

Edgar Filing: Lithium Corp - Form 10-Q/A

Lithium Corp  
Form 10-Q/A  
May 20, 2013

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

FORM 10-Q/A  
AMENDMENT NO. 1

(Mark One)

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

For the quarterly period ended March 31, 2013

or

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

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

Commission File Number 000-54332

LITHIUM CORPORATION  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction  
of incorporation or organization)

98-0530295  
(IRS Employer  
Identification No.)

11380 S. Virginia St. #2011, Reno, Nevada  
(Address of principal executive offices)

89511  
(Zip Code)

(775) 410-5287  
(Registrant's telephone number, including area code)

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (ss.232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  YES  NO

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)  YES  NO

### APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court.  YES  NO

### APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. 74,661,408 common shares issued and outstanding as of May 10, 2013.

### EXPLANATORY NOTE

Our company is filing this Amendment No. 1 on Form 10-Q/A (the "Amendment") to our quarterly report on Form 10-Q for the period ended March 31, 2013 (the "Form 10-Q"), filed with the Securities and Exchange Commission on May 14, 2013 (the "Original Filing Date"), to furnish Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T. Exhibit 101 consists of the following materials from our Form 10-Q, formatted in XBRL (eXtensible Business Reporting Language):

101.INS XBRL Instance Document  
101.SCH XBRL Taxonomy Schema  
101.CAL XBRL Taxonomy Calculation Linkbase  
101.DEF XBRL Taxonomy Definition Linkbase  
101.LAB XBRL Taxonomy Label Linkbase  
101.PRE XBRL Taxonomy Presentation Linkbase

This Amendment speaks as of the Original Filing Date, does not reflect events that may have occurred subsequent to the Original Filing Date, and does not modify or update in any way disclosures made in the Form 10-Q. No other changes have been made to the Form 10-Q.

Pursuant to Rule 406T of Regulation S-T, the interactive data files attached as Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the certifications required pursuant to the rules promulgated under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which were included as exhibits to the Original Report, have been amended, restated and re-executed as of the date of this Amendment No. 1 and are included as Exhibits 31.1 and 32.1 hereto.

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### ITEM 6. EXHIBITS

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

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- (3) ARTICLES OF INCORPORATION AND BYLAWS
    - Articles of Incorporation (Incorporated by reference to our Registration Statement on Form SB-2 3.1 filed on December 21, 2007).
    - Bylaws (Incorporated by reference to our Registration Statement on Form SB-2 filed on December 21, 2007).
  - 3.2 Articles of Merger (Incorporated by reference to our Current Report on Form 8-K filed on October 2, 2009).
  - 3.3 Certificate of Change (Incorporated by reference to our Current Report on Form 8-K filed on October
  - 3.4 Certificate of Change (Incorporated by reference to our Current Report on Form 8-K filed on October 2, 2009).
  - (4) INSTRUMENTS DEFINING THE RIGHTS OF SECURITY HOLDERS, INCLUDING INDENTURES
    - 4.1 2009 Stock Option Plan (Incorporated by reference to our Current Report on Form 8-K filed on December 30, 2009).
  - (10) MATERIAL CONTRACTS
    - 10.1 Share Exchange Agreement dated October 9, 2009, between our company, Nevada Lithium Corporation and the selling shareholders of Nevada Lithium Corporation (Incorporated by reference to our Current Report on Form 8-K filed on October 26, 2009).
    - 10.2 Lease Purchase Agreement dated June 1, 2009 between Nevada Lithium Corporation, Nevada Mining Co., Inc., Robert Craig, Barbara Craig and Elizabeth Dickman. (Incorporated by reference to our Current Report on Form 8-K filed on October 26, 2009).
    - 10.3 Lease Agreement dated March 16, 2009 between Nevada Lithium Corporation and Cerro Rico Ventures LLC (incorporated by reference to our Current Report on Form 8-K filed on October 26, 2009).
  - (21) SUBSIDIARIES OF THE REGISTRANT
    - 21.1 Nevada Lithium Corporation, a Nevada corporation
  - (31) RULE 13A-14 (D)/15D-14D) CERTIFICATIONS
    - 31.1\* Section 302 Certification by the Principal Executive Officer and Principal Financial Officer.
  - (32) SECTION 1350 CERTIFICATIONS
    - 32.1\* Section 906 Certification by the Principal Executive Officer and Principal Financial Officer.
  - 101\*\* INTERACTIVE DATA FILE
    - 101.INS XBRL Instance Document
    - 101.SCH XBRL Taxonomy Extension Schema Document
    - 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
    - 101.DEF XBRL Taxonomy Extension Definition Linkbase Document
    - 101.LAB XBRL Taxonomy Extension Label Linkbase Document
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\* Filed herewith.  
\*\* Furnished herewith. Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of any registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, and otherwise are not subject to liability under those sections.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LITHIUM CORPORATION  
(Registrant)

Dated: May 20, 2013

/s/ Tom Lewis

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Tom Lewis  
President, Treasurer, Secretary and  
Director (Principal Executive Officer,  
Principal Financial Officer  
and Principal Accounting Officer)

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