

Zoloto Resources Limited

Quarterly Report

For the 9 Months ending September 30, 2014

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Zoloto Resources Limited

From June 8, 2007 to Present, Zoloto Resources Limited

From 2006 to June 8, 2007, Sutcliffe Resources Limited

From February 6, 1996 to 2006, Latin American Mining Investment Corp.

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: 1395 Brickell Avenue

Address 2: Suite 800

Address 3: Miami, FL 33131

Phone: 305-357-2010

Email: Info@zolotomining.com

Website(s): www.zolotomining.com

IR Contact: None

Address 1: None

Address 2:

Address 3:

Phone: None

Email: None

Website(s): None

3) Security Information

Trading Symbol: ZRSCF

Exact title and class of securities outstanding: Common stock

CUSIP: 98977K108

Par or Stated Value: No Par Value

Total shares authorized: unlimited as of: 9/30/14

Total shares outstanding: 285,485,300 as of: 9/30/14

Additional class of securities (if necessary): None.

Transfer Agent

Name: Action Stock Transfer Corporation

Address 1: 2469 E. Fort Union Blvd.

Address 2: Suite 214

Address 3: Salt Lake City, UT 84121

Phone: (801) 274-1088

Is the Transfer Agent registered under the Exchange Act?*

Yes: ☒ No: ☐

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

None

B. Any jurisdictions where the offering was registered or qualified;

Non-applicable

C. The number of shares offered;

Non-applicable

D. The number of shares sold;

Non-applicable

E. The price at which the shares were offered, and the amount actually paid to the issuer;

Non-applicable

F. The trading status of the shares; and

Non-applicable

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

Non-applicable

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

The most recent information for the Issuer's applicable period ending September 30, 2014, is available on OTCMarkets.com as an "Interim Financial Report", and is hereby incorporated herein by reference.

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

- A. a description of the issuer's business operations;

In the first quarter ending March 31, 2014, the Company acquired a 49% interest in a project located in Ecuador, South America. Zoloto will contribute \$250,000 to upgrade a mill, which will be capable of processing gold, silver and copper ore, with a capacity of 100 tons of ore per day. The mill, which holds contracts to process ore for nine mines, is anticipated to earn gross revenue of \$300,000 per month. The mill became operational in November, 2014.

- B. Date and State (or Jurisdiction) of Incorporation:

The Issuer was originally incorporated as Latin American Mining Investment Corp. on February 6, 1996 under the Company Act (British Columbia, Canada) and was subsequently continued under the Business Corporations Act (Ontario) effective June 3, 1996. On November 4, 1996, the Issuer was continued from Ontario to Alberta, Canada. The Issuer was extra-provincially registered to carry on business in British Columbia effective February 18, 1997.

- C. the issuer's primary and secondary SIC Codes;

21222 (Gold and Silver Ore Mining/Processing)
21223 (Copper Ore Mining/Processing)

- D. the issuer's fiscal year end date;

E. principal products or services, and their markets;

Gold, silver and copper ore processing/milling. Milling performed in Ecuador.

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Issuer has an ownership interest in a gold, silver and copper milling project located in Ecuador. Operation of the project is through the contracting of companies as needed. Facilities are located in Ecuador.

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Robert James Maddigan, President, Treasurer and Secretary, B.A.Sc., P.Eng. (Civil). Mr. Maddigan has been a Director since August 20, 1996 and Chief Executive Officer and President of Zoloto Resources Limited since July 2008.

He is also Chief Executive Officer of Argus Metals Corp. since April 2013. Mr. Maddigan serves as an Interim Chief Financial Officer of Pebble Creek Mining Ltd. Mr. Maddigan has been Vice President of Exploration at WestKam Gold Corp. (formerly, Encore Renaissance Resources Corp. and Consolidated Gold Win Ventures Inc.) since April 4, 2005. He is the Owner of FSC International, which designs and builds major infrastructure projects in the Russian Far East, and specifically Chukotka.

He served as Chief Executive Officer and President of Secova Metals Corp. from February 13, 2012 to July 3, 2012. Mr. Maddigan has over 20 years experience in Arctic and cold climate engineering and Project Management, in the last 12 years in the Russian Far East. He also served as the President and Chief Executive Officer of Westminster Resources Ltd. until September 2008. He was employed by Klondike Construction Ltd. in the design and construction of various building projects throughout the Canadian Arctic. He served as Project Manager for Ferguson Simek Clark, specializing in arctic engineering and construction projects. In 1991, Mr. Maddigan established Maddigan Consulting Ltd. and has been the Project Manager and General Contractor for the public and private sectors for numerous building projects in the Canadian and Russian Arctic regions, including managing the construction of a housing and apartment project in Yakutsk, Russia for Ferguson, Simok and Clance Company, becoming a member of the board of directors of that Company in September, 1996. He has been a Director of Nitinat Minerals Corporation since February 2013. He has been Director of Argus Metals Corp. since April 2013. He serves as a Director of FSC International and Pebble Creek Mining Ltd. He served as a Director of Westminster Resources Ltd. until September 2008 and Starfield Resources Inc. since November

2003. He is registered as a Professional Engineer in the Northwest Territories. He graduated in 1986 from the University of Alberta with a Bachelor of Applied Science in Civil Engineering.

John Tichotsky, Director. Mr. Tichotsky has been an officer and/or director of Zoloto Resources Limited since November 1, 2006. Dr. Tichotsky, Ph.D.(Cantab.), F.R.G.S., is an international policy advisor and has written extensively about gold and diamond mining in the Russian Northeast. He has been active in economic issues linking Alaska, the Russian North and Northeast Asia, including issues involving research and policy development for oil and gas, mining and infrastructure. He is a graduate of Dartmouth College and completed his master's degree at Cambridge University and received his Ph.D. from Cambridge University, UK.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

| <u>Title of Class</u> | <u>Name and Address Of Beneficial Owner</u> | <u>Amount and Nature of Beneficial Ownership</u> | <u>Percent Of Class</u> |
|---|---|--|-------------------------|
| Common | T&S Investments Limited | 140,000,000 | 49.04 |
| <u>Officers and Directors:</u> | | | |
| Any | Robert Maddigan | 1,600,000 | 1.10 |
| Any | John Tichotsky | -0- | -0- |
| All Officers and Directors as a Group: | | -0- | -0- |

T&S Investments Limited, The Law Building, P. O. Box 687, The Valley, Anguilla, owns 49.04% of the common stock of the Issuer. The beneficial owner of T&S Investments Ltd is Karisa Augustus.

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Name: Tod A. DiTommaso

Firm: Law Offices of Tod A. DiTommaso

Address 1: 9461 Charleville Blvd.

Address 2: Suite 243

Phone: (323)497-1418

Email: todanthonyditommaso@earthlink.net

Accountant or Auditor

Name: Zoloto Resources Ltd.

Firm: Zoloto Resources Ltd.

Address 1: 1395 Brickell Avenue, Suite 800

Address 2: Miami, Florida 33131

Phone: 305-357-2010

Email: info@zolotogold.com

Investor Relations Consultant

Name: None

Firm: None

Address 1: None

Address 2: None

Phone: None

Email: None

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Name: None

Firm: None

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Robert Maddigan, President and Treasurer of Zoloto Resources Limited certify that:

1. I have reviewed this quarterly disclosure statement of Zoloto Resources Limited;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information 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 as of, and for, the periods presented in this disclosure statement.

November 13, 2014

/s/Robert Maddigan [President]

/s/Robert Maddigan [Treasurer]