouses). For such transactions, the broker-dealer must determine whether persons that are not established customers or accredited investors qualify under the rule for purchasing such securities and must receive that person’s written consent to the transaction prior to sale. Consequently, these rules may adversely affect the ability of purchasers to sell our securities and otherwise affect the trading market in our securities.

The Company and our future activities could be subject to SEC laws, regulations and enforcement actions which could adversely affect our future operations.

The shares of our common stock are currently listed on the OTCQB. They were previously listed on the OTCMKTS and the regional Spokane Stock Exchange. The Company, in consultation with the SEC, has taken steps to become current with all reasonable reporting requirements of the Act. If, however, the SEC requires the Company to undertake additional historical reporting pursuant to Section 13 or Section 15(d) of the Act, the Company could be required to dedicate further financial and employee resources to resolve any outstanding issues, which could affect our earning power.

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Because we did not file financial reports covering the period from 2005 through September 30, 2015, the Company and our future activities could be subject to SEC laws, regulations and enforcement actions which may affect our future operations.

The shares of our common stock are currently listed on the OTCQB. They were previously, since at least 2005, listed and principally quoted on the OTCMKTS (previously known as “Pink Sheets”) until 2018. Our securities previously traded on the regional Spokane Stock Exchange until 1991. If, however, the SEC is not satisfied with the Company’s corrective reporting activity, the Company could be required to dedicate additional financial and employee resources to resolve any outstanding issues. Consequently, application of and compliance with historical reporting requirements pursuant to Section 13 or Section 15(d) of the Act may require significant capital outlays, significantly affect our earning power, or cause material changes in our intended activities.

Because our shares are deemed “penny stocks,” you may have difficulty selling them in the secondary trading market.

The Securities and Exchange Commission has adopted regulations which generally define a “penny stock” to be any equity security that has a market price (as therein defined) less than \$5.00 per share or with an exercise price of less than \$5.00 per share, subject to certain exceptions. Additionally, if the equity security is not registered or authorized on a national securities exchange or NASDAQ, the equity security also would constitute a “penny stock.” As our common stock falls within the definition of penny stock, the ability of broker/dealers to sell our common stock and the ability of shareholders to sell our common stock in the secondary market would be limited. As a result, the market liquidity for our common stock would be severely and adversely affected. Trading in our common stock may be subject to these or other regulations in the future, which would negatively affect the market for our common stock.

A large number of shares will be eligible for future sale and may depress our stock price.

Our shares that are eligible for future sale may have an adverse effect on the price of our stock. As of February 28, 2019 there were 66,619,733 shares of our common stock outstanding. The average trading volume for the three months prior to December 31, 2018 was less than 50,000 shares per day. Sales of substantial amounts of common stock, or a perception that such sales could occur, and the existence of options or warrants to purchase shares of common stock at prices that may be below the then current market price of the common stock, could adversely affect the market price of our common stock and could impair our ability to raise capital through the sale of our equity securities.

We do not have cumulative voting and a small number of existing shareholders control our company, which could limit your ability to influence the outcome of shareholder votes.

Our shareholders do not have the right to cumulative votes in the election of our directors. Cumulative voting, in some cases, could allow a minority group to elect at least one director to our board. Because there is no provision for cumulative voting, a minority group will not be able to elect any directors. Accordingly, the holders of a plurality of the shares of common stock, present in person or by proxy, will be able to elect all of the members of our board of directors.

Our Articles of Incorporation contain provisions that discourage a change of control.

Our articles of incorporation contain provisions that could discourage an acquisition or change of control without our board of directors' approval. Our articles of incorporation authorize our board of directors to issue common or preferred stock without shareholder approval. If our board of directors elects to issue common or preferred stock, it could be more difficult for a third party to acquire control of us, even if that change of control might be beneficial to shareholders.

You should rely only on statements made in this prospectus in determining whether to purchase our shares, not on information in public media that is published by third parties.

You should carefully read and evaluate all the information in this prospectus. In the future, we may receive a high degree of media coverage. This includes coverage that is not attributable to statements made by our officers or employees or incorrectly reports on statements made by our officers or employees. In addition, coverage may be misleading if it omits information provided by us, our officers, or employees or public data. You should rely only on the information contained in this prospectus in determining whether to purchase our shares of common stock.

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We have broad discretion in how we may use the net proceeds from any future private and public offerings, and we may not use them effectively.

We cannot specify with any certainty the particular uses of the net proceeds that we may receive from future private and public offerings. Our management will have broad discretion in applying the net proceeds we receive from such offerings. We may use the net proceeds for general corporate purposes, including working capital, operating expenses, and capital expenditures. We may use a portion of the net proceeds to acquire complementary businesses, properties, services, or technologies. We may also spend or invest these proceeds in a way with which our stockholders disagree. If our management fails to use these funds effectively, our business could be seriously harmed. Pending their use, the net proceeds from any private and public offering may be invested in a way that does not produce income or that loses value.

If securities or industry analysts either do not publish research about us, or publish inaccurate or unfavorable research about us, our business, or our market, or if they change their recommendations regarding our common stock adversely, the trading price or trading volume of our common stock could decline.

The public trading market for our common stock will be influenced in part by the research and reports that securities or industry analysts may publish about us, our business, our market, or our competitors. If one or more of the analysts initiate research with an unfavorable rating or downgrade our common stock, provide a more favorable recommendation about our competitors, or publish inaccurate or unfavorable research about our business, our common stock price would likely decline. If any analyst who may cover us were to cease coverage of us or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause the trading price or trading volume to decline.

We are a smaller reporting company, and any decision on our part to comply only with certain reduced or scaled reporting and disclosure requirements applicable to smaller companies could make our common stock less attractive to investors.

We are a smaller reporting company, and, for as long as we continue to be a smaller reporting company, we may choose to take advantage of exemptions from various reporting requirements applicable to other public companies but not to “smaller reporting companies,” including but not limited to:

- not being required to have our independent registered public accounting firm audit our internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act;

- reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements; and
- exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved.
- any action asserting a breach of fiduciary duty;
- any action asserting a claim against us arising under the Idaho general corporation law, our certificate of incorporation, or our bylaws; and
- any action asserting a claim against us that is governed by the internal-affairs doctrine.

Risks Related to the Equity Financing Agreement

Pursuant to the terms of the Equity Purchase Agreement, a large number of shares may be eligible for future sale and may depress our stock price or dilute the value of outstanding shares.

The Company anticipates receiving proceeds from our initial sale of shares to CBP pursuant to the Equity Financing Agreement. The Company may sell shares to CBP at a price equal to 75% of the lesser of (1) the lowest traded price of our Common Stock during the fifteen (15) consecutive trading day period beginning on the date on which we deliver a put notice to CBP (the “Market Price”) or (2) the lowest traded price of our Common Stock during the fifteen (15) consecutive trading day period following the Clearing Date of the put notice (“Valuation Price”). To the extent that the shares are sold at a discount of 25% to the fair market value, the use of the equity line could result in the dilution of the value of the outstanding common shares or in the depression of the stock price.

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Pursuant to the terms of the Equity Purchase Agreement, the Company may not have the capacity to draw the full amount of \$5 million from the equity line.

The Company anticipates receiving proceeds from our initial sale of shares to CBP pursuant to the Equity Financing Agreement. The Company may sell shares to CBP at a price equal to 75% of the lesser of (1) the lowest traded price of our Common Stock during the fifteen (15) consecutive trading day period beginning on the date on which we deliver a put notice to CBP (the “Market Price”) or (2) the lowest traded price of our Common Stock during the fifteen (15) consecutive trading day period following the Clearing Date of the put notice (“Valuation Price”). There is a minimum of twenty (20) trading days between purchases. Furthermore, there is a cap of the lesser of \$100,000 or 150% average daily trading value (the average trading volume during the fifteen (15) trading days preceding the date of the put notice multiplied by the lowest trading price during this period) for each equity line draw down. Over the 24 month term of the equity line, the Company may not have the ability to fully draw and utilize the entire \$5 million credit line due to the terms, conditions and limitations in the Equity Purchase Agreement.

We have broad discretion in how we may use the net proceeds from the equity credit line, and we may not entirely use them for mining activities.

The Company has received numerous inquiries relating to mineral and non-mineral business opportunities, including but not limited to mergers and acquisitions. The Company investigates and evaluates all such inquiries. The net proceeds of the revolving credit line from the sale of the Securities to CBP which this prospectus relates is intended by the Company to be used for, among other things, general corporate purposes, which may include: (i) acquisitions; (ii) refinancing or repayment of indebtedness; (iii) capital expenditures and working capital; (iv) investing in equipment and property development (which may include funding associated with exploration); and (v) pursuing other business opportunities, both related and unrelated to our existing mining activities. In the event that we seek to pursue new business opportunities unrelated to our existing activities using proceeds from the Equity Purchase Agreement, or from other sources, whether through debt or equity, of which there can be no assurance, we may be required to engage the services of third-parties to assist us in pursuing any potential new opportunities. Any such efforts will be undertaken with a view toward generating cash flow from new operations.

USE OF PROCEEDS

Unless otherwise specified in the applicable prospectus supplement, the net proceeds of the revolving credit line from the sale of the Securities to Investor which this prospectus relates will be used for general corporate purposes, which may include (i) acquisitions, (ii) refinancing or repayment of indebtedness, (iii) capital expenditures and working capital, (iv) investing in equipment and property development (which may include funding associated with exploration), and (v) pursuing other business opportunities both related and unrelated to our existing mining activities. In the event that we seek to pursue new business opportunities unrelated to our existing activities using proceeds from

the Equity Purchase Agreement, or from other sources, whether through debt or equity, of which there can be no assurance, we may be required to engage the services of third-parties to assist us in pursuing any potential new opportunities. Any such efforts will be with the view of hopefully generating cash flow from operations, which our existing mining activities have not accomplished.

We will not receive any proceeds from the re-sale of shares by the Selling Stockholder. The Selling Stockholder will pay all underwriting discounts, selling commissions and expenses incurred by it for brokerage, accounting, tax or legal services or any other expenses incurred by the Selling Stockholder in connection with the sale of the shares. We will bear all other costs, fees and expenses incurred in effecting the registration of the shares covered by this prospectus, including, without limitation, all registration and filing fees, OTCQB listing fees and fees and expenses of our counsel and our accountants.

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DETERMINATION OF OFFERING PRICE AND RELATED SHAREHOLDER MATTERS

Market Information

Our Common Stock trades sporadically on the OTCQB market under the symbol MMMM. Our common stock has traded infrequently on the OTC market, which limits our ability to locate accurate high and low bid prices for each quarter within the last three fiscal years. Therefore, the following table lists the quotations for the high and low bid prices as reported by a Quarterly Trade and Quote Summary Report of the OTC market for the calendar years 2016 through 2018. The quotations from the OTC market reflect inter-dealer prices without retail mark-up, markdown, or commissions and may not represent actual transactions.

	2016		2017		2018
High		Low	High	Low	High