

DISCLOSURE STATEMENT MARCH 31, 2013

Part A General Company Information

Item 1.

NAME:

MAXAM GOLD CORPORATION

(Maxam Gold Corporation formerly, Maxam International Corporation, Madonna Mining Corporation, Universal AMC, Inc, Caption Industries Inc, State Cycle)
Stock Symbol (MXAM)

FORMERLY LISTED AS

State Cycle until Feb 1975

Universal AMC, Inc until November 1983

Caption Industries Inc, Until February 1984

Madonna Mining Corporation Until June 1985

Maxam International Corp. Until January 1996

Item II.

ADDRESS

Maxam Gold Corporation .
3651 Lindell Road, D#482
Las Vegas, NV 89103
Phone: (702) 530-4730

Website;
www.max-amgold.com

Emails
chucklangrill@yahoo.com

Address to
Charles E. Langrill, President
(702) 347-0636

Item III.

Jurisdiction and date of the incorporation.

Articles of Incorporation Filed in Utah August, 1974 under the name of State Cycle

Original Incorporation Utah , August , 1974

Articles of Amendment and name changed to Universal AMC, Inc, February , 1975

Amendment was filed and name changed to Caption Industries Inc in November, 1983

Amendment was filed and name changed to Madonna Mining Corporation in February, 1984

Amendment was filed and name changed to Maxam International Corporation in June 1985

Amendment was filed and name changed to Maxam Gold Corporation in January 1996

Articles of Merger and plan to Move from Utah to the state of Nevada in August 1999

Maxam Gold Corporation

Amended for Name
Utah February 1975
State Cycle
To:
Universal AMC, Inc.

Amended for Name
Utah November, 1983
From:
Universal AMC, Inc
To:
Caption Industries Inc In November 1983

Amended for Name
Utah February, 1984
From:
Caption Industries Inc
To:
Madonna Mining Corporation

Amended for Name
Utah June 1985
From:
Madonna Mining Corporation
To:
Maxam International Corporation

Amended for Name
Utah January 1996
From,
Maxam International Corporation
To:
Maxam Gold Corporation

Part B Share Structure

Item IV The title and class of securities outstanding

The company has 7,000,000,000 common shares authorized at .00001 Par, 6,752,832,516 issued and outstanding as of March 31, 2013 of which 1,017,570,703 is free trading.

The company has two Classes of Preferred Stock A series A Preferred Stock and a series B Preferred Stock . Series A is 500 Shares authorized and Series B has 1 million shares authorized

Part C Business Information

Item VII

Name and Address of Transfer Agent:

Justeene Blankenship, President
Action Stock Transfer, Inc.
2469 E. Fort Union Blvd
Suite 214
Salt Lake City, Ut 84121
Phone: 801-274-1088
Fax: 801-274-1099
E-mail: justblank2000@yahoo.com
Registered with the SEC

Item: VIII

Nature of the business:

A.

Maxam Gold Corporation .
Is a C Corporation

The business started in August 1974

The Fiscal Year is December 31

There has never been a filing in bankruptcy, receivership

The issuer is not now nor has ever been a shell company.

Changed Name to Maxam Gold Corporation January, 1996

There is no pending or threatened legal action

B.

Business Description:

—MAXAM - Acquired 100% of the assets of Pembina Limitada S.A. Pembina Limitada is a Nicaraguan based company, registered under Nicaraguan laws and well established and respected by the Nicaraguan community of Central America.

—Pembina Limitada S.A. has access to several gold concessions (3) gold concessions with permits to explore and export. One site was established in 1992 and at that time regarded as the largest concession in the country. The concession has substantially been reduced due to extensive exploration and focusing on the richest portions of the land. Currently the company holds the options to explore and exploit a total of 145,000 hectares with proven reserves of 80,000 Troy Ounces, and more than two (2) million probable Troy Ounces. These areas are located in the Pacific area of Nicaragua.

—Currently the technologies in these regions are primitive at best. Our goal through the creation of our milling operation will provide greater income in the regions so that the people of the country can live above the poverty level . Currently the average monthly income is \$150. We intend to develop and help provide affordable housing in support of these peoples where they will then have the basic necessities of life.

—The ultimate goal is to develop the capacity of the plant to process 1,500 metric tons of ore per day. At 4 grams per ton = 6,000 grams per day. (31.1 grams per ounce) = 192 ounces per day or \$340,800.00.

THE REVENUE MODEL

—As gold prices have skyrocketed over the last few years, so have the costs of extracting gold. Mines in Nicaragua are producing lots of gold, but the cost to produce this gold has been growing each year. In a 2006 annual report, the Limon mine claimed a manufacturing cost of \$469.00 per Troy ounce.

—Currently gold prices on the International market are on the rise once again, with recent numbers ranging from \$1700 to near \$1800 per Troy ounce.

—As a consequence of our contacts, connections and gold experience, the Company can purchase gold at reduced prices from the indigenous communities and small companies that have stockpiled gold in the Northeast Atlantic region (RAAN) and the Central Region of Nicaragua. This is a heavily forested area with many rich gold mines and other natural resources.

—For many years, the indigenous tribes and other natives of the area have been panning and picking for gold throughout the ore-rich area. Many of these “wildcat” miners sell gold, or sold the gold to buyers in the area. This is an ongoing practice and gold is constantly being panned, mined, and traded in the area, mostly by the indigenous peoples of the area, which means that the Company will have a steady supply of gold for an indefinite period of time. As the company proceeds, they will be able to analyze and discern the amounts available on an ongoing basis. On average \$4 to \$5 million dollars of gold can be purchased monthly.

—The Company’s team has extensive knowledge and experience in working with the indigenous peoples in these remote areas of Nicaragua

COMPETITIVE ADVANTAGES

PHASE I – Initially we will be buying gold from the native community and reselling it to International Buyers. This buying and selling will generate cash-flow covering much of the direct costs to establish our long range program.

—PHASE II – This will be the establishment of a dredging operation on the lake and will provide us with additional capital as we move towards our major goal of building our major milling plant. During this Phase II our geologist will be developing the necessary data for our 43101 registration in the United States.

—PHASE III – Pembina is presently in the initial exploration & exploitation. Our privileged permits allow us the advantage to mine while simultaneously exploring and exploiting a small scale 250 metric tons of ore per day proven to produce 2000 grams of gold. With the 43101 in place, additional capital will

be provided to operate a large scale mill to produce up to 1500 metric tons of ore per day, proven to produce 12,000 grams of gold, valued in today's market at \$682,000.00.

—The Rosita plant is now in operation, and has an associated infrastructure including extraction equipment.

—As the plant is being ramped up to include not only the Company's ore, but will allow the Company to refine ore for the natives. This is a very profitable operation as the Company gets half of their ore for processing it and then we can purchase their refined ore at a discount and resell it with our gold.

Ø The mines have proven reserves.

ØRetains Assays and Geology reports indicating the mines' veins and contents.

ØHas ability to retain applicable permits to mine.

ØHolds enough deposits for twenty five years.

ØAn experienced and talented team of engineers, contract miners, market experts, market makers, legal representation, corporate management and board executives assure that the Company employs the best talent available in the industry.

ØBecause of the Company's long standing in Nicaragua with the Government and the local communities its future is assured.

ØThe Company will be reaching out to the indigenous peoples and will provide them the opportunity to have a better life.

ØBy processing gold ore for the local co-ops we gain additional profits as we get 50% of their ore for process and have the option to purchase the gold derived from their ore..

ØThe company will continue to build its reserves by buying and selling as frequently as is possible and always with safety and prudence as a main concern. The Company will remain focused on being profitable while maintaining safety and planning for the future.

ØThe Company will not stray from its core business in any way whatsoever, thus ensuring integrity and re-assuring Sellers & Investors.

Maxam Gold Corporations launch and entry in the world gold market could not come at a more fortuitous time. The prices of gold and silver are expected to climb through 2020. While experts anticipate that prices may stabilize in the future, the value of gold and silver will be greater than they have been for decades. Gold will continue to have a market value reflective of its status as a favored commodity, and silver will remain strong due to its industrial role in plasma displays, solar panels, and cell phone manufacturing. The Company will sell its gold and silver directly to a smelter, and will also sell bulk quantities to precious metal bulk buyers. Maxam will operate primarily in the Gold Ores and Silver Ores industries. However, the Company fully intends to extract additional high-value precious metals that are both inferred and proven to be in its mines, such as platinum, palladium and rhodium.

Maxam will adhere to several success factors and carry out an operational and distribution strategy to achieve its short-and long-term objectives.

Item VIII

Maxam Gold is in the gold mining business and its principle product is Buying and producing Gold, Silver and other high value minerals.

Item X

Facilities.

Facilities in Nicaragua Gold properties.

Office in Las Vegas at 3651 Lindell Road, # D 482 Las Vegas, NV 89103

Part D Management and Control Structure

Item XI

The name of the chief executive officer, members of the board of directors, as well as control persons

A. Officers and Directors

Full Name. Charles E. Langrill CEO

Directors.

1. Full Name Charles E. Langrill
2. Business Address: 3651 Lindell Road, D#482
Las Vegas, Nevada 89103

Since attending Chapman University, Charles has spent 20 years in the financial sector. Six years of which, he served on the board, and was Executive VP/CFO of a development stage gold mining company. Temple Summit Financial Projects, Inc. was fully reporting and traded on the OTC:BB. He has experience in mining claim exploration and acquisitions, both domestically and abroad. Charles also managed equipment acquisitions and contract negotiations for R&D and joint venture prospects. Temple Summit liquidated its gold mining assets and acquired a tech company in China during the internet/tech stock boom in early 2000. Charles was instrumental in negotiating the buyout, and the company saw an 800% price per share increase for shareholders. After leaving the company, Charles has since been involved in the OTC markets, assisting start-ups to go public and raise working capital.

Maxam Gold looks forward to drawing upon Charles' experience to get the company on the fast track to the future.

4. Compensation \$50,000 per year
5. Number of issuer's shares owned
Common Shares 2,665,000,000
Preferred Shares

B. Legal/Disciplinary None

C. Disclosure of Family Relationships None

D. Disclosure of Related Party Transactions.

1. Name of related Person
2. Related Person's interest Loans to Company
- 3 & 4 Approximate Dollar Value \$ 0 Plus interest

E. Disclosure of Conflicts of Interest. There are no conflicts of interest

Officers and Directors

B. Legal/Disciplinary None

C. Disclosure of Family Relationships None

D. Disclosure of Related Party Transactions.

1. Name of related Person

2. Related Person's interest Loans to Company

3 & 4 Approximate Dollar Value \$ 0 Plus interest

E. Disclosure of Conflicts of Interest. There are no conflicts of interest

Officers and Directors

Full Name. Richard Shinn

Directors.

1. Full Name Richard Shinn

2. Business Address: 3651 Lindell Road, D#482
Las Vegas, Nevada 89117

Richard Shinn

Mr. Shinn has a diversified background in executive management, a developer, land acquisition and feasibility through project packaging and administration. Mr. Shinn was educated at the University of Texas in business management, the Alexandria Hamilton Institute in Executive Management and the University of California in Long Beach in Construction Law.

He served in the United States Air Force as a Senior Air Traffic Controller, receiving an Honorable Discharge, Good Conduct Metal, Sharp Shooter and Korean War Ribbon. Later employed by the Central Intelligence Agency.

As Vice President of Utility Car Corporation he was in charge of the Washington, D. C. office. UCC was formed by Charles H. Payne the creator of the "Jeep" vehicle. Mr. Shinn coordinated the engineering and product development of several vehicles, one which became the for runner of the Scout manufactured by American Motors.

Mr. Shinn was manager of operations for Dynex, a developer of high energy and paraforic fuel research. He built a reactor for the manufacture of TEA (triethylaluminum) & TEB (Triethylboron) for NASA Engine Test Center for application for ram-jet engines. TEB was later used as a derivative in the fuel used in the U-2 and the Blackbird SR-71 aircraft.

Later Mr. Shinn joined Fairchild Engine & Aircraft Corporation on Long Island New York and became the Sales Manager for their plastics division. Most of the products were for the missile and aircraft industry. We worked on sound damping materials for the U.S. Navy in New London Conn. to reduce the noise in submarine ballast tanks.

While with Fairchild he developed an industrial partitioning system using honeycomb and various substrates as skins developing light weight, but very strong panels.

Prior to leaving the Northeast, Mr. Shinn formed a construction company to install partitions at major aerospace companies, small buildings for the New York State Parks and panelized home on Fishers Island, New York.

Mr. Shinn joined Evans Products in California as a member of their executive committee and was responsible for new products and company expansion. He was instrumental in acquiring Capp Homes and assisted in the design and building of a roll-film laminating line.

Mr. Shinn has been involved over the past thirty years in the building and construction industry. Having been the forerunner in the component manufacturing of modular structures. Building a plant in Hollister, Ca., building the first two story modular motel in California. The plant produced modular bath and kitchen cores, pre-framed walls, roof and floor trusses. During this time he became a consultant to a multitude of companies for the engineering, manufacture and erection of modular mechanical cores for the Gulf Air Towers in Manama, Bahrain.

Later he went to the United Arab Emirates as a consultant to analyze various manufactured low-cost housing and obtained a contract for the sale of a panelized cold storage warehouse.

Establishing Century Concepts where he was instrumental in a 25 million dollar build to suit building for Bergen/Brunswick Corporation in Orange, CA. for Tishman Management and Met-Life Insurance Co. Later he converted the Granville Apartments to condominium's in Newport Beach, CA.

He was the owner of Traveland USA, LLC., the World's Largest RV Shopping Mall in the World and has been the developer of several companies, Envision Consultants, LLC, a company that is a partner in various projects., i.e., Tar Sands, Methane to CNG, Trash to Power and Coal.

Currently involved in a number of projects including; modular oil refineries, Senior Housing, Hotels, EB5 projects and various energy programs.

4. Compensation \$50,000 per year

5. Number of issuer's shares owned

Common Shares

Preferred Shares

B. Legal/Disciplinary None

C. Disclosure of Family Relationships None

D. Disclosure of Related Party Transactions.

1. Name of related Person

2. Related Person's interest Loans to Company

3 & 4 Approximate Dollar Value \$ 0 Plus interest

E. Disclosure of Conflicts of Interest. There are no conflicts of interest

Item XIV. Beneficial Owners.

<u>Principal Stockholder's Name</u>	<u>Number of Shares Owned</u>	<u>Percentage</u>
Charles Langrill	2,665,000,000	39%
Frank Ginton	750,000,000	11%
Envision Consultants	1,500,000,000	22%

Charles Langrill
3651 Lindell Road, D#482
Las Vegas, NV 89103

Frank Ginton
3651 Lindell Road, D#482
Las Vegas, NV 89103

Envision Consultants
Richard Shinn Managing Member and Registered Agent
250 Fischer Ave
Costa Mesa, California 92626

Item XV The name address, telephone number, and email address of each of the following outside providers.

1. Investment Banker None
2. Promoters None
4. Accountant or Auditor None
5. Public Relations Consultant None

6. Investor Relations Consultant

Item XVI. Managements Discussion and Analysis or Plan of Operat

—MAXAM - Acquired 100% of the assets of Pembina Limitada S.A. Pembina Limitada is a Nicaraguan based company, registered under Nicaraguan laws and well established and respected by the Nicaraguan community of Central America.

—Pembina Limitada S.A. has access to several gold concessions (3) gold concessions with permits to explore and export. One site was established in 1992 and at that time regarded as the largest concession in the country. The concession has substantially been reduced due to extensive exploration and focusing on the richest portions of the land. Currently the company holds the options to explore and exploit a total of 145,000 hectares with proven reserves of 80,000 Troy Ounces, and more than two (2) million probable Troy Ounces. These areas are located in the Pacific area of Nicaragua.

—Currently the technologies in these regions are primitive at best. Our goal through the creation of our milling operation will provide greater income in the regions so that the people of the country can live above the poverty level. Currently the average monthly income is \$150. We intend to develop and help provide affordable housing in support of these peoples where they will then have the basic necessities of life.

—The ultimate goal is to develop the capacity of the plant to process 1,500 metric tons of ore per day. At 4 grams per ton = 6,000 grams per day. (31.1 grams per ounce) = 192 ounces per day or \$340,800.00.

- Nicaragua is a Democratic Republic since 1990
- One of the safest countries in Central America
- Government supportive of foreign investment
- Long mining history with supportive mining laws
- Fair tax regime - 3% NSR and 30% Net Profit Tax
- Exploration permits are valid for 25 years
- Exploitation permits are valid for 50 years
- Based on the current plant capacity to process 120 tons/day estimated would be:

Average content = 4 gr.tn
Total gr./day = 480 gr./day
Total gr./mo. = 480 x28 days/mo. = 13,440 g/mo.
In ounces = 13,440 / 31.1 = 432 oz. Au/month
Value sales month = 432 oz. x \$1,775./oz =
\$ 766,800.00
Operating Cost40% /766,800. = \$306,720
Gross Margin.....\$460,080.
Voluntary contribution of mining @ 10% = \$46,008.
Gross\$414,072.
Tax/Income..... @30% = \$124,221.

Tax & royalties.....@5%/ \$289,852.....\$ 14,492.
Operating Income.....\$275,360.

Item XVIII Material Contracts.

Item XIX Articles of Incorporation and Bylaws Posted

Item XX Purchase of Equity Securities by the Issuer and Affiliated Purchasers.

There has been no purchase of Equity Securities by the Issuer or Affiliates

Item IX: Issuer's Certifications

I, Charles E. Langrill, certify that:

1. I have reviewed this annual disclosure statement of Maxam Gold Corporation;
2. Based on my knowledge, this disclosure statement does not contain any untrue statements 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial informant included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer and of, and for, the periods presented in this disclosure statement.

Date: May 28, 2013

___/s/Charles E. Langrill ___ Charles E. Langrill, President

