WESTERN SIERRA MINING CORP.

Annual Disclosure Statement

December 31, 2012

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PART A – GENERAL COMPANY INFORMATION

ITEM 1 – NAME OF ISSUER AND PREDECESSOR
Western Sierra Mining Corp. as of December 4, 2003
Formerly Global DECS Corp.

ITEM 2 – ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
2750 Cisco Drive South
Lake Havasu City, Arizona 86403

ITEM 3 – JURISDICTION AND DATE OF ISSUER'S INCORPORATION
Utah
August 19, 1907

PART B – SHARE STRUCTURE

ITEM 4 - TITLE AND CLASS OF SECURITIES OUTSTANDING

Common Stock – The Company is authorized to issue 350,000,000 shares of $.001 par value common stock. The Company's common stock is traded through OTC Pinks Quotation Service under the symbol "WSRA" (Cusip 95952L200). As of December 31, 2010, there were 305,493,353 shares of the Company's common stock outstanding.

Preferred Stock – The Company has no authorized preferred stock.

ITEM 5 – DESCRIPTION OF SECURITIES

Par Value – The Company's common stock has a par value of $.001 per share.

Common Stock

a. Dividends – Through December 31, 2012, the Company has not declared or paid any dividends.
b. Voting Rights – one vote per share of common stock
c. Preemption Rights – None
d. Material Rights – None
e. Provisions in Charter or By-Laws that would delay, defer or prevent a Change in control of the issuer – None.

Preferred Stock

None authorized.

ITEM 6 – NUMBER OF SHARES OR TOTAL AMOUNT OF SECURITIES OUTSTANDING FOR EACH CLASS OF SECURITIES AUTHORIZED

Common Stock

	12-31-11	12-31-12
Shares authorized	350,000,000	350,000,000
Shares outstanding	305,493,353	315,493,353
Freely tradable	50,456,558	82,860,912
Beneficial shareholders	7	7
Shareholders of record	1278	1012

Preferred Stock

None authorized.

PART C – BUSINESS INFORMATION

ITEM 7 – NAME AND ADDRESS OF TRANSFER AGENT

OTC Stock Transfer, Inc.
231 East 2100 South
Salt Lake City, Utah 86165
801-485-5555
Registered under the Exchange Act

ITEM 8 – NATURE OF ISSUER'S BUSINESS

Business Development

The Company was incorporated under the laws of the State of Utah on August 19, 1907 as The Gold Chain Mining Company. On September 28, 2001 the Company changed its name to Global DECS Corp. On December 1, 2003 we entered into a Share Exchange Agreement with Western Sierra, Inc., whereby Western Sierra, Inc. became a wholly owned subsidiary of Western Sierra Mining Corp. The agreement provided for the exchange of 20,000,000 shares of the Company's common stock for 4,000,000 shares or 100% of the outstanding common stock of Western Sierra, Inc. The shareholders of Western Sierra, Inc. owned approximately 90% of the stock of Western Sierra Mining Corp. after consummation of the transaction. Western Sierra, Inc. was subsequently dissolved and all operations transferred into Western Sierra Mining Corp.

We are currently listed with the National Quotation Bureau under the trading symbol WSRA.

The Company is on a calendar year-end basis.

On July 7, 2005, the Company's Board of Directors approved a 2-for-1 forward split. The accompanying financial statements have been restated to reflect the effect of this split.

The Company is not party to any material legal proceedings or administrative actions.

Business of Issuer

The Company's focus is on acquiring, developing and mining mineral properties and reserves in the western United States and primarily in Central Arizona. The Company will look at other potential mining properties which could be operated commercially to the benefit of our shareholders. The Company's SIC Code is 6794.

The Company is currently developing various mining properties.

The Company has leases and/or joint venture agreements in place on several additional mining properties.

The Company has never been a "shell company."

With respect to environmental regulation, environmental legislation generally is evolving in a manner which will require; stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There can be no assurance that future changes to environmental legislation and related regulations, if any, will not adversely affect our operations. We could be held liable for environmental hazards that exist on the properties in which we hold interests, whether caused by previous or existing owners or operators of the properties. Any such liability could adversely affect our business and financial condition.

The Company has two full-time employees and four part-time employees.

ITEM 9 – NATURE OF PRODUCTS OR SERVICES OFFERED

Principal Products

The Company's principal products are gold, silver and other materials extracted from ore bodies. All these products are considered commodities and have ready, well established, worldwide markets for as much as the Company can produce.

Distribution and Marketing

The Company's products have well established worldwide markets and require no distribution or marketing efforts.

New Products

Not Applicable

Competitive Business Conditions

The Company's competes with other companies and individuals to acquire mining projects and to recruit and train qualified employees. Many of these companies are substantially larger and have greater financial resources than we do.

Sources and Availability of Raw Materials

The acquisition of gold properties and their exploration and development are subject to intense competition. Companies with greater financial resources, larger staffs, more experience and more equipment for exploration and development may be in a better position than us to compete for new mineral properties. The Company has recently acquired a total of eight mineral properties and has several other properties under lease or option. These properties should provide the Company with an ample supply of mining projects for the foreseeable future.

Major Customers

Gold and other precious metals are sold on historically well established, worldwide markets with numerous purchasers for the entirety of the Company's production.

Patents and Trademarks
The Company has no patents or trademarks.

Government Regulations
Many of the Company's mining claims are located on property owned and managed by either the United States Forest Service or the Bureau of Land Management. The Company is therefore subject to various regulations and permitting requirements with respect to these claims. The Company anticipates no significant governmental regulatory delays with respect to the development of these claims. The Company can also be subject to various federal and state environmental regulations. Furthermore, there can be no assurance that future changes to environmental legislation and related regulations, if any, will not adversely affect our operations. The Company could be held liable for environmental hazards that exist on the properties in which we hold interests, whether caused by previous or existing owners or operators of the properties. The Company has not incurred any environmental remediation costs to date.

ITEM 10 – NATURE AND EXTENT OF ISSUER'S FACILITES

The Company maintains an administrative office at 2750 Cisco Drive South, Lake Havasu City, Arizona on a "month to month" rental basis. The Company's operations occur at the mine locations referenced to above.

PART D – MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION

ITEM 11 – NAME OF CHIEF EXECUTIVE OFFICER, MEMBERS OF THE BOARD OF DIRECTORS AND CONTROL PERSONS

Michael M. Chaffee 2750 Cisco Drive South Lake Havasu City, AZ 86403	President, Director, CEO
Cline B. Johnson III 2750 Cisco Drive South Lake Havasu City, AZ 86403	Vice-President, Director, COO
Dennis Atkins 2750 Cisco Drive South Lake Havasu City, AZ 86403	CFO, Director

Chris Holm 2750 Cisco Drive South Lake Havasu City, AZ 86403	Director
Robert Garcia 2750 Cisco Drive South Lake Havasu City, AZ 86403	Director

There is currently no family relationship between any Director or Executive Officer of the Company.

Listed below are the names of all Directors and Executive Officers of the Company, all positions and offices with the Company held by such person, the period during which he has served as such, and the principal occupations and employment of such persons during the last five years:

Michael M. Chaffee, President, Director, CEO

Mr. Michael Chaffee is the President and C.E.O. of Western Sierra Mining. He has over 30 years of mining experience and extensive work history in the Senior Management of public companies, as well as tremendous education, certifications, and connections to draw upon for the benefit of Western Sierra's endeavors. Mr. Chaffee was previously the President, C.E.O. and Chairman of Applied Biomedical Sciences; a public company of which he was a founding director. Prior to forming ABS, he held senior positions as Executive Vice President and C.O.O. of U.S. Pump and Turbine Company Inc., Vice President, Western Regional International as well as being a Senior Vice President in two local Investment Banking firms. His Education includes a BS in Electronic Engineering at the Northrop Institute of Technology, 1964 and Post graduate Work, Electronics, Business Administration, Biomedical Engineering at the University of Southern California and the University of California at Los Angeles. Licenses and Certifications include I.E.E.E. Certification, U.S. Biomedical Engineering Certification, Principals License, New York Stock Exchange/NASD, Captain's License, U.S. Coast Guard and Top Secret Clearance in conjunction with work on development of high altitude and near space reconnaissance systems.

Compensation from Issuer:

	YE 12/31/11	YE 12/31/12
Salary (a)	$120,000	$120,000
Restricted Stock Awards	$ -0-	$ -0-

(a) Partially accrued and unpaid

Dennis Atkins, Chief Financial Officer, Director

Mr. Atkins is the Chief Financial Officer and a Director of Western Sierra Mining. He is a Certified Public Accountant with over fifteen years experience in public accounting, specializing in the audits of publicly traded companies. Mr. Atkins is a member of the American Institute of Certified Public Accountants and holds licenses in Oklahoma and California. His firm is a member of the Securities and Exchange Commission's practice Section of the American Institute of Certified Public Accountants. Mr. Atkins holds a Bachelors Degree in Accounting from Oklahoma State University and a Masters Degree in Accountancy from the University of Oklahoma.

Compensation from Issuer:

	YE 12/31/11	YE 12/31/12
Salary (a)	$90,000	$90,000
Restricted Stock Awards	$-0-	$-0-

(a) Partially accrued and unpaid

Robert B. Garcia, Director, Technology Development

Mr. Garcia serves as a Director of Western Sierra, and spearheads technology development for the company. He has been a developer, owner and operator of numerous mines and mining companies, and actively consults for several mining and precious metal industries. His resume includes development of one of the largest gold mines in the State of Nevada, as well as experience purchasing gold and precious metal products for various banking institutions and governmental authorities.

Compensation from Issuer:

	YE 12/31/11	YE 12/31/12
Salary	$-0-	$-0-
Restricted Stock Awards	$-0-	$-0-

Cline B. Johnson III, Vice-President, COO, Director

Mr. Johnson is responsible for all operations of Western. He has over 20 years of experience in mining and construction both nationally and internationally. He has owned and operated his own construction company in California for over 10 years and has significant expertise in placer gold operations including initial site mobilization, construction and on-going operations. Mr. Johnson has managed and directed the development of placer mining operations in California, Mexico, Peru and Ecuador. Mr. Johnson is multi-lingual and has extensive experience in dealing with foreign governments, operating crews and sub-contractors.

Compensation from Issuer:

	YE 12/31/11	YE 12/31/12
Salary	$-0-	$-0-
Restricted Stock Awards	$-0-	$-0-

Chris Holm, Independent Director

Mr. Chris Holm has been the owner and president of Danco Machine, Inc .in Houston, Texas since 1991. He has extensive experience in the construction, operation and maintenance of heavy industrial equipment.

Compensation from Issuer:

	YTD 12/31/11	YE 12/31/12
Salary	$-0-	$-0-
Restricted Stock Awards	$-0-	$-0-

Legal/Disciplinary History

Within in the last five years, none of the foregoing persons has been convicted in a criminal proceeding or has been named as a defendant in a criminal proceeding; been subject to an order, judgment or decree 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; been subject to a finding or judgment by a court of competent jurisdiction, 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; or been subject 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.

Family Relationships

There are no family relationships among or between the issuer's directors, officers or beneficial owners of more than five percent of any class of the issuer's equity securities.

Related Party Transactions

There are no transactions within the last three fiscal years involving the issuer in which (i) the amount involved exceeds the lesser of $120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest.

Conflicts of Interest

There were no conflicts of interest with any executive officer or director with competing professional or personal interests.

ITEMS 12/13 – FINANCIAL INFORMATION FOR THE ISSUER'S MOST RECENT AND PREVIOUS FISCAL PERIODS

SEE FOLLOWING PAGES

WESTERN SIERRA MINING CORP.

Balance Sheets

ASSETS

	December 31, 2012	December 31, 2011
CURRENT ASSETS		
Cash and cash equivalents	$ 12,448	$ 40,987
Cash-restricted	-	175,000
Other current assets	20,000	20,000
Total current assets	32,448	235,987
PROPERTY AND EQUIPMENT	70,389	70,389
MINING PROPERTY AND ORE RESOURCES	11,965,068	12,746,027
Total Assets	$ 12,067,905	$ 13,052,403

LIABILITIES AND STOCKHOLDERS' EQUITY

	December 31, 2012	December 31, 2011
CURRENT LIABILITIES		
Accounts payable	$ -	$ -
Notes Payable - Related Parties	107,450	107,450
Current maturities of notes payable	20,000	20,000
Total current liabilities	127,450	127,450
LONG-TERM NOTES PAYABLE - RELATED PARTIES	1,546,249	1,521,249
Total Liabilities	1,673,699	1,648,699
STOCKHOLDERS' EQUITY		
Common stock - par value $.001 350,000,000 shares authorized; 315,493,353 and 315,493,353 shares issued and outstanding respectively	315,493	315,493
Paid-in capital	28,483,442	28,483,442
Retained earnings (deficit)	(18,404,729)	(17,395,231)
Total stockholders' equity	10,394,206	11,403,704
Total Liabilities and Stockholders' Equity	$ 12,067,905	$ 13,052,403

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

WESTERN SIERRA MINING CORP.

Statements of Operations

	Year Ended December 31, 2012	Year Ended December 31, 2011
REVENUES	$ 89,785	$ 8,945
Less: Cost of goods sold	49,746	-
Gross Profit	$ 40,039	$ 8,945
OPERATING COSTS AND EXPENSES		
Compensation	97,500	97,500
Professional fees	3,100	125
Exploration expenses	3,518	12,129
Licenses,permits, fees	7,511	692
Office expenses	5,180	5,040
Reporting company expenses	7,055	16,981
Total Expenses	123,864	132,467
Operating Income (Loss)	(83,825)	(123,522)
OTHER INCOME (EXPENSES)		
Impairment	(923,519)	-
Interest income	842	148
Interest expense	(2,996)	(3,592)
Income before income taxes	(1,009,498)	(126,966)
Provision for income taxes	-	-
NET INCOME (LOSS)	$ (1,009,498)	$ (126,966)
Earnings Per Share (see Note 2):		
Basic weighted average number of common shares outstanding	315,493,353	315,493,353
Basic income (loss) per share	$ -	$ -
Diluted weighted average number of common shares outstanding	315,493,353	315,493,353
Diluted income (loss) per share	$ -	$ -

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

WESTERN SIERRA MINING CORP.

Statement of Stockholders' Equity

	Common Stock Shares	Common Stock Amount	Paid-in Capital	Retained Earnings	Total
Balance, December 31, 2008	255,093,353	$ 255,093	$ 24,607,592	$ (5,560,193)	$ 19,302,492
Issuance of stock for compensation, July 1, 2009 ($.01/share)	13,500,000	13,500	121,500		135,000
Issuance of stock for professional fees, July 1, 2009 ($.01/share)	7,400,000	7,400	66,600		74,000
Issuance of stock for prepaid compensation, December 31, 2009 ($.005/share)	13,500,000	13,500	60,750		74,250
Issuance of stock for professional fees, December 31, 2009 ($.005/share)	6,000,000	6,000	27,000		33,000
Net loss for period				(185,419)	(185,419)
Balance, December 31, 2009	295,493,353	$ 295,493	$ 24,883,442	$ (5,745,612)	$ 19,433,323
Issuance of stock for conversion of note payable, October 13, 2010 ($.001/share)	10,000,000	10,000			10,000
Net loss for period				(11,522,653)	(11,522,653)
Balance, December 31, 2010	305,493,353	$ 305,493	$ 24,883,442	$ (17,268,265)	$ 7,920,670
Issuance of stock for conversion of note payable, March 25, 2011 ($.001/share)	10,000,000	10,000			10,000
Contribution of mining properties (October 15, 2011)			3,600,000		3,600,000
Net loss for period				(126,966)	(126,966)
Balance, December 31, 2011	315,493,353	$ 315,493	$ 28,483,442	$ (17,395,231)	$ 11,403,704
Net loss for period				(1,009,498)	(1,009,498)
Balance, December 31, 2012	315,493,353	$ 315,493	$ 28,483,442	$ (18,404,729)	$ 10,394,206

WESTERN SIERRA MINING CORP.

Statements of Cash Flows

		Year Ended December 31, 2012		Year Ended December 31, 2011
Operating activities:				
Net income (loss)	$	(1,009,498)	$	(126,966)
Adjustments to reconcile net income/loss to net cash useed in operating activities:				
Non-cash compensation		97,500		97,500
Impairment		923,519		-
(Increase) decrease in assets:				
Other assets		-		-
Increase (decrease) in liabilities:				
Accounts payable and accrued expenses		-		(30,000)
Total adjustments		1,021,019		67,500
Net cash from/(used in) operating activities		11,521		(59,466)
Investing activities:				
Purchases of property and equipment		-		(47,838)
Proceeds from sales of property and equipment		-		-
Restricted for mine development		175,000		95,000
Capitalized mine development costs		(30,060)		(34,488)
Net cash used in investing activities		144,940		12,674
Financing activities:				
Issuance of stock for cash		-		-
Payments on borrowings		(185,000)		-
Proceeds from borrowings		-		-
Net cash provided by financing activities		(185,000)		-
Net increase(decrease) in cash and cash equivalents		(28,539)		(46,792)
Cash and cash equivalents at beginning of period		40,987		87,779
Cash and cash equivalents at end of period	$	12,448	$	40,987
Supplemental cash flow information:				
Cash paid during the period for interest	$	2,996	$	3,592
Cash paid during the period for income taxes	$	-	$	-
Noncash investing and financing activities:				
Distribution of stock in payment of debt	$	-	$	-
Contribtion of assets by shareholder	$	-	$	3,600,000

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

NOTE 1 - Organization and Basis of Presentation

Western Sierra Mining Corp. ("Western Sierra", "the Company", "we" or "us")(formerly Global Decs Corp.) was formed in 1907 in the State of Utah to engage in gold and other precious mineral mining.

On December 1, 2003 we entered into a Share Exchange Agreement with Western Sierra, Inc., whereby Western Sierra, Inc. became a wholly owned subsidiary of Western Sierra Mining Corp. The agreement provided for the exchange of 20,000,000 shares of the Company's common stock for 4,000,000 shares or 100% of the outstanding common stock of Western Sierra, Inc. The shareholders of Western Sierra, Inc. owned approximately 90% of the stock of Western Sierra Mining Corp. after consummation of the transaction. Western Sierra, Inc. was subsequently dissolved and all operations transferred into Western Sierra Mining Corp.

NOTE 2 - Summary of Significant Accounting Policies

Cash and Cash Equivalents

The Company considers those short-term, highly liquid investments with original maturities of three months or less as cash and cash equivalents.

Mining, Milling and Other Property and Equipment

Mining, milling and other property and equipment is reported at cost. It is the Company's policy to capitalize costs incurred to improve and develop the mining properties. General exploration costs and costs to maintain rights and leases are expensed as incurred.

Depletion of mining improvements will be computed using the units of production method. The Company has made no provision for depletion for the periods ending December 31, 2012 and 2011 as production had not commenced.

Provision is made for depreciation of office furniture fixtures and equipment, machinery and equipment, and building. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets which are 5 to 10 years.

Impairment of Long-Lived Assets

In accordance with Statement of Financial Accounting Standards ("SFAS") 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed of," the Company reviews its long-lived assets for impairments. Impairment losses on long-lived assets are recognized when events or changes in circumstances indicate that the undiscounted cash flows estimated to be generated by such assets are less than their carrying value and, accordingly, all or a portion of such carrying value may not be recoverable. Impairment losses then are measured by comparing the fair value of assets to their carrying amounts. The Company recognized an impairment loss of $923,518 at December 31, 2012 on the Mud Springs barite and placer gold property in Nevada.

Management periodically reviews the recoverability of the capitalized mineral properties and mining equipment. Management takes into consideration various information including, but not limited to, historical production records taken from previous mine operations, results of exploration activities conducted to date, estimated future prices and reports and opinions of outside consultants. When it is determined that a project or property will be abandoned or its carrying value has been impaired a provision is made for any expected loss on the project or property.

Revenue Recognition

Revenues from the sale of minerals are recognized when earned.

Earnings Per Share

Basic profit or (loss) per share is calculated by dividing the Company's net profit or loss applicable to common shareholders by the weighted average number of common shares issued and outstanding during the period. Diluted earnings per share is calculated by dividing the Company's net income/(loss) available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity.

	For the Year Ended December 31, 2012	For the Year Ended December 31, 2011
Income (Loss)	$(1,009,498)	$ (126,966)
Basic Average Number of Shares Outstanding	315,493,353	315,493,353
Basic Earnings (Loss) Per Share	$ (0.00)	$ (0.00)
Diluted Average Number of Shares Outstanding	315,493,353	315,493,353
Diluted Earnings (Loss) Per Share	$ (0.00)	$ (0.00)

Income Taxes

The Company records deferred income taxes using the liability method as prescribed under the provisions of SFAS No. 109. Under the liability method, deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial statement and income tax bases of the Company's assets and liabilities. An allowance is recorded, based upon currently available information, when it is more likely than not that any or all of the deferred tax assets will not be realized. The provision for income taxes includes taxes currently payable, if any, plus the net change during the year in deferred tax assets and liabilities recorded by the Company.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Environmental Remediation Costs

Environmental remediation costs are accrued based on estimates of known environmental remediation exposure. Such accruals are recorded even if significant uncertainties exist over the ultimate cost of the remediation. It is reasonably possible that the Company's estimates of reclamation liabilities, if any, could change as a result of changes in regulations, extent of environmental remediation required, means of reclamation or cost estimates. Ongoing environmental compliance costs, including maintenance and monitoring costs, are expensed as incurred. There were no environmental remediation costs accrued at December 31, 2012 and 2011.

NOTE 3 - Stockholders' Equity

At various stages in the Company's development we have issued shares of common stock, valued at fair market value, for services or assets with a corresponding charge to operations or property and equipment. In accordance with SFAS 123, these transactions, except for stock issued to employees, have been recorded on the Company's books at the fair value of the consideration received or the fair value of the common stock issued, whichever is more reliably measured. There were no shares issued in 2011 or 2012. fol

NOTE 4 - Mining Properties

Gold Basin Mine:
The Company is in discussions with Pine Creek Mining to return the Gold Basin Mine to production. The Gold Basin Mine is comprised of four mining claims located on 332 acres in Central Arizona. Total gold resources for the mine exceed 150,000 ounces with additional probable gold resources of 400,000 ounces.

Gold River Mines:
On May 5, 2008, the Company acquired eight mining properties from Gold River Exploration Inc. in exchange for 56,555,166 shares of the Company's common stock and $50,000 in cash. The mines have a total of 102,000 oz. gold resources, 593,000 oz. silver resources, 423,000 oz. probable gold resources and 362,000 oz. probable silver resources. At $1600/oz. gold and $30/oz. silver, the gold reserves total $163,000,000, the silver reserves total $17,000,000, the probable gold resources total $676,000,000 and the probable silver resources total $11,000,000. SFAS 123 specifies that this transaction be recorded on the Company's books at the fair value of the consideration received or the fair value of the common stock issued, whichever is more reliably measured at the date of the transaction. Since the Company's stock had little or no activity in the six months preceding the date of the acquisition of the mining properties and since the reserves on

the mining properties are well documented and certified by a licensed geologist, the Company has determined that the acquisition should be valued and recorded on the books based on the discounted value of the reserves in accordance with SFAS 123. The Company therefore calculated the net value of the reserves, net of estimated production costs and discounted over the recovery period and to reflect uncertainties, to be $18,530,408. On June 8, 2010, the Company sold the Sun Gold and Treasure Gulch Mines to VHGI Holdings, Inc. in exchange for $550,000 cash, 5,000,000 shares of VHGI common stock and a royalty of 2% of gross sales.

The remaining properties have a total of 88,000 oz. gold resources and 755,000 oz. of silver resources. At $1,600/oz. gold and $30/oz. silver, the gold resources total $228,000,000 and the silver resoures total $22,000,000.

Gold Star:
On October15, 2011, a shareholder of the company contributed several mining properties including the Gold Star and Gold Crown. The Gold Star consists of 350 acres in central Arizona and has 168,750 oz. of gold resources valued at $270,000,000. The acquisition was recorded on the Company's books at $3,500,000, the posted selling price of the property.

Azurite:
On October 26, 2012, the Company entered into a joint venture mining agreement with Azurite Development Corporation to jointly develop and operate the Azurite mine located in Central Arizona. The Company will act as the mine contractor to produce gold from the Azurite Mine in exchange for a percentage of the net operating income.

Other:
The Company has also acquired and/or expanded the Gold Crown, State Land Lease in Skull Valley and Table Mesa.

NOTE 5 - Related Parties

There were no related party transactions in 2011 or 2012.

NOTE 6 - Notes Payable	December 31, 2012	December 31, 2011
Notes payable to shareholders, unsecured, due October 23 - November 14, 2004, bearing no interest	$107,450	$107,450
Note payable, unsecured, due January 2, 2015, bearing no interest	100,000	100,000

Notes payable to one shareholder for consulting fees, unsecured, due October 1, 2013, bearing no interest, convertible into 20,000,000 shares of common stock	20,000	20,000
Notes payable to two officers for accrued compensation, unsecured, due January 2, 2015, bearing no interest	1,099,321	1,074,321
Notes payable to two shareholders, unsecured, due January 2, 2015, bearing no interest	346,928	346,928
	1,673,699	1,648,699
Less: Current portion	(127,450)	(127,450)
Long-Term Debt	$1,546,249	$1,521,249

Maturities of long-term debt are as follows:

2014	1,546,249
Total	$1,521,249

NOTE 7 - Income Taxes

The Company has adopted FASB 109 to account for income taxes. No provision for income taxes has been recorded in these financial statements based on the net operating loss carry-forward of $18,404,729 as of December 31, 2012 that will be offset against future taxable income. Due to the uncertainty as to the utilization of net operating loss carry- forwards, an evaluation allowance has been made to the extent of any tax benefit that net operating losses may generate.

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred tax assets and the related valuation account as of December 31, 2012 and 2011 are as follows:

	2012	2011
Deferred tax asset:		
Net operating loss carry-forward	$ 7,362,000	$ 6,958,092
Valuation allowance	(7,362,000)	(6,958,092)
	$ -	$ -

At December 31, 2012, the Company had net operating loss carry-forwards totaling $18,404,729 that, if conditions of the Internal Revenue Codes are met, can be carried forward to offset future earnings. These carry-forwards expire in various amounts through 2032.

ITEM 14 – BENEFICIAL OWNERS

	No. of Shares Beneficially Owned
Don Jenkins 2750 Cisco Drive South Lake Havasu City, AZ 86403	50,000,000
Michael Chaffee 2750 Cisco Drive South Lake Havasu City, AZ 86403	28,502,000
Dennis Atkins 2750 Cisco Drive South Lake Havasu City, AZ 86403	26,720,000

ITEM 15 - NAME, ADDRESS, TELEPHONE NUMBER, AND EMAIL ADDRESS OF OUTSIDE PROVIDERS THAT ADVISE THE ISSUER ON MATTERS RELATING TO THE OPERATIONS, BUSINESS DEVELOPMENT AND DISCLOSURE

Counsel
Don Paradiso
5499 North Federal Highway, Suite D
Boca Raton. Florida 33487

Dieterich & Associates
11835 West Olympic Boulevard
Suite 1235E
Los Angeles, CA 90064

ITEM 16 – MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

The Company's focus is on acquiring, developing and mining mineral properties and reserves in the western United States and primarily in Central Arizona. The Company will look at other potential mining properties which could be operated commercially to the benefit of our shareholders. The Company is currently developing various mining properties including those acquired from the Gold River Exploration Inc. These properties have a total of 88,000 oz. proven/probable gold resources and 755,000 oz. of proven/probable silver resources. At $1,600/oz. gold and $30/oz. silver, the gold resources total $228,000,000 and the silver resources total $22,000,000.

Gold Star

On October15, 2011, a shareholder of the company contributed several mining properties including the Gold Star and Gold Crown. The Gold Star consists of 350 acres in central Arizona and has 168,750 oz. of gold resources valued at $270,000,000. The acquisition was recorded on the Company's books at $3,500,000, the posted selling price of the property.

The Company has also acquired and/or expanded the Gold Crown, State Land Lease in Skull Valley and Table Mesa.

During the first quarter of 2012 the Company has continued to expand its relationship with current and potential joint venture partners:

Azurite

On October 26, 2012, the Company entered into a joint venture mining agreement with Azurite Development Corporation to jointly develop and operate the Azurite mine located in Central Arizona. The Company will act as the mine contractor to produce gold from the Azurite Mine in exchange for a percentage of the net operating income.

Outside and Independent Evaluations for Others

Most of the first quarter was spent evaluating a major private placer property in Central Arizona. The first part of the evaluation is complete and the final report should be submitted to the client in the next few weeks. Discussions are underway to determine the next steps in the development process and if further geological examinations are warranted.

Current Exploration

The Company has conducted exploration at the Greyhound, Gold Star, Phau Springs, Trident and Spruce Canyon mines. The Company will continue to generate small scale data samples from both the hard rock and placer claims to support seeking JV partners for their long-term development or for sale.

The Company has taken a first look at the Silver Cord underground mine completing basic power and lighting installations. We anticipate being able to continue the evaluations of the surrounding areas for both placer and hard rock anomalies that exist in the area.

Some information contained in or incorporated by reference into this report may contain "forward-looking statements." These statements include comments regarding exploration and mine development and construction plans, costs, grade, production and recovery rates, permitting, financing needs, the availability of financing on acceptable terms or other sources of funding, and the timing of additional tests, feasibility studies and environmental permitting. We believe the expectations reflected in those forward-looking statements are reasonable. However, we cannot assure that these expectations will prove to be correct. Our actual results could differ materially from those anticipated as a result of the risk factors, including but not limited to: worldwide economic and political events affecting the supply and demand for gold; volatility in market prices for gold and other metals; financial market conditions and the availability of debt or equity financing on terms acceptable to our properties; uncertainties as to whether additional drilling, testing and feasibility studies will establish reserves at any of our properties; uncertainties associated with developing a new mine, including potential cost overruns and the unreliability of estimates in the early stages of mine development; variations in ore grade and other characteristics affecting mining, crushing, milling and smelting operations and mineral recoveries; geological, metallurgical, technical, permitting, mining and processing problems; the availability and timing of acceptable arrangements for power, transportation, mine construction, contract mining, water and smelting; the availability, terms, conditions and timing of required government worldwide economic and political events affecting the supply of and demand for gold; volatility in market prices for gold and other metals; financial market conditions, and the availability of debt or equity financing on terms acceptable to our company; uncertainties as to whether additional drilling, testing and feasibility studies will establish reserves at any of our properties; uncertainties associated with developing a new mine, including potential cost overruns and the unreliability of estimates in the early stages of mine development; uncertainties as to title to our properties and the availability of sufficient properties to allow for planned activities; variations in ore grade and other characteristics affecting mining, crushing, milling and smelting operations and mineral recoveries; geological, metallurgical, technical, permitting approvals; uncertainties regarding future changes in tax and foreign-investment legislation or implementation of existing tax legislation and the availability of experienced employees.

Issues and Uncertainties

The following issues and uncertainties, among others, should be considered in evaluating our financial outlook. We are an exploration company and have not generated any operating revenues. If we are unable to commercially develop or sell our mineral properties, we will not be able to generate profits and our business may fail. To date, we have no producing properties. As a result, we have no current source of operating revenue and we have historically operated and continue to operate at a loss. Our ultimate success will depend on our ability to generate profits from our properties. Our viability is largely dependent on the successful commercial development of our currently owned and exploration stage properties. We lack operating cash flow and rely on external funding sources. If we are unable to continue to obtain needed capital from outside sources, we will be forced to reduce or curtail our operations. We do not generate any positive cash flow from operations and we do not anticipate that any positive cash flow will be generated for some time. We have limited financial resources. We cannot assure that additional funding will be available to allow us to fulfill such obligations. Further exploration and development of the mineral properties in which we hold interests depends upon our ability to obtain financing through other debt financing, equity financing, or other means. Our ability, on a going-forward basis, to discover viable mineral reserves is subject to numerous factors, most of which are beyond our control and are not predictable. Exploration for gold is speculative in nature, involves many risks and is frequently unsuccessful. Any gold exploration program entails risks relating to the location of economic ore bodies, development of appropriate metallurgical processes, receipt of necessary governmental approvals and construction of mining and processing facilities at any site chosen for mining.

The commercial viability of a mineral deposit is dependent on a number of factors including: the price of gold, exchange rates, the particular attributes of the deposit, such as its size, grade and proximity to infrastructure, financing costs, taxation, royalties, land tenure, land use, water use, power use, importing and exporting gold and environmental protection. The effect of these factors cannot be accurately predicted. Gold prices can fluctuate on a material and frequent basis due to numerous factors beyond our control. If and when we commence production, our ability to generate profits from operations could be materially and adversely affected by such fluctuating prices. The profitability of any gold mining operations in which we have an interest will be significantly affected by changes in the market price of gold. Gold .prices fluctuate on a daily basis and are affected by numerous factors beyond dour control, including: the level of interest rates, the rate of inflation, central bank sales, world supply of gold and stability of exchange rates. Each of these factors can cause significant fluctuations in gold prices. Such external factors are in turn influenced by changes in international investment patterns and monetary systems and political developments. The price of gold has historically fluctuated widely and, depending on the price of gold, revenues from mining operations may not be sufficient to offset the costs of such operations.

Changes in regulatory or political policy could adversely affect our exploration and future production activities. Any changes in government policy may result in changes to laws affecting: ownership of assets, land tenure, mining policies, monetary policies, taxation, rates of exchange, environmental regulations, labor relations, repatriation of income and return of capital. Any such changes may affect our ability to undertake exploration and development activities in respect of present and future properties in the manner currently contemplated, as well as our ability to continue to explore, develop and operate those properties in which we have an interest or in respect of which we have obtained exploration and development rights to date. Compliance with environmental regulations could adversely affect our exploration and future production activities. With respect to environmental regulation, environmental legislation generally is evolving in a manner which will require: stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There can be no assurance that future changes to environmental legislation and related regulations, if any, will not adversely affect our operations. We could be held liable for environmental hazards that exist on the properties in which we hold interests, whether caused by previous or existing owners or operators of the properties. Any such liability could adversely affect our business and financial condition. Mining Risks and Potential Inadequacy of Insurance Coverage could adversely affect us. Commencing operations will involve a number of risks and hazards, including: environmental hazards, industrial accidents, labor disputes, metallurgical and other processing, unusual and unexpected rock formations, ground or slope failures, cave-ins, acts of God, mechanical equipment and facility performance problems and the availability of materials and equipment. Such risks could result in: damage to, or destruction of, mineral properties or production facilities, personal injury or death, environmental damage, delays in mining, monetary losses and possible legal liability.

Industrial accidents could have a material adverse effect on our future business and operations. Although as we move forward in the development of any of our properties we plan to maintain insurance within ranges of coverage consistent with industry practice, we cannot be certain that this insurance will cover the risks associated with mining or that we will be able to maintain insurance to cover these risks at economically feasible premiums. We also might become subject to liability for pollution or other hazards which we cannot insure against or which we may elect not to insure against because of premium costs or other reasons. Losses from such events could have a material adverse effect on us.

We do not currently have liability insurance in place. Although we are currently seeking to obtain insurance, if we are unable to obtain adequate insurance and someone is injured on our property, our financial condition could be materially and adversely affected.

Calculation of reserves and metal recovery dedicated to future production is not exact, might not be accurate and might not accurately reflect the economic viability of our properties. Reserve estimates may not be accurate. There is a degree of uncertainty attributable to the calculation of reserves, resources and corresponding grades being dedicated to future production. Until reserves or resources are actually mined and processed, the quantity of reserves or resources and grades must be considered as estimates only. In addition, the quantity of reserves or resources may vary depending on metal prices. Any material change in the quantity of reserves, resource grade or stripping ratio may affect the economic viability of our properties. In addition, there can be no assurance that mineral recoveries in small scale laboratory tests will be duplicated in large tests under on-site conditions or during production.

We are dependent on a relatively small number of key personnel, the loss of any one of whom could have an adverse effect on us. In addition, while certain of our officers and directors have experience in the exploration and operation of gold producing properties, we will remain highly dependent upon contractors and third parties in the performance of our exploration and development activities. As such there can be no guarantee that such contractors and third parties will be available to carry out such activities on our behalf or be available upon commercially acceptable terms.

There are uncertainties as to title matters in the mining industry. We believe that we have good title to our properties; however, defects in such title could have a material adverse effect on us We have investigated our rights to explore, exploit and develop our various properties in manners consistent with industry practice and, to the best of our knowledge, those rights are in good standing. However, we cannot assure that the title to or our rights of ownership of our concessions will not be challenged or impugned by third parties or governmental agencies. In addition, there can be no assurance that the properties in which we have an interest are not subject to prior unregistered agreements, transfers or claims and title may be affected by undetected defects. Any such defects could have a material adverse effect on us. Should we successfully commence mining operations in the future, our ability to remain profitable, should we become profitable, will be dependent on our ability to find, explore and develop additional properties. Our ability to compete for such additional properties will be hindered by competition. The acquisition of gold properties and their exploration and development are subject to intense competition. Companies with greater financial resources, larger staffs, more experience and more equipment for exploration and development may be in a better position than us to compete for such mineral properties.

Results of Operations

We earned joint venture and contract testing revenues of $89,785. Our operating costs and expenses totaled $126,859. We had interest income of $842 and interest expense of $2,996. We recorded impairment an impairment loss of $923,519 resulting in a net loss of $1,009,498. We had negative working capital of $115,002 as of December 31, 2012. To the extent that cash flow is unavailable, management intends to raise all necessary capital through private financing, the sale of our securities and/or joint venture partnerships.

During the period from February 25, 2003 (inception) through December 31, 2010, the Company has accumulated a deficit of $18,404,729. During this period, the Company has engaged in no significant operations other than organizational activities, acquisition of capital, compliance with its periodical reporting requirements, mineral and mining properties acquisitions, and recent efforts to locate suitable joint venture partners. All of our planned activities are dependent upon our ability to obtain adequate financing. Financing, is being sought through private loans, the sale of equity and joint ventures.

Plan of Operations and Need for Additional Financing

During the fiscal year ending December 31, 2011, the Company continued with efforts to seek, investigate and acquire additional properties or businesses. The Company is also utilizing some of the proceeds from the sale of the mining properties to begin a mobile high-grading operation which is anticipated to generate significant on-going revenues.

No specific commitments to provide additional funds have been made by management or other stockholders, and the Company has no current plans, proposals, arrangements or understandings with respect to the sale or issuance of additional securities. Accordingly, there can be no assurance that any additional funds will be available to the Company to allow it to cover its expenses. Notwithstanding the foregoing, to the extent that additional funds are required, the Company anticipates receiving such funds through the private placement of restricted securities rather than through a public offering.

Environmental Issues

We are not aware of any significant environmental concerns or existing reclamation requirements. Any costs or delays associated with obtaining required permits could have an impact on our ability to timely complete our planned activities.

Off-Balance Sheet Transactions

The Company does not have any transactions, agreements or other contractual arrangements that constitute off-balance sheet arrangements.

PART E – ISSUANCE HISTORY

ITEM 17 – LIST OF SECURITIES OFFERING AND SHARES ISSUED FOR SERVICES IN THE PAST YEAR

NONE

PART F – EXHIBITS

ITEM 18 – MATERIAL CONTRACTS

NONE

ITEM 19 – ARTICLES OF INCORPORATION AND BYLAWS

NO CHANGES SINCE INITIAL DISCLOSURE

ITEM 20 – PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

The Company, nor any purchasers affiliated with the Company, has made no purchases of equity securities.

ITEM 21 – ISSUER'S CERTIFICATIONS

1. I, Michael Chaffee, have reviewed this Annual Disclosure Statement dated December 31, 2012 of Western Sierra Mining Corp.;

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 the disclosure

statements; 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.

Date: March 21, 2013

/s/ Michael Chaffee
Michael Chaffee, CEO

1. I, Dennis Atkins, have reviewed this Annual Disclosure Statement dated December 31, 2012 of Western Sierra Mining Corp.;

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 the disclosure statements; 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.

Date: March 21, 2013

/s/ Dennis Atkins
Dennis Atkins, CFO